

BYLAWS OF THE  
MINNESOTA FIRE EXPLORING ASSOCIATION

ARTICLE I—NAME AND PURPOSE

The purpose of the MINNESOTA FIRE EXPLORING ASSOCIATION is to foster, advice, promote, and administer education, athletic and/or charitable aims and projects and more specifically, as follows:

1. To enhance and promote Fire Exploring in the fire department agencies located within the State of Minnesota.
2. To assist councils in the State of Minnesota in promoting Fire Exploring in those councils.
3. To provide Fire Exploring Advisors and their agencies with the resources available through our association. Whereas individual resources of any one Department may not be, in themselves, sufficient, the association's joint efforts will be available to all Explores equally, including conducting statement training and competitive events.
4. To meet and provide for exchange of techniques and ideas and to discuss new developments within the program.
5. To encourage high professional standards of conduct among Fire Explorers and Advisors and to continually strive to eliminate all factors which interfere with the effective operation of a Fire Exploring Program.
6. To act as a consulting organization to the Boy Scouts of America/Learning for Life in any matters concerning Fire Exploring.

ARTICLE II – CORPORATE OFFICES

The Corporate Offices of the MINNESOTA FIRE EXPLORING ASSOCIATION shall be located at 825 41<sup>st</sup> Avenue NE, Columbia Heights, MN 55421. The corporate office may be changed by a majority vote of the Board of Directors, and the Board may also designate other locations for additional corporate offices.

ARTICLE III – MEMBERSHIP

Section 1 – Membership Eligibility: All posts chartered by and of the Boy Scouts of America/Learning for Life offices in the State of Minnesota are eligible for membership. Membership is voluntary.

Section 2 – Voting Membership: The Executive Officer or his designee from each of the fire explorer posts chartered by the Boy Scouts of America/Learning for Life, is eligible as a voting member of the Minnesota Fire Exploring Association.

Section 3 – Non-Voting Members: All Post Advisors, Associate Advisors, Post Committee Members, Fire Explorers, their parents and their legal guardians are non-voting members of the Minnesota Fire Exploring Association.

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Other individuals and /or entities may be issued membership by majority vote of the Board of Directors. The Board of Directors may also establish other classifications or categories of non-voting or “honorary” members and may, by resolution, defines the rights, privileges and benefits of such honorary membership.

Section 4 – Meeting of Members: Meetings of the voting members of the corporation shall be held and conducted in accordance with the following provisions:

- a. Location: Meetings of the voting members may be held at any place as designated by the Board of Directors.
- b. Quarterly Meeting: Members shall hold quarterly meetings on dates and such places as noticed by the Board of Directors. The first quarterly meeting of this corporation shall be called the Board of Directors within 3 months of the date of adoption of these Bylaws.
- c. Special Meetings: Special meetings may be called for any purpose at any time upon written request, by any one Director or any twenty percent (20%) of the voting members. The officer who receives the written request shall give notice of the meeting to be held not later than five (5) days after receiving the request.
- d. Notice: Written, electronic notification (email), telephonic or actual notice of meetings and elections stating time, place, and purpose shall be given to all members entitled to a vote at least five (5) days before the meeting. If notice of a future meeting is given at an annual meeting, the meeting may be held in less the five (5) days.
- e. Quorum: Twenty percent (20%) of the total voting membership present in person or by proxy at a meeting of members shall constitute a quorum.

Section 5 – Termination: Membership may be terminated by a member delivering his written resignation to the Chairperson or Secretary of the Corporation, with resignation upon officers’ receipt thereof. Membership is also terminated upon ineligibility for membership as set forth above.

Section 6 – Membership Roster: The secretary shall maintain a membership roster of the names addresses of members in the corporate record book.

Section 7 – Transfer of Membership: Membership in the corporation is not transferable or assignable.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers: The property, affairs, and business of the corporation shall be managed by its Board of Directors. It shall be the duty of the Board of Directors, to ensure that board and general membership qualifications are met and maintained.

Section 2 – Qualifications: Directors shall be voting of the corporation. Each member of the first Board of Directors named in the Articles of Incorporation shall hold office until the next First Annual Meeting

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of members and until his/her successor shall be elected and qualified or until death, resignation, incapacity preventing administration of office of director, or removal by a majority of the Board of Directors.

Section 3 – Numbers and Term of Office: The number of elected directors shall be five (5). The Board of Directors shall be elected by a majority of the members of the corporation and serve a term of office of two years with the option of serving additional term if re-elected. In order to stagger officer terms, the initial terms, (made at the first membership meeting of the Association in the year of establishment) of the President and Secretary positions shall be three (3) year terms, then thereafter shall revert to the standard two (2) years.

Section 4 – Vacancies: A majority of the remaining members of the Board, though less than a quorum, may fill any vacancies occurring on the Board. The person so selected shall serve out the term of the vacant position and hold office until his/her successor has been duly elected and qualified.

Section 5 – Meetings: Meetings of the Board of Directors shall be held at least annually and conducted in accordance with the following provisions:

- a. Location: A meeting of the Board of Directors may be held at any place designated by the Chairperson.
- b. Notice: Notice of the time, place, and purpose of a meeting of the Board of Directors, except as herein otherwise provided, shall be given by mailing, electronic notification (email), telephonic or actual notice of meeting and elections stating time, place, and purpose and shall be given to all Board of Directors entitled to a vote at least five (5) days before the meeting. If notice of a future meeting is given at an annual or special meeting, the meeting may be held in less than five (5) days.
- c. Quorum: Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6 – Dues: The Board of Directors may set a schedule of dues upon the organization's members, fix the amount and determine the methods of payment and collection. No member shall be disqualified from membership because of failure to pay dues.

Section 7 – Compensation: Directors shall receive no compensation for their services.

Section 8 – Resignation: Any director may resign at any time by delivering a written resignation to the chairperson or secretary of the corporation. The resignation shall be effective as of the date of the receipt by such officer and shall not constitute a resignation as a member of the corporation.

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ARTICLE V – OFFICERS

Section 1 – Numbers and Duties: The officers of the corporation shall be a President (Chairperson), one or more Vice-President (Vice-Chairperson), a Secretary, a Treasurer, Past President (Past-Chairperson) and such other officers with such powers and duties not of a majority of the whole Board of Directors inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice- President and those of President and Secretary, may be held by the same person.

Section 2 – Election, Terms of Office and Qualifications: The officers shall be elected bi-annually at a general membership meeting, and shall serve for a term of two (2) years with the option of serving additional terms if re-elected. All officers shall be members of the Board of Directors.

Section 3 – Vacancies: In case any office of the corporation become vacant by death, resignation, retirement, incapacity, or any other cause, such vacancy shall be filled by the affirmative vote or action of a majority of the directors then in office and the officer so elected shall hold office and serve until the meeting of the Board of Directors at which the vacated office would have been elected and until the election and qualification of this successor.

Section 4 –President: The President of the Board of Directors shall be the chairperson and presiding officer of the Board of Directors and the Association. The President shall have the responsibility to supervise and coordinate the activities of the Association and shall appoint appropriate committees and chairpersons when necessary.

Section 5 – Vice President: The Vice President shall act in the absence of the President. The Vice President will act in assistance to the President and oversee the operation of standing and special committees when necessary and perform any other duties as assigned by the President.

Section 6 – Secretary: The Secretary shall keep the records and minutes of the Association and shall maintain a current roster of the active members. Any amendment to the Constitution and Bylaws of the Association shall be filed, along with the master copy of the documents, and reproduce in sufficient quantities for distribution to the general membership. Further, it shall be the responsibility of the Secretary to receive and acknowledge all communication of the Association addresses to the Board of Directors, and file any and all materials generated by individual members of the board of Association. Finally, it shall be the responsibility of the Secretary to perform any duties necessary and/or deemed necessary and assigned by the chairperson.

Section 7 – Treasurer: The Treasurer shall be the custodian of the funds of the Association. Dispersal of said funds shall be by the most convenient method as approved by the Board of Directors. A complete record of all funds shall be kept continuously with a written report read and filed at each meeting of the general membership. An oral report may be substituted for a written report as deemed necessary and upon approval of the President of the Board of Directors.

Section 8 – Past President: The immediate Past President shall be a voting member of the Board of Directors and shall perform duties as assigned by the President.

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ARTICLE VI – FINANCIAL AND PROPERTY MANAGEMENT

Section 1 – Fiscal Year: The fiscal year of the Association shall end at midnight on December 31 of each year.

Section 2 – Audit of Books and Accounts: The books and accounts of the corporation shall be audited annually by an accountant duly licensed by the Minnesota State Board of Accounting.

Section 3 – Contracts: No contract on behalf of the corporation may be entered into or executed until the Board of Directors has approved such action. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in name of and on behalf of the officers of the corporation and in such resolution of the Board of Directors.

Section 4 – Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation in an amount up to and including \$500.00 may be signed by only one of the designated officers. All checks, drafts, and other orders for payment in excess of \$500.00 must be signed by at least two (2) of the designated officers.

Section 5 – Books and Records: The corporation shall keep current and complete books and records of its accounts and shall keep minutes of the proceedings of its members. All books and records of the corporation may be inspected by any member for any purpose at any reasonable time and place.

Section 6 – Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, public relations, conference, etc. Committees may be standing or temporary. The board Chair appoints all committee chairs annually.

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 meetings of the board of directors and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. 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 the calendar year. 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.

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ARTICLE VIII – DISSOLUTION

The corporation may dissolve upon compliance with Minnesota Statutes Section 317A.701 to 317A.791, and upon dissolution, all assets of the corporation shall be distributed pursuant to State and Federal Statutes.]

ARTICLE IX – PROHIBITED ACTIVITIES AND TRANSACTIONS

In accordance with IRS guidelines and Minnesota Statutes, the corporation will not engage in prohibited political and legislative activities.

The corporation shall not enter into any contract or other financial agreement that would provide a financial benefit to any officer or officer's family member of the corporation without competitively sourcing the purchase.

ARTICLE X – AMENDMENTS

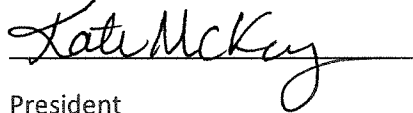
These Bylaws may be amended by a two-thirds vote of members present at a properly noticed meeting.

The undersigned, Secretary of Minnesota Fire Exploring Association, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation at a duly called meeting of the Board of Directors of said corporation on the 15<sup>th</sup> day of June, 2023.



Treasurer

ATTEST:



President