

BY-LAWS
OF
MINNESOTA CORONERS AND MEDICAL EXAMINERS ASSOCIATION

ARTICLE I. GENERAL

1. The registered office of the corporation shall be in the City of Minneapolis. County of Hennepin and State of Minnesota at such place as the Board of Directors may from time to time determine.
2. The corporation shall not have a corporate seal.
3. The fiscal year of the corporation shall commence on January 1 and terminate on the 31st day of December next following

ARTICLE II. PURPOSES

The purposes and pursuits of this corporation are as follows:

To form and perpetuate an efficient organization of Coroners and Medical Examiners, their assistants and investigators, and former Coroners;

To provide for the prompt exchange of information pertaining to the duties, methods and official practice of the members and to furnish advance notice of changes to law, relative to Coroners and Medical Examiners;

To provide education and awareness to members and ancillary personnel of standards/guidelines related to death investigation;

To cooperate with peace officers throughout Minnesota and with similar organizations in other states;

To exert such influence as may be necessary to bring about, preserve or prevent legislation in harmony with the need of enforcement officials, and the safety and welfare of the public;

To acquire, use and dispose of such property as may be necessary of the transaction of its business;

To alter or amend any or all of the foregoing statements of purposes whenever necessary to make the same consistent with the powers, duties or policies of the membership.

ARTICLE III MEMBERS, VOTING

1. Membership in this corporation shall be limited to the Coroners and Medical Examiners of the eighty-seven Minnesota counties, their assistants and investigators, former members of the

association, and Minnesota Coroners and Medical Examiners elected and/or appointed and qualified who have not yet taken office (herein referred to as "members").

2. Membership for eligible candidates may be established by attendance at the annual meeting or by payment of annual membership dues of such amount as the Executive Committee may determine.
3. Membership may be granted to persons in other occupations or professions as may be determined by the Board of Directors after first receiving approval from the Executive Committee.
4. Each member shall be entitled to vote.
5. Proxy voting shall not be permitted. Electronic voting shall be permitted on emergent issues.
6. Election of the Executive Committee shall be at the annual meeting by a majority of the voting members present.
7. The Executive Committee shall make a list of nominees for the Executive Committee and report that list to the members at the annual meeting of an election year.
8. Any voting member may place in nomination, prior to any election, the names or nominees for the Executive Committee other than those chosen by the Executive Committee.
9. All voting requires a simple majority of the members present or polled to pass.

ARTICLE IV. DIRECTORS, OFFICERS

1. The Executive Committee of the Board of Directors shall be elected, on alternating even years, by members at the annual meeting. The Executive Committee will hold office for a period of two years, until their successors are elected and qualified, with the terms to commence on January 1 of the year following election. No person shall be eligible to be elected to the Executive Committee who is not a member of this corporation.
2. The members shall elect, from the Coroners, Medical Examiners and their assistants, a president, vice-president and secretary-treasurer whose terms shall commence and terminate as indicated in section 1 above. The Executive Committee shall consist of these three officers and the immediate past president.

3. The Executive Committee may hire an executive secretary.
4. The Board of Directors shall consist of the Executive Committee and other interested members. Board membership requires attendance at a minimum of two meetings per year. Board members failing to meet this requirement may be removed.
5. The business of the corporation shall be managed by the Board of Directors.
6. In the event that any officer of the Executive Committee shall resign, die, become disqualified or refuse to act as during his or her term of office, his or her successor shall be chosen by a majority of the Board of Directors.
7. Meetings of the Board of Directors shall be held at the registered office of the corporation or at such other place as the majority of the members of the Board may from time to time determine. Meetings are open to all members of the corporation.

ARTICLE V. MEETINGS

1. The annual meeting of the members and the Board of Directors shall be held at such time as may be fixed by the Executive Committee. The time and place of the annual meeting shall be specified in a notice given to all members by mail or electronically via their last address known to corporate records, at least two weeks prior to the meeting. Thirteen members shall constitute a quorum at the annual meeting.
2. Special meetings may be held but shall be preceded by a one week advance notice mailed to each of the members or of the Board, as the case may be.
3. Five members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the directors present shall be the acts of the Board of Directors.
4. **ACTION IN WRITING.** Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done electronically or in writing.
5. The usual order of business at meetings of the members or Board of Directors of this corporation shall be as follows:
 - a. The meeting is called to order by the president.

- b. Attendance- Quorum being present the meeting proceeds with business.
- c. Review of Minutes of previous meeting and their consideration and approval.
- d. Reports of officers.
- e. Reports of committees.
- f. Unfinished business.
- g. New business
- h. Motion to adjourn.

ARTICLE VI. POWERS AND DUTIES OF THE OFFICERS

1. The president shall preside at all meetings. In his or her absence, the vice-president shall perform his or her duties. The president shall appoint all standing and special committees.
 - a. Standing committees are Program Planning and Government Affairs.
2. The secretary-treasurer shall perform the duties usually pertaining to his or her office, shall make an annual report and such other reports as the association may require.
3. The secretary-treasurer shall have charge of the office of the association. He or she shall keep books and papers of the association and supervise the work of the employees of the association in the field and office and perform such special services as may be directed by the president.
4. The secretary-treasurer shall receive and receipt for all monies paid to the association and remit all surplus and/or reserve funds.
5. No officer shall create any obligations or make any expenditures not authorized by the corporation's Executive Committee.

ARTICLE VII. AMENDMENTS

These By-Laws may be amended at an annual meeting of the members by a two-thirds vote of all members registered as being in attendance, or by a mail or electronic vote taken and canvassed provided, however, that an affirmative vote of a majority of all voting members shall be necessary to adopt an amendment submitted electronically or by mail.

CERTIFICATE

We do hereby certify that the foregoing By-Laws were adopted on May 10, 1980 by the Board of Directors and thereafter approved by the members at a meeting held on _____, 20__.

DATED: _____

President

Secretary-Treasurer

CERTIFICATE

We do hereby certify that the amendments to Article III were adopted on October 12, 1984 by the members and thereafter approved by the Board of Directors at a meeting held on January 12, 1985.

DATED; _____

President

Secretary-Treasurer

CERTIFICATE

We do hereby certify that the amendments to Article IV were adopted on October 25, 2012 by the members and thereafter approved by the Board of Directors at a meeting held on July 20, 2013.

DATED; _____

President

Secretary-Treasurer

CERTIFICATE

We do hereby certify that the amendments to Article IV were adopted on October 24, 2013 by the members and thereafter approved by the Board of Directors at a meeting held on April 5, 2014.

DATED; _____

President

Secretary-Treasurer

CERTIFICATE

We do hereby certify that the amendments to the Bylaws were adopted on October 9, 2014
by the members and thereafter approved by the Board of Directors on January 19, 2016.

DATED; _____

President

Secretary-Treasurer