



**Minnesota Alliance on Crime
Board Meeting Agenda
May 14, 2020
ZOOM meeting**

<i>Agenda Item</i>	<i>Who Leads</i>	<i>Time</i>
I. Introductions/Call to Order	Board President	5'
II. Approve Agenda - Changes/Additions- Action Item	Board President	5'
III. Consent Agenda Items		30'
<ul style="list-style-type: none"> • Secretary's Report- Action Item • Treasurer's Report- Action Item • Director's Report 	Secretary Treasurer Executive Director	
IV. Updates	Committees & Staff	15'
<ul style="list-style-type: none"> • Executive Committee • Budget and Finance Committee • Public Policy Committee • Board Development Committee 		
VI. Focused Discussion	Staff & Board President	50'
<ul style="list-style-type: none"> • Board 2020 Annual Work Plan* • Leadership Development Project* • 2020 Annual Meeting & Capacity Building • Silent Auction & Fundraising Possibilities • Board Officer Position Descriptions • Leadership Continuity Policy 		
VII. Action Item	Board President	35'
<ul style="list-style-type: none"> • Bi-law amendment for President & VP term limits, Section 7.1 • Vice President Duties, Section 7.3 • Annual Meeting • Separation Period for Board members Sections 4.2 and 5.6 		
VIII. Adjournment – Action Item	Board President	5'

*Recurring Agenda Item

MAC Board Meeting
March 12th, 2020 – Meeting Minutes

I. Called to Order by MAC Board President, Kelly Nicholson at 10:06am

- a. Those present: Kelly Nicholson, Leah Ekstrom, Karla Bauer, Emily Douglas, Melissa Cornelius, Pamela Higgins-Maldonado, Dana Johnson, Harbir Kaur, Therese Lockwood, Sarah McGuire, Amy Rigelman, Jessica Rugani
- b. Executive Director: Bobbi Holtberg, Danielle Kluz

II. Review & Approve Agenda

Motion to approve agenda

- i. 1st Leah Ekstrom
- ii. 2nd Harbir Kaur

Approved

III. Consent Agenda Items

Motion to approve Secretary's Report

- i. 1st Karla Bauer
- ii. 2nd Pamela Higgins - Maldonado

Approved

Motion to approve Treasurer's Report

- iii. 1st Sarah McGuire
- iv. 2nd Dana Johnson

Approved

b. Directors Report

- i. Bobbi had a couple of updates. The coalition action planning regarding funding – coalitions will be bringing membership together to discuss what messages are most important to ensure the state and other foundations step forward. Attendance of board members is critical. That being said, not sure that people will be convening. There is hesitation to have gatherings of over 20 people. It may be postponed.
- ii. At this time, MAC hasn't cancelled anything we are hosting, but many events MAC was participating in are being rescheduled or cancelled. Some events have the opportunity to be done via Zoom, but not all. Bobbi is asking MAC staff to look at their regularly scheduled meetings and see what can be attended remotely.
- iii. Bobbi has created an internal protocol in response to the virus. There is no expectation to show up to anything in person.
- iv. Working with DOC to rework the structure of their victim service unit. MPR ran a story. The Senate has the authority to approve all of the Governor's appointments. Sen. Limmer is upset that Commissioner Schnell used his position in the guidelines sentencing to get the probation cap through. Limmer is saying that Schnell acted outside of his authority as a Commissioner. He eludes to the fact that the Senate is leaning towards not confirming his appointment. If that happens, he would be out by the end of April.
 - 1. Schnell has interesting ideas of giving the 4 coalitions funding to hire a director to oversee the victim service unit. There is currently no one in this unit. We have no idea who is answering the phone and connecting victims.

The coalitions agree that something needs to happen soon for the support of victims.

- v. Double Tree in St. Louis Park off of 394. Thank you Ameer for doing a lot of touring sites.
- vi. Thank you to staff and board members that are tabling at MSSA!
- vii. Julia will not be flying to San Diego for national conference.
- viii. We still do not know where the OJP Conference will be held. They have a statewide RFP out. Based on the survey, it may be leaning to metro.
- ix. Fundamentals in July will not be at the Holiday Inn. Sarah got MAC connected with Anna Marie's. We'd love to bring them on as members. It is a beautiful space and MAC will save money.
- x. Danielle talked about the online regional meetings. The evaluations have been great! People have enjoyed the convenience. In October, the in-person regional meetings will happen.
- xi. Three member programs have joined since we last met.
- xii. Norman County just got a new advocate and Dana said Danielle should be receiving a membership application. Her name is Heather. She worked in the National Guard as an advocate and she's great!
- xiii. Danielle left the meeting and Sarah from Dakota County Victim Witness joined us.

IV. Committee Updates

a. Executive Committee:

- i. We are putting the strategic plan on the agenda for every meeting. A recurring agenda item.
- ii. The ED review was completed.
- iii. The bylaw review was done in the appropriate timeframe.
- iv. BOD terms – when does a term end? Since we have the annual meeting in Sept and vote on the new slate. As of that day, they are new board members. So what does that look like for officers and board members terming off. Bylaws permit us to say that at that Sept Annual Meeting when the new slate is voted in, the members terming off are done. We need to meet in between the Sept meeting and the Nov meeting when we do our strategic planning. Would nominations happen at the July meeting and formalizing at the Sept? We will need to find time to meet at the Annual Mtg. Will convene at the annual meeting to vote in new officers.
- v. The Exec committee will be drafting their own position description so that the meeting before July can see what that entails. A general calendar of duties – i.e. President you need to get agenda together, Secretary needs to submit minutes, etc.
- vi. Finalize committee chair descriptions.
- vii. Sarah is due in July which spurred the conversation of how the board acknowledges and supports life circumstances – pregnancies, surgeries, etc.
- viii. Officially adding the Vice President to the Board Development Committee. This will be put in the VP description of duties.

b. Budget and Finance Committee:

- i. They did not meet this week because Emily had a trial. Looking to reschedule. Emily shared information about RoundUp App. It's a way to collect donations by rounding

up to the next dollar after a card transaction. RoundUp just needs basic information about MAC. The cost is free to setup but there is a sliding scale fee platform fee between 12-15%. The request is to have 10 people sign up right away which the board could do. They provide monthly reporting for who is donating and how much. You can put caps on donating for the donor. They use strip security company like Amazon. RoundUp doesn't have access to your personal information.

- ii. Emily would like to make a formal recommendation to start the use of this app and have the board members be the first donors. This is an easy way to get family, friends, and colleagues to give.
 1. Bobbi asked Heidi what she would need to provide at the end of the year for reporting. Can RoundUp provide a report? Would MAC have to do that? Bobbi needs more information. We speculate that if they provide reporting to each individual, that's how they can report for tax purposes. MAC would setup a way to say thank you and acknowledge those using the app on MAC's behalf.
 2. Does this impact Give to the Max Day and what the BOD gives? Bobbi would like to find a corporate donor to make the match in the future. Think about GTTM Day outside of the BOD. Think about where the match could come from.
 3. Someone will contact RoundUp and setup. Then MAC will publicize. Then people can sign up – anyone. The board will have the understanding that there is no mandate to sign up right now.

Motion to approve this action plan

- I. Leah Ekstrom 1st motion
- II. Harbir Kaur 2nd motion

Approved

- c. Public Policy Committee:
 - i. Had a meeting with Bobbi last Friday. Discussed the 3 bills that are being considered right now. Have subsequent calls set up. Because it's an election year, there isn't a lot going on.
 - ii. What came from the Probation Cap is presumptive. MAC and MCAA have been sharing concerns around restitution – what about cases where there have been many kinds of treatment assigned that won't be even started by that 5 year cap? What about notification? There is nothing in statute to notify victims regarding early release. IN Long's bill he added that in cases where restitution will not be paid by that 5 year cap, you would be able to add an additional year and come back and add another year. Same with treatment except you'd be able to add another 3 additional years. It's not going anywhere on the senate side. What might happen is that what comes out of the commission is what will happen. Both houses would have to vote to stop it and that won't happen.
 - iii. Last week Bobbi had been contacted by 2 mothers. Toni Cader and Linda Martinson they are mothers of 2 daughters that were convicted of aiding and abetting a murder. They were not present when the murder took place. They were in a hallway in an apartment building where the apt was where the murder took place. There

were 2 other people sitting in a car outside of the apt building and they were also convicted. Their daughters were 18 and 19. The mothers say that because they are white and privileged and had the means, they were able to get their daughters 13 years, but the other people were not able to do so. They have bipartisan support and what they are asking is for a committee to be formed to gather data and give a report and recommendation to legislature by 2021 regarding aiding and abetting in murder cases in MN. MAC would support the development of the task force, DOC supports, Commissioner of Public Safety supports it. As we talk about criminal justice reform, now would be a good time to have this discussion. MCAA is not publicly opposing but not supporting. Decisions are going to be made about who can be released. We aren't building more prisons. Is it right that there are individuals being sentenced to life without parole when they weren't in the room when the murder took place? This was a case where someone stole a prescription from one of these girls and was selling on the internet with her picture on it. A friend said, I'll go get it back. Then 2 other people show up. They were told to stay outside and didn't know someone brought a gun.

- iv. Kelly brought forward the concern of the dynamic of members and MAC. What if a member were the one who prosecuted this case? Kelly wants MAC involved. Bobbi supports the task force being created to look further into it. Therese raised the point that what if the task force comes together and makes recommendations, will be then on the side of supporting offenders, not victims. The task force does ask for a victim of homicide. Bobbi talked about coalitions supporting the conversation for as long as we can and while its mission focused. When it no longer is, do we take a step back. Kelly stated the importance of MAC to be focused on the victim perspective, not the offender perspective. Kelly recommends MAC participate and Bobbi be the one to represent because she is the ED, has experience and relationships with those coalitions and departments involved.

d. Board Development Committee:

- i. Got responses back and waiting for more in reviewing the board application. Pamela will send to MAC staff once there is a recommendation.
- ii. Kelly asked that BOD start thinking about supporting the committee in sending information and recommendations for prospective board members.

V. Focused Discussion

a. Board 2020 Annual Work Plan

- i. For March we are assigned to review board composition. At the next Board Dev Com meeting, look at metro vs. outstate vs. survivors vs. people of color percentages.
- ii. Fundraising asks – with voting in RoundUp, hopefully at the next meeting we can talk about the strategies that we need in place for our fundraising efforts. Officers will have descriptions in place. Kelly will be on track to give talk about officer positions.

b. Leader Dev Project

- i. We have not had a meeting since the full board meeting. Will work on next steps for leadership journey.

- ii. To be thinking about as the Annual Meeting is planned, there will be greater leadership opportunities for board members to be involved. The executive committee will look at schedule and plug in volunteers for those leadership opportunities. These recommending moving people around from their tables. Maybe for the first half of first day have assigned seating, then let people go where they want to go.
- c. Non-member programs by region
 - i. Reviewed the list. The programs on here sent someone to training in the last 4 years. BOD identified natural, established relationships that could do some outreach. We are saying that if you join now as FY21, you get the rest of FY20 for free.
- d. Recruitment of new directors
 - i. Pamela asked for the board member expectations live online along with the position description and application
- e. ED Performance Review
 - i. Kelly and Bobbi discussed where this review should be stored. They talked about a hard drive where important documents should live.

VI. Action Items

- a. Bylaw amendment regarding Vice President position. We looked at the bylaws and deleted Section 7.3 President Elect and language was placed under 7.4 Vice President
Motion to amend bylaws as proposed
 - i. Emily Douglas 1st
 - ii. Pamela Higgins-Maldonado 2nd
- b. IDI – let’s wait on taking action until we hear back on the Busch decision. If we did this now we would have to pull from unrestricted funds. If we have the opportunity to use funds with the Busch funding, let’s do that. Leah asked clarifying question of whether this is just for staff or board. Bobbi suggested the board have a larger conversation because this would involve money. Bobbi has a preference of working with Julie as a woman of color. Pamela talked about the person leading Cornerstone. This person is a person of color and they don’t feel they are the right person to coach a primarily white organization through the process.
- c. Staff Pay Increase
 - i. Bobbi stated that the value of the work the current Program Managers have are equal. She doesn’t add more value to one’s position or work over the other. The reason they are being paid differently because of what was available at the time they were hired. OJP funded MAC at a different level and other sources started coming to the table. The staff positions were very piecemeal. Now that we are sitting at a situation where MAC can look at our funding and bring all positions up to the same pay scale, Bobbi believes it’s the right thing to do.
 - ii. Kelly stated that we have to decide on equal pay and then look at the proposed increase plan.
 - iii. The longevity pay will create an incentive to stay long term. The executive committee recommends the longevity pay structure.
 - iv. If the board votes this in, there would be no increase this fiscal year.

- v. Harbir asked why all program managers would make the same and nothing would be based on experience, education, etc. Bobbi said that the other coalitions do this kind of base. In talking with the other directors, they believe it is the right thing to do and their staffs have requested this.
- vi. Pamela asked if we are taking away the ability to negotiate without a range of pay. Bobbi talked about MCBW's consultant recommending not having a range. You need to highlight the other kinds of benefits like vacation. Bobbi recommends that as she identifies goals with staff members, you wouldn't get the additional merit increase. As Bobbi hires, and for example, if she doesn't hire for 4 years, where is the highest paid staff person at that time? That would create her range with \$56,000 – whatever that amount is.
- vii. Bobbi stated the staff is extremely committed to pay equity. Danielle loses in this. Just her cost of living wage would put her over \$56,000. It is important to her that MAC is an example of equal pay.
- viii. Kelly talked about how we make sure staff are performing at the same level. It would be critical for the ED to maintain appropriate supervision. The board could look at taking things away – no work from home, flex time, etc.

Motion to approve increase of base pay to \$56,000 for all Program Managers effective March 30th using unrestricted dollars until alternate funding becomes available for Julia. The cost of living and merit will be determined by the board prior to budgeting for FY22 and going forward.

- i. Pamela Higgins-Maldonado 1st
- ii. Harbir Kaur 2nd

Approved

VII. Adjourn

Motion made to adjourn the meeting

- i. Therese Lockwood 1st
- ii. Sarah McGuire 2nd

Approved

Next Meeting: Anoka County May 14th at 10am

**MN Alliance on Crime
Financials Summary
March, 2020**

Income:

Program Income	0.00
Donations	9.36
Membership Dues	499.49
OJP CVS VOCA Grant Income	14115.61
OJP CVS State Grant Income	4694.26
OJP Training Grant Income	8272.32
In Kind Donations	0.00
Silent Auction	0.00
Interest Income	2.28
	<u>27593.32</u>

YTD	Total Expenses
2778.24	2778.24

Expenses:

OJP CVS VOCA Fund Expenses	13510.04
OJP CVS State Fund Expenses	4784.41
OJP Training Grant Expenses	5456.26
Unrestricted Expenses	2948.70
	<u>26699.41</u>

Total Expenses:

Personnel	17514.32
Payroll Taxes	1308.68
Health Insurance Premiums	1397.60
In Kind Intern/Volunteer Expense	0.00
Rent	2269.00
Contract Services	390.00
Dues & Subscriptions	135.29
Equipment	0.00
Liability Insurance	0.00
Workers Comp Insurance	1292.30
Miscellaneous	0.00
Annual Meeting Expense	0.00
Silent Auction	0.00
Office & Program Supplies	1057.06
Telephone Expense	280.18
Travel & Training Expenses	961.98
Bank Service Charges	33.00
Aplos Software Expense	60.00
	<u>26699.41</u>

Available Balances:

OJP CVS VOCA Grant	289042.11
OJP CVS State Grant	94439.15
Training Grant	123732.11
Unrestricted-Checking	55075.50
Savings Account	15249.74
	<u>577538.61</u>



Executive Director's Report May 2020

MAC Updates

- **Funding:**

- **VOCA/VAWA Federal Funding Forecast:** OJP has received their VOCA award for the next funding cycle. The funding level has dropped to 2015 levels. I can't tell you what that equates to in dollars or percentages at this time, but will forward that information as soon as I am able to calculate it.
- **OVC Grant with St. Paul Police Department (SPPD) and Research Triangle Institute (RTI):** MAC has begun working with RTI on this project. The St. Paul Police Department has decided they no longer have the capacity to participate. RTI has asked MAC to continue our work and is in the process of identifying a law enforcement agency to replace SPPD.
- **Bush Foundation Ecosystem Grant Funding:** We were notified that we are not moving to the final round of applicants being considered. I have requested an application feedback call with the foundation. Julia and I will participate on that call on June 18th at 9:00 am.
- **Bush Foundation Community Innovation Grant:** We were notified that we are not moving to the final round of applicants being considered. I have requested an application feedback call with the foundation. Julia and I will participate on that call on June 18th at 9:00 am.
- **Department of Corrections:** As you are aware, MAC, along with the other victim-service coalitions are working with DOC as they are identifying offenders who are eligible for early release in response to the need to reduce the incarcerated population to achieve social distancing. I was asked to submit a funding request to support MAC's work. The request is included in the board packet. At this time, I have identified that the best way to proceed is to reallocate Amee's time and have Heidi and/or Julia temporarily take on some financial duties.

MAC will be receiving offender information and pushing it out to the offenders' counties of commit. DOC will continue to provide notification to victims who have registered in the CHOICE/HAVEN system. We are identifying contacts to receive the offender information in all 87 counties. This is a quickly evolving process and I will continue to update the board and MAC members are needed.

- **General Updates:**

- **Remote Working:** MAC staff continues to work remotely and will for the foreseeable future. I have ensured that staff have what they need to perform their work in a comfortable and conducive setting. I developed a remote working policy that is now included in the MAC operations manual. I will continue to keep the executive committee informed of any changes to the current status.

I want to let the board know that each and every staff person has risen to the challenge posed by the current conditions we are living and working under. I have never been more proud to be a part of this team. The problem solving, creativity, adaptability, and strength that shows up every day in the work being produced, needs to be acknowledged and praised! MAC is more connected to our member programs and stakeholders than we ever have been, and it is because of the dedication and leadership of all MAC staff.

- **FY21 Staff Strategic Work Plan:** MAC contracted with All Onkka with Aurora Consulting to virtually facilitate a 3-hour planning session with MAC staff. We are grateful for our relationship with AI and his expertise in virtual facilitation. While planning for the year ahead that is full of uncertainty felt very different, we are confident that our FY21 annual plan will continue to advance MAC's mission. The FY21 plan is included on the board packet.
- **Governors COVID-19 Response Plan:** MAC is participating in the Victim Services Sub-Group of At-Risk Populations Work Group. The goal is to identify immediate needs for at-risk victim populations as a result of COVID-19. This is one of 8 work groups that the Governor's office is convening.
- **Annual Meeting:** Staff are meeting to discuss delivering the 2020 Annual Meeting to members online.

Administrative

- **Interns:** We are currently seeking 1-2 full or part-time interns for summer 2020.
- **Silent Auction:** We will not be holding a silent auction this year, but we look forward to making it AWESOME in 2021!
- **Workers Comp Insurance:** As part of their annual audit, The Hartford classified us as *Sales vs Clerical* (which we've always been), which increased our premium substantially. We disputed, won, and will be issued a refund.
- **2020 WEEAD Annual Conference:** New date: *Monday, August 24, 2020*. MAC is scheduled to table at the conference.

Special Projects

- **MemberConnect:** MAC has launched a program called MemberConnect, in which member programs come together via Zoom every Wednesday to connect with one another personally and professionally. The program has evolved over time to incorporate small group breakout sessions and special, member-suggested focus topics. 132 members participated in MemberConnect between March 25 and April 29, 2020.
- **Identity Theft & Fraud:** This work is on hold until we can re-evaluate our priorities. NITVAN has reached out to Julia to request that she convert the presentation she was going to do in San Diego into a presentation online.
- **ToP (Technology of Participation) Facilitation Methods:** Julia is exploring options for adapting ToP methods to an online format, specifically considering utilizing the program Miro.

Training

- **Fundamentals in Victim Services Training:** Fundamentals will not be happening in person this year, but staff are exploring options for offering the service online. Julia is reaching out to presenters to schedule a meeting to discuss trainers' needs, a timeline, and new dates for the training.



Minnesota Alliance on Crime
Request for Funding to Support Victim Notification
Request Prepared on 4/25/2020

MAC will hire or re-allocate staff for six months to coordinate victim notification with county victim/witness advocates, supervising agents, and community-based advocates as needed; to support the Department of Corrections early release plan in response to COVID19. Estimated time required is 20 hours per week for 26 weeks.

Total amount requested for six months is \$32,600

MAC's base pay rate is \$27/hour x 1040 hours worked = \$28,080

Payroll taxes = \$2,070

Laptop and Software = \$1500

Headset = \$200

Postage = \$750

MAC Board Annual Agenda

	Board Agenda		Committee Work		
	<i>Regular Items</i>	<i>Board Plan Items</i>	<i>Executive</i>	<i>Board Development</i>	<i>Finance</i>
<i>Dec</i>	•	•	•	<ul style="list-style-type: none"> • Discuss how to include victim/survivor self-identification into recruitment and vetting process. • Update application with voluntary identification of victim/survivor (broadly). 	•
Jan 9th	<ul style="list-style-type: none"> • Assess ED and review succession plan • Review board performance and Succession 	<ul style="list-style-type: none"> • ID key questions for member and board interactions (small talk) • Discuss goals and options for increasing victim survivor voices. 	•	•	<ul style="list-style-type: none"> • Bd. Members call regional meeting participants before/after.
<i>Feb</i>	•	•	•	•	•
Mar 12th	<ul style="list-style-type: none"> • Review board composition. 	<ul style="list-style-type: none"> • Fundraising ask training for board (Bobbi, Danielle) • Options for annual giving discussed. • Discuss potential 2nd tier participants. 	•	•	•
<i>Apr</i>	•	•	•	•	•
May 14th	<ul style="list-style-type: none"> • Review strategic plans. • Approve budgets. 	<ul style="list-style-type: none"> • Pres gives officer recruitment talk. • Officer expectations and calendar document. • Discuss “embodying leadership” options and ambitions. 	•	•	•

MAC Board Annual Agenda

<i>Jun</i>	•	•	•	•	•
Jul 9th	<ul style="list-style-type: none"> • Year-end financials • Review annual report draft 	<ul style="list-style-type: none"> • Annual meeting planning. • Discuss welcome reception for new board members. 	•	•	•
<i>Aug</i>	•	•	•	•	•
Sep	<ul style="list-style-type: none"> • Annual Meeting. • Board members network. 	•	•	• Regional ribbons at annual meeting.	•
<i>Oct</i>	•	•	• New board member orientation.	•	•
Nov	<ul style="list-style-type: none"> • GTMD • Conflict of Interest • 990 • Annual Board planning. • Year- end staff recognition. 	•	•	•	•

JOURNEY

The task force created a journey map to describe the goals for a developing leader in each of their development stages. The first row is for anyone engaged with MAC. The second row is how *MAC Mission Leadership* looks on the board.

Action Plan

	Introducing Leadership	Developing Leadership	Practicing Leadership	Embodying Leadership
Year 1 (Sept 19 – Sept 20)	<ul style="list-style-type: none"> • Ribbons for new board members at annual meeting. -Staff • Welcome reception for new board members occurs at annual meeting. -Exec • “Board buddy” expectations created. -Dev 	<ul style="list-style-type: none"> • Document detailing MAC members and board members by region. -Staff • Newsletter update to highlight board members in regions. -Exec->Danielle • Document annual giving options to present to board. -Exec • Fundraising ask training for board. -Staff 	<ul style="list-style-type: none"> • Officer expectations and calendar document. -Exec • President gives officer recruitment spiel. -Exec • Add question to application about whether board members do any trainings. -Dev 	<ul style="list-style-type: none"> • Identify opportunities for board to be up front at annual meeting. -Exec->Staff • Board agenda item to discuss embodying leadership options and ambitions. -Exec
Year 2	<ul style="list-style-type: none"> • Onboarding and orientation checklist created including general info about MAC and board info. -Dev • Formalize/Document recruitment, selection, and onboarding process -Dev • Exec committee does first new member orientation at office. (Oct). -Exec 	<ul style="list-style-type: none"> • Each board member, once a year, gives a snapshot of themselves, what’s going on, etc. -Exec • Establish regional contacts. 	<ul style="list-style-type: none"> • Committee expectations: Leadership, notes, agendas, reports, etc. -Exec 	<ul style="list-style-type: none"> • Enhance public policy committee.

Year 3	<ul style="list-style-type: none">••• Formal policy review happens by board (every 3 year).•
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Note: for any new ongoing actions that are the responsibility of an officer or committee, make sure to note them in the appropriate expectations document being created. E.g. *President gives officer recruitment spiel.*

MAC Leadership Continuity Policy

Adopted: April 8, 2020

- a. The leadership continuity policy outlines the chain of responsibility in the event that key staff or board leadership are unable to perform necessary duties due to sudden illness, emergency, natural disaster, or other short-term incapacities. This policy is meant to provide guidance in sudden and limited situations during which other plans have not yet been put in place. This policy does not apply to staff or board members who are not performing duties regularly or for other reasons. The board may vote to supersede this policy at any time.
- b. General principles:
 - i. If staff are unable to perform their duties, the executive director will assume or assign those duties.
 - ii. If the executive director is unable to perform their duties, the board president will assume or assign those duties and provide oversight.
 - iii. If any board officer other than the president cannot perform their duties, the board president will assume or assign those duties.
- c. If the board president is unable to perform their duties (including assumed duties as described above), a board officer will assume or assign those duties following this order: vice president, treasurer, secretary.
- d. In the case of widespread illness, emergency, disaster, if a majority of the board cannot perform their duties at the time of a duly called meeting of the board, and certain board business cannot be postponed, for each item of business, no less than three able board members may vote to suspend the usual requirement of quorum for that item. Voting may then proceed for that item.

STATED BYLAWS
OF THE
MINNESOTA ALLIANCE ON CRIME

ARTICLE I
Registered Office

The registered office of the Minnesota Alliance on Crime, at which the general business of the Minnesota Alliance on Crime shall be transacted and where the records of 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 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 Committee for special consideration. Proposals for special consideration will be reviewed for acceptance on a case-by-case basis.

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.

(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.

~~May~~

(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 the Minnesota Alliance on Crime shall not have any right, title, or interest in the real or personal property of the Minnesota Alliance on Crime.

SECTION 2.3 Resignation. Any member may resign 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.

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 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.

SECTION 3.3 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 on any questions coming before the meeting. The presence of one-third of the Voting Member Organizations shall constitute a quorum at any meeting thereof. The 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 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 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 the Minnesota Alliance on Crime shall consist of five (5) to fifteen (15) directors or Ad Hoc Directors.

SECTION 4.2 Terms. Directors of the Minnesota Alliance on Crime shall be elected to serve a term of three 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. The directors shall be divided into three (3) classes, approximately equal in number, so that the terms of office of approximately one-third of the directors shall expire each year. Each director shall hold office for the term for which the director was elected and 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 who term off the board after serving two (2) consecutive three (3) year terms, may not seek reelection to the BOD for a period of three (3) years. 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 (3) 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. Ad Hoc Directors shall have all responsibilities and authorities of a director of the Minnesota Alliance on Crime, except for the limitations provided for in this section. Ad Hoc Directors may not serve as an officer of the Minnesota Alliance on Crime Board of Directors.

SECTION 4.4 Removal. Any director 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.

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. 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.

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

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SECTION 5.4 Committee Participation. Directors of the Minnesota Alliance on Crime shall be assigned to at least one sub-committee as assigned 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.

SECTION 5.6 Recruitment of Former MAC Staff. Individuals who are former staff members of the Minnesota Alliance of Crime, must be separated from MAC employment for no less than three (3) years before they can be considered for election as a director.

SECTION 5.6-7 Composition of the Board of Directors. The Board of Directors shall, to the best of its ability, seek to have the following representation compose the Minnesota Alliance on Crime Board of Directors:

1. Sixty-Seven Percent (67%) of the Board of Directors shall represent Voting Member Organizations;
2. Thirty-Three Percent (33%) of the Board of Directors shall represent Non-Voting Member Organizations or Non-Voting Member Individuals;
3. Fifty Percent (50%) of the Board of Directors shall represent communities in the seven-county metro area of Minneapolis and Saint Paul;
4. Fifty Percent (50%) of the Board of Directors shall represent communities outside of the seven-county metro area of Minneapolis and Saint Paul;
5. Thirty-Three Percent (33%) of the Board of Directors shall represent government systems-based organizations;
6. Thirty-Three Percent (33%) of the Board of Directors shall represent community services-based organizations;
7. Twenty Percent (20%) of the Board of Directors shall include victims and survivors of crime;
8. Twenty Percent (20%) of the Board of Directors shall include under-represented groups; and,
9. Thirteen Percent (13%) of the Board of Directors shall include corporate or private sector citizens.

The Board of Directors will determine whether a particular Director or Ad Hoc Director fulfills a particular composition category enumerated above.

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 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 the Minnesota Alliance on Crime's Articles of Incorporation.

SECTION 6.7 Conflicts of Interest. The Minnesota Alliance on Crime shall not enter into any contract or transaction with: (a) one or more of its directors; (b) a director of a related organization (within the meaning of Minn. Stat. § 317A.011, subd.18 (2016)); or, (c) an

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organization in or of which a director is a concurrent director, officer, or legal representative, or 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 the material facts as to the contract or 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 not counting the interested director. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which the Minnesota Alliance on Crime is a party.

ARTICLE VII
Officers

SECTION 7.1 Tenure of Office. The officers of this corporation shall be a President, a Vice-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. The President and Vice-President may serve up to two (2) consecutive one (1) year terms; the Secretary and Treasurer may serve up to five (5) consecutive (1) year terms.~~ 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 of Directors.

~~**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 the Minnesota Alliance on Crime by the President.~~

~~**SECTION 7.4-3 Vice-President.** The Vice-President shall perform duties as assigned by the Board of Directors. In the absence of the President at a meeting of the Board of Directors, the Vice-President shall fulfill the duties of the President described in Section 7.2. In the event of the resignation or removal of the President, the Vice-President shall assume the role of President of the Board of Directors. ~~The Vice-President shall also perform the duties of the President in case of the latter's absence or disability. Execution by the Vice-President 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 the Minnesota Alliance on Crime by the President.~~~~

SECTION 7.5-4 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 7.6-5 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.

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SECTION 7.7-6 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.

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 Vice-President; 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
Leave of Absence

SECTION 9.1 Request for Leave of Absence. A director of Minnesota Alliance on Crime who is temporarily unable to continue their service on the Board of Directors, and who is otherwise in good standing as a director, may request a leave of absence.

SECTION 9.2 Reasons for Leave of Absence. The Minnesota Alliance on Crime recognizes that leaves of absence may be necessary for a director to address the director's personal or family health, family commitments, transitions in professional status, or in the case of force majeure.

SECTION 9.3 Duration of Leave. A director may take a leave of absence for up to six (6) months. The director on leave of absence shall communicate with the Executive Director or the Board of Directors at least bi-monthly to report on the status of the leave of absence. After the requested leave of absence period expires, if the director does not return to the Board of Directors, the Board of Directors shall consider the director position vacant. At that time, the Board of Directors shall recruit a replacement director to meet the governance needs of the Minnesota Alliance on Crime according to these bylaws.

SECTION 9.4 Voting Rights. During the leave of absence, the director may not vote on organizational business for the Minnesota Alliance on Crime nor attend the Minnesota Alliance on Crime Board of Directors' meetings. The director will be listed as "Excused - Not Present" in the Board of Directors meeting minutes.

SECTION 9.5 Procedure. A director shall request a leave of absence by sending an email to the President, Vice-President, Secretary, and Treasurer of the Board of Directors. The director shall generally describe the reason for the requested leave of absence, the effective start date of the leave of absence, and the expected duration of the leave of absence - not to exceed six (6) months. In the email, the director shall also describe any ongoing or unfinished work that the director believes the Board of Directors should address and maintain during the director's leave of absence.

SECTION 9.6 Request Acceptance. A director's leave of absence request shall be considered a notification to the Minnesota Alliance on Crime and automatically accepted without any further action by the director or the Minnesota Alliance on Crime Board of Directors.

SECTION 9.7 Officer Replacements. The Minnesota Alliance on Crime Board of Directors may consider appointing an interim officer to replace a director, who also serves as an officer, while the director/officer is on a leave of absence.

ARTICLE X
Executive Director

SECTION 10.1 Position. The Board of Directors may employ, at a salary it shall determine, an Executive Director of the Minnesota Alliance on Crime.

SECTION 10.2 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 10.3 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 10.4 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 10.5 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 XI
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 XII
Finance

SECTION 12.1 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 12.2 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 12.3 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 12.4 Annual Budget. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

SECTION 12.5 Title to Property. Title to all property shall be held in the name of the Minnesota Alliance on Crime.

SECTION 12.6 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 12.7 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
XIII
Miscellaneous**

SECTION 13.1 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 13.2 Corporate Seal. The Minnesota Alliance on Crime shall have no corporate seal.

SECTION 13.3 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 13.4 Amendments. The membership may amend these bylaws by a majority vote of the membership.

SECTION 13.5 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.

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