

ARTICLES OF INCORPORATION OF THE METRO CRITICAL INCIDENT STRESS MANAGEMENT TEAM

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a non profit corporation under Minnesota Statutes Chapter 317A. These Articles of Incorporation supersede all previous documents filed with the State of Minnesota.

ARTICLE I — NAME OF THE ORGANIZATION

The name of the organization shall be The Metro Critical Incident Stress Management Team. Here after known as the Metro CISM Team, “Corporation”, “Team”, “CISM Team” or “Organization”. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

ARTICLE II — REGISTERED OFFICE ADDRESS OF THE ORGANIZATION

The place in Minnesota where the principal office of the corporation is to be located at is 4306 Bryant Av S, Minneapolis, MN 55409 or subsequent addresses as noted in the Bylaws adopted by the organization.

ARTICLE III — PURPOSE OF THE ORGANIZATION

The Metro Critical Incident Stress Management Team is organized exclusively for charitable, scientific and education purposes.

The following are purposes of this corporation:

- To support and conduct non-partisan research, education, and informational activities related to critical incident stress management.
- To assist emergency responders and their family members in the Minneapolis / St Paul Metropolitan area of Minnesota who are involved in critical incidents.
- To promote healthy decision making by emergency responders when dealing with stress in life and on the job.

- To serve as a resource for other Critical Incident Stress Management Teams in the state of Minnesota and beyond.
- To serve as a resource for other organizations involved in crisis management and crisis intervention in the state of Minnesota and beyond.

ARTICLE IV— EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V— MEMBERSHIP / BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights, ranks and obligations of the members will be determined by the organization's bylaws.

The corporation shall have a Board of Directors, elected from the members of the organization. The eligibility, rights, ranks and obligations of the Board of Directors will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined by the corporation's bylaws. No director shall have any right, title or interest in or to any property of the corporation.

The number of directors constituting the initial Board of Directors shall be fourteen members. The bylaws adopted by the organization from this point forward shall determine the exact size of the Board of Directors.

The following are the names and addresses (deleted) of the initial Board of Directors at the adoption of this document:

Kathy Abram,
Tia Radant,
Joe Meuwissen,
Corinne Becker,
Cindy Anderson,
Debbie Brown,
Nate Hanson,
Bruce Johnson,
Jann Fredrickson Ramus,
Al Storlie,
Steve Wickelgren,

Members of the initial Board of directors shall serve until the annual meeting, at which successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI— CREATION OF BYLAWS

This corporation shall have the ability to create, adopt, amend, enact, enforce or repeal any and all internal regulations and bylaws to allow for governance of the organization.

The general membership of the organization, following a declared quorum at a duly advertised annual or special meeting of the corporation by a two-

thirds vote of the members present shall have the authority to adopt, amend, enact, enforce, repeal or dissolve any and all regulations and bylaws for the governance of the organization.

ARTICLE VII—LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

No member, officer or director of this corporation shall be personally liable for injuries or illness sustained and/or costs incurred while in attendance at sanctioned events.

The corporation shall not be liable for injuries or illness sustained by anyone in attendance at sanctioned events.

ARTICLE VIII— DURATION / DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose.

ARTICLE IX— INCORPORATORS

In witness whereof, we, the undersigned representatives of the Board of Directors of the Metro Critical Incident Stress Management Team have hereunto subscribed our names for the purposes of forming the corporation under the laws of the State of Minnesota and certify we executed these articles June 15, 2010, in the city of Minneapolis, county of Hennepin, State of Minnesota, United State of America.

Chair of the Board
Kathy Abram

Vice Chair of the Board
Tia Radant

Treasurer of the Board
Joe Meuwissen

Interim Secretary, Board of Directors
Jann Fredrickson Ramus

Immediate Past Chair of the Board
Corinne Becker

Member, Board of Directors
Al Storlie

Member, Board of Directors
Debbie Brown

Member, Board of Directors
Steve Wickelgren

Member, Board of Directors
Nate Hanson

Member, Board of Directors
Cindy Anderson

Member, Board of Directors
Bruce Johnson

Updates: 11/2003
11/2004
09/2005
06/2010