

# Bylaws of the Minnesota Volunteer Safety Instructors Association

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# Bylaws of the Minnesota Volunteer Safety Instructors Association

## Article I. Mission Statement

Section 1.01 Minnesota Volunteer Safety Instructors Association is a non-profit statewide organization whose mission is to support Minnesota volunteer Department of Natural Resources (DNR) certified safety education program instructors through a network of local chapters.

## Article II. Purpose

Section 2.01 The primary purpose of the Association is to actively participate in and promote the Minnesota DNR safety training education programs. More specifically, the objectives of the Association are:

- (a) To promote recruitment, certification and retention of volunteer safety education instructors.
- (b) To promote the establishment and continued support of state-wide local chapters and mentorship within and between local chapters.
- (c) To facilitate communication between and for local chapters, the MN DNR and the Association.
- (d) To promote adherence to the MN DNR rules and guidelines and the standards for associated chapters as spelled out in the Associations By-Laws.
- (e) To solicit and accept donations and funding for local chapters and the Association in accordance with the 501(c)3 and LG555 filings.
- (f) To foster the availability of the Association resources and benefits for local chapters and members.
- (g) To act as a voice in public forums for issues which pertain to the mission and the purpose of the Association.

## Article III. General Provisions

Section 3.01 Name

- (a) The name of this organization shall be: Minnesota Volunteer Safety Instructors Association and hereinafter referred to as the "Association" or "MVSIA".

Section 3.02 Principal Office

- (a) The principal office of the Association shall be the same as the address of the acting Secretary, which will also be established as the one on record with the MN Secretary of State for the filing of the MVSIA Articles of Incorporation, and with the Internal Revenue Service for the filing of the 501(c)3 application. The Board of Directors of the Association is granted full power and authority to change said principal address as long as all proper and due filings for the permanent change are made to the Internal Revenue Service and the Minnesota Secretary of the State.

Section 3.03 Voting

A call to vote in any section of these Bylaws shall be defined as a simple majority vote in the presence of a quorum, unless otherwise stated.

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## Article IV. Membership

### Section 4.01 Members

- (a) Minnesota DNR Safety Program Instructors in good standing who are issued a MN DNR Instructor Card (or other proof of MN DNR Safety Program Instructor status) shall be eligible for membership in this Association, except as outlined in Section 4.04. Membership in the Association will consist of three membership classes. The Board, at its discretion, may provide for other classes of membership.

### Section 4.02 Membership in Affiliated Local Chapter (Chapter Member)

- (a) Persons who meet the qualifications specified in Section 4.01 and who reside or work in an area that has an affiliated chapter become eligible for this class of membership. This is an individual membership.

### Section 4.03 Membership in Affiliated Statewide Chapter (Member-At-Large)

- (a) Persons who meet the qualifications specified in Section 4.01 and who reside or work in an area lacking an affiliated chapter become eligible for this class of membership. Once a chapter has been established in the local area (as determined by the Association Board), membership must be renewed the following year with that affiliated local chapter. This is an individual membership.

### Section 4.04 Other Membership (Friends of MVSIA)

- (a) Those seeking Association with MVSIA who do not qualify under Section 4.01 and the preceding subsections are eligible for membership in this class. Such members will have no voting rights, are ineligible for holding office on the MVSIA Board of Directors, and are ineligible for holding office within any local affiliated chapter. Such members are eligible to attend all meetings of the Association and its affiliated local chapters and will be heard on business brought before the Association and its chapters. This is an individual, group, club, corporate, or honorary membership.

### Section 4.05 Members in Good Standing

- (a) A Member maintains membership in MVSIA by following the Code of Ethics as required by the Bylaws, and the payment of dues as may be initiated per Section 4.07. Such maintenance of membership entitles the member to all rights and privileges of membership.

### Section 4.06 Transfer of Individual Membership

- (a) Individual membership in the Association is non-transferable to another individual. Chapter affiliation is transferable from one chapter to another or from Member-at-Large to a local chapter or vice versa, subject to the Bylaws of this Section.

### Section 4.07 Membership Dues

- (a) The functioning of the Association is dependent upon donations from its supporters, including, but not limited to: individuals, companies, corporations, organizations, and agencies. As such, the Association does not charge membership dues to any Instructor or Chapter as long as sufficient funds from the sources described above are available to promote the daily functioning of the Association. The Board has the discretion in the future of setting and changing dues for each class of membership.

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## Section 4.08 Membership Resignation

- (a) A member may resign at any time. Such resignation shall not relieve the individual of the obligation of paying any outstanding fee assessments or charges owed prior to the time of resignation. All notifications for membership resignations will be in writing and submitted to the Secretary of the Association or the Local Affiliated Chapter. All notifications for resignation for a member who holds an office must follow the guidelines set forth in Article VI of these Bylaws.

## Section 4.09 Member Reinstatement

- (a) By written request to the Board, a former member whose membership was previously terminated by the Board may request reinstatement into the Association. The Board may reinstate the former member upon an affirmative vote of two-thirds of the Directors present at the meeting. The Board has the option of instituting specific terms of membership for reinstated members.

## Section 4.10 Membership Code of Ethics

- (a) The Code of Ethics for members of the MVSIA shall be to uphold the Mission and Purpose of the Association and to follow the Instructor Code of Conduct as provided by the Minnesota Department of Natural Resources.

## Article V. Meetings

### Section 5.01 Board of Directors Meetings

- (a) Board of Directors meetings must be held at a minimum of four times per year. Dates, starting time, and location will be selected by the Board members by simple majority vote. The Board may also determine if any meeting of the Board of Directors shall be held solely by means of remote communication.
- (b) Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by Section 5.01(a), and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.
- (c) A Director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.
- (d) The date, time, and location for all regularly scheduled Board meetings must be announced at least thirty days in advance, and must be announced at a previous meeting of the Board, and included in that Board meeting minutes.
- (e) Any notice to a Director given under any provision of Section 5.01 by a form of electronic communication consented to by the Director to whom the notice is given is effective when given. The notice is deemed given if by:
  - (i) Facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

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- (ii) Electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;
- (iii) A posting on an electronic network (e.g., a designated website) on which the Director has consented to receive notice, together with a separate notice (e.g., via telephone, fax, electronic mail, etc.) to the Director of the specific posting, upon the latter of the posting or the giving of the separate notice.
- (iv) Any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director. An affidavit of the Secretary, other authorized Officer, or authorized agent of the Association, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.
- (f) Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.
- (g) A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
- (h) A simple majority of the Directors currently holding office is a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

## Section 5.02 Annual Governing Board Meetings

- (a) The Association must hold an annual meeting of Chapter Representatives for the purpose of an election of successors for the Director positions up for election to the Board.
- (b) The date, time, and location for the annual meeting will be determined by the Board, with a notice sent out to all voting Chapter Representatives no less than thirty days prior to the meeting. The Board of Directors may determine that an annual meeting of the Chapter Representatives shall be held solely by means of remote communication.
- (c) If an annual meeting of voting Chapter Representatives has not been held during the preceding fifteen months, at least fifty members with voting rights or ten percent of the members with voting rights, whichever is less, may demand an annual meeting of members by written notice of demand given to the President or the Secretary of the Association. Within thirty days after receipt of the demand, the Board shall call a meeting of members to be held at the expense of the Association on notice no later than ninety days after receipt of the demand. If the Board fails to call and hold a meeting as required by this section, the members with voting rights making the demand may call the meeting at the expense of the Association by giving notice as required in Section 5.02(g).

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- (d) If a demand for a meeting is made under Section 5.02(c), the meeting must be held at a central facility with sufficient capacity to host all Chapter Representatives.
- (e) At the annual meeting of Representatives:
  - (i) There must be an election of successors for Directors elected by members and whose terms have expired or whose terms will expire at the conclusion of the current year.
  - (ii) There must be a report on the activities and financial condition of the Association.
  - (iii) The members shall consider and act upon other matters as may be raised consistent with the notice of meeting requirements.
- (f) The failure of the Board to schedule and/or hold a meeting in accordance with these Bylaws does not justify such action(s) of the Board and shall be deemed grounds for suspension and/or removal per Article XII of these Bylaws. However, in the event that a meeting cannot be held in accordance with these Bylaws due to circumstances beyond the control of the Association's Board (e.g., weather, natural disaster, etc.), the functions and processes of the Association shall continue until such meeting is held.
- (g) Notice of meetings must be given to every Chapter Representative voting member as of the record date of the meeting notice being sent. Sending and receiving notices shall follow the procedures described in Section 5.01.
- (h) A Chapter Representative may waive notice of a meeting of Chapter Representatives. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.
- (i) Proxy votes are not allowed. It is the chapter's responsibility to assign a Chapter Representative who will make every effort to attend the annual meeting.

## Section 5.03 Special Meetings

- (a) Any Director may call a special Board meeting by giving a ten-day notice to all Directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting.
- (b) A special Chapter Representative meeting can be called if at least fifty Chapter Representatives with voting rights or ten percent of the members with voting rights, whichever is less, sign, date, and deliver to the President or the Secretary one or more written demands for a special meeting describing the purpose for which it is to be held.
- (c) Within thirty days after receipt of a demand for a special Chapter Representative meeting from voting members, the Board shall allow a special meeting to be called and held at the expense of the Association on notice no later than ninety days after receipt of the demand. If the Board fails to allow a special meeting to be called and held as required by this section, a voting member making the demand may call the meeting by giving notice as defined under Section 5.02 at the expense of the Association.

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- (d) The notice of a special Chapter Representative meeting must contain a statement of the purposes of the meeting. The notice may also contain other information considered necessary or desirable by the Chapter Representatives or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Business transacted at a special Chapter Representative meeting that is not included in those stated purposes may be voided by or on behalf of the Association, unless all of the Chapter Representatives with voting rights have waived notice of the meeting.

## Section 5.04 Quorums

- (a) A quorum for the transaction of business at any Board meeting is a simple majority of the Directors currently holding office.
- (b) Except as provided in Section 5.04(c), a quorum is necessary for the transaction of business at a meeting of members. If a quorum cannot be attained by a reasonable effort (as determined by the meeting Chairperson), the scheduled meeting shall be adjourned for lack of a quorum.
- (c) If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

## Article VI. Officers and Directors

### Section 6.01 Officer Eligibility

- (a) Local Chapter Level
  - (i) Local Chapter Office. All members in good standing of a local chapter are eligible for nomination and election to office in their local chapter. Local chapters have the discretion to create suitable positions of office for their chapter as defined in Section 8.03.
- (b) State Association Level
  - (i) Local Chapter Representative. Each local chapter will nominate and elect a local Chapter Representative who will represent that chapter at the state Association level. This Representative will hold the office of Chapter Representative for the MVSIA, along with all Local Chapter Representatives nominated and elected by their respective local chapters. As such, the number of MVSIA Chapter Representatives is dependent on the number of affiliated chapters who nominate and elect their Local Chapter Representatives.
  - (ii) Board of Directors of State Association. At the Annual Meeting of the Association, the Chapter Representatives for the MVSIA (comprised of all Local Chapter Representatives) will nominate and elect an eleven member Board of Directors for the State Association, heretofore called the Board.
  - (iii) Officers of the Board. The eleven-member Board will nominate and elect four Officers of the Board, heretofore called the Officers of the Association. These offices will be President, Vice-President, Secretary, and Treasurer.

### Section 6.02 Duties of the Officers

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- (a) The duties of the Officers of the Board are contained in this section. The duties listed herein may also be adopted by each local chapter as minimum standards for the officers of the local chapters.
- (b) **President:** The President shall be the general manager of the Association. The President shall preside at all regular and special meetings of the general membership and the Board of Directors. The President shall be a member ex-officio of all regular and special committees and shall perform all such other duties pertaining to the responsibilities of the office. The President shall direct the agenda for all regular and special meetings and has ultimate responsibility for guiding meeting proceedings. The President shall perform such powers and duties as the Board of Directors or Bylaws may prescribe. The President has authority to delegate duties and/or responsibilities to Board Members, Committee members, and/or general members as may be necessary, except as may be limited by the Bylaws of the Association.
- (c) **Vice President:** The Vice President shall perform the duties of the President in his/her absence or disability, or at his/her request. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall perform such powers and duties as the Board of Directors or Bylaws may prescribe. The Vice President will also have oversight of the activities of the various State Association committees.
- (d) **Secretary:** The duties of the Secretary are described below.
  - (i) **Book of Minutes:** The Secretary shall keep a true record of all proceedings of the State Officers, the Board of Directors, and of the Association, except the Treasurer's books of account.
  - (ii) **Membership Records:** The Secretary shall be responsible for maintaining a current roster of Association members in good standing.
  - (iii) **Articles and Bylaws:** The Secretary shall keep a copy of the Articles of Incorporation and Bylaws, as amended to date at such place as the Board may direct,.
  - (iv) **Notices and Other Duties:** The Secretary shall be responsible for all official correspondence of the Association. He/she will maintain, organize, and forward all reports and/or other data as may be required by the Association, its Board of Directors, and/or its affiliate organizations. The Secretary shall notify the members of the State Officers and Board of Directors of all committee meetings and shall notify all general members of regular, special, and annual meetings as required in Article V. The Secretary shall be responsible for re-affiliations of the Association annually with all other authorized organizations. The Secretary will deliver to the Board or any individual or committee appointed by the Board, all papers, records, and correspondence pertaining to the Office of Secretary immediately on his/her death, resignation, retirement, membership expiration, or termination of his/her term of office.
- (e) **Treasurer:** The duties of the Treasurer are described below.
  - (i) **Books of Account:** The Treasurer shall keep and maintain adequate and correct books and records of accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
  - (ii) **Deposit and Disbursement of Money and Valuables:** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such bank(s) or institutions designated by the State Board of Directors; shall disburse the



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Association's funds as the Directors may order; shall render to the President and Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the Association. Such money shall only be withdrawn by check signed by the Treasurer, the President, or Vice President and for the payment of such expenses as shall have been approved by the State Board of Directors.

- (iii) Other Duties: The Treasurer shall be responsible for the collection and dissemination of all monies and shall have charge of all funds of any chapter organized under the state Association without chapter 501(C) 3 status. The Treasurer shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Treasurer shall render a detailed report with vouchers at any meeting of the State Board of Directors when requested and shall prepare annual reports to the membership at the Annual meeting. The Treasurer will abide by all local, state, and federal laws pertaining to the fiscal management of Association funds. The Directors will audit the books of the Treasurer no later than thirty days prior to the Annual Meeting. The Treasurer will deliver, or make provisions for delivery, to the Board or any individual or committee appointed by the Board, all monies, books, papers, records, and correspondence pertaining to the Office of Treasurer immediately on his/her death, resignation, retirement, expiration, or termination of his/her term of office.
- (iv) Bond: If required by the Board, the Treasurer shall give the Association a bond in the amount of and with the surety or sureties specified by the Board for faithful performance of the duties of the office.
- (f) Directors: The Directors shall be responsible for all property of the Association and shall be responsible for all financial audits. The Directors shall be responsible to direct the legal, financial, and policy matters of the Association in accordance with local, state, and federal laws and in accordance with the purpose and mission of the Association.
- (g) DNR Liaison: The DNR Liaison is a representative appointed by the DNR Education Coordinator and is responsible for communication between the Association and the DNR. This shall not be a voting Board position.

## Section 6.03 Terms, limits, and vacancies

- (a) Terms and limits: All Officer, Director, and Chapter Representative positions shall have two-year terms, which will start on January 1<sup>st</sup> of even years running through December 31<sup>st</sup> of the following odd year. The President and Vice-President positions are the only positions with term limits and shall have a term limit of two consecutive terms. After sitting out for one term, a past President or Vice-President may be elected to the President or Vice-President position again.
- (b) Vacancies and replacements: In the event of a vacancy for any Officer, the Board of Directors will elect a replacement to finish out the remaining duration of the current term. For the President and Vice-President positions, this replacement term will not count towards the two-term limit. In the event of a vacancy for any Director position, the position will remain vacant for the remainder of the term and then be filled at the next election.
- (c) The DNR Liaison is an appointed position and will not have a term limit.

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## Section 6.04 Limitation of Liability

- (a) The Association and current and past individual members of the Board of Directors shall be held harmless from any lawsuits, damages, expenses, or liabilities arising out of any activities performed by commission or not performed by omission, whether intentional or not, on behalf of the Association.

## Article VII. Standing Committees

### Section 7.01 Bylaws Committee

- (a) The Bylaws Committee of the Association shall maintain a true and complete set of current Bylaws. The Committee shall be responsible for compiling, maintaining, and disseminating to the membership amended Association Bylaws on a timely basis. Bylaw amendments shall be made per Article XI of these Bylaws. The Committee has the authority to disseminate the Bylaws in any medium that it deems appropriate.
  - (i) Notification
    - 1) The Committee is responsible for communicating with the Board of Directors when any Bylaw amendments are to be brought up for discussion so that proper notification to the membership is made by the Board Secretary.
  - (ii) Ratification
    - 1) During any meeting for which Bylaws amendments are considered, the Committee shall have on hand existing Bylaws and shall assemble and present all proposed Bylaw changes in an orderly fashion during such meeting so that a vote can be made on the proposed amendments.
  - (iii) Integrity of the Bylaws

It shall be the role of the Secretary and the Bylaws Committee to track and link all references to Bylaws sections so that any amendment to the Bylaws does not, by intention or by circumstance, negate, make void, or amplify another section of the Bylaws in contradiction to its original intent, without full and complete disclosure of such to the membership.

### Section 7.02 Nominations Committee

- (a) The Nominations Committee of the Association shall maintain accurate eligibility and membership status records for any member nominated to serve in an official position within the Association. The Committee is responsible for compiling and assembling a list of nominees for Board of Directors positions as well as any other positions requiring a vote of the membership. The Nominations Committee shall oversee the voting process by preparing and presenting ballots for voting, ensuring the eligibility of voters, and collecting, tallying, and reporting all election results. The Committee will ensure the integrity of private ballot voting for all elections held.

### Section 7.03 Grievance Committee

- (a) The Grievance Committee shall be responsible for listening to all complainants in the Association who have procedural, logistical, organizational, or financial complaints and determining just cause for investigating the issue. After reasonable investigation, the Committee has the role of bringing

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together the involved parties and arbitrating a settlement. If a settlement cannot be reached, then the complainant has the right to address the Board of Directors or the general membership for resolution. However, grievances toward individual Officers, chapters, or members are handled per the guidelines discussed in Article XII of these Bylaws.

## Article VIII. Establishment of Local Chapters

### Section 8.01 Chapters

- (a) The primary purpose of the Association is the establishment of and continued support of state-wide local chapters.

### Section 8.02 Eligibility and Application

- (a) Twelve or more individuals or an existing organization of twelve or more individuals may request a chapter application from the Board. The proposed chapter's Bylaws must be in accordance with the Articles of Incorporation and Bylaws of the Association. Applications for chapter status shall be submitted to the Board, which shall have the sole discretion for the approval or disapproval of the request.
- (b) Consideration will be given by the Board for chapter applications with less than twelve members. The intent in this section is to offer smaller rural instructor groups the opportunity to benefit from MVSIA chapter status.

### Section 8.03 Chapter Organization

- (a) Chapters will define the Officer and Director/Trustee positions, including terms and term limits, within their established Bylaws. It is recommended that chapter officers should consist of a President, Vice President, Secretary and a minimum of three Directors/Trustees, who acting together shall constitute the Board of Directors of that chapter. Chapters that have been granted their own 501(c)3 status by the Internal Revenue Service (IRS), and maintain their own accounts for the purposes of fundraising and disbursement of funds for the benefit of that chapter, shall also have a position of Treasurer. They shall be elected by a majority vote by ballot of the members in good standing present at a meeting for the purpose of election of chapter officers. The position of Chapter Representative is associated with the state organization and will follow the terms as specified in Section 6.03.

### Section 8.04 MVSIA Board of Directors meetings, attendance

- (a) The Chapter Representative from each chapter is invited to attend meetings of the Association Board. However, the annual state meeting is mandatory for attendance by the chapter's assigned representative.

### Section 8.05 Articles of Incorporation and 501(c)3 status

- (a) Chapters must file applications with the State of Minnesota for the purpose of filing Articles of Incorporation. Chapters are strongly urged to file with the IRS for securing 501(c)3 status.

### Section 8.06 Chapter Fundraising

- (a) For the purpose of open disclosure, chapters are encouraged to inform the donors on the disposition of their donated funds.

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## Section 8.07 Chapter Financial Records Yearly Reporting

- (a) Chapters must make all financial records available to the Association Board on demand, signed by not less than five chapter members in good standing. All chapters are required to submit to the Association a report on the financial status of the chapter. Chapters failing to comply with this requirement will have their chapter status suspended or removed at the discretion of the Association Board. Decisions by the Association Board will be final.

## Section 8.08 Yearly reports due to the Association

- (a) Chapters are also required to submit a yearly report to the Association (along with requirements in Section 8.08) as to the current state of the chapter. This report will also contain a current roster of members. Also the chapter shall submit a written notification of intent to retain their chapter status. Chapters failing to comply with this requirement will have their chapter status suspended or removed at the discretion of the Association Board. Decisions by the Association Board will be final.

## Section 8.09 Chapter Property and Assets

- (a) Chapters with IRS recognized 501(c)3 status are allowed to manage chapter property and financial assets at the chapter level. Chapters without 501(c)3 status will have all 501(c)3 donated property and financial assets acquired and managed solely by the Association at the discretion of the Board of Directors in accordance with established laws. If a chapter should dissolve or disband for any reason, the chapter must notify the Association Board of Directors within thirty days, so that an accounting of all expenses can be made and that all property and financial assets can be procured by the Association Board of Directors. If the Association should dissolve or disband, then all property and financial assets will be handled in accordance with applicable state statute.

## Section 8.10 Revocation of Chapters

- (a) Chapter statues may be revoked by two-thirds vote of the total membership of the Association Board of Directors then in office, if according to it's findings, violation of any provisions or obligations of the Articles of Incorporation or the Bylaws of the Association have occurred, provided that such chapter shall have been granted an opportunity for a hearing before the Board. The Board shall give at least thirty days notice in writing of the hearing and deliver such notice by best means to the chapter against whom charges may be preferred. Revocation of chapter status shall not relieve the chapter of its obligation to pay to the Association any assessments, or other charges accrued and unpaid at the time of revocation. Any funds thereafter remaining in possession of the chapter shall be disposed of in accordance with guidelines established by the Association Board of Directors and shall be consistent with the Association's status as an IRS 501(c)3 organization. A vote of revocation by the Association shall be final and shall cancel all rights, interests or privileges of such chapter in the services or resources of the Association.

## Section 8.11 Limitation of Liability

- (a) Each chapter shall hold the Association and current and past individual members of the Board of Directors harmless from any lawsuits, damages, expenses, or liabilities arising out of any activities performed by commission or not performed by omission, whether intentional or not on behalf of the Association.

## Article IX. Association Finances

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## Section 9.01 Fiscal Year

- (a) The fiscal year of the Association shall be the calendar year unless otherwise established by the Board.

## Section 9.02 Annual Report

- (a) It is the intention of the Board of Directors of the Association to furnish chapters and members with an annual report not later than one hundred twenty days after the close of the Association fiscal year.

## Section 9.03 Chapter Dues and Fees

- (a) Dues and fees for chapter members shall be set at the discretion of each chapter.

## Section 9.04 Assessments

- (a) There shall be no special assessments imposed except as approved by a simple majority vote of the Board members in office at the time. The assessment in question must then be approved by a simple majority vote of chapter members in good standing present at the next Annual Meeting.

## Section 9.05 Execution of Instruments

- (a) Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no officer or member of a chapter shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

## Section 9.06 Loans

- (a) No loans shall be contracted on behalf of the Association and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name, unless authorized by the Board of Directors of the Association. Such authorization and approval may be general or confined to specific interest.

## Section 9.07 Checks, Drafts, Etc.

- (a) All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such Officer or Officers as approved by the Board and on record for said account(s) and entered into agreement with a local financial institution. Such institution will be approved by the Board of Directors of the Association.

## Article X. Public Voice of the Association

### Section 10.01 Policy and Procedures

- (a) The Association may designate, by approval of a two-thirds majority of the Board of Directors, a member or members to represent the Association at various public forums regarding issues that impact the mission of the Association. These forums include, but are not limited to, media

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contacts, Legislative committees, city council hearings, MN DNR meetings, or other public policy meetings. The dissemination of such public statement(s) may either be in person or in writing.

- (i) The designee(s) may be approved by simple majority vote at any meeting of the Board of Directors.
- (ii) The designee(s) authority to speak on behalf of the Association may be revoked by two-thirds majority vote at any meeting of the Board of Directors.
- (b) The designee(s) must notify at least two Officers of the Association, and shall give as much advance notice to the Officers as is practical, of any public contacts where they intend to speak on behalf of the Association. The designee shall inform the above Officers of the content and position the designee intends to present.
- (c) Following any public statements by the designee, a report of the contact shall be made in writing, or electronic format, to the Board of Directors, prior to the next meeting, and/or a verbal report shall be given by the designee(s) at the next Board meeting.

## Section 10.02 Prohibitions

- (a) The designee(s) is/are prohibited from:
  - (i) Endorsing in the name of the Association individual candidates or political parties in election campaigns.
  - (ii) Soliciting contributions in the name of the Association for or against individual candidates, political parties, or for legislative lobbying purposes.
  - (iii) Actively lobbying in the name of the Association at any level of Legislature for any law changes. However, designees may appear at committee hearings and field questions posed by individual lawmakers in formal or informal settings to represent the Association's position about how pending legislation or policy changes may potentially impact the mission of this Association and the MN DNR Volunteer Safety Training Program..

## Section 10.03 Chapters

- (a) Chapters may also designate representative(s) for the purposes described in Section 10.01(a). The procedures and prohibitions described in section 10.02 shall apply to the chapters; however, the chapters may individually determine how the designee for public forums is elected.
- (b) In addition to the above procedures and prohibitions, Chapter Representative(s) must inform the committee, legislator, or audience, that they are representing their specific chapter, and not necessarily the views of the entire Association.

## Section 10.04 Individual members

- (a) This section does not in any way prohibit individual members, from soliciting or lobbying for legislative action, or prohibit individual members involvement in the political election process. Members may make known their membership status in the Association when engaging in these activities, but the individual members may not claim to speak for the Association.

## Article XI. Amendments to the Bylaws

# Bylaws of the Minnesota Volunteer Safety Instructors Association

## Section 11.01 Annual Review

- (a) The Bylaws shall be reviewed annually by the Bylaws Committee.
- (b) Any changes proposed by a member, Director, Officer or committee member will be considered for review. The Bylaws Committee shall then submit all proposed Bylaws amendments under review to the general membership prior to thirty days before the annual meeting or a special meeting of the members called for such purpose.

## Section 11.02 Amendments

- (a) After the thirty day review of all Bylaws changes, a vote on the amendments will occur at the annual meeting of the members or at the special meeting of the members called for such purpose. Bylaws may be repealed or amended by a vote of two-thirds of the membership present at the meeting.
- (b) After a subsequent thirty days written notice to the membership, adoption of the amendments shall occur.

## Section 11.03 Number of members to the "Board of Directors" Amendment

- (a) These Bylaws may be amended by the Board of Directors to change the number of Directors designated per Section 6.01(b)(ii) of these Bylaws. Section 6.01(b)(ii) may be amended at any meeting of the Board of Directors at which a quorum is present, provided the proposed amendment has been submitted in writing at the previous meeting of the Board, or has been sent by mail or electronic communication to every member of the Board not less than ten days prior to the meeting of the Board at which the proposed amendment is to be considered.

## Section 11.04 Compliance and Legal issues

- (a) These Bylaws may be amended by the Board of Directors to bring the Association into compliance with the law or as may be required by the Minnesota Nonprofit Associations Act. Such changes may be amended by simple majority vote at any meeting of the Board of Directors at which a quorum is present, provided the proposed amendment has been submitted in writing at the previous meeting of the Board, or has been sent by mail to every member of the Board not less than ten days prior to the meeting of the Board at which the proposed amendment is to be considered.

## Article XII. Officer / Member / Chapter Suspension or Removal

### Section 12.01 Complaints Against Officers, Members, and Chapters

- (a) Charges against any Officer, member, or chapter may be made by any member in good standing. Such complaint shall be in writing, clearly stating the reasons for this action and accompanied by all affidavits, exhibits, and other evidence which are to be used. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Association Board of Directors to hear the charges. A meeting will only be called after receiving credible first-hand information. Second-hand, hearsay, and anonymous evidence will not be used to start an investigation. The Secretary will give at least thirty days notice of this meeting to the appropriate parties involved, and such notice shall be in writing and will include a true copy of the

# Bylaws of the Minnesota Volunteer Safety Instructors Association

charges and of the supporting affidavits, exhibits, and other evidence. Such notice is to be delivered by registered mail to the complainant at the last address shown in the Association's records.

(i) Officers

- 1) Any Officer may be suspended or removed from office by a two-thirds vote of the Board present at a special meeting called for this purpose. At such special meeting, the Officer shall be given a full hearing in order that just cause can be established. The membership status of such Officer may also be considered, but as a separate action by the Board. In the case of suspension, the terms will be defined by the Board.

(ii) Members

- 1) Any member may be suspended or removed from the Association for any cause deemed sufficient by the Association Board of Directors by a two-thirds vote of the members of the Board present at a special meeting called for this purpose. At such meeting the member under investigation will be accorded a full hearing in order that just cause can be established. In the case of suspension, the terms will be defined by the Board.

(iii) Chapters

- 1) Any chapter may be suspended or removed from the Association for any cause deemed sufficient by the Association Board of Directors by a two-thirds vote of the members of the Board present at a special meeting called for this purpose. At such meeting the chapter under investigation will be accorded a full hearing in order that just cause can be established. In the case of suspension, the terms will be defined by the Board. Individual Association membership status of members of the chapter may also be considered, but as a separate action by the Board. Members of the chapter who were not a party to the chapter's actions will be afforded the opportunity to join another chapter.



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## Section 12.02 Termination Process

- (a) A full and fair hearing will be given at the special meeting. A quorum must be present at the special meeting. The Board, acting in good faith, may, by a two-thirds majority vote, terminate the membership or Officer status of any member or chapter who has violated the Articles of Incorporation, Bylaws, or Code of Ethics of the Association, or who has been found guilty of conduct detrimental to the best interests of the Association. A vote of termination by the Board shall cancel all rights, interests, and/or privileges of such member/chapter.

## Section 12.03 Appeals Process

- (a) A member or chapter suspended or removed by the Association Board of Directors may appeal to the full membership of the Association. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the Association for the purpose of acting on the appeal. The Secretary shall give at least thirty days notice in writing to all members of the Association in good standing, stating the date, time, place and reason for such special meeting. At the special meeting, the Secretary will read the original charges, present the supporting evidence, and read the minutes of the meeting of the Association Board of Directors at which the charges were heard and action taken. A full hearing will be given to the member or chapter making the appeal. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Association Board of Directors.

## Article XIII. Local/Statewide Application of Bylaws

Section 13.01 These Bylaws shall be followed by any Affiliated Local Chapter and the Affiliated Statewide Chapter.

## Article XIV. Conflicts of Interest

### Section 14.01 Definition of Conflict and Procedures when Conflict arises

- (a) A conflict of interest is defined as:
  - (i) A situation, issue, or circumstance that develops in which a party or parties to a decision, disbursement, or action have a material interest (usually, but not limited to monetary) in the fulfillment/outcome of that decision, disbursement, or action.
  - (ii) Any relationship that is or appears to be not in the best interest of the Association. A conflict of interest would prejudice or jeopardize an individual's ability to objectively perform his or her duties and responsibilities. Often this activity (such as a private business venture) primarily serves personal interests and can potentially influence the objective exercise of the individual's official duties.
- (b) A conflict of interest will be considered not to exist when all material facts pertaining to the conflict have been fully disclosed in good faith of all the parties involved, and a vote of approval or disapproval on the issue is made. A vote by simple majority of the members authorized to vote at the time the conflict is established will determine whether a conflict of interest exists. This may be

# Bylaws of the Minnesota Volunteer Safety Instructors Association

a vote of Directors if the conflict occurs at the Director level, or a vote of the general membership if the conflict is brought before an authorized meeting of the general membership.

- (c) A simple majority exists when two-thirds of the voting members are present to vote (not counting any vote by a member considered to have a direct participation as a member of the conflict of interest); and all votes cast in good faith on the matter shall be counted.
- (d) When a conflict at the Director level cannot be resolved by a simple majority vote of the Directors, the issue will be brought before the general membership for resolution by a vote.

I hereby certify that these Bylaws have been adopted by this Association.

Revised and approved this \_\_\_<sup>th</sup> day of April, 2011.

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Tony Costanzo, Interim Secretary

This issue of the Bylaws replaces all previous issues.