

**RESTATED BYLAWS**  
**OF**  
**BLOOMINGTON FIRE DEPARTMENT**  
**RELIEF ASSOCIATION**

The Bylaws of the Relief Association are hereby amended and restated effective as of January 1, 2009.

**ARTICLE I**  
**NAMES**

As provided in the Articles of Incorporation, the name of this organization shall be the Bloomington Fire Department Relief Association (the "Association").

**ARTICLE II**  
**DEFINITIONS**

General Definitions

The following words and phrases when used herein shall have the following meanings except as otherwise required by the context:

"Active Member" is a member of the Association who is eligible for or receiving benefits and is current with their membership dues. As of July 1, 2006, Active Members must have been Volunteer Firefighters as defined in Section 2.1 of the Plan attached hereto.

"Board of Trustees" or "Board" shall mean the Board of Trustees of the Relief Association, and shall perform the functions and assume the same duties as a Board of Directors under Minnesota Statutes Chapter 317A.

"Deferred Member" is a member of the Association who is eligible for benefits, but is no longer meeting the minimum firefighter and service standards with the Fire Department and is not receiving distributions of their accrued benefits.

"Disabled Member" is a member of the Association who became disabled while meeting the minimum firefighter and service standards with the Fire Department and is currently receiving disability benefit payments.

"Fire Department" is the Fire Department serving the Municipality.

"General Fund" shall mean the fund established pursuant to Minn. Stat. 424A.06 and that holds the funds received from dues, fines, initiation fees, entertainment revenues and any money or property donated, given, granted or devised by any person, for unspecified uses.

“Municipality” is City of Bloomington.

“Municipal Trustees,” formerly known as ‘ex-officios,’ are members of the Board of Trustees designated solely by the Municipality and shall include the two appointed or elected officials and the fire chief, as further defined in Section 5.1 herein.

“Retired Member” is a member of the Association who is no longer meeting the minimum firefighter and service standards with the Fire Department and is currently receiving retirement benefit payments.

“Special Fund” shall mean the fund as defined in Section 2.1 of the Plan attached hereto.

### **ARTICLE III PURPOSE**

As provided in the Articles of Incorporation, the purpose of the Association is to provide retirement relief and other benefits to members and their dependents. For purposes of Chapter 424A of Minnesota Statutes, the Association is a governmental entity that receives and manages public funds to provide retirement and ancillary benefits for individuals providing the governmental services of firefighting and, if applicable, emergency response. The Association may also raise funds from private sources to furnish fire and emergency equipment for the Fire Department, and for other purposes deemed necessary and appropriate by the Association to the extent permitted by law. Benefits paid to members and their dependents shall be funded exclusively through governmental sources and, to the extent provided by State law, through restricted donations.

### **ARTICLE IV MEMBERSHIP**

4.1 Admission. An application for membership shall be completed on the Membership Application and Beneficiary Designation form to become eligible for benefits in the Association. All firefighters of the Fire Department are members of the Association and shall be eligible for benefits, except as otherwise stated in these bylaws. Upon approval of the member’s application, such member shall accrue service credit for all active service while in probationary status.

4.2 Membership Duties. The Association does not require membership duties.

4.3 Membership Dues. Annual dues for each member shall be \$144 pursuant to 1965 Minn Laws Ch. 446. The Trustees shall adopt written policies and procedures for the collection of dues, including penalties for the failure to timely pay dues. Penalties may include classifying members who are not current with their dues as ineligible to accrue active service credit during

the period or periods while dues are outstanding. Penalties for failure to pay dues shall not include forfeiture of benefits that have accrued prior to such failure.

4.4 Member Voting Rights. Each Active, Deferred, Disabled and Retired Member shall be entitled to one (1) vote on any matter voted upon by the membership. Voting by proxy/absentee ballot is permitted following the procedures set forth in Section 4.5.

4.5 Member Voting by Proxy/Absentee Ballot. If permitted by the Board prior to a meeting, voting members may cast votes by submitting an absentee ballot provided by the Board that is signed by the member and deposited in the ballot box set out by the Board. Submission of an absentee ballot shall constitute a proxy to the officer of the Association designated and authorized on the ballot who is bound to cast the member's vote in accord with the member's ballot choices. The member may withdraw his/her proxy/absentee ballot by attending a meeting and voting in person. Use of proxies/absentee ballots may only be used on items listed on the ballot and may not be used when trustees and/or officers are elected from the floor during the meeting.

4.6 Termination. Any member who is terminated by the Fire Department or Municipality shall cease accruing benefits under the Association as of the date of termination.

## **ARTICLE V BOARD OF TRUSTEES**

5.1 Composition. The Board of Trustees shall consist of nine (9) members. Six (6) trustees shall be elected from the membership of the relief association. There shall be three (3) officials drawn from the Municipality. The three (3) Municipal Trustees must be one (1) elected municipal official and one (1) elected or appointed municipal official who are designated as municipal representatives by the municipal governing board annually and the chief of the municipal fire department. The Municipal Trustees must be designated annually by the city council of the Municipality.

5.2 Duties. The Board of Trustees shall perform the functions and assume the same duties as a Board of Directors under Section 317A of the Minnesota Statutes. In addition, the Board of Trustees shall:

- (a) Have exclusive control and management of all funds received by the Treasurer pursuant to the statutes of the State of Minnesota and all moneys or property donated, given, granted or devised for the benefit of the Association.
- (b) Examine the books, papers, funds, securities and property in the custody of the Treasurer, and generally accounts, funds and securities, and property of the Association.
- (c) Examine and approve the validity of all claims prior to payment by the Treasurer.

- (d) Provide the forms on which members may submit claims to the Board of Trustees for their approval.
- (e) On an annual basis or more frequently as may be required to determine eligibility for benefits, confirm minimum firefighter and service standards pursuant to the Volunteer Firefighter definition in Section 2.1 of the Plan attached hereto.
- (f) Assume such additional duties as may be described in Article IX herein and in Association policies and procedures or required by state law including the establishment of any committee deemed necessary or appropriate.

## **ARTICLE VI OFFICERS**

6.1 Number. The number of officers of the Association and their duties shall be as set forth below.

6.2 President. It shall be the duty of the President of the Association to:

- (a) Have general active management of the business of the corporation;
- (b) When present, preside at meetings of the Board and of the members;
- (c) See that orders and resolutions of the Board are carried into effect;
- (d) Sign and deliver in the name of the corporation bonds, contracts, or other instruments pertaining to the business of the 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 or bylaws or by the Board to another officer or agent of the corporation;
- (e) Maintain records of and, when necessary, certify proceedings of the Board and the members; and
- (f) Perform other duties prescribed by the Board.

6.3 Pro Tem Officers. In the absence of the President and Vice President, if applicable, the Board of Trustees shall appoint an interim President from the existing Officers and/or Trustees other than the Municipal Trustees who shall perform the duties incident to the office.

6.4 Vice President. It shall be the duty of the Vice President to perform the duties of the President in the President's absence.

6.5 Secretary. It shall be the duty of the Secretary of the Association to:

- (a) Keep a record showing the correct addresses of all members and request the names of their beneficiaries.
- (b) Keep or cause to be kept an accurate record of all meetings of the Association and of all meetings of the Board of Trustees.
- (c) Conduct and direct the investigation of all claims.
- (d) Keep a record of all monies received and paid out by the Treasurer.
- (e) Provide access to the Association's Articles, Bylaws, minutes, and financial statement on the last annual accounting period to all members or all Board of Trustees (including the Municipal Trustees), for any proper purposes they may have, in accord with Minnesota Statutes Section 317A.461.

6.6 Treasurer. It shall be the duty of the Treasurer of the Association to:

- (a) Receive and receipt all monies due the Association from members and other sources and to keep accurate accounts and records of all the money so received.
- (b) Have custody of all monies and securities belonging to the Association.
- (c) Furnish a surety bond in favor of the association for the faithful performance of all duties involving the Association and for the safekeeping of, or accounting for, all monies and securities that may come into its possession. The bond shall be in an amount equal to at least 10% of the assets up to a maximum of \$500,000.
- (d) Pay all properly approved claims for benefits, and to pay all bills incurred in the way of necessary expenses in the conduct of the business of the Association.

6.7 General Duties.

- (a) It shall be the duty of any two (2) officers of the Association to countersign all checks issued by the Association.
- (b) The officers shall annually prepare an annual financial report of the Association's receipts, disbursements, and balances in the Special and General Funds for the preceding calendar year on a form prescribed by the Office of the State Auditor. They shall transmit the report to the city clerk of the Municipality for inspection, signature and transmission to the State Auditor pursuant to law.
- (c) Pursuant to the Volunteer Firefighter's Association Guidelines Act of 1971, the officers of the Association shall, annually, determine the financial requirements of the Special Fund for the following year. The financial requirements of the relief

association and the minimum municipal obligation must be included in the financial report or financial statement.

6.8 Compensation. As compensation for services to the Association by the President, Secretary and Treasurer, and any Vice President of the relief association to whom a salary is payable and was payable under bylaws or articles of incorporation in effect on January 1, 1986, the membership may at the Annual Association meeting authorize payment of an aggregate salary expense payable from the Special Fund to one (1) or more of these officers. The amount shall be recommended by the Board to the membership and approved by the membership at their annual Association meeting.

## **ARTICLE VII ELECTIONS**

7.1 Trustee Terms. The Trustees shall be elected to staggered three-year terms. There will be two (2) Trustees elected by the membership each year at the annual meeting of the Association. The term of each appointed Municipal Trustee is one (1) year or until the person's successor is qualified, whichever is later.

An individual Trustee may serve an unlimited number of terms.

7.2 Voting on Trustees. Each of the six positions on the Board of Trustees who are not the Municipal Trustees or fire chief shall be voted on separately by the Active, Deferred, Disabled and Retired Members in attendance at the annual meeting. No nominations of slates of candidates or cumulative voting shall be allowed. All votes unless specified prior to the vote, shall be conducted by a voice vote. A simple majority of those present at the meeting is needed to elect. If a majority cannot be determined by voice vote, the officer in charge of the vote shall ask for a show of hands or for a secret ballot. Voting by proxy/absentee ballot will be allowed under Section 4.5. A trustee who was elected by the membership may be removed with or without cause by a simple majority vote of the Active, Deferred, Disabled, and Retired Members in any subsequent annual, regular or special meeting.

7.3 Officer Terms. The offices of President, Vice President, Secretary, and Treasurer shall be elected to one-year terms.

7.4 Voting on Officers. Officers shall be elected by the Board of Trustees from among the elected Trustees. Voting for officer positions by the Board of Trustees will take place at the first Association Board Meeting following the Annual Meeting. Each position will be nominated and elected separately at this meeting. A simple majority is needed for an officer to be elected. The officer in charge of the vote shall ask for a show of hands *but shall not allow* for a secret ballot, and each vote shall be recorded in a public journal. An officer may be removed with or without cause by a simple majority vote of the Trustees in any subsequent annual, regular or special meeting.

No individual may hold more than one (1) officer position at one (1) time.

7.5 Vacancies. In the case of death, resignation or removal from office for any elected officer or Trustee of the Association, except a Municipal Trustee, the vacancy shall be filled by the Board of Trustees from the membership at a Board meeting to be duly called for the purpose of filling out this term.

## **ARTICLE VIII MEETINGS**

8.1 Annual Meeting of the Members. The annual meeting of the members shall be held on the fourth Monday in March of each year except that if that day is a holiday, said meeting shall be held on the next succeeding Monday. The place of the meeting shall be designated and may be changed from time to time by the Board of Trustees.

8.2 Regular Meetings of the Members. The members shall have no regular meetings.

8.3 Special Meetings of the Members. Special meetings of the members may be called at any time upon the written order of the President and one (1) other member of the Board of Trustees or ten percent (10%) of the voting members of the Association. The place of the meeting shall be designated and may be changed from time to time by the Board of Trustees.

8.4 Notice of Meetings of the Members.  
A notice of every annual and any special meetings of the members shall include the date, time, place and purpose of the meeting and be *posted* on the bulletin board of the Association, or if no bulletin board, on the door of its usual meeting room; *and* in accord with Minn. Stat. §317A.231, each voting member shall be *provided* at least five (5), but not more than sixty (60) days, before the meeting, (excluding the date of the meeting) with notice setting forth the date, time, place, and purpose of the meeting.

8.5 Member Quorum. Twenty-five percent (25%) of the Active, Deferred, Disabled and Retired Members of the Association shall constitute a quorum for the transaction of business at their meetings.

8.6 Member Voting. Each Active, Deferred, Disabled and Retired Member present at the meeting shall be entitled to one (1) vote. All votes, unless specified prior to the vote, shall be conducted by a voice vote. If a majority cannot be determined by voice vote, the officer in charge of the vote shall ask for a show of hands or for a secret ballot. Voting by proxy/absentee ballot will be allowed under Section 4.5. A voting "majority" is majority of the quorum, not majority of the entire association membership.

8.7 Regular Meetings of the Board of Trustees. Meetings of the Board of Trustees shall be held on the fourth Tuesday of each month except that if that day is a holiday, said meeting shall be held on the next succeeding Tuesday. Meetings of the Board of Trustees shall be held at Fire Station #1 unless noticed for another place within the City as designated by the Board.

8.8 Special Meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called at any time upon the written order of the President and one (1) other member of the Board of Trustees. The place of the meeting shall be held at Fire Station #1 unless noticed for another place within the City as designated by the Board.

8.9 Notice of Meetings of the Board of Trustees. The association is governed by Minn. Stat. §13D.01 which requires that all meetings of the Association's Board of Trustees be open to the public with rare exceptions. All notices provided for in this Article shall comply with Minn. Stat. §13D.04 which requires at a minimum that:

- (a) a schedule of any regular meetings of the Board of Trustees be kept on file at the Association offices, and
- (b) for special meetings, a notice stating the date, time, place and purpose of the meeting be *posted* on the bulletin board of the Association, or if no bulletin board, on the door of its usual meeting room; *and* in accord with Minn. Stat. §317A.231, each Trustee shall be *provided* at least three (3), but not more than sixty (60) days, before the meeting, (excluding the date of the meeting) with notice setting forth the date, time, place, and purpose of the meeting.

8.10 Board Quorum. A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at its meetings.

8.11 Board Voting. Unless the Articles or Bylaws specify otherwise, an action of the Board shall be effected by a majority vote of the Trustees present and eligible to vote once a quorum has been achieved. The officer in charge of a vote shall ask for a show of hands *but shall not allow* for a secret ballot *nor proxy*, and each vote shall be recorded in a public journal. No action shall be considered once a quorum has been lost.

8.12 Electronic Meeting Prohibited. Any meeting of the Board of Trustees or the membership by solely electronic means (e.g., e-mail, simulchat or phone conference) that is not accessible to the public at a set meeting location is prohibited.

8.13 Order of Business. At any annual, regular and all special meetings, the order of business shall be as follows:

- (a) Calling to order by the President
- (b) Roll call (verify quorum)
- (c) Secretary's Report (reading of previous minutes)
- (d) Treasurer's Report
- (c) Report of the Board (member meeting)
- (d) Report of other committees (Board or member meeting)
- (e) Election of Trustees and Officers, if applicable (annual member meeting)
- (f) Old Business
- (g) New Business
- (h) Adjournment



## **ARTICLE IX FIDUCIARY RESPONSIBILITY**

9.1 Board of Trustees. Each member of the Board of Directors, also acts as a trustee of the Special Fund. The Board of Directors therefore also acts as the Board of Trustees. The Board of Trustees is charged with administering retirement and ancillary benefits under the Special Fund and are fiduciaries subject to the standard of care set forth in Minnesota Statutes Section 356A.04. This includes specifically assuming such additional duties as may be described in Association policies and procedures or required by state law, including:

- (a) adopting an investment policy;
- (b) providing written investment restrictions to brokers;
- (c) securing certificates of insurance; and
- (d) establishing a continuing education plan in order to keep abreast of their fiduciary responsibilities.

9.2 Prohibited Transactions. No fiduciary of the Association shall cause the Association to engage in a transaction if the fiduciary knows or should know that a transaction constitutes one (1) of the following direct or indirect transactions:

- (a) sale or exchange or leasing of any real estate between the Association and a Board member;
- (b) lending of money or other extension of credit between the Association and a Board member or member of the Association;
- (c) furnishing of goods, services, or facilities between the Association and a Board member;
- (d) transfer to a Board member, or use by or for the benefit of a Board member, of any assets of the Association. Transfer of assets does not mean the payment of Association benefits or administrative expenses permitted by law; or
- (e) sale, exchange, loan, or lease of any item of value between a plan and a fiduciary of the plan other than for a fair market value and as a result of an arm's-length transaction.

9.3 Fiduciary Responsibilities Apart from the Special Fund. Although the title "Trustee" is applied to members of the Board of Directors of the Association, the fiduciary standard that Directors are subject to is two-tiered as a matter of State law. With respect to the Association's Special Fund, Trustees are required to meet a standard of care that applies to fiduciaries under Minnesota Statutes Section 356A.04, as described above. With respect to business and management decisions not including decisions related to the Special Fund, all

Trustees are required to meet a standard of care that applies to nonprofit corporation Directors under Minnesota Statutes Section 317A.251. These decisions include, but are not limited to, business decisions regarding fund-raising activities, and disposition of and management of the General Fund. Accordingly, in their decision-making and management, Trustees must discharge the duties of their position in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors are not, in accord with that same statutory section, considered “Trustees” with respect to the Association or with respect to property held or administered by the Association.

## **ARTICLE X FUNDS**

10.1 Funds. All money received by the Association shall be kept in two (2) separate funds, the General Fund and the Special Fund. Disbursements from the funds shall be in accordance with Minnesota Statutes and Rules and the Bylaws of the Association.

10.2 General Fund. The funds received by this Association from: dues, donations, fines, initiation fees, entertainment revenues and any moneys donated for unspecified uses shall be kept in the General Fund and may be disbursed upon a majority vote of the membership or of the Board of Trustees for any purpose reasonably suited to promote the welfare of the Association and its members. All expenses shall be paid out of the General Fund, except as specifically authorized to be disbursed from the Special Fund. These records shall be open for inspection by any member of the relief association at reasonable times and places.

10.3 Special Fund. All funds received by this Association from any tax sources and other money which may be directly donated or transferred to said funds, shall be kept in a separate account on the books of the Treasurer known as the Special Fund and shall be disbursed only for the following purposes:

- (a) Payment of members’ service pension benefits in accordance with these Bylaws.
- (b) Payment of ancillary benefits in accordance with these Bylaws.
- (c) All administrative expenses authorized under Minn. Stat. Sect. 69.80.

These records shall be public and open for inspection by any member of the relief association, any officer or employee of the state or municipality, or any member of the public, at reasonable times and places.

10.4 Deposits. All money belonging to this Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustee may designate. Board of Trustees shall make deposits in conformance with Minnesota Statutes, the Bylaws and the investment policy.

## **ARTICLE XI APPENDICES INCORPORATED IN BYLAWS**

The following appendices attached hereto are expressly incorporated herein as a component of these Bylaws, with the same legal force and effect of Bylaws.

Appendix A: Bylaw Amendment History

Appendix B: No Appendix

Appendix C: No Appendix

Appendix D: No Appendix

Appendix E: No Appendix

Appendix F: Special Laws

Appendix G: No Appendix

Appendix H: Bloomington Fire Department Relief Association Defined Benefit Monthly Retirement Plan

## **ARTICLE XII AMENDMENTS**

12.1 Amendment of Articles of Incorporation by Members. Amendments to the Articles of Incorporation must be approved by a majority of the Board of Trustees and by a majority of the Active, Deferred, Disabled and Retired Members. If an amendment is initiated by the Directors, proper notice of the proposed amendment must precede a meeting of the members at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed, the members may demand a meeting of the Board of Trustees within 60 days for consideration of the proposed amendment if a regular meeting of the Board would not occur within 60 days.

12.2 Amendment of Articles of Incorporation by Board when Authorized by Members. When authorized by Active, Deferred, Disabled and Retired Members, the Articles of Incorporation may be amended by the Board of Trustees by the affirmative vote of a majority of the Trustees then in office, at a meeting for which notice of the meeting and the proposed amendment have been given. The members may prospectively revoke the authority of the Board to exercise the power of the members to amend the Articles. Nothing in this Section shall be construed to permit the Board to adopt, amend, or repeal provisions in the Articles that would alter the rights of the membership.

12.3 Amendment of Bylaws by Board. The Bylaws of the Association may be amended by the Board at any regular or special meeting of the Board by a vote of the majority present and voting, provided that a quorum is present; and provided further that a notice of date, time, place, purpose of the meeting and proposed amendment be *posted* on the bulletin board of the Association, or if no bulletin board, on the door of its usual meeting room, *and* in accord with

Minn. Stat. §317A.231, each Trustee has been *provided* at least thirty (30), but not more than sixty (60) days, before the meeting, (excluding the date of the meeting) with notice setting forth the date, time, place, purpose of the meeting and proposed amendment.

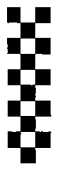
Board Limitations of Bylaw Amendments. Nothing in this section shall be construed to permit the Board to adopt, amend or repeal provisions regarding:

- (a) Decreasing any benefit level set forth in the Plan attached hereto
- (b) Membership (Article IV)
- (c) Compensation (Section 6.8)
- (d) Elections (Article VII)
- (e) Member Quorum (Section 8.5)
- (f) or limit the right of at least ten percent of the membership to propose a resolution for action by the members to adopt, amend, or repeal Bylaws that the Board has taken action to adopt, amend or repeal pursuant to this section.

*Summary Detail of Upcoming Board Amendment of Bylaws.* At least thirty (30), but not more than sixty (60) days, before the meeting (excluding the date of the meeting) at which the Board approves the Bylaw amendment(s), the Board must mail to each member a summary of the amendment, a brief explanation of the reasons supporting the amendment, the foreseeable consequences if the amendment should pass, the date of the scheduled vote of the Trustees, and a statement that all comments supporting or opposing the proposal should be delivered by mail to the President of the Board at least ten days (10) before the scheduled vote.

12.4 Amendment of Bylaws by Members. The Bylaws of the Association may be amended at any regular or special meeting by a majority vote of the Active, Deferred, Disabled and Retired Members present and voting, provided that a quorum is present; and provided further that notice of any proposed amendment(s) shall be given by posting or reading the same at any regular or special meeting not more than thirty-one (31) days preceding that upon which such amendment(s) are to be acted upon, and that a notice is mailed to each member at last known address not less than ten (10) days prior to such meeting.

12.5 Ratification of Amendments by Municipality. If the Association amends its bylaws, it is necessary to obtain ratification of the amendment(s) by the Municipality per 1965 Minn Laws Ch. 446.



I certify that the preceding pages and the appendices attached are an accurate and complete copy of the Bylaws of the Association and are duly adopted on the latter of the Board (if authorized under 12.3) or Member meeting held on Dec. 23, 2008,  
date

RA Name: Bloomington Fire Dept. Relief Assn.

Officer Signature: John Bayard  
Officer Name: John Bayard  
Officer Position: President

These model documents are drafted to conform to Minnesota state laws relating to relief association pension plans for volunteer firefighters. The model documents are not drafted to meet the requirements of tax-qualified retirement plans under the Internal Revenue Code. Minnesota Firefighter Pension Consultants, LLC (MNFPC, LLC) makes no representation regarding the status of the plans under federal or state tax laws.

MNFPC, LLC is not a law firm. We recommend review by your legal counsel of model documents before adoption.