

BYLAWS OF Minnesota Emergency Medical Services Honor Guard

ARTICLE I – NAME and PURPOSE

Section 1.1 Name. The name of the organization shall be the Minnesota Emergency Medical Services Honor Guard (“MNEMSHG”).

Section 1.2 Purpose. MNEMSHG is organized exclusively for charitable and educational purposes, more specifically, to:

- a) provide support and services to the survivors of EMS Providers who have given their lives in the line of duty.
- b) preserve the memory of those EMS Providers who have sacrificed their lives for the health and wellness of all Minnesota citizens.
- c) maintain a core group of trained personnel to provide Line of Duty Death ceremonial funerals, including assisting in funeral planning for all Minnesota EMS Providers who have died as a result of injury or illness sustained in the line of duty.
- d) upon approval of the Board of Directors, provide assistance and instruction to groups who are interested in forming an Honor Guard.

ARTICLE II – MEMBERSHIP

Section 2.1 Eligibility for membership. Application for membership shall be open to any person of good moral character who provides Pre-Hospital Emergency Medical Services in Minnesota with an agency recognized by the Minnesota Emergency Medical Services Regulatory Board (EMS RB) and who supports the purpose statement in Article I, Section 2. Membership in MNEMSHG will not be based on race, color, creed, national origin, religion, faith, gender, sexual preference or age. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board.

Section 2.2 Categories of memberships. The Board may set different categories of memberships and detail the eligibility requirements for each category. The categories and their respective eligibility requirements shall be made available to all members and prospective members.

Section 2.3 Annual dues. Annual dues shall be set from time to time by a majority vote of the Board of Directors. MNEMSHG shall notify members at least 30 days prior to the effective date of any dues changes. Continued membership is contingent upon being up to date on membership dues.

Section 2.4 Rights of members. Each member shall be eligible to vote for the Board of Directors at the Annual Meeting. The Board may define additional rights and responsibilities outside of these Bylaws for each category of membership.

Section 2.5 Resignation and termination.

Section 2.5.1. Resignation. Any member may resign by filing a written resignation with either the operations officer or the secretary/treasurer. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

Section 2.5.2. Procedure for Termination. A member may have his or her membership terminated in good faith by a majority vote of the Board of Directors. With the exception of terminations for failure to pay dues, the following procedure shall be followed:

- (a) not less than 15 days' prior written notice of the suspension or termination, and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, before the Board of Directors or a committee designated by the Board of Directors to hear such matters, not less than five days before the effective date of the suspension or termination.

Section 2.6 Non-voting members. The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 3.1 Annual meetings. The Annual Meeting of the members shall take place in the month of or prior to the National EMS Memorial Service., the specific date, time and location of which will be set by the Board of Directors. At the Annual Meeting, the members shall elect Board directors and receive reports on the finances, business and activities of the organization. The Board of Directors may determine that a meeting of the members may be held solely by means of remote or electronic communication.

Section 3.2 Notice of meetings. Notice of each meeting shall be given to each voting member, by mail, not less than three weeks prior to the meeting. Notice may be given by email or other electronic communications approved by the Board.

Section 3.3 Quorum. The members present at any properly announced meeting shall constitute a quorum. "Presence" shall include persons physically present or attending by means of remote or electronic communication.

Section 3.4 Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Any action that may be taken at an annual or special meeting of the membership may be taken by a written or emailed ballot without a meeting in accordance set forth by Minnesota Statutes.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.1 Board Role, Size, Compensation. The business and charitable affairs of MNEMSHG shall be managed by and be under the direction of a Board of Directors, including setting minimum guidelines of performance for new members to become Full Members. The Board shall have up to fifteen (15) and not fewer than three (3) members. The Board will determine the number of directors to be elected at each Annual Meeting. One (1) Board position must be held by the fiscal agent, if one is appointed. Board members acting in their capacities as directors shall receive no compensation other than reimbursement of reasonable expenses.

Section 4.2 Meetings. The Board shall meet at least 1 time per year, at an agreed upon time and place. A meeting shall be held each year in the last quarter of the fiscal year, which shall serve as the Annual Meeting.

Section 4.3 Board Elections; Holdover. The Board Chair may appoint a Nominations Committee to propose a slate of directors to the membership and adopt rules for conducting campaigns and the election. the Committee Election of new directors or of current directors to a new term will occur as the first item of business at the Annual Meeting. Directors will be elected by a simple majority vote of the current membership present at the Annual Meeting. Directors may serve until their successors are appointed or elected, but in no case later than the date of MNEMSHG's Annual Meeting, in a year in which a term expires, unless the Director who has not reached his or her term limit is reappointed or reelected.

Section 4.4 Terms; Staggered Terms. Directors shall serve 3-year terms but are eligible for re-election for additional terms. Terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Section 4.5 Quorum. A quorum shall consist of a majority of directors, but not less than 1/3rd of the directors currently holding office, in order to transact business at a meeting. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.6 Notice. Written or oral notice of a board meeting shall be provided fifteen (15) days in advance of the meeting. Notice by email is sufficient if directors agree to receive notice by this means. If the date, time and place of a board meeting have been provided in the Articles, Bylaws, or announced at a previous meeting of the Board, notice is not required.

Section 4.7 Waiver of Notice. A director may waive notice of a Board meeting. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not thereafter participate in the meeting.

Section 4.8 Removal. A Director may be removed at any time, with or without cause, by a majority of the other Directors of the Board. Removal shall be effective upon the mailing of a written notice to the Director who is removed. A Director may be removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year.

Section 4.9 Vacancies. Vacancies on the Board of Directors shall be filled by the remaining directors, even if the number of directors is less than a quorum. A person so elected to fill a vacancy shall serve as a Director for the remainder of the vacancy term. If a vacant position was held by a director appointed by an organization, entity or agency represented on the Board, only that organization, entity or agency may fill the vacancy.

Section 4.10 Resignation, Termination and Absences. A Board member may resign at any time by providing written notice to the Secretary. Resignation shall take effect upon receipt of the notice, unless a later date is specified in the notice.

Section 4.11 Special Meetings. Special meetings of the Board shall be called upon the request of the Commander/President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked or emailed at least seven (7) and no more than thirty (30) days in advance of the meeting.

Section 4.12 Action by the Board. The Board shall take action by the affirmative vote of a majority of directors with voting rights, present and entitled to vote at a duly held meeting,

unless otherwise stated in the Articles of Incorporation or these Bylaws. Proxy voting is not permitted.

Section 4.13 Written Actions. Any action required or permitted to be taken at a meeting of the Board may be taken by written action, signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. A response via email shall be sufficient provided the email is received from the director and states affirmatively or negatively the director's vote. All written actions shall be filed with the minutes of MNEMSHG.

Section 4.14 Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

ARTICLE V – OFFICERS

Section 5.1 Officers and Duties. There shall be five (5) officers of The Board consisting of a President/Commander, Vice President/Executive Officer, Secretary, Treasurer, Training Officer and Operations Officer. Officer positions may be combined, except that the positions of President and Vice President shall not be combined. The Board may from time to time appoint other officers as it deems necessary.

Section 5.2 Election, Term and Removal. Officers shall be elected at the Annual Meeting of the Board of Directors. Officers will be elected annually and may be reelected for subsequent terms. Any officer may be removed with or without cause by the affirmative vote of a majority of the Directors present at any duly held meeting of the Board.

Section 5.3 Commander/President. The Commander shall serve as the Chair of the Board of Directors and President of MNEMSHG. The Commander shall preside at all meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and sign and deliver in the name of MNEMSHG any legal documents regarding transfer or conveyance of real or personal property, contracts, financial documents (including checks) or other instruments pertaining to the business of MNEMSHG, unless such signing authority is required by statute to be exercised by another person or the Articles, Bylaws or Board expressly delegate the authority

to another person. The Commander shall serve as the official spokesperson for the organization and shall make a report to the membership at the members' Annual Meeting. The Commander shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5.4 Executive Officer/Vice President. The Executive Officer shall serve as the Vice President of MNEMSHG in place of the Commander if the Commander is unable to perform his or her duties and shall render assistance to the Commander in the administration of that officer's duties. The Executive Officer shall also be responsible for carrying out such other duties as the Board or Commander may from time to time prescribe.

Section 5.5 Secretary. The Secretary shall be responsible for recording and maintaining a record of all Board actions, sending out meeting notices, making available all materials to be used in meetings or other Board actions, and maintaining a record of all corporate documents required for recognition as a non-profit, tax-exempt organization operating in the state of Minnesota. The Secretary shall also be responsible for carrying out such other duties as the Board or Commander may from time to time prescribe.

Section 5.6 Treasurer. The Treasurer shall keep accurate financial records for MNEMSHG; assure that checks and monies are deposited correct to the credit of MNEMSHG and that funds are disbursed appropriately; and make a report regarding the finances of MNEMSHG and Treasurer's activities whenever requested by the President or Board. The Treasurer shall present an annual budget to the Board and make financial information available to Board members and the public. The Treasurer shall also be responsible for carrying out such other duties as the Board or Commander may from time to time prescribe.

Section 5.7 Training Officer. The Training Officer shall maintain and make available to all members the training manual; plan dates and locations to conduct drills; assure that all members are notified at least thirty (30) days in advance of said drills; maintain accurate records of all drills to ensure members are meeting their drill attendance requirements; recommend to the Board when a member has met the requirements to for promotion to Full Member; ensure that Full Members meet and maintain their training requirements; review the funeral drill preparation manual, submit any changes to the Board for review and approval and otherwise maintain the funeral drill preparation manual. The Training Officer shall maintain current knowledge regarding the state and federal benefits available to family members of EMS Providers who die during or as a result of the line of duty, report to the Board immediately of any state or federal changes to death benefits and will report annually to the membership of benefits available to families. The Training Officer shall also be responsible for carrying out such other duties as the Board or Commander may from time to time prescribe.

Section 5.8 Operations Officer. The Operations Officer shall be in charge of recruiting and receiving membership requests to join MNEMSHG; be the Public Relations contact for this organization, handle all press releases including those regarding Line of Duty Deaths; serve as the point of contact for other Honor Guards in this State; handle all requests for information to MNEMSHG; and oversee the Regional Officers and provide them training focused on Public Safety Officer Benefits (PSOB). The Operations Officer shall also be responsible for carrying out such other duties as the Board or Commander may from time to time prescribe.

Section 5.9 Signing Authority; Delegation. The Commander and Secretary shall be designated as signatories for contracts and financial transactions, including checks, unless otherwise delegated by the Board. Any other duties of an officer may be delegated in writing, unless otherwise prohibited by statute or the Board of Directors.

ARTICLE VI – COMMITTEES

Section 6.1 Creation. The Board may create standing and ad hoc committees as needed. The President shall initially appoint all Committee Chairs.

Section 6.2 Executive Committee. Unless otherwise directed by the Board, the officers shall serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 6.3 Finance Committee. The Secretary/Treasurer shall be the President of the Finance Committee, which shall include at least Two (2) other directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, grant proposals and annual budgets. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors or the Executive Committee must approve any major change in the budget. If the Executive Committee makes a change to the budget, that change shall be reported and approved by the Board at its next regularly scheduled meeting.

ARTICLE VII – Support Officers

Section 7.1 Support Officers. The Support Officer is responsible for recruiting EMS Providers for MNEMSHG; informing all EMS Providers in the Officer's regions of services available in the event of a line of duty death; reporting to the Operations Officer all EMS Providers interested in joining MNEMSHG; working with the Operations Officer to encourage submitting an application; and maintaining an up-to-date roster of all EMS Providers in the assigned regions, as

well as other duties assigned by Officers. The Support Officer will serve as a point of contact for their respective regions but not limited to working in only their assigned regions. Support Officer's will not be part of the Executive Board.

Section 7.3 Appointing Support Officers. There will be three (3) Support Officers. Support Officers will apply with a letter of intention. Applicants will be reviewed and approved/denied by the Board. The terms limit will be three (3) years. These terms will rotate with one (1) Support Officer position being open for application/appointment every year.

ARTICLE VIII -- FINANCES

Section 8.1 Fiscal Year. The fiscal year shall begin on [insert]July 1 and end on June 30 of each year. The budget shall be presented at the Annual Meeting.

Section 8.2 Acceptance of Funds. Any dues, contributions, grants, bequests or gifts made to MNEMSHG shall be accepted or collected only as authorized by the Board of Directors.

Section 8.3 Deposits. All funds of MNEMSHG shall be deposited to the credit of MNEMSHG under such conditions and in such banks as shall be designated by the Board of Directors.

Section 8.4 Execution of Instruments. Except as the Board of Directors may generally or in particular cases authorize execution in some other manner, all deeds, leases, transfers, contracts, grant applications, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by MNEMSHG, shall be signed by the Board Chair or the Executive Director. The Board of Directors shall determine who shall be authorized on MNEMSHG's behalf to sign checks drawn on any accounts of MNEMSHG. All checks shall require One (1) authorized signature(s). Unless authorized by the Board of Directors or as otherwise stated in these Bylaws, no Officer, employee or agent shall have any power or authority to bind the Agency by any contract or agreement, to pledge its credit, or to render it liable for any purpose or for any amount.

Section 8.5 Approval for Expenditures. The funds of the MNEMSHG shall be used for defraying the necessary expenses of this organization. The Commander, Executive Officer and Secretary/Treasurer may authorize single purchases up to \$3,000.00. Anything above this amount must be approved by the Board of Directors.

Section 8.6 Fiscal Agent.

Section 8.6.1 Agreement. The Board is authorized to enter into an agreement with a fiscal agent, for such time and under such terms as the Board may deem appropriate. The fiscal agent shall act on behalf of MNEMSHG and be authorized to manage and disperse funds, execute contracts and employ staff on behalf of MNEMSHG. The fiscal agent shall provide regular financial reports to the Treasurer, who will in turn present a full and clear statement of the financial condition and activities of the organization at the Annual Meeting and as otherwise requested by the President or Board. A fiscal agent shall operate pursuant to a written agreement with MNEMSHG and shall be required to operate in accordance with generally accepted accounting and auditing principles.

Section 8.6.2 Audit. Fiscal agents who manage MNEMSHG funds shall provide copies of their annual financial audits, prepared by an accounting firm independent of the fiscal agent.

ARTICLE IX -- EXECUTIVE DIRECTOR

Section 9.1 Appointment of Executive Director. The Board may appoint an Executive Director, who shall serve at the pleasure of the MNEMSHG Board of Directors, for such compensation as the Board may determine. The general duties and rate of compensation for the Executive Director shall be detailed in a written Agreement, signed by the Executive Director and the President of the Board of Directors.

Section 9.2 Duties of Executive Director. The Executive Director shall have day-to-day direction of the operations of MNEMSHG. The Executive Director shall have the right to attend and participate at all meetings of the Board, except when the Board enters into an executive session. The Executive Director shall have no voting powers. The Executive Director will compile and submit to the Board of Directors such reports, analyses, statistics, plans, and other information as may be required from time to time and shall assist in the preparation of the annual budget. The Executive Director shall submit to the Board of Directors a written report covering MNEMSHG's operations for the previous fiscal year.

Section 9.3 Dismissal of Executive Director. The Board may dismiss the Executive Director with or without cause, by providing notice of dismissal to the Executive Director. A majority vote of the Board of Directors is required for dismissal.

ARTICLE X – INDEMNIFICATION

Section 10.1 Indemnification. MNEMSHG shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable state and federal law.

Section 10.2 Conflicts of Interest. The organization shall not enter into contracts or transactions between the organization or a related organization and a director of the organization or between MNEMSHG and an organization in which a director of MNEMSHG is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of applicable state and federal law. MNEMSHG shall annually require its directors, officers and such employees as are required by the Board, to submit a signed Conflict of Interest Statement to the Secretary of the Board of Directors.

Section 10.3 Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE XI -- NON-DISCRIMINATION AND DIVERSITY

Section 11.1 Policy. MNEMSHG shall operate its programs, provide its services and provide opportunities to current and prospective employees without regard to race, color, age, religion, national origin, sex, physical or mental disability, sexual orientation, or receipt of public assistance. MNEMSHG shall strive to reflect the diversity of persons that comprises its constituency through the composition of its Board, committees, volunteers and staff.

ARTICLE XII -- TERMINATION OF MNEMSHG

Section 12.1 Process. MNEMSHG may be disbanded upon the affirmative vote of two-thirds of the MNEMSHG Board of Directors. Following such a vote, MNEMSHG shall conclude the business of the organization and direct the final distribution of funds belonging to MNEMSHG. Upon liquidation and completion of the business of MNEMSHG, the Board of Directors shall adopt a resolution for dissolution of MNEMSHG, and the termination and dissolution of MNEMSHG shall be effective as of the date of said resolution. The dissolution of MNEMSHG and the distribution of funds shall be in accordance with applicable federal tax law, Minnesota non-profit corporation law, MNEMSHG's Articles of Incorporation, and any other governing laws, rules and regulations in effect at the time of dissolution.

ARTICLE XIII -- AMENDMENTS

Section 13.1 Process. These Bylaws may be amended by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary, who must provide five (5) days' notice to Board members of the date of the meeting where the amendments will be acted upon. The Secretary shall provide copies of the proposed amendments with the notice of the meeting.

These Bylaws were approved at a meeting of the Board of Directors of MNEMSHG on June 9th, 2022.

Secretary, Board of Directors

