

**ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION**

**OF
POLICE OFFICERS FEDERATION OF MINNEAPOLIS**

The undersigned secretary of the Police Officers Federation of Minneapolis, a Minnesota non-profit corporation, certifies that, pursuant to the provisions of Minnesota Statutes, Chapter 317A, the following resolutions were unanimously approved and adopted by written action of the directors in lieu of a meeting pursuant to Minnesota Statutes Section 317A.239, to wit:

RESOLVED that the Articles of Incorporation of the corporation are hereby amended in their entirety pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, as follows:

**ARTICLE I
Name**

The name of the corporation shall be the Police Officers Federation of Minneapolis.

**ARTICLE II
Registered Office**

The registered office of the corporation shall be located at 1811 University Avenue N.E., Minneapolis, Minnesota 55418.

**ARTICLE III
Purposes**

The corporation is organized and shall be operated exclusively as a labor organization within the meaning of described in Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code"), for the purpose of advancing and protecting the interests of its members

with regard to their employment as police officers with the City of Minneapolis. The corporation is not organized for profit and shall not be operated for profit.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes and as are afforded to it by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended. Notwithstanding any other provisions of these Articles, the corporation shall not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(5) of the Code, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Code.

ARTICLE IV
No Capital Stock

The corporation shall have no capital stock.

ARTICLE V
Members

All sworn law enforcement officers employed by the City of Minneapolis and the Minneapolis Park and Recreation Board shall be eligible to be a member of the corporation. The members of the corporation shall be those persons who are eligible and who have satisfied the membership requirements and maintained membership status as provided in the bylaws of the corporation.

ARTICLE VI
Directors

The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors, who shall be elected in the manner provided in the Bylaws of the

corporation. The number, qualifications, terms of office and other conditions for directors also shall be as provided in the Bylaws.

ARTICLE VII
Directors and Officers Not Liable

No director or officer of the corporation shall have personal liability for the legitimate acts, debts, liabilities or obligations of the corporation solely by reason of holding such office. Each director and officer shall receive indemnification from the corporation against certain liabilities and expenses in the manner provided in the Bylaws of the corporation.

ARTICLE VIII
Written Action By Directors

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

ARTICLE IX
**Distribution of Assets Upon Liquidation, Dissolution,
or Winding Up of the Corporation**

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of the corporation shall be distributed by the Board in the following order of priority: first, assets received and held for a special use or purpose shall be distributed in a manner necessary to satisfy such purpose; second for the payment of costs and expenses of the dissolution proceedings, including attorney fees and disbursements; third, payment of debts, obligations, and liabilities of the corporation; and fourth, any remaining assets shall be distributed to the members with respect to their prorata share. A member's prorata share shall be a fraction the numerator of which is the number of years during

which the member was a member in good standing and the denominator of which is the total years of service of all members in good standing, determined as of the effective date of the dissolution of the corporation.

ARTICLE X
Amendment of Articles

Amendments to these articles may be proposed by a director at a meeting of the board or by a member at a meeting of the members. A proposed amendment shall be considered by the members present at a regular meeting of the members. The proposed amendment shall be submitted to the members for approval if a motion to amend the Articles is approved by a majority of the members present at the meeting at which such motion is considered and, if the amendment was proposed by a member, if a motion to amend the Article is approved by a majority of the Board present at a Board meeting at which such motion is considered. When an proposed amendment is to be submitted to the members, the Board shall prepare the language of the resolution to be considered by the members and shall submit the resolution to the members with the language of the proposed amendment, the recommendation of the Board, if any, and a ballot and voting instructions. Such materials shall be submitted to each member by mail addressed to his/her last known address not less than fourteen (14) days prior to the next scheduled regular meeting of the members. To be counted, a ballot must be received by the Secretary prior to the calling to order of the next scheduled regular meeting of the members. The amendment shall be considered adopted upon the affirmative vote of two-thirds of the members voting on the proposed amendment.

ARTICLE XI
Amendment of Bylaws

The bylaws of the corporation may be amended or repealed by the affirmative vote of two-thirds of the members present at a meeting of the members at which there is a quorum. To be considered by the members, a proposed amendment must first have been submitted in writing at a prior meeting of the members at which a motion to vote on the amendment was adopted by a majority of those present. Following such motion, and not less than twenty (20) days prior to the meeting of the members at which the vote on the proposed amendment shall occur, the Secretary shall cause the proposed amendment to be posted with the notice of the meeting in a manner calculated to provide advance notice to as many members as possible. The vote on a proposed amendment shall be by paper ballot.

Article XII

Retirement; Death and Disability Benefits

Section 1: Retirement Benefit

A Federation member shall be eligible to receive a retirement benefit if he/she: retires from the Minneapolis Police Department or Park Police Department on a regular police service pension or a disability pension; and, as of the effective date of his/her retirement, is a full member in good standing of the Federation and has been a full member in good standing for a period of ten or more consecutive years immediately preceding his/her retirement. The retirement benefit payable to an eligible member shall be in an amount equal to number of years he/she was a full member in good standing of the Federation multiplied by the amount of the monthly Federation dues in effect on the date of his/her retirement. The years of membership shall be calculated to the nearest full month of membership with each full month of membership equal to 1/12 of a year.

Section 2: Death Benefit

Upon the death of any full member in good standing, the Federation shall pay to his/her estate or designated beneficiary an amount equal to the retirement benefit which would have been payable if he/she has retired on the date of death or \$1,000, whichever is greater.

Section 3: Killed in the Line of Duty Benefit

Upon the death of any full member in good standing who dies in the line of duty to the Minneapolis Police Department or Park Police Department, the Federation shall pay to his/her estate an amount equal to double the retirement benefit which would have been payable if he/she had retired on the date of death or \$5,000, whichever is greater.

Section 4: Disabled in the Line of Duty Benefit

If a full member in good standing is forced to take a disability pension as a result of injuries suffered in the line of duty to the Minneapolis Police Department or Park Police Department, the Federation shall pay to him/her an amount equal to double the retirement benefit payable or \$2,000, whichever is greater.

Section 5: Funding of Benefits

Commencing January 1, 2001, the Federation shall establish a Retirement, Death and Disability Benefit Fund (the "Benefit Fund"). The assets of the Federation that are dedicated to the Benefit Fund cannot be used for any purpose other than the payment of retirement, death or disability benefits to eligible Federation members. Prior to presenting the annual budget to the Federation members, the Federation Board shall determine an estimated amount of retirement, death and disability benefits which it reasonably anticipates will be payable in the next calendar year. If the assets dedicated to the Benefit Fund are not sufficient to pay the anticipated benefits

payable in that year solely from investment income, the Federation shall allocate to the Benefit Fund from its annual budget an amount which shall not be less than 150% of the amount necessary to cover such anticipated expenses. It is the goal of the Federation to establish and maintain an account balance in the Benefit Fund in an amount sufficient to provide for the payment of annual benefits solely from the annual investment income in the fund and without reducing the principal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this _____ day of June, 2000.

Lynn Meuwissen, Secretary

