



## BYLAWS OF MINNESOTA DEPUTY REGISTRARS' ASSOCIATION

### ARTICLE I. NAME

**Section 1.** This organization duly incorporated under and pursuant to the provision of Chapter 317 Minnesota Statutes, shall be known as the Minnesota Deputy Registrars' Association. (Revised 9/19/1986; 9/20/02)

**Section 2.** The registered office of the Association shall be determined by the MDRA Board of Directors each year following the annual election of officers for the Board. The official address will be recorded and maintained in the MDRA Operating Policies guidebook. The association shall have other offices at such places as the Board of Directors may from time to time determine. (Revised 9/19/86; 9/20/02, 9/19/14)

### ARTICLE II. PURPOSE

**Section 1.** The purpose of this association shall be to promote the interests of the Motor Vehicle Deputy Registrars in the State of Minnesota, facilitate the processing of vehicle licensing, registration and titling, including sport or recreational vehicles (watercraft, snowmobile and off-road vehicles) in the State of Minnesota. In addition, to act as a liaison with the Minnesota Department of Public Safety, the Minnesota Department of Natural Resources and the Minnesota Legislature. (Revised 9/18/92; 9/20/02, 9/19/14)

### ARTICLE III MEMBERSHIP

**Section 1.** There shall be one class of voting membership in this association. (Revised 9/20/02)

**Section 2.** Membership shall be open to all Deputy Registrars appointed pursuant to Minnesota Statutes Section 168.33 and office location members appointed under that authority. No deputy registrar office may cast more than one vote on any issue. (Revised 9/18/92; 9/20/02)

**Section 3.** Proxy. Deputy Registrars may designate someone from their specific member office to attend meetings and vote on their behalf. (Revised 9/18/92, 9/16/11)

**Section 4. Dues.** Annual dues shall be established by a majority vote of the membership at each annual meeting; however, voluntary assessments may be called for from time to time by the Board of Directors for special projects. (Revised 9/19/86)

Section 5. Suspension/Termination. (1) A member may terminate membership by giving a written notice to the President or Secretary of the Association. (2) Membership shall be suspended if the Treasurer does not receive the annual membership dues for year by the due date on the billing invoice or as stated in within the MDRA "Operating Guidelines." The suspension shall remain in effect until the Treasurer receives the full annual dues. (3) The Board, by a two thirds majority vote, may terminate any member office for any actions or behavior which the Board, at its sole discretion, may deem to be in violation of this associations code of conduct. A member terminated by the Board's action shall have the right to appeal the termination to the voting members at the next annual meeting; or at a special meeting of the membership, as defined in Article V of the Bylaws, and to be called not more than 60 days following the receipt of notice of termination. The voting members at said meeting may disaffirm the Board's termination decision by a two thirds majority vote of the members present. (4) A voting member may petition the Board to terminate another member by presenting to the Board of Directors a request signed by two thirds of the MDRA voting members. For the petition to be considered, the petition shall specify the actions or behavior contrary to the best interests of the MDRA and/or its members. (5) In the event that the Board terminates a member and the termination is not appealed, a pro-rated share of the members current year paid dues will be reimbursed to the member. (Revised 9/20/19)

#### **ARTICLE IV. ASSOCIATE AND ALUMNI MEMBERSHIP**

**Section 1.** There may be one class of associate membership and one class of alumni membership in this association. (9/20/02, 9/22/06, 9/16/11)

**Section 2.** Associate membership shall be open to an individual, group or organization with an interest in the purpose and mission of the Minnesota Deputy Registrars' Association. Associate membership shall not be open to deputy registrars appointed pursuant to Minnesota Statutes Section 168.33 and office location members appointed under that authority. (9/20/02)

**Section 2a.** Alumni membership shall be open to former deputy registrars and to individuals that have been previously employed in an office of a deputy registrar or an office location appointed under that authority and share an ongoing interest in the purpose and mission of the Minnesota Deputy Registrars' Association. (9/22/06)

**Section 3. Dues.** Annual dues shall be established by a majority vote of the Board of Directors: however, voluntary assessments may be called for from time to time by the Board of Directors for special projects. (9/20/02)

**Section 4.** Associate and alumni members are not eligible to vote, nor sit on the Board of Directors. (9/20/02, 9/22/06)

#### **ARTICLE V. MEMBERSHIP MEETING**

**Section 1. Place, time and purpose.** The annual meeting of the membership shall be held at such date, time and place as designated by the Board of Directors for the purpose of filing vacancies on the Board of Directors and transact such other business as may properly come before the membership. (Revised 9/18/92; 9/19/14)

**Section 2. Notice of Meetings.** Written notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose for which the meeting is called shall be sent in a format approved by the Board of Directors not less that ten (10) days prior to the day of the meeting, to each member of record entitled to vote at such meeting, however, any member may waive such notice. Similar notice of meetings may be sent to associate members defined in Article IV upon approval by the Board of Directors. In the case of adjournment, no further notice shall be deemed necessary if announcement is

made at the adjourned meeting, specifying time, date and place where and when meeting will be adjourned to. (Revised 9/19/86; 9/20/02; 9/19/14)

**Section 3. Special Meetings.** Special meetings of the membership may be called at any time for any purpose upon request of a majority of the members of the Board of Directors, or upon a written request to the president by thirty-five (35) or more voting members in good standing. Business transacted at all special meetings shall be confined to the purpose stated in the call. (Revised 9/17/93; 9/20/02)

**Section 4. Quorum.** The presence, in person or by their designated representative of one third of the members entitled to vote at the meeting shall constitute a quorum from time to time. The members present at a duly called or held meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. The president, or in his/her absence, the vice president or any other person designated from time to time, by the Board of Directors, shall preside at all meetings of the membership. (Revised 9/18/92)

**Section 5. Legislative Survey.** The Board of Directors shall conduct a minimum of one legislative survey of the voting membership annually. The results of the survey(s) shall be used to assist the Board in the development of future legislative programs. (Revised 9/18/92; 9/20/02, 9/19/08)

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Election of Directors.** The business of this association shall be managed by a Board of Directors which shall be nine (9) in number. One third shall be elected at each annual membership meeting by a majority vote of members in attendance. Each director shall be elected to serve for three (3) years or until his/her successor shall have been elected and qualified. To be eligible for nomination and election to serve on the Board of Directors a potential candidate must be a designated employee of an MDRA member office in good standing and may not serve in a leadership role or hold a position of high influence with any other association or enterprise deemed to represent a conflict of interest with the goals and objectives of the MDRA. This provision will be at the sole interpretation of the current Board of Directors. The named individual elected by the membership shall be the Board Member for said Deputy Registrar location. The composition of the Board shall reflect the approximate ration of public and private deputies that are voting members of the Minnesota Deputy Registrars' Association. This section shall be effective for elections after September 1, 1997. (Revised 9/18/92; 9/14/96; 9/20/02; 9/20/19)

**Section 2. Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors or by election at a membership meeting. The vote to fill the vacancy shall not occur until thirty (30) days after the membership has been given written notice of the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. (Revised 9/18/92)

**Section 3. Meetings and Notice.** a) The Board of Directors shall meet each month. No notice to members of the Board of Directors shall be required for any regular meeting of the directors fixed from time to time by resolution of a majority of the Board of Directors.  
b) Other meeting of the Board of Directors may be summoned by the President, Vice President, or at least three (3) other board members upon a minimum of five (5) days' notice. Neither the business to be transacted nor the purpose of any meeting need be specified in said notice.  
c) An emergency meeting of the Board may be summoned by the President, Vice President, or at the request of at least three other board members. The form and adequacy of the notice shall be the responsibility of the official calling the meeting. Notice must be given by telephone communication, or email to each board member. So far as is possible the purpose for which the emergency meeting is being convened must be disclosed in the notice. The length of notice must allow reasonable time for all Board members to travel to

the meeting place. The notice of emergency meetings shall state all business to be transacted or considered thereat, and notwithstanding any other by-law, no other business shall be considered unless all board members are present at the meeting and unanimously agree thereto. In addition to “in person”, members of the Board of Directors may participate in meetings of the Board via remote connectivity options such as “teleconference or videoconference” as deemed reasonable and appropriate by the Board of Directors. (Revised 9/19/86; 9/19/08; 9/19/14)

**Section 4. Quorum.** At all meetings of the Board a majority of the directors shall constitute a quorum, however, an affirmative vote of at least five (5) members of the Board is necessary for the transaction of any business. Provided, however, that if any vacancies exist for any reason, the remaining directors shall constitute a quorum for the filling of such vacancies. The Quorum requirement may be met via Board Member participation using remote communication technology such as teleconference or video conference. (Revised 9/18/92; 9/19/14)

**Section 5. Compensation.** No member of the association or of the Board of Directors shall receive any compensation for his/her services as a director or member, however, each may be reimbursed for actual expenses approved by the Board of Directors. (Revised 9/18/92)

**Section 6. Powers.** In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to conduct the business of this association that are not conferred upon the members by these Bylaws, or by the Articles of Incorporation or by statute. (Revised 9/20/02; 9/19/14)

**Section 7. Removal.** Any director may be removed for a cause after notice and hearing by the Board of Directors. A director may also be removed by the board after missing three consecutive meetings. After the second consecutive missed meeting and before the next meeting, the secretary shall notify the member in writing that the member may be removed for missing the next meeting. At least a two-thirds vote of the Board of Directors is necessary to remove a director. (Revised 9/18/92; 9/20/19)

**Section 8. Past President.** In the event the President is not re-elected to the Board of Directors, a non-voting position of past president may be created on the Board of directors for a term of one year. (Revised 9/18/92)

**Section 9. Term Limits.** Any member of the Board of Directors elected after September 1, 1996 shall serve no more than two consecutive three-year terms. (Revised 9/14/96)

**Section 10. General Administration.** The Board of Directors shall develop and maintain “operating guidelines” to assist with the day to day and general business practices governing the affairs of the Minnesota Deputy Registrar’s Association. A Board Member’s actions or behavior shall be governed by the MDRA Code of Conduct as described in the most current MDRA “Operating Guidelines.” The operating guidelines are subject to change at the direction of a “super majority” vote of the Board of Directors. (Revised 9/19/14; 9/20/19)

## **ARTICLE VII.**

### **OFFICERS, COMMITTEES AND TASK FORCES (Revised 9/20/19)**

**Section 1.** The Board of Directors at its first meeting after each annual meeting of the membership shall elect a president, a vice president, a secretary, a treasurer, a communications director and such other offices as from time to time deemed necessary from its own number. All officers shall hold office for a term of one year, however, each shall serve until his/her successor has been elected and qualified, notwithstanding an earlier termination of his/her office as director. (Revised 9/19/86; 9/20/02)

**Section 2. Compensation.** All officers shall serve without compensation; however, the Board of Directors is empowered to reimburse any officer for special services performed. (Revised 9/19/86)

**Section 3. President.** The President shall be the chief executive officer of the association; he/she shall preside at all meetings of the membership and directors; he/she shall have general management of the business of the association and shall see that all orders and resolution of the Board are carried into effect. He/she shall be an exofficio member of all committees of the association. (Revised 9/19/86; 9/20/02)

**Section 4. Vice President.** The vice president shall in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and services as the Board of Directors shall from time to time prescribe. (Revised 9/18/92)

**Section 5. Secretary.** The secretary shall record all votes and the minutes of all proceedings of the Board of Directors and meetings of the membership and retain such in a manner approved by the Board of Directors. The Secretary shall perform like duties for standing committees when required. The secretary shall give or cause to be given notice of all meetings of the membership and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President. In the absence of a secretary, the president shall appoint a member of the Board to fulfill the responsibilities and duties of the secretary. (Revised 9/19/86; 9/19/14)

**Section 6. Treasurer.** (1) The treasurer shall have the custody of the association funds and shall keep full and accurate account of receipts and disbursements in the books belonging to the association, 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 Board of Directors. (2) The treasurer shall disburse the funds of the association as may be ordered by the Board, taking the proper vouchers for such disbursements and shall render to the directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the association. (3) The treasurer shall provide the association a bond if required by a majority of the Board of Directors in such amount as they may deem necessary. (4) The treasurer shall at each annual meeting and when called for by vote of the membership, present a full and clear statement of the business and financial condition of the association. (Revised 9/18/92; 9/20/02)

**Section 7. Communications Director.** (1) The communications director shall be responsible to compile a directory of membership and associate membership on an annual basis prior to the annual meeting. (2) The communications director shall be responsible for the transmission of correspondence as directed by the Board of Directors in a format as approved by the Board of Directors. (9/20/02)

**Section 8. Vacancies.** If any office becomes vacant by reason of death, resignation, retirement, disqualification, removal as a director or otherwise, the directors then in office, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

**Section 9. Executive Committee.** The Board of Directors may by majority vote establish an executive committee consisting of the president and four (4) or more of its members who shall have and exercise the authority of the Board in the management of the business of the corporation. Any such executive committee shall act only in the interval between meetings of the Board and shall be subject at all times to the control and direction of the Board. (Revised 9/19/86)

**Section 10. Advisory Committee.** The Board of Directors may appoint an advisory committee. The advisory committee members shall serve at the pleasure of the Board. The advisory committee shall provide assistance to the Minnesota Deputy Registrars' Association as requested or directed by the Board. Advisory committee members shall have no voting privileges during Board meetings. Advisory Committee member actions or behavior shall be governed by the MDRA Code of Conduct as described in the most current MDRA "Operating Guidelines." (Revised 9/14/96; 9/20/02; 9/20/19)

**Section 11. Task Forces.** The Board of Directors may appoint task forces from time to time to address issues of concern as defined by the Board. The task force(s) members shall serve at the pleasure of the Board. Task Force member actions or behavior shall be governed by the MDRA Code of Conduct as described in the most current MDRA "Operating Guidelines." The task force(s) shall provide

assistance to the Minnesota Deputy Registrars' Association as requested or directed by the Board. Task force members shall have no voting privileges during Board meetings, unless he/she is a director on the Board of Directors. (9/20/02; 9/20/19)

**Section 12. Removal.** Any officer, committee or task force member may be removed for cause after a notice and hearing by the Board of Directors. An Officer, Committee or Task Force member may also be removed by the Board after missing three consecutive meetings. After the second consecutive missed meeting and before the next scheduled meeting, the secretary shall notify the member in writing that the member may be removed from said position for missing the next scheduled meeting. At least a two-thirds vote of the Board of Directors is necessary to remove a member. (Revised 9/20/19)

## **ARTICLE VIII. MISCELLANEOUS PROVISIONS**

**Section 1. Inspection of Books.** Voting members shall be permitted to inspect the books of the association at all reasonable times. (Revised 9/20/02)

**Section 2. Checks.** All checks and notes of the association in excess of \$500 shall be signed by the treasurer and countersigned by either the president or vice president or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors. (Revised 9/20/02, 9/22/06)

**Section 3. Fiscal Year.** The fiscal year of the association shall begin on the first (1<sup>st</sup>) day of September each year. (Revised 9/19/86; 9/20/02)

**Section 4. Amendments.** These Bylaws may be amended by a vote of a majority of the membership at any meeting provided that notice of such proposed amendments shall have been given in the notice to members of such meeting. Any voting member may make a written request to the Board to amend the By-laws. The Board shall then provide notice of the proposed amendment to the members provided that the written request was made at least sixty (60) days prior to the meeting. Any proposed amendment that is properly submitted may be amended by a two-thirds vote of the membership present at any meeting. (Revised 9/16/94; 9/14/96; 9/20/02)

## **ARTICLE IX DISSOLUTION**

The Association may be dissolved either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to the supervision of the court. If involuntary, they shall be subject to the supervision of the court.

Voluntary proceedings for dissolution may be instituted whenever a resolution is adopted by at least two-thirds of the membership at a membership meeting duly called for that purpose.

The resolution may provide that the affairs of the association shall be terminated out of court in which case the resolution shall designate a trustee or trustees to conduct the termination, and may provide a method for filling vacancies in the office of the trustee; but such appointment shall not be operative until a certificate setting forth the resolution and the manner of adoption thereof, and shall be signed and acknowledged by the president or vice president and by the secretary or assistant secretary. This certificate shall be filed with the Minnesota Secretary of State. (Revised 9/18/92; 9/20/02)

**BYLAWS ADOPTED SEPTEMBER 1977**

BYLAWS REVISED

September 19, 1986

September 18, 1992

September 17, 1993

September 16, 1994

September 14, 1996

September 20, 2002

September 22, 2006

September 19, 2008

September 16, 2011

September 19, 2014

September 20, 2019