BY-LAWS 2017

RALPH GRACIE AMERICAN LEGION POST # 14

Article I

Section 1. The Post existing under these by-laws is to be known as Ralph Gracie American Legion Post # 14. This Post was organized by its Constitution & Bylaws adopted in September of 1919, as a Post of the Minnesota State Organization of The American Legion. It was incorporated pursuant to Section 7038 Minnesota General Statutes 1923, by recording with the Beltrami County, Minnesota, Register Of Deeds in Book 15 Miscellaneous, page 465 on May l, 1928. By a Group Ruling issued to the American Legion in 1934 and as one of its subordinate organizations, it was qualified, under the above stated name, for exemption from Federal income tax under section 501 (c) (19) of the Internal Revenue Code (I.R.S. letter 90-1041, March 23, 1990).

Section 2. The objectives of this Post are as set forth in tits constitution.

Article Il - Government and Management

Section 1. The government and the management of the Post is entrusted to an Executive Committee of 9 voting members, as provided in Article Il, Section 2 below. The Executive Committee shall also include 5 non-voting members identified in Article Il, Section 2 below, for a total of up t014 members, to the extent that the indicated non-voting member positions are quorum present, by a majority vote of Post 14 members present and eligible to vote. Major Decisions are the following:

1. Bylaws amendments (see Article XII below)

2. purchase or sale of real estate;
3. purchase or sale of personal property valued at over $2,000.00,
4. incurring shon term debt or contract of more than $2,000.00,
5. incurring any long term debt or contract,
6. Authorizing, approving or incurring expenses or pledges of more than $ 1000.00 for any non-budgeted item, or for any new project or for any donation to a new donee not provided for by past practice of the Post.
    a. Short term debt shall be considered one year or less in duration.
    b. Long term debt shall be considered to be more than one year in duration.
    c. Such past practices include, but are not limited to, such things as:
        1. Legion Baseball,
        2. Boy's State,
        3. Legion curling bonspiels and
        4. Donations to other organizations made in the past.

Section 2. The Executive Committee shall consist of:

Nine voting members:

1. Post Commander,
2. 1st Vice Commander
3. 2nd Vice Commander,
4. Adjutant,
5. Finance Officer,
6. Past Commander and
7. Members at Large (3).

And five non-voting members:

1. Ladies Auxiliary Representative,
2. Sons of the American Legion Representative,

3. Club Manager
4. Gambling Manager
5. Post Accountant

The officers of the Post shall be elected and installed at the first regular meeting of the Post in May or the only meeting in May if only one is scheduled, and will take office the last meeting of the Post in May or immediately after installation if only one meeting is scheduled in May. All elections of officers and executive committee member shall be by secret written ballot, and the candidate receiving the highest number of votes shall be elected to the respective office, or offices, for which they are candidates.

Section 3. All Post Management and Supervisory positions shall be hired by the Executive Committee voting members. No Post Manager in a paid position shall hold a Post Office position. Officers employed by Post shall exclude themselves from matters of conflict. The Executive Committee shall have charge of all matters pertaining to the care of the Post quarters; promotion of club advantages and arrangement for social activities

Section 4. All vacancies existing in any committee organized pursuant to these By-Laws or in any office of the Post for any cause other than the expiration of the term shall be filled by a majority vote of the Executive Committee and a person so appointed shall hold office for the unexpired term of the member or officer whom he succeeds. Any committee member or officer may be removed from his position by a majority vote of the Executive Committee for conduct considered by the Executive Committee to be detrimental to the interest of the Post.

Article Ill — The Post Executive Committee

Section 1. Meetings. All general membership meetings shall be joint meetings with the Executive committee and the Executive Committee may act as such if a quorum of the general membership is not present and if a quorum ofthe Executive Committee is present. Additionally, The Post Executive Committee shall meet for organization and such other business as may come before it at the call of the Post Commander within ten days after the installation of the new officers. Thereafter the Post Executive Committee shall meet at the call of the Commander and as often as said Commander may deem necessary, but a minimum of one meeting each

quarter shall be held. The Commander shall call a meeting ofthe Executive Committee upon a joint written request of three or more of the members of the Executive Committee. Five voting members of the Committee shall constitute a quorum thereof. All Committee members shall be notified of meetings.

Section 2. The Post Executive Committee shall hire such employees as may be necessary; shall prepare an annual budget which shall be submitted to and approved by a majority of the Post membership present at a regular meeting held on or before the second Thursday in September; shall authorize and approve all expenditures except as provided in Article Il, Section 1 above; shall hear the reports of Post Committee Chair-men: and generally, shall have charge of and be responsible for the affairs of the Post. The Executive Committee (EC) shall be responsible for hiring and any necessary termination of the Gambling Manager utilizing the guidelines of the Minnesota State Gambling Control Board (SGCB

Post Article IV — Officers

Section 1. The officers of the Post will be:

1. Commander,
2. 1 st Vice Commander,
3. 2nd Vice Commander,
4. Adjutant,
5. Historian,
6. Finance Officer,
7. Chaplain,
8. Sergeant-at-arms,
9. Service officer.

Section 2. Manner of Selection. Officers will be elected by secret ballot for one year terms at the first regular May meeting of the Post. Ballots listing the names of all candidates shall be mailed to the entire membership at least ten days prior to the date set för the election. Nominations of officers will be made in the manner hereinafter prescribed by the By-Laws. See Article V, Section 3.

Section 3. Qualifications of Officers. Any member of the Post in good standing shall be eligible to hold any elective office except:

Clause 1. Persons barred from elective office in the American Legion by its National Constitution and By-Laws.

Clause 2. Managers of the Post.

Clause 3. Persons holding a position of trust with any level of government requiring that they work with veterans' problems and represent with total impartiality and justice the interests of all veterans and veterans' organizations.

Section 4. Duties of Officers.

Clause 1. Post Commander. It shall be the duty of the Post Commander to preside at all meetings of the Post and to have general supervision over the business and affairs of the Post. Have direct supervision over Post Managers and shall be the Chief Executive Officer of the Post and shall perform such other duties as directed by the Post.

Clause 2. The First Vice Commander. The First Vice Commander shall assume and discharge the duties of the office of Commander in the absence or disability of, or when called upon by, the Post Commander, He shall also serve as chairman of the Membership Committee.

Clause 3. The Second Vice Commander. The Second Vice Commander shall assume and discharge the duties of the office of the First Vice Commander in the absence or disability of, or when called upon by, the Post Commander.

Clause 4. Post Adjutant. The Adjutant shall have charge of and keep a full and correct record of all proceedings of all meetings, shall keep such records as the Department and National Organizations may require, render reports of membership annually or when called upon at a meeting, and under the direction of the Commander shall handle all correspondence of the Post.

Clause 5. Post Historian. The Post Historian shall be charged with the individual records and incidents of the Post and Post members, and shall perform such other duties as may properly pertain to the office as may be determined by the Post or the Executive Committee.

Clause 6. Post Finance Officer. The Post Finance Officer shall have charge of all finances and see that they are safely deposited in some local bank, or banks, and shall report at each meeting of the Executive

Committee the condition of the finances of the Post with such recommendations as he may deem expedient or necessary for raising funds with which to carry on the activities of the Post. He and the Adjutant shall sign all checks disbursing the monies of the Post. He shall furnish such surety bond in such sum as shall be fixed by the Post Executive Committee. He shall ensure that all tax documents are prepared and submitted timely within the applicable IRS guidelines.

Clause 7. Post Chaplain. The Post Chaplain shall be charged with the spiritual welfare of the Post comrades and will offer divine but no-sectarian services in the event of dedications, funerals, public functions, etc., and adhere to such ceremonial rituals as are recommended by the National or Department Headquarters from time to time.

Clause 8. Post Sergeant at Arms. The Sergeant at Arms shall preserve order at all meetings and shall perform such other duties as may be from time to time assigned to him by the Post Executive Committee.

Clause 9. Service Officer. The Service Officer shall have direct supervision and be responsible for the action of the rehabilitation and service committee.

Article V — Committees

Section 1. Appointments, The Post Commander, immediately upon taking office each year, shall appoint such standing committees as shall be deemed essential from time to time in carrying out the objectives of the Post. These may include such committees as the following: American Legion School Award Committee, Auditing Committee, Nominating Committee, and

House Entertainment Committee, real estate committee, membership committee, finance committee and any other ad hoc committees deemed necessary. Except för the House and Entertainment Committee such standing committees shall consist of such members, and the chairman thereof, as shall be designated by the Post Commander.

Section 2. Auditing Committee. The Post Commander shall appoint a committee of three to audit the annual Post financial report as prepared by the Finance Officer. The Auditing Committee shall make a report of their findings and recommendations to the Executive

Committee and to the Post membership, no later than two months after the August 3 1 close of the budget year.

Section 3. Nominating Committee. The Nominating Committee shall meet before the first meeting of the Post in April, or before the only meeting in April if only one meeting is scheduled and shall nominate candidates for each office ofthe Post. The Nominating Committee shall submit its report to the Post at its first regular meeting in April or at the only meeting in April if only one meeting is scheduled, at which time additional nominations may be made by Post Members. Additional nominations may also be made from the floor on the day of the election before any voting on the panicular officer position occurs. All nominations made by the Nominating Committee as well as nominations made from the floor must be verified by the Nominating Committee before the date of the election or by the Adjutant on the day of the election as to availability, before their name is placed on the ballot. This means that the person desired to be nominated must be a member in good standing and shall have confirmed his or her willingness to serve.

Article VI — Delegates

Section 1. Delegates and alternates to District and Department conventions shall be elected by the Post at a regular meeting of the Post to be held at least twenty days prior to the date of such convention. Incoming and outgoing commanders are automatically delegates to said conventions.

Article Vll— Resolutions

All resolutions of state or national scope presented to this Post by a member or reported to this Post by a committee shall merely embody the opinion of this Post on the subject, and a copy of the same shall be forwarded to the Department headquarters for its approval before any publicity is given, or action other than mere passage by the Post is taken.

Article Vill — General Membership Meetings

Section 1. Except for the months of November and December when the regular meetings of the general membership of the Post shall be held on the third Thursday of the month and unless otherwise directed by action ofthe executive committee, regular meetings of the Post membership shall be held on the Thursday of each month at the facility of the post, if any, or at such place as may be designated by the Commander, at which meetings may be transacted such business as may properly be brought up for action. Such meetings may be converted into entertainment meetings, as may be deemed advisable by the officers of the Post.

Section 2. The Post Commander or a majority of the Executive Committee shall have power to call a special meeting of the Post at any time.

Section 3. Upon the written request of ten percent of the members, the Executive Committee shall call a special meeting of the Post.

Section 4. Fifteen members shall constitute a quorum. If a quorum of the general membership is not present, the meeting may be held as an Executive Committee meeting if a quorum for the Executive Committee is present. This provision remains subject to the Major Decisions limitation set forth in Article Il, Section l, however.

Article IX — Notices

Section 1. It shall be the responsibility of every member to furnish the Post Adjutant with his or her address for mailing purposes and email address if the member uses email. Notice in vvTiting in a Post Newsletter shall be deemed proper notice to all members as to all matters requiring notice. Mailed notice may be given but is not required to be given if the notice is in the Post Newsletter.

Section 2. The Post Adjutant shall cause notice of the annual election to be given at least two weeks prior thereto.

Article X — Rules of Order

All proceedings or this Post shall be conducted under and pursuant to Roberts' Rules of Order except as herein otherwise provided. These may be relaxed by the
Commander unless a member objects, in which case a majority vote of the members or
Executive committee voting members shall control.

Article XI — Limitations of Liability

This Post shall incur, or cause to be incurred, no liability or obligation whatever which shall subject to liability any other Post, subdivision, members of the American
Legion, or other individuals, corporations, or organizations

Article X_II — Amendments

These By-Laws may be amended at any regular Post general membership meeting at which a quorum is present, by a vote of two-thirds of the members of said Post attending such regular meeting; provided, that the proposed amendment shall have been submitted in writing and read at the next

preceding regular meeting of said Post, unless such reading is waived by majority vote; and provided, further, that written notice shall have been given to all members at least thirty days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the By-Laws is to be voted upon.

Article XIII-Conflict of Interest

The provisions of Minnesota Statutes Annotated, Section 317A.255 as it now exists or as it may be amended in the future (which is applicable to all nonprofit Minnesota corporations) shall be adhered to by the Post and all members. The Executive committee may establish addition policies and procedures not in contradiction for the statutory

requirements. In order to avoid conflicts of interest, any Officer or Executive Committee member or member wishing to provide service to the Post must notify the Commander of such interest and the Executive Committee shall ensure that at least 2 other (outside) competing bids for the same service shall be obtained. The lowest bid shall be accepted unless there is good cause to otherwise award the bid.

Article XIV: Dissolution

Clause 1. In the event that dissolution of the corporations is deemed appropriate, it shall be handled in accordance with all applicable federal laws and IRS regulations applicable to 501c (19) organizations, including notification to the IRS and filing of IRS Form 990. It shall also be handled in accordance with all applicable Minnesota statutes and regulations, including Minnesota Statute 317A.735 and all applicable requirements of the American Legion, Department of Minnesota.

Clause 2. Upon the dissolution of Ralph Gracie American Legion Post # 14, the Executive Committee (which has the management authority of the corporation the same as that of a Board of Trustees) shall, after paying or making provisions for the payment of all the liabilities of the Post, dispose of all the assets of the Post exclusively for one or for one or more exempt purposes within the meaning of Section 501 of the IRS Code of 1986 applicable to 501 c (19) organizations or the corresponding provision of any future federal tax code, as the Executive Committee shall determine. Any such assets not properly disposed by the Executive Committee as set forth in this Article shall be disposed of by the District Court (court of common pleas) of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes or shall or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Note: If proper distribution procedures as above are not followed the requirements of theAmerican Legion, Department of Minnesota, the parent organization of the Post, should be followed by the court, inasmuch as the

American Legion, Department of Minnesota requires that, in such a case, the assets of the corporation be transferred to it upon dissolution.

XV. Signing authority. All real estate deeds, contracts for deed and other documents transferring an interest in real estate shall be signed by the Commander and Adjutant. Other documents shall be signed by officers as designated from time to time by the Executive Committee.

XVI. Written Action by Executive Committee.

(a) Method. Any action required or permitted to be taken at an Executive Committee meeting may be taken by written action signed by all of the voting members of the Executive committee or delivered electronically in writing to the Commander. Any such action taken shall be reported at the next general membership meeting and added to the meeting minutes. A copy shall be provided to any member on request..

(b) Effective time. The written action is effective when signed by the required number of voting members of the Executive committee, unless a different effective time is provided for in the written action.

ATTESTED:

These Bylaws consist of a consolidation of the Bylaws that were duly adopted by a two-thirds majority or more vote of the membership at a generat membership meeting held October 27, 2016, together with the Addendum To Bylaws adopted by a two-thirds majority or more vote of the membership at a general membership meeting held May 25, 2017, and which included the following clause:

"This Addendum To Bylaws is fully effective and in force upon execution by its officers as below, as a supplement to the Bylaws signed October 27, 2016. The Executive Committee is also authorized hereby to consolidate said adopted provisions into a single bylaws document at any time hereafter and without further notice or proceedings if it determines in its discretion to do so."

This Bylaws consolidation is made pursuant thereto.

Dated: May 25, 2017

Claude Sand, Commander

Rachel Buttenhoff, nt