

1 October 20, 2020
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3 **Minnesota Youth Intervention Programs** 4 **Association Bylaws**

5 **ARTICLE I: Name**

6
7 The name of this organization is Minnesota Youth Intervention Programs Association (hereinafter
8 referred to as "YIPA.")
9

10 **ARTICLE II: YIPA's Composition and Purpose**

11 **Section 1. Composition**

12 YIPA's membership is comprised of individuals, organizations, and businesses that care about the well-
13 being of youth. Youth-serving members provide and/or support youth intervention programming such
14 as Academics/Education, Health Care, Homelessness, Juvenile Justice, Mental Health/Counseling,
15 Mentoring, Out of School Time (OST)/Afterschool Programs, Workforce Development, and Wrap-
16 Around Services.
17

18 **Section 2. Purpose**

19 The purpose of YIPA is set forth in the Articles of Incorporation as amended from time to time.
20

21 **ARTICLE III: Membership**

22 **Section 1. Application**

23 Individuals, organizations, and businesses interested in membership complete and submit the
24 registration form in the manner prescribed by the executive director.
25

26 **Section 2. Categories**

27 There shall be four (4) categories of membership in YIPA. They are: Grantee, Associate, Individual,
28 and Parent. They are defined as follows:
29

30 A. Grantee Members are organizations that receive Youth Intervention Programs (YIP) grant funding
31 from the State of Minnesota and direct lobbying for youth intervention services from YIPA.
32

33 B. Associate Members are organizations or businesses that do not receive Youth Intervention
34 Programs (YIP) grant funding from the State of Minnesota.
35

36 C. Individual Members are individuals not affiliated with a YIPA member organization that support the
37 mission of YIPA or directly serve youth.
38

39 D. Parent organizations are a consortium, collaboration, nonprofit organization, or other legal entity
40 that represents at least two financially autonomous youth intervention entities.
41

42 **Section 3. Resignation/Termination**

43 Membership is at will. A member of YIPA may resign from YIPA at any time. Annual dues shall be
44 forfeited by the resigning member. Members that fail to pay their annual YIPA dues by the

45 membership expiration date may have their membership terminated.

46

47 **Section 4. Reinstatement**

48 A member that has resigned, or not renewed their membership, may be reinstated by completing and
49 submitting the registration form in the manner prescribed by the executive director.

50

51 **Section 5. Transfer of Membership**

52 A YIPA membership is non-transferable.

53

54 **Section 6. Membership Dues**

55 The YIPA Board of Directors shall establish YIPA membership dues annually for all YIPA membership
56 categories, except Parent organizations. For the Board of Directors to establish YIPA membership dues
57 annually, the majority of the Board of Directors must vote in favor. For each Parent organization, the
58 executive director and the Parent organization will jointly set that Parent organization's annual
59 membership dues. From time to time the executive director may negotiate dues to accommodate a
60 particular member need or financial hardship.

61

62 **Section 7. Expulsion**

63 The Board of Directors, by majority vote, may expel a YIPA member. In the event of expulsion, annual
64 dues will be refunded to an expelled member at a prorated amount. One year after expulsion, a
65 member may petition the Board of Directors for approval to rejoin the association. If approved by a
66 Board of Directors majority vote, a member may be reinstated by completing and submitting the
67 registration form in the manner prescribed by the executive director.

68

69 **ARTICLE IV: Board of Directors**

70 **Section 1. Powers**

71 The Board of Directors shall have all the powers necessary or incidental to the control of the business,
72 property, and affairs of YIPA and to the determination of its policies and programs. In addition to the
73 powers and authorities conferred upon the Board of Directors by these bylaws, the Board of Directors
74 shall have the power to do all lawful acts necessary and expedient to the conduct of the business of
75 YIPA that are not conferred exclusively upon the directors by the bylaws or Articles of Incorporation.

76

77 **Section 2. Composition**

78 The Board of Directors shall consist of a minimum of three directors and a maximum of 50 directors.
79 The officers of the Board of Directors shall consist of president, vice president, secretary and treasurer
80 (altogether referred to as the "Executive Committee").

81

82 **Section 3. Tenure of Board Members**

83 A majority vote by the Board of Directors in favor is required for a person to be elected to the Board of
84 Directors. The term of service for each director is three years. A director may serve up to four
85 consecutive three-year terms. After the director exhausts four consecutive terms of service, the
86 director must then take a one-year break from the Board of Directors before being eligible to serve on
87 the Board of Directors again.

88

89 **Section 4. Nominations**

90 Nominations for the Board of Directors are accepted throughout the year.

91

92 **Section 5. Removal and Meeting Expectations**

93 A separate writing entitled: "Youth Intervention Programs Association (YIPA) Board of Directors
94 Expectations" sets forth the expectations of the members of the Board of Directors. The document
95 shall be updated annually and approved by the Board of Directors. If a director fails to meet an
96 expectation of the Board of Directors, the board president and the YIPA executive director may review
97 the situation and may recommend that the Board of Directors remove the member from the Board of
98 Directors. For the Board of Directors to remove a director, the majority of the Board of Directors must
99 vote in favor of the removal.

100

101 **Section 6. Vacancies**

102 Board of Directors vacancies can be filled anytime during the year. For the Board of Directors to
103 officially fill the vacancy, the majority of the Board of Directors must vote in favor of electing a
104 director to fill the vacancy.

105

106 **Section 7. Compensation**

107 Directors shall serve without any compensation from YIPA.

108

109 **Section 8: Meetings**

110 Meeting Quorum: The quorum for meetings of the Board of Directors shall be a majority of the Board
111 of Directors.

112

113 A. Participation in Meetings: The Board of Directors may conduct the meeting through the use of
114 any means of communication by which all directors participating may simultaneously interact with
115 each other throughout the duration of the meeting. A director participating in a meeting by this means
116 is deemed to be present in person at the meeting.

117

118 B. Proxies: Should a director be unable to attend a Board of Directors meeting, that director may
119 submit written votes on each issue of business or candidate for office during election to the board
120 secretary or executive director of YIPA before the Board of Directors meeting is convened. The writing
121 must identify each issue or candidate and each vote specified for a specific issue or candidate.

122

123 C. Robert's Rules of Order: All Board of Directors meetings are to be conducted pursuant to Robert's
124 Rules of Order.

125

126 **ARTICLE V: Officers of the Board of Directors**

127 **Section 1. Make up of Officers**

128 The following will make up the officers of the Board of Directors:

129

130 A. President: It shall be the duty of the president to have general supervision of the affairs of YIPA. It
131 is the responsibility of the president to ensure that the agenda for each board meeting is set ahead of
132 time and all Board of Directors members are notified in advance.

133

134 B. Vice President: Shall assist the president in carrying out the duties of the
135 president and shall succeed to the office in case of a vacancy. The vice president
136 shall also have such other powers as the Board of Directors may from time to time
137 prescribe.

138
139 C. Secretary: The secretary shall be responsible for taking meeting minutes at the Board of Directors
140 meetings. The secretary and/or executive director shall be the custodian of all books, records,
141 correspondence, and papers relating to the business of the association, except those of the treasurer.
142

143 D. Treasurer: The treasurer shall play an integral role in YIPA's Financial Oversight Policy. The
144 treasurer shall review bank reconciliation reports monthly, have access to YIPA's accounting software,
145 approve expenditures over \$5,000, and be consulted for crafting annual budgets.
146

147 An officer may serve a total of three consecutive years in the position elected. If there are vacant
148 Officer positions in the Executive Committee, the remaining directors of the Board of Directors shall
149 nominate directors to fill the vacant officer positions.
150

151 **Section 2. Election of Officers**

152 A member of the Board of Directors may be elected an officer of the Board of Directors only by a
153 unanimous approval vote of the Board of Directors. At the last Board of Directors meeting in a
154 calendar year, the board shall elect a slate of officers to serve for the following full calendar year.
155 If a vacancy occurs during a calendar year term, the Board of Directors shall fill that role by
156 unanimous approval vote.
157

158 **ARTICLE VI: Board of Directors Committees**

159 **Section 1. Executive Committee of the Board of Directors**

160 The Executive Committee is comprised of the president, vice president, secretary, and treasurer. This
161 committee shall be responsible for managing the executive director's performance, conducting an
162 annual performance review of the executive director, and recommending to the Board of Directors any
163 annual salary/benefit adjustments for the executive director. The Executive Committee shall prepare
164 the board meeting agenda and may be involved with immediate areas of concern to YIPA's operation
165 as needed.
166

167 **Section 2. Other Committees and Task Forces of the Board of Directors**

168 Other ad-hoc committees and task forces (as appointed by the Board of Directors) shall serve at the
169 discretion and subject to approval by the Board of Directors. The final authority and full responsibility
170 will rest with the Board of Directors.
171

172 **Section 3. Robert's Rules of Order**

173 All Board of Directors committee meetings and task force meetings are to be conducted pursuant to
174 Robert's Rules of Order.
175

176 **ARTICLE VII: Fiscal Year**

177 The fiscal year of YIPA shall be January 1-December 31.
178
179

180 **ARTICLE VIII: YIPA's Books and Records; Financial Statement**

181 **Section 1. Availability**

182 YIPA members shall have access to the YIPA books and records as set forth in Minnesota Statutes
183 Section 317A.461.

184
185
186

Section 2. Bonding

187 YIPA carries bonding to protect loss of finances due to theft from authorized individuals with access to
188 YIPA's accounts.
189

ARTICLE IX: Amendments

Section 1. Amendments to the Bylaws

192 Amendments to the bylaws or the Articles of Incorporation may only be made by a majority vote of
193 the Board of Directors at any legally constituted meeting of the Board of the Directors.
194

Section 2. Amendment Notification

196 The board president shall give written notification to all Board of Directors members at least seven
197 days prior to any meeting in which an amendment to the bylaws or Articles of Incorporation, or both is
198 to be considered.
199

ARTICLE X: Articles of Incorporation

201 The Articles of Incorporation are specifically incorporated into these bylaws by reference as amended
202 from time to time.
203

ARTICLE XI: Conflict of Interest

205 A. Intent: A fundamental principle of ethics is that no staff, director, committee member or task force
206 member of YIPA may use their relationship with the agency for their own personal gain.
207

208 B. Policy: It is therefore the basic policy of YIPA that all staff, members of the Board of Directors, or
209 community members of any Board committees, have a duty to be free of any conflicts of interest,
210 appearance of conflicts of interest or personal gain when they, entities that they or their family
211 members (family members as defined in Minnesota Statute Section 317A.255, subd. 4)
212 own, manage, govern and/or work with when they
213

- 214 1. Act on behalf of YIPA;
- 215
- 216 2. Represent YIPA in negotiations;
- 217
- 218 3. Advise others inside YIPA with respect to dealing with third parties; and/or
- 219
- 220 4. Receive services provided by YIPA.
- 221

222 C. Procedures: The following procedures shall be observed by all staff, directors and community
223 members of any committee of the Board of Directors (hereinafter "community members"):
224

225 1. No such person shall accept from any person, directly or indirectly, whether by themselves or
226 through their spouse or a member of their family or through any partner or business or professional
227 associate, any gift, favor, service, employment or offer of employment, or any other thing of value
228 which they know or have reason to know is made or offered with the intent of influencing them in the
229 performance of their YIPA duties as staff, a member of the Board of Directors, or a community
230 member.
231

232 2. No such person shall have any direct or indirect financial interest in the assets or leases of YIPA. No

233 staff, director, or community member who is a partner, officer, employee, or volunteer of a
234 partnership, firm, or corporation or who owns or controls more than ten percent of the stock of such
235 corporation, shall represent, appear for, or negotiate on behalf of YIPA in connection with the
236 acquisition, sale, or lease of any YIPA interest in real or tangible or intangible property of such
237 partnership, firm, or corporation. No such person having said interest shall participate, by discussion,
238 voting or by any other action taken by the Board of Directors or by any Board of Directors committee
239 thereof, in the enactment of or defeat of a motion which relates to any such transaction. In case any
240 such matter is discussed at any meeting where any member of the Board of Directors or community
241 member who has such an interest is present, they shall immediately disclose their interest in the
242 matter to be voted on to the Chair of the meeting. They shall not vote on the matter and, at the
243 discretion of the disinterested members present, may be required to leave the meeting during the
244 discussion and the voting on the matter.

245
246 3. Any director or community member, who is individually or a part of a business or professional
247 firm which is involved in business transactions or provision of professional services with YIPA, must
248 disclose said relationship as soon as the Board of Directors member or community member has
249 knowledge of the transaction or provision of service or the consideration of any business transaction
250 or provision of service between their business or professional firm and YIPA. "Consideration" is defined
251 for the purpose of this policy as the first meeting of any Board of Directors committee or task force or
252 Board of Directors meeting as a whole at which the business transaction or provision of service is
253 discussed. Any such director or community members must refrain from any vote taken in respect to
254 such transactions or services.

255
256 4. Any director or community member who utilizes any YIPA services shall avoid all potential areas of
257 conflict of interest through:

258
259 a. Not participating in any Board of Directors or committee discussion related to a specific service
260 that is being received;

261
262 b. Abstaining from voting on any issues relating to a service that is being received;

263
264 c. Not participating in any activity that may directly or indirectly affect an employee connected with
265 the service that is being received; and

266
267 d. Avoiding the appearance of or creating the perception of, using their Board of Directors position for
268 leverage to receive favored treatment.

269
270 5. Disclosure Statement: At the first Board of Directors meeting of each fiscal year all staff, directors,
271 and community members shall declare if they have or perceive any possible conflict of interests and
272 shall complete a Conflict of Interest Disclosure Statement.

273
274 6. Board of Directors Meetings, Committee Meetings and Task Force Meetings: At each Board of
275 Directors, committee, and task force meetings, directors and community members shall affirm
276 whether or not they have any conflict of interest.

277
278 **ARTICLE XII: Insurance**

279 From time to time YIPA shall determine the scope of coverage and costs of insurance available to YIPA
280 for the protection of YIPA and the directors, officers, employees, and agents by reason of the fact that
281 the individuals hold or held those positions in YIPA, or in another entity at the request of YIPA, and
282 shall determine what policy or policies of insurance, if any, shall be procured or maintained by YIPA
283 with respect to such persons and claims.

284
285 Adopted by the YIPA Board of Directors on October 20, 2020.

286
287
288

289 President

Vice President

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291

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293

294

Secretary

Treasurer

295

296

297

298

Date _____

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History of Amendments:

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These bylaws were adopted 1978; and amended: 12/1996, 9/1997, 3/1998, 12/2001, 12/2002,

304

6/2005, 11/2006, 2/2008, 11/2008, 12/2011, 4/2013, /2015 /2016, 11/2018, 11/2019, and 10/2020.

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