

**AMENDED BY-LAWS OF
MINNESOTA POLICE AND PEACE OFFICERS
ASSOCIATION**

ARTICLE I - Offices

Section 1. Principal Office. The principal office of the corporation may be located in the City of St. Paul, County of Ramsey, State of Minnesota or such other place as the Board of Directors shall designate. Hereafter the corporation may from time to time be referred to as "the Association".

Section 2. Registered Office. The registered office of the corporation may be the same as the principal office of the corporation but in any event must be located in the State of Minnesota.

Section 3. Other Business Offices. The corporation may have business offices in such other places either within or without the State of Minnesota as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II - Membership

Section 1. Regular Members. The following persons are eligible as regular members: law enforcement officers required to hold a valid full-time license issued by the Minnesota Police Officers Standards and Training Board and who are employed full-time by either a state, county or local political subdivision. Full-time federal officers having the power of arrest with a warrant are also eligible for enrollment. Eligibility requires a term of office or employment within the State of Minnesota, subject to the approval of the Board of Directors. Persons whose job classifications are included in a union, federation, or other association bargaining unit are eligible for membership only through their union, federation or other association.

Section 2. Life Members. Life members consist of former regular members who have qualified for and received retirement benefits from the Association. Life members shall not be entitled to hold office in the Association.

Section 3. Associate Members. Associate members consist of public officials not eligible for regular membership or anyone employed as a special law enforcement officer by private employment or any individual, subject to the approval of the Board of Directors. Associate members shall not be eligible to vote, hold office in the Association or receive retirement benefits from the Association. Persons whose job classifications are included in a union, federation, or other association bargaining unit are eligible for Associate membership only through their union, federation or other association.

Section 4. Honorary Members.

(a) Eligibility. Honorary members consist of persons who are ineligible for regular membership but who the Board of Directors find qualified.

(b) Rights and Responsibilities. Honorary members shall not pay membership dues, shall not be eligible to vote, or be elected to an office within the Association.

Honorary members shall have no input into the formation or administration of the Minnesota Police and Peace Officers Association or any of its affiliates. The rights and responsibilities of honorary members to the benefits of the Association shall be controlled at all times by the Board of Directors.

Section 5. Expulsion of Members. Membership in the Association shall be terminated for the following reasons:

(a) For non-payment of dues;

- (b) By severance from official duties; and
- (c) By conduct unbecoming a member.

ARTICLE III - Meetings of the Association

Section 1. Annual Meeting. The annual meeting of the Association or convention of the Association shall be held at a date and time selected by the Board of Directors in each year for the election of the Board of Directors and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the Association for any purpose or purposes may be called by the President or by the Board of Directors and shall be called by the President or Vice President at the signed written request of at least 50 members with voting rights or ten percent of the members with voting rights whichever is less.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting of the Association.

Section 4. Notice of Meetings. At least thirty (30) days prior to the holding of any annual or special meeting, the Association shall mail to each member at the member's last known address a copy of the Minnesota Police Journal or other printed material which shall contain a notice of the time and place of all annual and special meetings. Every notice shall be deemed duly served when the same has been deposited in the United States Mail with postage fully prepaid, addressed to the member at his or her address as appears in the membership list of the corporation.

Section 5. Quorum. One-third (1/3) of registered delegates shall constitute a quorum at any meeting or convention.

ARTICLE IV - Delegates to Meetings and Conventions

Section 1. Notice. At least one month prior to the date of the holding of the annual meeting or convention, the Association shall notify the membership of the date and place of the holding of such meeting or convention as determined by the Board of Directors. Every law enforcement agency shall be entitled to one delegate for the first three members or fraction thereof within any such law enforcement agency, and to one delegate for each fifty members or major fraction thereof in excess of said first mentioned number. When there is an appropriate bargaining unit, as determined by the State of Minnesota, that unit representing the majority of members of a department shall be responsible for the election of the delegates from the Association membership of that department. Challenges to the credentials of any delegate shall be resolved by the Board of Directors of the Association.

Section 2. Delegate's Powers. At all meetings and conventions of the Association, all delegates duly registered thereat shall have all of the privileges of the floor, the right to introduce motions and resolutions, to vote upon all matters coming before the meeting or convention and to participate in all other business at such meeting or convention.

Section 3. Proxies. No delegate or member may vote at any meeting or convention by proxy.

ARTICLE V - Board of Directors

Section 1. General Powers. The business, property and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of thirteen (13)

members:

2.1 The elected President, Vice President, Secretary, Treasurer and nine (9) Directors who shall be regular members as defined in these By-Laws shall be members of the Board of Directors.

Section 3. Terms of Board of Directors.

3.1 The nine (9) Non-Officer Directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been duly elected and qualified, or until his or her prior death, resignation or removal.

3.2 The four Officer Directors shall hold office for a term of two (2) years until his or her successor shall have been duly elected and qualified, or until his or her prior death, resignation or removal. Election of Officers shall be held in each even numbered year.

3.3 The term of office of the Non-Officer Directors shall be staggered and no more than three (3) Non-Officer Directors shall be elected to serve in any one year except in order to fill vacancies caused by death, resignation or removal.

3.4 The Board of Directors shall adopt appropriate rules designating when a Director's seat shall be opened for election.

Section 4. Qualifications. Directors must be regular members of the association.

Section 5. Nominations. Nominations of Directors shall be made from the floor at the annual meeting. A member seeking the position of Director must be in attendance at the annual meeting or give written notice to the Secretary of the corporation prior to the annual meeting.

Section 6. Election of Non-Officer Directors. There will be no primary elections for the position of Director. All candidates nominated for the position of Director will appear on the

same ballot. Delegates will vote for three (3) candidates nominated for the position of Director. The top three (3) vote getters nominated for the position of Director will result in those candidates' election. If only three (3) candidates are nominated for the position of Director, there will be no election and the three (3) nominated Directors shall be deemed to be elected to the Board of Directors. In the event of a tie resulting in more than three (3) candidates receiving the three (3) highest vote totals, the candidate or candidates receiving the highest vote totals who is/are not tied shall be deemed elected to the position of Director and a runoff election shall take place between the candidates who have tied. The delegates will be allowed to vote for the candidates who have tied to determine which of them shall be elected to the remaining Director position(s).

Section 7. Annual Meetings. The annual meeting of the Directors shall be held without notice immediately after the adjournment of the annual meeting or convention of the corporation, or at such time as may be provided by the Board of Directors.

Section 8. Regular Meetings. The Board of Directors may provide by resolution the time and place within or without the State of Minnesota for the holding of additional regular meetings without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or upon the written request of any five members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place within or without the State of Minnesota for holding any special meeting of the Board of Directors called by them and if no other place is fixed, the place of the meeting shall be the principal business office of the corporation in the State of Minnesota. All

notices of special meetings shall state the purposes thereof.

Section 10. **Quorum.** A majority of the members of the Board of Directors constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. **Manner of Acting.** The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

Section 12. **Action Without Meeting.** Any action required or permitted to be taken at a board meeting may be taken by written action signed or consented to by authenticated electronic communication by all of the Directors.

Section 13. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director so appointed to fill a vacancy shall be a Director until his or her successor is elected at the next annual meeting.

Section 14. **Executive Director.** The Board of Directors may authorize the employment of an Executive Director for the Association and may specify his or her powers and duties.

Section 15. **Convention Delegates Action Binding on Board.** Whenever the Board of Directors or the delegates to the annual meeting or convention each have authority to act on a given matter, and the delegates so act, their action shall be binding on the Board of Directors.

ARTICLE VI - Officers

Section 1. Number. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer. Officers also shall be members of the Board of Directors.

Section 2. Nominations and Elections.

2.1 **Nominations.** Nominations of officers shall be made from the floor at the annual meeting. A member seeking office must be in attendance at the meeting or give written notice to the Secretary of the corporation prior to the annual meeting.

2.2 **Primary Elections.** There shall be a primary election for the purpose of eliminating all nominees except the highest two for each office. The primary election shall precede the regular election. In the event that not more than two are nominated for any office, such nominees shall not appear on the primary ballot, but shall be declared the candidates for the final election.

2.3 **Election.** At the annual meeting the regular election shall be held among the two highest contenders for each office resulting from the primary election. The largest number of votes cast for the respective candidate shall result in his or her election. In the event of a tie vote, the President shall call for a special election as soon as practical or possible.

Section 3. Vacancies. In the event the Office of the President shall become vacant, the Vice President shall become President for the remaining term. A vacancy in any other Office because of death, resignation, removal, disqualification or otherwise may be

filled by the Board of Directors and said Officer shall serve until the next annual meeting.

Section 4. **President.** The President shall preside at meetings of the Board and of the members; see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation; and perform other duties prescribed by the Board.

Section 5. **Vice President.** The Vice President shall, in the absence of the President, perform the duties of the office and he or she shall preside at all meetings when the President is absent.

Section 6. **Secretary.** The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and in general perform all duties incident to the office of Secretary.

Section 7. **Treasurer.** The Treasurer shall be the Chief Financial Officer of the corporation. The Treasurer shall keep accurate financial records for the corporation; deposit or have deposited money, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; endorse for deposit notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board; and upon request provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation.

Section 8. **Delegation of Duties.** An officer may delegate some or all of the duties and powers of an office to employees of the Association. An officer who delegates the duties or

powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

ARTICLE VII- Committees

Section 1. **Special Committees.** The delegates to the annual meeting or convention, the Board of Directors, or the President may authorize the appointment of such special committees as they may deem to be advisable. Unless the personnel of the committee is designated in the authority for its appointment, the members of such special committee shall be appointed by the President without confirmation by the Board of Directors, and the number of members shall be such as may be designated by the authority for the appointment, or as the President may deem to be necessary. The duties and powers of such committees shall be those specified in the authority for their appointment.

ARTICLE VIII - Dues and Finances

Section 1. **Life and Honorary Member's Dues.** Life members and honorary members of the Association shall be exempt from payment of dues.

Section 2. **Regular Member's Dues.** The dues of all other members of the Association shall be assessed on the basis of a fiscal year commencing January 1 of each year and ending December 31 of the same year, and the amount of such dues for each fiscal year shall be fixed by the Board of Directors at the beginning of each fiscal year. Any changes in the amount of the dues shall be determined by the membership at the annual meeting.

Section 3. **Time for Payment of Dues.** If the dues of all other members of the Association are not received before February 1 of the current calendar year, the Association notify said member(s) of their delinquency by mail. If the dues are not received within 30

days of said written notification the member shall forthwith cease to be a member of the Association.

Section 4. **Reinstatement.** If membership in the Association is terminated for nonpayment of dues as provided in Section 3, the member in default may be reinstated as a member with credit for past membership by the payment of the delinquent dues and a \$25.00 penalty or by a new application without penalty whereby he or she would be classified as a new member with no credit for past membership in the Association.

ARTICLE IX - Death Benefits

Section 1. **Regular Member's Death Benefit.**

If a regular member is killed in the line of duty, his or her beneficiary shall receive a death benefit in an amount as determined by the Board of Directors. The beneficiary of a regular member of the Association is entitled to receive this "killed in the line of duty" benefit payment regardless of how long the regular member has belonged to the Association, the only requirement being that he or she must be a regular member in good standing.

Section 2. **Claims.**

(a) A claim against the Association must be made by the member's estate within the period of time not more than twelve (12) months from the date of the member's retirement or death.

(b) Authentic documents necessary to establish proof of the death shall be furnished by the member's estate to the Association.

ARTICLE X - Rules of Order

Section 1. **Robert's Rules of Order.** When not inconsistent with the Articles or

these By-Laws, Robert's Rules of Order shall govern the proceedings of the Association.

Section 2. Limits on Speaking. No person shall speak at a session of the annual meeting or convention for more than ten (10) minutes at a time, nor more than twice on one subject, except with the unanimous consent of the delegates present at said annual meeting or convention.

Section 3. Resolution. Unless otherwise ordered by the chair, every resolution shall be in writing and unless of a formal character or presented by a committee, the chair shall refer it, on presentation thereof and without debate, either to a resolution committee appointed by the President from members attending the annual meeting or convention, or to another appropriate committee, for consideration and report. Such committee shall return its report to the annual meeting or convention in ample time for action at the annual meeting or convention.

Section 4. Time of Annual Meeting. Each annual meeting or convention shall be called promptly at the time fixed in the program. In the absence of a quorum, the chair may order an adjournment or a continuance of the annual meeting or convention.

ARTICLE XI - Indemnification and Insurance

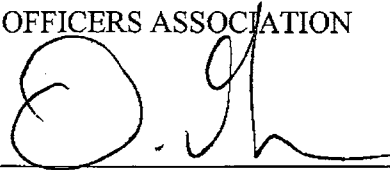
Section 1. Indemnification. The Association shall be authorized to the fullest extent permitted by Minn. Stat. §317A.521 as it may be amended to indemnify any person against expenses and liabilities arising by reason of the fact that the person is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust association or other enterprise.

Section 2. Insurance. The Association may purchase and maintain insurance on

behalf of any indemnified person in that person's official capacity against any liability asserted against that person and incurred by that person in such capacity whether or not the Association would have been required to indemnify the person against a liability under Section 1 of this Article.

IN WITNESS WHEREOF, the undersigned certifies that he has been authorized to execute these Amended By-Laws of the Minnesota Police and Peace Officers Association. Subject to the penalties of perjury as set forth in Minnesota Statute §609.48, the undersigned certifies that he has signed these Amended By-Laws under oath.

MINNESOTA POLICE AND PEACE
OFFICERS ASSOCIATION



By: Dave Garman
Its Secretary

Dated: _____

06/24/19