

## BYLAWS OF CMA MINNESOTA AREA INTERGROUP, INC. OCTOBER 17, 2011

The following Bylaws governing the organization and operation of CMA ("Intergroup") pursuant to its Articles of Incorporation as a Minnesota Non-Profit Corporation are hereby adopted by its board and ratified by the Representatives on behalf of all members.

Intergroup's primary purpose is to assist the CMA groups of Minnesota in carrying the message to those who suffer from addiction. Intergroup is responsible to the Member Groups, deriving its legitimate authority there from. In all its activities, policies, and proceedings, Intergroup shall observe the practice and spirit of CMA's Twelve Traditions, as well as its three legacies of Recovery, Unity, and Service.

### SECTION I MEMBERSHIP

- 1.1 **Membership in Intergroup** Any CMA group (the "group" sometimes known as the "squad") in the Minnesota area or elsewhere, holding regularly scheduled meetings and desiring to participate in any or all of the activities of Intergroup may become a member of Intergroup and be entitled to participation by giving notice to Intergroup of its desire to be a member. The notice shall state the group's name or number, the place and times of its meetings, and the name, address, and telephone number of its Secretary or representative to whom communications from Intergroup may be sent. Each group must also designate and list a Group Service Representative who shall represent its interests in all Intergroup affairs. The Group shall become a member of Intergroup upon receipt of the notice by Intergroup and shall remain a member until it notifies Intergroup that it no longer desires to be a member.
- 1.2 **Source of Funds** Funds for Intergroup's activities and operations shall be derived primarily from CMA Groups, individual members of CMA, the sale of books and literature, and recovery related items. All member groups shall be encouraged to make regular contributions to Intergroup, however, it shall be recognized that all contributions are voluntary, and that a Group's membership shall not be dependent upon whether it or its members make contributions.
- 1.3 **Confidentiality** All names and addresses of individual CMA members submitted to and on file with Intergroup shall be kept confidential in accordance with the principle of anonymity.

4.4 Notices Regarding Intergroup Affairs and Activities Members will ~~shall~~ be kept informed of Intergroup's activities, policies, finances, and membership by an annual report and by such interim reports to the Group Representatives or to the members as may be requested on website. ~~Such notices shall be published in the Intergroup Newsletter or other general publications circulated by Intergroup with copies available for review during Intergroup's office-normal business hours.~~

Formatted: Strikethrough

Formatted: Strikethrough

## SECTION II GROUP REPRESENTATIVES VOTING RIGHTS

2.1 Representative Selection Each member Group shall exercise its membership voting rights solely through its Group Service Representative. It is suggested that each Representative have at least one year of continuous sobriety. The Representative shall represent the Group in all Intergroup affairs. In the absence of the Representative, a properly registered alternate Representative shall be entitled to represent the Group as its Representative in all voting matters.

~~i. The sobriety time requirement can be waived by popular vote of the Executive Committee.~~

Formatted: Strikethrough

~~2.2~~ Representative Registration Each Representative shall register with Intergroup Chair or Co-Chair in writing, providing name, mailing meeting address and at least one telephone number to facilitate

~~2.3.2.2~~ contact with Intergroup. It is the responsibility of each member Group and its Representative to provide current contact data to Intergroup to assure that the Group through its Representative has the opportunity to participate in meetings, and represent its interests. A Group must be registered with Intergroup ~~at least three (3) days~~ before their Representative shall be entitled to vote at Representative Meetings.

Formatted: Indent: Left: 0.1", Right: 0.46", Space Before: 0 pt, Line spacing: Multiple 1.05 li

Formatted: Strikethrough

~~2.4.2.3~~ Voting Rights Elected members of the Board shall be entitled to voting rights at Representative Meetings, along with Representatives.

## SECTION III BOARD REPRESENTATIVE MEETINGS, NOTICE, QUORUM

3.1 Regular Meetings Regular meetings of the Board Representatives shall be held once per month, on the third Monday of the month, unless agreed upon by popular vote prior to the following months meeting. One of the regular meetings of the Board Representatives shall be held in March and shall be the annual meeting of Intergroup. Election of Board Representatives- of Directors shall be held at that time.

3.2 Special Meetings Special meetings of the Board Representatives must be called by at least five (5) Representatives or 25% of the total registered Representatives of the corporation, whichever is less. Anyone entitled to call a special meeting of the members must be received by the Executive Chairperson in order to call the meeting. The Secretary shall ~~than then~~ give notice of the meeting, setting the time, place, and purpose thereof and is to be held no later than 30 days after the request has been submitted and approved. If a special meeting is being requested by the member Groups, the meeting shall be held in the county location where the ~~registered-office-regular meeting~~ is located. The business transacted at a special meeting is limited to the purpose stated in the notice of the meeting.

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

~~3.3~~ Meeting Notice Notice of the meeting shall be communicated to the Group Representatives through the Intergroup ~~Newsletter website or other such generally-circulated publication of Intergroup.~~

Formatted: Strikethrough

Formatted: Strikethrough

3.4 Notice of Resolution to Amend Articles or Bylaws No change in the Articles of Incorporation or Bylaws; ~~election of Board Directors by the Group Representatives~~, or any other matter outlined in the Articles, Bylaws, or governed by the State of Minnesota, shall be considered at any meeting unless such items are clearly identified in a notice of the meeting ~~and agenda, and such notice and agenda for the meeting are mailed to the most recent address of all registered Group Representatives at least five (5) days prior to the date of such meetings.~~ announced and posted on the website 60 days prior to the meeting.

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

3.5 Quorum Representatives from 51% of the Member Groups, not counting the Board Representatives present and entitled to vote, shall constitute a quorum at any meeting. If a quorum is not present, those in attendance may adjourn the meeting to a time and place when the necessary quorum for conducting business and voting may be present. Alternatively, the Board Representatives may conduct an informational meeting and take advisory votes, so long as those in attendance are advised that any action voted on has no legal effect.

3.6 Meeting Procedure The Executive Chairperson shall preside at the Board Representative meetings, and the Executive Secretary shall take the minutes of each meeting. All business is to be conducted in an orderly fashion, as outlined in Robert's Rules of Parliamentary Procedure.

## SECTION IV BOARD OF DIRECTORS

### 4.1 Directors/Board Representatives/Chairpersons

#### 4.1a. Number

There shall be no less than twenty (20) elected Directors, also referred to as Board ~~Representatives of Directors~~ or Chairpersons.

#### 4.1b. Election

Election of Directors shall be determined by a majority vote of the eligible Group Service Representatives.

4.1c. Voting

Election of Directors shall take place at the annual meeting in March.

4.1d. Terms

Each Director is voted into position by the Group Service Representatives, and will serve one (1) term. Each term shall be limited to one (1) year of service. Upon completion of the initial term, the Co-Chair for each Director position will automatically transition into the Chair position. The current Chairperson may request that a vote be held if they believe the Co-Chair is not prepared to take on the responsibility, or if they are interested in serving an additional term. The position will be decided by popular vote of 51% or more by the Group Service Representatives.

4.1e. Service Limitations

No individual shall be eligible to serve as a Director for more than four (4) consecutive years or six (6) years out of any consecutive ten (10) year period. No more than two individuals from any Member Group shall serve as a Director at any time.

4.1 f. Qualifications

Each individual nominated and elected shall verify to the Group Service Representatives that they are sober members of CMA, actively engaged in a CMA recovery program, and have a minimum of one (1) year continuous sobriety. The individual shall also verify the identity of their home group in CMA.

i. The one year sobriety requirement may be temporarily suspended to allow willing parties to run for Board member positions. This will be decided by an open vote of all eligible voting members and left to group conscience.

4.2ii. DirectorNominations No later than ~~eight (8) weeks~~60 days before the election, the Executive Chairperson shall notify the Board ~~Directors of Representatives~~ that ~~resumes nominees~~ will be accepted by the Intergroup Office. ~~The Executive Chairperson shall help to ensure that there are at least twice as many nominees as there are Director positions available at the time of election.~~

i-iii. ~~Individuals who meet the criteria for a Director position shall be nominated by sending a resume to the CMA Intergroup offices, or may be nominated by a registered Group Service Representative Representative or Member of the Board of Directors at the annual meeting.~~

ii-iv. ~~Resumes are to include~~Nominees may be asked to provide sobriety date, home group information, relevant CMA service work/experience, relevant non-profit experience, and any relevant professional or work experience. ~~The Executive Secretary shall provide copies of all resumes to the Group Service Representatives before the day of the election, with any confidential information retracted up on the request of the individual.~~

4.34.2 VacancyandRemovalofDirectors If, for any reason, a vacancy occurs, the remaining Directors may hold a vote to elect a qualified successor to serve out the term at the following Board Meeting. The majority vote will be subject to approval by the Group Representatives.

- i. Elected Directors may be removed with or without cause by the Affirmative vote of two-thirds (2/3) of the Chairpersons present at the regular or scheduled special meeting. Proper notice shall be given to all Directors, with the effected Director being provided proper notice of the right to be heard concerning the action for removal.
- ii. Reason(s) for removal shall include, but are not limited to:

Formatted: Indent: First line: 0", Right: 0.11", Line spacing: Multiple 1.05 li

Formatted

Formatted

Formatted: Strikethrough

Failing to maintain sobriety, missing more than ~~four three (43) Board, or four-  
(4)consecutive~~ Representative Meetings in one (1) year, failure to maintain attendance at home group meeting.

Formatted: Strikethrough

## SECTION V BOARD MEETINGS

~~5.1~~ Meetings The Board shall hold a meeting for the election of Directors at the annual meeting of the Group Representatives and shall hold ~~regular monthly meetings concurrent with the Representatives meetings. An annual meeting in December.~~ Notice of regular meetings shall be ~~given to the Member Groups in the Intergroup Newsletter, or other such publications, posted to the website and announced at the monthly meetings.~~

~~5.25.1~~

~~5.35.2~~ Special Meetings Special meetings of the Board will follow the procedures outlined in Section 3.2. They may be called by the Executive Chair, or other Directors of the Board. There must be a minimum of three (3) days' notice to all Directors of the time, place, and reason for special meeting. Notice is not required to the Member Groups.

Formatted: Font: Arial, Thick underline, Character scale: 90%, Condensed by 0.05 pt

Formatted: Indent: Left: 0.6", Right: 0.21"

Formatted

~~5.45.3~~ Quorum of Directors A majority of the elected Directors shall constitute a quorum, and all Board actions shall be adopted by majority vote, unless otherwise set forth herein.

~~5.55.4~~ Executive Committee Meetings Executive Committee meetings may be called by the Executive Chairperson, with notice provided to the Officers of the Board.

## SECTION VI ELECTED EXECUTIVE OFFICERS

6.1 Chair The Chair shall perform the usual functions of the principal corporate officer, including, but not limited to:

- a. Attend and preside at all regular and special Board meetings, Executive Committee meetings, and Representative Meetings and cast the deciding vote at any meeting where the vote is tied.
- b. Be a member and the Chair of the Executive Committee.
- c. Be a member of all committees.
- d. Prepare the agenda for all Board, Executive Committee, and Representative meetings.
- e. Appoint, with the concurrence of the Board, the Chairpersons and members of all regular and special committees authorized but the Directors; notwithstanding the foregoing, the Chair may delegate selection of committee members to the appointed committee chairperson.

6.2 Co-Chair The Co-Chair shall perform the usual function of the second ranking corporate officer, including but not limited to the following:

- a. In the absence, or upon request by the Executive Chairperson, perform the necessary functions of the Chair as set forth in section 6.1.
- b. Attend and preside at all regular and special Board meetings, Executive Committee meetings, and Representative Meetings.

6.3 **Secretary** The Secretary shall perform the usual function of an Executive Secretary, including but not limited to the following:

- a. Attend and preside at all regular and special Board meetings, Executive Committee meetings, and Representative Meetings.
- b. Provide that minutes are taken and kept of all regular and special Board meetings and Representative meetings.
- c. Provide or cause to be provided all proper notices of board meetings and representative meetings.
- d. Arrange for Intergroup corporate records to be available for inspection by any member of CMA in the Intergroup office during normal business hours.  
~~e.~~ Publish to the website minutes of the Board of Representatives monthly meeting within one week of the meeting.

Formatted: Character scale: 100%

6.4 **Co-Secretary** The Executive Co-Secretary shall perform the usual functions of a corporate Secretary including in the event the elected Secretary is not available, but not limited to the following:

- a. Attend and preside at all regular and special Board meetings, Executive Committee meetings, and Representative Meetings.
- b. Provide that minutes are taken and kept of all regular and special Board meetings and Representative meetings.
- c. Provide or cause to be provided all proper notices of board meetings and representative meetings.
- d. Arrange for Intergroup corporate records to be available for inspection by any member of CMA in the Intergroup office during normal business hours.

6.5 **Treasurer** The Executive Treasurer shall perform the usual functions of a corporate Chief Financial Officer, included but not limited to:

- a. Within the limits set forth in the Articles of Incorporation, provide for the receipt custody, control, and safe keeping of all corporate financial records including, but not limited to: receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of Intergroup's financial affairs, and not for the bonding of persons authorized to handle corporate funds and finances.
- b. Prepare, or cause to be prepared, and provide regular financial reports to the Board and Member Groups.
- c. Prepare and submit the Annual Financial Report to the Member Groups, on or before March 1<sup>st</sup> of each year, having caused the preparation of the annual Financial Report by an independent accounting firm designated by the board for such purpose.
- d. Authorize appropriate office personnel to endorse and deposit in Intergroup's bank accounts all checks and drafts payable to Intergroup and deposit all cash receipts. No funds of Intergroup shall be withdrawn from any depository except on the signatures of the Executive Treasurer or such other persona as the Board may authorize. At least two (2) signatures shall be required on all checks and withdrawal orders.

6.6 Co-Treasurer The Executive Treasurer shall perform the usual functions of a corporate Chief Financial Officer in the event the Executive Treasurer is not available, included but not limited to:

- a. Within the limits set forth in the Articles of Incorporation, provide for the receipt custody, control, and safe keeping of all corporate financial records including, but not limited to: receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of Intergroup's financial affairs, and not for the bonding of persons authorizes to handle corporate funds and finances.
- b. Prepare, or cause to be prepared, and provide regular financial reports to the Board and Member Groups.
- c. Prepare and submit the Annual Financial Report to the Member Groups, on or before June 1<sup>st</sup> of each year, having caused the preparation of the annual Financial Report by an independent accounting firm designated by the board for such purpose.
- d. Authorize appropriate office personnel to endorse and deposit in Intergroup's bank accounts all checks and drafts payable to Intergroup and deposit all cash receipts. No funds of Intergroup shall be withdrawn from any depository except on the signatures of the Executive Treasurer or such other persona as the Board may authorize. At least two (2) signatures shall be required on all checks and withdrawal orders.

## SECTION VII ELECTED DIRECTORS/CHAIRPERSONS

7.1 Activities Director/Chairperson

- a. Plan and organize local activities and events for the CMA fellowship to join in.
- b. Create flyers for these activities and events, distributing them to the various GSR's and fellowships.
- c. Plan and organize the annual picnic. This should include, but not be limited to: Creating special sub-committees for planning and delegation of such committees.
- d. Inquire within the fellowship for suggestions regarding activities that members would like to see planned.
- e. Coordinate local activities and events with the Public Information Chairperson to ensure all information is available on the website [www.cmamn.org](http://www.cmamn.org).
- f. Prepare, or cause to be prepared, and provide regular financial reports to the Board and Group Representatives.
- g. Prepare and submit the Annual Financial Report to the Group Representatives on or before March 1<sup>st</sup> of each year, having caused the preparation of the Annual Financial Report by an independent accounting firm designated by the Board for such a purpose.

7.2 Activities Co-Chair

- a. Work closely with Activities Director/Chairperson as to become familiar with all aspects of the position.
- b. Act as Activities Director/Chairperson in the absence of the appointed Director/Chairperson.
- c. Assist the appointed Activities Director/Chairperson in their duties as needed.

7.3 Public Information Director/Chairperson

- a. Create and maintain meeting list.
- b. Create and post flyers announcing meeting places and times.
- c. Responsible for mailing out introductory packets to various centers, institutions, and health care professionals.
- d. Work closely and give presentations about Crystal Meth Anonymous to professionals within institutions, jails, hospitals, etc.
- e. Handles all Public Service Announcements.
- f. Maintain and update the website on a consistent basis, acting also as official Webmaster of site [www.cmamn.org](http://www.cmamn.org)
- g. Work closely with all other Directors/Chairpersons to create and maintain updated information on all matters related to MN Intergroup and CMA MN.

7.4 Public Information Co-Chair

- a. Work closely with Public Information Director/Chairperson as to become familiar with all aspects of the position.
- b. Act as Public Information Director/Chairperson in the absence of the appointed Director/Chairperson at all officer, area committee, and assembly meetings
- c. Assist the appointed Public Information Director/Chairperson in their duties as needed.

7.5 Chips and Literature Director/Chairperson

- a. Become familiar and keep updated/available conference approved literature.
- b. Order sobriety chips from the World Service Office.
- c. Takes orders for sobriety chips through email or at the intergroup meetings.
- d. Maintain area literature inventory and ensure that all area groups are stocked with necessary or requested literature and information.
- e. Maintain and supply literature to meetings statewide, and assure that inventory for individual meetings are kept up with.
- f. Encourage awareness of new or recently developed literature and service pieces.
- g. Have current literature order blanks at all area functions, and monthly meetings.
- h. [Prepare, or cause to be prepared, and provide regular financial reports to the Board and Group Representatives.](#)
- i. [Prepare and submit the Annual Financial Report to the Group Representatives on or before March 1<sup>st</sup> of each year, having caused the preparation of the Annual Financial Report by an independent accounting firm designated by the Board for such a purpose.](#)

a-

~~7.27.1~~ Chips and Literature Co-Chair

- a. Work closely with Chips and Literature Director/Chairperson to become familiar with all aspects of position.
- b. Become familiar with all available conference approved literature.
- c. Assist with filling chip orders at Intergroup meetings.

~~7.37.2~~ GSR Coordinator

- a. In charge of Intergroup contact phone, and responsible for making sure the phone is covered at all times.
- b. Liaison for current individual meeting GSR's – introducing them to the Intergroup format and acting as the main go-to for all GSR related business.
- c. Keeps an up to date, confidential contact list for Area Intergroup members and sends

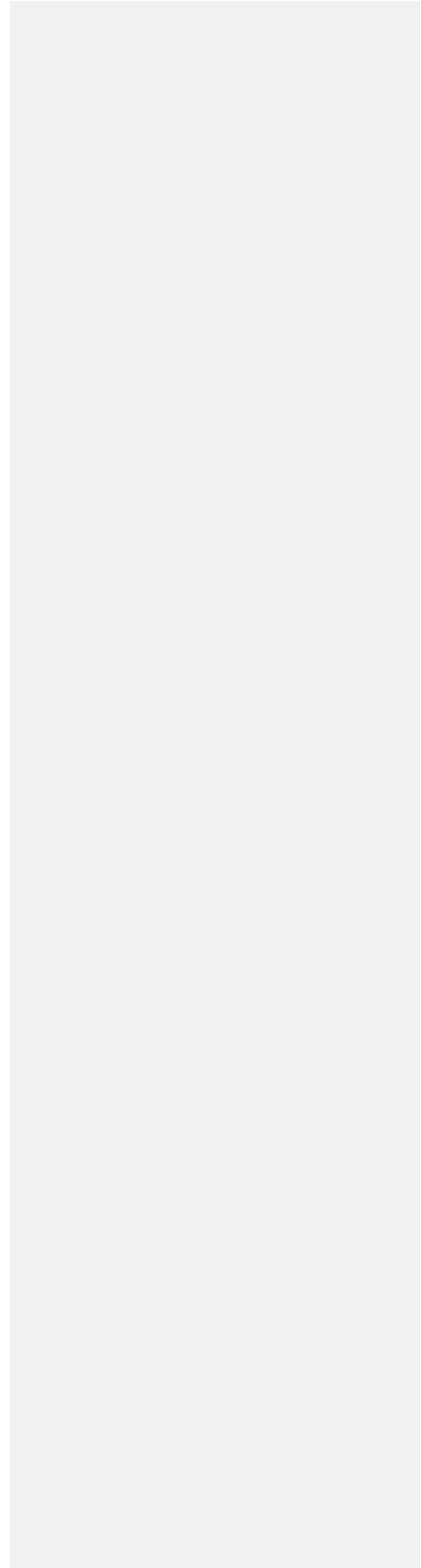
Formatted: Indent: Left: 1.1", Hanging: 0.15", Right: 0", Line spacing: single, Outline numbered + Level: 3 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: -0.15" + Indent at: 0"

Formatted: Character scale: 100%



---

all reminders prior to monthly meetings.



d. Keeps in continuous contact with individual groups to relay all GSR related information.

7.47.3 Senior Hospitals and Institutions Liaison

a. Responsible to oversee hospitals and institutions as a whole.

7.57.4 Hospitals Director/Chairperson

Responsible to coordinate the work of individual CMA members and groups who are interested in carrying out message of recovery to alcoholics and addicts in treatment facilities, and to set up a means of “bridging the gap” from the facility to be the larger CMA community.

- a. Obtain, read, and use Treatment Facilities workbook and any related materials from the CMA General Service Office.
- b. Keep a current list of facilities including long term, short term, and outpatient treatment facilities as well as detox centers and halfway houses.
- c. Work with area groups on how to encourage meetings within the facilities.
- d. Keep record of reports and lists of members in the district willing to work on committees.
- e. Continually review methods of assistance to groups who are interested in carrying the CMA message into treatment center and facilities.

7.67.5 Hospitals Co-Chair

- a. Work closely with Hospitals Director/Chairperson as to become familiar with all aspects of the job.
- b. Act as Hospitals Director/Chairperson in the absence of the appointed Director/Chairperson at all officer, area committee, and assembly meetings
- c. Assist the appointed Hospitals Director/Chairperson in their duties as needed.

7.77.6 Institutions Director/Chairperson

- a. Obtain, read, and use Correctional Facilities workbook and any related materials from the CMA General Service Office.
- b. Work with state and federal facilities so they are aware of contact lists.
- c. Work with State and County officials in coordination of Correctional Facility programs.
- d. Assist in placing CMA approved literature in correctional facilities.
- e. Coordinate the work of CMA members and groups who are interested in carrying the CMA message inside the walls of correctional facilities including but not limited to application submission and training sign ups.
- f. Coordinate the means for inmates to “bridge the gap” from prison into a larger CMA community.
- g. Maintain a directory of all area correctional facilities and ensure contact with all state corrections facilities in the area.
- h. Maintain a contact list of groups and individuals currently bringing CMA to correctional facilities.

7.87.7 Institutions Co-Chair

- a. Work closely with Institutions Director/Chairperson as to become familiar with all aspects of the job.

- b. Act as Institutions Director/Chairperson in the absence of the appointed Director/Chairperson at all officer, area committee, and assembly meetings
- c. Assist the appointed Institutions Director/Chairperson in their duties as needed.

7.97.8 World Delegate

- a. Provide the primary communication link between CMA as a whole and the MN Area Intergroup.
- b. Communicate information received in a timely manner to the area, making use of area assemblies and committee meetings, workshops, area newsletter, website, and regular mailings to members of the area committee.
- c. Attend area Intergroup meetings, and provide reports and other information when asked.
- d. Listen for area group conscience in material presented.
- e. Become thoroughly familiar with the General Service Conference topics.
- f. Get to know and become familiar with Area Trusted Servants.
- g. Arrange opportunities in advance for making conference reports to Intergroup.
- h. Coordinate annual group information updated with the Intergroup Executive Secretary.
- i. Represent the area in all regional matters.

7.407.9 Minnesota's World Representative At this time, we do not have an approved list of duties for this position. A completed description of the service position will be finalized at the time of voting the updated Bylaws.

Additional Powers Any officer of this corporation, in addition to the power conferred by these Bylaws, shall have the powers and shall perform such additional duties as may be prescribed from time to time by majority vote by the Board.

## SECTION VIII CORPORATE MANAGEMENT: OFFICE MANAGER AND EMPLOYEES

8.1 Corporate Management The general management, authority over, and supervision of the activities of Intergroup, are vested in the Board and in its officers. It is intended, however, that the routine work, service, and activities of Intergroup, be carried on primarily through volunteer's services of CMA members.

8.2 Employees The Board may elect to hire employees at their discretion. The qualifications, compensation, powers, and duties of Intergroup's employees shall be established by the Board, along with the policies and procedures related to their respective employment. All said paid personnel shall be employed at will.

## SECTION IX COMMITTEES

9.1 Authority The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Directors may be appointed to such committees; however, such committees shall be comprised primarily of other CMA members who are willing to contribute their time to Intergroup activities in the furtherance of CMA purposes and objectives.

9.2 Standing Committees The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees. The Executive Chairperson shall appoint the chairpersons for the standing committee. The Chairpersons of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such powers provided in the resolution while established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

9.3 Types of Committees In general, the types of standing committees may include, but are not restricted to: hospitals and institutions, public information, and activities.

9.4 Meetings Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, Executive Chairperson, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

9.5 Executive Committee The Executive Committee shall be comprised by the Board Chair, Co-Chair, Secretary, and Treasurer. The Executive Committee may also be known as The Elected Corporate Officers.

## SECTION X CONFLICT OF INTEREST

10.1 Conflict of Interest The Board shall not enter into contract of transaction with one or more of its Directors; a Director of a related organization; of an organization in or of while a Director of Intergroup is a Director, Officer, of legal representative, or in any way has a material financial interest unless:

- a. That interest is disclosed or known to the Board of Directors
- b. The Board approves, authorizes, or ratifies the action in good faith.
- c. The approval is made by a majority of Directors (not including the interested Director)
- d. The approval is made at a meeting where a quorum is present (not counting the interested Director)

10.2 BoardDiscussion The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

## SECTION XI INDEMNIFICATION

11.1 The Directors, Officers and Members of the Corporation shall not be personally liable for debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Directors, Officers or Members be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

To the full extent permitted by any applicable law, including Minn. Stat. 317A.521, as may hereafter be amended, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as

- a. A Director, Officer, partner, employee or member of a committee of the Corporation;
- b. Director, Officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a Director, officer or employee of the Corporation is or was serving the other corporation at the request of this Corporation or whose duties as a Director, officer or employee of the Corporation involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceedings.

Indemnification provided by this section shall continue as to a person who ceased to be a Director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or a member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any capacity.

## SECTION XII MISCELLANEOUS

- 12.1 FiscalYear Unless otherwise fixed by the Board, the fiscal year of this Corporation shall begin on March 1<sup>st</sup> and end of the succeeding February 28<sup>th</sup>.
- 12.2 CorporateSeal This corporation has no seal.
- 12.3 Electronic Communicationand Meetings
- a. PhoneConferences A member, director, or committee member may participate in a meeting of the Board or Executive Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting.
  - b. Notice All notice requirements set forth in Section V apply similarly to any electronic meetings, whether conducted by phone or by any other electronic means of communication, including meetings conducted by email.
  - c. SpecialEmailMeetings The Board Chair may call meetings conducted by email when exigent circumstances exist to make it unreasonable to delay action and unlikely that a quorum for a physical meeting can be obtained within three (3) days.
    - i. In calling a meeting conducted by email, the Chair shall provide notice to all Directors by email, contacting anyone by phone that cannot be reached by email.
    - ii. No meeting shall be conducted by email unless notice of the meeting included the nature of the exigent circumstances necessitating immediate action.
    - iii. No meeting conducted by email shall be commenced until a majority of all Directors have responded affirmatively that they have received notice and agree that the issue requires immediate action.
    - iv. To the extent practicable, special meeting conducted by email are subject to the same rules of parliamentary procedure as regular meetings.
- 12.4 AuthoritytoBorrowEncumberAssets No Director, officer, agent, or employee of this corporation 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 represented by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposed and may be general or limited to specific instances.
- 12.5 DepositofFunds All funds of the 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 may approve or designate and all such finds shall be withdrawn only in the manner or manners authorized by the Board.

SECTION XIII  
AMENDMENT OF  
ARTICLES OF INCORPORATIONS AND BYLAWS

13.1 Procedure for Amending Articles of Incorporation and Bylaws by the Board

The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws. The adoption by the Board of any resolution to amend the Articles of Incorporation of the Bylaws shall be by substantial unanimity (two-thirds) of the sitting elected Chairpersons of the Board.

- i. After adoption, the resolution shall be submitted to the Member Groups for approval at the next Representatives meeting
- ii. Approval of the resolution by the Member Groups shall be by substantial unanimity (two-thirds) of the members present at the Representative's meeting.

13.2 Procedure for Amending Articles of Incorporation and Bylaws by the Member Groups

Representatives of Member Groups may adopt a resolution to amend the Articles of Incorporation of the Bylaws at a Representative's meetings. Resolutions proposed by the Representative shall set forth the names of the Representative so proposing.

- i. The adoption of any resolution by the Representatives to amend the Articles of Incorporation or the Bylaws shall be by substantial unanimity (two-thirds) of the members present at the Representative's meeting.
- ii. After adoption, the resolution shall be submitted to the Board for approval.
- iii. Approval of the resolution by the Board shall be by substantial unanimity (two-thirds) of the members present at the Representative's meeting.

13.3 Notice Notice of a proposed resolution to amend the Articles of Incorporation or Bylaws, whether made by the Board or the Representatives, shall be submitted to the Intergroup Office thirty (30) days before the next scheduled Representative meeting.

I, the Executive Secretary of CMA Minnesota Intergroup, hereby certify and affirm the adoption of these Bylaws by the Representatives on ~~October 17, 2011~~ and by the Board of Director's on ~~October 17, 2011~~.

Formatted: Strikethrough

Formatted: Strikethrough

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Signature of Executive Secretary)