



MINNESOTA CHIEFS OF POLICE ASSOCIATION

DEDICATED TO THE IDEALS OF PROFESSIONAL POLICING

BOARD OF DIRECTOR'S MEETING

July 16, 2018

Minnesota Chiefs of Police Association HQ
803 Old Highway 8 NW
New Brighton, MN
10:30 am – 1:00 pm

1. **Call to Order** *President Dan Hatten*
2. **Opening Invocation** *Tony Paetznick*
3. **Treasurer's Report** *Andy Skoogman + Treasurer Tim Fournier*
Approve June financial report
Approve signing of checks
4. **Secretary's Report** *Secretary Stephanie Revering*
Approve minutes from June 21, 2018
5. **President's Report** *Hatten*
6. **Professional Development Committee** *Bob Jacobson/Dir. Eric Werner*
Advanced CLEO and Command Academy
Marie Ridgeway instructor partnership/mental health
2018 Training Schedule
ETI Planning Committee Update
7. **Peer Support**
"First Call for Help" /Mental Health referral plan
Sonya Eastham /Licensed Mental Health Professional
8. **Executive Director's Report** *Andy Skoogman*
Foundation update
Audit discussions
Synergetic Endeavors contract
Richfield Amicus Brief
9. **Communications Committee** *Andrew Wittenborg*
Summer 2018 Magazine
10. **Old Business** *All*
11. **New Business.**
12. **Next Meeting: August 16, 2018**
13. **Adjourn**

MCPA Board of Directors Meeting
June 21, 2018
MCPA Headquarters, New Brighton, MN

In Attendance:

Andy Skoogman, Andrew Wittenborg, Susan Engel, Bob Jacobson, Tony Paetznick, Tim Fournier, Jeff Tate, Dan Hatten, Dave Bentrud, Eric Klang, Mike Goldstein, Jeff Potts, Stephanie Revering, Mike Mastin, Mike Risvold, Matt Gottschalk, Brian Weierke, David Ebinger

On-Line: Eric Werner, Roger Pohlman

Called to Order: President Hatten called the meeting to order at 10:00

Welcome New Board Member: President Hatten welcomed Brian Weierke

Treasurer's Report: Susan Engel and Jeff Potts

- See detailed financial report
- Motion to accept report and approval of checks made by Director Ebinger and seconded by Director Tate; motion passed.

Secretary Report: David Ebinger

- Minutes from May 24, 2018 were submitted. Motion for acceptance of minutes was made by Vice President Potts and seconded by Director Risvold; the motion passed.

Professional Development Committee: Bob Jacobson

- A handout of the ETI Survey was discussed. The responses were generally positive and the City Administrator training was well received.
- A meeting for next year's ETI is planned for next week.
- A training schedule update was provided to include 9-12-18 City Leaders Training, 09-13-18 Officer Leadership and 08-21/ 24-18 Leadership Academy.

President's Report: President Dan Hatten: Yielded for Foundation Discussion

Communications Committee: Andrew Wittenborg

- Branding Campaign Update – We continue to look for additional stories for our digital campaign.
- Summer 2018 Magazine – A number of articles, one on Police Yoga, are being prepared for the upcoming issue.

Foundation Discussion: Vision for the Future, Executive Director Andy Skoogman

- The Executive Director discussed the timeline of events concerning the Foundation (See June 21, 2018 Memo).
- Those events ultimately resulted in the resignation of Foundation President Barry Shaul and a number of other persons who had been serving on the Foundation.
- Foundation Bylaws identify President Hatten as the only current member of the Foundation; he moved that Vice President Potts and Past President Goldstein be selected to join him in establishing a Transitional Board for the Foundation. The motion was seconded by Secretary Revering; the motion passed.
- The "Vision for the Future" handout was presented by Executive Director Skoogman. Director Ebinger moved that the report be accepted with one change; specifically that on the "Initial

Steps/Timeline” Page, second bullet point, that the word “reappoint” be changed to “appoint”. Vice President Potts seconded the motion; the motion passed.

New Business: Executive Director Skoogman, Past President Goldstein

- Executive Director Skoogman indicated that he wants the Board to be aware that we may be requested to sign onto an Amicus Brief on behalf of the city of Richfield for the Supreme Court Case involving the City of Richfield v. Nathan Kinsey.
- Past President Goldstein wanted to make everyone aware of an IACP repository of wellness information. He will get a link out to a brief survey on this topic being conducted by the IACP.

The Meeting Adjourned at 12:25

To: MCPA Board

From: Susan Engel

Subject: Financial Results through June 30, 2018

Summary Results vs Budget

The Association posted a profit of \$98,717 for the six months ended June 30, 2018; this result was \$11K below budget. There were \$27K in larger items that negatively impacted the six month profit, including:

- \$6K in legal fees related to the Foundation
- \$7K unrealized losses in bond fund
- \$6K lost profit from cancellation of May Leadership Academy
- \$5K branding video expenses
- \$3K magazine weakness
- Continued weakness in permits and testing

However, the final results were only \$11K below budget due to the excellent ETI financial results and the \$5K unplanned payment from PATROL received back in January.

Results vs. Last Year

- This year's profit of \$98,717 compares to \$107,327 last year – a drop of \$8,611.
- Revenues in total were \$573, 178 - up from \$561,742 last year.
- Dues and Training Fees, the two largest revenue categories, are higher than last year by 6% and 7% respectively. However, the magazine is down \$13,316 vs. last year through June; about \$10K of this drop is due to timing, as the summer magazine was included in 2017 but this year will post in July. In addition, the bond fund results are \$8,785 lower than last year. (This is an unrealized loss on the underlying value of the portfolio).
- Expenses in total were \$474,948 - up from \$454,415 in 2017.
- Personnel expenses increased by \$45,654 due to reclassifying the accountant from contractor to staff and expanding the staff based on the Strategic Planning goals set in 2017. Direct program expenses were lower than in 2017 due to cancellation of the Leadership Academy and management of ETI expenses. Management and general expenses were lower than last year, despite the Foundation legal fees, because accounting expenses in 2018 have moved to the personnel category.

Balance Sheet – Highlights

- The MCPA's balance sheet is strong. As of June 30, the Association had cash and investments of \$835,887.
- The balance sheet includes a receivable from the Foundation for \$15,000 in support for ETI speakers which has not yet been collected.
- Other items on the balance sheet show the usual month to month small variations, with no major change in trends from last month.

Foundation

The Foundation has \$24,513 in cash, virtually unchanged from last month. To date the Foundation has a profit of \$2,601 for the year. This includes a \$10K donation from the Mdewakanton Sioux that may need to be returned, and a \$5,000 donation from Land o' Lakes that we are holding to confirm that it can be deposited.

Advanced CLEO and Command Academy

January 2018 thru April 2019

POST Credits: 20

POST Course Number: 9041-??

Instructors: TBD

Course Summary

Police work has long been one of the most physically and mentally demanding professions in the world. Over the course of a law enforcement career, the work often takes a heavy toll on officers and their families. Police officers are at a high risk for early death, heart attacks, stress-related illnesses and ailments as well as a variety of health problems.

Chief Law Enforcement Officers (CLEOs) can play a big role in reducing these risks by implementing policies, programs and agency philosophies centered on wellness. The collective health of police officers in an agency is critical to effective and efficient policing.

As noted in the President's Task Force Report on 21st Century Policing, "Officers who are mentally or physically incapacitated cannot serve their communities adequately and can be a danger to the people they serve, to their fellow officers, and to themselves".

The Minnesota Chiefs of Police Association's 2019 Advanced CLEO and Command Academy will explore some of the most important elements of developing and implementing successful wellness initiatives and ideas, including the effects of shift work, maintaining a physically and mentally fit force and new technologies that support officer wellness.

A cohort training format, attendees will work in small groups over the course of several months to advance the study, development and implementation of best practice policies, creating long-term culture change and reforms related to officer wellness and safety for their specific agencies. Industry leaders from law enforcement, medicine and technology will present and discuss research and ideas that will help attendees develop new initiatives or improve existing ones.

Course Requirements

Students will:

- Attend all scheduled trainings and participate in small group sessions
- Develop a program or policy related to Officer Wellness and resiliency that can be implemented in their agency
- Write an article of approximately 500 words describing that proposed program or policy
- Present an overview of those programs or policies at a breakout session of ETI 2019 in St. Cloud or a Critical Issues Forum.

Training topics

1. **Maintaining a Fit Force** – Ensuring engagement in health and wellness programs - 90 minutes
2. **Effects of “Shift Work” on wellness** - 90 minutes
3. **Working out on duty – Is it a worthwhile investment?** 90 minutes
4. **New technologies to support officer wellness** 90 minutes
5. **Law enforcement suicide – breaking the silence and bucking the trend** (90 minutes)

Learning Objectives

Course attendees will:

1. Learn best practices and be presented with research-based data from leading experts in law enforcement, medical and technology fields about mental and physical wellness
2. Better understand key elements of the President’s Task Force Report on 21st Century Policing related to Pillar Six, Officer Wellness and Safety
3. Work collaboratively in small groups as a method of supporting and learning from other law enforcement executives
4. Report on their programs and policies in written form via a professional article
Identify, create, propose policies and programs for Officer Wellness and Safety in their agencies

Session 1: Introductions/Kick Off Event on December XXX, 2018 from 10 am to 3 pm at the MCPA Training Facility (4 hours POST Credits)

Session 1 will include an overview of the schedule for training, requirements for successful completion, 180 minutes of training from law enforcement, medical or technical experts on best practice models and policies for two of the designated training topics and formation of small groups. Time will be allowed for meetings of these groups to introduce themselves, discuss responsibilities within the group and talk about potential projects. A group leader will be chosen at this time. Students will also get technical assistance if needed for remote meeting options.

Session 2: Training and small group work January XXXX, 2019 1 pm – 4 pm (2 hour of POST Credit)

Session 2 will include 90-120 minutes of training from law enforcement, medical or technical experts on best practice models and policies for one of the designated training topics. The remaining time will be used for small groups to discuss their individual projects and discuss their group project approach.

Attendees will each be required to give a two minute verbal report/update on their progress.

Session 3: Check In event on Febuary XXXX, 2019 from 1 pm to 4 pm (3 hours of POST Credit)

Session 3 will also include 90 minutes of training from either law enforcement or medical experts on best practice models and policies for Officer Wellness and Safety

Facilitators will review and remind attendees of the requirements for successful completion. Instructors will also provide guidance on requirements of the required 500-word article.

Session 4: Small groups are required to meet in person or remotely for a minimum of two hours between February 2019 and March 2019 (2 hour of POST Credit)

Group discussion should include help and feedback on individual articles, assistance on research and best practices for the chosen projects, work on the group presentations for the ETI 2019 presentation.

Session 5: Check in Event on March ??, 2019 from 10 pm to 3 pm (5 hours of POST Credit)

Session 5 will be the full group meeting in person and/or joining remotely. Attendees will be required to give a 5-minute verbal overview and update on their projects. Group leaders will give updates on the ETI 2019 presentations.

Session 5 will also include 90 minutes of training from law enforcement, medical or technology experts on best practice models and policies for Officer Wellness and Safety

Session 6: ETI 2019 (1 hour POST credit)

Attendees will be required to attend and assist in presenting and/or answering questions on the group's presentation at ETI.

Additional requirements/POST Credits (4 hours POST credit)

Attendees will be required to research a policy or program for Officer Wellness and Safety and minimum time is expected to be 2 hours.

Attendees will be required to write a 500-word article on their proposed policy or program. Minimum out of session time expected is 2 hours.

Learning Method:

PowerPoint presentations, group learning, articles, and policy and program recommendations with ongoing interactions between cohorts and instructors.

Bios

TBD

**SECOND AMENDED AND RESTATED BYLAWS
OF
MINNESOTA CHIEFS OF POLICE FOUNDATION**

DIRECTORS

SECTION 1.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than three persons, and, subject to such limitation, the number of members of the Board of Directors may be designated from time to time by Minnesota Chiefs of Police Association (the "Association"). The Board of Directors shall consist of the following:

- a. Ex-Officio Directors. The President and Executive Director of the Association shall serve as ex-officio members of the Board of Directors. The President shall be a voting member and the Executive Director shall be a non-voting member of the Board of Directors. The term of an ex-officio director shall be coterminous with his or her term of office with the Association.
- b. Elected Directors. Additional directors of this corporation shall be appointed by the Association. Unless otherwise provided by the Association, each director shall have a three-year term which shall begin at the conclusion of the first meeting of the Board of Directors after the director was appointed by the Association. Each director's term of office shall continue until the conclusion of the annual meeting of the Board of Directors in the third year of the director's term, and, unless the Association has determined that a successor will not be appointed, until his or her successor has assumed office; or until the director's prior death, resignation or removal.

SECTION 1.2 Removal; resignation; vacancies. Any appointed director may at any time be removed with or without cause by the Board of Directors or the Association. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person appointed by the Association for the unexpired term of such director. Any vacancy resulting from an increase in the number of members of the Board of Directors may be filled by a person appointed by the Association for a full term of office unless the Board of Directors designates a shorter term of office.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 2.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

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SECTION 1.1 Voting member. The voting member of the corporation is Minnesota Chiefs of Police Association. The member shall designate one or more natural persons to act on its behalf by an instrument executed in writing and filed with the Secretary. In the absence of a written designation, the President of the member shall be authorized to act on behalf of member as its designated representative. Any designation of a representative may be revoked or amended if an instrument revoking or amending the instruments is filed with the Secretary.

SECTION 1.2 Interest in property. The member of this corporation does not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 1.3 Meetings. The annual meeting of the member of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held each year at such time and place within or without the State of Minnesota, as may be designated by the Board of Directors.

SECTION 1.4 Written action. Any action that may be taken at a meeting of the member may be taken without a meeting by written action signed by the designated representative of the member.

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SECTION 2.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

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SECTION 2.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. A director may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

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SECTION 2.4 Quorum and voting. The presence of a majority of the members of the Board of Directors constitutes a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. 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 one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director is entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

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SECTION 2.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action consented to by at least a majority of all directors. A proposed written action, whether delivered in paper form or

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through authenticated electronic communication, must set forth the proposed action and include copies of any documents that would be amended, approved, or acted upon by the proposed action. A director may consent by signing the document that sets forth the proposed action or by responding through authenticated electronic communication. The written action will be effective when signed or consented to by the required number of directors unless a different effective time is provided in the written action. For purposes of this paragraph, electronic communication is defined in Minnesota Statutes, section 317A.011, subd. 7a, as amended from time to time.

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SECTION 2.6 Meetings held using remote communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

OFFICERS

SECTION 3.1 Designation and term. The officers of this corporation include a President, a Secretary, and a Treasurer. This corporation may also have one or more Vice Presidents and such other officers as the Board of Directors may from time to time determine. Officers who are not compensated to serve in such capacity shall be elected by the Board of Directors at its annual meeting to serve for terms of one year and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause. Officers who are compensated to serve in such capacity shall serve in accordance with the terms of their compensation agreements. Removal pursuant to this section is without prejudice to contractual rights of the officer. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officers need not be directors of this corporation.

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SECTION 3.2 President. The President is the chief executive officer of this corporation. He or she shall perform or properly delegate and oversee the performance of the following duties: (a) have general active management of the business of this corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) have the authority to sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (e) perform such other duties as are prescribed by the Board of Directors.

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SECTION 3.3 Vice President. During the absence or disability of the President, it shall be the duty of the Vice President to perform the duties of the President. The Vice President shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

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SECTION 3.4 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) provide for the keeping of accurate minutes of all meetings of the Board of Directors; (b) be responsible for the custody of the records, documents and papers of this corporation; and (c) provide for the keeping of proper records of all transactions of this corporation. 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 perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

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SECTION 3.5 Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; and (e) upon request, provide the President and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

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COMMITTEES

SECTION 4.1 Committees with Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the President. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

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- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;

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- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 4.2 Advisory Committees. The Board of Directors or the President may establish advisory committees that have no authority to act on behalf of the corporation. Members of such committees shall be appointed in the manner specified by the Board of Directors or the President, whichever established the advisory committee.

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SECTION 4.3 Executive Committee. The Board of Directors may establish an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee has the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

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SECTION 4.4 Meetings and voting. Meetings of each committee having authority of the Board of Directors shall be called and held in accordance with the provisions of Sections 2.2 to 2.6 of these Bylaws as they apply to meetings of the Board of Directors.

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INDEMNIFICATION

SECTION 5.1 Indemnification. This corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

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SECTION 5.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MINNESOTA CHIEFS OF POLICE FOUNDATION**

ARTICLE I

The name of this corporation is:
Minnesota Chiefs of Police Foundation.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes and in connection therewith exclusively to support the charitable and educational activities and purposes of Minnesota Police Chiefs Association, a Minnesota nonprofit corporation. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others; provided that all the powers of this corporation shall be exercised only so that this corporation's operations are exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any, other than to a member for charitable and educational purposes, consistent with the corporation's exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. No part of the net income or net earnings of this corporation shall inure to the benefit of any private shareholder or individual. This corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V

The period of duration of this corporation's existence shall be perpetual.

ARTICLE VI

The registered office of this corporation shall be located at 803 Old Highway 8 NW, Suite 1, New Brighton, MN 55112, or such other place as the Board of Directors may designate from time-to-time.

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ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

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ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The members of the Board of Directors shall be those persons who are from time to time duly appointed by Minnesota Chiefs of Police Association. The number, method of selection, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action required or permitted to be taken at a meeting of the Board of Directors, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action required or permitted to be taken at a meeting of a committee may be taken by written action signed, or consented to by authenticated electronic communication, by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. All directors or committee members, as the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

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ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The directors ~~and~~ officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors ~~or~~ officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

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ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by ~~law provided, however, that no amendment shall take effect until it has been approved by Minnesota Chiefs of Police Association,~~

Deleted: Minnesota Statutes, section 317A.133, as amended from time to time

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Minnesota; ~~provided, however, that dissolution shall require the advance written approval of Minnesota Chiefs of Police Association.~~ In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of for one or more of the purposes of this corporation by transfer to Minnesota Chiefs of Police Association to support those of its activities and purposes that are charitable and educational; provided, however, that if ~~Minnesota Chiefs of Police~~ Association or such successor organization is not then in existence or ~~it~~ does not have activities that are charitable or educational, then said surplus property shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations described in Section 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof for public purposes, in such proportions as the Board of Directors of this corporation shall determine. Subject to the provisions of Article II of these Articles of Incorporation, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

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The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 5.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

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MISCELLANEOUS

SECTION 6.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation begins on January 1 and ends on the succeeding December 31.

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SECTION 6.2 Corporate seal. This corporation has no seal.

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SECTION 6.3 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment; provided, however, that no amendment shall take effect until it has been approved by the Association,

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SECTION 6.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation has 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 Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 6.5 Execution of instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the President, any Vice President, or such other person or persons as may be designated from time to time by the Board of Directors.

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SECTION 6.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

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voting member at each annual meeting. If at any time the corporation has no member and at least one year has passed since the last annual meeting of the member, then the board of directors may elect directors of this corporation. Subject to the provisions of Section 2.2

**STATE OF MINNESOTA
IN SUPREME COURT**

City of Richfield,

Respondent,

vs.

Law Enforcement Labor Services, Inc.,

Appellant.

**RULE 129.01 REQUEST FOR LEAVE TO FILE
A JOINT BRIEF OF AMICI CURIAE
LEAGUE OF MINNESOTA CITIES
MINNESOTA CHIEFS OF POLICE ASSOCIATION**

TO: THE SUPREME COURT OF THE STATE OF MINNESOTA

The League of Minnesota Cities (LMC) and the Minnesota Chiefs of Police Association (MCPA) respectfully request under Rule 129.01 for leave to file a joint brief of amici curiae in support of the city of Richfield (City). We filed a joint brief of amici curiae in the City's support at the court of appeals.

Identity of Proposed Amici Curiae

The LMC has a voluntary membership of 832 out of 853 Minnesota cities.¹ It represents the common interests of cities before courts and other governmental bodies and provides a variety of services to its members, including information, education,

¹ The city of Richfield is a member of the LMC.

training, policy-development, risk-management, and advocacy services. The LMC's mission is to promote excellence in local government through effective advocacy, expert analysis, and trusted guidance for all Minnesota cities.

The MCPA is a nonprofit, professional membership organization with the mission of bringing the highest quality of police services to the people of Minnesota. The MCPA's vision is to be the recognized voice for professional law enforcement in Minnesota. The MCPA was founded in 1954 as a training and social organization to network and exchange ideas between law enforcement executives; it represents nearly 900 police chiefs, retired chiefs, and law enforcement leaders.

Public Interest of Proposed Amici Curiae

The City appealed a district court order denying its motion to vacate an arbitration award. The award provides that terminated police officer Nathan Kinsey shall be unconditionally reinstated to his position, subject only to a three-day unpaid suspension. The City terminated Officer Kinsey after he was involved in a verbal and physical incident with some young Somali men in a park. During the incident, Kinsey threatened, shoved, and slapped Kamal Gelle in the head after citing him for careless driving, and then failed to report his use of force, even though the City has repeatedly counseled, disciplined, and trained Kinsey on use of force and report writing. The City seeks to vacate the arbitration award because its enforcement will violate well-defined and dominant public policy.

The LMC and the MCPA have a public interest in this appeal on behalf of our members because more is at stake than the parties' individual interests. Requiring any

city to reinstate a police officer under the circumstances present in this case would violate well-defined and dominant public policy, would jeopardize the public's safety, and would undermine the public's confidence in the integrity of law enforcement.

Desirability of Proposed Joint Brief of Amici Curiae

It would be desirable for the LMC and the MCPA to submit a joint brief of amici curiae because the knowledge and experience of our members will allow us to provide the Court with a broader perspective of the legal issues and public policies at stake and to inform the Court of facts or matters of law that "may have escaped its consideration."²

For these reasons, the LMC and the MCPA respectfully request leave to file a joint brief of amici curiae in the City's support.

Dated: 6/27/18

By: 
Susan L. Naughton (#259743)
LEAGUE OF MINNESOTA CITIES
145 University Avenue West
St. Paul, MN 55103-2044
(651) 281-1232

² *State v. Finley*, 64 N.W.2d 769, 773 (1954) (discussing an amicus curiae's appropriate role).