

MINNESOTA STATE FIRE DEPARTMENT ASSOCIATION

**142ND ANNUAL
CONFERENCE PROCEEDINGS
AND BYLAWS**



**BRAINERD, MN
JUNE 7-10, 2017**

Conference Proceedings
MINNESOTA STATE FIRE DEPARTMENT ASSOCIATION
142nd ANNUAL CONFERENCE
Brainerd, Minnesota **June 7-10, 2017**

PRESIDENT MARK ROSENBLUM
Brainerd, Minnesota - Presiding

The meeting was called to order at 9:35 am by President Mark Rosenblum who welcomed the attendees and thanked all for attending. The Pledge of Allegiance was recited.

Tim Holmes, Brainerd Fire Chief, welcomed everyone to Brainerd and thanked all for attending this year's conference.

President Mark Rosenblum introduced the MSFDA Board Members and Executive Administrator, DeeDee Jankovich.

1. Reading and Approval of Minutes of Previous Meeting

- **St. Stephen made a motion to approve last year's meeting minutes. Seconded by Brainerd. Passed unanimously.**
- **Motion carried.**

2. Reports of Officers

A. PRESIDENT'S REPORT

Mark Rosenblum

Mark Rosenblum reported that the MSFDA conference will be held in April 2018 in Alexandria. He presented the new Membership Handbook that has been developed and mailed out to each member department. Mark also highlighted the partnerships that we have developed with companies including, California Casualty, American Red Cross, NVFC, Savvik Buying Group and VFIS to offer benefits and discounts to MSFDA membership. He described MSFDA's new Scholarship Program and Firefighter Assistance Grant Program. Mark announced that he is proud to be working with the MSFCA and MPFF on the MNFire Initiative, focusing on Cardiac Health, Cancer and Mental Health.

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B. VICE PRESIDENT'S REPORT

Dave Yurczyk

2nd Vice President, Dave Yurczyk reported that he and other members of the executive board have been traveling to region meetings around the state throughout the past year. He indicated that there is always room for more firefighters to get involved in the organization. If you are interested in joining a committee or learning more about the Association please contact DeeDee or a current Board Member.

C. TREASURER'S REPORT

Ed Hoffman

Ed Hoffman reported that the financials as of May 31, 2017 are as follows:

US Bank General Account: \$84,185.44

MN Firefighter Newspaper Account: \$23,530.86

US Bank savings Account: \$10,006.86

Wells Fargo Investments: \$64,647.73

Total Assets: \$182,370.89

A PowerPoint presentation recapped the 2016 Budget vs. Actual and the 2017 Balance Sheet as of May 31, 2017.

- **Bemidji made a motion to approve the financial report. Seconded by Maple Grove.**
- **Motion Carried.**

3. Reports of Standing Committees

Honorary Life

Ed Hoffman

The names submitted have been reviewed and filed with the Secretary/Treasurer. The Firefighters whose names appear on the attached pages are eligible to become **Honorary Life Members** of the **Minnesota State Fire Department Association** by having served 20 years or more to the **Fire Service**.

Hoffman reported 52 names were submitted from 16 fire departments. Secretary/Treasurer called for a motion to have the delegates in attendance at this conference elect all of the members listed to **Honorary Life Membership** in the **Minnesota State Fire Department Association**.

- **Motion by Inver Grove Heights & second by Tracy to accept the report and elect all of the members listed to Honorary Life Membership in the Minnesota State Fire Department Association.**
- **Motion carried.**

Honorary Life Member cards and certificates were distributed.

2017 HONORARY LIFE MEMBERS

AVON	Gene Kostreba Eric Linn Ed Maile Chris Pfuenger Tim Swarthout
BROOTEN	Kern Nelson Vernon Schroeder
DELANO	Brian Anderson
FORADA	Steve Hlinsky Max Radil Stephan VanLuik
GOOD THUNDER	Phil Klammer Greg Schoneck
GRAND RAPIDS	Steve Flaherty
HOLDINGFORD	Bruce Gerads Keith Hommerding Pat Meier
ISANTI	Jason Polzin
JANESVILLE	Randy Cummins Terry Hartmann Todd Huxford Mike Santo Thad Zellmer

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KIMBALL	Rose Borman Steve Decknatel Thomas Ehlinger John Gohmann David Traurig
LITTLE CANADA	Pat Keenan Nick Strohbeen
MAPLE GROVE	Ron Jacobson Ron Johnson Dean Noren Curt Roberts
NEW ULM	Michael Brehmer Brian Miller Tom Romaine
OSAKIS	Lenny Boogaard Ray Euerle Ken Ferris Chad Mathews Mark Pomerleau
SAVAGE	Timothy Burns Mark Griffin Patrick Manns Tom Stang, Jr.
WATERTOWN	Glen Hulley Shawn Klein Alan Lange Ned Schroeder Wade Stock Jeff VanWatermuler

Constitution and Bylaws

Ed Hoffman

Ed Hoffman, committee chair, stated that bylaws have been reviewed and no changes are necessary this year.

State Fire Marshal

Bruce West

Bruce West gave an overview of the 2016 annual State Fire Marshal's report, stating the full report is on the fire marshal's website. He highlighted a few of the legislative initiatives this year, including the Fire Safety Account and the fireworks bill. The State Fire Marshal Conference was held April 11-12 in Minneapolis and had record attendance. Classes included fire code issues, fire investigations, fire sprinkler systems, smoke control and food trucks. Marshal West also reported that the SFD contracted with independent third-party MAD to conduct a statewide study on the State of Fire Training in Minnesota. Information was gathered by eight listening sessions that were conducted around the state and also via an online link in which firefighters were able to provide feedback. The results from this study will be completed by June 30, 2017.

National Volunteer Fire Council

Dave Yurczyk

Dave Yurczyk attended the 2017 NFVC Spring Conference and the CSI Conference in Washington DC and gave a brief presentation to membership. Dave sits on the Cancer Task Force and Diversity and Inclusion committees. He is also the new vice chair of the Finance Committee. A video from Kevin Quinn was played, which described the benefits of NVFC, including the NVFC All State Membership Program in which MSFDA members will receive a 50% discount on NVFC Membership dues. More information on the All State Membership Program can be found on our website.

Legislative Report

Bill Strusinski

Bill Strusinski presented the session summary for 2017. The summary included an overview of the bills and budget. He also described the make-up and duties of MnFAC. The next legislative session will begin February 20, 2018.

MN Board of Firefighter Training and Education

Steve Flaherty

Steve Flaherty gave a report to the membership. For this fiscal year, MBFTE had appropriations totaling just over \$8 million. \$4.1 million of that was dedicated to fire departments receiving \$200/firefighter in training reimbursements. Steve urged departments to use their reimbursement funds and most likely re-appropriations will get paid

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out this year. MBFTE also allocated funds for special projects which included Cancer and Mental Health Awareness Seminars this year. MBFTE received an increase of \$1.35 million to our base budget as a result of this legislative session, bringing the base budget for FY18-19 to \$4.265 million. He reminded members that department rosters are due by July 1st, 2017.

MN Fallen Fire Firefighter Foundation **Brian Petersen**

Brian Peterson stated this year's memorial service will take place on September 24, 2017 on the capitol grounds. Seven new LODD were found and will be memorialized this year. There will be a memorial walk on September 11, 2017 and there will also be a Motorcycle Ride on September 17, 2017.

4. **Guest Presentations**

VFBA – Steve Spaeth – Steve gave a brief presentation on the Volunteer Firefighter Benefit Association. Currently, VFBA has over 16,400 firefighter members. The current death benefit is \$25K. In 2015, \$83,500 in claims were paid out, mostly from training, sprains, etc. from getting on and off of trucks. If you would like more information on the VFBA, their website is www.vfbaofmn.com.

Alexandria Fire Department– Bill Thoennes – Bill invited everyone to attend the 143rd Annual MSFDA conference April 25-28, 2018 in Alexandria, MN. They are eager to host the conference and have some great things planned, including a trap shoot tournament and golf outing.

5. **Elections**

1st Vice President – Candidates for this position are Dave Yurczyk (Avon) and Dave Matchinsky (Cambridge).

2nd Vice President – Candidates for this position are Jon Kahnke (Waseca) and Jared Rozeboom (Hills).

Each candidate was given time to introduce themselves and address the membership. Jared Rozeboom was not in attendance at the

meeting. Ballots were distributed and collected to voting members in attendance at the meeting. After totaling the votes, 1st Vice President is Dave Yurczyk and 2nd Vice President is Jon Kahnke.

6. Adjournment

**Motion by St. Stephen, second by Detroit Lakes to adjourn.
Motion passed and meeting adjourned at 11:14 am.**

Final credential report for Conference:

178 registered delegates
109 guests in attendance
287 Total Attendees

56 departments registered
40 vendors/exhibitors present for vendors' night

**The 143rd Annual Minnesota State
Fire Department Association
Conference dates are
April 25-28, 2018 in Alexandria**

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REORGANIZED BYLAWS
OF THE
**MINNESOTA STATE FIRE DEPARTMENT
ASSOCIATION**

Adopted on: June 11, 2016

This instrument constitutes the Bylaws of the **Minnesota State Fire Department Association**, adopted for the purpose of regulating and managing the internal affairs of the Association.

ARTICLE I

Corporate Seal, Fiscal Year and Definitions

- Section 1.1** The Association shall have a corporate seal and it shall be kept with the Executive Director of the Association.
- Section 1.2** The fiscal year of this Association shall begin on January 1 of each year and end on December 31, of the same year.
- Section 1.3** Definitions relating to these Bylaws shall be as found in Chapter 317A.011 and attached as an addendum unless otherwise noted.

ARTICLE II

Members and Sponsors

- Section 2.1** The membership of this Association shall consist of five classes of members. The term of membership shall be for one fiscal year.
- 2.1.1** **Active Fire Department.** Any fire department duly organized in the State of Minnesota and recognized as such under State Statute for the purpose of providing fire protection services.
- 2.1.2** **Firefighters' Organization.** Any duly organized organization whose primary interest is in firefighting

in the State of Minnesota.

2.1.3 Fire Marshal's Division. The Minnesota State Fire Marshal's Division.

2.1.4 Honorary Life A member who has served not less than 20 years as an active firefighter in one or more of the fire departments in the State of Minnesota, provided that said department or departments hold membership in this Association at the time of awarding the Honorary Life membership.

a) Applications for Honorary Life Membership will be received and acted upon at the conference provided they have been filed with the Secretary/Treasurer at least 30 days prior to the first day of the conference.

b) Persons elected to Honorary Life Membership shall be notified of such elections and be provided with a suitable certificate of membership by the Secretary. They shall be entitled to the same rights and privileges accorded all members and entitled to a vote provided they are registered delegates to the conference.

2.1.5 Individual Annual Membership An individual, having paid the established annual membership fee, is a former member of one or more of the fire departments in the State of Minnesota, is not actively involved, engaged or participating in any Minnesota fire department and does not qualify for honorary life membership in the MSFDA. Such individual member shall have no voting rights but is entitled to attend the annual conference of the MSFDA, a subscription to the MSFDA newspaper, and other perks granted to members of Fire Departments that are MSFDA members.

2.1.6 Sponsors. Sponsorship is for companies and

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organizations that wish to support the Minnesota State Fire Department Association. Sponsors shall have no voting rights. Sponsorship rights and privileges may be granted at levels according to policies established from time to time by the Board of Directors. The term of Sponsorship shall be for one fiscal year.

Section 2.2 Voting members shall have equal rights and preferences not otherwise provided for by the Board. Each classification of member shall be entitled to vote as prescribed in 2.2.1 and 2.2.2. Dual membership by virtue of a different classification or any other means does not enable that member to procure a second vote.

2.2.1 The chief of each active fire department holding membership in this Association shall be entitled to a voice and vote at any conference or general meeting of this Association, representing his department as a delegate at large provided they are registered at the conference.

2.2.2 Each active fire department, fire organization, or the Minnesota State Fire Marshal's Division holding membership in this Association shall be entitled to the number of voting delegates registered at the annual meeting and conference of this Association as follows:

a) The delegate at large provided for in section 2.2.1, and

Population	1 - 1,000	2	Voting Delegates
	1,001 - 2,500	3	Voting Delegates
	2,501 - 5,000	4	Voting Delegates
	5,001 - 10,000	6	Voting Delegates
	10,001 - 15,000	8	Voting Delegates
	15,001 - 25,000	10	Voting Delegates
	25,001 - 50,000	12	Voting Delegates

50,001 - 150,000	14	Voting Delegates
150,001 - and greater	22	Voting Delegates
Firefighter's Organizations	2	Voting Delegates
State Fire Marshal Division	2	Voting Delegates

Section 2.3 Membership shall terminate at the end of the stated term of membership and shall be renewed upon payment of annual dues, provided that they are received by April 15 of the fiscal year.

ARTICLE III

Membership Dues and Sponsorship fees

Section 3.1 Active Fire Department. The annual dues of the Association for departments shall be based upon the population, as determined by the latest federal census, of the area for which the member department furnishes protection and collects state aid. The population number will be from the most recent department of revenue distribution report. The breakdown of dues shall be as follows:

<u>Population</u>
1 to 1,000
1,001 - 2,500
2,501 - 5,000
5,001 - 10,000
10,001 - 15,000
15,001 - 25,000
25,001 - 50,000
50,001 - 150,000
150,001 - and greater

The amount of Dues for each classification shall be determined by the Board and if greater than a ten percent adjustment then

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subsequent approval will be made by a majority vote of voting members present at the annual membership meeting.

Section 3.2 Firefighter's Organization. Firefighter's organizations, as described in Section 2.1.2, shall be set by the Board of Directors and if greater than a ten percent adjustment then subsequently approved by a majority vote of voting members present at the annual membership meeting.

Section 3.3 Fire Marshal Division. The State Fire Marshal's Division, as described in Section 2.1.3, shall be set by the Board of Directors and if greater than a ten percent adjustment then subsequently approved by a majority vote of voting members present at the annual membership meeting.

Section 3.4 Honorary Life Members. Shall pay no dues.

Section 3.5 Individual Membership. Individual members, as described in Section 2.1.5 shall be set the Board of Directors and if greater than a ten percent adjustment then subsequently approved by a majority vote of voting members present at the annual membership meeting.

Section 3.6 Sponsors. Sponsors, as described in Section 2.1.6 shall pay annual fees according to policies established by the Board of Directors.

Section 3.7 All dues shall be for the fiscal year and shall be due and payable in the MSFDA Business office no later than the 15th day of April, in the fiscal year for which they are assessed.

ARTICLE IV

Annual Conference & Membership Meeting

- Section 4.1** The annual conference shall be held during the month of June, or as directed by the Board of Directors. Two days shall be allowed for the transaction of business. The annual membership meeting will be held in conjunction with the annual conference.
- 4.1.1** Unless otherwise directed by the Board of Directors, the annual membership meeting held in conjunction with the annual conference shall be held at a time and place determined by the conference committee, working with the host city.
- 4.1.2** Unless otherwise provided by law or these Bylaws, a quorum for a meeting of members is ten (10) percent of the members entitled to vote at the meeting.
- 4.1.3** The order of business at the annual meeting shall include:
- Reading and approval of minutes of previous meeting
 - Reports of Officers
 - Reports of Standing Committees
 - Reports of Special Committees
 - Unfinished Business
 - Selection of Future Site of Conference
 - Election of Officers
 - New Business
 - Adjournment
- 4.1.4** Except where a larger portion or number is required by law or these Bylaws, the members may take action by the affirmative vote of a majority of the delegates present at a duly held meeting.

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Section 4.2 Site. The conference site shall be located at specific sites on a rotation basis determined by the MSFDA Board of Directors. The rotation shall consist of specific locations and include one (1) open bid year during the rotation. When there is an open date the conference site shall be chosen by a majority vote of the delegates two (2) years in advance. In the event no MSFDA delegate applies to host the next annual conference according to the by-laws deadline, the Board of Directors or the Executive committee of the MSFDA shall attempt to contact potential association members to secure a site for the conference; or host the conference themselves

Section 4.3 Qualifications. In order to qualify for consideration, a prospective host department must:

4.3.1 Meet the requirements established by the Board in the Conference Policy

Section 4.4 Written notice of the annual or any special meeting of the membership shall be given at least thirty (30) days and not more than sixty (60) days before the meeting. The notice must contain the date, time, and place of the meeting.

ARTICLE V **Region Associations**

Section 5.1 Each member department shall be entitled to membership in the region of its choice, provided that such membership is not in conflict with the policies of the Association pertaining to equal representation by all member departments. Changes in membership at the regional level shall be subject to approval by the Board of Directors.

Section 5.2 Regions, whose boundaries are determined by the Board of Directors shall be numbered and identified as follows:

- | | |
|---------------------------|-----------------------|
| 1 - Capital City | 2 - Northern |
| 3 - Arrowhead | 4 - Northwest |
| 5 - Cuyuna | 6 - Lake |
| 7 - St. Croix Valley | 8 - North Suburban |
| 9 - West Central | 10 - Central |
| 11 - United Fire Fighters | 12 - Minnesota Valley |
| 13 - Southwest | 14 - South Central |
| 15 - Southeastern | |

Section 5.3 The MSFDA member departments of each region shall elect a director to represent the MSFDA members in their Region in the following manner, for a two (2) year term. The director from an even numbered region shall be elected to serve for two (2) years, commencing immediately after adjournment of the annual conference of the even numbered years. The director from an odd numbered region shall be elected to serve for two (2) years, commencing immediately after adjournment of the annual conference of the odd numbered years. Such elections shall be conducted prior to the annual conference of the association and the name and address of such elected director shall be made known to the Secretary/Treasurer prior to the annual conference of the Association. Each region has the right, at any given time, to change or replace their regional director to complete the two year term for its region and properly notify the Secretary/Treasurer of the association.

Section 5.4 Each Voting Director shall represent a current member department of the Association, either as an

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active member or by having attained Honorary Life Membership as a member of a current member department.

ARTICLE VI

Officers

Section 6.1 The officers of this Association shall be: President, 1st Vice President, 2nd Vice President, and a Secretary/Treasurer. Each officer shall represent a current member department of the Association, either as an active member, or by having attained Honorary Life Membership as a member of a current member department.

Section 6.2 The duties of the officers of this Association shall be;

6.2.1 President.

It shall be the duty of the President:

- a) To preside at all meetings of the Association.
- b) To appoint special committees.
- c) All drafts and orders shall be approved by and bear the signatures of the President and the Secretary/Treasurer.

6.2.2 1st Vice President:

It shall be the duty of the 1st Vice President:

- a) To perform all of the duties of the President in case of absence or incapacity.
- b) To assume the office of President in case the President is no longer able to hold that office.

6.2.3 2nd Vice President:

It shall be the duty of the 2nd Vice President to:

- a) To perform all of the duties of the 1st Vice

- President in case of absence or incapacity.
- b) To assume the office of 1st Vice President in case the 1st Vice President is no longer able to hold that office.
 - c) To review records of all moneys received, as provided by the Secretary/Treasurer.
 - d) To review all records for all disbursements funds as provided by the Secretary/Treasurer.

6.2.4 Secretary/Treasurer:

It shall be the duty of the Secretary/Treasurer:

- a) To pay out disbursements which will be countersigned by the President.
- b) To prepare quarterly financial reports to the Board documenting the current financial status of the organization.
- c) To review and approve an itemized report of all receipts and disbursements of this office, which shall be audited annually as determined by the Board. Such report and audit must be presented to the Board of Directors for their examination and approval before it is submitted to the annual conference.
- d) To approve and distribute recorded meeting minutes.
- e) Establish and present a budget to the board of directors at least 30 days prior to the next fiscal year for review, editing and approval.

Section 6.3 Any officer and the Executive Director, who have access to monies of this Association shall be bonded in such amount as the Board of Directors may require. Such bonds will be paid for by the Association, and the bonds are to be filed with the President.

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- Section 6.4** The draft minutes of the annual conference shall be made available to all member departments as soon as possible following the conference, in no case later than September 1 of the same year. The Executive Director shall record and submit the minutes to the Secretary/Treasurer for approval and distribution.
- Section 6.5** The salaries of all officers shall be determined by the Board of Directors of this Association.
- Section 6.6** An Officer may be disciplined, suspended, or expelled for cause. Any such action shall be handled by the Ethics Committee through its written procedures. Complaints shall be submitted as described in Article X.

ARTICLE VII **Election of Officers**

- Section 7.1** Election of officers for this Association shall be conducted during the annual business meeting of the Association.
- Section 7.2** A candidate for any elective office of this Association shall file his/her name and the office they are seeking with the Secretary/Treasurer at least 45 days prior to the first day of the annual conference. Each such candidate shall be an active, or Honorary Life Member, of a current member department of the Association.
- Section 7.3** The officers named in Article 6, Section 6.1 shall be elected by a majority vote, by ballot, at the annual meeting held in conjunction with the annual

conference of this Association and shall hold their respective office for a term of two (2) years, not to exceed three (3) consecutive terms, or until their successors have been duly elected and qualified. The President, and Secretary/Treasurer shall be elected in even number years, and the 1st Vice President and the 2nd Vice President shall be elected in odd number years. Terms of officers shall begin immediately after adjournment of the conference at which they were elected to their respective offices. Vacancies in office, other than the President, occurring during the unexpired term of any officer of this Association shall be filled by the Board of Directors of this Association.

Section 7.4 All newly elected and outgoing Executive Officers shall attend the organizational meeting held following the adjournment and participate in a 30 day transition period for the good of the Association.

ARTICLE VIII

Board of Directors

Section 8.1 The affairs of this Association shall be managed by or under the direction of a Board of Directors.

Section 8.2 Directors shall meet the requirements of 2.1 and be as follows; a director from each active region of the state selected as provided in Article V, Section 5.3, the Officers of this association as provided in Article VI and the Minnesota State Fire Marshal (or designee). - Each member of the board of directors shall have a single vote.

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- Section 8.3** All past Board members shall remain on the Board of Directors until the completion of the next Board of Directors meeting following the annual conference organizational meeting.
- Section 8.4** An organizational meeting of the Board of Directors shall be held immediately following adjournment of the annual conference.
- Section 8.5** The Board of Directors shall meet prior to the annual conference and at such times as the President of the Association shall deem necessary.
- Section 8.6** Special meetings of the Board may be called by the President. Special Meetings shall be called within 30 days and held within 60 days when requested to do so by written action and signed by at least five (5) voting Directors of the Board. Requests shall be sent to the Secretary/Treasurer by US Mail and shall contain a statement of the subject matter to be taken up at such meeting. Notice of special meetings may be given to each director personally, by mail or via electronic means at least seven (7) days in advance of the meeting. Notice of a special meeting shall contain a statement of the subject matter to be taken up at such meeting and only those items contained in the statement may be acted upon.
- Section 8.7** A majority of the Directors, as listed in Section 5.2, shall constitute a quorum for the conduct of business. If any Director is unable to attend a meeting of the Board of Directors, the Director may designate an alternate for that meeting provided that the alternate meets the requirements of 5.4 and is approved by the President and Secretary of that region.

- Section 8.8** The Board may establish one or more committees having the authority of the Board in the management of the business of the Association to the extent determined by the Board as provided for in Article IX.
- Section 8.9** A Director may be disciplined, suspended, or expelled for cause. Any such action shall be handled by the Ethics Committee through its written procedures. Complaints shall be submitted as described in Article X.
- Section 8.10** The Executive Committee, with concurrence of the Board of Directors, may contract with individuals to perform tasks to assist the officers and the Board, and other tasks as established by Board policy.

ARTICLE IX

Committees

- Section 9.1** The standing committees of the Association shall be the Executive, Legislative, Ethics, Resolution and Bylaws, Conference Facilities and Rules, and such other committee as the President may deem advisable to name to help carry on the business of the Association.
- Section 9.2** The Executive Committee shall, within 30 days after adjournment of the annual conference, name the committees and all representatives for any state or national boards, committees, or affiliations that the MSFDA participates on for the ensuing year. The chair and the other members of each committee so chosen shall be notified by the Secretary/Treasurer of

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their respective appointments. Any committee changes or vacancies shall be filled by procedures and rules in the current Robert Rules of Order, currently being used by the MSFDA.

Section 9.3 The Executive Committee shall appoint all committee members except those of the Ethics and Executive Committee.

Section 9.4 One of the elected officers of the Association shall be a member of each committee, other than the Executive Committee.

Section 9.5 An Executive Committee, subject to the direction and approval of the Board of Directors, shall consist of the President, the 1st Vice President, the 2nd Vice President, the Secretary/Treasurer and one other member of the Board of Directors, who shall be elected by the Board members. This committee shall meet at the call of the President to act for and with the full authority of the Board in the transaction of business, as long as it does not affect policy, when it is found not feasible to call a meeting of the entire Board of Directors.

Section 9.6 It shall be the duty of the legislative committee to act for this Association in attempting to produce new laws or to affect the amendment of present laws of the State of Minnesota or of the United States.

Section 9.7 The President shall appoint three members to comprise the Ethics Committee, one to be appointed for a one-year term, one for a two-year term, and one for a three-year term. Thereafter in June of each year the President shall appoint one member to the

Committee. The Ethics Committee shall follow written disciplinary procedures developed by the Committee and approved by the Board.

Section 9.8 It shall be the duty of all committees to perform such work as it is implied by the name of such committee when such a matter is placed before them.

Section 9.9 Expenses such as travel, lodging and meals will be paid by the Association while such committee members are working in the interest of or in behalf of the Association according to the policies and procedures manual.

ARTICLE X **Ethical Conduct**

Section 10.1 It shall be the obligation of all employees, members and officers to comply with the Articles of Incorporation and Bylaws of the **Minnesota State Fire Department Association** and good moral and ethical conduct.

Section 10.2 Complaints alleging a violation of the established missions, goals and purpose of the **Minnesota State Fire Department Association** or ethical conduct shall:

- be submitted to the Chair of the Ethics Committee
- be in writing and signed by the complainant
- state fully the specific facts relied upon in making the complaint
- include any written documents, which support the allegations of the complaint
- include the Article and/or Bylaw provisions that are violated

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ARTICLE XI **Rules of Operation**

Section 11.1 The rules contained in the current edition of Robert's Rules of Order shall govern meetings of the members and Board of Directors, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII **Indemnification**

Section 12.1 Any person who at any time shall serve or shall have served as director, officer, contractor or employee of the Association, and the heirs, executors and administrators of such person shall be indemnified by the Association, in accordance with and to the fullest extent permitted by Minnesota State Statutes, Section 317A.521 as it may be amended from time to time.

ARTICLE XIII **Amendments**

Section 13.1 These Bylaws shall not be amended except at the annual meeting held in conjunction with the annual conference of this Association and by a majority vote of authorized delegates present and voting. Written action of any resolution or proposal seeking the alteration or amendment of these Bylaws must be signed by at least ten (10) voting members and shall be filed with the Secretary/Treasurer at least 60 days prior to the first day of such annual conference if not

presented by the Resolution and Bylaws Committee. For the purposes of this section and clarity, a voting member is one department. The Secretary/Treasurer shall immediately forward such to the Resolution and Bylaws Committee for review and recommendation. The Secretary/Treasurer shall notify all member departments and organizations of such proposal and the Resolution and Bylaws Committee recommendation at least 30 days prior to the first day of such annual conference.

ARTICLE XIV **Executive Director**

Section 14.1 Executive Director The association may hire an independent contractor to assist with management and advancement of the association mission. The Executive Director's duties will be outlined in the Executive Director Contract but shall include the following:

- Annual Conference Administration
- Membership renewal and administration
- Collection of dues
- General Association Management
- Board of Directors support
- Financial Management

Addendum to Bylaws ARTICLE I, Section 1.3 317A.011 Definitions.

Subdivision 1. Scope. For purposes of this chapter, the terms in this section have the meanings given them, unless the language or context clearly shows that a different meaning is intended.

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Subd. 2. Address. "Address" means mailing address, including a zip code, except that in the case of a registered office, address means the mailing address and the actual office location, which may not be a post office box.

Subd. 3. Articles. "Articles" means, in the case of a corporation incorporated under or governed by this chapter, articles of incorporation, articles of amendment, a resolution of election to become governed by this chapter, a statement of change of registered office, registered agent, or name of registered agent, articles of merger, articles of consolidation, articles of abandonment, and articles of dissolution. In the case of a foreign corporation, the term includes documents serving a similar function required to be filed with the secretary of state or other officer of the corporation's state of incorporation.

Subd. 3a. Authenticated. "Authenticated" means, with respect to an electronic communication, that the communication is delivered to the principal place of business of the corporation, or to an officer or agent of the corporation authorized by the corporation to receive the communication, and that the communication sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

Subd. 4. Board of Directors. "Board of Directors" or "Board" means the group of persons vested with the general management of the internal affairs of a corporation, regardless of how they are identified.

Subd. 5. Bylaws. "Bylaws" means the code adopted for the regulation or management of the internal affairs of a corporation, regardless of how designated.

Subd. 6. Corporation. "Corporation" means a corporation that is governed by this chapter. A corporation may not: (1) be formed for a purpose involving pecuniary gain to its members, other than to members that are nonprofit organizations or subdivisions, units, or agencies of the United States or a state or local government; and (2) pay dividends or other pecuniary remuneration, directly or indirectly, to its members, other than to members that are nonprofit

organizations or subdivisions, units, or agencies of the United States or a state or local government.

Subd. 7. Director. "Director" means a member of the Board.

Subd. 7a. Electronic communication. "Electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process.

Subd. 8. Filed with the secretary of state. "Filed with the secretary of state" means that a document meeting the requirements of this chapter, signed, and accompanied by a filing fee of \$35, has been delivered to the secretary of state of this state. The secretary of state shall endorse on the original the word "Filed" and the month, day, and year of filing, record the document in the Office of the Secretary of State, and return a document to the person who delivered it for filing.

Subd. 9. Foreign corporation. "Foreign corporation" means a corporation that is formed under laws other than the laws of this state.

Subd. 10. Good faith. "Good faith" means honesty in fact in the conduct of an act or transaction.

Subd. 11. Legal representative. "Legal representative" means a person empowered to act for another person, including, but not limited to, an agent, officer, partner, or associate of an organization; a trustee of a trust; a personal representative; a trustee in bankruptcy; or a receiver, guardian, custodian, or conservator.

Subd. 12. Member. "Member" means a person with membership rights in a corporation under its articles or bylaws, regardless of how the person is identified.

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Subd. 13. Members with voting rights. "Members with voting rights" or "voting delegates" means members or a class of members that has voting rights with respect to the purpose or matter involved.

Subd. 14. Notice.

(a) "Notice" is given by a member of a corporation to the corporation or an officer of the corporation when in writing and mailed or delivered to the corporation or the officer at the registered office of the corporation.

(b) Notice is given by the corporation to a director, officer, member, or other person:

(1) when mailed to the person at an address designated by the person, at the last known address of the person or, in the case of a director, officer, or member, at the address of the person in the corporate records;

(2) when communicated to the person orally;

(3) when handed to the person;

(4) when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;

(5) if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house; or

(6) when the method is fair and reasonable when all the circumstances are considered.

(c) Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Subd. 15. Officer. "Officer" means a person elected, appointed, or otherwise designated as an officer by the Board or the members, and a person considered elected an officer under section 317A.321.

Subd. 16. Organization. "Organization" means a domestic or foreign business or nonprofit corporation, limited liability company, whether domestic or foreign, partnership, limited partnership, joint

venture, association, trust, estate, enterprise, or other legal or commercial entity.

Subd. 17. Registered office. "Registered office" means the place in this state designated in the articles of a corporation as the registered office of the corporation.

Subd. 18. Related organization. "Related organization" means an organization that controls, is controlled by, or is under common control with, another corporation. Control exists if an organization:

- (1) owns, directly or indirectly, at least 50 percent of the stock ownership or membership interests of another organization;
- (2) has the right, directly or indirectly, to elect, appoint, or remove 50 percent or more of the voting members of the governing body of another organization; or
- (3) has the power, directly or indirectly, to direct or cause the direction of the management and policies of another organization, whether through the ownership of voting interests, by contract, or otherwise.

Subd. 18a. Remote communication. "Remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Subd. 19. Signed.

- (a) "Signed" means that the signature of a person is written on a document, as provided in section 645.44, subdivision 14. A document required by this chapter to be filed with the secretary of state must be signed by a person authorized to do so by this chapter, the articles or bylaws, or a resolution approved by the directors, as required by section 317A.237, or the members with voting rights, if any, if required by section 317A.443.

Subd. 20. Written action. "Written action" means a written document signed by all of the persons required to take the action. The

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term also means the counterparts of a written document signed by any of the persons taking the action. A counterpart is the action of the persons signing it, and all the counterparts are one written action by all of the persons signing them.

2017 Board of Directors

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