

By Laws
*Minnesota Association
Of
Emergency Medical Services Educators
(MAEMSE)*

ARTICLE I

INTRODUCTION AND NAME

1.01 Charter/Executive Office

The name of the nonprofit corporation is the Minnesota Association of Emergency Medical Services Educators. (MAEMSE-hereafter called the “Association”) and is registered in the State of Minnesota as a not for profit agency with Executive Offices located at 3500 France Avenue North, #103, Robbinsdale, Minnesota 55422

The Association is subject to the limitations for organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Service Code and its regulations as they now exist or may hereafter be amended.

1.02 Other Offices

The Association will have offices within The State of Minnesota as the Executive Committee may determine.

1.03 Mission

The mission of the Association is to provide a forum for EMS educators to share insight, information, and improve quality of EMS instruction in all aspects of EMS education at all levels.

1.04 Vision Statement

The Vision of the Association is to accomplish its mission through the following challenges:

1. Promote for all educator members enhanced understanding of processes of human learning styles.
2. Conduct annual and regional meetings at which educational opportunities and activities in EMS instruction are provided for members.
3. Promote advocacy in EMS educational endeavors
4. Initiate and engage in activities which will further educational enrichment of students and instructors involved in EMS or related activities.
5. Conduct the business of the Association in a manner which encourages membership from EMS related commerce, industry, clerical, and governmental agencies.
6. Select leadership of the Association which challenges the membership to intellectual honesty, academic responsibility, and socially acceptable personal conduct.

ARTICLE II

MEMBERSHIP

2.01 Definition of Membership

Members shall consist of individuals who are involved or interested in the education of EMS and out-of-hospital personnel. These individuals will be involved in the planning, supervision, searching, and clinical practice of out-of-hospital medical care. Members will be afforded all privileges of the Association, including voting rights, committee membership, election of officers, conduction of business on behalf of the Association and the right to advise and guide the Association in the conduct of its affairs. Annual membership fees shall be set by the Board of Directors.

2.02 Application for Membership

A prospective member shall submit an application for membership, and the designated annual dues to the Membership Committee. The Membership Committee or its designee shall review the application, verify and approve the candidate, or reject the application for membership. The procedures utilized by the Membership Committee shall be subject to the approval of the Board of Directors. Appropriate grounds for rejection shall include, but are not limited to, conviction of a felony, notice of official reprimand, sanction or other negative action by a state regulatory body, unprofessional conduct, or unethical or immoral behavior. Appeal of the decision of the Membership Committee may be made to the Board of Directors, which shall establish rules governing said appeals in accordance with the tenets of reasonable process. The decision of the Board of Directors shall be final.

2.03 Appeal

Any applicant denied membership may appeal to the Executive Committee. The applicant shall have the right to address the Executive Committee in support of acceptance of the application. The Executive Committee shall vote on the appeal after receiving comments from all concerned parties. The Executive Committee will review any factual written material presented that has direct bearing on the applicant's request for membership. Its decision shall be considered final.

2.04 Revocation of Membership

Members who fail to pay dues within ninety (90) days of the due date or meet other requirements of membership as determined by the Board of Directors may have their membership in the Association revoked.

2.05 Dues

Dues for Association members shall be set by the Board of Directors based on the annual operating budget. Prior to approving a change in dues, the Board of Directors shall communicate the proposed dues change to the membership of the Association at least one month prior to the annual meeting at which time it will be presented to the membership for action.

BOARD OF DIRECTORS

3.01 Management

The Board of Directors shall be vested with the general management and oversight of the Association's affairs. Without limiting the foregoing, the Board of Directors shall supervise all funds, approve all budgets of the Association, including those of committees, elect auditors, and oversee the election of officers and other officials of the Association. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and five (5) Members-at-large..

3.02 Eligibility

A member of the Board of Directors shall be a full member in good standing of the Association.

3.03 Election of Members-at-Large

A list of nominees for the open Members-at-large position shall be developed by the Nominating Committee. This committee shall be the same Nominating Committee described in Section 6.08. The list of nominees shall be distributed by mail or e-mail to the full membership each year. There shall be a space for write-in candidates on the ballot. Ballots shall be due back to the Association office on a specified date. The elected candidates shall be determined by those receiving the highest number of votes. In the event of a tie, the Nominating Committee makes the final decision by the toss of a coin.

3.04 Resignation

A member of the Board of Directors may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and if no time is specified, at the time of receipt of the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

3.05 Vacancies

If a Member-at-Large position becomes vacant, the Board of Directors shall vote either to leave it vacant until the end of its term or to appoint a new Member-at-Large to fill the remaining term.

3.06 Number of Directors

The number of Directors which shall constitute the whole board shall be not less than nine (9).

3.07 The Term of Board of Directors

Directors will be elected for terms of two (2) years. Each Director may hold office for two (2) consecutive two (2) year terms after which the Director must relinquish membership on the Board and all committee chair positions for at least one (1) year. (President and Treasurer three (3) years initially and every two years thereafter. The Vice-President and Secretary two (2) years initially and every two (2) years thereafter).

Each Director shall be a Board member commencing with the start of the Association fiscal year (June 30 - July 1), but shall be responsible in such position from such time the Director accepts membership on the Board or attends the first meeting

of the Board of Directors.

Each Director shall be a Board member for the term for which appointed and thereafter until a successor is duly appointed and qualifies, or until the Director's earlier resignation, removal, or death.

3.08 Composition of the Board of Directors

The Board of Directors shall be composed of voting members. There shall be a minimum of nine (90) voting members who shall act in decision making and legislative roles. The governing body of the Association shall be the Board of a minimum nine (9) voting Directors.

3.09 Responsibilities of the Directors

In addition to serving as members of the Board of Directors, Directors are expected to participate actively on a minimum of one (1) committee of the Association.

Directors are expected to attend all regular and special meetings of the Board of Directors unless permission for absence is requested from and granted by the Board Chair. The seat of any Director who is absent without prior permission from two (2) consecutive regular or special meetings within two (2) years shall be declared vacant.

Directors may designate, in writing, a representative for purpose of communication to attend one (1) meeting per fiscal year. The representatives may not exercise the right to vote or make motions.

The Board of Directors may remove an Officer or Director for

cause by vote of two-thirds of the Board of Directors then in office, following reasonable notice and a hearing before the Board of Directors. Cause may be defined to include, but not limited to and Officer's or Director's failure to attend meetings, fulfill the obligations of office, or malfeasance and/or misfeasance of office. The action of the Board of Directors shall be final. The Board of Directors shall establish procedures to implement this section. The Director shall be notified, in writing, thirty (30) days prior to the intended removal date, and be allowed thirty (30) days to respond, in writing, to the Board of Directors.

3.10 Vacancies of the Board of Directors

Any vacancy occurring on the Board of Directors, and any Directorship to be filled by reason of increase in the number of Directors, will be filled by the remaining Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office and or one (1) more term before the required rotation.

3.11 Regular Directors' Meetings

Regular meetings of the Board of Directors will be held quarterly with one being at the annual Conference. Other meetings may be called at the discretion of the President. This provision of the Bylaws constitutes notice to all Directors of the regular meeting for all years and instances and no further notice shall be required although such notice may be given.

3.12 Annual Meeting

The Board of Directors must meet at least one (1) time following the close of the fiscal year to receive and accept the annual Financial Report and/or to approve programming and resource development plans for the coming year. Notice of the date, time, and location of this meeting will be advertised to interested members of the public to attend. The budget is to be approved by the membership at the annual conference.

3.13 Manner of Acting

The Board of Directors of the Association shall be organized and act as follows:

3.13.1 Meetings

Only Directors who are voting members may vote at Board of Directors meetings.

3.13.2 Presiding

The President shall preside at the meetings and, if not in attendance, the Vice-President shall preside and, if not in attendance the Treasurer or other member of the Executive Committee, designated by the President.

3.13.3 Place and Notice of Meeting

Written or printed notice stating the place, day, and hour of any regular meeting of the Board of Directors will be delivered to each Director not less than thirty (30) days before the date of the meeting, either personally or by first class mail or by e-mail by or at the direction of the Chair or Executive Committee. If

mailed such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director's address as it appears on the records of this Corporation with postage prepaid. Such notice shall state the business to be transacted or the purpose of the regular meeting.

3.13.4 Quorum

No fewer than fifty (50) percent of the members of the Board of Directors, exclusive of proxies as specified in these Bylaws, then in office shall constitute a quorum for the transaction of business. At all meetings of the Board of Directors, the presence of a quorum shall be necessary and sufficient to transact business. If a meeting cannot be organized because a quorum has not attended, a majority of the Board of Directors present may adjourn the meeting from time to time until a quorum as fixed in this section shall be present. Notice of the time and place to which such meeting is adjourned shall be given to any Director not present either by, telephone, or personally at least eight (8) hours prior to the hour of reconvening. If there is not a quorum at the request of the President, the Directors may take any action or adopt any resolution by mail vote under such procedures as may be adopted from time to time by the Directors. Such action of resolution shall be authorized, approved, and adopted upon receiving the affirmative vote of at least a majority of the mail votes returned to the Board within the time specified in the mail ballot and is at least a majority of the Directors on the Board

3.13.6 Proxy Voting

All Directors in order to exercise the privileges of membership at Directors' meetings must either be present or must submit a proxy to the President. Otherwise, no Director may be represented by another person. Votes by proxy shall be exercised only by the person specifically designated in the proxy to do so, usually the President, or the individual temporarily serving in that capacity. Proxies shall be in writing, state the meeting at which they shall be exercised and by whom and specify the limitation of the authority they allow. Proxies shall be signed by the appointing Director, filed with the Secretary into the minutes of the meeting. Unless otherwise specified in the Bylaws, decisions of the Directors will be made by a majority of members present and voting either in person or by proxy. A special meeting of the Board of Directors may be called by either the President or the Executive Committee. A quorum of the Board of Directors is necessary to conduct business at a special meeting.

3.14 Notice of Special Director's Meetings

Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than thirty (30) days before the date of the meeting, either personally or by first class mail or e-mail by or at the direction of the President or Executive Committee. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director's address as it appears on the records of the Corporation with postage prepaid. Such notice shall state the business to be transacted or the purpose of the special meeting.

3.15 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

3.16 Conflict of Interest

Directors must abstain from voting on matters affecting personal gain, gains for family members or organizations where members of the Board of Directors are employees.

3.17 Rules

The rules contained in the current edition of Robert's Rules of Order shall govern meetings of the Association. The Directors and any subsidiary bodies in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

OFFICERS OF THE BOARD

4.01 Officers of the Association

The Officers of the Association shall consist of the President, Vice-President, Secretary, and Treasurer.

4.02 The Executive Committee

The Executive Committee shall be comprised of the Officers of the Association: President, Vice-President, Secretary, and Treasurer who shall be elected by the general membership. The Executive Committee shall meet in person or by conference call, as needed, to handle the affairs of the Association, as deemed by the Board of Directors between meetings of the Board of Directors. All such actions shall be communicated to the Board of Directors at its next regular meeting.

4.03 Compensation of Board of Directors

No member of the Board of Directors, or the member of any committee of the Association shall be paid any compensation for services as a Director or committee member and shall not benefit in any way solely by reason of being a member of said Board of Directors or one of its committees. The Board of Directors may provide reimbursement of reasonable expenses incurred by Officers of Directors in connection with authorized Association business.

4.04 Terms of Officers

The Officers of the Association shall hold office for a two (2) year term. Officers may be removed from office by a majority vote of the Board of Directors whenever in the judgment of the Board of Directors, the best interest of the Association will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

4.05 President

The President shall be an ex-officio member of all committees and shall have the general duties and powers of supervisors and management usually vested in the office of President of the Association. The President shall conduct the routine, day to day business of the Association. The President shall also perform other such duties as may be prescribed from time to time by the Board of Directors.

The President's duties will include ensuring the Association provides a DOT - EMS Instructors course at least once per year, act a liaison between the Association and the Emergency Medical Services Regulatory Board, EMSRB Medical Directors Standing Advisory Committee, and Minnesota Ambulance Association.

4.05.1 Powers and Duties of the President

The President shall be the Chief Executive Officer of the Association and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President shall preside at all meetings of the members and of the Board of Directors and shall have general supervision, direction and control of all

affairs of the Association. Except as the Board of Directors shall otherwise authorize, he may execute contracts on behalf of the Association.

4.06 Vice-President

The Vice-President shall be elected by and from the general membership and shall perform the duties and exercise the powers of the President during any absence or disability of the President.

The Vice-President shall be responsible for membership retention and recruitment, oversee the annual Educators Conference and perform other such duties as may be prescribed from time to time by the Board of Directors.

4.06.1 Powers and Duties of the Vice-President

The Vice-President shall assume all duties and authorities of the President in the President's absence and shall have such powers and duties as may be prescribed by the Board of Directors.

The Vice-President shall assume the office of President following the expiration of the President's term or in the event of the President's death, resignation or removal.

4.07 Secretary

The Secretary shall be elected by and from the general membership and shall record, reproduce, and distribute the minutes at all meetings of the Board of Directors. The Secretary shall be the custodian of the Association records,

shall give all notices as are required by law or by these Bylaws, and generally, shall perform the duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or these Bylaws, or which may be assigned from time to time by the Board of Directors.

The Secretary shall oversee the creation of a newsletter and communicate with the Association webmaster monthly to ensure accurate information is posted on the website.

4.07.1 Powers and Duties of the Secretary

The Secretary shall ensure that accurate and complete minutes of all meetings of the Board of Directors and of the membership are kept, and send out communications to the membership of the Association as necessary. The Secretary shall determine the presence of a quorum and record votes.

4.08 Treasurer

The Treasurer shall have or designate custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and Board of Directors, whenever requested, an accounting of all transactions and of the financial condition of the corporation. The Treasurer shall provide an annual audit and quarterly report or accounting review to the Board of Directors. The Treasurer may appoint an agent to perform the listed duties.

4.08.1 Powers and Duties of the Treasurer

The Treasurer shall ensure custody of the Association's funds and securities and make payments for just and approved debts acquired by the Association. The Treasurer shall be the Chair to Finance Committee.

ARTICLE V

COMMITTEES

5.01 Appointment of Chairperson and Committee Members

The President, under direction of the Board of Directors, shall appoint committee chairs and, in conjunction with the chairs, appoint committee members. Committees shall serve as the pleasure of the Board of Directors and operate under such policies as the Directors may approve.

5.02 Eligibility

Committee Chairs must be members in good standing.

5.03 Appointment

The President, under the direction of the Board of Directors, shall appoint Committee Chairs upon assuming office. The

President shall consider the recommendations of all interested parties in appointing Committee Chairpersons. The President may change Committee Chairs at any time. The President also appoints Vice Chairs to Committees to assist with the efforts of the Association.

Committee Chairs, Vice Chairs and Committee members shall serve one year terms. Committee Chairs may serve no more than two successive full one-year terms, unless an extension is approved by a simple majority of the Board of Directors.

5.05 Removal

A Committee member, Committee Chair or Committee Vice-Chair, other than a member of the Executive Committee, may be removed by the Board of Directors at any time. The President, under the direction of the Board of Directors, shall appoint a new Committee Chair in the event of a vacancy.

5.06 Overall Committee Responsibilities

The Committees appointed by the Association Board of Directors shall have the following responsibilities:

Committee Members will select a vice-chair to serve when the Chair is unavailable to attend scheduled meetings with the committee. Scheduled meetings include conference calls with the President of the Association and face to face meetings.

Committee Members select a secretary to record activities of committee meetings. Minutes of all committee meetings must be submitted to the Board within 48 hours following the scheduled meeting.

Each committee will be provided a list of members of the Association with current mailing addresses, telephone numbers, E-mail addresses, and Fax numbers for the purpose of effective and open communication. Each member should be available to communicate with other committee members via one of these modalities during all scheduled face to face meetings. Committee members should adhere to overall committee responsibilities, goals, objectives and scheduled deadlines established by the committee Chair and/or the Board of Directors.

Committee members should positively and constructively promote and enhance the mission, positions and programs of the Association.

5.07 Standing Committees

The Standing Committees include Education; Research; Membership; Publications; Finance; Standards and Practices; Resource; and Nominating. All members of the Association will be invited to apply for committee membership prior to the annual meeting. The number of members of a given committee will be determined by the President in consultation with the Chair of that committee.

5.08 Executive Committee

The Executive Committee shall be comprised of the Officers of the Association: President, Vice-president, Secretary, and Treasurer. It may, at times also include the Chairs of other committees. The Executive Committee shall act in place of the Board of Directors in an emergency. The Executive Committee shall meet in person or by conference call as

needed to handle the affairs of the Association, as directed by the Board of Directors between meetings of the Board of Directors.

All such actions shall be communicated to the Board of Directors at its next regular meeting.

5.09 Nominating Committee

The Nominating Committee shall prepare a slate of candidates for Officers of the Association to be presented for election at the Annual Meeting of the Association. The Committee is responsible for coordinating and implementing developmental efforts of the Association and for structuring activities to fulfill the mission of the Association.

The Committee has the responsibility of recommending to the Association Board of Directors the names of persons who have expressed interest in serving in one or more of the Association Committee Chair positions. This responsibility includes making recommendations to the Association Board of Directors regarding any of those persons who have expressed interest in committee membership.

5.10 Resource Committee

The Resource Committee shall be responsible for coordinating and implementing the developmental efforts of the Association and for structuring activities to fulfill the mission of the Association. The Committee shall have additional duties as assigned by the Board of Directors.

5.11 Education Committee

The Education Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. This committee will work in concert with the Program Committee to evaluate educational workshop/conference proposed speakers to be certain they meet current educational methodology. The Committee will also make suggestions to the Program Committee as to appropriate educational topics and speakers to fulfill this assignment. The Committee shall have additional duties as assigned by the Board of Directors.

5.12 Research Committee

The Research Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. The Research Committee will suggest, develop and support research in the field of out-of-hospital medical education. Set up the development of Web Page, sponsor research related workshops, and develop a multi-media data base. The Committee shall have additional powers and duties as assigned by the Board of Directors.

5.13 Membership Committee

The Membership Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. The Membership Committee is charged with the duty of recruiting new members and investigating the credentials of applicants for membership in the Association.

The Committee shall have additional duties as assigned by the Board of Directors.

5.14 Publications Committee

The Publications Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. The Publications Committee shall oversee all publications as they relate to the Association. The Committee is responsible for the development of proposals to the Association Board of Directors for their consideration for approval, of a periodic communications medium by the Association to it's membership, the frequency of that medium, and the appropriate masthead/letterhead/logo/name of that medium. The Committee shall have additional duties as assigned by the Board of Directors.

5.15 Finance Committee

The Finance Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. The Finance Committee shall supervise the contractual arrangements of the Association and other business matter. The Finance Committee shall propose the annual budget for the Association and revisions to the dues schedule. The Finance Committee shall be chaired by the Treasurer and shall also consist of the Vice-president, and at least two additional frill members of the Association. The Committee may receive additional appropriate responsibilities (Grant Monies etc.) from the Board of Directors.

5.16 Standards and Practices Committee

The Standards and Practices Committee shall be responsible for coordinating and implementing the development efforts of the Association and for structuring activities to fulfill the mission of the Association. The Standards and Practices Committee shall be responsible for suggesting standards regarding out-of-hospital educational methods. These standards may be published as consensus documents or position papers after approval by the Board of Directors. The Committee is responsible for developing Association comment, position statements, or recommendations for review and approval by the Association Board of Directors regarding legislative and/or regulatory proposals affecting EMS Training Programs, curricula, or practice in Minnesota. The Committee shall have additional duties as assigned by the Board of Directors.

5.17 Programs Committee

The Programs Committee shall be responsible for coordinating, implementing and evaluating educational offerings of the Association. The Committee reviews proposals, solicits bids for services, and makes recommendations to the Association Board of Directors regarding Association sponsored educational programs, specifically, all arrangements, including program, promotion, message, theme, hospitality, exhibits, and contractual relationships with persons or organizations outside the Association. The Committee researches, recommends, and advises the Association Board of Directors, on future site locations of educational conferences or workshops. The Committee serves as a liaison between the Association Board of Directors, and the exhibitors at the Association sponsored educational programs/conferences. The committee develops and proposes recommendations to the Association Board of

Directors, regarding improvement and appropriateness of exhibits and Association educational meetings and the value of the exhibits to those attending such programs. The Committee shall work with the Education Committee when utilizing speakers for the annual conference or regional activities involving educational issues. The Committee shall have additional duties as assigned by the Board of Directors.

5.18 Ad Hoc Committees

The Board of Directors may, by vote of the majority of the Directors, establish such additional committees as shall be necessary to further the work of the Association. Such committees may include Directors and/or non-Directors as deemed advisable and appropriate. Such committees shall remain active at the will of the Board of Directors.

ARTICLE VI

LIAISONS AND REPRESENTATIVES

6.01 Liaisons

The President shall appoint liaisons to other organizations with similar goals and objectives. The Board of Directors shall determine which organizations should have liaisons. National organizations with an interest in EMS education and other groups may send representatives to the Board of Directors meetings. The President shall have the power to limit their attendance to specific portions of the meetings. They shall not

have a vote in Association affairs.

ARTICLE VII

OPERATIONS

7.01 Day to Day Operations

Day to day operations of the Association will be handled by the President or the President's designee if he/she are unavailable to the Association.

7.02 Fiscal Year

The fiscal year of the Association will begin on July 1 and end on June 30 of each year.

7.03 Execution of Documents

Except as otherwise provided by law, checks, drafts, and promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and the President for all payments incurred over \$500.

Any contracts or other written legal agreements which the Association enters into must be approved by a majority vote of the Executive Committee. The President shall have the power to sign such legal documents as an agent of the Association. The Board of Directors may empower other individuals to sign legal documents as agents of the Association.

Contracts, leases, or other instruments executed in the name of, and on behalf of, the Association will be signed by the President and any other Officer of the Association.

7.04 Books and Records

The Association will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Boards of Directors. The Association will keep at its registered office a list of all names and addresses of the Board of Directors, and a copy of the Bylaws including amendments to date, certified by the Secretary of the Association.

ARTICLE VIII

AMENDMENTS TO THE BYLAWS

8.01 Amendments to the Bylaws

These Bylaws may be amended by two-thirds vote of the general membership.

under generally-accepted accounting principles.

ARTICLE IX

PROHIBITION OF DIVIDENDS

9.01 Prohibition of Dividends

No part of the net earnings of the Association shall inure to the benefit of one individual or be distributable as dividends or in any other manner, to its members, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

ARTICLE X

FINANCES

10.01 Budget

The Board of Directors shall establish a budget, prepared by the Finance Committee, for each fiscal year and shall operate

ARTICLE XI

NOTICE AND WAIVER OF NOTICE

11.01 Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not required unless expressly so stated, and any such notice shall be deemed to be sufficient if given by mail or telephonic or other written communication, charges prepaid, addressed to the party entitled thereto at its address as it appears on the records of the Association, and such notice shall be deemed to have been given on the day such mailing. Members are not entitled to receive notice of any meetings, except as otherwise provide by the Bylaws.

11.02 Waiver of Notice

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation, or under these Bylaws, a waiver thereof in writing by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

ARTICLE XII

INDEMNIFICATION OF OFFICERS & AGENTS OF THE ASSOCIATION

12.01 Indemnification

(a) The Association will indemnify to the fullest extent of Minnesota law, every person (and the heirs and personal representatives of such persons) who is or was a Director, Officer or agent of the Association against all liability and reasonable expense from any claim, action, suit or proceeding (i) if such Director, Officer or agent is wholly successful with respect thereto or (ii) if not wholly successful, then is such Director, Officer or agent is determined to have acted in good faith, in whet he/she reasonably believed to be the best interest of the Association, and, in addition, with respect to any criminal action or proceeding is determined not to have had reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval) or dismissal shall not be used to create a presumption that a Director, Officer or agent did not meet the standards of conduct set forth in this Section.

(b) The terms "claim, action, suit or proceedings shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of the Association, any other corporation or otherwise), civil criminal, administrative

or investigative, or threat thereof, in which a Director, Officer or agent of the Association (or his heirs and personal representatives) may become involved, as a party of otherwise:

1. by reason of his being or having been a Director, Officer or agent of the Association or of any corporation which he served as such at the request of the Association, or
2. by reason of his acting or having acted in any capacity in a partnership, association trust or other organization or entity where he served as such at the request of the Association, or
3. by reason of any action taken or not taken by him in such capacity, whether or not "Continues in such capacity at the time such liability or expense shall have been incurred.

c) The terms of "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines or penalties against, and amounts paid in settlement by or on behalf of a Director, Officer or agent.

(d) The term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by court, or by other means with knowledge or the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any prepayment or promise made to induce a settlement.

(e) The rights of indemnification provided in this Section shall be in addition to any rights to which any such Director, Officer or agent may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors, others may, at any time and from time to time, approve indemnification of Directors, Officers or other agent to the full extent permitted by the provisions of Minnesota law at the time in effect, whether on account of past or future transactions.

(f) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Association (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of a written request for same and an undertaking by or on behalf of the recipient to repay such unless he is entitled to indemnification.

12.02 Liability

The Members shall not be liable for the debts of the Association.

ARTICLE XIII

TERMINATION OF ASSOCIATION

13.01 Liquidation and Dissolution

The Association may be declared defunct at the discretion of the Board of Directors, by a three-fourths (3/4) majority vote. The Association shall be a strictly non-profit, non-stock, non-political organization, and no part of the income or assets of the organization shall inure to any Director or Officer.

Upon the liquidation or dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets, exclusively for the purposes of the Association in such manner, or to such organizations operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future United States Internal Revenue Service law.

13.02 Adaptation Clause

These bylaws shall constitute the original bylaws of the Association and shall become effective immediately upon their adoption by the Incorporators as required by the General Statutes of the State of the Minnesota.