

**MINNESOTA ASSOCIATION FOR GUARDIANSHIP
AND CONSERVATORSHIP**

An organization to explore substitute decision-making

MAGiC

BYLAWS

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MINNESOTA ASSOCIATION FOR GUARDIANSHIP AND CONSERVATORSHIP:

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MAGiC

BYLAWS

Article I

Name

The name of this association is the Minnesota Association for Guardianship and Conservatorship (MAGiC), an organization to explore substitute decision-making.

Article II Mission Statement and Values

The Minnesota Association for Guardianship and Conservatorship, MAGiC, is a non-profit membership organization focused on the practice and issues of substitute decision-making for vulnerable persons. MAGiC promotes best practices and provision of ethical services in the least restrictive manner possible through education and advocacy for its members and the community.

We affirm the following values:

1. We believe services are to be provided in the least restrictive manner possible, respecting the rights and dignity of vulnerable persons.
2. We strive for the highest professional standards and provision of ethical service.
3. We are committed to the education and training of our members.
4. We believe in professional collaboration and legislative advocacy in working toward the well-being of vulnerable persons.

Article III Purpose

The purposes for which this association is organized are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and as so expressly limited shall be:

1. To provide for the exchange of ideas, education, and communications between groups and individuals interested in providing or furthering guardianship services or alternative protective services to persons in need of such services. Objectives of the association shall include but not be limited to the following: the promotion of relevant public policy, advocacy, research, and the development of standards for providing services to older adults, people living with mental illness or intellectual/developmental disability, or who are otherwise at risk due to diminished decision making capacity.
2. To establish a statewide forum for professionals and others interested in the spectrum of supportive, surrogate, and substitute decision-making.
3. To sponsor training and on-going education for members with accompanying continuing education units (C.E.U.s, C.L.E.s, etc.).
4. To educate the general public, families, etc. on substitute decision-making issues and alternatives.
5. To establish standards of conduct, responsibility, and function that could lead toward Certification.
6. To serve as a referral agency for its members.
7. To serve as a resource for information.
8. No substantial part of the activities of this association shall attempt to influence legislation, participate or intervene on behalf of or in opposition to any candidate for

public office or political party, and no part of the net earnings or other assets of the association shall contribute to any organization that does not conform to the requirements set forth in this paragraph.

Article IV Membership

Membership Qualifications. Membership in this association is available to persons and organizations professionally involved and/or interested in the purposes of this association. All such persons and organizations shall be eligible for membership without regard to race, age, religion, national origin, sex, sexual orientation, or handicap. There shall be three categories of membership. The Executive Board shall have the authority to set membership dues.

- A. **Individual Membership.** Individual membership in the association is open to individuals, or individual employees of organizations, who are professional guardian/conservators, attorneys, family members, and those who are interested and involved in guardianship/conservatorship or the decision making continuum. Individual members may serve as directors or officers and shall have the right to vote. No more than two members of an organization shall concurrently serve on the Executive Board regardless of membership type.

- B. **Organization Membership.** Organization membership is open to any firm or other business that has an interest in the decision-making continuum. This category may include but is not limited to, any entity listed in Individual Membership as well as county and state departments, community/human services, adult protection agencies, social service agencies and associations, and other such entities whose function enables supported, surrogate, or substitute decision-making or advances the guardianship/conservatorship process. Organization membership entitles the agency to one vote per three members for general membership votes. Representatives of member agencies may serve as directors or officers and each shall have the right to vote at Executive Board meetings provided that no more than two representatives of an organization shall concurrently serve on the Executive Board.

C. Honorary Membership.

Honorary life members shall be persons of distinction who may be granted an honorary membership following nomination and election by the Executive Board. Honorary members shall pay no dues, and may participate in meetings without power to vote. They may attend conferences and other functions of MAGiC at the member discount rate, or the fee may be waived by the Executive Board.

Other honorary memberships and recognitions can be granted at the discretion of the Executive Board.

Article V Officers

- A. The officers of the association are Past President, President, Vice President, Recorder, Treasurer, and Member(s)-at-Large. The President, Vice President, Recorder, Treasurer and Member(s)-at-Large shall be elected by the membership.
- B. Officers must be an individual member, or a representative of an agency member, of the association. No one may hold more than one office at a time. Officers may serve no more than two consecutive two-year terms in the same office
- C. A vacancy in any office shall be filled for the remainder of that term by appointment by the Executive Board. After the term is expired the replacement may then be nominated for the same position and, if elected, begin serving their first term of that office.
- D. An officer may be removed for good cause by a 2/3 vote of the Executive Board.
- E. The duties of the officers will include, but not be limited to, those listed below:

Past President. The Past President serves as historical memory and advisor. The Past President may chair or serve on any committees agreed upon. The Past President is a voting member of the board.

President. The President shall have the duty to: (1) Preside over meetings of the Executive Board; (2) Set agenda for meetings of the Executive Board; and (3) Set schedule for meetings of Executive Board pursuant to these Bylaws. The President shall have the authority to: (1) Assign tasks to Executive Board members; (2) Call special meetings of the Executive Board pursuant to these Bylaws; (3) Approve single expenditures up to \$500 without Executive Board approval; (4) Respond to press inquiries and (5) initiate meetings and publicity to promote MAGIC. The President will act as custodian of the association records during their term in office.

Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers and restrictions of the office of President. The Vice President shall carry out special duties as assigned by the Board or the President. The Vice President may chair a standing committee if so assigned. The Vice President shall chair the Nominations Committee.

Recorder. The Recorder shall record the minutes of all meetings of the general membership and of the Executive Board, and publish minutes of previous meetings on the MAGiC website following approval by the Board.

Treasurer. The Treasurer shall be responsible for the receipt of funds, payment of bills, and maintenance of all financial records. The Treasurer will submit a detailed written report on financial status at all meetings of the Executive Board and the general membership. The Treasurer will maintain a checking account in the name of the association that can be accessed only by the Treasurer, and the President, or as fixed by resolution of the Executive Board. The Treasurer will Chair the Finance Committee. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President, and when so acting, shall have all of the powers and restrictions of the office of President.

Member(s)-at-Large. There will be one Member-at-Large per 100 MAGiC members. The officer(s) will function as special projects manager(s) as defined by the Board; or be assigned as standing committee chair(s).

Article VI Committees

- A. Standing Committees. The standing committees of this association shall be: Bylaws, Conference, Nominations, Legislation, Standards, Journal, Finance, Member Services and Communications. All standing committees shall submit a written summary report at the annual membership meeting to the President at the annual membership meeting.

- B. Committee Changes. Additional committees of the association shall be formed as deemed necessary by the President and/or Executive Board. They shall be given a charge by the President at their formation and shall conduct themselves in a manner similar to standing committees. Committees can be abolished by the Executive Board. Any changes deemed permanent shall be written into the bylaws.

- C. Bylaws Committee. The Bylaws Committee shall review the bylaws on at least a biennial basis and draft any proposed amendments to be presented to the Executive Board for review and consideration by the general membership for approval.

- D. Conference Committee. The Conference Committee shall be responsible for planning the annual conference for the association, and other educational or other types of programs as the Executive Board or the President may request.

- E. Nominations Committee. 1) The Nominations Committee shall be responsible for soliciting recommendations and selecting from general members in good standing, individuals who are interested in being candidates for the offices of the association, and shall present recommended nominees to the general membership. Any member may nominate another member or may nominate themselves for an office of the association by contacting a member of the Nominations Committee. The Nominations Committee shall present its recommended slate of candidates to the Board for approval. 2) This committee shall be responsible for the preparation of an election ballot, its distribution, collection, and tallying of results. c) This committee shall be responsible for soliciting nominations for awards and putting forth recommendations to the Board of award recipients. Any member may nominate another member for an award by contacting a member of the Nominations Committee. The Vice President shall chair the Nominations Committee.

- F. Legislation Committee. The Legislative Committee shall be responsible for (1) the dissemination of knowledge of current and planned state and federal legislation affecting the purposes and objective of the association, and (2) recommending appropriate action.

- G. Standards Committee. The MAGiC Standards of Practice Committee shall review all standards on a least a biennial basis and draft any proposed amendments to be presented to the Executive Board for review and consideration by the general membership for approval.

- H. Journal Committee. The Journal Committee shall publish the association's periodical at least quarterly, which will be distributed to the general membership. The Journal Committee Chair will be the editor.

- I. Finance Committee. The Finance Committee shall be chaired by the Treasurer. The Treasurer will submit a detailed written report on financial status at all meetings of the Executive Board and the general membership. The Finance Committee shall coordinate and/or be involved in all fundraising activities.

- J. Member Services Committee. The Member Services Committee shall be responsible for developing a package of services as benefits to members and potential members. The Member Services Committee shall be responsible for developing and offering a wide range of member services designed to meet the proposed needs of this association's members.

- K. Communications Committee. The Communications Chair shall coordinate MAGiC's public relations communications; update the MAGiC website's substantive content; review and update MAGiC's educational materials; and collect and distribute relevant media pieces to share with membership.

Article VII Election, Appointment and Term of Office

A. Election and Appointment

1. Officers. The Nominations Committee shall prepare a list containing the names of the nominees for the various offices. Consent of the nominees must be obtained prior to placement on the ballot. The ballot shall be sent to the total membership by either U.S. Mail or by electronic transmission. Regardless of the method for delivery, the ballot shall be sent no later than 45 days prior to the date of the last day of the membership year.

The ballot shall be returned to MAGiC's official US Mail address or by email to the MAGiC Administrator no later than 15 days prior to the last day of the membership year. The Nominations Committee Chairperson shall announce the results of the election at the general membership meeting each year.

The Nominations Committee Chair, or the designee, shall retain all ballots for a period of one year following the election and then destroy them. A simple majority vote of ballots received from all eligible voting members will determine the outcome of the election.

2. Committee Chairpersons. The Nominations Committee shall prepare a list containing the names of nominees for the various committees. Consent of the nominees must be obtained prior to review, vote and approval by the outgoing board. A simple majority vote of the outgoing board will determine the committee chairpersons. The Nominations Committee Chairperson shall announce the results at the general membership meeting each year as applicable.

B. Term of Office.

Officers and committee chairpersons may serve no more than two consecutive two-year terms in the same office or position.

- C. Commencement of Term. The term of office for newly elected officers and committee chairpersons shall commence at the beginning of the next membership year. The Nominations Committee shall maintain a record of current and past officers dates of service and positions served.

Article VIII Advisory Council

The Executive Board may establish an Advisory Council. The Advisory Council acts in an advisory capacity to apprise the Executive Board of current issues and ramifications of various viewpoints on those issues. The Advisory Council may recommend actions to be taken on the various issues. The Executive Board shall take the Advisory Council's recommendation under advisement but is not required to act in the manner the Advisory Council has recommended. The Executive Board may or may not take the issue and recommendation to the general membership to be decided.

Membership of the Advisory Council shall consist of no more than ten members. Membership may consist of legal representatives, representatives from a probate court, family members, medical representatives, guardians or conservators, and social services representatives. The Advisory Council may invite ad hoc members to advise on specific issues.

Article IX Executive Board

A. Management.

1. The Executive Board shall consist of the officers and standing committee chairs of the association.
2. The management, direction, and control of the properties, operations, and activities of the association shall be vested in the Executive Board.

B. Qualification.

1. All officers and chairs must be members.
2. All officers and chairs must practice in Minnesota.

C. Number and Election.

1. The officers and chairs shall be determined by the Bylaws.
2. The officers shall be elected by the members prior to the annual meeting. Each officer shall hold office for the term elected and until a successor has been elected and qualified.

D. Vacancies.

1. Any vacancy occurring in the Executive Board may be filled by the Executive Board.
2. Nonattendance at any two (2) regular meetings of the Executive Board within a calendar year may be considered by the Executive Board as a resignation of that Executive Board member.

E. Powers and Duties.

1. The Executive Board shall determine the general policies for the operation and control of the association and its various activities. It shall acquire funds for the operation, maintenance, and repair of the buildings and other property of the association. It shall review and approve finance reports prepared by the Treasurer and control the revenue and expenditures of the organization. The Treasurer shall report these matters to the members in an annual report.
2. The Executive Board shall have direction of all funds of whatever character held for the benefit of the association; shall have full and complete power in the name of the association, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the association; and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the officers of the association to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts, and other instruments for the purpose of effectuating said purposes, or any of them. No contracts of the association shall be valid unless authorized or approved by the Executive Board.

F. Meetings of Executive Board.

1. Regular meetings of the Executive Board shall be held one time per month on such day as the Board shall fix. A meeting may be cancelled at the discretion of the Board with a minimum of nine (9) meetings per membership year. The Recorder shall publish upcoming meeting dates in the monthly Board Meeting Minutes.
2. Special board meetings may be called by the President, the Vice President, or any three (3) members of the Board. The Recorder shall give not less than twenty-four (24) hours notice of any special meeting. Such notice shall be deemed to have been given upon telephone contact or electronic transmission.
3. Fifty-one percent (51%) of the Board members shall constitute a quorum.

Article X Control by the Executive Board

All committees and their chair shall be subject to the control and direction of the Executive Board and shall make such reports from time to time as the Executive Board or President may request.

Article XI Administrator

- A. Appointment. The Executive Board may, at such time as it sees fit, appoint a paid Administrator. Said Administrator shall be a non-voting member of the Executive Board, and shall attend meetings of the Executive Board.
- B. Duties and Powers.
 1. The Administrator shall be empowered to act at the direction and discretion of the Executive Board.
 2. The Administrator shall have the authority and power to deal with any and all matters of the association and its interaction with subsidiary, support, and related corporation or entities, and to take action in connection therewith as determined by the Executive Board.

3. The Administrator shall have all authority and power to handle the daily management aspects of the association and its interrelationship with all other entities as delegated by the Executive Board.
4. The Administrator shall be responsible for the management, direction and control of the properties, operations, and activities of the association under the direction of the Executive Board.
5. The Administrator shall be responsible for receiving membership applications. He or she also has the responsibility to actively seek new members through continued outreach activities as approved by the Executive Board. The Administrator shall keep track of all members and send renewal notices as needed. The Administrator shall keep the Executive Board apprised at all times of membership status.

Article XII Dissolution

Voluntary dissolution of the association may only occur upon a majority vote of the members following notification. In the event of dissolution of the association, the funds and assets of the association, after payment of all obligations, shall be distributed to an organization that is qualified under sections 501 (c)(3) and 509 (A)(1) and (2) that has purposes and objectives similar to the entities being supported by the Minnesota Association for the Guardianship and Conservatorship, or other entities as determined by the Executive Board.

Article XIII Rules of Order

Robert's Rules of Order shall be applicable at all times when not in conflict with the Bylaws of the association.

Article XIV Effective Date

These Bylaws shall become effective September 1, 1991. These Bylaws were amended by the general membership October 1992. These Amended Bylaws were revised and approved by the general membership in October 1996, March 2000, August 2011, September 2013, September 2014, September 2015, October 2018, and October 2019.

Article XV Meetings of General Membership

- A. Annual Business Meeting. There shall be an annual business meeting of the association at least once per year. The annual business meeting will be announced in writing to all current members at least sixty (60) days in advance. The annual business meeting shall include the installation of elected officers and standing committee chairs, as well as presentation of standing committee report summaries.

- B. Voting at Annual Business Meeting. The annual business meeting may be used as a voting forum for the general membership on any issue properly presented to the Executive Board at least sixty (60) days in advance of the annual business meeting. Issues to be voted on at the annual business meeting must be announced in writing to all current members at least thirty (30) days in advance. Decisions reached at the annual membership meeting shall be determined by a simple majority of those present and voting, combined with written proxy votes.

- C. Proxy Votes at the Annual Business Meeting. Any member may request proxy material from the Executive Board. There shall be instructions included on the announcement of the annual business meeting explaining how to obtain these materials.

- D. Special Meetings of the General Membership. Special meetings of the general membership may be called in any one of the following ways: by the President; by a majority of the Executive Board; by 20% of the general membership. Voting at special meetings will be followed in the same manner as at the annual business meetings.

Article XVI Dues

Dues shall be established by the Executive Board. Dues shall be payable January 1 of the calendar year; membership will be good for January 1 through the following December 31.

Article XVII Amendments

The Bylaws of this organization may be modified, amended, or repealed by mailed ballot or by electronic transmission to the entire general membership. Proposed changes may be made by the Executive Board or the Bylaws Committee; the Recorder shall be responsible for mailing or emailing such proposals and ballots to the general membership at least forty-five (45) days prior to the annual business meeting. Amendments must be approved by a 2/3 majority of the responding general membership in order to become effective.

Article XVIII Fiscal Year

The fiscal year of the association shall begin on the first day of July and end on the last day of June each year.

Article XIX Regional Activities

The Executive Board may establish regions throughout the state of Minnesota and appoint regional coordinators. The regional coordinator for each region shall be responsible for coordinating the activities of the association within the region, subject to other provisions of the Bylaws, with the assistance of one or more members who reside or have substantial professional responsibilities within that region. The regional coordinator, or designee, will preside at regional or sub-regional meetings of the association or conferences.

Article XX Logo

The association may have a logo and will regulate its use as follows:

The corporate insignia must always be displayed as shown below, in its entirety on the first page of any document.



The MAGiC logo is available for use by members in good standing only:

1. The logo may be used by members in good standing as follows: on stationary, business cards, brochures, newsletters or other promotional materials – to indicate membership but not to imply endorsement
2. The logo may not be used on substantive materials not prepared by MAGiC and that would imply an endorsement by MAGiC.
3. The logo may not be used if the user's MAGiC membership expires or is suspended.

The MAGiC logo is property of the Minnesota Association for Guardianship and Conservatorship.

Article XXI

Definitions

For purposes of this organization's affiliation with the National Guardianship Association (NGA), the definitions of corporate guardian, family guardian and individual professional guardian are set forth below:

1. Corporate Guardian. A corporate guardian is a corporation that is named as guardian for an individual and may receive compensation in its role as guardian with court approval.
2. Family Guardian. A family guardian is an individual who is not a professional guardian.
3. Individual Professional Guardian. An individual professional guardian is an individual who is not related to the ward by blood or marriage and may receive compensation.

Article XXII Conflict of Interest for MAGiC Board Members

MAGiC Board members shall conduct their business so as to avoid a conflict of interest or the appearance of a conflict of interest with MAGiC. A conflict of interest, whether intentional or unintentional and whether real or perceived, is created whenever any of the following situations occur:

1. A Board member receives financial benefits in excess of the fee-for-service attributed to an underlying decision;
2. A Board member's business associates, friends, family members, or relatives receive financial benefits as a result of the member implementing the underlying decision; or
3. A Board member's business associates, friend, family members, or other relatives rebate or otherwise cause to be routed back to the Board member a financial benefit resulting from the Board member directing to such individuals the transactions that implement the underlying decision.

MAGiC Board members shall act to avoid the appearance of a conflict of interest, because such situations undermine a member's confidence in the Board and in the Board member's decision-making ability. Methods for avoiding or mitigating against the effects of a conflict of interest include, but are not limited to, the following:

1. Referral to guidelines already in place for the Board member's own profession;
2. Consultation with an attorney;
3. Consultation with the member's peers;
4. Establishment of business policies that direct referrals away from business associates, friends, family members, or relatives;
5. Establishment of business policies that result in disclosure that certain transactions could generate the appearance of a conflict of interest; and
6. Establishment of business policies that encourage the documentation for the rationale behind decisions that result in the appearance of a conflict of interest.

Article XXIII Malfeasance by a MAGiC Member or Prospective Member

For a MAGiC member, regardless of membership category, certain situations shall result in the membership being suspended. Depending upon the resolution of proceedings brought about by the underlying situation, the membership may be revoked.

For a prospective MAGiC member, certain situations shall result in the prospective member's application being suspended. Depending on the resolution of proceedings brought about by the underlying situation, the application may be denied.

The situations that shall result in a membership or application being suspended may include but are not limited to:

1. The individual or agency is charged with a crime related to professional conduct that could affect the ability to serve vulnerable individuals; or
2. The individual or agency is subject to proceedings that cause a license or certification to be suspended.

A MAGiC membership shall be revoked or an application for membership shall be denied if:

1. The individual or agency pleads guilty to or is found guilty of a crime related to professional conduct that could affect the ability to serve vulnerable individuals; or

2. The individual's or agency's license or certification is revoked.

The MAGiC Board of Directors shall implement the decisions to revoke or suspend a membership or application as well as reconsider any prior decisions. The Board of Directors shall implement the decisions by voting. A 2/3 vote of the full Board shall be required to revoke or suspend or to rescind a prior decision to revoke or suspend.

An individual or agency whose MAGiC membership is suspended or revoked shall be denied all rights and privileges of membership including, but not limited to, attendance at quarterly luncheons, the annual conference and the annual meeting; subscription to the quarterly Journal; use of the MAGiC logo and inclusion in the ListServ and in subsequent editions of the Membership Directory.

An individual or agency whose situation meets the criteria for suspending or revoking the membership or suspending the application shall inform the MAGiC Executive Board, as soon as possible via a communication to the President. Content shall include, but not be limited to, a description of the situation and, where appropriate, a timeline for final resolution of the matter.

An individual whose situation meets the criteria for suspending or revoking the membership and who is a MAGiC Board member shall immediately resign or may be removed from the particular Board position by a majority vote of the Executive Board.

An individual or agency wishing to change the status of membership from suspended to active, or the status of an application from suspended status, shall observe the following procedure:

1. Submit a written request to the Executive Board, Attention, President;
2. Explain the resolution of the issue that caused the membership or application to have a suspended status;
3. Provide copies of documents that support the resolution, e.g. court order or findings of an entity charged with resolving issues surrounding licensure or certification; and
4. Indicate a willingness to generate a Release-of-Information consent, if requested by the Executive Board.