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dav.org

October 20, 2020

Mr. Trent C. Dilks, Adjutant
Department of Minnesota
Disabled American Veterans
20 W. 12th Street, 3rd Floor
St. Paul, MN 55155

Dear Adjutant Dilks:

The Constitution and Bylaws for Disabled American Veterans of Minnesota Foundation is hereby approved as of this date.

A copy of this document is being retained in our permanent files here at National Headquarters for future reference.

Sincerely,

MICHAEL E. DOBMEIER
National Judge Advocate

MED:kgb
Enclosure

**BYLAWS OF
DISABLED AMERICAN VETERANS
OF MINNESOTA FOUNDATION**

**ARTICLE I
AUTHORITY**

Under the authority of Article IV of the National Constitution of Disabled American Veterans ("DAV"), a Federal Corporation, and Article VIII of the Bylaws of Disabled American Veterans Department of Minnesota ("DAVMN"), there has been, and is hereby established Disabled American Veterans of Minnesota Foundation (the "Foundation"), a non-profit foundation organized and incorporated under the State of Minnesota and recognized by the Internal Revenue Service as described in Section 501(C3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II
ALLEGIANCE AND PURPOSE**

2.1 Allegiance. The Foundation, organized and existing under the provisions of Article IV of the National Constitution of DAV, incorporated and chartered by Act of Congress, hereby acknowledges its allegiance to and affiliation with, and submits itself to the control of DAV, according to decisions made in conformance with its National Constitution and Bylaws, and regulations legally adopted by vote of a National Convention or by majority vote of the National Executive Committee and agrees to abide and be bound by the National Constitution and Bylaws, as now in force or hereafter amended.

2.2 Purpose. The Foundation solicits, collects, and otherwise raises funds in accordance with Article 15 of the DAV Bylaws for the purpose of providing financial support to ensure the perpetuation of the services and programs of DAVMN. The Foundation may also grant funds to projects and causes that advance the mission of DAVMN through action of the Board.

ARTICLE III
BOARD OF DIRECTORS

3.1 Role. The affairs of the Foundation shall be managed by its Board of Directors. The Board shall consist of seven (7) Directors.

3.2 Eligibility. To serve as a Director, one must be a current DAVMN member. In nominating and selecting a Director, the DAVMN Executive Director and remaining Directors may consider the individual's past involvement at the Chapter or Department level, their background in philanthropic or community service, and their willingness and ability to fully engage in making the Foundation a leading funding source for Minnesota veteran programs and services.

3.3 Term.

- a) Each Director shall hold office for a term of three (3) years or until a successor is duly elected and qualified, or until an earlier resignation, removal from office or death. Directors elected to fill the positions of Directors who have resigned, been removed, or died, shall finish the former Director's term, at which time the Director shall be eligible to seek a full term. A Director may be removed at any time by a majority vote of the entire Board. Directors shall not serve more than two full consecutive terms.
- b) The Department Treasurer and Department Sr. Vice Commander elected to the Department Executive Board are appointed annually to the Foundation Board of Directors.
- c) Each remaining Director shall serve a three (3) year term. The Department Commander, Foundation Executive Director, Department Adjutant, and Deputy Adjutant shall serve as ex-officio advisors and shall not vote.
- d) The Board Chair shall not serve more than two consecutive one-year terms in that position.

3.4 Election and Removal.

- a) Each year, the Board of Directors shall make a recommendation for the expiring Director(s) replacement/reappointment with the approval of the Department Executive Committee, so long as that appointee is a member in good standing of the Disabled American Veterans Department of Minnesota.
- b) Each year, the Board of Directors shall elect from among the Voting Members, a Board Chair who shall serve a term of one year, unless otherwise removed, or until their replacement is duly elected.
- c) The appointments to the Board, and assumption of the Chair, will take effect at DAVMN Convention.

- d) Each term coincides with the Foundation fiscal year which starts on the first day of July and ends on the last day of June.
- e) Any Director elected or appointed by the Board of Directors or its Chair may be removed from office by action of the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served by removal. Notice must be given two (2) weeks prior to the proposed action and action for removal of a Director may not be conducted via telephone, email, or proxy.

3.5 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board for the unexpired portion of the term.

3.6 Meetings.

- a) The Board shall set the time and place for annual meetings correlating with Department Convention and Fall Conference, the Board shall also meet at least quarterly to conduct regular business.
- b) An emergency meeting may be called by the Executive Director if there are circumstances that could not have been reasonably foreseen, which require immediate attention and action by the board. Emergency meetings may take place in any of the following forms:
 - I. In person.
 - II. Teleconference. The Directors may meet via teleconference where a sufficient number of Directors to establish a quorum of the board are connected by electronic means, through audio or video, or both.
 - III. Email. Emergency meetings may be conducted via email. To hold an emergency meeting via email, all Directors must consent in writing to hold the emergency via email, and the written consent or consents must be filed with the minutes of the next board meeting.

3.7 Notice: Quorum.

- a) Notice of any regular meeting of the Board shall be given at least fourteen (14) days prior by written notice delivered or by any generally accepted method of communication to each Director. Absent exigent circumstances, regular meetings should be held in person. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. Notices of meetings need not specify the purpose(s) nor provide an agenda.

The presence of a majority of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise provided by the Articles of Incorporation, any

or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate, and such participation shall constitute presence in person at the meeting.

3.8 Manner of Acting. The act of majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws. At any meeting of the Board at which a quorum is present, a Director shall not be allowed to vote by proxy. The transaction of corporate business and the consideration of actions requiring Board authorization may be taken without meeting by use of a transmitted ballot, which shall be reaffirmed at the next regular meeting of the Board.

3.9 Compensation. Voting Directors shall not receive any stated salaries for their services as Directors. However, nothing herein shall preclude any Director from serving the DAVMN in any other capacity and receiving reasonable compensation. Directors shall be eligible to receive reimbursement for reasonable expense incurred incident to their service as Directors.

3.10 Conflict of Interest. The Foundation shall not enter into any transaction or arrangement that directly or indirectly benefits the private interest of any officer or Director, violates the conflicts of interest policies of the Foundation, DAVMN, DAV, or any other applicable state and federal laws governing conflict of interest as applicable to nonprofit and charitable organizations. The Board shall adopt policies and procedures as appropriate and necessary to ensure the Foundation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

ARTICLE IV MEMBERS

The Foundation shall not have members.

ARTICLE V OFFICERS

5.1 Board Chair. The Board Chair shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of the Foundation. The Chair will work closely with the Executive Director in achieving the Foundation's mission. The Chair may appoint members of the Board of Directors to serve on committees designated by the Board.

5.2 Executive Director. The Executive Director shall be the principal officer of the Foundation and shall exercise general supervision over the affairs of the Foundation consistent with policies established

by the Board. The Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board. The Executive Director may authorize and approve expenditures and take other steps necessary to advance the purposes of the Foundation, provided, however, that such steps do not exceed the scope of authority determined by the Board, the Articles of Incorporation of the Foundation or these Bylaws.

- a) The hiring of the Foundation Executive Director As a member of the professional staff, the Executive Director shall be hired in accordance with current DAV MN Employee Handbook Policies, by the Department Adjutant with input from the current Foundation Board of Directors.
- b) The removal of the Foundation Executive Director Removal of the Executive Director shall be subject to the current version of the Employee Handbook, applicable laws, and regulations. The Adjutant, with input from the Foundation Board of Directors, has the executive authority in all employment matters. Should the Adjutant also be serving as the Executive Director, the Board Chair shall work with the Department Commander and the Department Executive Committee for removal of the Executive Director from the role.

5.3 Treasurer. The Treasurer shall ensure the financial records of the Foundation are properly maintained and preserved. The Treasurer shall also report on the finances of the Foundation to the Board at the regular meetings and at such other times as the Executive Director may direct. The Treasurer shall also ensure that the assets of the organization are appropriately invested and monitored.

ARTICLE VI COMMITTEES

6.1 By resolution adopted by a majority of the Directors then serving, the Board may appoint one or more committees to advise the Board on a subject within its jurisdiction. Each Committee shall have at least two members. The members of a committee may be, but need not be, members of the Board.

6.2 The designation and appointment of such committee shall not operate to relieve the Board, or any individual Director, of any responsibilities imposed by law.

ARTICLE VII OUTSOURCING OF CERTAIN FUNCTIONS

7.1 The Foundation has a long relationship with DAVMN. Recognizing that it is separate from DAV, the Foundation nonetheless wishes to afford itself of the opportunity to utilize DAV's established business management structure.

7.2 The Board may enter, or continue, an arrangement with DAVMN whereby the Foundation compensates DAVMN for certain management, accounting, and other services necessary and proper to

the fulfillment of the purposes of the Foundation. This arrangement does not envision, and positively precludes, any surrender of authority or ultimate responsibility by the Board for the governance or management of the Foundation.

7.3 The Officers of the Foundation will, and must, require regular information from DAVMN concerning the matters that have been entrusted to DAV MN's day-to-day supervision.

ARTICLE VIII INDEMNIFICATION

Any present or former Director or officer of the Foundation or other persons so designated at the discretion of the Board, or the legal representative of such person, shall be indemnified by the Foundation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been a Director or officer, or serving or having served the Foundation, except in relation to matters as to which he or she shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE IX MISCELLANEOUS

9.1 Principal Office. The principal office of the Foundation shall be the same as that of DAVMN HQ's unless otherwise resolved and approved by the Board.

9.2 Rules. All matters of procedure not otherwise provided for in these Bylaws, or the DAVMN Bylaws or the DAV Bylaws, shall be governed by Robert's Rules of Order, Newly Revised.

9.3 Precedence. At any such point where these Bylaws conflict with the DAVMN Bylaws or the DAV Bylaws, those Bylaws shall take precedence, with the DAV Bylaws being the ultimate authority.

ARTICLE X EFFECTIVE DATE AND AMENDMENTS

10.1 Effective Date. These Bylaws shall not be or become effective until adopted by a two-thirds vote of the Board and approved by the DAVMN Executive Committee and the DAV Judge Advocate.

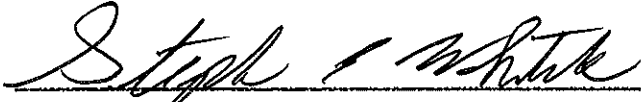
10.2 Amendments. These Bylaws may be amended only by having the proposed amendment adopted by two-thirds vote of the Board, and no amendment shall become effective until approved as provided in Section 9.3, above.

10.3 Compliance. To the extent to which the provisions of these Bylaws may at any time be or become inconsistent with the provisions of the Constitution and Bylaws, and lawful mandates, decisions, and regulations of either DAVMN or DAV, as now in force or as hereafter amended these Bylaws shall be deemed amended, as to conform thereto.

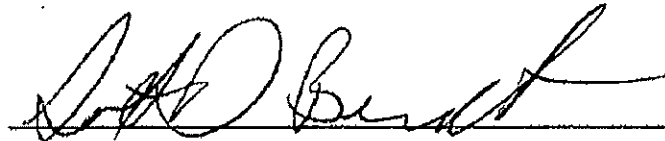
END OF BYLAWS

CERTIFICATE OF ADOPTION

The preceding Bylaws were approved by the DAV of Minnesota Foundation Board of Directors and the DAV Department of Minnesota Executive Committee on 9/28/2020 during the Department Executive Committee meeting held on 9/28/2020, subject to approval of the National Judge Advocate.

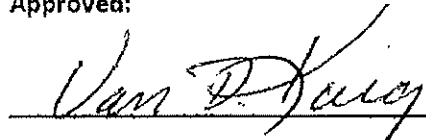


Stephen Whitehead, Foundation Executive Director



Scott Berndt, Department Commander

Approved:



Van Karg, Department Judge Advocate



Michael E. Dobmeier, National Judge Advocate

I CERTIFY that the within constitution and/or by-laws does not conflict with those of the National Organization, and to that extent, is approved.

Date: 10-20-20
DAV National Judge Advocate