



MINNESOTA MORTGAGE FORECLOSURE PREVENTION ASSOCIATION

By-laws

Article I. Name and Location

The name of this nonprofit corporation is The Minnesota Mortgage Foreclosure Prevention Association (hereinafter "Association"). Its principle office is located at 1111 Third Avenue South, Suite 336, Minneapolis, Minnesota 55404.

Article II. Purpose

The purpose of this corporation is to provide support, networking, and information to persons and organizations working in the field of mortgage foreclosure prevention and to promote sound policies and practices, both in the public and private sectors, related to foreclosure prevention counseling. The Association will promote and/or provide education and training in order to improve and expand the quality and quantity of foreclosure prevention programs and services available to residents of Minnesota. The Association may develop and/or operate programs of its own in furtherance of this purpose.

The Association shall operate on a nonprofit basis consistent with the provisions set forth in the Articles of Incorporation.

Article III. Membership

Section 1. Eligibility and Requirements

- A. Any organization or natural person supporting the purpose of the Association shall be eligible for membership.
- B. Applications for membership shall be in a form approved by the Board of Directors. The Board may not unreasonably or arbitrarily reject an application for membership.

- C. The Board of Directors shall approve or deny membership to the association based on the Purpose of the organization as stated in the By-laws, Article II and expressed in the Code of Ethics. Furthermore, recommendations on approval or denial will be accepted from current association members. Upon acceptance and approval of membership to the association, new members must agree to abide by the written Code of Ethics, By-laws and Article of Incorporation.
- D. The Board of Directors may establish and collect membership dues and assessments, which it deems reasonable and necessary. Dues may be set at different levels for each class of membership.

Section 2. Classes of Membership

- A. There shall be two classes of membership: active and affiliate. Individuals and organizations may apply for and be accepted as either active or affiliate members.
- B. Only active members whose dues with the Association are current shall be eligible to vote in the affairs of the Association.
- C. Each organization accepted for membership shall designate in writing one individual to act on its behalf in the affairs of the Association and to receive official notices of the Association.
- D. A current listing of the names and mailing addresses of all members and organizational designees shall be maintained by the Board Secretary.

Section 3. Termination of Membership

Membership in the Association may be terminated at any time for cause by a two-thirds (2/3) vote of the non-vacant seats on the Board of Directors at any duly-noticed meeting at which a quorum is present, provided that notice include the intent to terminate a membership or memberships. Cause may include, but shall not be limited to, non-payment of dues or assessment or actions or practices by a member that is detrimental to a mortgagor or the Association.

Article IV. Meetings of the Membership

Section 1. Quorum, Voting, and Parliamentary Procedure

A quorum for the transaction of any membership business of the Association shall be at least fifteen percent (15%) of the active membership as shown in the records of the Association. At

the Annual Meeting of the membership, absentee ballots for the election of Directors to the Association's Board may be submitted by mail or personal delivery. To be accepted, mailed, or delivered ballots must be in a form approved by the Board and received by the Secretary of the Association prior to the time of the annual meeting. Such ballots must be signed by the individual active member or the designee of an active organizational member. Active members submitting acceptable absentee ballots shall be counted toward the quorum. There shall be no proxy voting authorized. Parliamentary procedures as set forth in amended Robert's Rules of Order shall be followed at all meetings of the membership.

The membership present at a duly noticed meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to result in less than a quorum.

Section 2. Annual Meeting

An annual meeting of the membership shall be held during the fourth quarter of the year at a time and place determined by the Executive Committee. Written notice of the annual meeting shall be mailed to all members of the Association at least ten (10) days and not more than thirty (30) days prior to the date of the annual meeting. At the annual meeting the membership shall elect Directors to the Association's Board and may consider such other actions as may properly be before the membership.

Section 3. Special Meetings

- A. A special meeting of the membership may be called for any purpose at any time by the President acting on her or his own initiative or pursuant to a request from at least three (3) Board Directors or pursuant to a written request from at least ten percent (10%) of the active membership.
- B. A request for a special membership meeting from either Directors or members must be in writing, addressed to the President, include the purpose for the meeting, and be sent to the President by mail or personal delivery.
- C. It shall be the duty of the President to cause at least five (5) days notice of any special meeting to be given to all members including the time, date, and place as fixed by the President, and purpose of the meeting as specified by the requesting Directors or members. The President shall assure that any special meeting requested by Directors or members shall be held not more than thirty (30) days from receipt of the request from Directors or members.

Article V. Board of Directors

Section 1. Number of Directors, Qualifications, and Terms

The general management of the affairs of the Association shall be vested in the Board of Directors. The Association's Board of Directors shall be composed of not more than Thirteen (13) members who are elected by the membership at its annual meeting. Only those active individual members or designees of active organizational members who are current with dues may be elected to or serve on the Board. Board members shall serve two-year terms, except that the Directors elected at the first annual meeting shall, by drawing lots or otherwise, select as nearly as possible one half to serve initial one-year terms so as to achieve staggered terms in the future. No Director shall serve more than three consecutive two-year terms.

Section 2. Vacancies

Vacancies on the Board occurring between annual meetings of the membership, whether due to death, resignation, disability, removal, or other cause, shall be filled by a majority vote of a quorum of the Board at any duly-noticed meeting, provided that the action to fill a vacancy shall be an item on the agenda of such meeting. All terms shall expire on December 31, of each calendar year. The Term of a director filling a vacancy shall expire at the end of the term of the replaced director. If a vacancy on the Board of Directors occurs, it shall be filled in accordance with M.S. 317A.227 (a) (2), (b), (c), (d), as amended 1992.

Section 3. Removal

Board Directors may be removed after three (3) unexcused absences from Board meetings by a majority vote of the Directors at any Board meeting, provided that all Directors are given five (5) days written notice of the intent to remove a Director for non-attendance.

In addition, any Director may be removed from the Board if the Director violates the Board's established standards of confidentiality or conduct, or her or his fiduciary responsibilities. Directors at any duly noticed regular or special meeting at which a quorum is present, provided that notice include the intent to remove a Director or Directors.

Section 4. Compensation

No Director, officer, or member of the Association shall receive monetary compensation, including abatement of dues or assessment, for services rendered to the Association as part of her or his duties as Director, officer, or member except as the Board shall direct for reimbursement of reasonable expenses incurred by a Director in carrying out the purpose of the Association or for services actually rendered to the Association.

Article VI. Meeting of the Board of Directors

Section 1. Quorum, Voting, and Parliamentary Procedure

A quorum for the transaction of any business at a regular or special meeting of the Board of Directors shall be at least one-half of the non-vacant seats on the Board, with any fraction rounded down. Each Director shall be entitled to one vote. There shall be no proxy voting or absentee ballots authorized. Parliamentary procedures as set forth in amended Robert's Rules of Order shall be followed at all meetings of the Board.

Section 2. Regular Meetings

Regular meetings of the Board shall be held at least four (4) times during the year. The Chair may cancel meetings due to inclement weather or any unforeseen circumstances that may affect a quorum.

Section 3. Special Meetings

- A. A special meeting of the Board may be called for any purpose at any time by the President with at least five (5) days notice. Such notice shall include the time, date, place and purpose of the meeting.
- B. A special meeting of the Board may be called for any purpose at any time by three (3) Directors upon request. Such request shall be in writing, state the purpose for the meeting, and be sent to the President by mail or personal delivery.
- C. It shall be the duty of the President to cause at least five (5) days notice of any special meeting to be given to all Directors including the time, date, and place as fixed by the President, and purpose of the meeting as specified by the requesting Directors. The President shall assure that any special meeting requested by Directors shall be held not more than thirty (30) days from receipt of the request from Directors.

Section 4. Notice

Notice of any regular or special meeting of the Board shall be in writing, and sent to all Directors at their address of record by first class mail, FAX, or personal delivery. Notice shall contain the date, time, place, and agenda for the meeting and shall be delivered not less than five (5) nor more than thirty (30) days prior to the date of the meeting.

Article VII. Officers

Section 1. Titles and Terms

The Board of Directors shall elect the following officers from its membership: President, Vice-President, Treasurer, and Secretary. The Treasurer and the Secretary may be the same person. Officers must be active individual members whose dues are current or designees of active organizational members whose dues are current and shall be elected by the Board of Directors. Officers shall serve one-year terms, or until their successors have been elected, or until their resignations, removals from office, or their deaths. Officers may not serve more than two consecutive terms in the same office.

Section 2. Duties of Officers

- A. **President.** The President of the Association shall preside at all meetings of the membership and the Board at which she or he is present. She or he shall sign all official documents of the Association as authorized by the Board, shall make reports to the Board, shall represent the Association to the public, and shall perform such other duties as are incident to her or his office and are properly expected of her or him by the Board. The President shall serve as the Chair of the Executive Committee and as an ex-officio member of any other committee established by the Board.
- B. **Vice-President.** The Vice-President of the Association shall perform the duties of the President in the absence of, or in the event of the death, disability, or refusal to act, of the President, and when so acting the Vice-President shall have all the powers of, and be subject to, all restrictions upon the President.
- C. **Treasurer.** The Treasurer of the Association shall keep an account of all monies received and expended for the use of the Association. She or he shall deposit all sums received in a bank or banks or trust company approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the President.
- D. **Secretary.** The Secretary of the Association shall be responsible for giving proper, timely notice of all membership, Board of Directors, and Executive Committee meetings and for keeping minutes of those meetings, including a record of votes on all motions, and providing copies of minutes of previous meetings to the membership and Board, as applicable. The Secretary of the Association shall also maintain current listings of all Association members, organizational members' designees, members of the Board of Directors and officers and their terms of office, and rosters of such committees as have been established by the Board.

Section 3. Vacancies

Vacancies among the officers shall be filled by a simple majority vote of the Directors at any duly noticed meeting at which a quorum is present. Officers selected to fill a vacancy shall serve until the next election of officers.

Section 4. Removal

Any officer elected by the Board may be removed at any duly noticed meeting at which a quorum is present by two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, provided that notice of any such meeting include the intent to remove an officer or officers.

Article VIII. Committees

Section 1. Executive Committee.

- A. The Executive Committee shall consist of the President, who shall be the Executive Committee's Chair, the Vice-President, the Treasurer, and the Secretary of the Association.
- B. The Executive Committee shall have the authority to manage the general affairs of the Association between meetings of the Directors; but it shall be subject to the direction and control of the Board.
- C. Meetings of the Executive Committee shall require at least three (3) days notice which may be sent by mail, FAX, or telephone. Minutes of all meetings of the Executive Committee at which decisions are made on behalf of the Association shall be provided to the Board of Directors not more than twenty-one (21) days following such meeting.

Section 2. Other Committees

The Board of Directors may from time to time establish such committees, as it deems necessary and proper for the Association. Any committee so established shall have a specific purpose determined and set forth in writing by the Board. All committee chairs shall be appointed by the Board of Directors. The President shall also be an ex-officio member of all committees. Committee chairs may appoint individuals, either members or non-members, to serve on their committees.

Article IX. Fiscal and Program Years

The fiscal and program years for the Association shall be January 1 through December 31.

Article X. Indemnification

The Association is empowered to indemnify its officers as appropriate to the statutes and laws of the State of Minnesota.

Article XI. Dissolution

Upon dissolution or winding up of the affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to any other Minnesota nonprofit tax-exempt organization or organizations whose purposes, in the judgment of the Board, are compatible with those of the Association.

Article XII. Amendments

The By-laws may be amended at any duly noticed regular or special membership meeting at which a quorum is present by a majority vote of the membership present. Notice of any meeting at which a By-law amendment or amendments are to be considered must contain the written text of the amendment or amendments being proposed. Amendments may be proposed by written petition to the Board Secretary from at least ten percent (10%) of the active membership or by a majority vote of the Board of Directors.

The above By-laws were adopted by the following members of the Board of Directors on the 29th day of June 1993.