Conference Proceedings

PRESIDENT SHANE SCHMIDT
Alexandria, Minnesota - Presiding

The meeting was called to order at 8:36 am by President Shane Schmidt who welcomed the attendees and thanked all for attending. He led us in prayer and the reciting of the Pledge of Allegiance.

Detroit Lakes’ Chief, Dave Baer took the stand to thank all for attending and to review the rest of the day’s activities including the Memorial Service, Parade and Banquet.

President Shane Schmidt introduced the MSFDA Board Members and DeeDee Jankovich, MSFDA Support Specialist.

1. **Reading and Approval of Minutes of Previous Meeting**
   - Ham Lake moved, second by Maple Grove to suspend reading of the minutes and approve the minutes as distributed.
   - Motion carried.

2. **Reports of Officers**
   A. **PRESIDENT’S REPORT** Shane Schmidt
      Shane Schmidt reflected on the last 23 annual conferences he has attended and participated in. There have been a lot of changes and he feels the Association is continuing to move in the right direction. Shane thanked Doug Noah for serving as Secretary and also Mike Schroeder for serving as Vice President.

   B. **VICE PRESIDENT’S REPORT** Mike Schroeder
      Mike Schroeder reported on his involvement in the past year. He traveled to some regional meetings around the state and also contributed to the hiring of DeeDee Jankovich, MSFDA Support Specialist. Mike reported on the upcoming Texas A & M Fire School and announced MSFDA’s two scholarship recipients selected to attend; Joanne Plaster, Willmar Fire Department and Bridget Kelly, St. Francis Fire Department.

   C. **TREASURER’S REPORT** Tony Bronk
      President Shane Schmidt read Tony Bronk’s report in his absence.
      $84,648 in General Fund, $20,000 in Conference and Training Fund and $35,000 in Savings. Total of $99,148.
      - Savage moved, second by Mendota Heights to accept the report.
      - Motion carried.

   D. **SECRETARY’S REPORT** Doug Noah
      Secretary Doug Noah thanked everyone for their support over the past years and reflected on his time on the board. Doug was presented with a plaque recognizing and thanking him for his service.

3. **Reports of Standing Committees**
   A. **Project and Study** Mike Schroeder
      Mike Schroeder reported that Todd Bennett is the new chair.

   B. **Training and Education** Mike Schroeder
      Mike Schroeder reported that there was a total of 11 hours of training offered to firefighters at this year’s conference and the sessions were well attended.

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

      Noah reported 73 names were submitted from 20 fire departments. Secretary called for a motion to have the delegates in attendance at this conference elect all of the members listed to **Honorary Life Membership** in the **Minnesota State Fire Department Association**.
      - Motion by Bemidji & second by Owatonna to accept the report and elect all of the members listed to **Honorary Life Membership** in the **Minnesota State Fire Department Association**.
      - Motion carried.

Honorary Life Member cards and certificates were distributed to the Regional Directors.
### 2011 HONORARY LIFE MEMBERS

<table>
<thead>
<tr>
<th>Town</th>
<th>Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bricelyn</td>
<td>Thomas Legred</td>
</tr>
<tr>
<td>Delano</td>
<td>Mark Alger, Mike Frach</td>
</tr>
<tr>
<td>Fosston</td>
<td>Erwin Baumann, Dean DeFrang, Wayne Zachariaslon, Dave Larson, George Fish, Steve Lavoi, Ron Kennedy</td>
</tr>
<tr>
<td>Gibbon</td>
<td>Howard Tabbert, Tom Matray, Roger Schiro</td>
</tr>
<tr>
<td>Hastings</td>
<td>Mark Holmes, William Mesaros, Raymond Knoll, Jr., Charles Paulson</td>
</tr>
<tr>
<td>Lafayette</td>
<td>Myron Isaacson</td>
</tr>
<tr>
<td>Lake Crystal</td>
<td>Chuck Norgaard</td>
</tr>
<tr>
<td>Lcenter</td>
<td>Michael Anderson, Willis (Bill) Collins, Eugene Dwyer</td>
</tr>
<tr>
<td>Lesueur</td>
<td>John King</td>
</tr>
<tr>
<td>Mayer</td>
<td>Jonathan Maetzold</td>
</tr>
<tr>
<td>New Ulm</td>
<td>Ken Eggstein, Ellwood Zabel</td>
</tr>
<tr>
<td>Owatonna</td>
<td>Jarrod Schmoll</td>
</tr>
<tr>
<td>Plummer</td>
<td>Jim DuChamp, John Zimpel, Mike Greenwald, Roger Gallant, Brent Hemly, Terry Kvasager</td>
</tr>
<tr>
<td>Red Lake Falls</td>
<td>Roger Cardinal, Dan Wavra, Joel Schultz</td>
</tr>
<tr>
<td>Sleepy Eye</td>
<td>Ron Moldaschel, Shane Martinka</td>
</tr>
</tbody>
</table>
ST. HILAIRE
Bernard Huot
Joe Hoglo
Lee Roland
Kevin Bohm
Mike Fanfulik
Stanley Johnson

WINGER
Steve Massmann

WINTHROP
Jerry Fritz
Mike Anderson

Constitution and Bylaws
Tom Smith

Tom Smith presented proposed bylaw changes.
- Article IV Section 4.2 – Conference rotation schedule - Motion by Alexandria to approve. Seconded by Bemidji. Motion carried.
- Article VII Section 7.3 – Appointment of board member to a vacancy by majority vote - Motion by North Mankato to approve. Seconded by Detroit Lakes. Motion carried.
- Article VIII Section 8.2 – Make State Fire Marshal voting board member - Motion by Maple Grove to approve. Seconded by Savage. Motion carried.

Fire Service Foundation
Mike Schroeder

Mike Schroeder gave an impressive power point presentation on the new plans for the MN Fallen Firefighters Memorial. Leo A. Daly, a world renowned organization, has agreed to architect the project pro bono. The design has been approved by the Advisory Board. The statue will be moved from the baggage claim area from the MSP Airport to the State Capitol grounds to be the center of the Memorial. There have been 190 LODDs recorded since 1881 and each of their names will be etched into a pole of Memorial. $600,000 needs to be raised by December 31, 2011. $500,000 will be for the Memorial and $100,000 will go to the Capitol for maintenance and upkeep. The strategy is that there are 20,000 firefighters in the state. If each Department contributes $30 per firefighter, we would raise $600,000. If the full $600,000 is not raised by December 31, 2011 the donated funds will be returned to the respective Departments and the project will be closed. If the funds are raised, resurrecting of the Memorial will begin in the spring, to be completed by October 2012. There will be a joint effort to get the word out to all Departments, including mailings and emails. There was an idea presented that on dedication day we have a professional photographer capture the memorial and send framed photos to all Departments that have contributed to make this possible to hang in their Fire Halls.

The boot was passed to raise money for the Minnesota Fallen Firefighters Memorial Association. $1055.25 was raised.

State Fire Marshal
Jerry Rosendahl

Jerry Rosendahl gave the State Fire Marshal’s report. He urged everyone to get involved and attend conferences and trainings.

National Volunteer Fire Council
Shane Schmidt

Shane Schmidt reported on the NVFC Spring Conference in DC, that he and Tony Bronk attended. Shane gave an overview on the highlights of the conference, including health and safety for firefighters and the importance of having a social media policy in place. Duracell Batteries is running a national campaign. Buy 10 batteries and they will donate one to the local fire department. The Health and Safety Committee reported that 34% of firefighter deaths are due to not wearing seatbelts in fire trucks.

Legislative Report
Sherry Munyon

Sherry Munyon gave the legislative report including an overview of the bills and budget.

OSHA & Fire Safety
Dave Eisenger

Dave Eisenger, committee chair gave an overview of their latest projects. There was a joint effort with MSFDA and MSFCA Safety Committee on getting a flyer created and distributed regarding flooding and swift water movement. Dave also shared information regarding the state statutes on driving requirements for emergency vehicles. Currently drivers do not need to hold a CDL.

Conference Facilities

There was a motion by Brainerd to have Bemidji be the 2013 Annual Conference host. Seconded by Detroit Lakes. Motion carried. The committee chair and Bemidji chief spoke on their behalf and gave a brief overview on what to expect at the conference in Bemidji.
John King talked about the 990 issue that is occurring with the IRS looking at all non-profit statuses. Relief Associations must file a 990. If any Relief Association receives a letter from the IRS, they should contact the League of MN Cities or John King. The 990 issue is only one of the tax exempt issues at hand. There will be more updates to come.

Mark Rosenblum gave an overview of the Inaugural Festival and Parade being held September 16-18, 2011. Festival is to honor police, fire, war veterans and EMS. There will be a parade, memorial service and concert. For more information go to www.nhcsa-mn.org. Mark has been actively involved in the development of a Ceremonies and Protocols Guidebook, which will standardize the roles of all groups involved in fallen firefighters funerals. The guidebook can be found on www.mnprideandhonor.com.

4. Elections
Vice President – Mark Rosenblum
Motion for white ballot by Golden Valley. Seconded by Maple Grove. Passed Unanimously.

Secretary – Ed Hoffman
Motion for white ballot by North Mankato. Seconded by Sherburne. Passed Unanimously.

5. New Business
2012 Annual Conference – Alexandria: Jeff Karrow, Alexandria Fire Chief talked about plans for next year’s conference. It will be held June 14-16, 2012. The theme is “Impacting Lives and Empowering New Leaders”. He encouraged each Department to try to bring a new member to the conference.

6. Adjournment
Motion by St. Stephen, second by Alexandria to adjourn. Motion passed and meeting adjourned at 11:15 am.

The 137th Annual Minnesota State Fire Department Association Conference dates are June 14-16, 2012 in Alexandria
ARTICLE I
Corporate Seal, Fiscal Year and Definitions

Section 1.1 The Association shall have a corporate seal and it shall be kept with the Secretary of the Association.

Section 1.2 The fiscal year of this Association shall begin on January 1 of each year and end on December 31 of the same year, effective January 1, 2008.

Section 1.3* Definitions relating to these Bylaws shall be as found in Chapter 317A.011 and attached as an addendum unless otherwise noted.

1.3.1 317A.011, Subd. 3a and 19 (b) shall not be recognized for the purposes of these Bylaws.

ARTICLE II
Members

Section 2.1 The membership of this Association shall consist of four classes of members. The term of membership shall be for one fiscal year.

2.1.1 *Active Fire Department. Any fire department duly organized in the State of Minnesota and recognized as such under State Statute for the purpose of providing fire protection services.

2.1.2 Firefighters’ Organization. Any duly organized organization whose primary interest is in firefighting in the State of Minnesota.

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

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

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

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

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

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

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

<table>
<thead>
<tr>
<th>Population Range</th>
<th>Number of Voting Delegates</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 1,000</td>
<td>2</td>
</tr>
<tr>
<td>1,001 - 2,500</td>
<td>3</td>
</tr>
<tr>
<td>2,501 - 5,000</td>
<td>4</td>
</tr>
<tr>
<td>5,001 - 10,000</td>
<td>6</td>
</tr>
<tr>
<td>10,001 - 15,000</td>
<td>8</td>
</tr>
<tr>
<td>15,001 - 25,000</td>
<td>10</td>
</tr>
<tr>
<td>25,001 - 50,000</td>
<td>12</td>
</tr>
<tr>
<td>50,001 - 150,000</td>
<td>14</td>
</tr>
<tr>
<td>150,001 - and greater</td>
<td>22</td>
</tr>
</tbody>
</table>

Firefighter's Organizations 2 Voting Delegates
State Fire Marshal Division 2 Voting Delegates

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

(136th ANNUAL CONFERENCE, DETROIT LAKES JUNE 2-4, 2011)
ARTICLE III
Membership Dues

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

<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>1,001 - 2,500</td>
<td>$66.00</td>
<td>$72.00</td>
</tr>
<tr>
<td>2,501 - 5,000</td>
<td>$99.00</td>
<td>$108.00</td>
</tr>
<tr>
<td>5,001 - 10,000</td>
<td>$132.00</td>
<td>$144.00</td>
</tr>
<tr>
<td>10,001 - 15,000</td>
<td>$198.00</td>
<td>$216.00</td>
</tr>
<tr>
<td>15,001 - 25,000</td>
<td>$264.00</td>
<td>$288.00</td>
</tr>
<tr>
<td>25,001 - 50,000</td>
<td>$330.00</td>
<td>$360.00</td>
</tr>
<tr>
<td>50,001 - 150,000</td>
<td>$462.00</td>
<td>$504.00</td>
</tr>
<tr>
<td>150,001 and greater</td>
<td>$600.00</td>
<td>$600.00</td>
</tr>
</tbody>
</table>

In no case shall the annual dues exceed $600.00/year.

(AMENDED B, C, D, H)

Section 3.2 Firefighter's Organization. Firefighter's organizations, as described in Section 2.1.2, shall pay the minimum dues.

(AMENDED C)

Section 3.3 Fire Marshal Division. The State Fire Marshal's Division, as described in Section 2.1.3, shall pay the minimum dues.

(AMENDED C)

Section 3.4 Honorary Life Members. Shall pay no dues.

Section 3.5 All dues shall be for the fiscal year and shall be due and payable in the office of the Treasurer no later than the 15th day of April, in the fiscal year for which they are assessed.

(AMENDED B)

ARTICLE IV
Annual Conference & Membership Meeting

Section 4.1 The annual conference shall be held during the month of June. Two days shall be allowed for the transaction of business. The annual membership meeting will be held in conjunction with the annual conference.

4.1.1 Unless otherwise directed by the board of directors, the annual membership meeting held in conjunction with the annual conference shall be held at a time and place determined by the conference committee, working with the host city.

(AMENDED I)

4.1.2* Unless otherwise provided by law or these Bylaws, a quorum for a meeting of members is ten (10) percent of the members entitled to vote at the meeting.

(AMENDED E)

4.1.3 The order of business at the annual meeting shall include:

1) Reading and approval of minutes of previous meeting
2) Reports of Officers
3) Reports of Standing Committees
4) Reports of Special Committees
5) Unfinished Business
6) Selection of Future Site of Conference
7) Election of Officers
8) New Business
9) Adjournment

(AMENDED E)

4.1.4 Except where a larger portion or number is required by law or these Bylaws, the members may take action by the affirmative vote of a majority of the delegates present at a duly held meeting.

(AMENDED E)

Section 4.2 Site. The conference site shall be held according to the conference rotation schedule.

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

4.3.1 Be prepared to furnish, within a 15 mile radius of the meeting hall, 600 rooms with private bathroom facilities, or the average of the number required for the three (3) preceding conferences whichever is greater;

4.3.2 Be prepared to furnish a meeting hall, with satisfactory acoustical qualities, which will seat at least 700 delegates;

4.3.3 Provide adequate dining facilities within a reasonable distance of the meeting hall;

4.3.4 Before March 1 of the year in which its application is to be considered, submit to the Secretary of the Association an application which shall include: a general listing of the available facilities; the proposed rates; the proposed registration fees; and a tentative schedule of meetings and events.

4.3.5 Schedule meetings and events jointly with the Conference Facilities and Rules Committee.

4.3.6 Comply with all rules and guidelines listed and available from the Conference Facilities and Rules Committee.

Section 4.4 Selection. The Association's Conference Facilities and Rules Committee shall, before May 1, investigate all applications received by the Secretary before March 1, to determine if the facilities of the applicants meet the qualifications enumerated in the preceding section. If the committee decides, by a majority vote of its members, that the proposed facilities meet such requirements, it shall so notify the Secretary, who shall before May 10 provide all member departments with a list of approved applicants. The decision of the committee shall be final.

(AMENDED E)
Section 4.5 Written notice of the annual or any special meeting of the membership shall be given at least thirty (30) days and not more than sixty (60) days before the meeting. The notice must contain the date, time, and place of the meeting.

ARTICLE V
Region Associations

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

Section 5.2 Regions, whose boundaries are determined by the Board of Directors shall be numbered and identified as follows:
- 1 - Capital City
- 2 - Northern
- 3 - Arrowhead
- 4 - Northwest
- 5 - Cuyuna
- 6 - Lake
- 7 - St. Croix Valley
- 8 - North Suburban
- 9 - West Central
- 10 - Central
- 11 - United Fire Fighters
- 12 - Minnesota Valley
- 13 - Southwest
- 14 - South Central
- 15 - Southeastern

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

Section 5.4 Each Voting Director shall represent a current member department of the Association, either as an active member or by having attained Honorary Life Membership as a member of a current member department.

ARTICLE VI
Officers

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

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

6.2.1 President. It shall be that duty of the President:
- a) To preside at all meetings of the Association.
- b) To appoint standing committees.
- c) All drafts and orders shall be approved by and bear the signatures of the President and the Secretary.

6.2.2 Vice President. It shall be the duty of the Vice President:
- a) To perform all of the duties of the President in case of absence or incapacity.
- b) To assume the office of President in case of the President’s death, resignation or removal from office.

6.2.3* Secretary. It shall be the duty of the Secretary:
- a) To keep an accurate record of the minutes of each annual or special conference of the Association and to have the same published.
- b) Keep an accurate record of all Board of Director meetings and disseminate to all Board members To keep an accurate record of all moneys received, as provided by the Treasurer.
- c) To direct the Treasurer in all disbursements of funds.
- d) To receive all reports and applications for Honorary Life Membership and to present these to the membership at the conference.
- e) To provide the necessary ballots for the elections which will be held at the conference.

6.2.4 Treasurer. It shall be the duty of the Treasurer:
- a) To receive and keep accurate records of all moneys collected or disbursed, with copies provided to the Secretary.
- b) To pay out disbursements upon order of the Secretary, countersigned by the President.
- c) To make an itemized report of all receipts and disbursements of this office, which shall be audited.
MINNESOTA STATE FIRE DEPARTMENT ASSOCIATION

annually as determined by the Board. Such report and audit must be presented to the Board of Directors for their examination and approval before it is submitted to the annual conference.  

Section 6.3* The Secretary and the Treasurer of this Association shall be bonded in such amount as the Board of Directors may require. Such bonds will be paid for by the Association, and the bonds are to be filed with the President.  

Section 6.4 The draft minutes of the annual conference shall be made available to all member departments as soon as possible following the conference, in no case later than September 1 of the same year. The Secretary may employ the recorder and the printer, and the Association shall provide funds for their payment.  

Section 6.5 The salaries of all officers shall be determined by the Board of Directors of this Association.  

Section 6.6* An Officer may be disciplined, suspended, or expelled for cause. Any such action shall be handled by the Ethics Committee through its written procedures. Complaints shall be submitted as described in Article X.  

ARTICLE VII

Election of Officers

Section 7.1 Election of officers for this Association shall be conducted during the annual business meeting of the Association.  

Section 7.2 A candidate for any elective office of this Association shall file his/her name and the office they are seeking with the Secretary at least 45 days prior to the first day of the annual conference. Each such candidate shall be an active, or Honorary Life Member, of a current member department of the Association.  

Section 7.3 The officers named in Article 6, Section 6.1 shall be elected by a majority vote, by ballot, at the annual meeting held in conjunction with the annual conference of this Association and shall hold their respective office for a term of two (2) years, not to exceed three (3) consecutive terms, or until their successors have been duly elected and qualified. The President, and Treasurer shall be elected in even number years, and the Secretary and Vice President shall be elected in odd number years. Terms of officers shall begin immediately after adjournment of the conference at which they were elected to their respective offices. Vacancies in office, other than the President, occurring during the unexpired term of any officer of this Association shall be filled by majority vote.  

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

ARTICLE VIII

Board of Directors

Section 8.1* The affairs of this Association shall be managed by or under the direction of a Board of Directors, which shall include the membership at large elected officers.  

Section 8.2 Directors shall meet the requirements of 2.1 and be as follows: a director chosen by and from each member department located within a city of the first class and a director from each of 15 regions of the state selected as provided in Article V, Section 5.3. The chief (or appointee) of the department which is to serve as host to the next annual conference shall be Ex-Officio, non-voting director and the Minnesota State Fire Marshal (or designee) shall be a voting Director.  

Section 8.3* The immediate past President, the immediate past Vice President, the immediate past Secretary and the immediate past Treasurer shall also be members of the Board of Directors. All past officers shall remain on the board of directors until the completion of the next board of directors meeting following the annual conference organizational meeting.  

Section 8.4 An organizational meeting of the Board of Directors shall be held immediately following adjournment of the annual conference.  

Section 8.5 The Board of Directors shall meet prior to the annual conference and at such times as the President of the Association shall deem necessary.  

Section 8.6 Special meetings of the Board may be called by the President. Special Meetings shall be called within 30 days and held within 60 days when requested to do so by written action and signed by at least five (5) voting Directors of the Board. Requests shall be sent to the Secretary by US Mail and shall contain a statement of the subject matter to be taken up at such meeting.
Notice of special meetings may be given each director personally or by mail at least seven (7) days in advance of the meeting. Notice of a special meeting shall contain a statement of the subject matter to be taken up at such meeting and only those items contained in the statement may be acted upon. (amended E)

Section 8.7* A majority of the Directors of the 15 Regions, as listed in Section 5.2, then in office shall constitute a quorum for the conduct of business. If any Director is unable to attend a meeting of the Board of Directors, the Director may designate an alternate for that meeting provided that the alternate meets the requirements of 5.4 and is approved by the President and Secretary of that region. (amended E)

Section 8.8 The Board may establish one or more committees having the authority of the Board in the management of the business of the Association to the extent determined by the board as provided for in Article IX.

Section 8.9* A Director may be disciplined, suspended, or expelled for cause. Any such action shall be handled by the Ethics Committee through its written procedures. Complaints shall be submitted as described in Article X. (amended A)

ARTICLE IX
Committees

Section 9.1 The standing committees of the Association shall be the Executive, Legislative, Ethics, Resolution and Bylaws, Conference Facilities and Rules, and such other committee as the President may deem advisable to name to help carry on the business of the Association. (amended A, C)

Section 9.2 The Executive Committee shall, within 30 days after adjournment of the annual conference, name the committees and all representatives for any state or national boards, committees, or affiliations that the MSFDA participates on for the ensuing year. The chair and the other members of each committee so chosen shall be notified by the Secretary of their respective appointments. Any committee changes or vacancies shall be filled by procedures and rules in the current Robert Rules of Order, currently being used by the MSFDA. (amended F & I)

Section 9.3 The Executive Committee shall appoint all committee members except those of the Ethics and Executive Committee. (amended A, E, F, G)

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

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

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

Section 9.7 The President shall appoint three members to comprise the Ethics Committee, one to be appointed for a one-year term, one for a two-year term, and one for a three-year term. Thereafter in June of each year the President shall appoint one member to the Committee. The Ethics Committee shall follow written disciplinary procedures developed by the Committee and approved by the Board. (amended A)

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

Section 9.9 Expenses such as travel, lodging and meals will be paid by the Association while such committee members are working in the interest of or in behalf of the Association. (amended C)

ARTICLE X
Ethical Conduct

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

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

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

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

ARTICLE XI
Rules of Operation

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

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendments

Section 13.1 These Bylaws shall not be amended except at the annual meeting held in conjunction with the annual conference of this Association and by a majority vote of authorized delegates present and voting.

Written action of any resolution or proposal seeking the alteration or amendment of these Bylaws must be signed by at least ten (10) voting members and shall be filed with the Secretary at least 60 days prior to the first day of such annual conference if not presented by the Resolution and Bylaws Committee. The Secretary shall immediately forward such to the Resolution and Bylaws Committee for review and recommendation. The Secretary shall notify all member departments and organizations of such proposal and the Resolution and Bylaws Committee recommendation at least 30 days prior to the first day of such annual conference.

Addendum to Bylaws

ARTICLE I, Section 1.3, Definitions.
Subd. 1. Scope. For purposes of this chapter, the terms in this section have the meanings given them, unless the language or context clearly shows that a different meaning is intended.

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

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

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

Subd. 4. Board of directors. "Board of directors" or "board" means the group of persons vested with the general management of the internal affairs of a corporation, regardless of how they are identified.
Subd. 5. Bylaws. "Bylaws" means the code adopted for the regulation or management of the internal affairs of a corporation, regardless of how designated.

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

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

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

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

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

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

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

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

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

Subd. 14. Notice. (a) "Notice" is given by a member of a corporation to the corporation or an officer of the corporation when in writing and mailed or delivered to the corporation or the officer at the registered office of the corporation. (b) Notice is given by the corporation to a director, officer, member, or other person:

(1) when mailed to the person at an address designated by the person, at the last known address of the person or, in the case of a director, officer, or member, at the address of the person in the corporate records;
(2) when communicated to the person orally;
(3) when handed to the person;
(4) when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
(5) if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house; or
(6) when the method is fair and reasonable when all the circumstances are considered.

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

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

Subd. 16. Organization. "Organization" means a domestic or foreign business or nonprofit corporation, limited liability company, whether domestic or foreign, partnership, limited partnership, joint venture, association, trust, estate, enterprise, or other legal or commercial entity.

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

Subd. 18. Related organization. "Related organization" means an organization that controls, is controlled by, or is under common control with, another corporation. Control exists if an organization:
(1) owns, directly or indirectly, at least 50 percent of the stock ownership or membership interests of another organization;
(2) has the right, directly or indirectly, to elect, appoint, or remove 50 percent or more of the voting members of the governing body of another organization; or
(3) has the power, directly or indirectly, to direct or cause the direction of the management and policies of another organization, whether through the ownership of voting interests, by contract, or otherwise.

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

(a) "Signed" means that the signature of a person is written on a document, as provided in section 645.44, subdivision 14. A document required by this chapter to be filed with the secretary of state must be signed by a person authorized to do so by this chapter, the articles or bylaws, or a resolution approved by the directors, as required by section 317A.237, or the members with voting rights, if any, if required by section 317A.443.
(b) A signature on a document may be a facsimile affixed, engraved, printed, placed, stamped with indelible ink, transmitted by facsimile or electronically, or in any other manner reproduced on the document.

Subd. 20. Written action. "Written action" means a written document signed by all of the persons required to take the action. The term also means the counterparts of a written document signed by any of the persons taking the action. A counterpart is the action of the persons signing it, and all the counterparts are one written action by all of the persons signing them.