

## BYLAWS OF THE METRO CRITICAL INCIDENT STRESS MANAGEMENT TEAM

### ARTICLE I — NAME, PURPOSE & STRUCTURE OF THE ORGANIZATION

*Section 1 — Name:* 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”, “Organization”, “the team” or “the organization”. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

*Section 2 — Purpose:* **The Metro Critical Incident Stress Management Team** is organized exclusively for charitable, scientific and education purposes.

#### **The purpose of this corporation is:**

- To support and conduct non-partisan research, education, and informational activities related to 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, stress management and crisis intervention in the state of Minnesota and beyond.**

#### *Section 3 — Vision Statement:*

**Recognizing that emergency service personnel and their families are uniquely positioned to be at risk for potentially harmful effects of traumatic stress:**

**We will strive to provide effective stress management services to any person or group involved in emergency response.**

**We will tenaciously strive to add to, and improve our services.**

**We will hold ourselves to the highest standards of service, ethics and professionalism.**

**We will address our mission pro-actively, reaching out and identifying every potential avenue of service to accomplish our mission.**

**Building upon the strengths of our volunteers, we expect the Metro CISM Team to continue to be accepted and sought out as a valuable, viable resource within the emergency service community and beyond.**

*Section 4 — Structure:* The Metro Critical Incident Stress Management Team is overseen by a Board of Directors that is elected from the membership of the organization as defined in the Articles of Incorporation.

The Board of Directors may contract with and / or hire staff to run the operations of the organization based on the generalized direction and guidance of the Board. For the purposes of simplicity, all individuals contracted to provide services to the Board of Directors as well as those directly employed by the Board of Directors shall be classified as “staff or employees” Contracted positions and staff shall abide by the same rules, procedures and policies adopted by the Board.

The Board at its discretion may enter into legally binding contracts, agreements, and joint-power arrangements enter into sponsorship arrangements and become affiliated with other organizations and corporations, as well as any other powers, rights and responsibilities as authorized under Minnesota Statute.

*Section 4 — Annual Meeting / Special Meeting:* The corporation shall hold at least one meeting each year at a location to be agreed upon by the Board of Directors. This meeting shall be held to allow for election of officers, receipt of reports and vote on updates to the bylaws and articles of incorporation. Two-thirds of members present must approve changes to the bylaws and articles of incorporation.

A special meeting of the corporation can be called upon the written request of one third of active team members or at the behest of the Executive Committee or a quorum of the Board of Directors. Special meetings of the corporation shall be advertised one month ahead of time if possible, with at least two weeks written notice to all members of the organization.

*Section 5 — Quorum:* All annual or special meetings of the corporation shall be attended by at least fifty percent of the active team members for there to be a quorum to transact business.

*Section 6 —Meeting Decorum:* All meetings of the corporation shall generally adhere to Robert’s Rules of Order, latest edition.

*Section 7 — Public Reports:* The Metro Critical Incident Stress Management Team is interested in making the public aware of the activities that it is involved in – therefore at minimum an annual report will be produced and available for public inspection.

*Section 8 — Annual Report:* This report shall include a report from each committee, as well as executive summaries from the Chair of the Board of Directors, and staff members as requested by the Board of Directors. This report will also include an accounting of all finances from the previous year. This report should be made available within 60 days of the end of the fiscal year for inspection. This annual report will be informational in nature only, and therefore only a resolution from the Board of Directors is required to publish this report.

*Section 9 — Fiscal Year:* The fiscal year for the corporation shall run from July 1 of each year until the following June 30.

*Section 10 — Registered Address:* The place in Minnesota where the principal office of the corporation is to be located is 4306 Bryant Av S, Minneapolis, MN 55409.

## **ARTICLE II — MEMBERSHIP**

*Section 1 — Membership:* Membership shall consist of three types of membership. Those types of membership are: Peers, Non-Peers and Appointed Members.

It must be noted that all team members are equal, no matter specialty or membership type, it is recognized that team members have unique experience and education thereby making each individual on the team an important and critical component to the operation of the organization.

There is no maximum number of members of the organization; it is recommended that a reasonable varied cross section of emergency service providers, mental health professionals, as well as spiritual care advisors shall be included in the total membership.

Team members will be required to follow the same policies and rules as the employees of the corporation.

Staff and contractors hired by the corporation will not be considered members of the team. If a staff member is hired from within the organization they will forfeit their status as a team member after they become paid employees of the corporation. A staff member may only return to the status of a team member upon voluntary resignation from a staff position. A staff member terminated from employment with the corporation is not eligible to rejoin the team as a team member.

Membership Types:

**Peer Members**, [hereafter noted as “*Peer Members.*”] who are trained and specialize in one or more of the following fields; Law Enforcement, Fire & Life Protection Services, Emergency Medical Services, Military Services and 911 Emergency Communications. These providers should be currently employed in an emergency service field or retired and have served a significant amount of time in their respective field. They may also be called “emergency service providers (ESP)”

**Non-Peer Members** [hereafter noted as “*Non-Peer Members*”] including mental health professionals, spiritual care advisors include Chaplains, Clergy, Religiously Affiliated Service professionals and other Spiritual Care Advisors

**Appointed Members** [hereafter noted as “*Appointed Members*”] including those who may be former or current emergency service professionals or mental health workers. The appointed members could be politically or financially well connected individuals that will assist the corporation in becoming networked with outside corporations and organizations. Appointed members are recruited by the Board of Directors.

It is recognized that there are individuals who may fall into more than one of the membership types, and that their primary career choice shall dictate which membership type they fall under.

Team members will be required to select a representative group. This will allow to assist the team in focusing recruiting efforts for specific emergency service disciplines, expanding on training specific to a discipline and to provide for a “like” group of team members to get to know better. There is no minimum, nor is there a maximum number of members in each representative groups. Ideally the representative groups will be similar in size thus showing active recruitment and retention techniques on behalf of the Board and the organization. The team members shall be allowed to change groups only once during each 12 month time period.

The representative groups are as follows:

**Communications:** Dispatchers / Communications Officers

**Fire Services:** Firefighters, Inspectors, Chiefs, Assistant Chiefs, Captains

**Law Enforcement:** Police Officers, Constables, Sheriff Deputies, State Troopers

**Emergency Medical Services:** EMTs, Paramedics, First Responders, Registered Nurses

**Spiritual Care:** Clergy, Pastors, Spiritual Care Advisors, Chaplains

**Mental Health:** Social Workers, Psychologists, Psychiatrists, Mental Health Workers

*Section 2 – Peer Members: (Communications, EMS, Law Enforcement, Fire)*

The following are requirements:

- Have a minimum of three years experience in their respective field.
- Education related to their specialty.
- Provide a letter of support from a paid or volunteer ESP, preferably a direct supervisor of the Peer Member.
- Completion of commitment forms approved by the Board of Directors.
- Completion of approved CISM training curriculum.
- Reference screening / interview by staff members or board members

*Section 3 – Non-Peer Members: (Spiritual Care, Mental Health)*

The following are requirements:

- Have a minimum of three years experience in their respective field.
- Hold a degree in a relevant field or equivalent work experience and education in their respective field.
- Provide a letter of support from an individual or employer who knows details about the candidate, preferably a direct supervisor of the candidate.
- Completion of approved CISM training curriculum.
- Current training and ride-along time to gain insight into ESP day to day stressors and operations.
- Completion of commitment forms approved by the Board of Directors.
- Reference screening / interview by staff members or board members

*Section 3a – Appointed Members:*

The following are requirements:

- Have a minimum of three years experience in their respective field.
- Hold a degree in a relevant field or equivalent work experience and education in their respective field.
- Provide a letter of support from an individual or employer who knows details about the candidate, preferably a direct supervisor of the candidate.
- Completion of approved CISM training curriculum.
- Current training and ride-along time to gain insight into ESP day to day stressors and operations if not an emergency service provider
- Completion of commitment forms approved by the Board of Directors.
- Reference screening / interview by staff members or board members

*Section 4 – Status of Team Members:* There are only two options for status of team members, active or inactive. This status may change at any point in the year after a commitment form is completed.

## Active

- Team members must make all attempts to represent the ideals of the Metro CISM Team and maintain the public's view of the team in a positive light.
- Completion of annual commitment form approved by the board of directors.
- Team members must attend meetings; Attendance at the annual meeting is one of the required meetings unless specifically excused by a staff member.
- Team members must participate in at activities of the organization per policy adopted by the organization. It is desired that beyond the intervention requirement that all team members should participate in peer support activities and/or team committees to assist in the operations of the team.
- Team members must participate in at least twelve hours of continuing education per year.
- Team members must adhere to a policy of total confidentiality when conducting interventions unless written permission is given to the team or team member or in the following situations: *When a participant is believed to be an imminent threat to the safety of themselves or others or in cases of abuse / neglect of human life.*
- Team members violating any of the above conditions will be subject to disciplinary actions as outlined in the section below regarding discipline.

## Inactive

- Completion of annual commitment form approved by the board of directors.
- Team members may take a leave of absence for up to one year. This request must be received by the staff or the Board of Directors.
- Team members requesting a leave of absence are not required to indicate reasons for their request.
- Inactive team members will not represent themselves as members of the Metro CISM team during their absence.
- Inactive team members will be contacted periodically by staff to discuss the status of their absence.
- Within 30 days of the completion of a leave of absence the inactive team member will notify staff of their future intentions related to the team.
- Inactive team members may resign at any point in time following the guidelines found below.

*Section 5 – Performance Improvement of a Team Member:* Performance improvement of a team member is at the discretion of the Board of Directors in accordance with current corporation policy. The information listed below is a general set of guidelines and will be implemented at the discretion of the Board or its designee. All performance improvement matters and concerns will be submitted in writing to the Immediate Past Chair of the Board. The Immediate Past Chair will present the allegation of a violation to the Volunteer / Employee Relations Committee and it will be investigated by the committee as a whole. The investigation

process will be detailed outside of this document in a written policy adopted by the Board of Directors.

Upon completion of the investigation a report will be created and if an accusation is substantiated the report and recommendations from the committee will be forwarded to the Board of Directors for final disposition. The team member that is named in the allegation will be given the ability to file a formal grievance regarding the determination of the committee before the Board of Directors. This must be done in a reasonable amount of time, and the request must be submitted in writing to the Chair of the Board of Directors. All decisions rendered by the Board of Directors are final. It is hereby adopted that all Board meetings at which performance improvement issues are discussed will be done in closed session.

If the subject of the investigation of a potential violation is the Immediate Past Chair of the Board, a committee member or staff member, a special committee will be formed at the direction of the Board of Directors. This special committee will include an individual from outside of the team to allow for non-biased investigation into the matter. All matters of performance improvement must be recorded by the Immediate Past Chair of the Board.

Only substantiated violations will be noted in the team member's permanent file. This file will be maintained by members of the Executive Committee and staff hired by the board. This permanent file may be viewed at the request of a team member once per year.

A general overview of the previous year's performance improvement investigations and application will be included in the annual report to the corporation.

Performance improvement can be implemented for any of the following: (note this is not an exhaustive list)

- Violation of Privacy.
- Willful disregard for the goals and objectives of the Metro CISM Team.
- Organization of a formal intervention without the prior knowledge and approval by the Team Coordinator on call or staff.
- Unexcused absence from an assigned intervention or training presentation.
- Failure to maintain annual participation and commitment requirements.
- Willful misrepresentation of a team member's qualification for the team.
- Unethical contact with participant(s) of activities, unethical, illegal conduct.
- Accepting fee for services to individuals involved in an intervention without consent from a duly authorized staff member.

Performance improvement can include but is not limited to: written warnings, re-education and retraining, probation, suspension, revocation or involuntary resignation. Team members who become suspended or revoked by the Board of Directors shall be considered inactive team

members. Probation requirements are at the discretion of the Board of Directors. Team members subject to involuntary resignation will not be eligible for reinstatement to the team.

*Section 6 – Reinstatement of a Team Member:* Any team member who has been subject to the performance improvement process who had their membership suspended or revoked may make a written request for reinstatement to the Board of Directors care of the Vice Chair. The Board of Directors may request staff assess the individual to assure the individual is up to date on all current educational initiatives.

*Section 7 – Resignation of a Team Member:* Any team member may resign at any time. Team members who resign must do so in writing to the Executive Committee who will accept the resignation. If at all feasible an exit interview will be conducted by staff to assist in focusing the efforts of the team.

*Section 8 – Rejoining the team:* Any former team member who left the team in good standing may request to rejoin the team at any time. Team members who have previously resigned are required to follow the process for rejoining the team that is in place for new members.

### **ARTICLE III — BOARD OF DIRECTORS**

*Section 1 Board role, size, and compensation:* The Board is responsible for overall policy, goals and direction of the corporation, and delegates the responsibility of operations to the staff and committees. The Board shall have at least sixteen voting members. The Board shall be representative of the disciplines served. Each group listed in Article II, Section 1 shall receive two positions each on the Board of Directors.

#### **Makeup of the Board (Total Votes)**

**Communications:** (2 Votes) - Dispatchers / Communications Officers

**Fire Services:** (2 Votes) - Firefighters, Inspectors, Chiefs, Assistant Chiefs, Captains

**Law Enforcement:** (2 Votes) - Police Officers, Sheriff Deputies, State Troopers

**Emergency Medical Services:** (2 Votes) - EMTs, Paramedics, Registered Nurses

**Spiritual Care:** (2 Votes) - Clergy, Pastors, Spiritual Care Advisors, Chaplains

**Mental Health:** (2 Votes) - Social Workers, Psychologists, Mental Health Workers

**Members at Large:** (2 Votes) - Elected members at large from group as a whole

**Appointed:** (2 Votes) - Appointed individuals from outside the organization

The Board receives no compensation other than reasonable expenses. Each Board member receives one vote. If a tie were to occur, the Immediate Past Chair of the Board will be the tie breaker. This is the only time the Immediate Past Chair will be allowed to vote.

*Section 2 — Terms:* All Board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. Each member elected in an odd year will serve until the next odd year; those elected during even year elections will expire in the next even year. No more than half of the Board members should be re-elected each year unless unique circumstances exist. This will minimize the need to start over new each year on committees and projects.

*Section 3 — Meetings and notice:* The Board shall meet at a physical location at least quarterly, at an agreed upon time and place. An official Board meeting that will transact business requires that each board member have notice at least ten days in advance. Official team meetings will follow these requirements as well.

*Section 4 — Board elections:* During the last quarter of each fiscal year of the corporation, nominations shall be accepted for open Board positions. The members of the team shall elect Board members to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a duly called meeting of the organization, called in accordance with the provisions of these bylaws.

*Section 4a — Board appointments:* During the last quarter of each fiscal year of the corporation, nominations shall be accepted for open appointed board positions. The members of the team shall appoint board members to replace those whose terms will expire at the end of the fiscal year. This appointment shall take place during a duly called meeting of the organization, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* Board members shall be elected by majority approval from the team members present during the duly called meeting, provided there is a quorum present. Board members so elected shall serve a term beginning on the first day of the next fiscal year. Board members shall serve a term detailed in Article III Section 2 as listed above.

*Section 6 — Quorum:* A quorum is defined as attendance by at least fifty percent of active Board members. A quorum is required for business transactions to take place and motions to pass. A quorum must be in attendance at the annual meeting of the corporation. Quorum must be declared by the presiding Chair at each meeting of the Board and team.

*Section 7 — Officers and Duties:* There shall be four officers of the board, consisting of a Chair, Vice-Chair, Secretary and Treasurer. These officers are elected from within the Board of Directors at the first meeting following the annual meeting of the corporation. These officers

hereafter are known as the “Executive Committee.” The positions shall not be split with other individuals; however duties may be delegated to other team members or members of the Board of Directors, upon approval of the Board of Directors. There is no limit on the number of times someone may be re-elected to a position on the Board of Directors except as expressly noted below. The executive committee shall not include appointed members of the organization.

Their duties are generally as follows: it should be noted this is not an exhaustive list of all potential duties.

The *Chair of the Board* shall convene regularly scheduled board meetings and team meetings. The Board member selected as Chair shall serve only a single term in any 10 years, unless extraordinary circumstances require. Additionally:

- The Chair shall preside at the meetings of the Board and team or arrange for another member of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- The Chair shall offer ongoing guidance to all team members and staff members regarding operations of the Board of Directors and the team.
- The Chair shall have the responsibility and authority to complete negotiations on behalf of the Board and team regarding financial and fiscal obligations
- The Chair shall have the authority to obligate and bind the Board and team through contract by signature up to the amount of \$10,000. The chair may delegate such authority to another representative of the team with the formal resolution of the Board of Directors. Amounts in excess of \$10,000 will require resolution passed by the Board of Directors.
- The Chair will be the main point of contact on all matters related to employee / staff member conduct and concerns. The Chair will consult with the Immediate Past Chair as needed regarding these duties.

The *Vice-Chair* shall chair committees on special subjects as designated by the Board. Additionally:

- The Vice Chair shall keep current records related to training of team members. The Vice Chair may delegate further duties related to training and education to the chair of the Training / Education committee.
- The Vice Chair shall serve in the chair’s absence.

The *Secretary* shall be the official record keeper of the Board of Directors. The following is a synopsis of the duties involved;

- Responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings
- Sending out meeting announcements electronically and in writing if needed.

- Distributing copies of minutes and the agenda to each Board member
- Assuring corporate records are maintained with the assistance of the treasurer.
- The secretary or their designee shall maintain an active log of those who are active, inactive and their appropriate contact information in accordance with board direction.

The *Treasurer* shall make a written report at each Board meeting. Additionally:

- The Treasurer will assist in the preparation of the budget.
- The Treasurer shall have the responsibility to collect all funds into the corporation from all fund-raising efforts and donations.
- The Treasurer shall obtain the approval of the Board of Directors for any single expenditure in excess of \$500. All expenditures \$499 and under do not require approval by the board prior to disbursement but must be included in the written report to the Board of Directors.
- The Treasurer shall have the responsibility to act as signatory for all financial matters including signing of all checks and debits.
- The Treasurer shall have the responsibility for payment of all state and federal taxes and the coordination of payroll for all employees of the corporation and volunteer reimbursement as necessary.

*Section 8 — Directors of the Board:* Board members not appointed to the executive committee are expected to serve in other capacities on the Board as needed, specifically; chairing committees and recruiting non board members to join those committees.

*Section 9 — Ex Officio Members of the Board:* Ex officio members of the Board include the staff hired or contracted by the board, a technical services coordinator and the Immediate Past Chair of the Board. Ex officio members, unless specifically authorized in this document, do not receive any vote on Board decisions, but can express opinions, make recommendations and requests to the Board directly. Ex officio members of the Board must be appointed annually by the Board by a simple majority vote.

*Section 10 — Ex Officio Appointments by the Board:* The Board of Directors may appoint any positions it feels necessary to complete its objectives, including those who advise the Board on parliamentary procedures, legal issues or other situations that the board may feel is necessary and proper. Appointments may be made at anytime during the fiscal year; however the action of appointment should be done through the resolution process.

The *Immediate Past Chair of the Board* is not a voting member of the Board of Directors. This is a permanent ex officio board member created on the Board of Directors that is to be filled by the previous year's chair of the board. This position is charged with assisting in the smooth transition of leadership from year to year and assisting as needed by staff members hired by the Board of Directors. This

position will chair the Volunteer / Employee Relations committee. The Immediate Past Chair of the Board of Directors will be allowed to vote only to break a tie when a motion is being voted on by a duly declared quorum.

*Section 11 — Vacancies:* When a vacancy on the Board of Directors exists mid-term, the secretary or their designee will receive nominations for new Board members from the representative group members for at least two weeks in advance of a duly scheduled Board meeting. The Volunteer / Employee Relations committee shall be charged with assisting in recruiting potential successors to a vacancy. The members of the team as a whole will also be asked to submit their candidacy. The election will be in similar format to the annual election of Board members. These vacancies will be filled only to the end of the vacated Board member's term.

*Section 12 — Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the secretary or their designee. A Board member shall be considered to have resigned from the Board due to excessive absences during their Board term. A Board member may be removed for other reasons by a two-thirds vote of the remaining Board members.

*Section 13 — Succession of Officers of the Board:* If it becomes necessary to fill a position vacated by a member of the Executive Committee, the Vice Chair shall fill that position until such a time that the Board of Directors can be convened to meet, discuss and appoint or elect a replacement for the vacated position. If the position vacant is the Vice Chair position, the Board of Directors will select a new Vice Chair from within and attempt to fill the newly vacant seat. See the vacancy section above for details on filling the Board vacancy left following a succession of an officer of the Board of Directors.

*Section 14 — Special meetings:* Special meetings of the Board shall be called upon the request of the chair, or one-third of the Board. Notices of special meetings shall be sent out by the secretary or their designee to each Board member at least seven days in advance.

*Section 15 — Resolutions of the Board:* The Board of Directors shall have the ability to create, adopt, amend, enact, enforce or repeal any resolution of action related to management of the affairs of the organization. The resolutions must include background information regarding the reason for the resolution. Including background information is to allow for future Boards to gain insight into the reasoning behind Board resolutions and policy changes.

*Section 16 — Right to Closed Meetings:* The Board of Directors shall have the ability to call closed meetings as needed. Minutes from closed meetings will be recorded, but may not be released to the public or other members of the corporation without unanimous approval of the Board of Directors. A closed meeting is defined as a meeting of the Board of Directors including ex officio members. No one else is allowed to attend unless they are the subject of the closed meeting.

*Section 17 — Motions:* Motions shall be required to transact all business. Seconds will be required to submit the motion for approval and amendments and discussion may be allowed once a second has been received. Passing a motion will only require a simple majority vote of the quorum present.

*Section 18 — Consent Motions:* The Board of Directors shall have the ability to vote in consent motions to assist in expediting business transactions including financial and secretary consent motions.

## **ARTICLE IV — COMMITTEES**

*Section 1 — Committee formation:* The Board of Directors may create as many committees as needed, such as fundraising, special events, public relations, data collection, contract negotiations, technical services, etc. Each committee must include at least two members of the Board of Directors. Each committee must select a chair from within the committee; the only exception to this is the Executive Committee. Each committee except the Executive Committee should include two other team members not currently serving on the Board of Directors. It is suggested that these committees also include a staff member hired or contracted by the Board of Directors. The Board of Directors will have a minimum of 6 standing committees, detailed in Article IV, Section 10 below.

*Section 2 — Committee responsibilities:* The committees formed by the board of directors are accountable to the board of directors as a whole. Committees should make recommendations, suggestions and offer guidance regarding policy and procedures of the team. There is no obligation to implement a committee's guidance on a subject; it is at the discretion of the Board of Directors to decide how to proceed from committee recommendation. Each committee may break into smaller work groups if necessary.

*Section 3 — Committee dissolution:* The committees formed by the Board of Directors are subject to dissolution on the request of the Board of Directors. The Board may dissolve any or all of the committees that have been previously formed with the exception of the Executive Committee and select new committee designations and members. The disbanding of these committees requires a two-thirds majority vote of the Board of Directors

*Section 4 — Executive Committee (Standing):* The Chair of this committee is the Chair of the Board. The four officers (Chair, Vice Chair, Treasurer and Secretary) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. The ex officio Board members may also serve in an advisory capacity to this group.

*Section 5 — Finance Committee (Standing):* The Finance Committee shall include the Treasurer, two Board members and two team members. This committee shall interact directly with staff of the corporation. This committee will select its own chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. Annual reports are required to be submitted to the board showing income, expenditures, and potential pending income. The financial records of the organization are public information and shall be made readily available to Board members and the public.

*Section 6 — Training / Education Committee (Standing):* The Training Committee will keep the Vice Chair informed of all team related training activities. This committee shall include two members of the Board of Directors and at least two team members not serving on the Board. This committee will select its chair. This committee will interact directly with staff and will submit a report to the Board of Directors when requested detailing ongoing public education, external training sessions to departments and internal training for team members. The committee duties will include coordination of all training for team members, either in house or externally, public education, external outreach and training to departments we serve.

*Section 7 — Technical Operations Committee (Standing):* The Technical Operations Committee will be a committee made up of the volunteer team call out coordinators, two Board members and a technical services coordinator (webmaster). This committee will select its own chair. These individuals receive requests for service. They will, in coordination with staff strive to provide timely assistance and guidance to callers requesting crisis management interventions. This committee will create and modify as necessary the call out procedures for the team. This committee is charged with working with all committees and team members to maintain the technical aspects regarding the operations of the team; including updating of the website and electronic sources of information for the team. This committee should work directly with staff as needed.

*Section 8 — Volunteer / Employee Relations Committee (Standing):* The Volunteer / Employee Relations Committee is a standing committee that will consist of one member from each of the representative groups. This committee will be chaired by the Immediate Past Chair of the Board of Directors. This committee will include two Board members and four other team members selected by the Board of Directors. The Volunteer / Employee Relations committee will assist the Board of Directors in human resource management for paid or contracted employees of the organization as well as performance improvement situations regarding members of the organization. This committee will also be tasked with recruiting, interviewing and nominating potential Board members, within the guidelines and policies in place.

*Section 9 — Outreach Committee (Standing):* The Outreach Committee will consist of at least four team members, and three Board members. This committee should work in direct

coordination with the Finance Committee. This committee will select its own chair. This committee is charged with making all presentations to organizations when requesting funding or while doing outreach to other organizations. This committee is also charged with assisting in recruitment and retention of new team members as well as current members of the team. This committee will also act as a liaison to other organizations. This committee should work directly with staff to assure consistency in all proposals and information.

*Section 10 — Standing Committee Makeup:* The following is the breakdown of the standing committees and their members.

*Executive Committee* – Chair, Vice Chair, Treasurer, Secretary (4 Board Members)

*Finance Committee* – 2 Board Members plus the Treasurer, 2 Team Members

*Training Committee* – 2 Board Members plus the Vice Chair, 2 Team Members

*Volunteer / Employee Relations Committee* – Past Chair, 3 Board Members, 3 Team Members

*Technical Operations Committee* – 2 Board Members, 4 Team Members (Coordinators)

*Outreach Committee* – 3 Board Members, 4 Team Members

## **ARTICLE V — STAFF / CONTRACT POSITIONS**

*Section 1 — Creation of Staff Positions:* The Board of Directors reserves the right to create, rename, delete or change all staff positions. The Board of Directors may interview, hire, terminate and discipline all paid employees of the Corporation. The Board of Directors or its designee is solely responsible for negotiating with staff members regarding contracts, remuneration, benefits and job responsibilities. The Board of Directors will create and maintain a job responsibilities document within the policy and procedure manual and keep it updated. The Executive Committee will directly supervise staff hired by the Board of Directors, with the assistance of the Immediate Past Chair of the Board of Directors.

*Section 2 — Contracted Positions:* The Board of Directors reserves the right to create, rename, delete or change all contracted positions. The Board of Directors may interview, hire, terminate and discipline all contracted positions of the Corporation. The Board of Directors or its designee is solely responsible for negotiating with contracted positions regarding contracts, remuneration, benefits and job responsibilities. The Board of Directors will create and maintain a job responsibilities document within the policy and procedure manual and keep it updated. The Executive Committee will directly supervise contracted positions hired by the Board of Directors, with the assistance of the Immediate Past Chair of the Board of Directors.

*Section 2 — Policy & Procedure Manual:* The Board of Directors employs several individuals as well as multiple volunteers, and therefore the Board of Directors will create and maintain an updated policy and procedure manual related to operations of the team. The Board of Directors may delegate creation of these policies to staff hired by the corporation or members of the organization. The employee position descriptions will be included in the policy and procedure manual and updated as needed by the organization. The Board of Directors, in consultation with legal advisors will create and maintain this policy and procedure manual. It is improbable to assume all potential issues that may arise during employment, therefore the Board of Directors recognizes the policy and procedure manual's limitations and accepts that there may be issues that have to be dealt with on a case by case basis.

*Section 3 — Reviews of Employees:* The Board of Directors employs several individuals and therefore should conduct periodic reviews of its hired contracted staff and hired staff members. This should be done annually or as needed if a contract for services is renewed more often. These reviews should be done in closed session of the Board of Directors with a summary report being shared and issued to the team as a whole.

*Section 4 — Employees:* The board of directors may employ several individuals. The term "employees" or "staff" shall be used interchangeably to describe either contracted employees or hired employees of the organization.

## **ARTICLE VI — AMENDMENTS**

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority vote of the active team members. Proposed amendments must be submitted to the secretary to be sent out with regular board / organization announcements. All members of the organization may propose amendments.

*Section 2 — Documentation of Amendments:* When amendments are made to this document, it is the responsibility of the secretary of the corporation to record the changes in the official documents of the corporation. All deletions will be noted with a ~~striketrough~~. All additions will be placed in **Bold and/or Bold Italics**. There will be an updated "working" copy of the bylaws distributed as needed. The working copy will only include the latest changes to the bylaws. The bylaws will be dated as changes to the document occur.

## **CERTIFICATION / ADOPTION**

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 adopting the bylaws of the corporation under the laws of the State of Minnesota and

certify we executed these bylaws June 3, 2010, in the city of Bloomington, county of Hennepin, State of Minnesota, United State of America.

<b>Revisions:</b>	<b>09/1998</b>	<b>12/1998</b>	<b>02/2001</b>
	<b>04/2005</b>	<b>06/2010</b>	

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Chair of the Board  
Kathy Abram

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Vice Chair of the Board  
Tia Radant

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Treasurer of the Board  
Joe Meuwissen

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Interim Secretary of the Board  
Jann Fredrickson Ramus

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Immediate Past Chair of the Board  
Corinne Becker

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Member, Board of Directors  
Debbie Brown

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Member, Board of Directors  
Cindy Anderson

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Member, Board of Directors  
Bruce Johnson

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Member, Board of Directors  
Nate Hanson

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Member, Board of Directors  
Al Storlie

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Member, Board of Directors  
Steve Wickelgren