ATSIP Executive Board Meeting Minutes
January 10th, 2015 at 9:30am
Marriott Marquis - Liberty O Room (M4), Washington DC

ATTENDANCE:
Cynthia Burch, President
Nils King, Past President
Tim Kerns, 1st Vice President
Allen Parrish, 2nd Vice President
Bob Scopatz, Secretary
Bob Rasmussen, Virginia
David Harkey, HSRC
Barbara DeLucia, Texas
Kathleen Haney, Minnesota
Chris Osbourn, Tennessee
Eric Tang, Cambridge Systematics
Chris Corea, Maryland

Non-voting attendees:
John Carrico, Appriss
Ralph Zimmer, Co-Parliamentarian
Kellee Fillinger, TSASS
Dick Paddock, TSASS
Scott Valentine, FMCSA liaison
Luke Johnson, NHTSA liaison
Bob Pollack, FHWA liaison
Bernardo Kleiner, TRB liaison
Hadi Shirazi, LADOTD
Rhonda Stricklin, Alabama
Marty Pollock, Tennessee
David Bozak, InfoGroup
Juliet Little, Connecticut

1. Call to Order, Attendance/Quorum, Introduction
Bob Scopatz announced a quorum at 9:35 AM
Cindy Burch gavelded the meeting to order at 9:35 AM
The group did introductions.

2. Constitution/Articles of Incorporation Ballot Initiative
   a. Outcome of Membership Ballot on Process of Amending Articles. The vote of the
      membership was 14 votes in favor and 4 opposed. This now gives the Executive
      Board the authority to make amendments to the Articles of Incorporation. Bob
      read two statements from voting members to explain their concerns over this
initiative. One asked for more advance notice of this type of vote. Another
expressed concerns that it would be easy to reach out to the full membership so
this power was unnecessary. After reviewing the results of the ballot, Cindy
turned over the discussion to Ralph Zimmer. Ralph began by saying that the vote
does not preclude the Board reaching out the full membership for votes on future
changes.

The balloting was completed on 1/8/2015. The measure voted on was as follows:

The Association of Transportation Safety Information Professionals
(ATSIP) is a corporation governed by its Articles of Incorporation and its
Constitution. Presently any change or amendment to those Articles
requires a vote of the total membership of the Association. Consistent
with applicable State law, the Board of Directors of the Corporation (also
known as the Executive Board and hereafter referred to as "the
Board") is proposing that a super-majority of the Board also be allowed
to make amendments to the Articles. The Board would have that option
if the general membership were to approve the following policy
statement:

Amendments to the Articles of Incorporation may be adopted by two-
thirds majority vote of the total voting membership of the Board. Any
vote of the Board taken at a meeting shall be appropriately announced
in advance of the meeting.

b. Consideration of Approving Certain Previously Discussed Amendments to the
Articles of Incorporation.
Ralph reviewed the historical development of the Articles of Incorporation. He
reminded the Board that at its September 2014 teleconference they expressed
support for a revised document incorporating the following changes:

- Changes to address typographical errors.
- Added titles to each section. Also added a date to each version of the
  Articles of Incorporation.
- Moved some content between articles to improve consistency and
  relevance to the section headings.
- Revisions to align more closely with our Constitution.

At that September Board meeting, the Board approved submitting the proposed
amendments to a vote of the entire membership. However, for logistical reasons,
that vote was intentionally delayed. In the interim, Jim Davis discovered that the
law of the State of Minnesota (in which ATSIP is incorporated) would allow the
Board itself to amend the Articles if the membership would first give the Board that authority. Therefore, the membership was asked to grant that authority and, as reported above, gave that authority to the Board in a ballot concluded on January 8. Based on that authority, the September draft of the Articles was further revised to have Article XIII (the Amendment Article) reflect the authority just granted by the membership and also to provide some additional requirements for any amendments made by the entire membership (instead of by the Board). This draft document was dated January 9, 2015 and both electronic and hard copies of that draft were distributed to Board members prior to this meeting.

The January 9th version of the Articles of Incorporation is appended to these minutes and incorporates all of the above changes (September’s changes plus the new language giving the Executive Board the power to amend the Articles.

For us to pass an amendment to the Articles of Incorporation, we will need 10 affirmative votes to reach the require 2/3 majority of the total Board membership.

MOTION:
Tim Kerns moved that we amend our current Articles of Incorporation by total substitution replacing the existing Articles with the January 9 Articles.
Bob Rasmussen seconded.
Motion passed by a vote of 11 to 0 (10 votes required to pass).

MOTION:
Bob Scopatz moved that we formally commend Jim Davis for his work in amending the Articles of Incorporation.
Tim Kerns seconded.
Motion Passed

Consideration of Amending Constitution

Ralph Zimmer said that we are now back in a situation where we have two governing documents: The Articles of Incorporation and the ATSIP Constitution. We have some remaining disagreements between our Constitution and Minnesota State law with respect to proxy voting. Our Constitution specifically precludes the use of proxies in meetings of the entire membership while State law specifically allows them. We should amend our Constitution.

There are other relatively minor differences or issues that need to be addressed: Membership and Outreach is described as one committee in the Constitution, but they currently operate as two separate committees. We could amend the Constitution to give the Executive Board the flexibility to divide or combine the two activities as it might from time to time desire.

Ralph also said that the participation of members of the Executive Board is crucial now that we know State law precludes the use of proxies at Board meetings. Currently our Constitution requires that eight members be present at Board meetings in order to have a quorum. By amending the Constitution, we have the option of reducing the number of members required to reach a quorum
down to as little as 1/3 (5 people). Ralph said we could go to 40% to require 6 people.

Bob Scopatz asked if there is language in the Constitution to allow us to kick a member off of the Board. Bob Rasmussen and Dick Paddock said that there was some language in the By Laws or previously in the Constitution. Jim and Ralph were charged to research this issue and advise the Board as soon as practical.

A copy of the newly adopted 01/09/2015 Articles of Incorporation are appended to these minutes.

Cindy Burch announced that proxy votes are no longer allowed in agreement with Minnesota State law.

3. Approval of Minutes from November 19th, 2014 Executive Board Meeting

**MOTION**

Bob Rasmussen moved to accept the minutes of the November 19th, 2014 Executive Board Meeting

Kathleen Haney seconded.

MOTION APPROVED

4. Brief History of ATSIP

Dick Paddock said that as the Traffic Records Committee of the National Safety Council, we were a subcommittee of the Transportation Committee. We operated under a cooperative agreement between NHTSA and NSC to provide money from NHTSA, FHWA, and FMCSA to NSC, including operating the Traffic Records Committee and putting on the Traffic Records Forum. NSC did a review of the cooperative agreement and noticed that our members were not paying for membership of the NSC (which would require an additional $150 per person). NSC had 1.5 FTE devoted to working under the cooperative agreement. TSASS, in the mid-1990s, wrote the scope of work for the support and included a series of tasks in addition to support for the staffing and the Traffic Records Forum.

The DOT TRCC looked at the contract and decided that it was costing too much. This helped NSC to make the decision that it would not be able to continue to support the Traffic Records Committee activity.

Bob Rasmussen said that the Board decided in 2001-2 to prepare for the eventual split off from NSC. The Board started making decisions on whether or not to move forward, set up a stand-alone organization. NSC gave us $30,000 they claimed was left in the operating account. To stand up the organization, we got a great deal of help from TSASS and from Louisiana (who put on the Forum without much help from the nascent ATSIP). Dan Magri said that Louisiana handled the registration and logistics. At the end of the Forum, Louisiana provided a check to ATSIP of around $60,000 based on the amount of
money collected in excess of the costs incurred. Bob ended by making the point that this is all due to the efforts of volunteers working on the Board. The Board members need to be active and fulfill their obligations.

5. 1st Vice President’s Report: Tim Kerns

Tim Kerns said that his other issues are on the agenda for later.

6. Treasurer’s Report: Bob Rasmussen

Bob Rasmussen presented the financial reports for November, 2014 and December 2014. A copy of the reports is appended to the members’ copy of these minutes. Bob reported that total funds are up a little bit from this time last year.

MOTION:

Nils King moved to accept the November 30 and December 31 Treasurer’s Reports. Bob Scopatz seconded

MOTION Approved

7. IT Support

Bob Rasmussen reported that at our November 19th, 2014 Executive Board meeting we approved an increase of $15,000 through the end of the calendar year. To make things easier for scheduling, Bob asked if we can change this (and all future contracts) to end on January 31 of each year so that we have the ability to vote on the next contract at our annual meeting during TRB.

MOTION:

Bob Rasmussen moved to change the end date of the current contract as approved at the November 19th 2014 Executive Board meeting; and also change the end dates of all future contracts; to January 31 of the next calendar year.

Tim Kerns seconded.

Motion Approved

Tim Kerns passed out a copy of the TSASS proposal and asked Dick Paddock provide an update and present the proposal for 2015-2016. Tim further stated that the ATSIP technical committee has reviewed the proposal.

a. Update

Dick passed around the web analytics for the ATSIP.org and TrafficRecordsForum.org web sites. Dick also reported that Kellee Fillinger has been assigned to support ATSIP. The initial estimates of how much of her time would be needed were a little short. She has been spending about ½ time on ATSIP duties and that is reflected in both the bridge contract voted on in November, and the new proposal.

b. Proposal for 2015-2016

The administrative support hours have been increased. Time for significant
changes to the Forum Registration site are also included. The proposal includes a number of “job jar” items for the websites as well as support for other planned activities. Kellee’s job now includes doing the email broadcasts, answering questions for members and users. Richard Jones is no longer with TSASS, but his brother Lloyd Jones is doing the programming for Forum and membership support. One new feature allows ATSIP to approve Forum presentations and send a token to the author to allow them to upload that to the Forum website.

We had a brief discussion of social media use. TRB is working purposefully to use social media, and encouraging committees to use Twitter and other resources to keep providing content throughout the year. ATSIP has a LinkedIn presence and we can use that.

**MOTION:**
Allen Parrish moved that we accept the proposal for the base contract as presented as a one-year contract with a second option year available.
Kathleen Haney seconded.
Motion approved.

8. Liaison Reports:

FMCSA: FHWA: NHTSA: TRB: GHSA:

NHTSA: Luke Johnson reported that NHTSA has a new Administrator (Mark Rosekind formerly of NTSB). The 2013 data have been released—there has been a small decrease in fatalities. Luke is 90% certain that the NHTSA is going to approve the two forums in close succession (CA and MD). The Maryland forum will end the current grant cycle. The DOT|TRCC is looking at setting up the next contract.

Projects: MMUCC mapping is progressing. EDTA mapping is moving forward. Assessments for 2016 are lined up—about 2/3 through the process. It’s looking good. The program for 2017 is almost committed. At the end of this cycle they will look at refining the Advisory – staring in about 10 months. Recruitment is a priority—they are always looking for new assessors, particularly in adjudication and injury surveillance.

The State TRCC Noteworthy Practices is underway. Working to finalize the list of Case Studies.

ICD-10 / AIS – it looks like AAAM will be leading that effort. NHTSA will be working to make sure the tool is affordable.

Still working on NIEM data governance. The DOT|TRCC is working on this as well.

CDIPs and GO Teams—contracts are in process—contracts are about to be awarded/started. CDIP will go through revisions during the coming year then there will be a pilot. GO Teams contract will be awarded soon. The ability to deliver GO Teams in years where there are large numbers of assessments is severely diminished. That may cause delays of about a year depending on when the request comes in from the State. There are other years when they’ll be able to do many GO Teams simultaneously.
FMCSA: Scott Valentine reported that FMCSA’s acting administrator (and chief council) is still in place. They are working ATA and other groups of stakeholders to develop smoother relationships with FMCSA. Hours of Service will be subject to a new research project. FMCSA is sponsoring its annual ART sessions at TRB again this year. FMCSA will be holding an IT systems training through CVSA in St. Louis. Grants calendar—all FY2015 applications are all in. Trying to get the money awarded earlier in the annual cycle.

FHWA: Bob Pollack reported on a list of programs under the Roadway Safety Data Program – copies are available at the FHWA booth in the exhibit hall. There are two rulemakings in process—still pending. Two programs to highlight: Every Day Counts 3—incorporates data driven decision making. There is some technical support for safety analysis—deadline for applications is the end of January. Other programs: Technical Assistance under RDIP continues. Many states have had or have scheduled an RDIP. The Roadway Data Extraction Project helps states increase or improve their roadway inventory datasets. It’s a follow-on to MIRE-MIS. It’s in pilot now ready for distribution by this summer. There’s also a Data and Analysis Technical Assistance Program that provides technical experts to give a State customized assistance based on the State’s request. They are in the process of reassessing MIRE. The current version came out in 2010, so it is due for an update on a five year cycle. They’ll look at consistency with other FHWA datasets, followed by vetting sessions with stakeholders starting in the next two months, and ending with a taking that input to create the next version of MIRE. Bob will make sure ATSIP knows about the dates of teleconference vetting sessions.

Dick Paddock said that TSASS is working as a sub on an FHWA contract to examine the impact on States adjusting the definition of injury severity. TSASS will be reaching out to states and non-reporting local agencies to explore the costs and barriers to implementing the standardized definition of an injury crash.

TRB: Cindy thanked Bernardo Kleiner for helping with getting us a room for our annual meeting. He reported that attendance will be roughly 12,000 people this year. Bernardo welcomed us to the new venue: Meetings are scheduled to be in the Marriott and conference sessions are in the Convention Center. TRB has a new executive director (Neil Peterson). He has a strong research-to-practice perspective. There’s a new subcommittee on Motorcycle data.

9. Committee Reports:

Membership (Bob Rasmussen):
Bob Rasmussen reported that there are no new member applications since the last meeting.

Outreach (Hadi Shirazi/Tim Kerns)
No report at this time. Tim Kerns reported that he has gotten some expressions of interest from the motor carrier group. He also said that we have discussed having a booth at some
conferences. If we could take advantage of some of the lower cost conferences that might be helpful. He will bring this up at a future meeting.

10. 2nd Vice President’s Report: Allen Parrish

Rhonda Stricklin passed out some materials about the 2015 Forum. Allen Parrish reported that the theme will be on advanced vehicle technologies (Drive Toward the Future: Traffic Safety Information Systems and the Impact of Advanced Vehicle Technologies).

The group expressed appreciation and admiration for the logos and branding—something that we have not had much experience or success with in the past.

The group discussed the timing and logistics of setting up sessions and holding on to some sessions for the Federal partners.

MOTION:

Tim Kerns proposed that we approve $2500 for up to three people to conduct a site visit to Costa Mesa.

Nils King seconded

Motion Approved

Dick Paddock said that he has a lot of changes to make to the website and in particularly there needs to a fresh start and a different fee schedule than what was used last year for the Forum. Cindy suggested taking those issues to the Forum committee first and then bringing the issue before the Executive Board. Last year there were 30 different possibilities for fees because the various discounts. It resulted in a lot of manual adjustments and refunds. Dick would like to present an alternative way to approach it. The issue was tabled to the February meeting. Before that meeting. Cindy and Dick will work together to pull together a description of the fee structure from 2014.

11. Presentation and discussion of 2015 ATSIP Budget

Deferred to the February Executive Board Meeting

12. Old Business

a. ANSI D16.1: Dave Bozak reported that NSC is interested in cooperating with ATSIP, but not taking an active role in sponsoring the standard. They are fine with ATSIP taking it over.

b. SME List: There have been no changes in the SME list in the last month. Dave wasn’t sure if another survey would be useful. There are a few who have been out of Traffic Records long enough to not be aware of the changed Assessment process.

Cindy asked if ATSIP is treading on NHTSA’s initiatives if we keep a list of SMEs and areas of competence. She asked Luke Johnson about the issue and the
lines of demarcation. He said that if ATSIP wants that information for their own
use, that’s fine. If it’s being done solely to provide the list to NHTSA, we should
stop. It would be viewed as a product or service that should only be done under
contract—as there is no contract for us to do that, we should not do it for that
purpose.

Cindy asked if ATSIP should have this information for its own use and the benefit
of members. If we decide to go that route, what would it take? Bob Scopatz said
that it is a large enough labor that it will not get done by volunteer effort alone.
Dick Paddock said that Kellee has some time that could be devoted to this, but
there are aspects to this beyond what she could do from the clerical/administrative
perspective. If this is supposed to support a professional certification (or similar)
that is a task that requires a level of expertise and a standardized process that we
can’t manage with existing resources. The group consensus seemed to point
toward basically turning this effort into a member directory with information on
the individual’s experiences and capabilities. We will change the name to
“member qualifications.”

13. New Business:

a. 2017 Traffic Records Forum:
Tim Kerns is working with Cory Hutchinson to identify possible locations for the
TR Forum in 2017. There are good locations and rates in New Orleans and Baton
Rouge. Dan Briscoe is holding quotes until next week. Tim is recommending the
Hilton New Orleans will meet the government per diem. The food and beverage
price looks very reasonable.

MOTION:
Bob Scopatz moved that we give Helms Briscoe the go-ahead to pursue a
contract with the Hilton New Orleans Riverside for the August 6-9, 2017
dates meeting the government per diem rate.
Nils King seconded.
Motion Approved

b. Board vacancy/nomination/approval

MOTION:
Tim Kerns moved to fill the current vacancy with Joe McCarthy (Colorado)
Bob Scopatz seconded
Motion approved.
This vacancy was created by the resignation of Joanna Reed from Executive
Board. Joe’s term will last until the end of this year at which point he will be
eligible for regulation nomination and election to one of the classes of At-Large
board members.

c. Dues Policy (group rates)
Tabled until February’s Executive Board meeting
d. Committee assignments (Forum, Best Practices, IT, Membership, Professional Certification, Outreach, Policy/Position/Resolution, Distinguished Achievement Award, Strategic Plan, Data Quality)

Cindy announced / discussed the following committee assignments.
Forum: Allen Parrish
Best Practices: Cory Hutchinson
IT: Tim Kerns
Membership: Bob Rasmussen
Professional Certification: On hiatus
Outreach: Hadi Shirazi and Tim Kerns
Policy/Position/Resolution: On hiatus indefinitely
ATSIP Awards: Bob Scopatz (for Distinguished Achievement); Ralph Zimmer to do the Scott Falb award
Strategic Plan: Cindy Burch
Data Quality: To remain on hiatus

14: Next meeting February 18th, 2015 (Teleconference Call)

14. Adjourn
   
   MOTION:
   Nils King moved to adjourn
   Bob Rasmussen seconded
   Motion approved
   
   Cindy Burch adjourned the meeting at 2:54 PM Eastern time.

Submitted as Draft for Review by Robert A. Scopatz, Secretary on 01/10/2015.
Submitted as Draft for Approval by Robert A. Scopatz, Secretary on 2/8/2105.
Approved as amended by a vote of the Executive Board on 2/18/2015.
ARTICLES OF INCORPORATION

OF

ASSOCIATION OF TRANSPORTATION SAFETY INFORMATION PROFESSIONALS

January 9, 2015

ARTICLE I – NAME

The name of this corporation is Association of Transportation Safety Information Professionals.

ARTICLE II – STATUTORY AUTHORITY

This Corporation shall be a nonprofit corporation under Minnesota Statutes Chapter 317A.

ARTICLE III – DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV – PURPOSE

This Corporation is organized for the general purpose of engaging in any lawful activity, and is organized exclusively
for educational and scientific purposes pursuant to applicable provisions of sections 501(a) and (c) of the Internal Revenue Code of 1986, as amended, and to promote the common interest of organizations and governmental agencies in programs and activities related to traffic record systems and to promote knowledge and skill in the development of transportation safety information systems and for other related purposes.

The Corporation's purposes are further defined as follows:

a. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the laws under which this Corporation is organized, by other laws, or by these Articles of Incorporation.

b. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws thereof; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit, in any certificate for application
to do business, the purpose or purposes which the Corporation proposes to carry on therein to such as are not forbidden by the law thereof.

ARTICLE V – POWERS

This Corporation shall have all the powers granted to nonprofit corporations organized pursuant to said Chapter 317A of the Minnesota Statutes. In furtherance, and not in limitation, of the powers conferred by the laws of the State of Minnesota upon nonprofit corporations organized for the foregoing purposes, the Corporation shall have the power:

a. To issue obligations of the Corporation, to guaranty obligations of others and to contract indebtedness without limit as to amount for any of the objectives and purposes of the Corporation, and to secure the same by mortgage or lien, on any or all of the real or personal property, or both, of the Corporation.

b. When and as authorized by the vote of not less than a majority of the Board of Directors entitled to vote, at a meeting called for that purpose, or when authorized upon written consent of a majority of such Directors, to sell, lease,
exchange or otherwise dispose of all, or substantially all, of
its property and assets, including its good will, upon such
terms and for such considerations, which may be money, shares,
bonds, other instruments for the payment of money or other
property, as the Board of Directors deems expedient.

c. To acquire, hold, lease, encumber, convey, or otherwise
dispose of, either alone or in conjunction with others, real and
personal property within or without the state; and to take real
and personal property by will or gift.

d. To acquire, hold take over as a going concern and thereafter
to carry on, mortgage, sell or otherwise dispose of, either
alone or in conjunction with others, the rights, property and
business of any person, entity, partnership, association or
corporation heretofore or hereafter engaged in any nonprofit
business, the purpose of which is similar to the purposes set
forth in Article IV of these Articles of Incorporation.

e. To enter into any lawful arrangement or cooperative
association with any corporation, association, partnership,
individual, or other legal entity, for the carrying on of any
nonprofit business, the purpose of which is similar to the
purposes set forth in Article IV of these Articles of
Incorporation, and, insofar as it is lawful, to enter into any general or limited partnership, the purpose of which is similar to such purposes.

ARTICLE VI – CONSOLIDATION/MERGER

An agreement for consolidation or merger with one or more foreign or domestic nonprofit corporations may be authorized by vote of not less than a majority of the members.

ARTICLE VII – CORPORATE LOCATION

The location and post office address of the registered office of this Corporation in the State of Minnesota is 1570 Eustis Street, #233, Lauderdale, MN 55108. The Board of Directors may change that location and address from time to time as expedient.

ARTICLE VIII – MEMBERSHIP STRUCTURE

The Corporation shall have no capital stock and shall have members, each of which shall be entitled to vote.

ARTICLE IX – RESTRICTIONS ON ACTIVITIES AND USE OF FUNDS
Section 1. The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its officers of directors as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any officer or other private person. The Corporation shall, however be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Section 2. The Corporation shall not participate in, intervene in, or publish or distribute statements in any political campaign on behalf of or in opposition to any candidate for political office, nor shall it otherwise attempt to directly influence legislation.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that is exempt from taxation under applicable provisions of Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE X – LIABILITY
Section 1. The officers and directors of the Corporation shall have no personal liability for corporate obligations.

Section 2. A Director of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except to the extent such exemption from liability or limitation thereof is not permitted under Chapter 317A of the Minnesota Statutes as the same exists or may hereafter be amended.

If Chapter 317A of the Minnesota Statutes hereafter is amended to authorize the further elimination or limitation of the liability of directors, then, in addition to the limitation on personal liability provided herein, the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the amended Chapter 317A of the Minnesota Statutes.

Any repeal or modification of this Section 2 of Article X by the Directors of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.
ARTICLE XI - GOVERNANCE

Section 1. The Association may adopt a Constitution which shall serve as the Bylaws of the Corporation. Each provision of such Constitution shall comply with relevant Minnesota corporate law and these Articles. The Members of the Association shall have authority to make, alter or repeal its Constitution. The Constitution shall state the requirements for proposing and adopting amendments to the Constitution. The Constitution may also specify classes of membership.

Section 2. The business of the Corporation shall be managed by a Board of Directors (called the Executive Board), who shall be elected initially by the Incorporator and thereafter as specified in the Association’s Constitution, if one exists, or otherwise as provided in Minnesota corporate law. Vacancies on the Board will be filled in a manner specified in the Association’s Constitution, if one exists, or otherwise as provided for in Minnesota corporate law.

Section 3. The Board of Directors shall have all of the powers of the Corporation, subject to the provisions of the Association’s Constitution, if one exists.
Section 4. Any contract or other transaction between the Corporation and any corporation, association or firm of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence and participation of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transmission, if the material facts surrounding the contract or transmission and of such interest shall be fully disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction in good faith by a vote of a majority of the Directors, but the interested Director or Directors shall not be counted in determining whether a quorum is present and shall not vote. This Section shall not be construed to invalidate any contract or transaction which would otherwise be valid under the laws applicable thereto.

ARTICLE XII - DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the
Board of Directors shall, after paying or making provision for the payment of all expenses and liabilities of the Corporation, distribute all remaining assets of the corporation to such organizations as shall at the time qualify under applicable provisions of Sections 501(a) and 501(c) of the Internal Revenue Code of 1986, as amended, and are engaged in activities similar to those of this Corporation. Alternatively, the Corporation may distribute such remaining assets to the federal government or to a state or local government for a public purpose.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by Section 317A.133 of the Minnesota Nonprofit Corporation Act, as amended. Amendments may be adopted either by a vote of the entire membership or (as authorized by a January 8, 2015, ballot of the entire membership) by the Board. If by the total membership, then at least ten percent of the membership must cast yes/no/abstain votes and at least two-thirds of those voting either yes or no must vote for the amendment (i.e., abstentions are not counted in meeting the two-thirds requirement). If by the Board, appropriate advance notice of the vote shall be given all Board members and at least two-thirds of the total authorized voting membership (including vacancies and absentees) must vote for the amend