

**BYLAWS OF
THE METRO CISM TEAM**

ARTICLE I – NAME & MISSION STATEMENT

Section 1 – Name: The name of the organization shall be The Metro CISM Team. It shall be a non-profit 501(c)3 organization incorporated under the laws of the State of Minnesota.

Section 2 – Mission Statement: We serve those who serve others: The Metro CISM Team provides trained peer support to emergency responders to effectively build resilience and manage critical incident stress for healthier lives, families and communities.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board Role, Size, and Compensation: The Board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to thirteen (13), but not fewer than nine (9) members. The Board receives no compensation other than reasonable expenses.

Section 2 – Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 – Meetings and Notice: The board shall meet at least quarterly during each fiscal year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least five (5) days in advance.

Section 4 – Board Elections: During the last quarter of each fiscal year of the organization, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 – Election Procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 – Quorum: At least fifty percent (50%) of board members must be in attendance at any board meeting for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be four (4) officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The Chair may appoint ad hoc, non-voting members to the board as needed.

The Vice-Chair shall chair committees on special subjects as designated by the board and assume the duties of the Chair in the absence of the Chair.

The Secretary shall be responsible for keeping records of the board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The treasurer shall be a member of the Finance Committee, assist in the preparation of the budget, and make financial information available to board members and the public.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 – Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a fiscal year. A board member may be removed for other reasons by a three-fourths vote of the remaining board.

Section 10 – Special Meetings: Special meetings of the board may be called upon request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least five (5) days in advance.

ARTICLE IV - MEETINGS

Section 1 – Annual Meeting: The annual membership meeting of this organization shall be held during the month of July each and every year. All members of the Team will be notified at least five (5) days prior to the meeting either in writing or electronically. Such notice shall provide the date, time, location and prospective agenda of the annual meeting.

Section 2 - Regular Meetings: Regular meetings of this organization shall be held at a location and time to be determined for each meeting. Generally most regular meetings of the Team shall be held on the first Thursday of each month, unless this day is a holiday in which case the meeting shall be held on the second Thursday of the month.

Section 3 - Special Meetings: Special meetings of this organization may be called by the Chair when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed or sent electronically to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 4 – Quorum: The presence of not less than fifty percent of the members shall constitute a quorum and shall be necessary to conduct the business at a Team meeting but a lesser percentage may adjourn the meeting or conduct training that does not require a vote of the membership. If members leave the meeting prior to adjournment and their leaving causes the meeting to no longer have a quorum no further business action may be conducted at this meeting.

ARTICLE V – COMMITTEES

Section 1 – Committee Formation: The board may create committees as needed, such as but not limited to fundraising, public relations, data collection. The board chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between regular meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The Treasurer shall be a member of the Finance Committee, which includes two other board members appointed by the chair of the board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July through June. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VI – EMPLOYEES AND STAFF

Section 1 – Hiring: The board of directors may hire employees and staff personnel as needed to maintain operation of the organization. The Executive Committee will develop a job description for all position and it shall be part of the Policy Manual. The Executive Committee will define all salary, benefits, contracts, and terms of hire with each position. Such employees will be considered ex-officio, non-voting members of the board of directors and required to attend all board meetings.

Section 2 – Supervisory Responsibility: All employees will report directly to the chair or the Executive Committee as determined in the job description.

ARTICLE VII – INDEMNIFICATION

Section 1 – Indemnification of Officers and Directors: To the fullest extent of the laws of the State of Minnesota, including future amendments of those laws, the organization shall indemnify and hold harmless each director and officer of the organization against any and all claims, liabilities, and expenses (including attorney's fees, judgments, fines and amounts paid in a settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, investigative or administrative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However the foregoing shall not apply to:

- Any breach of such person's duty of loyalty to the organization;

- Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- Any transaction from which such person derived any improper personal benefit.

ARTICLE VIII—LIABILITY

Section 1: No member, officer, or director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this organization.

Section 2: No member, officer or director of this organization shall be personally liable for injuries or illness sustained and/or costs incurred while in attendance at sanctioned events.

Section 3: The Organization shall not be liable for injuries or illness sustained by anyone in attendance at sanctioned events.

ARTICLE IX – CONFLICT OF INTEREST

Section 1 – Duty to Disclose: It is the duty of every board member and volunteer of the organization to disclose the existence of the financial interest or non-financial interest in any corporation, business and volunteer organization providing critical incident debriefing, defusing or other services provided by The Metro CISM Team and be given the opportunity to disclose all material facts to the board of directors considering the proposed transaction or arrangement. After disclosure of the financial or non-financial interest and all material facts, and after any discussion with the board member or volunteer, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The members of the board of directors shall decide if a conflict of interest exists.

ARTICLE X - CONFIDENTIALITY

All information received by any member or volunteer of The Metro CISM Team shall be considered confidential in accordance with Minnesota Statutes §181.973 and §13.43 Subv 9, and may not be discussed or disclosed to any person or persons who are not an active, current member or volunteer of the Team.

ARTICLE XI – AMENDMENTS

Section 1 – These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on March 1, 2012.

/s/ David J. Lee

January 3, 2013

Secretary

Date