

**AMENDED BY-LAWS OF  
MINNESOTA LAW ENFORCEMENT MEMORIAL ASSOCIATION  
Adopted 06/24/20**

**ARTICLE I – NAME**

The name of this association shall be the **Minnesota Law Enforcement Memorial Association (LEMA)**.

**ARTICLE II – PURPOSE**

The general purpose of LEMA shall be to foster and promote religious, charitable, scientific, literary or educational aims as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and including the corresponding provisions of any subsequent Federal tax laws (the “Code”); and the activities of LEMA shall be limited to the following 1) Providing assistance to the law enforcement community and others and to surviving family members of peace officers who have given their lives in the line of duty. 2) Perpetuate the memory of all peace officers who have sacrificed their lives for the safety and security of all Minnesota citizens, and to meet the greater needs of Minnesota law enforcement through continued global support and partnerships with those that support and recognize the daily sacrifices of those who have or currently serve and protect our communities. 3) The carrying out of the other purposes and restrictions set forth in the Articles; provided, however, that LEMA shall not participate in or intervene in a political campaign on behalf of or in opposition to a candidate for public office, that no substantial part of the activities of LEMA shall consist in carrying on propaganda or otherwise attempting to influence legislation, and no part of the net earnings of LEMA, or any other pecuniary gain or profit, shall inure to the benefit of, or be distributable to any of its Members, Directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In addition, LEMA shall conform to all other purposes and restrictions set forth in the Articles.

**ARTICLE III – OFFICES**

**Section 1. Principal Office.** The principal office of the corporation may be located in the City of St. Paul, County of Ramsey, State of Minnesota or such other place as the Board of Directors shall designate. Hereafter the corporation may be referred to as “Association”.

**Section 2. Registered Office.** The registered office of the Association may be the same as the principal office of the Association but in any event must be located in the State of Minnesota. Until otherwise designated by the Board of Directors, the registered office shall be at 101 5<sup>th</sup> Street East, Suite 1100, St. Paul, MN 55101-2233.

**Section 3. Other Business Offices.** The Association may have business offices in such other places either within or outside the State of Minnesota as the Board of Directors may designate or as the business of the Association may require from time to time.

## ARTICLE IV – MEMBERSHIP

Section 1.     **Regular Members.** Any individual who is current on the payment of their association dues and is in good standing, as determined by the Board of Directors, is considered to be a regular member of the Association. Regular members shall be eligible to serve on committees as appointed by the Board of Directors.

Section 2.     **Honorary Members.** Honorary members consist of individuals not required to pay association dues. The Board of Directors may present a list of individuals to the annual meeting of the Association of those eligible for honorary membership. A majority vote of the members is required for honorary membership. Honorary members shall have neither voting rights nor be elected to an office within the Association, however may serve on Association committees as appointed by the Board of Directors.

Section 3.     **Dues.** The dues of all members of the Association shall be assessed on the basis of a fiscal year commencing January 1 of each year and ending December 31 of the same year. The amount of such dues for each fiscal year shall be fixed by the Board of Directors prior to the beginning of each fiscal year. Membership dues must be paid in full for a member to be able to vote on any matters placed before the membership. Agency or organization members may select one representative from the agency, corporation or association who may act as a spokesperson, and who may attend and participate in, the Association's annual meeting, except that they may not vote for board members. Dues shall be paid annually at or before the Association's annual meeting.

Section 4.     **Interest In Property.** The members of this Association shall not, as such, have any right, title or interest in the real or personal property of this Association.

Section 5.     **Resignation.** Any member may resign membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns their membership shall not be entitled to a refund of any dues or other payments made to this Association.

Section 6.     **Termination.** Any membership may be terminated by the Board of Directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination. Membership in the Association shall be terminated for any reason as determined by a majority vote of the Board of Directors.

## ARTICLE V – MEETINGS

Section 1.     **Annual meeting.** The annual meeting of the members of this Association for the election of Directors, the presentation of reports on the activities and financial condition of this Association, and the transaction of such other business as may properly come before the meeting, shall be held at such time and place each year as may

be designated by the Board of Directors. Meetings may be held in person, by telephone, or by video conferencing as determined by the Directors by the President.

**Section 2. Special Meetings.** Special meetings of the members of this Association may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least fifty (50) members or ten percent (10%) of the members of this Association, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. Meetings may be held in person, by telephone, or by video conferencing as determined by the Directors or by the President. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person(s) who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held at the place, within or outside of the State of Minnesota, designated from time to time by the Board of Directors. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**Section 3. Notice of Meetings.** Written notice of any annual meeting of the members of this Association, stating the time and place thereof, shall be deemed duly served when the same has been deposited in the United States Mail or sent electronically to the last known email address, not less than sixty (60) days prior to the meeting. Written notice of any special meeting of the members of this Association, stating the time and place thereof, shall be deemed duly served when the same has been deposited in the United States Mail or sent electronically to the last known email address, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each member of this Association at their last known address and/or email address. Notice of any meeting at which members of the Association may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

**Section 4. Membership List.** The Secretary, or other designee as appointed by the Board of Directors, shall prepare a list of the Association members entitled to vote at the annual meeting.

**Section 5. Quorum.** At any annual or special meeting of the members, each voting member shall be entitled to cast one vote for the open Director position(s). Members may vote by proxy. Cumulative voting and voting trusts shall not be permitted. The presence of any voting members shall constitute a quorum at any meeting thereof. A majority vote of the Association members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 6.     **Written Ballot.** Any action that may be taken at an annual or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A.447.

## ARTICLE VI

### BOARD OF DIRECTORS

Section 1.     **General Powers.** All business, property and affairs of the association shall be managed by its Board of Directors as set forth in the Bylaws of the Association.

Section 2.     **Number and Election.** The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) members: Directors of this Association shall be nominated and elected by the voting members at each annual meeting. Voting shall take place by secret ballot. Votes shall be tabulated by election monitor(s), appointed by the president. Election monitor(s) shall not be among the nominees for Director positions.

Section 3.     **Ex-Officio Board Members.** The Board of Directors may appoint, at its discretion, Ex-Officio Board Members for a period to be determined by the Board of Directors. Ex-Officio Members serve in an advisory capacity to the Board of Directors and may represent a specific group or fulfill a specific need the Directors determine they have. Ex-Officio Board Members may be present at any meetings of the Board of Directors and may participate in all discussions of the Board of Directors, within any limitations set forth by the Board of Directors. Ex-Officio Board Members attendance at a meeting does not constitute a quorum for the Board of Directors. Ex-Officio Board Members do not have a vote in any matters up for consideration before the Board of Directors. Ex-Officio Board Members can be removed from the position at any point by action of the Board of Directors.

Section 4.     **Tenure and Election.**

Except as otherwise provided in Section 2, each Director of this Association shall be elected to serve for a term of two (2) years. The term of office of the Directors shall be staggered and no more than seven (7) Directors shall be elected or selected to serve in any one (1) year except in order to fill vacancies caused by death, resignation or removal. A Director shall hold office for the term for which he/she was elected and until the end of the meeting at which their successor has been elected and until such successor has qualified or until the Director's death, resignation or removal. Any Director may at any time be removed with or without cause by the Association members.

Section 5.     **Qualifications.** Directors must be regular members of the Association.

Section 6.     **Annual Meetings.** The annual meeting of the Directors shall be held without notice immediately after the adjournment of the annual meeting of the Association, or at such time as may be provided by the Board of Directors.

**Section 7. Regular Meetings.** The Board of Directors may provide by resolution the time and place within or outside the State of Minnesota for the holding of additional regular meetings without other notice than such resolution. Regular meetings shall be held at least quarterly and the time and place of these meetings shall be published to the Association members. Meetings may be held in person, by telephone, or by video conferencing as determined by the Directors or by the President.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or upon the written request of any five (5) Directors. The person(s) authorized to call special meetings of the Board of Directors may fix the place within or outside the State of Minnesota for holding any special meeting of the Board of Directors. All notices of special meetings shall state the purpose(s) thereof. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or electronic means to each Director at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage therefore prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when the electronic communication is sent. Meetings may be held in person, by telephone, or by video conferencing as determined by the Directors or by the President. A meeting may be held without notice when all Directors waive their right to notice. The presence of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a 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.

**Section 9. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by and through a written action that is signed, or consented to by authenticated electronic communication, by either (a) all of the Directors or (b) two-thirds of all the Directors, except any such action that requires approval of the sole member with voting rights may be so taken through a written action only with the signatures or consent by authenticated electronic communication of all of the Directors. Any such written action is effective when signed by the required number of Directors or such other effective date that is provided in the written action. When a written action is taken by less than all of the Directors, all Directors must be notified immediately of the text of the written action and effective date of the written action, although failure to provide such notice shall not invalidate the written action.

**Section 10. Quorum.** Any number of Directors of at least five (5) constitutes a Quorum for the transaction of business at any meeting of the Directors. But, if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Ex-officio board members are not counted in determining if a quorum is present.

**Section 11. Manner of Acting.** The act of the majority of the Directors present at the meeting, not including Ex-officio board members, at which a quorum is present shall be the act of the Directors.

**Section 12. Removal.** Any Director may be removed by action of a majority of the Directors whenever in its sole judgement and discretion such removal is in the best interests of the Association. Any removal from Association office shall be without prejudice to the removed Officer's contract rights, if any, that may exist between said person and the Association.

**Section 13. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. A Director elected to fill a vacancy shall be a Director until their successor is elected at the next annual meeting.

**Section 14. Executive Director.** The Board of Directors may authorize the position of an Executive Director and/or Executive Secretary, either employed or contracted, for the Association and may specify their powers and duties.

**Section 15. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at any regular or special meetings of the Association. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

**Section 16. Director Conflicts of Interest.** This Association shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization (within the meaning of Minnesota Statutes, section 317A.01 1, subd. 18), or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors, without counting the interested Director, at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this Section 16 shall not invalidate any contract or transaction to which this Association is a party.

## ARTICLE VII – OFFICERS

**Section 1. Number and Qualifications.** The Officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate "Officers". Officers must be elected members of the Board of Directors. Officers shall be elected by the Board of Directors to serve for terms of one (1) year and until their respective successors are chosen and have qualified. The same person may not hold more than one (1) office at the same time.

**Section 2. Tenure and Election of Officers.** Following the annual meeting, the Officers of the Association shall be elected by a majority vote of the Directors to serve for terms of one (1) year. Terms of office shall be from the date of their election until such time as their respective successors are chosen and have qualified.

Section 3.     **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Directors and said Officer shall service until the next Officer election following the annual meeting.

Section 4.     **President.** The President shall preside at meetings of the Directors and of the members; ensure that orders and resolutions of the Association are carried into effect; sign and deliver in the name of the Association deeds, bonds, contracts, or other instruments pertaining to the business of the Association; and perform other duties prescribed by the Directors. The President shall have the authority to sign checks on behalf of the Association.

Section 5.     **Vice President.** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President.

Section 6.     **Secretary.** The Secretary shall keep accurate minutes of all meetings, coordinate correspondence, give notice of meetings and shall be custodian of the records, documents and papers of this association with the exception of the financial records. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these bylaws. The Secretary shall also perform such other duties as may be assigned from time to time by the Directors.

Section 7.     **Treasurer.** The Treasurer shall be the Chief Financial Officer of the Association. The Treasurer shall keep accurate financial records for the Association; deposit or have deposited money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Directors; endorse for deposit notes, checks and drafts received by the Association as ordered by the Directors, making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of the Association as ordered by the Directors; and the Treasurer shall present a report of this Association's financial transactions and status to the Directors at its annual meeting, and shall from time to time make such other reports to the Directors as it may require. The Treasurer will prepare a yearly budget and the annual financial report for the annual meeting. The Treasurer shall have the authority to sign checks. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Directors.

Section 8.     **Additional Powers.** Any Officer of this Association, in addition to the powers conferred upon him or her by these bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Directors.

#### ARTICLE VIII – COMMITTEES

Section 1.     **Authority.** The Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Directors. Each such committee shall, at all times be subject to the control and direction of the Directors. An Executive Committee will be appointed to lead all committees. Committee members other than members of the Executive Committee need not be Directors.

**Section 2. Meetings and Voting.** Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings may be held in person, by telephone, or by video conferencing as determined by the chairperson of the committee or by the President. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, with at least five (5) days' notice by mail, or two (2) days' electronic or oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this Association each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this Association shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this Association present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

**Section 3. MN LEMA Honor Guard.** The Honor Guard of the Minnesota Law Enforcement Memorial Association shall be classified as a standing committee of the Association, hereafter the "Honor Guard". The Directors will appoint an Honor Guard commander and an Honor Guard deputy commander to fulfill the work of the Honor Guard. The commander and deputy commander, and their designees, will be charged with selecting, subject to the approval of the Directors, all members of the Honor Guard and facilitating the training, evaluation, and if necessary, removal of the Honor Guard members as they see fit.

## ARTICLE IX – INDEMNIFICATION

**Section 1. Standard.** To the full extent permitted by any applicable law and subject to the restrictions and requirements of this Section 1, Article IX, this Association shall indemnify any former or present Officer, Directors, member of any committee (collectively, "Indemnified Person"), who is made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding (collectively, "Proceeding"), by reason of such capacity of the Indemnified Person served any other body, entity, or organization in such capacity at the Association's request ("Other Organization"), against judgements, penalties, fines, including, without limitation, excise taxes assessed against the Indemnified Person with respect to, settlements, and reasonable expenses, including reasonable attorneys' fees, incurred by the Indemnified Person in connection with the Proceeding (collectively, "Liabilities"), if, with respect to the acts, conduct or omissions of the Indemnified Person complained of in such Proceeding, the Indemnified Person:

- (a) Has not sought and been indemnified by another body, entity, organization, employee benefit plan, or other third party for the same;
- (b) Acted in good faith;



- (c) Received no improper personal benefit;
- (d) In the case of a Proceeding involving any act, conduct or omission of the Indemnified Person that is criminal or could be fraudulent in nature, had no reasonable cause to believe his or her act, conduct or omission was unlawful; and
- (e) Reasonably believed that his or her act, conduct or omission was in the best interests of the Association, except that, in the case of Liabilities asserted against or incurred by the Indemnified Person in or arising from his or her above capacity of any Other Organization the Indemnified Person must only have reasonably believed that the act, conduct or omission was not opposed to the best interests of the Association.

The Association shall not be obligated to indemnify an otherwise Indemnified Person for any Liabilities the Indemnified Person may assert against the Association.

**Section 2. Advances.** If an Indemnified Person is made or threatened to be made a party to a Proceeding, the Indemnified Person is entitled, upon his or her written request to the Association, to payment or reimbursement by the Association of his or her reasonable expenses, including reasonable attorneys' fees, incurred by the Indemnified Person in advance of the final disposition of the Proceeding, (a) upon receipt by the Association of a written affirmation by the Indemnified Person of his or her good faith belief that the criteria for indemnification set forth in this Article IX have been satisfied and a written undertaking by the Indemnified Person to repay all amounts so paid or reimbursed by the Association if it is ultimately determined that the criteria for indemnification have not been satisfied as identified in Section 1 a-e, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article IX.

**Section 3. Determination of Eligibility.** In any Indemnified Person's request or claim for indemnification under this Article, IX including any request or claim for payment or reimbursement in advance of final disposition of a Proceeding, the Directors have the sole authority and discretion to (i) determine whether indemnification is required under this Article (including, without limitation, determining whether the Indemnified Person acted in ways consistent with the requirements of this Article and otherwise is eligible to be indemnified hereunder) and (ii) whether any amounts for which and Indemnified Person seeks indemnification were reasonable, properly incurred and/or are otherwise payable under this Article IX.

- (a) Such determination shall be made by a majority of the Directors present at a meeting of the Association who are not parties to the Proceeding. Directors who are parties to the Proceeding at the time of such determination shall not be counted for determining either a majority of the Directors or the presence of a quorum.
- (b) If a quorum under as described in Article IX Section 3 (a) cannot be obtained, such determination shall be made by a majority of a committee of the Directors consisting solely of two (2) or more Directors not at that time parties to the Proceeding who are duly appointed to said committee by a majority of the Directors, including Directors who are parties to the Proceeding.
- (c) If such determination is not made under either of the proceeding (a) or (b), such determination shall be made by legal counsel who has not represented

the Association, Directors or the Indemnified Person. Said legal counsel shall be selected (i) by a majority of the Directors by vote pursuant to (a) above, (ii) if the requisite quorum of all Directors cannot be obtained, by a committee of Directors as provided for in (b) above, or (iii) if said committee cannot be established, by a majority of the Directors, including Directors who are party to the Proceeding but excluding the Indemnified Person.

- (d) If a determination is made under (a), (b), or (c) not to indemnify or advance, or if no determination is made under (a), (b), or (c) within sixty (60) days after the termination of the Proceeding or after a request for an advance, as the case may be, the Indemnified Person may seek judicial redress through legal action in the same court in which the Proceeding took place or, if no court has yet been involved in the Proceeding, in any court in the State of Minnesota with proper jurisdiction.

**Section 4. Disclosure.** If the Association indemnifies or advances to an Indemnified Person in accordance with this Article IX, the Association shall report the amount of the indemnification or advance to whom and/or on whose behalf it was paid to the Association members, subject to the confidentiality requirements as the Directors may determine appropriate and unless or to the extent such report or disclosure is prohibited or restricted by an order of a court or other government agency or the Directors (excluding the vote of the Indemnified Person if he or she is a Director) may determine such disclosure would be materially adverse to the interests of the Association.

**Section 5. Insurance.** The Association shall purchase and maintain indemnity insurance on behalf of the Directors and Officers of the Association and may purchase and maintain insurance on behalf of any other persons who may be indemnified to the extent of his or her right to indemnity under this Article IX.

#### ARTICLE X. – MISCELLANEOUS

**Section 1. Fiscal Year.** Unless otherwise fixed by the Directors, the fiscal year of this Association shall begin on January 1 and end on the succeeding December 31.

**Section 2. Corporate Seal.** This Association shall have no seal.

**Section 3. Electronic Meetings.** A member, Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, Directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Directors or committee members, as the case may be, 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 a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

**Section 4. Amendments.** Only the Directors shall have the power to amend these bylaws. The Directors may amend the bylaws by a two-thirds vote of those voting

at a meeting duly called for the purpose of considering such amendment conditioned on the amendment being approved by the Directors. Notwithstanding any other notice requirement for such meeting of the Association's Directors, notice of the meeting and the proposed amendment shall be given at least thirty (30) days before the meeting, either by mail or electronically. Promptly after such Directors vote to amendment to the bylaws, the President or Secretary of the Association shall inform the Association's members of the amendment.

**Section 5. Authority to borrow, encumber assets.** No Director, Officer, agent or employee of this Association shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Directors. Authority may be given by the Directors for any of the above purposes and may be general or limited to specific instances.

**Section 6. Deposit of funds.** All funds of this Association shall be deposited from time to time to the credit of this Association in such banks, trust companies, or other depositories as the Directors may approve or designate, and all such funds shall be withdrawn only in the manner(s) authorized by the Directors from time to time.

**Section 7. Gifts.** The Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any legal purpose of the Association.

**Section 8. Disbursement of Funds.** The Directors may designate the President, Vice-President, Treasurer, or any other Director authorized by the Directors with the authorization to disburse funds on behalf of the Association to a maximum of \$5,000. All purchases/expenses over \$5,001 must be authorized by approval of the Directors.

**Section 9. Disbursement of Emergency Funds.** The Association understands that one of its first priorities is assisting the spouse and immediate family members of an officer killed in the line of duty. The Directors may provide assistance in the form of emergency funds. These funds may be issued immediately by the President, Treasurer or any other Director approved by the Directors to assist in paying bills that occur immediately following an officer's line of duty death. It is recommended that the amount of these funds shall not exceed \$1500 and shall be paid within seven days of the officer's line of duty death. The amount paid will be determined by the family's needs and willingness to receive the funds, as well as the amount available in the Association treasury at the time the disbursement is considered. This in no way guarantees payment to a family, if such payment would cause the Association treasury level to fall below an average operating balance.

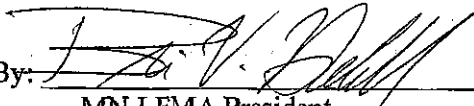
**Section 10. Existence and Dissolution.** The duration of the Association shall be perpetual unless the Association existence is sooner dissolved according to law. Upon the dissolution of this Association, the assets shall be distributed exclusively for charitable purposes to the Association's member, an organization exempt under Section 501 © (3) of the Internal Revenue Service Code.

**Section 11. Rules of Order.** When not inconsistent with the Articles or these bylaws, Robert's Rules of Order shall govern the proceedings of the Association.

The undersigned, Brian V. Hubbard, President, and Jennifer Johnson , Secretary, of the Minnesota Law Enforcement Memorial Association-hereby certifies that the foregoing amended bylaws were adopted as the complete bylaws of the corporation by the Directors of said Association effective as of June 24, 2020.

MINNESOTA LAW ENFORCEMENT  
MEMORIAL ASSOCIATION  
(MN LEMA)

Dated: 7/21/20

By:   
MN LEMA President

Dated: 7/21/2020

By:   
MN LEMA Secretary

Amended and Adopted 06/24/20