

## MCDES Governance Update

By Edward J. Holland

At the October 5, 2018 MCDES Membership Meeting, our Amended and Restated Articles of Incorporation were unanimously approved. They were previously unanimously approved by your Board of Directors at our August 22, 2018, meeting. This new document has been filed with the Minnesota Secretary of State, as required.

Here's some background regarding the reasons we needed to amend and restate the MCDES Articles of Incorporation and revise our MCDES Bylaws.

Our original Articles, written in 1979, had not been updated since they were written. The original Bylaws were updated in 1999 but had not been revised since then despite changes in the state of Minnesota's non-profit statutes and our organization.

Because of these realities and after months of careful and thorough consideration by your Board of Directors and with the guidance of an attorney who has worked with non-profit organizations, the MCDES Board of Directors approved and the MCDES membership subsequently approved the Amended and Restated Articles of Incorporation. The major change, which is really not a change from the way MCDES has been operating since the early 2000s, is that current and future "members" will become "non-voting members." Your Board of Directors will assume all responsibility for the management and operation of MCDES. This has been our day-to-day operational reality for many years.

Additionally, the MCDES Bylaws needed to be revised and amended for the same reasons stated above—they were out-dated and operationally obsolete. With the authority given to the Board by the new Articles of Incorporation, the Board approved new MCDES Bylaws at its Board Meeting on December 6, 2018. The major changes include establishing term limits for Directors and Officers and adding a "Vice Chair" as an Officer.

Your Board will continue to obey our legal fiduciary duties, operate transparently and collaboratively, and will continue to meet quarterly to address the goals and needs of the organization. As dues paying "non-voting members," you will continue to receive the quarterly newsletter, the MCDES Directory, reduced rates at our educational conferences, CEU's, and any additional benefits that may be added for members in the future.

We, as your Board of Directors, will continue to work hard furthering the mission of MCDES. We will always be open to your ideas and suggestions. Thank you for your trust in us and for your ongoing support of MCDES.

### The MCDES Board of Directors

Eunie Alsaker, Diane Bauer, Jan Bergman, Allison Chant, Sharon Dardis (Newsletter Editor) Edward Holland, Kay Johnson (Chair), Kelli Kinney, Christine Lewis, Amy Shaleen (Secretary), Peter Thoreen (Treasurer), Tim Thorpe, Florence Wright (Vice Chair).