

**BYLAWS
OF
MINNESOTA ASSOCIATION OF COUNTY PROBATION OFFICERS, INC.
(MACPO)**

Article 1 - Offices

1.1 The principal office of the association at the time of adoption of these bylaws is located with the current MACPO President in Minnesota.

Article 2 - Nonprofit Purposes

2.1 This association is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes (M.S.) and Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 The purpose of this association shall be:

To support the preservation and expansion of professional probation and adjunctive services to the courts of Minnesota consistent with the provisions of M.S. 244.19, Subdivision 1(a)(1) and (2); and to provide a vehicle for the sharing of solutions to common problems in providing those services to the courts of Minnesota; to afford to its members opportunities for increased professional competence through educational programs; to aid in the development of correctional programs and services in Minnesota, and to adopt such other purposes as are consistent with the scope of this association and which the members may determine and approve. The purposes and powers of this association are limited to the purposes and powers consistent and in conformity with Section 501(c)(3) of the Internal Revenue Code, as amended.

Article 3 - Membership

3.1 Membership is open to all. A person becomes a member upon payment of dues. Dues are collected annually. Voting members shall be restricted to probation officers employed under Minnesota State Statutes.

3.2 A meeting of the entire membership shall be held annually. Reasonable notice of the meeting, location and time will be given to the membership.

Article 4 - Executive Board

4.1 The Executive Board consists of at least the president, president-elect, immediate past-president, secretary, treasurer and the appointed chair of each committee. To be eligible to be an Executive Board member, members shall be appointed under M.S. 244.19, Subdivision 1(a)(1) and (2). The Executive Board is responsible for the business and affairs of the association and shall consist of a minimum of three and not more than twelve persons. Executive Board members may serve an unlimited number of terms. An Executive Board member will hold office until the term for which the member was elected or appointed ends and a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the member.

4.2 An Executive Board member may be removed with or without cause by a two-thirds vote. A member shall not be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such purpose. When a member of the Executive Board has been removed and notified, a new member may be elected or appointed at the same meeting.

4.3 The annual meeting of the Executive Board shall be held in conjunction with and at the same place as the annual meeting of members.

4.4 Regular meetings of the Executive Board shall be held as determined by the Executive Board with a minimum of six meetings per year. Executive Board members shall attend Board meetings.

4.5 Special meetings of the Executive Board may be called for any purpose either by the president, president-elect, or not less than one-third of the total number of members, after at least 24 hours notice and reasonable efforts to notify each member of the Executive Board.

4.6 Except as otherwise provided in these bylaws, reasonable notice shall be given to each member of the Executive Board of the time and place of each meeting by the agreed upon method of communication.

4.7 The Executive Board may take action without meeting if authorization is approved by every member of the Executive Board.

4.8 At all meetings of the Executive Board, a majority of the members of the Executive Board shall be necessary and sufficient to constitute a quorum for the transaction of business.

4.9 The Executive Board may fix compensation for members of the association for costs, debts or services performed.

4.10 The association shall not lend any of its assets to any Executive Board member or members of the association.

4.11 Each member of the Executive Board shall have one vote with the exception of the president who only votes in the event of a tie. Issues shall be passed by a majority vote, except for the termination of any Executive Board member(s), and removal of any officer, which action shall require a two-thirds vote.

Article 5 - Officers

5.1 The voting members of the association shall elect a president-elect, secretary, treasurer, and any other officers deemed to be necessary. The secretary and treasurer shall be elected on alternate years. This association shall have the following officers, elected from among the voting members in good standing, and whose terms shall be set forth in this section. Duties of the officers shall be those herein, in addition to those duties normally performed by such officers in similar associations. An officer is also a member of the Executive Board of the association. No person shall simultaneously hold more than one position on the Executive Board.

5.2 The president shall be a one-year term. The president of the association shall be the principal officer of the association and shall supervise the affairs of the association. The president shall preside at all meetings of the Executive Board and the president shall have the powers and perform such additional duties as may be assigned by the Executive Board.

5.3 The president-elect shall be a three-year term. The first year, the president-elect shall have the powers and perform the duties of the president during the absence or inability of the president to act and this person shall have such additional powers and perform such additional duties as may be assigned to this person by resolution of the Executive Board. The second year, the president-elect shall become president. The third year, the president-elect shall be designated as the past-president.

5.4 The secretary shall be a two-year term. The secretary shall attend meetings of the Executive Board and keep and distribute minutes for all proceedings prior to the next meeting. Additionally, the secretary shall act as custodian of the association records. A designated Executive Board member shall perform the duties of the secretary during this person's absence or disability.

5.5 The treasurer shall be a two-year term. The treasurer shall have custody of the association's funds and securities, shall keep full and accurate account of the receipts and disbursements in books belonging to the association, and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Executive Board. A designated Executive Board member may have authority to perform the duties of the treasurer during this person's absence or disability.

5.6 The immediate past-president shall serve as an advisor and consultant to the president and Executive Board and shall assume such other duties as the president may direct, except the president may not assign him or her any of the prescribed duties of the president or any other officer of the association.

5.7 The Executive Board may appoint advisory ad-hoc committees consisting of an unlimited number of persons. The advisory committee shall advise the Executive Board and make recommendations as directed.

Article 6 - Committees

6.1 The majority of the Executive Board may designate and appoint one or more committees. There shall be standing committees on communication, directors, training and education, legislation, and membership. Committee chairs shall be elected by the members of each committee and appointed by the president annually. Participation in the activities of these committees shall be open to all members of the association.

6.2 The nominating/awards committee consists of the immediate past-president, president, president-elect and any other member as determined by the current president. The nominating/awards committee shall meet at least 60 days in advance of the annual meeting. The nominating/awards committee shall contact candidates and potential candidates from among the voting membership of the association and shall prepare a list of such candidates and the offices for which they are candidates.

Article 7 - Indemnification of Officers, Executive Board, Employees and Agents

7.1 To the full extent permitted by Minnesota Statutes, the association shall indemnify each member of the Executive Board, officers, employees, or agents of the association, and any person serving at the request of the association as a member of the Executive Board, officer, employee, or agent of another association partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person to the fullest extent to which officers and members of the Executive Board may be indemnified under the terms and conditions of the Minnesota Non-Profit Association Act, or any amendments thereto or substitutions therefore.

7.2 The association may purchase and maintain insurance on behalf of persons who may be indemnified to the extent of their right to indemnity under this article.

Article 8 - Restricted Funds

8.1 In the event funds are received for restrictive purposes with the requirement that principal shall remain intact, the Executive Board may provide for the designation of an outside corporate trustee to receive the funds and shall authorize the proper officers with the association to execute a trust indenture governing the use of these funds in such form as may be approved by the Executive Board.

8.2 The Executive Board may accept on behalf of the association any contribution, gift, bequest or device for the general purposes or for any special purpose of the association.

Article 9 - Employees

9.1 The association may employ such employees as the Executive Board deems necessary.

Article 10 - Funds

10.1 The Executive Board may authorize any member of the association to enter into any contract or execute and deliver any instrument in the name of or on behalf of the association, and such authority may be general or confined to specific instances.

10.2 All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed as designated by the Executive Board. In the absence of such designation, such instruments shall be signed by the treasurer or president of the association.

10.3 All funds of the association shall be deposited to the credit of the association as designated by the Executive Board.

10.4 The Executive Board and officers of the association may be interested directly or indirectly in any contract relating to the operation of the association, provided that (a) any such contract or transaction shall be at arm's length with full disclosure of the interest of the member(s) or officer(s) in such contract or transaction, and (b) such contract or transaction does not violate any provision in the Articles of Incorporation of the association or otherwise violate applicable state or federal law.

Article 11 - Dissolution

11.1 This association may be dissolved in accordance with the laws of Minnesota. Upon the dissolution of this association, any remaining assets shall be distributed to organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, and in accordance with the relevant provisions of the Articles of Incorporation.

Article 12 - Amendment


12.1 Any changes to these bylaws shall first be presented to the Executive Board for approval pursuant to M.S. 317A.181, Subdivision 2. If approved by a two-thirds vote of the Executive Board, the amendment(s) shall then be presented to the membership which requires a two-thirds vote for final approval at a membership meeting pursuant to M.S. 317A.181, Subdivision 2(b).

12.2 Notice of the meeting for the proposed amendment shall be given to each member of the Executive Board. Notice to the membership, of the proposed change(s), shall be given at least 21 days prior to the membership meeting.

Article 13 - Fiscal Year

13.1 The fiscal year of the association shall begin on the first day of July and end on the last day of June, unless the Executive Board determines to change the fiscal year.

These bylaws were adopted for the Minnesota Association of County Probation Officers, a Minnesota non-profit association, at the meeting of the Executive Board on January 23, 2013, and at the annual membership meeting on May 22, 2013.



Todd Eustice
President

1-23-13

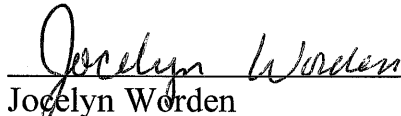
Date



Deanna M. Ruffing
President-Elect

1-23-13

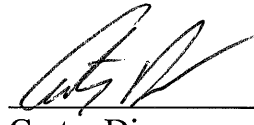
Date



Jocelyn Worden
Secretary

1-23-13

Date



Carter Diers
Treasurer

1-23-13

Date