



Bylaws of Metropolitan Emergency Managers Association

Article I – Name and Corporate Seal

Section 1. Name. The name of the nonprofit corporation shall be Metropolitan Emergency Managers Association (hereinafter “Corporation”).

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Corporation was 10 W. 95th St., Bloomington, MN 55420. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is 10 W. 95th St., Bloomington, MN 55420.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Corporation may require.

Article III – Purpose

Corporation is organized and shall be operated primarily for the purposes of conducting a trade association, which will promote the common business interests of its members in accordance with Section 501(c)(6) of the Internal Revenue Code. Specifically, Corporation is a nonprofit organization formed to advance the field of emergency management in the Twin Cities Metropolitan Area. This includes but is not limited to: 1.) facilitating education, professional development, and advancements within the field; 2.) creating and promoting standards for disaster preparedness and crisis management; and 3.) fostering unity amongst and between the members, thus providing the foundation for a cooperative and coordinated response when necessary. Corporation shall also have all of the powers afforded to it by the provisions of the Minnesota Nonprofit Corporation Act, Minn. Stat. Chapter 317A, and as amended.

Article IV – Voting Membership

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple classes of membership, if desired.

Section 2. Eligibility for Membership. Application for membership shall be open to any person meeting the qualifications set forth below. Qualifications shall include:

- A. Age: Potential member must be eighteen (18) years of age or over;
- B. Alignment: Potential member must
 - 1. support the mission and purpose of Corporation;
 - 2. be associated with the field of emergency management in one of the following ways: a.) be regularly employed in (or retired from) the field, b.) be professionally associated with the field, c.) be actively studying at a post-secondary institution for participation in the field, or d.) volunteer in the field; and
 - 3. live, work, or volunteer in: a.) the Minnesota counties of Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Le Sueur, Mille Lacs, Ramsey, Scott, Sherburne, Sibley, Washington, or Wright, b.) the Wisconsin counties of Pierce or St. Croix, or c.) the cities of Minneapolis or St. Paul.
- C. Documents and fees: Potential member must complete a membership application and pay all applicable dues/fees/assessments annually;
- D. Compliance: Potential member agrees to abide by all applicable Minnesota and federal laws, Corporation’s Articles of Incorporation, Bylaws, and other organizational policies and procedures.

Membership shall not be denied to any protected class as defined by the Minnesota Human Rights Act, Minn. Stat. Chapter 363A so long as the applicant meets the above qualifications.

Section 3. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation shall have the following classes of membership:

- A. *Professional Members:* A Professional Member is an individual who meets the eligibility requirements and is actively employed in, professionally associated with, or volunteers in the field of emergency management. Each Professional Member who wishes to be involved with Corporation shall enjoy all benefits of membership, be allowed one (1) vote during questions involving the voting members, and be eligible to hold office in Corporation.
- B. *Student Members:* A Student Member is an individual who meets the eligibility requirements and is a full-time student at any post-secondary institution studying emergency management. Each Student Member who wishes to be involved with Corporation shall enjoy all benefits of membership, be allowed one (1) vote during questions involving the voting members, and be eligible to hold office in Corporation. Student Members do not qualify to serve as President, Vice President, Second Vice President, or Treasurer.
- C. *Retired Members:* A Retired Member is an individual who meets the eligibility requirements and is a person who would otherwise qualify as a Professional Member, but is retired. In order to qualify as a Retired Member, one must have been a Professional Member in good standing for at least five (5) years. Each Retired Member who wishes to be involved with Corporation shall enjoy all benefits of membership, be allowed one (1) vote during questions involving the voting members, and be eligible to hold office in Corporation. Retired Members do not qualify to serve as President, Vice President, or Second Vice President; however, if a Professional Member retires while holding the position of President, Vice President, or Second Vice President, they may complete their term.

Section 4. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members, and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of the dues/fees/assessments on an annual basis to all voting members and prospective members. The Board of Directors may determine a scholarship policy that may reduce or waive dues or other fees owed by members; the policy may change from time to time at the sole discretion of the Board of Directors but shall be published or made accessible to existing and prospective members.

Section 5. Rights of Members. Each voting member in “good standing” shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Members must vote in person, by U.S. mail, or

electronically when authorized by Board action. Voting by proxy is NOT permitted. Additional benefits of membership shall include:

- A. Recognition in Corporation publications;
- B. Receipt of members-only announcements publications;
- C. Attendance at Corporation's events; and
- D. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

Section 6. Membership Duration. Once registered as a member, membership shall continue for one (1) year from January 1 to December 31, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

Section 7. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

- A. Voluntary resignation of the member;
- B. Death of the member
- C. Dissolution of Corporation;
- D. Expiration of the membership duration;
- E. Failure of the member to pay dues/fees/assessments in a timely manner;
- F. Expulsion, suspension, and/or sanctions may be imposed upon a member for "good cause shown" by:
 - 1. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
 - 2. A two-thirds vote of the Board of Directors; or
 - 3. A two-thirds vote of the voting membership.

"Good cause shown" may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its purpose/mission. This could include violation of Corporation's Articles, Bylaws, Code of Conduct, Policies and Procedures, other rules, state/federal laws, misappropriation of Corporate assets, and/or actions/omissions in contravention to the mission and values of Corporation.

Pursuant to Minn. Stat. § 317A.411, any voting member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing. Such request must be made within one (1) year after the effective date of the expulsion, suspension, or termination.

Section 8. Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

Article V – Meetings of Voting Membership

Section 1. Record Date and Membership Roll. The Board of Directors shall fix a date not more than sixty (60) days, or shorter than ten (10) days, before the date of a voting member meeting as the date for determining which person are entitled to notice of and entitled to vote at the meeting. When the date is fixed, only General Voting Members in "good standing" on that date are entitled to notice of and permitted to vote at the upcoming voting member meeting. After the Board of Directors has fixed a record date for determining the membership roll, the Secretary shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the Board of Directors to receive a notice and vote. This list shall be approved and adopted by the Board of Directors as the official membership roll for mailing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.

Section 2. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail or other electronic means, telephone, or facsimile.

Section 3. Annual Meetings. An annual meeting shall take place **during the second quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 4. Special Meetings. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by at least fifty (50)

members with voting rights or ten percent (10%) of the members with voting rights, whichever is less. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 5. Quorum. A quorum of the members is fifteen percent (15%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 6. Voting. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. All eligible voters may cast one (1) vote. Voting by proxy is NOT permitted. The following decisions shall require approval of the voting membership:

- Election of the Board of Directors;
- Ratification/rejection of amendments to the Articles of Incorporation and Bylaws;
- Ratification/rejection of any merger, consolidation with another organization, a substantial sale of assets, and/or dissolution of Corporation.

Section 7. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert’s Rules of Order Newly Revised, the President/Chair has the sole responsibility to require order in a meeting. To that end, the President/Chair has the authority to call a Director, Officer, or member to order, and exclude non-members.

Article VI – Board of Directors (Governing Board)

Section 1. Number and Qualifications. Corporation’s Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the industry’s interests. Board Members shall be natural persons who have been voting members “in good standing” of Corporation for at least six (6) months. No more than two Board Members shall be from any one organization, agency, or jurisdiction.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. Utilizing all funds raised by or in the name of Corporation for the organization’s legal and business benefit;

- B. Performing any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. Appointing and removing, employing and discharging, and, except otherwise provided in these Bylaws, prescribing the duties and fixing compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- D. Managing and overseeing the affairs and activities of Corporation, and making policies and procedures;
- E. Entering into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;
- F. Acquiring real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and holding, improving, leasing, subleasing, mortgaging, transferring in trust, encumbering, conveying, or otherwise disposing of such property;
- G. Borrowing money, incurring debt, and executing and delivering promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- H. Indemnifying and maintaining insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- I. Following these Bylaws, including meeting regularly; and
- J. Registering their addresses with the Corporation and having Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. Composition of Board of Directors; Officer Roles. The Board of Directors shall consist of an elected President, Secretary, and Treasurer. At the discretion of the Board of Directors, other Officers such as one or more Vice Presidents, the Immediate Past President, and At-Large Directors may be elected with duties that the Board shall prescribe.

Section 3.1. President (Board Chair).

- A. Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- B. The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- C. The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- D. After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.

Section 3.2. Vice President(s) (Vice Board Chair(s)).

- A. Persons serving as First Vice President, after successfully completing his or her term(s), shall serve as President. Persons serving as Second Vice President, after successfully completing his or her term(s), shall serve as First Vice President.
- B. The Vice President shall act in the absence or disability of the President.
- C. The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- D. The Vice President shall perform other duties as prescribed by the Board or by the President.
- E. In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 3.3. Immediate Past President (Immediate Past Board Chair).

- A. Persons serving as President, after successfully completing his or her term(s), shall serve as Immediate Past President. The Immediate Past President will serve until the term expires for the successor President and that successor President then becomes the Immediate Past President. Only one person shall serve with the designation of Immediate Past President at any given time.
- B. The Immediate Past President will act as a trusted advisor to the President and provide guidance to the Board of Directors regarding historical decision making of Corporation.
- C. The Immediate Past President shall serve on the Board of Directors in a voting *ex officio* capacity and (unless another person is selected by the Board of Directors) shall serve as the chair of the Nominating Committee.
- D. The Immediate Past President shall perform other duties as prescribed by the Board or by the President.

Section 3.4. Secretary.

- A. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- B. The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Copies of all documents shall be maintained at Corporation's registered office.
- C. The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- D. The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- E. The Secretary shall maintain the office and purchase office supplies.
- F. The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 3.5. Treasurer.

- A. The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- B. The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- C. The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- D. The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- E. The Treasurer shall serve as the Finance Committee Chair.
- F. The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 3.6. Webmaster.

- A. The Webmaster shall maintain website content and all digital processes related to the website.
- B. The Webmaster shall serve as a point of contact for all website and social media-related issues as well as electronic communication tools.

- C. The Webmaster shall perform other duties as prescribed by the Board or by the President.

Section 3.7. At-Large Director(s).

- A. At-Large Director(s) have no specific duties other than those of a member of the Board of Directors.
- B. At-Large Director(s) shall perform other duties as prescribed by the Board or by the President.

Section 4. Terms. Officers' and At-Large Directors' terms shall be two (2) years in length with approximately one-half (1/2) of the Board roles up for election in even years and approximately one-half (1/2) of the Board roles up for election in odd years. Once elected, Officers and At-Large Directors may not serve more than three (3) consecutive terms on the Board. After three (3) terms, a former Board Member may serve again after a minimum one (1)-year hiatus. Officers and At-Large Directors shall hold office until his or her successor is elected and qualified.

Section 5. Elections of Directors and Officers. Officers and At-Large Directors shall be elected at the annual meeting by the Voting Members of Corporation according to the following procedures:

- A. NOMINATION NOTICE: The Board shall appoint a Nomination Committee, which consists of the Immediate Past President (or other Board designee) and no fewer than two (2) other persons all of whom are not seeking to be elected. The Nomination Committee shall send the Voting Members correspondence informing them of opening Officer and At-Large Director positions at least sixty (60) days before the annual meeting. Voting Members interested in seeking election shall submit a resume or other indication of interest to the Nomination Committee for consideration. Only persons nominated as candidates and appearing on the slate shall be eligible for election at the annual meeting.
- B. ELECTION: Upon proper notice to each of Corporation's members and a quorum established, an election shall be held at the annual meeting, at a specific date, time, and place determined by the Board of Directors. Outgoing Officers and At-Large Directors shall hold office until their successors have been elected and qualified.
- C. BALLOT: Votes cast in the election shall be either recorded by written or electronic ballot, or such other method that ensures an accurate record of the election results.
- D. VOTES REQUIRED: Each candidate is required to secure a plurality of the votes cast in order to be declared elected.

Section 6. Resignation, Termination, Leaves, and Absences.

- A. An Officer and At-Large Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. An Officer and At-Large Director on leave shall be considered an inactive member of the Board of Directors and shall not count toward the calculation of quorum.
- C. Any Officer and At-Large Director may be removed with or without cause by an affirmative vote of:
 - 1. A majority of the Voting Membership; or
 - 2. A majority vote of the remaining Board Members.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider removal of the Officer and At-Large Director has been given.

Section 7. Vacancies. Vacancies in the Officer and At-Large Director roles may be filled by a vote of the majority of the remaining Board Members. Each person so elected to an open seat shall serve as an “interim Officer” or an “interim At-Large Director” until the original term of the seat expires and the person is re-elected or replaced by a successor.

Section 8. Compensation. No compensation shall be paid to Officers and At-Large Directors of Corporation for their services, time, and/or efforts. Officers and At-Large Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 9. Annual Meetings. Corporation shall have an annual meeting to occur **during the second quarter** of the calendar year as described above. The annual meeting shall serve as one of the required regular Board meetings.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Officers and At-Large Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation’s registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. If a regular calendar of meetings is approved by the Board, no notice is required for

regular meetings. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda should be:

- Call to Order and Roll Call
- Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 11. Special Meetings. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 12. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Officer and At-Large Director as soon as reasonably practicable, but no less than two (2) days in advance of the meeting. This notice shall be given personally, by mail, e-mail or other electronic means, telephone, or facsimile.

Section 13. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Officers and At-Large Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Officers and At-Large Directors are not present, no voting may commence. The acts of the majority of the Officers and At-Large Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 14. Voting. During Board meetings, matters shall be decided by a majority vote of the Officers and At-Large Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon by the number of Officers and At-Large Directors that would be required to take the same action at a meeting of the board at which all Officers and At-Large Directors were present, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 15. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 16. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 17. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Officer, At-Large Director, Voting Member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 18. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Officers and At-Large Directors that would be required to take the same action at a meeting of the board at which all Officers and At-Large Directors were present.

Article VII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation.

Section 2. Standing Committees.

- A. *Executive Committee.* The Board of Directors may establish an Executive Committee to consist of the President, Vice President(s) (if one or more exist), Immediate Past President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

- B. *Finance Committee.* The Board of Directors may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least four (4) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.
- C. *Membership Committee.* The Board of Directors may establish a Membership Committee. The Secretary will be the Chair of the Membership Committee, which shall include at least two (2) other persons. The Membership Committee is responsible for recruiting new members and retaining existing members.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

Article VIII – Executive Director(s), Employees

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director, if one is selected, shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund; Authority. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article IX – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year shall begin on the first day of January of each year and end on the last day of December.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Metropolitan Emergency Managers Association.”
- B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.
- C. Under the supervision of the Board of Directors, the Executive Director as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- D. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- E. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Officers, At-Large Directors, and Voting Members. Every Officer, At-Large Director, and Voting Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Officers

and At-Large Directors have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Officer or At-Large Director may be personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 8. Policies and Procedures. The Board of Directors should establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;

- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 9. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws, notwithstanding any references to Legal for Good’s copyright on the documents. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a two-thirds (2/3) majority of the Voting Members at a properly called meeting of the voting membership as well as by the affirmative vote of a two-thirds (2/3) majority of all Officers and At-Large Directors at a properly called meeting of the Board of Directors. The amendments must be circulated at least fifteen (15) days prior to the voting membership meeting.

Certification

The voting membership of Metropolitan Emergency Managers Association approved these Bylaws by a two-thirds (2/3) majority vote on the 3 day of December, 2025.

Clinton Maxson
Clinton Maxson (Dec 8, 2025 11:30:55 CST)

 Secretary

12/8/2025

 Date

These Bylaws were approved at a meeting of the Board of Directors of Metropolitan Emergency Managers Association by a two-thirds (2/3) majority vote on this 3 day of December, 2025.

Clinton Maxson
Clinton Maxson (Dec 8, 2025 11:30:55 CST)

 Secretary

12/8/2025

 Date







MEMA - Bylaws 120325

Final Audit Report

2025-12-08

Created:	2025-12-08
By:	Krysta Reuter (Krysta.Reuter@medica.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAaw4DbAc7_PD7alzUamFwiwxF7Mbgj4Tqk

"MEMA - Bylaws 120325" History

-  Document created by Krysta Reuter (Krysta.Reuter@medica.com)
2025-12-08 - 2:58:07 PM GMT
-  Document emailed to clinton.maxson@co.isanti.mn.us for signature
2025-12-08 - 3:00:35 PM GMT
-  Email viewed by clinton.maxson@co.isanti.mn.us
2025-12-08 - 5:29:46 PM GMT
-  Signer clinton.maxson@co.isanti.mn.us entered name at signing as Clinton Maxson
2025-12-08 - 5:30:53 PM GMT
-  Document e-signed by Clinton Maxson (clinton.maxson@co.isanti.mn.us)
Signature Date: 2025-12-08 - 5:30:55 PM GMT - Time Source: server
-  Agreement completed.
2025-12-08 - 5:30:55 PM GMT