



Minnesota Alliance on Crime

Board Agenda

July 14, 2016

Agenda Item	Who Leads	Time
I. Introductions/Call to Order	Board Chair	5'
II. Review- Changes/Additions- Action Needed	Board Chair	5'
III. Consent Agenda Items		10'
• Secretary's Report- Action Needed	Secretary	
• Treasurer's Report- Action Needed	Treasurer	
• Director's Report	Executive Director	
IV. Updates	Committees & Staff	5'
• Executive Committee		
• Board Development Committee		
• Budget and Finance Committee		
• Outreach and Engagement Committee		
• Public Policy Committee		
V. Action Items		15'
• Board concerns/expectations	Board Chair	
• Survey for Members	Executive Director	
VI. Focused Discussion		80'
• Annual Meeting/Capacity Training	Executive Director	
• Budget	Treasurer/ED	
• Board Committees	Board Chair	
• Board Recruitment/BOD Job Description	Board Chair	
• Location of Board Meetings/Expectations	Board Chair	
• Bylaws	Board Chair/Chris Jensen	
VII. Adjourn	Board Chair	

MAC Board Meeting- St. Paul
June 9, 2016 - Meeting Minutes

I. Called to Order - 10:05 a.m.

- Those present:

Board of Directors: Vanessa Barr, Kelly Nicholson, Danielle Kluz, Vicki Walechka, Karla Bauer, Brenda Skogman, Denise Loy, Shane Baker, Sara Miller, Chris Jensen

By Phone: None

- Executive Director: Bobbi Holtberg

- Additional attendees: Lisa Smith, Kerry Crutty (Maplewood Police Dept.)

II. Agenda

- Changes: None

- Additions: None

Motion to approve June 2016 agenda

Motion 1st: Brenda Skogman

2nd: Sara Miller

Approved

III. Consent Agenda Items

Reviewed May 2016 Secretary Minutes

Motion to approve Secretary's Report from May 2016.

Motion 1st: Danielle Kluz

2nd: Karla Bauer

Approved

Reviewed Treasurer's Report

Motion to approve Treasurer's Report for May 2016.

Motion 1st: Vicki Walechka

2nd: Sara Miller

Approved

Director's Report

See Director's Report in the June 9, 2016 board packet.

MAC has an intern starting soon!

IV. Committee Reports/Updates

- a. Executive Committee: None
- b. Special Events Committee: None
- c. Legislative Committee: None
- d. Publishing Committee: None
- e. Marketing/Development Committee: None
- f. Strategic Planning Committee: None
- g. Financing Committee: None

V. Action Items

Annual Meeting: Continuing to work on silent auction list for donors and collecting prizes. Decided there are enough gift certificates/prizes so do not need to continue calling. Have all speakers confirmed. Plan to put information on the website by mid-July if everything is confirmed for the conference.

Technology Grant: Looking to purchase with these funds a LCD projector, clicker, a new cell phone for MAC, and another laptop for the intern/new position.

Motion was made to approve all purchases (LCD projector, clicker, cell phone, lap-top) related to the technology grant.

Motion 1st: Brenda Skogman

2nd: Danielle Kluz

Approved.

Discussion of purchasing a membership with Constant Contact program. This program allows MAC to produce more professional looking emails/newsletter, \$20/month. Danielle has used it before and also recommends it. We will continue to use Electric Embers for the listserv and discussion.

Reviewed various new logos for MAC – preference towards the MAC logo with the compass (#3-logo in the email) but would like to modify it. Bobbi will talk with design people for some changes. Once we formalize our logo, it will be another 2-3 weeks for the website to be finished. Once completed, they will provide training on how up to update and makes changes and then the site will be able to go “live”.

Member Survey: Reviewed the membership survey and suggestions were made for changes, switch the numerical ordering to start with positive and go to negative and added a #6 – I Don’t Know choice. Bobbi took out the section on training needs since an email survey was already sent. Working on an introductory letter to include with the survey of why it is important to respond and what it will be used for. Bobbi is hoping to have it fine-tuned and completed by July for final review.

Board Source Membership: MAC joined as an individual member to get resources for the executive board, they have a packet/group of books for research and development that would be helpful for training as we move forward.

Location of Board Meetings: Discussion of meeting in another location. It was decide that the July 14th meeting will be held in St. Paul rather than Willmar.

VI. Focused Discussion

Bylaws: Reviewed the changes made to the by-laws. Chris will change the by-law wording to correspond with the term changes. MAC will create a master list of end dates so that the board of directors will revolve 1/3 of the board members each year. There will be other ongoing opportunities to volunteer and assist MAC. Can serve two terms in a row and then need to be off for three years.

Board Committees: Bobbi recommended that we change the current committees to a 5-committee structure. The 5 new committees would be: Executive, Board Development, Budget and Finance, Outreach and Engagement, and Public Policy. The Committee Chair of each board would help lead the meeting and decide when and how often to meet.

Motion made to approve the new committee structure.

Motion 1st: Sara Miller

2nd: Chris Jensen

Approved

Board Recruitment/Job Description: a few changes identified to be corrected, review at next meeting.

**Next meeting: July 14, 2016 from 10:00 – 12:00 p.m. @ MAC Office, St. Paul
(from 12:00 – 1:00 p.m. will be the strategic planning portion)**

VIII. Adjourn

Adjourned at 11:57 a.m.
Motion 1st: Brenda Skogman
2nd: Karla Bauer
Approved

Respectfully Submitted,

Vicki Walechka
Secretary

June 22, 2016: Electronic Motion and Vote

A Motion was made to choose logo #1- Gold compass w/ Blue writing as MAC's new logo.
Motion 1st: Sara Miller
2nd: Shane Baker
Approved

**MN Alliance on Crime
Financials Summary
June, 2016**

Income:

Membership Dues	3399.00
Interest Income	2.60
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	3401.60

Expenses:

OJP Grant Expenses	10479.42
Technology Grant Expenses	546.00
Training Grant Expenses	300.00
Unrestricted Expenses	31.68
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	11357.10

Total Expenses:

Personnel	7269.24
Payroll Taxes	534.24
Health Insurance Premiums	465.86
Rent	334.75
Contract Services	1450.00
Dues & Subscriptions	975.00
Equipment	0.00
Liability Insurance	0.00
Workers Comp Insurance	0.00
Miscellaneous	0.00
Office & Program Supplies	112.50
Telephone Expense	130.83
Travel & Training Expenses	31.68
Bank Service Charges	28.00
Aplos Software Expense	25.00
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	11357.10

Available Balances:

OJP Grant	49620.48
Technology Grant	9479.00
Training Grant	49700.00
Unrestricted	13120.02
Savings Account	15063.23
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	136982.73



Executive Director's Report July 2016

Upcoming Events/Training

- **New Logo:** I have received much positive feedback about MAC's new logo!! Thank you for sticking with the process and, in the end, coming together to choose a logo that symbolizes the direction and guidance that MAC's work provides to victims, service providers, and stakeholders.
- **Quarterly Webinar Series:** The webinar series will begin on July 20th with Supt. Drew Evans providing an overview of the BCA. The schedule for upcoming webinars is attached. To date, there are 33 confirmed registrations for the July webinar.
- **Annual Membership Meeting:** A notice regarding the annual meeting date, time, and location will be sent out July 15th to all FY16 and renewed FY1. I will include information regarding expense reimbursement that will be available to current FY17 members.
- **Annual Capacity Building Training:** All presenters have been confirmed with the exception of one. Danielle is working to secure that confirmation. Registration materials will be sent out July 15th. Participants will be able to register on line through Constant Contact. Please make sure you are messaging that this is a FREE training. Once all presenters have been confirmed, I will apply for CLE credits.
- **Silent Auction:** I need some assistance and direction with what is needed for set up, i.e., table tents for items. Bidding sheets, etc.

Updates

- **Membership Renewal:** An updated list of applications received will be available at the board meeting. To date, 26 organizations have renewed their membership and 1 new organization and 1 new individual have joined.
- **D&O Liability Insurance Policy:** Bremer is now the agent for this policy and the renewal application was submitted and invoice has been received. The annual premium is \$856.00 and we no longer are being assessed a \$100 processing fee. Thank you to Brenda for completing the renewal application!!
- **OJP Coalition Funding RFP:** The RFP was released June 30th and is due August 9th. We have the opportunity to apply for expansion funding. In addition to the current \$100,000 we receive, I will be requesting an additional \$65,000 to fund to part-time positions equivalent to 1.5 FTE. One position would be for a Training/Membership Engagement Coordinator and the other would be for an Administrative/Communications Coordinator. My goal

is to submit the application by Friday, August 5th. The RFP requires we submit a Volunteer Job Description. I have created a job description and application that are attached.

- **Website Design:** The new site is scheduled to go live July 19th. Vanessa, Vicki, Danielle, and I will be attending training on July 18th.
- **Constant Contact:** Hopefully you all noticed a dramatic change to the June eUpdate. I purchased a one-year subscription and received a 30% discount. In addition to using Constant Contact for our monthly newsletter, we send all notifications and take registration. All electronic correspondence will have uniform branding and format. Thank you to Danielle for lending your expertise to get the inaugural newsletter formatted and for answering all my questions! Thanks to Allie for working to get our contact lists cleaned up so people won't continue to get the same email multiple times.
- **Renaissance Festival:** I should be hearing from Stephanie soon. I will send tickets out as soon as I receive them.
- **Training Development Workgroup:** To date, the workgroup includes, Angela Miller, victim/survivor, Carrie Buddy, New Horizons Crisis Center, Carolyn Bryant, CVJU and Alicia Nichols, DOC Victim Services. We need 2-3 system based advocates to join the group. Please let me know if you or someone you know is interested. I need to convene the workgroup by mid-September. Information regarding the workgroup is attached.
- **Welcome Allie Serres!** Allie is the new MAC intern and is assisting with monitoring Appellate and Supreme Court decisions, updating MAC listserv and contact lists and variety of other things. Allie is a student at St. Mary's University.

Emerging Issues:

- **Victim Impact Statements:** Thank you to those that responded to my questions regarding how your office handles VIS. I was alerted by Suzanne Elwell that this is becoming an issue statewide. Based on the practice of one county a defense attorney motioned and was granted dismissal of all charges. If anyone is interested in more information about the issue, feel free to contact me. Suzanne and I will be working together to develop a briefing, similar to what we developed in regards to Cameras in the Courtroom.
- **New Department of Labor Overtime Rules:** On May 18, 2016, under the Fair Labor Standards Act (FLSA), the Department of Labor (DoL) released new regulations on overtime pay, doubling the minimum salary threshold for exempt employees to \$47,476 and requiring employees making under that threshold to be classified as non-exempt and paid overtime. DoL maintained the existing "duties" tests for evaluating the exempt status those who earn over that amount. These regulations take effect on December 1. Note that an employee who is paid more than \$47,476 may still be eligible for overtime, unless they fall into one of the FLSA exemptions (i.e., executive exemption, administrative exemption, professional exemption, etc.). I have attached a FAQ document put out by NNEDV and a suggested draft policy.
- **Response to Recent Violence:** I have been contacted by several media outlets in the past two days asking for a comment regarding the Philando Castille shooting and the subsequent violence in Dallas. I have declined to provide a statement. I do feel as an organization whose stated mission is to improve response and ensure victim's rights are upheld, we need to be part of the dialogue and process to ending this violence. While I am weighing a thoughtful response to post on MAC's social media accounts, I welcome your individual and collective thoughts. These are complex issues, yet at the core are fairly simple. We must, individually and collectively, be a part of dismantling the oppression and micro-aggressions that contribute to the violence we all want to end.

MAC activity report

Week	(All)
Date	(All)

Row Labels	Sum of Time
Email	20.5
Meeting	35
Meeting Prep	8.5
Research & Development	55
Training	2.5
(blank)	
Travel	6
Victim Service	7
Administrative	28
Technical Assistance	11.5
Grand Total	174

MAC Quarterly Skill Building Discussion Schedule

DATE/TIME	TOPIC	PRESENTER
7/20/16 12:00 – 1:00 pm	Overview of the BCA	Drew Evans, BCA
10/19/16 12:00 – 1:00 pm	Emerging Issues Regarding Victim Impact Statements	Suzanne Elwell, OJP
1/18/17 12:00 – 1:00 pm	Gathering/Preserving Technological Evidence	Jeremy Roberts, Dakota County Sheriff's Office
4/19/17 12:00 – 1:00 pm	Working with Families of Missing Children	Alison Feigh
7/19/17 12:00 – 1:00 pm	DWI/BAC Current Law	MCAA
10/18/17 12:00 – 1:00 pm	Rural Victim Services: Identifying Barriers and Solutions	?
1/17/18 12:00 – 1:00 pm	Civil Remedies for Victims	Suzanne Elwell/NCVC/National Crime Victim Bar Assoc.

A Training Development Workgroup, made up of 5-8 victim service professionals and victim/survivors is being created for the purpose of developing curriculum for a 2-day training to be delivered semi-annually to new victim service advocates. Training will focus on grounding new advocates in the foundational underpinnings of victim services and victim rights.

Curriculum outline could include:

- Fundamentals in Victim Services
- Victim Rights
- Victimology
- Working with Children
- Financial Victimization
- Domestic Violence/Stalking
- Sexual Assault

Curriculum development will take place September 2016 – April 2017. Training delivery will begin in Summer 2017.

A pre and post-test will be given to training participants, as well as, written evaluations completed on-site after each training session. A follow-up survey will be emailed to participants approximately 45 days after training has been completed to measure what impact training information received has had on day-to-day practices and to identify topics/issues to be addressed through on-going training and discussion.

Anticipate convening the workgroup in-person at the MAC office on September, January and April for 3-4 hours. The workgroup will utilize ReadyTalk to convene via webinar in November, February and March for 60-90 minutes.

Workgroup members needing to travel more than 60 miles round trip will be reimbursed for mileage and lunch reimbursement will be available for in-person meetings.

FAQ re New Department of Labor Overtime Rule

The Bare Basics

On May 18, 2016, under the Fair Labor Standards Act (FLSA), the Department of Labor (DoL) released new regulations on overtime pay, doubling the minimum salary threshold for exempt employees to \$47,476 and requiring employees making under that threshold to be classified as non-exempt and paid overtime. DoL maintained the existing “duties” tests for evaluating the exempt status those who earn over that amount. These regulations take effect on December 1.

Note that an employee who is paid more than \$47,476 may still be eligible for overtime, unless they fall into one of the FLSA exemptions (i.e., executive exemption, administrative exemption, professional exemption, etc.). This change is likely to have the most significant impact on coalitions and programs situated in low-cost-of-living areas, since there is no provision to take cost of living into consideration.

But I Thought Nonprofit Organizations Were Exempt From FLSA!

Nope. The Fair Labor Standards Act, which requires payment of the minimum wage and overtime, doesn't apply to most small nonprofit organizations *as an enterprise* – but as currently interpreted, the *FLSA does apply to nearly all of your staff members individually*. That is because most employees in the 21st century engage in interstate commerce every day (making/receiving interstate telephone calls, sending U.S. mail or packages out of state, sending or receiving electronic communications, ordering or receiving supplies from out of state, etc. etc.) It seems possible that some individual employees could be shielded from coverage by prohibiting all of most of these activities, or making those activities very rare, but that would be a pretty difficult way for most employees to operate.

Why Are Overtime Rules Being Changed?

The new rule is the Obama Administration's response to Congress' failure to enact a minimum wage hike, and a response to widely reported employer abuses of the exempt category – e.g. paying “managers” who worked long hours for salaries as low as \$23,660, without any overtime pay. That low pay threshold created an incentive to pile work onto these employees, since their “extra time” came for free. It is estimated that this change will bring overtime rights to 4.2 million workers who are currently excluded and may also clarify eligibility for another 8.9 million workers who may or may not have overtime protections under the current rules.

What Is The Rule In A Nutshell?

The new rule doubles the minimum salary threshold for exempt employees, guaranteeing overtime pay (generally time-and-a-half for hours worked over 40 hours in a single work week) to *any employee earning less than \$47,476 per year*. That threshold will be updated every three years, with the next update to occur in 2020.

Wait, What? Aren't There Exemptions For Lawyers/Managers/CEOs?

Not for those who make under \$47,476 per year there aren't. No exceptions. Example: If the Deputy Director or Legal Director of a DV shelter is being paid \$45,000, she **MUST** be reclassified as non-exempt and paid overtime for hours worked beyond 40 hours in a week. No wiggle room. If the salary is under \$47,476, overtime is owed, no exceptions.

That's not to say that there are no options – there *are* some options (though not really great ones), such as reducing the employee's base pay, so that there will be funds left in the budget to cover her expected overtime. The employee would end up with the same pay at the end of the year, but it wouldn't be great for morale. Included in the links at the end of this document are some examples from the DoL, showing a variety of acceptable ways of calculating pay for non-exempt employees.

No Problem, My Staff Will Just “Volunteer” To Work Extra Hours As Needed

Um, no again. “Volunteering” to work extra hours won't cut it, except in very limited circumstances. As of December 1, when a non-exempt employee (including *everyone* earning less than \$47,476 peryear) works extra hours doing work for the agency, that work would *not* be seen as volunteering, and the agency could be liable for an extensive back pay award, as it would with any violation of the FLSA.

However, NNEDV's lawyers tell us that volunteering is possible, if it is *truly* volunteer and is not your usual kind of work. An example might be someone who isn't on the fundraising team, but loves to run, and genuinely volunteers (i.e. not “recruited” by their supervisor) to run alongside the annual Fun Run to keep an eye on things and help as needed. This is fine, but there should be a serious paper trail that it is truly optional and that participation is never pressured/urged or rewarded (in annual evaluations, for example).

“Individuals may volunteer time to religious, charitable, civic, humanitarian, or similar non-profit organizations as a public service and not be covered by the FLSA. They may not, however, volunteer time to their own non-profit employer performing the same type of work for which they are employed.” (excerpted from the DoL guidance to nonprofits, which is linked at the end of this document). This is one of several areas where you may want to consult pro bono employment counsel.

So If We Pay \$47,476 Per Year, We Never Have To Pay Overtime?

Wrong. Everyone on your staff is entitled to overtime pay unless they fall into a short list of categories that are “exempt” from coverage. Here are the exemptions likely to apply to DV/SA/Dual programs:

- ★ *Highly compensated employee exemption:* If you have an employee earning \$134,004 or more per year, and performing at least one of the duties of an exempt **executive, administrative, or professional** employee noted below, they are exempt. This is a very minimal test, so most agency employees at this level would not be eligible for overtime.
- ★ *Bona fide executive, administrative, or professional staff exemptions:* Here it is from the horse's mouth—according to DoL guidance reproduced below, the employee's job must meet each of these tests:

Executive Exemption

To qualify for the **executive** employee exemption, all of the following tests must be met:

- The employee must be compensated on a salary basis at a rate not less than \$913 per week;
- The employee's primary duty must be managing the enterprise, or managing a customarily recognized department or subdivision of the enterprise;
- The employee must customarily and regularly direct the work of at least two or more other full-time employees or their equivalent; and
- The employee must have the authority to hire or fire other employees, or the employee's suggestions and recommendations as to the hiring, firing, advancement, promotion or any other change of status of other employees must be given particular weight.

Administrative Exemption

To qualify for the **administrative** employee exemption, all of the following tests must be met:

- The employee must be compensated on a salary or fee basis (as defined in the regulations) at a rate not less than \$913 per week;
- The employee's primary duty must be the performance of office or non-manual work directly related to the management or general business operations of the employer or the employer's customers; and
- The employee's primary duty includes the exercise of discretion and independent judgment with respect to matters of significance.

Professional Exemption

To qualify for the **learned professional** employee exemption, all of the following tests must be met:

- The employee must be compensated on a salary or fee basis (as defined in the regulations) at a rate not less than \$913 per week;
- The employee's primary duty must be the performance of work requiring advanced knowledge, defined as work which is predominantly intellectual in character and which includes work requiring the consistent exercise of discretion and judgment;
- The advanced knowledge must be in a field of science or learning; and
- The advanced knowledge must be customarily acquired by a prolonged course of specialized intellectual instruction.

Remember, these exempt categories are ONLY relevant if you are paying at least \$47,476 per year. When you are paying more than that amount, only then do you start looking at whether the employee might satisfy the additional requirements to be exempt from overtime pay.

Note that these classifications are very dependent on *actual duties* – so make sure your job descriptions fully and accurately reflect the responsibilities of the position. And if an *advanced degree* is required for the position (professional exemption), you should include that in the job description. This is another area where your pro bono employment attorney can assist, by reviewing your job descriptions and helping you evaluate where you may need additional clarity.

How Will This Affect Shelter Staff Who Are Occasionally On Call?

Full disclosure, the actual question was “If an employee sleeps through the night without receiving any hotline calls, do they still need to be paid overtime?” But the answer applies more broadly. The key question in any “on call” situation is whether the employee is free to engage in other activities at will, while they are on call. If the employee is required to be present at the shelter, or nearby, and can't (for example) go to a play or a movie, then those would be treated as work hours and are subject to overtime after 40 hours. This could also be true if there are serious restrictions on the employee's activities (e.g. you cannot drink alcohol while you are on call). NNEDV has requested more clarification on these kinds of situations, but recommends that you consult with your pro bono employment lawyer to ascertain how this would apply in your particular situations. Putting this in writing will help clarify obligations and expectations.

Can We Offer Compensatory Time Off Instead of Money For Overtime?

That would be a no. For a non-exempt employee, compensatory time can never substitute for overtime pay, even if requested by the employee.

Can Overtime Be Calculated Over A Two Week Period?

Nope. Overtime is calculated on a workweek basis (e.g., Monday to Sunday, Sunday to Saturday). If a non-exempt salaried employee works 50 hours in one week and 30 hours in the next week, it doesn't just “balance out.” The FLSA requires that you pay time-and-a-half overtime for the extra 10 hours worked in the first week, but you can't dock the employee for the time taken off in the second week because they are on salary. You can require that they take leave, but *you don't have the option* to agree to an employee request that she be allowed to work extra hours this week in order to take off an extra day next week. Well you can, but you'd still owe her overtime for the extra hours in the first week.

What About Optional Training/Conferences/Professional Development?

This question was of great interest to NNEDV, so we passed it along to our lawyers:

We're concerned about staff travel and ability to participate in national trainings/conferences for professional development. For example, our agency has a staffer who makes less than the threshold who traveled to attend a Women of Color Leadership conference at her request. Participation isn't required for her job, though we were pleased that she was interested and supported her participation.

Would the new rule mean that we would be paying 1.5 salary for overtime hours for all travel etc. If an employee requests to participate or attend a national training or conference that is not a required part of their job, does their travel and participation need to be counted as hours worked?

The answer depends on whether participation is *truly* voluntary, not something that is needed/required for the person's regular duties, not requested by a supervisor or manager -- and also that it is not going to be used in any way as a benchmark, or for promotion consideration, or otherwise for “brownie points” (that's a legal term of art ☺). Caution: Be certain that you are fairly permitting these opportunities across your staff and not playing favorites. NNEDV has requested more clarification on these kinds of situations and also will be preparing a template for volunteer/professional development policies and documenting such situations to share with the coalitions.

Does This Have Any Impact On Our Interns or Community Volunteers?

These new overtime regulations shouldn't impact your work with community volunteers or interns, however make sure you are following older rules about interns since unpaid internships are intended to be educational and should not displace regular employees. See this information from the National Council of Nonprofits: <https://www.councilofnonprofits.org/tools-resources/interns-employee-or-volunteer>.

Can We Redefine Our Week Around Our Busy Times?

Yes, the employer can set the 7-day week to begin or end on any day of the week. Your work week could be Sunday to Saturday, Wednesday to Tuesday, whatever you choose. But once set, you can't keep changing it willy-nilly.

Could It Be Overturned By Congress?

There is a possibility that it could be rejected by Congress (they have 60 “session days” in which they can reject a regulation – i.e. counting only days they are actually in session, so it is more than 60 calendar days). But in the event of a rejection, the president would then likely veto. That veto would cause the regulations to take effect unless Congress were to override the veto, which is possible but seems unlikely.

Additional Resources

The US Department of Labor has published some documents regarding the rule, and specifically about the applicability to nonprofit organizations. We particularly encourage you to read the two documents linked below, as they contain additional information and examples:

- ★ <https://www.dol.gov/whd/overtime/final2016/nonprofit-guidance.pdf>
- ★ <https://www.dol.gov/sites/default/files/overtime-nonprofit.pdf>

Draft Non-Exempt Staff Policy

Effective 12/1/16

Regular Hourly Work:

Non-exempt staff will be paid at their hourly rate up to 40 hours per week. A work week runs from Saturday through Friday.

Non-exempt staff can work longer than 8 hours on any given day but are not to work more than 40 hours in the week.

E.g. Monday work 10 hours, Tuesday 8 hours, Wednesday 6 hours, Thursday, 10 hours, Friday 6 hours for a total of 40 hours in the week. All of these hours are paid at the normal hourly rate.

Every effort should be made to adjust work schedule to complete work assignments within a 40 hour a week time period. When work assignments will necessitate working evenings, weekends or outside the normal work schedule, every effort should be made to adjust work hours so that only 40 hours are worked in the week.

E.g. Non-exempt staff is needed for a Saturday event for 4 hours. The non-exempt staff should arrange work so that they can take 4 hours off during the coming week.

Saturday work 4 hours, Monday work 4 hours, Tuesday – Friday work 8 hours for total of 40 hours.

Non-exempt staff will record actual hours worked on the timesheet.

Overtime Work:

Before working any overtime hours, non-exempt staff will seek authorization for those hours. Authorization will be given by the Executive Director or by another staff person designated by the Executive Director.

All overtime hours will be paid a 1 ½ times the normal hourly rate.

If non-exempt staff work overtime hours and DO NOT seek authorization for the overtime hours, they will receive a written reprimand but will be paid for all overtime hours actually worked.

Travel Time:

For non-exempt staff all hours spent traveling for work (outside of the normal commute to office hours) will be paid. If the travel time results in overtime hours, staff must seek authorization for those overtime hours.

Conference Time:

When non-exempt staff travel and attend a conference/meeting, all hours spent in direct conference/meeting activities will be compensated. If there are voluntary social activities

associated with the conference/meeting, staff are not required to participate and will not be compensated for time spent in social activities. If staff are required or asked to participate in social activities by the Executive Director or a staff person designated as their supervisor, the time will be compensated.

Volunteering Time:

Non-exempt staff cannot volunteer to work without compensation if the volunteer activity would otherwise be considered part of their regular work activity and would be compensated.

If non-exempt staff want to volunteer time for related work and the decision to volunteer is indeed truly the staff decisions and not in any fashion a requirement for work, the non-exempt staff may volunteer. None of this volunteer time would be recorded as work time or be compensated.

E.g. Non-exempt staff person volunteers to staff an information table at Take Back The Night. Presenting public awareness materials for the Coalition is part of the staff person's normal job. All hours spent staffing the information table must be compensated.

Non-exempt staff person wants to attend the Take Back The Night event. Attendance at the event is not required by anyone at the Coalition. The staff person may attend (or may attend any portion of the event) and participate in any way they want. This is truly voluntary participation and would not be compensated.



Minnesota Alliance on Crime Volunteer and Intern Job Description

A volunteer/intern is defined as a person working for the Minnesota Alliance on Crime on a full-time or part-time basis who receives no compensation for his/her work. A volunteer/intern is not given the responsibilities or benefits of an employee. Volunteers will work under the direct supervision of MAC staff and/or board members.

EXPECTATIONS OF A VOLUNTEER/INTERN:

It is the policy of Minnesota Alliance on Crime that its board members and staff (employees, interns, and volunteers) uphold the highest standards of ethical, professional behavior. To that end, the Minnesota Alliance on Crime board members, staff and volunteers shall:

1. Act in such a manner as to uphold and promote the core values, integrity, and the dignity of the Minnesota Alliance on Crime.
2. Treat all persons with respect and consideration and without regard to race, color, religion, sexual preference, political affiliation, marital status, place, of residence, disability, financial status, age, or other consideration prohibited by law.
3. Engage in carrying out the Minnesota Alliance on Crime's mission in a professional manner.
4. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities.
5. Avoid any interest or activity that is in conflict with any official duty at the Minnesota Alliance on Crime.
6. Respect and protect privileged and confidential information.

DUTIES OF A VOLUNTEER/INTERN:

Volunteers/Interns will be asked to assist with duties related to carrying out the day-to-day business of MAC and special events. Volunteer activities may include:

- Clerical/Administrative
- Research
- Special Event Support
- Other as assigned

MAC's Mission Statement

The mission of Minnesota Alliance on Crime (MAC) is to provide a statewide coalition for crime victim service programs, while working to improve response to victims of crime in Minnesota through education, resources, and legislation.

MAC's Core Values

1. We oppose the use of all forms of violence and affirm the basic human right of every person to live without fear or the threat of violence throughout the course of one's life.
2. We seek to ensure a criminal justice system that is fair and accessible to crime victims, and meaningful rights for crime victims are routinely honored.
3. We stand in solidarity with efforts around the world to end all forms of discrimination, exploitation, and violence.
4. We recognize that forms of oppression based on race, gender, class, ethnicity, nationality, disability, age, religion and sexual orientation create a climate of supremacy and ownership that facilitates the use of on-going violence and exploitation.
5. We believe in the strength of diversity, embrace the differences among ourselves and within our communities, and promote the development of leadership in all communities.
6. We undertake prevention efforts to confront and change cultural norms and practices that facilitate violence and exploitation.
7. We promote and encourage the leadership of victim/survivors in guiding our advocacy, policy, and training efforts.
8. We affirm the power of collective and collaborative efforts to advocate with social systems and institutions in order to end violence and exploitation.
9. We encourage reflection about our work and thoughtful evaluation of our efforts. We are committed to the ongoing development of innovative strategies and programs to better meet the diverse and emerging needs of crime victims.
10. We commit to create a work environment for staff and volunteers that respects diversity, fosters professional growth, encourages critical thinking and initiative, and promotes diligent and effective advocacy efforts.

I have read and agree to promote MAC's mission and core values

Signed: _____

Date: _____



Minnesota Alliance on Crime Volunteer/Intern Application

Date_____

Name_____

Residence

Address_____

Phone_____ Email_____

Employer/School (If applicable)

Name_____

Your Title_____

Address_____

Phone_____ Email_____

Type of business or organization_____

Primary services and area/population served_____

Preferred method of contact () Work () Residence

How many hours a week are you available to volunteer?_____

What days/hours are you available?

Please list current or past volunteer experience (non-profit, civic, community, fraternal, political, professional, recreational)

Organization

Role

Dates of Service

Skills, experience, and areas interests (Please circle all that apply)

___Administrative/Clerical

___Training

___Grant Writing

___Fundraising

___Public Relations/Communications

___Outreach/Advocacy

___Community Engagement

___Other _____

___Special Event Planning

Please tell us anything else you would like to share.

Thank you for your interest!

Please return this application to:
Bobbi Holtberg, Executive Director
155 South Wabasha Street, Suite 104
St. Paul, MN 55107
bobbi@mnallianceoncrime.org
612.940.8090/800.940.8090

STATED BYLAWS
OF THE
MINNESOTA ALLIANCE ON CRIME

ARTICLE I
Registered Office

The registered office of the Minnesota Alliance on Crime's corporation, at which the general business of this corporation the Minnesota Alliance on Crime shall be transacted and where the records of this corporation the Minnesota Alliance on Crime shall be kept, shall be at such a place in the State of Minnesota as shall be fixed from time to time by the Board of Directors.

ARTICLE II
Membership

SECTION 2.1 Membership. Individuals or agencies desiring membership status shall complete and submit an annual membership form application with dues assigned and established periodically by the Board of Directors. If meeting the financial obligation of membership presents a hardship for an individual or organization, the individual or organization may submit a proposal to the Executive Board Committee for special consideration. Proposals for special consideration will be reviewed for acceptance on a case-by-case basis.

SECTION 2.2 Voting Members. Every person/agency who is a member, during the membership year, as established from time to time by the Board of Directors shall be deemed a voting member of the corporation for that year. Each voting member shall exercise the privilege of one (1) vote.

SECTION 2.2 Voting Member Organization. (a) An organization may become a Voting Member Organization of the Minnesota Alliance on Crime by meeting the following requirements:

1. The organization must be incorporated as a Minnesota non-profit organization or tribal organization; or a Victim/Witness Program located within a prosecutorial or law enforcement office;
2. The organization must, as a primary function, provide direct services to crime victims;
3. The organization must provide either criminal justice assistance, victim advocacy, victim safety planning, and/or victim services' referrals;
4. The organization supports and promotes the mission statement and core values of the Minnesota Alliance on Crime; and,
5. The organization has completed its annual membership application and paid its annual membership dues in full.

(b) If the organization meets each of the requirements listed in paragraph (a), the organization shall be a Voting Member Organization of the Minnesota Alliance on Crime.

June 2016

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(c) Each Voting Member Organization shall appoint one (1) individual to serve as their voting delegate and one (1) individual to serve as their voting alternate at meetings of the membership of the Minnesota Alliance on Crime. These individuals will serve as delegates and alternates until successors are appointed. Replacement delegates and alternates may be appointed by Voting Member Organizations by providing written notice to the Minnesota Alliance on Crime before scheduled meetings of the members of the Minnesota Alliance on Crime.

(d) Each Voting Member Organization shall exercise the privilege of one (1) **vote** at all meetings of the members of the Minnesota Alliance on Crime.

SECTION 2.3 Non-Voting Member Organization. (a) An organization may become a Non-Voting Member Organization of the Minnesota Alliance on Crime if:

1. The organization promotes the mission statement and core values of the Minnesota Alliance on Crime; and
2. The organization:
 - A. Is a non-profit organization working in the areas of health and education; or
 - B. Is a local, state, or tribal government; or
 - C. Does not provide direct services to crime victims; and
3. The organization has completed its annual membership application and paid its annual membership dues in full.

(b) If the organization meets each of the requirements listed in paragraph (a), the organization shall be a Non-Voting Member Organization of the Minnesota Alliance on Crime.

(c) A Non-Voting Member Organization does not have the privilege to **vote** at meetings of the members of the Minnesota Alliance on Crime.

SECTION 2.4 Non-Voting Member Individual. (a) An individual may become a Non-Voting Member Individual of the Minnesota Alliance on Crime if:

1. The individual promotes the mission statement and core values of the Minnesota Alliance on Crime; and
2. The individual has completed the individual's annual membership application and paid the individual's annual membership dues in full.

(b) If the individual meets each of the requirements listed in paragraph (a), the individual shall be a Non-Voting Member Individual of the Minnesota Alliance on Crime.

(c) A Non-Voting Member Individual does not have the privilege to **vote** at meetings of the members of the Minnesota Alliance on Crime.

SECTION 2.5 Interest in Property. The members of ~~this corporation~~ the Minnesota Alliance on Crime shall not ~~as such~~ have any right, title, or interest in the real or personal property of ~~this corporation~~ the Minnesota Alliance on Crime.

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SECTION 2.3 Resignation. Any member may resign ~~his or her~~ membership at any time by giving written notice of the resignation of membership to the Board of Directors. Such resignation shall take effect at the beginning of the next Board of Directors meeting ~~or at such time as may be specified in the notice.~~

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SECTION 2.4 Termination. Any membership may be terminated by a two-thirds majority vote of the Board of ~~Directors.~~

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ARTICLE III Meetings of Members

SECTION 3.1 Annual Meeting. ~~The annual meeting of the members of this corporation for the purposes of nominating and recruiting board members, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time in the~~

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ARTICLE III

Meetings of the Members

SECTION 3.1 Notice. Written notice of the time and place for each meeting of the members of the Minnesota Alliance on Crime shall be emailed or mailed, postage prepaid, to each member of the Minnesota Alliance on Crime at his or her last known email address or physical address not less than five nor more than sixty days before the meeting. Any member may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects: (1) at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened; or (2) before a vote on an item of business because the item may not lawfully be considered at that meeting and the member did not participate in the consideration of the item at that meeting.

SECTION 3.2 Members List for Meeting. The Minnesota Alliance on Crime Member List for Meeting shall consist of all members of the Minnesota Alliance on Crime as of the date of the meeting, month of September in each year as may be designated from time to time by the Board of Directors and at the place designated from time to time by the Board of Directors.

SECTION 3.2 Notice. Written notice of each meeting of the members stating the time and place thereof shall be mailed, postage prepaid, or electronically not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her last known address. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver 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 the member did not participate in the consideration of the item at that meeting.

SECTION 3.3 Members List for Meeting. Member list shall consist of all members as of the date of the meeting.

SECTION 3.34 Voting. At all meetings of the members of the Minnesota Alliance on Crime each Voting Member Organization shall be entitled to cast ~~one (1) vote~~ one vote on any questions coming before the meeting. The presence of one-third ~~of the voting members~~ of the Voting Member Organizations shall constitute a quorum at any meeting thereof. ~~The voting members~~ Voting Member Organizations present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting. A majority vote of the ~~voting members~~ Voting Member Organizations present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting ~~need~~ need not be given other than by announcement ~~at the meeting at which adjournment is taken.~~

SECTION 3.4 Annual Meeting. The Annual Meeting of the members of the Minnesota Alliance on Crime shall be held in the month of September at such time and location as may be designated by the Board of Directors. The Annual Meeting shall serve the following purposes: nominating and recruiting board members; presenting reports on the activities and financial condition of the Minnesota Alliance on Crime; and, transacting of such other business as may

properly come before the Annual Meeting.

ARTICLE IV

Directors

SECTION 4.1 Number. The Board of Directors of ~~this corporation~~ the Minnesota Alliance on Crime shall consist of five (5) to ~~twenty-five~~ fifteen (15) directors, ~~members~~.

SECTION 4.2 Terms. Directors of the Minnesota Alliance on Crime's corporation shall be elected to serve ~~for~~ a term of ~~three~~ two years. The start date of each term for each director shall be determined by the Board of Directors and recorded by the Executive Director of the Minnesota Alliance on Crime. ~~s. Directors of the corporation shall serve without financial compensation.~~ The directors shall be divided into ~~two~~ three classes, approximately equal in number, so ~~that the terms that the terms~~ of office of approximately one-half third of the directors shall expire each year. ~~Each director~~ Each director shall hold office for the term for which the director was elected, or until the end of the meeting at which the director's successor has been elected, or until the director's death, resignation, ~~or removal~~. If ratified by the Minnesota Alliance on Crime membership, each director may serve up to a maximum of two consecutive board terms. Directors of the Minnesota Alliance on Crime shall serve without financial compensation.

SECTION 4.3 Ad Hoc Director. As the Board of Directors may find it appropriate from time to time, the Board of Directors may appoint a maximum of three Ad Hoc Directors by majority vote to fill any vacancy on the Board of Directors. Ad Hoc Directors may serve a maximum of one year as an Ad Hoc Director on the Board of Directors. If ratified by the Minnesota Alliance on Crime membership, each Ad Hoc Director may become a full director of the Minnesota Alliance on Crime. The start date of each term for each Ad Hoc Director ratified to become a full director shall be determined by the Board of Directors and recorded by the Executive Director of the Minnesota Alliance on Crime. Ad Hoc Directors of the Minnesota Alliance on Crime shall serve without financial compensation.

SECTION 4.4 Removal. Any director ~~Any or Ad Hoc Director~~ may at any time be removed with cause by the Board of Directors. If a vacancy occurs because of the death, resignation or removal of a director ~~or Ad Hoc Director~~ and results in Board membership less than the minimum set forth in the bylaws, such vacancy shall be filled by the Board of Directors for the unexpired term of such director ~~or Ad Hoc Director~~.

February

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ARTICLE V

Duties of Directors and Ad Hoc Directors

SECTION 5.1 Expectations. Each director and Ad Hoc Director of the Minnesota Alliance on Crime shall:

1. ~~SECTION 5.1 Meeting Attendance.~~ Directors of this corporation shall make every effort to attend all meetings of the Board of Directors. Failure to attend three (3) consecutive meetings per fiscal year shall be grounds for removal, unless otherwise previously approved of by the Board of Directors. Know the Minnesota Alliance on Crime's mission, core values, policies, programs, and needs;
2. Follow the organization's bylaws, policies, and board resolutions;
3. Serve as active advocates and ambassadors for the Minnesota Alliance on Crime;
4. Help identify personal connections that can benefit the organization's fundraising and reputational standing, and can influence public policy;
5. Leverage connections, networks, and resources to fully achieve the Minnesota Alliance on Crime's mission;
6. Faithfully read and understand the organization's financial statements;
7. Fully engage in identifying and securing the financial resources and partnerships necessary for the Minnesota Alliance on Crime to advance its mission;
8. Give a meaningful personal financial donation;
9. Prepare for, attend, and conscientiously participate in board meetings;
10. Participate in one or more board sub-committees;
11. Commit to five (5) to ten (10) hours per month, as needed, in service to the Minnesota Alliance on Crime;
12. Sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings; and,
13. Maintain confidentiality about all internal matters of the Minnesota Alliance on Crime.

June 2016

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SECTION 5.2 Meeting Attendance. Directors of the Minnesota Alliance on Crime shall make every effort to attend all meetings of the Board of Directors. Failure to attend three (3) consecutive meetings per fiscal year shall be grounds for removal, unless otherwise previously approved of by the Board of Directors.

SECTION 5.32 Training. Directors of ~~this corporation~~ the Minnesota Alliance on Crime shall attend, participate in, and successfully complete annual board training as organized by the Board of Directors.

SECTION 5.43 Committee Participation. Directors of ~~this corporation~~ the Minnesota Alliance on Crime shall be assigned to at least one sub-~~shall be assigned to a~~ committee as set forth by the Board of Directors. Every effort shall be made to assign the director to his or her committee of choice.

SECTION 5.5 Board Director Recruitment. Each director shall each year, to the best of their ability, recruit new directors for recommendation to the Minnesota Alliance on Crime Board of Directors. Once recruited, the Board of Directors shall thoroughly vet the proposed new directors. Once properly vetted, the Board of Directors shall present a slate of proposed directors to the Minnesota Alliance on Crime Voting Member Organizations at the Annual Meeting. At the Annual Meeting, the Voting Member Organizations may either ratify or reject the slate of proposed directors by majority vote.

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ARTICLE VI
Meetings of the Board of Directors

SECTION 6.1 Meeting for the Purpose of Electing Officers. The meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall take place each year, at the first board meeting following the Annual Meeting in September, at the time and place designated by the Board of Directors.

SECTION 6.2 Other Meetings. Other meetings of the Board of Directors may be held at such time and place as announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) upon the request of three or more members to the President of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a request to the President to call the meeting, and the President shall give notice of the meeting, setting for the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the President fails to give notice of the meeting within seven days from the day on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 6.3 Notice. Notice of each meeting of the Board of Directors and of each annual meeting, stating the time and place thereof, shall be provided not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her last known address. Any director may waive notice of a meeting before, at or after the meeting orally, in writing or by attendance. Attendance at a meeting is deemed a waiver 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 the director does not participate in the meeting.

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ARTICLE VI
Meetings of the Board of Directors

SECTION 6.1 Meeting for the Purpose of Electing Officers. At the first board meeting following the Annual Meeting in September, at a time and place designated by the Board of Directors, the Board of Directors shall meet to elect officers of the Board of Directors.

SECTION 6.2 Other Meetings. Other meetings of the Board of Directors may be held at such time and place as announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time by the President, or upon the request of three or more members to the President, of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a request to the President to call the meeting, and the President shall give notice of the meeting, setting the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the President fails to give notice of the meeting within seven days from the day on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 6.3 Notice. Written notice of the time and place for each meeting of the Board of Directors shall be emailed to each director of the Board of Directors at the director's last known email address not less than five nor more than thirty days before the meeting. Any director may waive notice of a meeting before, at, or after the meeting, orally, in writing or by attendance. Attendance at a meeting is deemed a waiver 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 the director does not participate in the meeting.

SECTION 6.4 Quorum. The presence of one-third of the Board of Directors shall constitute a quorum at any meeting thereof of the Board of Directors. The directors present at any meeting, although less than a quorum, may adjourn the meeting.

SECTION 6.5 Voting. At all meetings of the Board of Directors, each director shall be entitled to cast one (1) vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action, abstains, or is prohibited from voting on the action.

SECTION 6.6 Written Action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action as provided in this corporation's the Minnesota Alliance on Crime's stated Articles of Incorporation.

SECTION 6.7 Conflicts of Interest. The Minnesota Alliance on Crime is corporation shall not enter into any contract or transaction with: (a) one of more of its directors; (b) a director of a related organization (within the meaning of Minnesota Statutes, section Minn. Stat. § 317A.011, subd. 18 (2016)); or (c) an organization in or of which a director is a concurrent director, officer, or legal representative, or have has a material financial interest. Notwithstanding these prohibitions, the Minnesota Alliance on Crime may enter into a contract or transaction as described in (a), (b), or (c) if, unless the material facts as to the contract or June 2016

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transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Director authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum ~~without not~~ counting the interested director. Failure to comply with the provisions of this section ~~5.7~~ shall not invalidate any contract or transaction to which ~~this corporation~~ the Minnesota Alliance on Crime is a party.

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ARTICLE VII
Officers

SECTION 7.1 Tenure of Office. The officers of this corporation shall be a President, a Co-President, a Secretary, a Treasurer and such other officers as the Board of Directors may designate. Officers shall be elected by the Board of Directors to serve for terms of one year. Any officer may at any time be removed by the Board of Directors with cause. The same June 2016

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person may not hold more than one office at the same time.

SECTION 7.2 President. The President shall: (1) have general active management of the business of the corporation; (2) when present, preside at meetings of the board and of the members; (3) see that orders and resolutions of the board are carried into effect; (4) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws by the board to another officer or agent of

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ARTICLE VII
Officers

SECTION 7.1 Tenure of Office. The officers of this corporation shall be a President, a Co-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Officers shall be elected by the Board of Directors to serve for terms of one year. Any officer may at any time be removed by the Board of Directors with cause. The same person may not hold more than one office at the same time. A new director may not become an officer of the Minnesota Alliance on Crime until that director has served as a director for one (1) year.

SECTION 7.2 President. The President shall: (1) have general active management of the business of the corporation; (2) when present, preside at meetings of the board and of the members; (3) see that orders and resolutions of the board are carried into effect; (4) sign and deliver in the name of the Minnesota Alliance on Crime deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws by the board to another officer or agent of the corporation; (5) when necessary, certify proceedings of the board and the members, and (6) perform other duties prescribed by the Board.

SECTION 7.3 President Elect. The President Elect shall perform the duties of the President in case of the latter's absence or disability. Execution by the President Elect on behalf of the Minnesota Alliance on Crime of any instrument shall have the same force and effect as if it were executed on behalf of this corporation the Minnesota Alliance on Crime by the President.

SECTION 7.4 Secretary. The Secretary shall provide for the keeping of proper records of all transactions of this corporation. The Secretary shall also perform such other duties as may be assigned by the Board of Directors.

SECTION 7.5 Treasurer. The Treasurer shall: (1) keep accurate financial records for the corporation; (2) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit; (3) deposit money, drafts, and checks in the name of and to the credit of the Minnesota Alliance on Crime in the banks and depositories designated by the Board of Directors; (4) disburse corporate funds and issue checks and drafts in the name of the Minnesota Alliance on Crime, as ordered by the Board of Directors; (5) on a quarterly basis and upon request of the Board of Directors, provide the President and the Board of Directors an account of transactions by the treasurer and of the financial condition of the Minnesota Alliance on Crime; and (6) perform other duties prescribed by the Board of Directors or by the President.

SECTION 7.6 Additional Powers. Any officer of this corporation, in addition to the powers conferred upon that officer by the Bylaws, shall have such powers to perform additional duties as may be prescribed by the Board of Directors.

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ARTICLE VIII

Committees

SECTION 8.1 Authority. The Board of Directors may act by and through such committees as it may create. Each committee shall have duties and responsibilities as are assigned by the Board of Directors. Each committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

SECTION 8.2 Membership. Each committee shall consist of, at a minimum, one member of the Board of Directors, and shall consist of two to ten committee members. Membership on a committee shall be open to all board members, as well as all members of the Minnesota Alliance on Crime.

SECTION 8.3 Executive Committee. The Executive Committee shall be composed of: the President; the President Elect; the Secretary; and the Treasurer. The Executive Committee shall have the authority of the Board of Directors in the management of the business of the Minnesota Alliance on Crime in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 8.4 Meeting. Meetings of any committee may be called at any time by a member of the committee or by the President, on at least five days' notice by email, or two days oral notice by telephone or in person. Meetings of each committee may also be held at such time and place as are announced at a previous meeting of the committee. Appearance at a meeting is deemed to be a waiver of the notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting.

SECTION 8.5 Voting. At all meetings of a committee of the Minnesota Alliance on Crime, each member of the committee shall be entitled to cast one vote on any question coming before such meeting of the committee. The presence of a majority of the membership of any committee of the Minnesota Alliance on Crime shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting. A majority vote of the members of a committee of the Minnesota Alliance on Crime present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

ARTICLE IX
Executive Director

SECTION 9.1 Position. The Board of Directors may employ, at a salary it shall determine, an Executive Director of the Minnesota Alliance on Crime.

SECTION 9.2 Responsibilities. The Executive Director shall be responsible to the Board for:

1. Carrying out the policies and programs of the Minnesota Alliance on Crime;
2. Employing and discharging employees in accordance with the policies of the Minnesota Alliance on Crime;
3. Supervising all expenditures of the Minnesota Alliance on Crime in accordance with the policies of the Minnesota Alliance on Crime;
4. Reporting, regarding the work of the Minnesota Alliance on Crime, at each meeting of the Board of Directors; and
5. Performing other duties prescribed by the Board of Directors or by the President.

SECTION 9.3 Execution of Documents. The Executive Director shall have authority to execute all documents necessary for the day to day operation of the Minnesota Alliance on Crime.

SECTION 9.4 Evaluation. The Executive Director shall be evaluated on an annual basis in a manner to be determined by the Board of Directors. A written summary of each such evaluation shall be placed in the Executive Director's personnel file.

SECTION 8.5 Committees. The Executive Director shall be an ex-officio member of the Board of Directors, the Executive Committee, and all standing and special committees of the Board, but shall have no vote thereon.

ARTICLE X

Indemnification

To the full extent permitted by any applicable law, the Minnesota Alliance on Crime shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Minnesota Alliance on Crime, by reason of the former or present capacity of the person as:

- (a) A director, officer, employee or member of a committee of the Minnesota Alliance on Crime; or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of the Minnesota Alliance on Crime, is or was serving the other organization at the request of the Minnesota Alliance on Crime or whose duties as a director, officer, or employee of the Minnesota Alliance on Crime involve or involved such service to the other organization;

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of a matter occurring before the adoption of this section shall apply as a credit against any indemnification provided by this section.

Any member, director, officer, or agent is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibility, and did not constitute willful or reckless misconduct. Actions such as breach of fiduciary duty, federal causes of action, and breach of contract are not covered.

The Minnesota Alliance on Crime may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee or a member of a committee of this Minnesota Alliance on Crime against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE XI
Finance

SECTION 11.1 Acceptance. Any dues, contributions, grants, bequests or gifts made to the Minnesota Alliance on Crime shall be accepted or collected only as authorized by the Board of Directors.

SECTION 11.2 Deposit of Funds. All funds of the Minnesota Alliance on Crime shall be deposited to the credit of the Minnesota Alliance on Crime under such conditions and in such banks, trust companies or other depositories as shall be designated by the Board of Directors.

SECTION 11.3 Record of Transactions. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Minnesota Alliance on Crime shall be recorded in a manner as designated by the Board of Directors.

SECTION 11.4 Annual Budget. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

SECTION 11.5 Title to Property. Title to all property shall be held in the name of the Minnesota Alliance on Crime.

SECTION 11.6 Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of this Minnesota Alliance on Crime shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 11.7 Summary Report. A summary report of the financial operation of the Minnesota Alliance on Crime shall be made by the Treasurer at least quarterly to the Board of Directors.

ARTICLE XII
Miscellaneous

SECTION 12.1 Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this Minnesota Alliance on Crime shall begin on July 1 and end on the succeeding June 30.

SECTION 12.2 Corporate Seal. The Minnesota Alliance on Crime shall have no corporate seal.

SECTION 12.3 Electronic Communications. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such person may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at a meeting.

SECTION 12.4 Amendments. The membership may amend these bylaws by a majority vote of the membership.

SECTION 12.5 Discrimination. This Minnesota Alliance on Crime shall not discriminate on the basis of race, age, color, religion, physical or mental disability, affectional orientation, public assistance or marital status.

ARTICLE VIII
Committees

SECTION 8.1 Authority. ~~The Board of Directors may act by and through such committees as it may create. Each committee shall have duties and responsibilities as are assigned by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.~~

SECTION 8.2 Membership. ~~Each committee shall consist of, at a minimum, one member of the Board of Directors, and shall consist of two to ten committee members. Membership on a committee shall be open to all Board members, as well as all members of the corporation.~~

SECTION 8.3 Executive Committee. ~~The Executive Committee shall be composed of the President; the President Elect; the Secretary; and the Treasurer. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors.~~

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SECTION 8.4 Meeting. Meetings of any committee may be called at any time by a member of the committee or by the President, on at least five days notice by email, or two days oral notice by telephone or in person. Meetings of each committee may also be held at such time and place as are announced at a previous meeting of the committee. Appearance at a meeting is deemed to be a waiver of the notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting.

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SECTION 8.5 Voting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

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ARTICLE IX

Executive Director

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SECTION 9.1 Position. The Board of Directors may employ, at a salary it shall determine, an Executive Director of the Corporation.

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SECTION 9.2 Responsibilities. The Executive Director shall be responsible to the Board for:

1. carrying out the policies and programs of the corporation;
2. employing and discharging employees in accordance with the policies of the corporation;
3. supervising all expenditures of the corporation in accordance with the policies of the corporation;
4. reporting, regarding the work of the corporation, at each meeting of the board; and
5. perform other duties prescribed by the Board of Directors or by the President.

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SECTION 9.3 Execution of Documents. The Executive Director shall have authority to execute all documents necessary for the day to day operation of the corporation.

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SECTION 9.4 Evaluation. The Executive Director shall be evaluated on an annual basis in a manner to be determined by the Board of Directors. A written summary of each such evaluation shall be placed in the Executive Director's personnel file.

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~~SECTION 8.5 Committees. The Executive Director shall be an ex officio member of the Board of Directors, the Executive Committee, and all standing and special committees of the Board, but shall have no vote thereon.~~

ARTICLE X
Indemnification

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~~^ To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:~~

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~~(a) _____ a director, officer, employee or member of a committee of this corporation;~~

~~(b) _____ a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer, or employee of this corporation involve or involved such service to the other corporation;~~

~~against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.~~

~~Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of a matter occurring before the adoption of this section shall apply as a credit against any indemnification provided by this section.~~

~~Any member, director, officer, or agent is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibility, and did not constitute willful or reckless misconduct. Actions such as breach of fiduciary duty, federal causes of action, and breach of contract are not covered.~~

~~The corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.~~

ARTICLE XI

Finance

SECTION 11.1 Acceptance. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

SECTION 11.2 Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

SECTION 11.3 Record of Transactions. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be recorded in a manner as designated by the Board of Directors.

SECTION 11.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

SECTION 11.5. Title to all property shall be held in the name of the corporation.

SECTION 11.6 Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 11.7 A summary report of the financial operation of the corporation shall be made by the Treasurer at least quarterly to the Board of Directors.

ARTICLE XII

Miscellaneous

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SECTION 12.2 Corporate Seal. This corporation shall have no seal.

SECTION 12.3 Electronic Communications. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such

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person may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference

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~~as would be required for a meeting, and if the number of persons participati ng in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at a meeting.~~

~~SECTION 12.4 Amendments. The membership may amend these bylaws by a majority vote of the membership.~~

~~SECTION 12.5 Discrimination. This corporation shall not discriminate on the basis of race, age, color, religion, physical or mental disability, affectional orientation, public assistance or marital status.~~

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