**BYLAWS OF THE**
**MINNESOTA ORGANIZATION OF REPUBLICAN VETERANS**
**a Minnesota nonprofit corporation**

## ARTICLE I
## Name and Purpose

**Section 1—Name:** The name of this organization shall be the Minnesota Organization of Republican Veterans, hereinafter referred to as "MORVets". It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

**Section 2—Purpose**: MORVets is organized exclusively for charitable, scientific and educational purposes.

The purpose of MORVets is to support the general objectives and mission of the Republican Party of Minnesota (RPM), we will maintain our relationship with the RPM by helping to recruit, educate, support and elect Republican candidates who are military veterans or veterans' advocates, and to support and influence legislation that recognizes the needs and concerns of military veterans.

## ARTICLE II
## Offices and Registered Agent

**Section 1. Principal Office**. The Organization shall maintain a principal office in the State of Minnesota which shall be located within one of the Eleven Counties that generally comprise the Twin Cities area. The Organization may have such other offices, within the State of Minnesota, as may be designated by resolution of the Executive Committee.

**Section 2. Address of Registered Agent**. The Organization shall maintain a registered agent in the State of Minnesota whose address may be, but need not be, identical with the principal office of the Organization. The identity and address of the registered agent may be changed by resolution of the Executive Committee and filing of the appropriate documents with the Minnesota Secretary of State.

## ARTICLE III
## Membership and Convention Delegates

**Section 1. Membership**. This organization shall have no ownership voting privileges. Any action or approval required by law, rule or regulation not specifically reserved to a convention by the MORVets Constitution shall be taken by the Executive Committee. The Executive Committee by motion adopted may establish convention timing, and the requirements of membership. Participation in the Executive Committee, Advisory Boards, Auxiliary Groups or Other Organizational

Groups/committees, as established by the Executive Committee will be limited to those MORVets members in good standing.

The membership of MORVets shall be composed of any citizen of the State of Minnesota who supports the objectives of MORVets who meets the criteria for membership as set forth below and who is a current dues-paying member of MORVets in good standing.

Section 1.1 – Minimum criteria for membership

a) Must be a Republican (as defined by the RPM)
b) Must be either a veteran or strong supporter of veterans affairs
c) If a veteran, must be currently serving or have completed service honorably
d) Must agree to the MORVets Honor Code (Appendix A)

**Section 2. Dues**. Annual, calendar year dues are to be determined by a majority vote of the Executive Committee. To remain in good standing, a member must pay dues within 30 days of applying for membership. The annual dues shall be determined for the remaining calendar year at the first regular meeting in January and must be paid by the end of March for a member to remain in good standing.

**Section 3. Termination** A membership is considered terminated if a person fails to maintain dues in good standing or if determined by a 2/3 majority of the Executive Committee that membership of any person is not in the best interest of the MORVets organization.

## ARTICLE IV
## Executive Committee

**Section 1. General Powers**. The affairs of the Organization shall be managed by its Executive Committee which shall have such powers and duties necessary or appropriate for the overall direction of the Organization, except as reserved to a convention by the MORVets Constitution. Executive Committee members shall not receive compensation for serving. However, any member may receive reimbursement for reasonable expenses incurred in connection with organization matters, provided that such reimbursement is authorized by a motion adopted at an Executive Committee regular or special meeting.

**Section 2. Number and Duties**. The Executive Committee will be comprised of five (5) officers: a Chairman; First Vice Chairman; Second Vice Chairman; Secretary; and Treasurer. In addition, the Chairman may appoint one (1) At-Large Leader and the members of each Congressional District shall elect a Congressional District Leader. The At-Large and Congressional District Leaders will be members of the Executive Committee for a maximum Executive Committee size of fourteen (14). Executive Committee members shall serve for the term provided in Article V of the MORVets constitution.

(a) Executive Committee Chair: The Executive Committee Chair shall also be considered to be the President of the Organization and, subject to the control of the Board of Directors, shall in general supervise and control and have general active management of all of the business and affairs of MORVets and shall see that all orders and resolutions of the Executive Committee are carried into effect..

*The Chair* shall, when present, convene regular or special Executive Committee meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: First Vice Chair, Second Vice Chair, Secretary, then Treasurer.

The Chair shall be an ex officio member of all organization committees. The Chair may sign, together with the Secretary or any other proper officer of the Organization authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of Chair or President, and such other duties as may be prescribed by the Executive Committee.

(b) First Vice Chair. In the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the First Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The First Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Executive Committee.

(c) Second Vice Chair. In the absence of the First Vice Chair, or in the event of the First Vice Chair's death, inability or refusal to act, the Second Vice Chair shall perform the duties of the First Vice Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the First Vice Chair. The Second Vice Chair shall perform such other duties as from time to time may be assigned by the Chair, First Vice Chair or by the Executive Committee.

(d) *The Secretary* shall be responsible for keeping records of MORVets actions, including overseeing the taking of minutes at all Executive Committee meetings, MORVets conventions, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that organization records are maintained.

(e) *The Treasurer* shall: (1) have charge and custody of and be responsible for all funds and securities of the Organization; (2) keep accurate financial records for the Organization; (3) receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the MORVets Constitution and these Bylaws; (4) disburse corporate funds and issue checks and drafts in the name of the Organization, as ordered by the Executive Committee; (5) timely prepare and file all reports required by any government or regulatory agency; (6) help develop fundraising plans, and (g) in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the Chairman or by the Executive Committee. There shall be a report of organizational finances at each Executive Committee regular meeting.

(f) Other Assistants and Acting Officers. The Officers, subject to the oversight of the Executive Committee, shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed shall have the power to

perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Officer or Executive Committee.

(g) Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Executive Committee.

**Section 3. Qualification of Directors**. All officers and other Executive Committee members shall at all times be a member in good standing of the Organization, must have served honorably in United States military service and must be a resident of the State of Minnesota. Congressional District Leaders shall be a resident of that congressional district they represent during his/her term of office.

**Section 4. Election and Term.**

(a) Method of Election. Executive Committee members shall be elected at the Organization's bi-annual convention as outlined in Article V of the MORVets constitution. If any Executive Committee office is not elected at the MORVets Convention it is considered vacant and may be filled as outlined in Section 6 of this Article.

(b) Term of Office. Executive Committee members shall hold office from the time elected at the bi-annual convention until a successor is elected at the Organization's next bi-annual convention, or until their successors have been elected and qualified.

**Section 5. Resignation, Termination and Absences**. An Executive Committee member may resign at any time by filing a written resignation with the Secretary of the Organization. The resignation is effective without acceptance when the notice is given to the Organization, unless a later effective date is named in the notice. Once the resignation is effective, the office will be considered vacant.

An Executive Committee member may be terminated from the committee as outlined in Article VIII of the MORVets constitution. Once removed, the office will be considered vacant.

**Section 6. Vacancies**. In the event a vacancy occurs on the Executive Committee from any cause, including death, resignation, removal, disqualification, an increase in the number of directors or otherwise, the vacancy should be filled through an election by remaining Executive Committee members then in office to fill the remaining portion of the term until a successor is elected at the next bi-annual convention. Nominations to fill vacancies should be received by the Secretary two weeks in advance of an Executive Committee meeting at which the vacancy is to be filled and this should be sent to all Executive Committee members with the regular meeting announcement.

**Section 7. Regular Meetings**. Regular meetings of the Executive Committee may be held at such time and place as shall be determined by the Chairman or Vice Chairman as acting Chairman. The Executive Committee shall meet at least four (4) times each year, approximately quarterly. Executive Committee meetings may be conducted by teleconference or other real-time electronic means such as webinars.

**Section 8. Special Meetings**. Special meetings of the Executive Committee may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the Chairman, and shall be called by the Secretary on the written request of any three (3) Executive Committee members.

**Section 9. Proxies**. No voting by proxy shall be permitted in the meetings of the Executive Committee.

**Section 10. Meeting Notice and Waiver of Notice**.

(a) Notice. Notice of the date, time and place of regular meetings shall be given by written notice delivered personally to each committee member at least ten (10) days prior thereto, or by written notice delivered by U.S. Mail, overnight delivery, email or fax to each member. For a special meeting, notice shall be given, as outlined above, at least three (3) days prior thereto, unless a different time shall be provided by statute. The purpose of and the business to be transacted at any meeting of the Executive Committee shall be specified in the notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatsoever is required to be given under the relevant provisions of the applicable statutes or under the provisions of the Articles of Incorporation or Bylaws of the Organization, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 11. Quorum**. A majority of the number of Executive Committee members determined pursuant to Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the committee, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting without further notice or until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment even though the withdrawals of members originally present leaves less than the proportion or number otherwise required for a quorum.

**Section 12. Manner of Acting**. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by statute, or the Constitution, Articles of Incorporation or Bylaws of the Organization. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of any committee.

**Section 13. Written Action**.

(a) Any action required by the Constitution, Articles of Incorporation or Bylaws, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Executive Committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

(b) The written action is effective when signed by the required number of directors, unless a different effective time is provided in the action.

**Section 14. Action by Electronic Communication**.

(a) A conference among members by a means of communication through which the members may simultaneously hear each other during the conference is a committee meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of members participating in the conference is a quorum. Participation in a meeting by this means is equivalent to personal presence at the meeting.

(b) A member may participate in a committee meeting by any means of communication through which the member, other members participating, and all members physically present at the meeting can simultaneously understand each other during the meeting. This may include teleconference, webinar, chat rooms or other electronic means that the communication between members is simultaneous to each member. Participation in a meeting by this means is equivalent to personal presence at the meeting.

## ARTICLE V
## Committees

**Section 1. Committees Generally**. The Executive Committee may create and act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Executive Committee. Each such committee shall have such duties and responsibilities as are granted to it by the Executive Committee. Each such committee shall at all times be subject to the control and direction of the Executive Committee. Committee members need not be members of the Executive Committee.

**Section 2. Executive Committee Officers**. The Officers of the Executive Committee will be comprised of five (5) members: the Chair; First Vice Chair, Second Vice Chair, Secretary; and Treasurer. Any two or more offices may be held by the same person, except the office of Chairman may not hold a second office. The Chair, First Vice Chair, Second Vice Chair, Secretary and Treasurer shall be members of the Executive Committee.

(a) Powers. Except as such powers may be limited by law**,** or by resolution as initially adopted, or as thereafter supplemented or amended by further resolution adopted by a like vote, the Executive Committee Officers shall have and may exercise, when the Executive Committee is not in session, all of the business and affairs of the Organization and shall make a full report of its activities at the next regular or special meeting of the Executive Committee. The designation of the Executive Committee Officers and the delegation of authority granted to them shall not operate to relieve the Executive Committee of any responsibility imposed upon it.

**Section 3. Finance Committee**: The MORVets Chair shall appoint the Chair of the Finance committee with the approval of the Executive Committee. This may be the Treasurer and shall include at least three other Executive Committee members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other members. The Executive Committee must approve the budget and all expenditures must be within budget. Any major change, defined as changing any item by more than 20%, in the budget

must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the membership at the bi-annual meeting and the Executive Committee at each regular meeting showing income, expenditures, and pending income. The financial records of the organization are private information and shall be made available to Executive Committee members. The Executive Committee may make the records available to the public by a 2/3 consent.

**Section 4. Appointed Committees**: The Executive Committee, by motion adopted, may establish one or more committees. The motion adopted shall define the responsibilities and the authority of each committee and when the committee should be terminated. The Executive Committee Chair shall appoint the Chair of any committee and its members with the approval of the Board. All committees created by the Executive Committee action shall be terminated at the end of the subsequent bi-annual convention.

**Section 5. Term of Office for Committees**: Each member of a committee shall continue as a member until a successor is appointed, unless:

(a) the committee is sooner terminated,

(b) the member is removed from the committee, or

(c) the member ceases to qualify as a member of the committee.

**Section 6. Removal from Committee**: Any member of a committee may be removed by the Executive Committee Chair with the approval of the Executive Committee at the next regular or special meeting whenever in the judgment of the Executive Committee Chair the best interest of the corporation shall be served by the removal.

**Section 7. Vacancies on Committees**: Any Officer, with the approval of the Executive Committee, may act to fill vacancies in the membership of any committee.

**Section 8. Quorum for Committees**: Unless otherwise provided in the motion of the Executive Committee designating the committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the entire committee.

**Section 9. Rules for the Committees**: Each committee may adopt rules for its own governance not inconsistent with the organization Constitution, these Bylaws or the oversight adopted by the Executive Committee.

**Section 10. Establishment of Advisory Boards, Auxiliary Groups or Other Organizational Groups**: The Executive Committee by motion adopted may establish advisory boards, auxiliary groups or other organizational groups. The Executive Committee shall define the responsibilities and the authority of each advisory board or organizational group and when the advisory group or organizational group should be terminated. The Executive Committee Chair shall appoint or remove the Chair of any advisory board or organizational group and its members with the approval of the Executive Committee at the next regular or special Executive Committee meeting. Any action taken by the Executive Committee Chair shall take effect immediately and remain in force until acted upon by the Executive Committee.

## ARTICLE VI
## Convention

**Section 1.** The Executive Committee shall convene a bi-annual convention of the all MORVets members in even numbered years, and shall provide written notice to the members of the date(s), time, location and agenda of such convention no less than thirty (30) days prior to the convention. The purpose of such bi-annual convention shall be to transact any business required by these Bylaws; by the Organization's Constitution or Articles of Incorporation; or by the Constitution or Bylaws of the RPM. The Executive Committee shall have the discretion to convene other meetings or convention of the Members as may be deemed necessary by adoption of a motion at any regular or special Executive Committee meeting.

**Section 2**. One purpose of the bi-annual convention shall be to elect delegates and alternates to represent MORVets at the RPM State Convention and RPM Congressional District Conventions as outlined in the RPM constitution.

**Section 3**. In all other respects, the Organization's bi-annual convention shall be held in a manner consistent with Article V of the Bylaws of the RPM.

## ARTICLE VI
## Conflict of Interest

**Section 1. General Provisions**.

(a) Each member shall disclose to the Executive Committee any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the organization.

(b) Any member having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, such member shall not use his/her personal influence on the matter, but may briefly state his/her position on the matter and may answer pertinent questions from other members since his/her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a member is uncertain as to whether he/she has a duality or conflict of interest which requires abstention, or if a member asserts that another member has such a duality or conflict, the Executive Committee, by majority vote of those present other than the member having the possible conflict, shall decide whether abstention is required. If so, the member will be deemed to have abstained.

**Section 2. Purchases**. No purchase involving $1,000 or more from any Executive Committee member or any entity of which the member, or any person of the member's family as defined by statute, is an officer, director, partner, owner, employee or agent shall be made without prior approval of the Executive Committee.

## ARTICLE VIII
## Indemnification

Section 1. Mandatory Indemnification. The Organization shall, to the fullest extent permitted or required by Minnesota law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Organization to provide broader indemnification rights than prior to such amendment), indemnify its Executive Committee members against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Executive Committee member is a party because such Executive Committee member is acting in their official capacity.

The Organization may indemnify its employees and authorized agents, acting on behalf of the Organization in their official capacity, to the same extent as Executive Committee members hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, Executive Committee motion, vote of the members, statute or otherwise.

Section 2. Liberal Construction. In order for the Organization to obtain and retain qualified leadership and other officers, the foregoing provision shall be liberally administered in order to afford maximum indemnification of those persons and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

## ARTICLE IX
## Executive Director

Section 1. Designation. The Executive Committee shall have the authority to select and employ an Executive Director.

Section 2. Duties. The Executive Director shall be the chief executive officer of the Organization. As such, the Executive Director shall be responsible for providing professional advice and assistance to the Executive Committee and shall administer the work delegated to the staff; shall hire and release staff members; and shall have such other powers to perform other duties as may be assigned.

Section 3. Other Staff. The Executive Director may hire and discharge such paid and/or volunteer staff as may be necessary to support the Organization. The staff shall report directly to and be accountable to the Executive Director or as he or she designates.

## ARTICLE XI
## Fiscal Year

The fiscal year of the Organization shall end on the last day of December in each year.

## ARTICLE XII
## Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of a majority of the number of Executive Committee present at such meeting.

Section 2. Implied Amendments. Any action taken or authorized by the Executive Committee, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the 24th day of November, 2010 by the Executive Committee of the Minnesota Organization of Republican Veterans.

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Secretary

# APPENDIX A

# HONOR CODE

As a member of MORVets, I pledge to uphold the principles of honesty, integrity, respect, and personal responsibility. I will abide by the oath to support and defend the Constitution of the United States against all enemies, foreign and domestic; and bear true faith and allegiance to the same.