

BYLAWS
OF
23RD VETERAN

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is 23rd Veteran.

ARTICLE II
PURPOSE

The purpose of 23rd Veteran is to fund physical and social activities to combat isolation among veterans, including those affected by Post-Traumatic Stress Disorder or other conditions.

ARTICLE III
LOCATION

The principal office of 23rd Veteran, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the State of Minnesota, as may be fixed from time to time by the Board of Directors of 23rd Veteran.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of 23rd Veteran shall be composed of not less than three (3) individuals who are broadly representative of community interests, or possess applicable professional experience, or who have an expressed support for the general purposes of 23rd Veteran.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of 23rd Veteran. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

Section 3. Election and Term of Office. Directors shall be elected at the annual meeting of the Board for a term of two (2) years. Election may be so arranged to provide for staggered terms. The Directors shall hold office until their successors have been elected and qualified.

Unless elected to fill a vacancy, the term of office of a Director shall commence on January 1 following the respective election by the Board.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or a successor is elected by the Board members at the next annual meeting.

Section 5. Removal of Directors. a. At any annual or duly called special meeting of the Board membership, any one or more of the Directors may be removed without cause by a vote of the majority of the entire voting members of record. A successive Director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

b. *After two (2) unexcused absences*, a Director will automatically be removed from the Board. At the Board's discretion, such member may be reinstated.

Section 6. Compensation. No compensation shall be paid to directors for their services to 23rd Veteran. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Annual Meetings. The last meeting of the year shall be the annual meeting of the Board of Directors. It shall be held for the purpose of electing the Board of Directors and officers and the consideration of any other business that may be properly brought before it. The time and place of this annual meeting of the Board shall be conveyed to each Director at least fifteen (15) working days in advance of the meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least one (1) time each year. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting otherwise required, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the place, time and the purpose of the meeting. The Secretary of 23rd Veteran in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 10. Quorum. At all meetings of the Board of Directors, a two-thirds' majority of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these by-laws.

Section 11. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of 23rd Veteran.

Section 12. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of 23rd Veteran.

ARTICLE V OFFICERS

Section 1. Designation. Principal Officers of 23rd Veteran shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the Officers shall serve for a term of two (2) years, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 4. Chair. The Chair shall be the principal officer of the corporation. Subject to the direction and control of the Board, the Chair shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of Chair and as prescribed by the Board. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, if any, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The Chair may

execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The Chair shall appoint members to stand committees, establish and appoint members to other committees. The Chair will be a voting ex-officio member of all Board committees except the Nominating Committee, if any.

Section 5. Vice Chair. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such duties as may be assigned to him or her by the Chair.

Section 6. Secretary. The Secretary of 23rd Veteran shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and of the Executive Committee, if any. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of 23rd Veteran, except those of the Treasurer.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to 23rd Veteran. The Treasurer will present to the Board of Directors at their respective annual meeting a report of the finances of 23rd Veteran and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall Chair the meetings of the Finance Committee, if any.

Section 8. Any officer of 23rd Veteran, in addition to powers conferred on him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees, either ad hoc or standing, as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, if any, need not be directors.

Section 2. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5)

working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VII FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of 23rd Veteran shall begin on January 1 in each year.

Section 2. Books and Accounts. Books and accounts of 23rd Veteran shall be kept under the direction of the Treasurer of 23rd Veteran.

Section 3. Execution of 23rd Veteran 's Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of 23rd Veteran. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4. Loans. No loans shall be contracted on behalf of 23rd Veteran nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of 23rd Veteran not otherwise employed shall be deposited from time to time to the credit of 23rd Veteran in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in this Article the board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of 23rd Veteran is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the

transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c) Compensation. This subsection shall govern when compensation from this Organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

The Board will request that each Director or Officer disclose annually any known conflicts of interest involving an individual or entity conducting business with this organization.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. 23rd Veteran shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. 23rd Veteran shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Director of 23rd Veteran shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of 23rd Veteran and make extracts or copies therefrom.

Section 10. Ethics and Whistleblowing. It is the intention of the Board of Directors that when Board members, officers, staff, contractors, and volunteers are engaged in organization-related activities, they routinely observe all legal requirements and conduct themselves with the highest ethical principles in mind, regardless of whether the organization has adopted a formal Ethics policy. Individuals believing in good faith that a Board member, officer, staff member, contractor, or volunteer has engaged in illegal or unethical conduct are encouraged to bring their concerns to the Chair or Treasurer for review, investigation, and rectification as warranted. It is the intent of the Board that such individuals shall experience no undue negative consequences as a result of reporting such concerns in good faith.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1. Designation. The Board of Directors may select and employ an Executive Director.

Section 2. Duties. The Executive Director shall be the chief executive officer of the corporation. As such, the chief executive officer shall be responsible for providing professional advice and assistance to the Board of Directors 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 by the Board of Directors.

Section 3. Other Staff. The Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designates.

Section 4. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for 23rd Veteran. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE IX MISCELLANEOUS

Section 1. Amendments. The Board of Directors shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.