

[REVISED: July 1995; June 1999; June 2001; June 2002; June 2003; September 2018; February 2019; October 2020; June 2021; November 2021]

BY-LAWS
OF
LAW ENFORCEMENT LABOR SERVICES, INC.

ARTICLE I
NAME AND LOCATION

Section 1. The name of this non-profit CORPORATION shall be Law Enforcement Labor Services, Inc., hereinafter referred to as the CORPORATION.

Section 2. The registered principal office of the CORPORATION may be located in the City of Brooklyn Center, County of Hennepin, State of Minnesota, or such other place as the Board of Directors shall designate.

ARTICLE II
PURPOSE

The purpose of this CORPORATION is to organize as members, public safety-related public sector personnel, including but not limited to licensed peace officers, correctional officers, dispatchers, firefighters, first-responders, medical examiners, and others as determined by the Board of Directors for the purpose of collective bargaining and to act as the labor representative and bargaining agent of its members and to deal with public employers concerning grievances, terms and conditions of employment, including wages, hours and working conditions in accordance with the Public Employment Labor Relations Act of 1971, as amended.

ARTICLE III

MEMBERSHIP

Section 1. Any public employee in the field of public safety, or related fields, employed by a public employer as defined in the Public Employment Labor Relations Act of 1971 as amended, shall be eligible for membership. Unified membership in the Minnesota Police and Peace Officers Association is required for all eligible members.

Section 2. Each member in good standing and with dues paid shall be entitled to one [1] vote per person. Voting by proxy shall not be permitted.

Section 3. Members fall within one of three classifications: licensed essential employees; non-licensed essential employees; or non-essential employees.

Section 4. Members shall be organized in groups known as locals.

ARTICLE IV

DUES

The Board of Directors shall fix the amount of dues and other fees of members of this corporation and shall prescribe the procedure for the collection thereof.

ARTICLE V

FISCAL YEAR

The fiscal year of the CORPORATION shall be determined by the Board of Directors.

ARTICLE VI

ANNUAL MEETING OF MEMBERS

Section 1. There shall be an Annual Meeting of the members at such time as may be determined by the Board of Directors. The meeting shall be for the purpose of election of members of the Board of Directors, and such other business permitted by the Articles of Incorporation. Each local shall elect one representative to attend the Annual Meeting. Said representatives shall be designated as "voting members" and shall, in addition to members of

the Board of Directors, be the only members entitled to vote on matters presented at the Annual Meeting. Challenges to the credentials of any representative shall be resolved by the Board of Directors. The presence in person of at least nine (9) members of the CORPORATION entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 2. All representatives duly registered and all Board members shall have all of the privileges of the floor, the right to introduce motions, as well as to vote upon all matters coming before the Annual Meeting as business of the CORPORATION, except (a) non-licensed representatives shall vote on all matters inherent to non-licensed representatives; (b) licensed representatives shall vote on matters inherent to licensed-representatives; and (c) representatives who are not essential public employees shall vote on matters inherent to those representatives. The Board of Directors shall determine whether a matter is designated for a vote by licensed representatives, non-licensed representatives, non-essential representatives, or representatives. No representative may vote at any Annual Meeting by proxy.

Section 3. The Board may direct that the Annual Meeting of the membership be held by remote communication. A member participating through remote communication is deemed to be present for purposes of determining a quorum, voting, nominating, and other participation.

Section 4. In cases of a statewide emergency caused by civil unrest, war, disaster, pandemic, or other situations preventing participation by members in the Annual Meeting, the Board may direct that the Annual Meeting be cancelled, rescheduled, or be held by remote communication. Cancellation of the Annual Meeting shall be considered only in the direst situations wherein the health and safety of members, or the public, is or will be in grave danger, as determined by the Board, and when holding the Annual Meeting by remote communication is not feasible.

Section 5. Remote communication shall conform with the requirements under Minnesota NonProfit Corporation Act, Minnesota Statutes Chapter 317A and as amended.

ARTICLE VII

DIRECTORS

Section 1. Election of the Board of Directors. The nine (9) members of the Board of Directors shall be elected for a term of three (3) years and each shall hold office until his or her successor shall have been duly elected and qualified, or until death, resignation or removal. The term of office shall be staggered and no more than three (3) Directors shall be elected in any one year, except in order to fill a vacancy pursuant to Section 7. Cumulative voting shall not be allowed in the election of Directors.

Section 1a. Seven seats on the Board of Directors shall be filled by licensed peace officers elected at-large by the representatives at the Annual Meeting.

Section 1b. Two seats on the Board of Directors shall be filled by non-licensed members elected at-large by the representatives at the Annual Meeting.

Section 1c. When the Board determines that the number of non-essential members is sufficient to warrant, one additional seat on the Board of Directors shall be created increasing the total to ten (10). The non-essential seat shall be filled by a non-essential member elected at-large by the representatives at the Annual Meeting.

Section 1d. When the Board declares, pursuant to Article VI, Section 4, that a statewide emergency or other situation or circumstance exists, as determined by the Board of Directors, that prevents holding an Annual Meeting, the Board may extend the expiring term of a Board Member until such time as an election takes place or take other action to facilitate the orderly succession of elected Board Members; whereupon, Article VII, Section 1 restricting elections to three (3) members of the Board each year shall not apply.

Section 2. Annual Meeting of Board of Directors. The Annual Meeting of the Board of Directors shall immediately follow the Annual Meeting of the members at which meeting said Directors are elected and notice of said meeting shall be included in the notice for the Annual Meeting of the CORPORATION.

Section 2a. Regular and Special Meetings. The Board of Directors shall hold meetings at such times and places it thinks proper, appoint committees on particular subjects from the members of

the Board, audit bills, and disburse the funds of the CORPORATION, employ agents and devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the CORPORATION and to best protect the interests and welfare of the members.

Section 2b. Directors who attend any regular, special or other meeting, shall be reimbursed for any out-of-pocket expenses, including mileage and/or meals, in addition to a per diem in an amount to be set by the Board of Directors at such times and in such amounts as the Board of Directors deems appropriate in its sole discretion.

Section 3. The Board of Directors on behalf of any group that said CORPORATION represents shall have full authority to hire counsel, a business agent or such other persons or entities, as may from time to time be necessary to properly carry out the purpose of said CORPORATION as a bargaining agent.

Section 4. Quorum. At least a majority of the total of the members of the Board of Directors shall constitute a quorum for the transaction of business. Board members participating by remote communication shall be counted in determining whether a quorum exists for the transaction of business.

Section 5. Absence. Should any member of the Board of Directors be absent unreasonably from three [3] consecutive meetings of the Board without sending in a communication to the President or Secretary stating their reason for doing so, and if their excuse should not be accepted by members of the Board, then upon the majority vote of the Board, the absent Director's seat on the Board shall be declared vacant.

Section 6. Removal of Directors. Any one or more of the Directors may be removed with a showing of cause at any time by a vote of two-thirds [2/3] of the members of the Board of Directors present at a special meeting called for that purpose.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment made by the remaining Directors. The person so chosen shall hold office until a successor is elected at the next annual meeting to fill the vacancy.

Section 8. The Officers of the CORPORATION shall be chosen and elected by the Board of Directors at the Annual Meeting of said Board following the meeting of the membership.

Section 9. Nominations for Board of Directors. Nominations of Board members shall be made by representatives from the floor at the Annual Meeting. A member seeking office must be in attendance at the meeting or give written notice to the Secretary of the CORPORATION prior to the Annual Meeting. Nominations made during an Annual Meeting that is being held by remote communication shall be deemed to be made from the floor.

ARTICLE VIII

OFFICERS

Section 1. The Board of Directors shall elect as Officers of said CORPORATION a President, Vice President, Secretary and Treasurer, whose terms shall be one [1] year from the date of their election and shall serve until such time as a successor is elected.

Section 2. Duties of Officers. The duties of the Officers of the CORPORATION shall be as follows:

PRESIDENT

The President shall preside at the meetings of the CORPORATION and shall perform such other duties as are necessary or incident to the office of President.

VICE PRESIDENT

In the case of the death or absence of the President or of their inability from any cause to act, the Vice-President shall perform the duties of the office.

SECRETARY

It shall be the duty of the Secretary to give notice of and attend all meetings of the CORPORATION and to keep a record of their proceedings and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President

or by the Board of Directors.

TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the CORPORATION. The Treasurer shall deposit all sums received in a bank or banks or trust company approved by the Board of Directors and make a report at the Annual Meeting or when called upon by the President. Funds may be withdrawn by the signature of the Treasurer and by the proper authorization of the President or Vice-President. The office of Secretary and Treasurer may be held by the same person.

ARTICLE IX

NOTICE

Section 1. The Board of Directors shall provide required notice to members through the CORPORATION's website, by mail, by electronic mail, or by any other efficient method authorized by the Board of Directors.

Section 2. Notice of dues' increases shall be by publication on the CORPORATION's website. Stewards shall receive additional notice by mail and electronic mail.

ARTICLE X

AMENDMENTS

Section 1. Amendment of By-Laws. These By-Laws may be amended at the Annual Meeting of the Membership or the Board in such manner as provided in the laws of the State of Minnesota governing non-profit Corporations. For amendments not required to be put before the membership, the Board of Directors may amend these By-Laws at the Annual Meeting of the Board or at a regularly-scheduled meeting and with 30 days' notice of the proposed amendment to membership through publication on the CORPORATION's website.

Section 2. Amendment of Articles of Incorporation. Articles of Incorporation may be amended at the Annual Meeting of the Membership or the Board in such manner as provided in the laws of the

State of Minnesota governing non- profit Corporations. For amendments not required to be put before the membership, the Board of Directors may amend the Articles of Incorporation at the Annual Meeting of the Board or at a regularly-scheduled meeting and with 30 days' notice of the proposed amendment to membership through publication on the CORPORATION's website.