



*"A source for education, support, ideas and opportunities
to enhance the lives of those we serve."*

BYLAWS OF THE MINNESOTA STATEWIDE ASSOCIATION OF ACTIVITY PROFESSIONALS, INC

ARTICLE I NAME, REGISTRATION, DISSOLUTION, AND LOCATION

On July 14, 1987, the organization registered with the state of Minnesota as a not-for-profit corporation with all the legal rights and responsibilities as identified within Chapter 317A of the Business, Social and Charitable Organizations Statutes. The organization exists exclusively for the networking, educational and supportive purposes of its members.

Section 1 The name of this organization shall be Minnesota Statewide Association of Activity Professionals Inc., (hereafter referred to as "MNSWAP" or "Organization").

Section 2 MNSWAP is registered under the Minnesota statute Chapter 317A Nonprofit Corporation, with the Secretary of the State of Minnesota, as a 501(c)(6) of the Internal Revenue code or corresponding sections of future tax codes.

- i. The MNSWAP Treasurer will annually renew this registration and is deemed the registered agent of the organization.
- ii. The period of duration of the MNSWAP organization is perpetual.

Section 3 The organization shall not be operated for a profit, but rather shall be operated exclusively to meet the mission and purpose of the MNSWAP incorporation.

Section 4 The organization shall not afford financial gain that does not provide a benefit for its members.

- i. The organization shall not own capital stock
- ii. The organization shall annually file an exempt federal tax return

Section 5 In the circumstance of dissolution of this association, all outstanding debts and obligations shall be satisfied prior to completing the dissolution.

- i. No one individual shall have personal liability for corporate obligations
- ii. No trustee, member, or board member of this organization, including private individuals, shall be entitled to share in the distribution of any organizational assets upon dissolution MNSWAP
- iii. The Executive Board shall select the organization which would qualify under Section 501(c)(6) of the Internal Revenue Code to receive any remaining monies to be used for purposes mutually agreed on by this association and the selected organization(s).

Section 7 7455 France Ave S #514 Edina MN 55435 is the registered mailing location of the Minnesota Statewide Association of Activity Professionals. This is an amended location from the initial Articles of Incorporation. The MNSWAP organization may change registered location in accordance with statute Chapter 317A.

- i. Organizational records are not stored at this location and are maintained by each Executive Officer.



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ARTICLE II MISSION AND PURPOSE

It is the mission of MNSWAP to serve as a resource for continuing education, professional support and networking opportunities for activity professionals in Minnesota so they may continue to enhance the lives of the people they serve. The purposes for which this organization is formed include:

- To provide a source of mutual support and sharing of ideas for all persons associated with activity services
- To promote and offer appropriate educational opportunities specifically geared to the activity professionals and the needs of the people they serve
- To work with other professional groups, regulatory agencies and provide representatives to ensure the delivery of activity services in a coordinated client-oriented atmosphere
- To enhance and promote quality of life, care, and services for elderly and/or handicapped persons

ARTICLE III GOVERNING POWERS, EXECUTIVE OFFICERS, AND BOARD OF DIRECTORS

MNSWAP is governed by a board of directors with elected and appointed executive officers. The Board of Directors is conceived from the membership body. They shall function as a committee for planning and carrying out the mission and purpose of the organization.

GOVERNING POWERS

Section 1 The organization's board of directors shall be composed of (3) executive officers, four (4) key chair positions and ~~seven (7)~~ 4-6 regional representatives, (hereafter referred to as "the Board").

Section 2 Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes: the Board of Directors shall have all the duties and powers necessary and appropriate for the overall management and direction of the organization, including but not limited to:

- i. Ensure the overall organizational management including the development of policy and procedures for the good of the organization and membership
- ii. Perform any and all duties imposed upon them collectively or individually by law, as defined by the Articles of Incorporation and these Bylaws
- iii. Appoint and remove, employ and discharge agents whom shall manage and oversee the day to day operations, affairs and activities of the organization as written within position job descriptions
- iv. Enter into contracts, leases and other agreements which are, in the judgment of the Board, necessary or desirable in obtaining the purposes of, and promoting the best interests of MNSWAP members
- v. The Organization shall follow Robert's Rules of Order
 - a. Action and voting will be taken up by 2/3 of the board which is considered a quorum of Board members
 - b. Judgment shall be determined by fifty-one (51%) of the quorum

Section 3 Each member of the Board of Directors shall provide their mailing address and contact information with the MNSWAP Secretary on an annual basis



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Section 4 Participation on the MNSWAP Board is a voluntary activity. No compensation shall be paid to the Board for their participation of time, services, or efforts in the management and activities of the organization.

- i. All board members, in good standing, may receive a benefit of overnight accommodations and reduced MNSWAP educational conference fees
- ii. All board members will follow the MNSWAP remuneration policy and procedure
- iii. Board members may receive reasonable reimbursement for approved attendance at activities in which they represent the MNSWAP organization

Section 5 Each Board member shall discharge the duties of the position of director in good faith, in a manner that reasonably strives to meet the best interests of the organization and its members, and shall adhere to the following policies and procedures for standards of conduct; including but not limited to:

- Conflict of Interest
- Whistle Blower

These policies shall be reviewed collectively at the first board meeting attended by newly elected officers.

Section 6 Job descriptions, duties and responsibilities are outlined for each position available from the board upon request.

- i. Members in good standing may seek positions, as eligible, by contacting any board member

Section 7 Board meetings shall be held at least 3 times annually and as needed.

- i. Meetings may occur via remote communication means including conference calling pursuant to Section 317A.231 of the MN Statutes
- ii. Additional meetings may occur as deemed needed, with a communication request provided to the Executive Officers with a minimum of fifteen (15) days advanced notice

EXECUTIVE OFFICERS

The MNSWAP Executive Officers shall be over the age of eighteen (18) and maintain a membership in "good standing". Election to an executive position shall require a majority of the votes cast during the annual conference.

Section 1 The ~~five (5)~~ **three (3)** executive officers of MNSWAP shall include:

- President
- Vice-President
- ~~Immediate Past President~~
- Secretary

Section 2 The elected positions **of President, Vice-President, and Secretary will all be 2 year terms, Vice-President and Secretary elections will be on even years and President elections will be on odd years. All executive officers can run for 2 consecutive terms for 4 years maximum at a given time.** ~~of Vice-President shall be for a term of three (3) years; beginning in the first year of service as Vice-President, moving into the position of President for the second year, and during the third year serving as Immediate Past President.~~

- ~~i. Nominations and elections for the Vice President position shall be held during annual conference.~~
 - ~~ii. A benefit of serving in this positions is the paid attendance to the National Activity Conference 1 time~~
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Section 3 Any MNSWAP member in good-standing may run for executive positions.

~~The Secretary is the only elected officer who may run for one additional term of office.~~

- ~~i. Nominations and elections for this position shall be held during annual conference every 2 years. Members in good standing may run for this office~~

Section 4 The Treasurer shall be an appointed **chair** position by the MNSWAP Board and holds no term limits.

BOARD OF DIRECTORS: CHAIR AND REGIONAL REPRESENTATIVES

The MNSWAP Board of Directors consists of many dedicated activity professionals who volunteer their time, working collaboratively to provide the best educational and networking opportunities for the membership and promote the activity profession statewide and nationally.

Section 1 Included on the organization's Board of Directors shall be key operational Chair positions which ensure the ongoing coordination of special events, communications, and promotions of the activity profession. The four (4) key operational Chair positions include:

- Communications/Newsletter
- Education
- Vendor
- Treasurer
- NOTE:
Persons appointed to the position of Treasurer will have a skillset for financial management
They will also have a complete and formal training by the out-going treasurer and selected board members

- i. Chair positions are appointed by the Executive Officers and approved by the MNSWAP Board of Directors and hold no term limits

Section 2 ~~The seven (7)~~ Regional Representatives are chosen within and by the members of each respective region. Regions are identified on a state map located on the MNSWAP organization's public website. **The number of regions will be determined by representation and the needs of the overall membership with a minimum of 4 and a maximum of 6 regions at any given time.**

- i. Each region determines the term limits of their regional representatives.

ARTICLE IV PROFESSIONAL ETHICS, RESIGNATIONS, AND TERMINATIONS

The professional ethics or code of conduct as identified in MNSWAP job descriptions and membership responsibilities provides the guidelines to assure that all those who champion the MNSWAP organization do so in a manner that contributes to the overall welfare of the organization and supports the mission and purposes. The specifications of this section apply to those persons elected or appointed to Board positions as well as those who may be identified to represent MNSWAP interests in other professional associations and regulatory agencies.

Section 1 A board member may resign at any time by giving written notice to the **Board of Directors**

- i. Officers resigning or retiring from their positions shall arrange to confer with their successors to provide orientation, clarify duties, procedures and responsibilities. They shall arrange a transfer of documents and any other property belonging to the organization within thirty (30) days of end of term



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- ii. Board members resigning or retiring from methodological-skilled positions such as Treasurer, Education and Communications may be asked to provide a longer orientation period for their respective successors.

Section 2 Any board member may be removed for just cause, including excess unexcused absences, by an affirmative vote of two-thirds (2/3) vote of the attending Board members.

- i. The Board shall follow the guidelines of the Removal from Office policy and procedure
- ii. The matter of removal may be acted upon at any meeting of the Board, provided that advanced notice of the intention to consider removal is provided in writing to the affected board member and Executive Officers at least fifteen (15) days prior to the meeting
- iii. An opportunity to be heard will be provided

Section 3 Other vacancies in elected board membership occurring between election cycles shall be filled by an interim-appointment from the President with approval provided by the remaining Executive Officers.

- i. The interim appointment will remain in office until the next election cycle for that position
- ii. Appointed positions will simply be appointed as positions become open

ARTICLE V MEMBERSHIP, PRIVILEGES AND DUTIES

Membership is encouraged for those individuals who are employed or interested in the provision of activity programming in long-term care facilities, retirement housing, adult day services, senior center, assisted living, geriatric settings and other specialized services.

Section 1 The Board shall have the authority to establish and define types and privileges of membership, as determined by the needs of the organization.

- i. All current members are eligible to run for elected and or appointed Board positions

Section 2 Membership in MNSWAP is **established by** ~~granted after~~ attending a MNSWAP educational event.

Section 3 All members are entitled to vote and have equal rights and preferences except as otherwise determined in the articles or these bylaws.

Section 4 The members shall maintain "good standing", abide by these bylaws, and further the mission of this organization by actively participating in both regional and annual meetings.

Section 5 The fiscal year shall coincide with the calendar year (Jan. 1 to Dec. 31)



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ARTICLE VI ANNUAL MEMBERSHIP MEETING

Section 1 There shall be one (1) annual meeting for all members each year held during **the annual** Conference.

- i. The meeting agenda shall be distributed and include reports from each executive officer, the treasurer, and the key operational chair positions
- ii. Prior to the meeting, the Secretary and Treasurer shall each provide a written report of past minutes and audited financials
- iii. Nominations for elected offices shall be acquired during the annual meeting.

ARTICLE VII AMENDMENTS OF BYLAWS

Section 1 These bylaws shall become effective upon adoption and shall not be amended, altered or replaced except under the following conditions.

- ~~iv.~~ Proposed changes shall be presented in writing to the Board of Directors for consideration during **scheduled board meetings** ~~first or second quarterly board meetings.~~
- v. The document shall be shared prior to the meeting for review along with written reason(s) for the proposed changes.
- vi. The Board of Directors may appoint a sub-committee to further explore and refine proposed changes or needed amendments.
- vii. Upon majority approval by the Board of Directors, proposed amendments to the bylaws shall be made available to membership not less than ten (10) days no more than thirty (30) days prior to the opening date of any annual meeting of this association.
 - a. Notification of availability for preview may utilize Organizations membership website
 - ~~b.~~ Notification will be electronically provided **at least 10 days prior to the first day of the annual conference.** ~~during 3 quarter of fiscal year~~
- viii. Any changes adopted by the majority vote of the all members present at the annual meeting shall become effective immediately unless stipulated in the proposed changes.

Section 2 Final copies of the accepted amendments shall be filed with the Executive Officers and posted on the membership website.

Section 3 These bylaws shall be reviewed as needed or requested by a member at the next scheduled board meeting.