

BY-LAWS
of the
MINNESOTA COUNTY ATTORNEYS ASSOCIATION
A NON PROFIT CORPORATION

Mission Statement

It is the mission of the Minnesota County Attorneys Association to improve the quality of justice in the State of Minnesota

ARTICLE I

Offices

The Corporation shall establish such offices within the State of Minnesota as the Board of Directors may determine necessary.

ARTICLE II

Affiliation

- A. This Corporation shall be affiliated with the Minnesota State Bar Association in accordance with the provisions of the Association.
- B. This Corporation shall be affiliated with the National District Attorneys Association in accordance with the provisions of that Association.
- C. This Corporation shall be affiliated with the Minnesota City Attorneys Association.

ARTICLE III

Membership

- A. The membership of the Corporation shall be classified as follows: Regular Members and Associate Members.
- B. All persons admitted to practice before the Supreme Court of the State of Minnesota in good standing and who duly hold the office of County Attorney, or Assistant County Attorney, are eligible for membership in the Corporation as REGULAR MEMBERS. Also eligible for membership as a Regular Member may be one chief of staff or head

administrator of a County Attorney office, if annually nominated by the County Attorney of that county, if that person would not otherwise qualify as a Regular Member under this article. Only Regular Members may vote at Membership Meetings or vote for and hold the office of Director or other office of the Corporation as provided by these By-Laws.

- C. The Attorney General, Solicitor General, Deputy Attorney General, Assistant Attorney General, Special Assistant Attorney General, and United States Attorney shall be eligible for membership in the Corporation as ASSOCIATE MEMBERS.

Associate Members shall be subject to the following limitations and privileges:

1. They shall not be entitled to vote on any Corporation business or in any Corporation elections.
 2. They shall not be entitled to hold any office in the Corporation except as otherwise specified in these By-laws.
 3. They may receive notice of all Corporation publications, seminars and activities.
- D. Persons eligible for Regular Membership shall become Regular Members upon payment of annual dues
 - E. Any Regular Member who no longer is admitted to practice before the Supreme Court of Minnesota in good standing or who ceases to hold an office required for eligibility as a Regular Member shall automatically be terminated as a Regular Member of the Corporation

ARTICLE IV

Dues

- A. Associate Members shall be exempt from payment of dues.
- B. Dues for Regular Members shall be assessed on the basis of the calendar year commencing January 1st of each year. The amount of such dues shall be fixed by the Board of Directors subject to ratification by the membership. Any Regular Member who is in arrears for nonpayment of dues may be terminated as a Regular Member upon written notice by approval of two-thirds of the Board.
- C. Annual dues for a Regular Member may be transferred to a successor for the balance of the calendar year.

ARTICLE V

Meetings of Members

- A. A regular Annual Meeting of the Corporation shall be held annually at such time and place as may be determined by the Board of Directors for the transaction of such business as may be appropriate.
- B. Special meetings of the Members may be called by the President, a majority of the Executive Committee, or a majority of the Board of Directors. No business except that for which notice has been given shall be transacted at any special meeting.
- C. Notice of the time and place of any meeting of the Members and of the purposes for which such meeting is to be held shall be mailed or sent by electronic transmission by the Secretary to each Regular Member of the Corporation not later than ten (10) days before the time of such meeting.
- D. Only Regular Members may vote on matters of Corporation business. The presence of 25% of the Regular Members shall be necessary to constitute a quorum at any meeting of the Corporation, but if there are more than 150 Regular Members, 30 shall constitute a quorum.
- E. Membership Meetings shall transact business by majority vote of Regular Members present, if a quorum exists. The Rules of Parliamentary Procedure and Practice contained in Robert's Rules of Order Revised be the parliamentary authority for all matters of procedure, unless waived by a vote of the majority of the Regular Members present at the meeting.
- F. The Board of Directors may determine that the business of the Corporation be conducted by mail or electronic transmission in lieu of holding a special meeting of the Members.

ARTICLE VI

Board of Directors

- A. There shall be a Board of Directors of at least seventeen (17) persons constituted as follows:
 - 1. The President, President-Elect, Secretary, Treasurer, and Immediate Past-President of the Corporation.
 - 2. The Board of Directors shall determine the maximum number of directors to be elected at the Annual Meeting of the Corporation.
 - 3. No more than one (1) chief of staff or head administrator, if not licensed to practice law in Minnesota, may serve as a Director. No more than three (3) Assistant County Attorneys shall serve on the Board of Directors at one time.
 - 4. With the consent of the Board, the President may appoint Associate Members or representatives of other governmental agencies or organizations to serve as ex-

officio Members of the Board or special advisors provided that such members are not entitled to vote on any matter before the Board.

- B. General Powers. The Board of Directors shall have full power and authority over the affairs of the Corporation. It shall have power to make rules governing Board Meetings and to fill all offices of the Corporation in which vacancies occur for the remainder of the term of the office, including Director Positions. The Board of Directors is empowered to represent the membership by formulating and adopting policies that foster and maintain the honor and integrity of County Attorneys and improve the administration of justice at the national, state, and county levels. The Board is further empowered to designate representatives to transmit and advocate those policies before private and public organizations and agencies, as well as legislative bodies.
- C. The Board of Directors shall meet at the call of the President, a majority of the Executive Committee, a majority of the Board. The Board of Directors shall serve without compensation. Board Members and Members performing services for the Corporation shall be reimbursed for their expenses as determined by the Board of Directors. The Board of Directors may conduct a meeting by electronic transmission.
- D. Nine (9) Members of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of a quorum of the Board of Directors shall constitute the act of the Board of Directors unless a greater number is required by these By-Laws. The rules of parliamentary procedure and practice contained in Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure, unless waived by a vote of the majority of the quorum of directors present at a Board of Directors meeting.
- E. The President, President-Elect, Secretary, Treasurer, Immediate Past-President of the Corporation, and the Chair of the Urban County Attorneys Board shall constitute an Executive Committee. The Executive Committee shall have such duties and responsibilities granted to it by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed by law. The Executive Committee may conduct a meeting by electronic transmission.

ARTICLE VII

Officers

- A. The officers of this Corporation shall be a President, a President-Elect, Secretary, Treasurer, and Immediate Past-President, which persons shall also serve as Directors of the Corporation.

- B. The President shall preside at all meetings of the Corporation and of the Board of Directors, and perform the duties normally performed by the President of an organization. The President shall be an ex-officio Member on all committees and shall appoint all committee chairpersons and Members. The President may execute any documents which the Board of Directors has authorized to be executed in the name of the Corporation.
- C. In the case of the President's absence or inability to act, the duties shall be performed by the President-Elect. In the absence of the President-Elect, the President may appoint the Immediate Past-President to perform the duties of the President. The President-Elect shall also perform those duties directed by the president. If a vacancy occurs in the office of President, the President-Elect shall immediately become President for the unexpired term and for the succeeding term for which he or she has been elected. The resulting vacancy in the office of President-Elect shall be filled at the earliest meeting of the Board of Directors.
- D. With the assistance of the Executive Director:
 - 1. The Secretary shall be responsible for keeping a record of all proceedings of all meetings of the Corporation and Board of Directors.
 - 2. The Secretary shall be responsible for keeping a roll of Members, issuing notices of all meetings of the Corporation and Board of Directors.
- E. With the assistance of the Executive Director the Treasurer shall be responsible for:
 - 1. Overseeing custody of all funds and revenues of the Corporation.
 - 2. Payment of all bills of the Corporation.
 - 3. Reporting the financial affairs of the Corporation at each Annual Meeting and to the Board as often as required.
 - 4. Keeping account of all monies received and disbursed, which shall be audited annually and as often as may be required by the Board.
 - 5. Preparing and filing reports, tax returns and other documentation required by law to be furnished any governmental agency.
 - 5. Performing such duties and functions with respect to dues and other monies of the Corporation as the Board of Directors shall order.
- F. The Immediate Past-President shall perform those tasks assigned by the President and the Board of Directors.

ARTICLE VIII

Conditions and Terms of Office

- A. All Officers and Directors of the Corporation shall serve for a term of one year commencing immediately following the Annual Meeting at which they are elected and continuing until their successors be elected or qualified.
- B. The President shall be ineligible for re-election for two years after expiration of the term.

ARTICLE IX

Administrative Structure

- A. The Board of Directors may appoint an Executive Director of the County Attorneys Association. The Executive Director shall also serve as chief administrator for any supporting organizations designated by the Board and sustained by the Association within the meaning of I.R.C. of 1954, Section 509(A)(3). The Executive Director shall be subject to reappointment by the Board every two (2) years. He or she shall be subject to the direction and control of the Board, and shall receive reasonable compensation for his or her services.
- B. The Executive Director shall be responsible and accountable for the day to day supervision, management, and direction of the property, business and affairs of the Association; shall retain such staff employees as are necessary; and determine compensation within budgetary constraints set by the Board.
- C. Subject to the review by the Treasurer, the Executive Director shall have custody of all funds of the Association; keep the Board fully advised as to its financial condition; pay all bills, subject to limitations imposed by the Board; keep accurate account of receipts and disbursements; prepare and file reports, tax returns and other governmental filings, and give a bond, paid for by the Corporation, in the amount determined by the Board. Prior to the beginning of each fiscal year, the Executive Director shall prepare and submit to the Board of Directors for their approval a budget for the forthcoming fiscal year.
- D. The Executive Director may serve as the executive director of the Minnesota County Attorneys Council created pursuant to MS 388.20 if allowed by the Board of Directors.

ARTICLE X

Nominations and Elections

- A. The Corporation shall hold the election of Officers and Directors of the Corporation at the Annual Meeting. Only Regular Members who are current in their annual dues may vote for Officers and Directors and the National District Attorneys Association Director.

B. The President of the Corporation shall appoint a Nominating Committee of five Regular Members of the Corporation to make nominations for the following positions:

1. President, President-Elect, Secretary, Treasurer and Directors of the Corporation.
2. NDAA State Director.

The Nominating Committee shall give consideration to geographic representation, part-time and full-time offices, diversity, and population. The Board of Directors should be reflective of all County Attorney Offices.

C. The Nominating Committee shall file a report for all positions to be elected with the Secretary of the Corporation at least twenty (20) calendar days in advance of the Annual Meeting at which the elections are to occur. The report of the Nominating Committee shall be distributed immediately after it is filed with the Secretary to the Regular Members of the Corporation.

D. In addition to the persons placed in nomination by the Report of the Nominating Committee, a Regular Member of the Corporation may be nominated for election to any position open for election in the following manner:

1. Three (3) Regular Members of the Corporation who reside in three (3) different counties of the State of Minnesota filing in writing with the Secretary of the Corporation the name or names of the person(s) to be nominated at least five (5) calendar days in advance of the day set for elections. The filing may be accomplished by individual letters from Members and need not be on a single document.
2. The five (5) days is to be computed by using the day preceding the election as the first day and counting back five (5) days. The filing must occur by close of business on the fifth day counting in this manner, unless the fifth day falls on a Saturday, Sunday or legal holiday. If the fifth day occurs on a Saturday, Sunday or legal holiday, the filing must occur by the close of business on the last regular business day preceding the Saturday, Sunday or legal holiday.
3. Persons placed in nomination in the manner set out above shall have their names presented to the membership on the day of the election along with those persons nominated by the Nominating Committee.
4. No nomination shall be made except as provided in Article X.

E. The office of Immediate Past-President does not stand for the election since it is assumed by the departing President. If the departing President is not available to serve, the office shall pass to the next most recent person to serve as President who can serve as Immediate Past-President.

- F. Balloting for the positions to be filled shall be by secret ballot unless the assembled membership determines otherwise. All positions must be filled by a majority vote of those qualified Members present and voting. Specific rules for conducting the election may be adopted by the membership.

ARTICLE XI

NDAAs State Director

- A. The NDAA State Director shall be elected by ballot at the Annual Meeting of the Corporation for a term of one year from the time of his/her election or until the election of a successor.
- B. The NDAA State Director must be a Regular Member of this Corporation to hold the office of the NDAA State Director. The NDAA State Director may also be elected to and hold another office of the Corporation or position on the Board of Directors while serving as NDAA State Director.

ARTICLE XII

State Association Delegates

- A. The Board of Directors shall provide for the selection of Minnesota State Bar Association Delegates and alternates from the County Attorneys Association at the appropriate time in the manner they determine. Such Delegates and alternates shall hold office from the time of their election until the election of a successor.

ARTICLE XIII

Committees

- A. The Board of Directors, or the President may establish special committees from time to time and prescribe generally their duties, and provide the number and tenure of their Members. Membership on committees shall continue until a successor is appointed.

ARTICLE XIV

Finances and General Provisions

- A. No voting by proxy shall be allowed in the conduct of any of the affairs of the Corporation.

- B. The accounting period of the Corporation shall be on a calendar year. As such, the tax year for the Corporation will end December 31st of each year.
- C. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, savings, institutions or other depositories as the Board of Directors may select. From time to time the Board of Directors may transfer funds and invest in any securities of the United States in the name of the Corporation.

ARTICLE XV

Nondiscrimination

Neither membership nor full participation in the activities of the Corporation shall be denied to any person on account of race, color, age, religion, belief, gender, sexual orientation, national origin, or disability.

ARTICLE XVI

Amendment of By-Laws

These By-Laws may be amended at any regular or special meeting of the Corporation by a simple majority vote of those present if a quorum of qualified voting Members is present and if the proposed amendment is in written form and provided to all Members present. Proposed bylaw changes can be distributed by mail or electronic transmission.

**ADOPTED SEPTEMBER 21, 1977
BY THE BOARD OF DIRECTORS OF THE
MINNESOTA COUNTY ATTORNEYS ASSOCIATION**

AMENDED NOVEMBER 5, 1977

AMENDED NOVEMBER 24, 1984

AMENDED NOVEMBER 20, 1987

AMENDED NOVEMBER 16, 1989

AMENDED NOVEMBER 22, 1996

AMENDED NOVEMBER 17, 2005

AMENDED DECEMBER 6, 2012

