

BYLAWS
OF
POLICE OFFICERS FEDERATION OF MINNEAPOLIS

This instrument constitutes the Bylaws of Police Officers Federation of Minneapolis, a nonprofit corporation duly organized under the laws of the State of Minnesota.

Members

Bylaw 1. Eligibility. All sworn law enforcement officers employed by the City of Minneapolis and the Minneapolis Park and Recreation Board shall be eligible to be a member of the corporation. If a member who has passed probation in the job classification of Police Officer is terminated by the City or the Park and Recreation Board, his/her “employment” for the purposes of eligibility under Bylaws 1, 11, 16 and 17 shall be deemed to continue until: the period to contest the discipline has expired; or, if the member has contested the termination, a “final determination” (meaning, decision issued by an arbitrator, the Civil Service Commission or a Veteran’s Preference Panel) has been made upholding the termination.

Bylaw 2. Application; Approval. Application for membership shall be made on a standard application form. Such form shall contain or be accompanied by a valid authorization for payroll deduction of dues. Upon application for membership, a person eligible for membership shall become a full member in good standing upon the approval by an affirmative vote of two-thirds of the members of the Executive Board present at any regular meeting of the Executive Board.

Bylaw 3. Membership Fees. The regular dues for a member of the Federation shall be one and one-quarter percent (1.25%) of a top patrol officer’s monthly base wages plus clothing

allowance, such amount payable each month by payroll deduction; and one holiday (which shall be a number of hours equal to the member's regular work day as determined pursuant to the applicable labor agreement) each calendar year shall be debited from the member and credited to the Federation's donated time account. The holiday from members who are employed by the Park and Recreation Board shall be maintained in a separate account for use by the Park Representative. The Executive Board may recommend a special assessment to be levied on all members. A special assessment shall not be effective unless approved by the affirmative vote of two-thirds of the members voting on the issue by secret ballot at a meeting of the membership for which the members have been given at least twenty (20) days advance notice. Such notice shall specify that a special assessment will be considered at the meeting and shall specify the amount of the special assessment.

Any member who is two (2) months in arrears in dues or assessments shall be suspended as a member and shall not be entitled to any of the benefits of full membership. However, a member shall not be suspended for non-payment of dues while awaiting a final determination on his/her case when: his/her employment has been terminated; the right to contest the termination has been timely exercised; and he/she is not being paid while awaiting a final determination. A member suspended for non-payment of dues may be reinstated to membership in the Federation on payment of all arrearages or upon a payment of a reinstatement fee to be decided upon by the Executive Board as well as the current months dues.

Bylaw 4. Fair Share Fee Payers. Persons eligible for membership, but who are not full members in good standing may be deemed by the Executive Board as “fair-share fee payers.” Fair share fee payers are not members and are not entitled to vote or to any of the other benefits of membership, but may be assessed a fair share membership fee in an amount not more than eighty-five percent (85%) of the regular dues, including holiday hours, or special assessments for collective bargaining costs charged to other members. Such fair share fee shall be paid to the Federation by payroll deduction.

Bylaw 5. Political Action Fund. Two dollars (\$2.00) of the monthly dues from each member shall be contributed to a dedicated fund to be known as the Political Action Fund. Monies from the Political Action Fund may be expended only for political purposes, as authorized by the Executive Board and permitted by law.

Bylaw 6. Leaves of Absence. The Executive Board may grant a leave of absence to a member upon application by the member if the member is on an unpaid leave of absence from his/her employment with the City or the Park and Recreation Board or for other good cause which shall be determined in the sole discretion of the Executive Board. A leave of absence shall be for a definite term established by the Executive Board. The Executive Board may grant extensions to a leave of absence. When a leave of absence is granted, the member’s obligation to pay dues shall be suspended during the leave. A member on a leave of absence shall not be entitled to vote or have any of the other privileges or benefits of full membership. A member on a leave of absence shall be reinstated if he/she applies not later than 30 days after his/her return to work with the City, but shall be treated as a fair share member if he/she fails to apply for reinstatement within such 30 day period. A member may be reinstated upon his/her application and an affirmative vote of a majority of the Executive Board. Reinstatement shall be effective

upon payment of the dues accrued during the leave of absence. In the case of a demonstrated hardship, the members by an affirmative vote of a majority of those present at the general membership meeting during which the matter is considered may waive the obligation to pay all or a portion of the accrued dues as a condition of reinstatement.

If the leave of absence from employment with the City or the Park and Recreation Board results from the employee being called to active military service, holding elected office, holding an appointed position in the public service for any public agency other than the City of Minneapolis, or serving on any Olympic team of the United States; then the employee need not apply for the leave of absence. Further, the employee on such a leave of absence need not apply for reinstatement to full membership upon his/her return to employment and shall not be obligated to pay the dues which accrued during his/her leave of absence.

Upon reinstatement, the member shall be considered to have been a full member in good standing during the term of his/her leave of absence.

Bylaw 7. Member Misconduct; Penalties. A member of the Federation may be censured, suspended or expelled for conduct detrimental to the Federation. The Executive Board shall adopt a procedure for accepting, investigating and hearing the charges consistent with accepted principles of due process. The policy, and any amendments thereto, shall be effective upon approval by the affirmative vote of a majority of the members present and voting on the issue at any general membership meeting.

Bylaw 8. Appointment to Appointed Position. A member who is appointed to the position of Commander, Inspector, Deputy Chief, Assistant Chief or Chief of Police in the City of Minneapolis or to the position of the Director/Chief of Park Police for the Minneapolis Park and Recreation Board shall be placed on a leave of absence from membership in the Federation

subject to the same terms and conditions of Bylaw 6 as if the person had been on an unpaid leave of absence from his/her employment with the City or the Park and Recreation Board.

Bylaw 9. General Membership Meetings. Regular meetings of the members (hereafter “general membership meetings”) shall be held at least monthly, at a time and place to be fixed by the Executive Board. General membership meetings shall be conducted pursuant to Roberts Rules of Order, except to the extent that Roberts Rules are contrary to the Articles, Bylaws and Rules of the Federation. Special general membership meetings may be called by the Executive Board, the Federation President or by a petition filed with the Federation President or Executive Board and signed by one-third of the members. At least ten days advance notice shall be given the membership prior to any general membership meeting. Notice shall be made by means of a written or electronic notice detailing the date, time and location of the meeting, and the proposed agenda. To the extent possible, notice for special general membership meetings will be made in a manner similar to that for regular general membership meetings. If the situation prevents the required ten-day notice, the Executive Board will make a good faith attempt to contact each Federation member by alternate means and inform him/her of the date, time and location of the special meeting. Any time this alternate method of notification is used, the presiding officer at the special meeting will report to the membership present on the efforts taken to contact each member and the reason that the regular procedure could not be followed. The notice requirements of this bylaw are deemed waived upon attendance at any meeting.

Bylaw 10. Quorum. A quorum for a meeting of the members is four percent (4%) of the members entitled to vote.

Officers

Bylaw 11. Election; Term. The officers of the corporation shall include a President, a Vice-President, a Secretary and a Treasurer. Officers of the corporation shall be elected by the members for a term of two years, and shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the officer. To be eligible to serve as an officer, a member must be a member in good standing and be a non-probationary employee serving in a job classification covered by the labor agreement between the Federation and the member's employing agency.

Bylaw 12. President. The President shall be the chief executive officer of the corporation, shall be responsible for the active management of the day-to-day business of the corporation, and shall see that all orders and resolutions of the Executive Board are carried into effect. The President shall appoint committees, preside at meetings of the Executive Board and of the members, shall serve as the chief business agent of the Federation with regard to union business, 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 may delegate his/her duties to other members of the Executive Board.

Bylaw 13. Vice-President. The Vice-President shall assist the President and assume the duties of President in his/her absence.

Bylaw 14. Secretary. The Secretary shall keep a correct record of all general membership meetings of the Federation and meetings of the Executive Board; shall send out all necessary notices of general membership meetings and meetings of the the Executive Board; shall furnish the election judges with a complete list of the active members of the Federation who are in good standing and with printed ballots as required by the Federation; shall conduct such

correspondence of the Federation and of the Executive Board as they may direct; and apprise the members at or before the next regular meeting of the Federation as to the minutes of the Executive Board. The Secretary shall perform such other duties as may be required of him/her under the Articles or Bylaws of the corporation or as may be assigned from time to time by the President. The Secretary shall be required to post a commercial bond for the faithful discharge of these duties in an amount as shall be determined by the Federation. The premium for such bond shall be paid by the corporation. The Secretary shall keep a correct and complete roll of the membership of the organization.

Bylaw 15. Treasurer. The Treasurer shall serve as the Chief Financial Officer of the corporation and shall be responsible for the custody and control of the funds and liquid assets of the corporation. The Treasurer shall keep a full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Executive Board. The Treasurer shall disburse the funds of the corporation in such name as may be designated by the Executive Board, making the proper vouchers for such disbursements, and shall render to the President and the Board, at each regular meeting of the Executive Board, each regular meeting of the members, or whenever the President may require, an account of the financial condition of the corporation. The Treasurer shall be required to post a commercial bond for the faithful discharge of these duties in an amount as shall be determined by the Federation. The premium for such bond shall be paid by the corporation.

Directors

Bylaw 16. Election; Term. The corporation shall have five (5) Directors. The Directors of the corporation shall be elected by the members for a term of two years, and shall hold office

until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director. To be eligible to serve as a director, a member must be a member in good standing and be a non-probationary employee serving in a job classification covered by the labor agreement between the Federation and the member's employing agency..

Bylaw 17. Park Representative. The Park Representative shall be an ex officio member of the Executive Board. The Park Representative shall be elected by those members who are employed by the Park and Recreation Board for a term of two years, and shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the officer. To be eligible to serve as Park Representative, a member must be member in good standing and be a non-probationary employee of the Park and Recreation Board serving in a job classification covered by the labor agreement between the Federation and Park and Recreation Board.

Executive Board

Bylaw 18. Responsibilities; Number. The property, funds, affairs and business of the corporation shall be under the general authority of its board of directors, (the "Executive Board"), which shall consist of the four (4) persons elected as the Officers of the corporation and five (5) Directors; plus the Park Representative who shall serve as an ex-officio member.

Bylaw 19. Election Process. Nominations for expiring or vacant officer, director and Park Representative positions shall be made at the general membership meeting of the Federation in February of each year. For each position for which a general election will be held, ballots and voting instructions for the election shall be mailed to each member not less than fourteen (14) days prior to the March general membership meeting.

If more than two persons are nominated for any office, a primary election shall be conducted and ballots and voting instructions for the primary election shall be mailed to each member not less than fourteen (14) days prior to the March general membership meeting. The two candidates receiving the greatest number of votes in the primary election for each position shall then be placed on the ballot for a run-off election. Ballots and voting instructions for the run-off election shall be mailed to each member not less than fourteen (14) days prior to the April general membership meeting.

When a full member in good standing knows in advance of an election that he/she will not be available to receive and return his/her mailed ballot for either the primary or general election, he/she may contact the Secretary of the corporation to make alternate arrangements to allow the member to vote. To be counted, a ballot must be received by the Election Judge by the close of business on the day preceding the day of the general membership meeting at which the election results will be announced. The Election Judge shall be selected by action of the Executive Board, but shall be a CPA or CPA firm with experience in matters of this nature. After the deadline for receiving ballots, the Election Judge shall count the ballots cast for each candidate. In consideration and counting of the ballots, the Election Judge shall follow the applicable provisions of Minn. Stat. §204C.22. Each candidate may appoint one observer, which may not be the candidate, to observe the opening, consideration and counting of the ballots by the Election Judge. Upon completing the counting of the ballots, the Election Judge shall certify the results and report the results to the Secretary in writing. The Secretary shall present the certified election report of any general election or primary election contest at the March general membership meeting and, of any run-off election contest, at the April general membership

meeting. The candidate receiving the greatest number of votes in a general or run-off election shall be elected and shall be sworn into office at the May general membership meeting.

Bylaw 19. Meetings. Meetings of the Executive Board may be held at any time upon request of the President or any two members of the Executive Board. The request shall specify the purpose or purposes of the meeting. The President shall preside at each meeting of the Executive Board or, in his/her absence, the Vice-President, or if neither the President nor the Vice-President are in attendance, a chair selected by those Executive Board members present. The Secretary of the corporation, or in his or her absence any person whom the President or meeting chair shall appoint, shall act as secretary of the meeting.

Bylaw 20. Action Without A Meeting. Any action required or permitted to be taken at an Executive Board meeting may be taken by written action signed or approved in writing by not less than two-thirds of the Executive Board members. For purposes of this Bylaw 20, an electronic communication by an Executive Board member shall be considered to be “in writing.”

Bylaw 21. Action By Electronic Communication. A conference among Executive Board Members by means of communication through which the Executive Board members may simultaneously communicate with each other during the conference constitutes a meeting of the Executive Board, if the same notice is given for the conference as would be required for a meeting and if the number of Executive Board members participating in the conference is a quorum. Participation in a conference by this means constitutes personal presence at the meeting. An Executive Board member may also participate in a meeting of the Executive Board by any means of communication through which the Executive Board member and all other Executive Board members participating in the meeting may simultaneously hear each other

during the meeting. Participation in a meeting by this means also constitutes personal presence at the meeting.

Bylaw 22. Notice. Written notice of each meeting of the Executive Board, stating the time, date and place of the meeting, shall be mailed or delivered to each of the Executive Board members at least five (5), but not more than thirty (30) days in advance of the meeting. Notice may be waived before, at or after a meeting, orally or in writing. Attendance by an Executive Board member at a meeting is a waiver of notice of that meeting, unless the Executive Board member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 23. Quorum; Voting; Proxies. At any meeting of the Executive Board, a majority of the Executive Board members then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the Executive Board members present at a meeting at which there is a quorum is sufficient for any action. The Park Representative shall not be counted for purposes of establishing a quorum or determining the outcome of a vote of the Executive Board. Executive Board members shall not appoint a personal proxy or vote by proxy.

Bylaw 24. Adjournments. Any meeting of the Executive Board may be adjourned from time to time or day to day, or both, upon the consent of a majority of the Executive Board members present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the Executive

Board members is present, any business may be transacted which might have been transacted at the original meeting.

Bylaw 25. Removal. An officer, director or the Park Representative may be removed, with or without cause, by the vote of a two-thirds majority of total number of full members in good standing. A motion to remove an officer, director or the Park Representative may be made by an action by the Executive Board adopted by at least two-thirds of the Executive Board or by a written petition signed by at least 75 full members in good standing. When a motion to remove an officer, director or Park Representative has been made, the Executive Board shall hold a general membership meeting to present the details of the grounds for removal to the membership. The meeting may last more than one day and shall be at such place(s) and time(s) so as to maximize the number of members that can attend the meeting to learn the details of the proposed removal and to vote. The removal vote shall be conducted by a numbered paper ballot. In order to be considered, a ballot must be submitted to the Secretary or other presiding officer before the meeting is adjourned. The Executive Board may adopt procedures to insure a fair election process. The Secretary shall give 20 days advance notice to the members of a removal meeting. Such notice shall describe the date(s), time(s) and place(s) of the meeting and the voting procedures that will be used.

Bylaw 26. Vacancy. If any Executive Board position becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Executive Board may, by an affirmative vote of two-thirds of the Executive Board, appoint a successor who shall serve temporarily until the next regular election. If the term for the position was scheduled to expire in conjunction with the next regular election, an election to fill the vacancy shall be held and the term of the duly elected candidate shall be for the full two-years as specified in

these Bylaws. If the term of the vacant position was not scheduled to expire in conjunction with the next regular election, the term of the duly elected candidate shall be only for one year.

Bylaw 27. Compensation for Executive Board Members. As and for compensation for service to the Federation, the members of the Executive Board shall be paid the following amounts each month: the President shall be paid 30% of the total monthly compensation of a top grade patrol officer for the City of Minneapolis; the Secretary and the Treasurer shall be paid 15% of the total monthly compensation of a top grade patrol officer; the Vice-President shall be paid 7% of the total monthly compensation of a top grade patrol officer, but after December 31, 2015, 10% of the total monthly compensation of a top grade patrol officer; the Directors and Park Representative shall be paid 7% of the total monthly compensation of a top grade patrol officer.

Bylaw 28. Committees. In addition to the Committees referenced herein, the President may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees, except as specified herein.

The Conduct Committee shall consist of a representative group of seven (7) members in good standing who are not members of the Executive Board. The members of the Conduct Committee shall be appointed by the President, subject to the approval of the Executive Board. The duties of the Conduct Committee shall be to investigate grievances or complaints made by Federation members against other Federation members which may affect the membership status of the accused member.

The Contract Committee for members employed by the Minneapolis Police Department (“MPD”) shall consist of up to five members in good standing appointed by the President. The

MPD Contract Committee shall be appointed prior to the commencement of contract negotiations with the City. The Contract Committee for members employed by the the Minneapolis Park Board Police Department (“PBPD”) shall consist of either the President or Vice-President, the Park Representative and up to three members in good standing employed by the PBPD who are appointed by the President after consulting with the Park Representative. The PBPD Contract Committee shall be appointed prior to the commencement of contract negotiations with the Park Board. Each respective Contract Committee will attend all negotiation, mediation and arbitration meetings with the employer or its representative(s) relating to the provisions of the current or a successor collective bargaining agreement governing the terms and conditions of employment of the members covered by that contract. Nothing in this section shall be construed to prevent other members from attending these meetings or participating in this process as may be directed from time to time by the respective Contract Committee.

Bylaw 28. Other Powers. In addition to the powers and authority conferred upon it by these Bylaws, the Executive Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation.

Other Matters

Bylaw 29. Contract Ratification. The Executive Board, acting with the advice of the respective Contract Committee, shall have the power to determine whether to present a contract proposal to the members covered by the contract for ratification or to pursue binding arbitration. When the Executive Board has voted to present a contract proposal for a ratification vote, the Executive Board shall hold a special general membership meeting for the members covered by the contract to present the details of the contract proposal to those members. The meeting may

last more than one day and shall be at such place(s) and time(s) so as to maximize the number of members that can attend the meeting to learn the details of the contract proposal and to vote. The ratification vote shall be conducted by a numbered paper ballot. Only members in good standing who are covered by the contract may vote to ratify a contract proposal. In order to be considered, a ballot must be submitted to the Secretary before the meeting is adjourned. The contract shall be considered ratified upon the affirmative vote of a majority of the members covered by that contract who cast a ballot. The Executive Board may adopt procedures to insure a fair voting process. The Secretary shall give 20 days advance notice to the affected members of a contract ratification meeting. Such notice shall describe the date(s), time(s) and place(s) of the meeting and the voting procedures that will be used.

Bylaw 30. Grievances. The Executive Board shall have the authority to determine whether to file, prosecute, settle or arbitrate grievances arising under the collective bargaining agreement. The Executive Board may assign teams of three Executive Board members the responsibility to review and analyze a case and make recommendations to the full Executive Board. In cases where the Executive Board has initially determined that the matter will not be filed or, if filed and denied, will not be arbitrated; notice of such initial decision shall be given to the grievant, if any, prior to consideration of the matter by the Executive Board. Such notice shall include the date and time of the Executive Board meeting at which the grievance will be considered by the Executive Board. In such case, the grievant may request that the Executive Board reconsider its decision. To do so, the grievant must present to the Secretary not less than 48 hours before the meeting a written summary of the reasons he/she asserts that the initial decision of the Executive Board should be reversed. At the Executive Board meeting, the grievant and any other member whom the grievant has invited to speak shall be given an

opportunity to address the Executive Board. The Executive Board may set reasonable time limits on presentations by the grievant. The decision of the Executive Board shall be final and binding. The Executive Board may seek the advice of its legal counsel before rendering a final decision on the matter. The Executive Board shall act promptly to ensure that the matter is considered within the time constraints of the grievance procedure set forth in the collective bargaining agreement. No such notice or reconsideration opportunity need be given for a class action grievance.

Bylaw 31. Maintenance and Inspection of Records. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the Executive Board and of committees of the corporation shall be kept at the registered office of the corporation. An Executive Board member or any member in good standing may, for any proper purpose at any reasonable time, inspect books and records of the corporation of the nature and in the manner prescribed by law or the policies of the corporation established by the Executive Board.

Bylaw 32. Budget. The Executive Board shall meet in January of each year to establish a budget for revenues and expenditures for the calendar year. The budget established by the Executive Board shall be submitted to the members for approval at the January general membership meeting. The budget shall be approved upon the affirmative vote of a majority of the members present and voting on the issue.

Bylaw 33. Audit. The Executive Board shall make or cause to be made at least every other year an audit of the finances of the Federation and shall report to the membership on the results of such audit.

Bylaw 34. Minneapolis Police Mutual Association Membership. All full members in good standing shall be members of the Minneapolis Police Mutual Association. Upon the death of an active member of the Federation or of a member who retired from the Police Department or Park Police Department while a member in good standing of the Federation, all members of the Federation shall pay two dollars (\$2.00) for the benefit of the deceased member. Such funds shall be collected through payroll deduction.

Bylaw 35. Indemnification of Persons. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, shall be indemnified by the corporation against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification obligation of the corporation shall apply only to the extent such person was acting in good faith and in the scope of his/her duties. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the corporation. Upon receiving a request for defense or indemnification under this Bylaw, the Executive Board shall not act on such request until it has provided notice thereof to the members at a general membership meeting.

Bylaw 36. Authority to Act. Except to the extent specified in the Article or Bylaws of the corporation, no member of the Executive Board of the Federation shall have the power to act as agent for or otherwise bind the Federation in any way whatsoever. No member, group of members, other person or persons shall have the power to act on behalf of or otherwise bind the Federation unless expressly authorized by action of the Executive Board.

Bylaw 37. Voting Agreements Prohibited. Members may not enter into voting agreements.

Bylaw 38. Amendment. These bylaws may be amended pursuant to the procedure specified in the Articles of the corporation.

CERTIFICATE

The foregoing Bylaws of the Police Officers Federation of Minneapolis were adopted by the members of the corporation effective the 25th day of February, 2016.



Cory Fitch, Secretary