



MINNESOTA VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.

BYLAWS

Adopted March 28, 2015 Revised January 31, 2020

ARTICLE I –PURPOSE, AND MISSION STATEMENT

The purpose of Minnesota Voluntary Organizations Active in Disaster, hereafter referred to as MNVOAD, is to be the counterpart for the state of Minnesota to National Voluntary Organizations Active in Disaster, hereafter referred to as NVOAD. The mission of MNVOAD shall be to prepare for disasters and foster more effective service to people who have been affected by disaster through communication, coordination, cooperation, and collaboration. MNVOAD reduces the duplication of services between agencies to effectively meet the needs of disaster-affected communities.

ARTICLE II – OFFICES

The principal office of MNVOAD shall be located at the office of the President or such other location as the Board of Directors may designate. MNVOAD may have such other offices within the State of Minnesota (hereinafter referred to as "this State"), as the Board of Directors may designate or as the business of MNVOAD may from time to time require.

ARTICLE III – MEMBERS and PARTNERSHIPS

A. CATEGORIES AND QUALIFICATIONS.

There shall be two categories of membership and a separate category for Partnerships as identified below.

MEMBERSHIP: (voting)

1. **State Membership** is open to organizations that are a 501(c)3, state-wide in scope and purpose, voluntary, and active in disasters.
2. **Local / Regional Membership** is open to coalitions of agencies or local agencies that are less than statewide in scope and purpose, voluntary, and active in disasters.

PARTNERSHIP: (non-voting)

Partnership is open to organizations, government agencies or businesses with disaster planning and operations responsibilities or capabilities that do not meet all the criteria for membership, but which have a disaster response program and policy for commitment of resources to meet the needs of people affected by disaster without discrimination. Organizations granted Partnership status may be, but are not required to be, statewide in scope. Partners are strongly encouraged to make an annual donation equal to member dues.

Specific criteria for Membership and Partnership are defined in the “MNVOAD Membership Criteria and Application Procedures Policy”, as may be amended from time-to-time by MNVOAD Members or the MNVOAD Board of Directors.

B. SELECTION, RIGHTS AND TENURE.

1. Members shall submit a letter of application and be selected by a majority vote of the current Members of the Board present and voting at a Board Meeting.
2. Members present shall have the right to vote on all matters coming before the membership for a vote.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Termination of membership.
 - a. Upon the vote of a majority of the Board Members present and voting at a Board Meeting, any Member's membership may be terminated if that Member fails to pay the agreed upon dues to MNVOAD's operating budget.
 - b. The membership of any Local / Regional Member may be terminated at any time by a majority vote of the current Board Members present and voting at a Board Meeting.
 - c. No vote on membership termination shall be made without ten days advance written notice to the affected organization.

C. REGULAR MEMBERSHIP MEETINGS

A minimum of one Regular Membership Meeting shall be held annually on a date to be determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before a meeting. Additional Regular Membership Meetings may be scheduled at the discretion of the Board of Directors or a vote of a majority of the Members present and voting at a previous Membership Meeting.

D. SPECIAL MEETINGS

Special Meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of ten percent of the Members entitled to vote at such a meeting.

E. PLACE OF MEETING

The Directors may designate any place within Minnesota, unless otherwise prescribed by statute, as the place of meeting for any meeting called by the Directors. Special Meetings may be held outside of Minnesota, provided all business conducted at that meeting is ratified at a later date during a Membership Meeting held within Minnesota. Special Meetings may also be conducted via telephone conference call or other means which the majority of the Members entitled to vote at such a meeting have access to.

F. NOTICE OF MEETING

Written notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be delivered not less than ten days nor more than sixty days before the date of the meeting to each Member of record entitled to vote at such meeting, and to each Director of MNVOAD then in office. If mailed/e-mailed, such notice shall be deemed to

be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Member at his address as it appears on the books of MNVOAD.

G. QUORUM

At any meeting of Members, ten percent of the Members of MNVOAD entitled to vote, represented in person or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

H. VOTING

1. Qualifications. Each Member in good standing shall be entitled to one vote at any and all meetings of the Members of MNVOAD. Partners shall not be entitled to vote.
2. Manner. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. Each Member shall appoint a person to represent it and to cast its vote at meetings of the Members of MNVOAD. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State. Directors who are not designated as voting representatives of their Member Agencies, do not acquire voting rights at Membership Meetings by virtue of their position on the Board.

I. VOTING LISTS

1. Maintenance. The Secretary of MNVOAD shall maintain an accurate and current list of the names the Members of MNVOAD eligible to vote. Such list shall be available for inspection at any and all Meetings of the Members of MNVOAD.
2. Determination. Each Member shall provide to the Secretary for placement on the official list of voting Members the name of the person appointed to represent it and to vote for it at meetings of the Members of MNVOAD. In the event of the absence of such notification or of conflicting notifications, the Secretary or his/her designee shall recognize one person to represent the Member in question at any meeting of the Members of MNVOAD.

J. INFORMAL ACTION BY MEMBERS

Unless otherwise provided for by law, any action required to be taken at a meeting of the Members may be taken as an informal action without a meeting. Such an informal action requires written consent setting forth the action so taken, to be signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV -BOARD OF DIRECTORS

A. GENERAL POWERS

The business and affairs of MNVOAD shall be managed by its Board of Directors. The Directors shall in all cases act as a board. They may adopt such rules and regulations for the conduct of their meeting and the management of MNVOAD as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this State.

B. NUMBER AND QUALIFICATIONS

1. There shall be no more than twelve Directors nor less than three Directors. Directors will serve terms of no longer than two years and are renewable
2. The Board of Directors shall consist of the Officers, the immediate Past President, a representative from the Homeland Security Emergency Management Agency and one or more Members-At-Large, ~~from affiliated with~~ member agencies in good standing with MNVOAD, and with the approval by the official member agency representative, as selected by the Membership.
3. Officers shall be affiliated with three different Member organizations.
4. Additionally, the MNVOAD Board may invite Partner entities to appoint a non-voting liaison to the Board.

C. ELECTION AND TERM OF OFFICE

1. With the exceptions noted below, the nominees for the Board of Directors will be selected by a nominating committee for a term of two years. Each term ends at the close of the annual Members' meeting. Additional nominees may be added to the slate from the floor prior to the election. All open Director positions will be filled by a majority vote of the Members present at the annual Membership Meeting.
2. The Vice-President has the right to succeed the President in office. If the Vice-President declines that right, the President shall be elected in the manner prescribed above.
3. Board Officers may only serve two full consecutive terms in the same office. Following completion of a second consecutive term, a ~~one-year~~one-year absence from the existing office must occur prior to becoming eligible for nomination.—
4. The representative of the State Emergency Management Agency shall be appointed by the Director of the State Emergency Management Agency and his / her term of office on the Board of Directors shall be perpetual.
5. The Liaison position is renewable annually at the discretion of the Board.

D. REGULAR & SPECIAL MEETINGS

The Board of Directors shall determine the frequency, time and venue of their regular meetings throughout their term without special notice to the membership other than this bylaw. Special meetings of the Directors may be called by the President, or a majority of the Directors. Any meeting of the Directors may be held via telephone conference call.

E. NOTICE

Written notice stating the place, day, hour and purpose of the meeting shall be delivered not less than ten days before the date of the meeting to each Director of MNVOAD then in office. If mailed/e-mailed, such notice shall be deemed to be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Director at his/her address as it appears on the books of MNVOAD. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

F. QUORUM

At any meeting of the Directors, fifty-one percent of the voting Directors then in office shall constitute a quorum for the transaction of business, If no quorum is reached, attending Directors may decide to adjourn or discuss agenda items, however items requiring a vote must be tabled until the next Director's meeting with a quorum.

G. VOTING

With the exception of the representative of the State Emergency Management Agency, and Partner Liaisons, each Director is entitled to one vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. All matters shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

H. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

I. VACANCIES

The vacancy of a seat on the Board of Directors, other than the office of President, may be filled by the election of a new Director by the Board of Directors for the remainder of the unexpired term, provided that such election is ratified by the Members at the next succeeding Membership Meeting or by paper or electronic ballot. If the President vacates his/her position, the Vice President will automatically assume the position of President for the unexpired term.

J. REMOVAL OF DIRECTORS & RECALL ELECTIONS

For good cause, a Director may be removed by a vote of four-fifths of all of the Members present and voting at a Membership Meeting. Recall elections, held by the Membership, shall be conducted within thirty days of the presentation to the President, or Secretary, of a petition signed by one-half of the Members qualified to vote. In the cases of removal of a director and/or recall elections, written notice must be made to the membership a minimum of fourteen days before such action is voted upon.

K. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of MNVOAD. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

L. COMPENSATION

No compensation shall be paid to Directors for their services as such. Nothing herein contained shall be construed to preclude any Director from serving MNVOAD in any other capacity and receiving compensation thereof.

ARTICLE V – OFFICERS

A. NUMBER

The officers of MNVOAD shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors.

B. PRESIDENT

The President shall be the principal executive officer of MNVOAD and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of MNVOAD. The President shall preside at all meetings of the Members and of the Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of MNVOAD, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

C. VICE PRESIDENT

The Vice President shall preside at meetings of the Members and of the Directors in the absence of the President. The Vice President has the right to succeed the President at the end of the President's term of office or in the event that the President fails to complete his/her term. The Vice President shall also perform such other duties as may be assigned by the President or by the Board of Directors.

D. SECRETARY

The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required. The Secretary shall be the custodian of the corporate records and of the seal of MNVOAD. The Secretary shall keep a register of the post office address of each Member, each official representative of each Member, Partner and Director which shall be furnished to him or her by such Member, Partner or Director. The Secretary shall in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Directors.

E. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of MNVOAD. The Treasurer shall receive and give receipts for moneys due and payable to MNVOAD from any source. The Treasurer shall deposit all such moneys in the name of MNVOAD in such

banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. The Treasurer shall disburse funds in accordance with MNVOAD policies and procedures. The Treasurer shall in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

ARTICLE VI –COMMITTEES

The following committees shall exist as the standing committees of the organization:

A. Standing Committees

1. **NOMINATING** -The nominating committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the board, and shall convene to determine candidates to fill vacancies or expiring terms of members of the Board of Directors
2. **MEMBERSHIP** -The membership committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the board, with the tasks of recruiting, vetting, and onboarding new members as well as engage in and retaining current members
3. **FINANCE** – The finance committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the board, with the responsibility to review the financial dealings of MNVOAD and submit a written report of such at the Annual Membership Meeting.

B. Adhoc Committees will be created and/or terminated, as needed, by the Directors to deal with operational issues.

ARTICLE VII -BUSINESS OPERATIONS

A. CONTRACTS

The 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 MNVOAD. Such authority may be general or confined to specific instances.

B. CHECKS, DRAFT, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MNVOAD shall be signed by such officer or officers, or agent or agents, of MNVOAD and in such manner as delineated in the MNVOAD policies and procedures.

C. DEPOSITS

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

D. AUDITS

The financial accounts and records of MNVOAD may be audited at the discretion of the Board of Directors or a majority vote of the Members present and eligible to vote.

ARTICLE VIII - FISCAL YEAR

The fiscal year of MNVOAD shall end on the last day of December of each year.

ARTICLE IX -WAIVER OF NOTICE

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Director of MNVOAD under the provisions of these Bylaws or the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be equivalent to the giving of such notice.

ARTICLE X – AMENDMENTS

A. ARTICLES OF INCORPORATION

The Articles of Incorporation of MNVOAD may be amended, restated or repealed (and MNVOAD thereby dissolved) by a vote of two-thirds of the Members entitled to vote at any annual or special meeting of the Members when the proposed amendment, restatement or repeal has been set forth in the notice of such meeting and shall be approved by the Board of Directors.

B. BYLAWS

Any amendments to these by-laws may be made by the Board of Directors and must be approved by a vote of two-thirds of the Members entitled to vote at any annual or special meeting of the Members. Proposed amendments must be distributed to the Members at least ten days prior to the date of the meeting at which they are to be considered and presented for adoption.