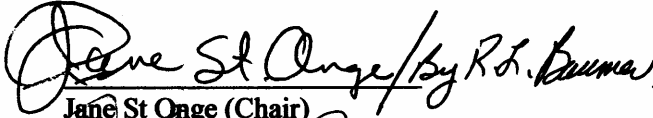
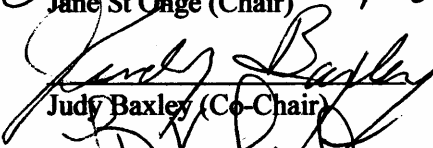
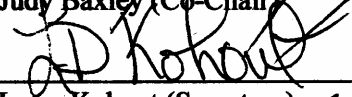
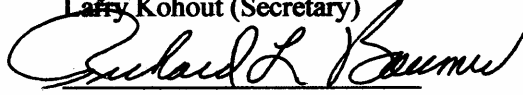
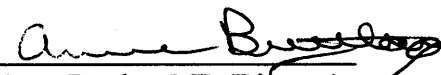
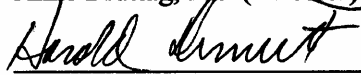
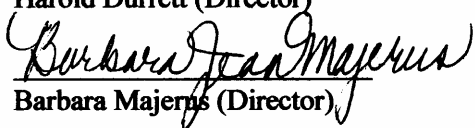


Bylaws of
PPASS MN
Post Polio Awareness & Support Society of Minnesota

Adopted by the Board of Directors - PPASS MN

January 10, 2003

<u>Signature</u>	<u>Date</u>
 Jane St Onge (Chair)	<u>1-10-03</u>
 Judy Baxley (Co-Chair)	<u>1/10/03</u>
 Larry Kohout (Secretary)	<u>1/10/03</u>
 Richard L. Baumer (Treasurer)	<u>1/10/03</u>
 Anne Brutlag, MD (Director)	<u>1/10/03</u>
 Harold Durrett (Director)	<u>1/10/03</u>
 Barbara Majerus (Director)	<u>1/10/03</u>

January 10, 2003

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

RECORD OF REVISIONS

DATE	REVISION INFORMATION
July 21, 2002	Initial draft.
August 10, 2002	Minor format changes. Reviewed by Executive Committee.
September 8, 2002	Draft 2. Changes to reflect umbrella style of organization.
September 16, 2002	Complete Draft 3. Additional changes to reflect umbrella style of organization. Deleted Article X defining Executive Director (CEO).
September 24, 2002	Various editorial and minor technical changes throughout.
October 24, 2002	Revised Article VII regarding election of officers. Other editorial changes.
October 29, 2002	General revision of all articles.
November 22, 2002	Miscellaneous Editorial Changes
January 10, 2003	Added B. Majerus and H. Durrett as Directors, and readied document for adoption signatures. Bylaws adopted this date.
February 20, 2004	Incorporated changes to add Advisory Committee (Article VIII, Section 2), Created office of Immediate Past Chair (Article VII, Section 8), Clarified terms of office for officers, deleted Section 7 under Article VI as there was never an intent to have an annual meeting of the Board of Directors, miscellaneous grammatical and formatting changes.

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

**ARTICLE I
NAME OF ORGANIZATION**

The name of this organization is PPASS MN (Post Polio Awareness & Support Society of Minnesota). Individual chapters will choose their identifying names and will then be known as [*Chosen Name*] Chapter – PPASS MN.

**ARTICLE II
PURPOSE**

PPASS MN exists to raise community awareness of polio and post polio syndrome, to provide education and support to individuals, their families, and caregivers by assisting in the founding and organizing of local support group chapters throughout the state. The activities of PPASS MN and its chapters, educating and working in conjunction with the medical profession, increases the opportunity for those living with the effects of polio and PPS to have access to a broader range of support resources. Local Chapters will meet regularly according to their schedule to provide for education and support of their membership.

**ARTICLE III
LOCATION**

The principal office of PPASS MN, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of PPASS MN.

**ARTICLE IV
CHAPTER MEMBERSHIP**

The membership of PPASS MN Chapters shall consist of persons affected by polio and its latent effects, commonly referred to as Post Polio Syndrome (PPS). Members may be a polio survivor, family member, caregiver, medical professional, or other interested party. Membership in PPASS MN is by submission of an annual membership application available from PPASS MN. All members are entitled to vote at the annual meeting of PPASS MN.

**ARTICLE V
MEETINGS OF MEMBERS**

Section 1: - Time and Place of Meetings: Meetings of PPASS MN shall be held at times and places the Board of Directors may designate. Chapters of PPASS MN shall meet at times and places as may be determined by the individual Chapter membership.

Section 2: - Annual Meetings: The Board of Directors shall specify a date for annual meetings. The Board of Directors shall transact such business of PPASS MN as may properly come before them.

Section 3: - Special Meetings: Special meetings of PPASS MN may be called by the Chair of the Board of Directors, or shall be called by the Chair as directed by a resolution adopted by the Board of Directors, or upon a written request signed by at least twenty percent (20%) of the delegates representing chapter members. Notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

Section 4 - Presiding Officer: The Chair of the Board of Directors of PPASS MN shall be the presiding officer of all meetings of the membership. In the absence of the Chair, the Vice Chair shall preside. In the absence of both persons, the delegates may elect a Chair Pro Tem for that meeting.

Section 5 - Notice of Meetings: The Secretary shall provide notice of each annual, regular, or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each delegate at the latest U.S. mail or e-mail address appearing on the records at the PPASS MN offices. Notices of annual and regular meetings shall be sent so as to be received at least thirty (30) calendar days, but not more than forty-five (45) days prior to such meeting. Notice of special meetings shall be sent at least five (5) working days prior to such meeting.

Section 6 - Quorum: Except as otherwise provided by statute or these by-laws, the presence, at any time, of fifty percent (50%) of the delegates of record shall constitute a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number.

Section 7 - Adjourned Meetings: If any meetings of the membership cannot be organized because a quorum is not present, the voting members who are present may adjourn the meeting to a time not more than fourteen (14) calendar days from the time the original meeting was called.

Section 8 - Voting: Except as otherwise provided by law, each voting delegate shall be entitled to cast one vote on each question. The vote of the majority of those delegates present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control. Voting by proxy shall be permitted at meetings of the membership.

Section 9 - Member's List For Meetings: The Board of Directors shall direct the Secretary to prepare an alphabetical list of the names and addresses of all members and delegates who are entitled to the notice and to vote. Said list shall be available for inspection by voting delegates, beginning two working days after the meeting notice is given and continuing through the meeting, at a reasonable place identified in the meeting notice. The membership and delegate list shall also be available at the meeting.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1 - Number and Qualifications: The Board of Directors of PPASS MN shall be composed of not less than seven (7) nor more than fifteen (15) members. Approximately sixty percent (60%) of the Board shall be composed of representatives of member organizations being served. The remaining forty percent (40%) shall be individuals who are broadly representative of community interests, or possess applicable professional experience, or who have an expressed interest in the general purpose of PPASS MN.

Section 2 - Governing Powers: The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of PPASS MN so long as these activities are not prohibited by law or these by-laws. The Executive Committee shall oversee the day-to-day operation of PPASS MN.

Section 3 - Election and Term of Office: Directors shall be elected at the annual meeting of the Board for a term of (two) years. Election shall be so arranged that approximately one-third of the total number of Directors be elected each year.. The Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on the 91st day following the respective election by the Board.

Section 4 - Vacancies: Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall fill out the term of that Director.

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

Section 5 - Removal of Directors: At any annual or duly called special meeting of the membership, any one or more of the Directors may be removed without cause by:

a). A vote of the majority of the all voting delegates of record. A successive Director may then be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least forty-five (45) days notice of the intent to take such action and an opportunity to be heard at this meeting.

b.) After two unexcused absences, a Director will automatically be removed from the Board. Upon recommendation of the Executive Committee, such member may be reinstated.

Section 6 – Compensation: Compensation shall not be paid to directors for their services to PPASS MN. Directors may be reimbursed for expenses incurred by them on behalf of PPASS MN in the performance of special duties.

Section 7 - Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least four (4) times each year, approximately quarterly.

Section 8 - Special Meetings: Special meetings of the Board of Directors may be called by the Chair of the Board upon at least ten (10) working days notice to each Director. This notice shall be given personally or by mail, telephone, or electronically. The notice shall state the place, time, approximate duration, and the purpose of the meeting. The Secretary of PPASS MN, in like manner and in like notice, shall call a special meeting upon the written request of at least three Directors.

Section 9 – Quorum: At all meetings of the Board of Directors, forty percent (40%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of directors, except where a larger number is required by law or these by-laws.

Section 10 – Proxies: Voting by proxy shall be permitted in the meetings of the Board of Directors of PPASS MN.

Section 11 – Meeting Rules: Robert's Rules of Order (Simplified and Applied, Second Addition, copyright 2001) will be the authority for all questions and procedures at meetings of PPASS MN.

**ARTICLE VII
OFFICERS**

Section 1 – Designation: Principal Officers of PPASS MN shall be the immediate past Chair, Chair, a Vice-Chair, a Treasurer, and a Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2 - Election of Officers: Officers shall be elected by the membership and unless sooner removed by the Board, shall serve for a term of two years or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3 – Removal: Any Officer may be removed by affirmative vote of a majority of all Board members. The matter of removal may be acted upon at a special meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the affected officer at least forty-five (45) days previously.

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

Section 4 – Chair: The Chair shall be the principal officer of the corporation. Subject to the direction and control of the Board, the Chair shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of Chair and as prescribed by the Board. The Chair shall preside at all meetings of the Board of Directors, the Executive Committee, and at all special meetings of the Board of Directors, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The Chair may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The Chair shall appoint members to standing committees, and establish and appoint members to other committees as required. The Chair will be a voting ex-officio member of all Board committees except the Nominating Committee.

Section 5 - Vice Chair: It shall be the duty of the Vice Chair to act in the absence or inability of the Chair and to perform such duties as may be assigned to him or her by the Chair. The Vice Chair will be the Chair of the Advisory Committee

Section 6 – Secretary: The Secretary of PPASS MN shall be responsible for keeping the organization's records. He or she shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of PPASS MN, except those of the Treasurer.

Section 7 – Treasurer: The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep or cause to be kept, financial records of PPASS MN. The Treasurer will present to the Board of Directors at the annual meeting, a report of the finances of PPASS MN and will from time to time make such other reports to the Board of Directors as it may require. The annual report shall be available to individual Chapters within 45 days following the annual meeting of the Board of Directors. The Treasurer shall chair meetings of the Finance Committee.

Section 8 –Immediate Past Chair: Serves in Advisory capacity to Principle officers of PPASS MN.

Section 9 – Additional Powers: Any officer of PPASS MN, in addition to powers conferred on him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

**ARTICLE VIII
COMMITTEES**

Section 1 - Executive Committee:

1. Definition - The Board of Directors, by resolution adopted by a majority of the Board of Directors may establish an Executive Committee to include the Immediate Past Chair, Chair, Vice Chair, Secretary, Treasurer, and at-large members. The Chair of the Board of Directors will be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after ceasing to be a Director of PPASS MN. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

2 - Authority: The Executive Committee may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Executive Committee. Each such committee shall have such duties and responsibilities as are granted to it from time to time by Executive

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

Committee. Each committee shall at all times be subject to the control and direction of the Executive Committee. Committee members, other than members of the Executive Committee, need not be Directors.

3 – Powers: During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of PPASS MN. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

4 – Meetings: Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee or the Board of Directors. The Chair of the Executive Committee may call special meetings. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, telephone, or electronically at least ten (10) working days in advance.

5 – Quorum: A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

Section 2 - Advisory Committee

1. - Purpose and Objectives -- The Advisory Committee may consider, advise, and recommend programs, policies and procedures which concern the missions and programs as stated in Article II of PPASS MN Bylaws. The objectives of the Advisory Committee shall include, but are not limited to:

- a) Recommending improvements in policies, programs and facilities
- b) Responding to matters referred to the Advisory Committee by individual Chapters, chapter members or Board of Directors.
- c) Appointing members to and directing the activities of the PPASS MN committees
- d) Placing in nomination names, submitted to the Advisory Committee by local chapters, to be considered for elections to the Board of Directors

2. The Advisory Committee has no management or administrative functions either in itself or through its committees, administrative matters being reserved to the Board of Directors of PPASS MN

3. The Advisory Committee shall be made up of members of the executive committee as defined in Section 1 of this article and one delegate from each Chapter.

- a) Each member Chapter shall appoint or elect one delegate to serve as its voting delegates at meetings of the Advisory Committee. These individuals will serve as delegates until successors are appointed or elected. Delegates names shall be submitted in writing or by e-mails to PPASS MN offices no later than December 15 of each year. An Alternate delegate may be appointed by member Chapters by notifying PPASS MN at least ten (10) working days before meetings at which voting will take place.
- b) Meetings: Meetings of the Advisory Committee may be held at such time and place as may be determined by the Advisory Committee. When such meetings are deemed to be necessary members of the Advisory Committee will be notified in person, by mail, telephone, or electronically at least ten (10) working days in advance

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

Section 3 - 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 in addition to the Executive Committee. The chair shall appoint all members of the standing committees and designate a Chair for each. The Chairs of the standing committees shall be members of the Executive Committee. Any committee so established shall have and may exercise such power as provided in the resolution that established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board of Directors as a whole.

Section 4 - Audit Committee: An Audit Committee shall be appointed and lead by the Chair who shall be responsible for an annual audit of the financial records of PPASS MN.

Section 5 - Meetings Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, 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 or longer notification period. A majority of the committee's membership shall constitute a quorum.

**ARTICLE IX
FISCAL MANAGEMENT**

Section 1 - Fiscal Year: The fiscal year of PPASS MN shall begin on the first day of January in each year.

Section 2 - Books and Accounts Books and accounts of PPASS MN shall be kept under the direction of the Treasurer of PPASS MN.

Section 3 - Execution of PPASS MN's Documents: A majority of the Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of PPASS MN. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4 - Loans: Loans shall not be contracted on behalf of PPASS MN, nor evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5 - Deposits: All funds of PPASS MN not otherwise employed shall be deposited from time to time to the credit of PPASS MN in such bank or banks or other depositories as the Board of Directors may elect.

Section 6 - Conflict of Interest: The Board shall not enter into any contract or transaction with:

- 1) one or more of its directors,
- 2) a director of a related organization, or
- 3) an organization in or of which a director of PPASS MN is a director, officer or legal representative, or in some other 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 by a majority of directors (not counting the interested director), and
 - d) At a meeting where a quorum is present (not counting the interested director).

**BYLAWS of
POST POLIO AWARENESS & SUPPORT SOCIETY of MINNESOTA**

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 7 - Checks, Drafts, Etc: All checks, drafts and other orders for payment of funds shall be signed by the Treasurer or such other persons as the Board of Directors shall designate.

Section 8 – Indemnity: PPASS MN shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. PPASS MN shall have the power to purchase or procure insurance for such purposes.

Section 9 - Examination by Directors: Every director of PPASS MN shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of PPASS MN and make extracts or copies therefrom.

**ARTICLE X
MISCELLANEOUS**

Section 1 – Amendments: The Board of Directors shall have the power to amend the Articles of Incorporation and these bylaws. Individual Chapters may propose amendments to these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.