



MINNESOTA JUVENILE OFFICERS ASSOCIATION, INC

BY-LAWS

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BY-LAWS
OF
MINNESOTA JUVENILE OFFICERS ASSOCIATION, INC

ARTICLE 1

Offices

- 1.1 Registered Office: The registered office of the Corporation shall be as follows:
Every 3rd year, the registered office will be the address of the PRESIDENT ELECT
January 2007 – January 2010
MNJOA
Attn: Gina Wieler
7550 Sunwood Dr NW
Ramsey, MN 55303

The Board of Directors shall have the authority to change the registered office of the Corporation. Any such change shall be registered by the Secretary with the Secretary of the State of Minnesota.

- 1.2 Offices
The Corporation may have such other offices as the Board of Directors may designate.

ARTICLE 11

Members/Objectives

- 2.1 Membership Requirements
The members of the corporation shall consist of full or associate members.
Voting membership shall be limited to full members.
- (1) Full membership in this organization shall be open to all individuals who are employed full time by any law enforcement agency and who work with juveniles.
 - (2) Associate membership shall be open to all professionals who work with juveniles.

- 2.2 Objectives – The objectives of this association are:
- (a) To encourage active participation in all matters that have to do with youth and youth problems as they pertain to the field of law enforcement;
 - (b) To uphold the principals of good government;
 - (c) To assist in every honorable way the furthering of the interests of its members and to bring about better understanding not only of those engaged in the work, but with various youth agencies with whom we have contact;
 - (d) To recognize and teach that organization, cooperation and reciprocity are better than rivalry, strife and destructive competition;
 - (e) To cooperate with all youth organizations, both governmental and lay, which have a common interest in youth and the public’s welfare;
 - (f) To encourage the application of the highest ethical standard of our profession, and to endeavor by the exchange of methods and ideas to increase our efficiency within our respective organization
 - (g) To concern ourselves with legislative programs and contemplated legislation which in our opinion would affect the welfare of the youth of the State of Minnesota;
 - (h) To afford full protection to all law abiding citizens of this state and to the end that the juvenile’s best interests will be served.

ARTICLE 111

Meeting of Members

3.1 Annual Meeting

An annual meeting of the members shall be held in the month of January on a date and at a time and place designated by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

3.2 Special Meetings

Special meetings of the members may be called by the President of the Corporation or by any member of the Board of Directors. Such meetings shall be held at a place and at such time as designated by the Board of Directors.

3.3 Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be given by e-mail or posting on the official Association website of said notice, not less than five (5) days prior to the date of such meeting nor more than thirty (30) days before the meeting. In case of a special meeting or one required by statute or by the Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

- 3.4 Quorum
Five percent (5%) of the membership present shall constitute a quorum for the transaction of business for all annual and special meetings of the members. A majority of the members present at the meeting may adjourn the meeting from time-to-time without further notice.

ARTICLE IV

Board of Directors

- 4.1 General Powers
The business of the Corporation shall be managed by or under the direction of a Board of Directors, subject to Minnesota Statutes, Section 317A.201.
- 4.2 Number
The Board of Directors shall consist of seven (7) or more individuals. All appointed and elected members of the Board of Directors shall have voting rights.
- 4.3 Qualifications and Terms of Office
Members of the Board of Directors must be natural citizens and a majority of the Directors must be adults. A Director shall hold office for a term of one year and until a successor has been elected and has qualified or until the earlier death, resignation, removal or disqualification of the Director. Removal of Directors shall be carried out pursuant to Minn. Stat. 317A.201.
- 4.4 Quorum
A majority of the Board of Directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation or otherwise, a majority of the remaining Directors, shall constitute a quorum for the conduct of business. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.
- 4.5 Annual Meetings
Annual meetings of the Board of Directors shall be held in the month of January on a date and at a time designated by the Board of Directors at the registered office of the Corporation, unless another location is designated by resolution of the Board of Directors, for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting. Unless notice shall be waived by all Directors entitled to a notice, a five (5) day notice shall be given to the Directors of the date, time, and place of meeting. The notice need not state the purpose of the meeting.

4.6 Special Meetings

Special meetings of the Board of Directors may be held at such time and place as may from time-to-time be designated in the notice or waiver of notice of the meeting. Special meetings of the Board of Directors may be called by the President, or by any one Director. Unless notice shall be waived by all Directors entitled to notice, notice of the special meeting, stating the purpose of the meeting, shall be given by e-mail or posting on the official Association website of said notice not less than five (5) or more than thirty (30) days before the meeting. Each Director, by their attendance and their participation in action taken at any Director's meeting, shall be deemed to have waived notice of such meeting.

4.7 Electronic Communications

A conference among Directors or any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a Board meeting, if the number of Directors participating would be sufficient to constitute a quorum at said meeting.

4.8 Vacancies

Any vacancy in the Board of Directors shall be filled and approved by the remaining Board of Directors, though less than a quorum, and each person so elected shall be a Director until their successor is elected at the next annual meeting of the members or any meeting duly called for that purpose.

4.9 Order of Business

The meetings shall be conducted in accordance with Roberts Rules of Order, Revised, and the suggested order of business at any meeting of the Directors shall be:

1. Roll Call
2. Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by President
3. Reading and disposal of any unapproved minutes
4. Reports of officers and committees
5. Election of officers
6. Unfinished business
7. New business
8. Adjournment

4.10 Informal Action by Directors

Any action required or permitted to be taken at a meeting of Directors may be taken by written action signed by all the Directors.

ARTICLE V

Officers

5.1 Number and Election

The Corporation shall have one or more natural persons exercising the functions of the offices of President and Treasurer. Officers of the Corporation shall be elected at the Annual Meeting of the Directors wherein the Nominating Committee shall present a proposed slate of officers. Additional nominations may be made by the members prior to the voting. Vacancies shall be filled by election or appointment by the other officers or agents the Board considers necessary for the operation and management of the Corporation. Such officers may include one President Elect, one or more Assistant Secretaries and one or more Assistant Treasurers. Any two officers, except those of President and President Elect, may be held by one person. Such officers shall hold office for one year or until the successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of the majority of the whole Board of Directors. In the absence of an election or appointment of officers by members of the Board of Directors, the person exercising the principal functions of the President or Treasurer is considered to have been elected to the office. Board Member positions are to be filled, either by election or appointment, by active or retired law enforcement personnel unless otherwise stated in the position description. Active law enforcement personnel is defined as a person who has an active POST license and is currently employed by a law enforcement agency within the State of Minnesota. Retired law enforcement personnel is defined as a person being in good standing in the with law enforcement community with a previously active POST license.

5.2 President

The President shall:

- (a) Have general active management of the business of the Corporation;
- (b) When present, preside at all meetings of the Board of Directors and at all meetings of the members;
- (c) See that all orders and resolutions of the Board are carried into effect;
- (d) Appoint Committee Chairpersons of the Standing Committees and Special Committees (i.e. membership, publicity, and fundraising);
- (e) Sign and deliver in the name of the Corporation any 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 of By-laws or by the Board to another officer or agent of the Corporation;

- (f) Maintain records of and, whenever necessary, certify all proceedings of the Board and the members; and
- (g) Perform other duties prescribed by the Board.
- (h) The term for President position is one year and shall be filled from the President-Elect position unless a situation arises as described in paragraph 5.1 and should be handle in accordance with these by-laws.
- (i) Following the end of the President's one year term the person filling the position shall succeed to the Immediate Past President position.

5.3 Treasurer

The Treasurer shall:

- (a) Keep accurate financial records for the Corporation;
- (b) Deposit money, drafts and checks, in the name and to the credit of the Corporation, in the banks and depositories designated by the Board;
- (c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefore;
- (d) Disburse corporate funds and issue checks and drafts in the Corporation, as ordered by the Board and/or President of the Corporation;
- (e) Provide the President and the Board at every Board of Directors meeting and, upon request, an account of transactions by the Treasurer and of the financial condition of the Corporation;
- (f) Prepare the books for audit at the end of the fiscal year;
- (g) Prepare a budget for presentation and approval of the Board of Directors at the Annual Meeting;
- (h) Be responsible for the filing of necessary forms as required by government agencies; and
- (i) Perform other duties prescribed by the Board or by the President.

5.4 Duties of Other Officers

- (a) **President Elect**
The President Elect shall assist the President and shall have such powers and shall perform such duties as may be specified or prescribed by the Board of Directors. The President Elect shall appoint the Chairperson and shall coordinate the activities of the Nominating Committee but shall not be a member of the Nominating Committee. In the event of absence or

disability of the President, the President Elect shall succeed to the President. This position is a three year commitment by the person filling it with one year of commitment to each of the following positions in succession: President Elect, President, Immediate Past President.

(b) Secretary

The Secretary shall be Secretary of the Corporation and shall attend all meetings of the Board of Directors and members. The Secretary shall act as clerk thereof, present the Minutes for approval and shall record all the proceedings of such meetings in the Minute Book of the Corporation. The Secretary shall give proper notice of meetings of Directors. The Secretary shall perform other duties as may be prescribed from time to time by the Board of Directors.

(C) Board Members at Large

In the event of absence or disability of any President Elect, Secretary or Treasurer, such assistant to such offices shall succeed to the powers and duties of the absent officer in the order in which they are elected or as otherwise prescribed by the Board of Directors until such principal officer shall resume their duties or a replacement is elected by the Board of Directors. Such assistant officers shall exercise such other powers and duties as may be delegated from time to time by the Board of Directors, but they shall be subordinated to the principal officer they are designated to assist. Board Members at Large may consist of non-law enforcement personnel.

(d) Immediate Past Presidents

Immediate Past Presidents shall serve as honorary advisor, attend meetings of the Board of Directors and shall assume such duties as designated by the Board of Directors.

ARTICLE VI

Committees

6.1 Designation by Directors

A majority of the Board of Directors may designate one or more committees which shall be subject at all times to the control and direction of the Board.

ARTICLE VII

Indemnification

7.1 Authority of Board of Directors

The Corporation, acting through its Board of Directors or otherwise provided in these By-Laws, shall exercise as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principals of law its power to indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the former or present official capacity of the person as a Director, officer, employee or agent of the Corporation.

7.2 Standard for Indemnification

Any person described in 7.1 may be indemnified by the Corporation if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

7.3 No Presumptions Resulting from Termination of Actions

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the Corporation.

7.4 Mandatory Indemnification

To the extent that any such person has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in this By-Law, or on defense of any claim, issue or matter within this By-Law, such person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by them in connection therewith.

7.5 Determination

Any indemnification under Section 7.1, unless ordered by a Court, shall be made by the Corporation, only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 7.2. Such determination shall be made (1) by the Board of Directors by a majority vote, a quorum consisting of Directors who are not parties to such action, suit or proceeding or (2) if such quorum is not obtainable, or, even if obtainable, a majority of a committee of the Board of Directors who are parties to such action, or if determination is not made by Clause (1) and (2), by (3) a special legal counsel selected by either a majority of the Board of Directors or a

committee, or if such majorities cannot be obtained, by a majority of the full Board, including Directors who are parties to the action.

7.6 Advanced Payment

The expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 8.4 upon receipt of a written affirmation by the person of good faith belief that the criteria for indemnification, as specified in Section 7.2, has been satisfied and upon receipt of a written undertaking by or on behalf of the Director, officer, employee or agent to repay such amounts paid or reimbursed by the Corporation if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation as authorized by this By-Law.

7.7 Continuance of Indemnification

The indemnification provided by this By-Law shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7.8 Not Exclusive Remedy

The indemnification provided by the By-Law shall not exclude any other right to which an officer or Director may be entitled under any agreement, vote of Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall not imply that the Corporation may not provide lawful indemnification not expressly provided for in this By-Law. Nothing contained in this By-Law shall affect any rights to indemnification to which corporate personnel, other than Directors and officers, may be entitled by contract and otherwise under law.

7.9 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by, or arising from, that person in such capacity, whether or not the Corporation would have been required to indemnify the person against the liability.

7.10 Notice of Indemnification

If, under this By-Law, any expenses or other amounts are paid by way of indemnification to a person, the Corporation shall, not later than the next Annual Meeting of Directors, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, mail to its Directors of record at the time entitled to vote for the election of Directors a statement specifying the persons paid, the amounts

paid and the nature and status of the litigation or threatened litigation at the time of such payment.

ARTICLE VIII

Financial and Property Management

8.1 **Fiscal Year**

The fiscal year of the Corporation shall end on December 31 of each year.

8.2 **Audit of Books and Accounts**

The books and accounts of the Corporation shall be audited at such times as may be ordered by the Board of Directors.

8.3 **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation

8.4 **Checks**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.5 **Deposits**

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Waiver of Notice

9.1 **Requirement of Waiver in Writing**

Whenever any notice is required to be given by these By-Laws or the Articles of Incorporation of the Corporation or any of the corporate laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at or after the time stated therein and whether given in writing, orally or by attendance, (at a meeting), shall be deemed equivalent thereto.

ARTICLE X

Amendments

10.1 Action by Board of Directors

The Board of Directors of the Corporation is expressly authorized to make By-Laws of the Corporation and from time to time to alter or repeal Articles or By-Laws so made to the extend and in the manner prescribed by the Minnesota Statutes 317A in effect and as amended. In so acting, the Board of Directors may do so only upon vote of a majority of the entire Board of Directors then in office any meeting, provided that notice of such proposal of amendment shall be given to the Directors in notice of such meeting.

The undersigned hereby certify that the foregoing By-Laws were adopted as the complete By-Laws of the Corporation at a duly called meeting of the Board of Directors of said Corporation on the 22 day of January, 2009. A copy of these By-Laws is to be filed with the Minnesota Secretary of State as required by Minnesota State Statute 317A.151.

Scott Marks President

Ted Dau President-Elect

Penny Vought Treasurer

Doug Baird Secretary

Steve Kuyper Board Member at Large

Jerry Wukawitz Board Member at Large

Gina Wieler Immediate Past President