

**MINNESOTA PATRIOT GUARD (“MNPG”)  
5<sup>th</sup> AMENDED AND RESTATED  
DESCRIPTIONS OF LEADERSHIP  
(Ratified and Adopted November 15, 2015)**

**Leadership (“Leadership”)**

Leadership of the MNPG is collectively defined as all positions defined herein which are integral to the operation of the MNPG and shall include members of the Board of Directors of the MNPG (the “Board”) and all officers elected by the Board.

**State Captain (“SC”)**

The State Captain shall be recommended by the outgoing State Captain and is subject to the approval of the Board of Directors using the process set forth below, unless the current State Captain’s appointment has been terminated by the Board of Directors, in which event the Board of Directors shall appoint the replacement State Captain using the same process set forth below by substituting the Board of Directors for the State Captain.

The State Captain shall be accountable for the execution of all missions as defined by the Mission Scope within the State of Minnesota and shall act as a liaison with the national Patriot Guard Riders organization and neighboring state organizations and shall build relationships with like minded organizations. The State Captain shall appoint and train the Assistant State Captain (as defined herein) and Senior Ride Captains (as defined herein) and shall make the initial appointment of Sector Ride Captains (as defined herein) and once appointed shall approve of all successors.

The process for the selection of a State Captain shall be as follows:

1. Senior Ride Captains shall be polled for suggestions from Sector Ride Captains on possible candidates for the State Captain. In addition, the State Captain shall also poll other state Leadership positions such as Board members and members of the Leadership Advisory Committee (the “LAC”) (as defined herein). The results of the poll shall be submitted to the State Captain upon which:
  - a. The State Captain shall submit the name of the candidate and credentials for State Captain to the LAC;
  - b. The LAC shall conduct a private vote;
  - c. Results of the LAC vote shall be submitted as a recommendation to the State Captain.
2. Following the LAC vote results, the State Captain shall take one of the following actions:

- a. The State Captain accepts the LAC recommendation and forwards the name of the candidate and credentials to the Board of Directors for their vote; or
  - b. The State Captain rejects the LAC recommendation, withdraws the name submitted and begins the selection process again with step 1 set forth above.
3. The Board of Directors shall vote on the candidate:
    - a. If the proposed candidate is approved by the Board of Directors then the candidate's name and credentials shall be submitted to the national Patriot Guard Riders organization;
    - b. If the candidate is not approved by the Board of Directors then the selection process shall begin again with step 1 set forth above.
  4. Once the candidate is approved by the Board of Directors, the Board of Directors shall formalize its vote and shall advise both the national regional captain and the national board of directors of the Patriot Guard Riders organization of its final selection of State Captain.
  5. The exiting State Captain shall announce the results of the election and appointment to the entire MNPG.

The State Captain may be removed, with or without cause, in the following manner:

1. A member of the Board of Directors or of the LAC may call for a vote of "no confidence". A confidential vote of the LAC shall be administered by the President of the MNPG. If the President holds the position of State Captain, then the vote shall be administered by the Vice President of the MNPG.
2. The results of the vote shall be presented to the Board of Directors and the LAC. In the event a simple majority of the vote results in a vote of "no confidence", the State Captain shall be asked to resign the State Captain position immediately. In the event said vote results in a vote of "confidence", no further action shall be taken. In the event the number LAC members are an even number and the LAC vote results in a tie, the Assistant State Captain shall cast the deciding vote.
3. In the event the State captain declines the opportunity to resign, the members of the Board of Directors shall vote on the matter (the State Captain shall have no vote). The vote of the Board of Directors shall be a majority of the Board then in office, excluding the vote of the State Captain, for a total of at least four (4) votes (assuming a Board of seven (7)).
4. In the event the votes are in favor of removal of the State Captain; it shall be effective contemporaneous with the public announcement.

### **Assistant State Captain (“ASC”)**

The Assistant State Captain shall be recommended by the State Captain, the appointment of which shall be subject to the approval of the Board of Directors using the process set forth below.

The Assistant State Captain shall assist the State Captain and in the event of absence or disability of the State Captain, the Assistant State Captain shall assume the powers and duties of the State Captain, until the Board of Directors approves a replacement State Captain.

The duties are being advisor to the State Captain and Missions Team (as defined herein), leadership development, and projects as assigned by the State Captain.

The process for the selection of an Assistant State Captain shall be as follows:

1. Senior Ride Captains shall be polled for suggestions from Sector Ride Captains on possible candidates for the Assistant State Captain. In addition, the State Captain shall also poll other state Leadership positions such as Board members and members of the LAC. The results of the poll shall be submitted to the State Captain upon which:
  - a. The State Captain shall submit the name of the candidate and credentials for Assistant State Captain to the LAC;
  - b. The LAC shall conduct a private vote;
  - c. Results of the LAC vote shall be submitted as a recommendation to the State Captain.
2. Following the LAC vote results, the State Captain shall take one of the following actions:
  - a. The State Captain accepts the recommendation and forwards the name of the candidate and credentials to the Board of Directors for their vote; or
  - b. The State Captain rejects the LAC recommendation, withdraws the name submitted and selection process begins again with step 1 set forth above.
3. The Board of Directors shall vote on the candidate:
  - a. If the proposed candidate is approved by the Board of Directors then the State Captain shall announce the results of the appointment to the entire MNPG organization;
  - b. If the candidate is not approved by the Board of Directors, then the selection process shall begin again with step 1 set forth above.

The Assistant State Captain may be removed, with or without cause, in the following manner:

1. A member of the Board of Directors or of the LAC may call for a vote of “no confidence”. A confidential vote of the LAC shall be administered by the President of the MNPG. If the President holds the position of Assistant State Captain, then the vote shall be administered by the Vice President of the MNPG.
2. The results of the vote shall be presented to the Board of Directors and the LAC. In the event a simple majority of the vote results in a vote of “no confidence”, the Assistant State Captain shall be asked to resign the Assistant State Captain position immediately. In the event said vote results in a vote of “confidence”, no further action shall be taken. In the event the number of the LAC members is an even number, and the vote results in a tie, the State Captain shall cast the deciding vote.
3. In the event the Assistant State captain declines the opportunity to resign, the members of the Board of Directors shall vote on the matter (the Assistant State Captain shall have no vote). The vote of the Board of Directors shall be a majority of the Board then in office, excluding the vote of the Assistant State Captain, for a total of at least four (4) votes (assuming a Board of seven (7)).
4. In the event the votes are in favor of removal of the Assistant State Captain; it shall be effective contemporaneous with the public announcement.

**Senior Ride Captain (“SRC”)**

Senior Ride Captains shall be recommended by current Senior Ride Captains and appointed by the State Captain and the Assistant State Captain. Senior Ride Captains shall work together throughout the state as the need arises, actively participate on the Missions Team as leaders, provide mission support, gather and share best practices and shall assist the State Captain and the Assistant State Captain in problem solving and choosing and training of Sector Ride Captains.

Three (3) Senior Ride Captains shall have additional duties to organize, communicate and be a voice for one of the three regions set forth below and shall oversee the activities of the Sector Ride Captains and Assistant Sector Ride Captains of their region (as defined herein). In addition the Senior Ride Captain of a region shall make recommendations to the State Captain for Sector Ride Captains of their region and approve the appointments of Assistant Sector Ride Captains of their region.

The Senior Ride Captains of a region shall be nominated, voted and approved by the Sector Ride Captains of the region in question and are based on geographic areas of Metro, Northern, and Southern. Each region shall be defined as follows:

1. Senior Ride Captain of the Metro region shall oversee the sectors defined as NE Metro, NW Metro, SE Metro and SW Metro;

2. Senior Ride Captain of the Northern region shall oversee the sectors defined as Alexandria, Bemidji, Brainerd, Detroit Lakes, Duluth, Grand Rapids, Hibbing, International Falls, St Cloud and Thief River Falls; and
3. Senior Ride Captain of the Southern region shall oversee the sectors defined as Albert Lea, Mankato, Marshall, Rochester, Willmar and Worthington.

Note: The sector boundaries are those as set forth on the MNPG website.

The process for the selection of a Senior Ride Captain of a region shall be as follows:

1. The outgoing Senior Ride Captain shall be polled for suggestions on possible candidates for the Senior Ride Captain from that region. The results of the poll shall be submitted to the State Captain upon which the State Captain shall submit the name of the candidate and credentials for Senior Ride Captain for the region to the Sector Ride Captains of the region for a private vote. The results of the vote shall be submitted as a recommendation to the State Captain.
2. With the results of the above vote from the Sector Ride Captains of the region, the State Captain shall either, i) accept the recommendation and forward the name of the candidate and credentials to the Board of Directors and Leadership; or ii) reject the recommendation, withdraw the candidate's name and begin the selection process again with step 1 set forth above.
- 3.

Senior Ride Captains (whether of a region or not) may be removed, with or without cause, by mutual written agreement of both the State Captain and the Assistant State Captain. The agreement to remove a Senior Ride Captain may be done by electronic communication.

The Senior Ride Captains will select one of their number to serve as the Senior Ride Captain Representative to the Board of Directors. The Senior Ride Captain Representative to the Board of Directors shall serve in that role until he or she resigns, dies or is removed.

The Senior Ride Captain Representative to the Board of Directors may be removed upon a vote of "no confidence" by the remaining Senior Ride Captains with the recommendation to remove forwarded to the State Captain and Assistant State Captain, who will forward the Senior Ride Captains' and their recommendation to the Board of Directors; or upon a recommendation to the Board of Directors by the State Captain and Assistant State Captain. The Board of Directors will follow the removal procedures of Section 3.5 of the Bylaws in either case.

### **Sector Ride Captain, aka Ride Captain ("RC")**

Twenty (20) Sector Ride Captains shall be named by the responsible Senior Ride Captain of the region; one per geographic sector. Subsequent appointments for Ride Captain positions being vacated by an existing Ride Captain shall be made by the out going Ride Captain, subject to the approval of the State Captain and the Senior Ride Captain of the region. Ride Captains shall be responsible for accepting all missions and events related activities in their assigned sector within

the Mission Scope following all established Minnesota Patriot Guard Policies and Guidelines. They shall act as a liaison to CAO/CACO/FLO, LEOs, families, funeral directors or others designated by the families and shall create awareness within their sector for continuous membership growth and the building of community relationships. The Sector Ride Captain shall also plan and institute ride safety procedures to ensure the safety of MNPG members and the community on missions and other events. The Sector Ride Captains shall appoint Assistant Sector Ride Captains, subject to the approval of the Senior Ride Captain of the region and shall oversee the activities of the Assistant Sector Ride Captains.

Sector Ride Captains may be removed, with or without cause, by mutual written agreement of the State Captain, Assistant State Captain and the Senior Ride Captain of the region. The agreement to remove a Sector Ride Captain may be done by electronic communication.

### **Assistant Sector Ride Captain, aka Assistant Ride Captain (“ARC”)**

Assistant Sector Ride Captains shall be appointed by the Sector Ride Captain, subject to the approval of the Senior Ride Captain. Assistant Sector Ride Captains shall assist the Sector Ride Captain with sector missions or other duties of the Ride Captain, as may be requested by the Ride Captain. The number of Assistant Ride Captains may vary per sector. In the event of absence or disability of the Ride Captain, the State Captain may appoint an Assistant Ride Captain to assume the powers and duties of the Ride Captain.

Veteran Homes Reps (as defined herein), shall also be titled Assistant Ride Captains, with their primary focus being support of the Vets Homes and building excitement and interest in these activities in partnership with the Sector Ride Captain.

Assistant Sector Ride Captains may be removed, with or without cause, by mutual written agreement of the State Captain, Assistant State Captain, Senior Ride Captain of the Region and the Sector Ride Captain. The agreement to remove an Assistant Sector Ride Captain may be done by electronic communication.

### **Veterans Home Rep/Assistant Sector Ride Captain**

The volunteer representatives shall be chosen by the appropriate Sector Ride Captain, with a representative assigned to each of the Minnesota Veterans Homes and the VA Medical Center in St. Cloud. The VA Medical Center in Minneapolis may be added if interest is indicated by the medical center. The Veterans Home Rep shall work to build a strong relationship with each respective facility’s volunteer service coordinator, schedule events, request and supervise the distribution of funds and maintain communications with the Sector Ride Captains.

### **Leadership Position Eligibility**

Any former State Captain, Assistant State Captain, Senior Ride Captain, Sector Ride Captain or Assistant Sector Ride Captain that has either voluntarily resigned or was removed from a Leadership position and desires to be a member of Leadership again, must have approval from the State Captain, Assistant State Captain and all Senior Ride Captains before candidacy will be considered.

### **Missions Team**

The Missions Team consists of the Senior Ride Captains, State Captain, Assistant State Captain and prior State Captains who left on good terms. At the discretion of the State Captain, Ride Captains may be added to the Missions Team as training for Senior Ride Captain roles. The Missions Team shall receive all mission requests and make decisions based on the mission scope. The Missions Team shall decline the request if it does not fit the mission scope and pass onto the Sector Ride Captain for the final acceptance of the mission if within mission scope. The Missions Team shall also respond to special requests as presented as a collaborative effort.

The State Captain, Assistant State Captain and prior State Captains shall respond to requests only if the Senior Ride Captains are unavailable or if requested by one of Senior Ride Captains.

The Missions Team shall be involved in developing and making recommendations of guidelines, policies and mission scope prior to presentation to the Leadership.

### **Law Enforcement Coordinator (“LEO”)**

The Law Enforcement Coordinator shall be appointed by the Board of Directors and shall be responsible for generating goodwill and trust with local community and state law enforcement officers. The Law Enforcement Coordinator shall work with the State Captain, Assistant State Captain, Senior Ride Captains, Sector Ride Captains and Assistant Sector Ride Captains as a liaison to law enforcement for mission support.

The Law Enforcement Coordinator may be removed, with or without cause, by a majority vote of the Board of Directors.

### **Public Affairs Coordinator**

The Public Affairs Coordinator shall be appointed by the Board. This position shall be responsible for promoting and presenting a positive image and reflection of the MNPG through media outlets (radio, TV, newspaper, etc); shall assist the State Captain, Assistant State Captain, Senior Ride Captains and Sector Ride Captains with press releases, briefings and speeches as needed to ensure a consistent message is given; shall present speeches to requesting organizations on the role & functions of the MNPG; shall create documents that Leadership can use as background material for presentations and maintain the media guide. The Public Affairs Coordinator shall also use best efforts to establish regular communications with the Public Affairs Office of the Minnesota National Guard and Governor’s Office.

The Public Affairs Coordinator may be removed, with or without cause, by a majority vote of the Board of Directors.

### **Store Coordinator**

The Store Coordinator shall be appointed by the Board of Directors and shall be responsible for coordinating and managing all aspects of the MNPG on-line store. The Store Coordinator shall have sole responsibility for product selection, pricing and inventory management and shall present and make recommendations to the Board of Directors and shall administer the store pursuant to the policies established by the Board of Directors.

The Store Coordinator may be removed, with or without cause, by a majority vote of the Board of Directors.

### **IT Coordinator**

The IT Coordinator shall be appointed by the Board of Directors and shall be responsible for coordinating and managing all aspects of the MNPG on-line website ([www.mnpatriotguard.org](http://www.mnpatriotguard.org)). The IT coordinator shall be accountable for the integrity of the web site and ensuring that the appropriate tools and training are available to Leadership. The IT Coordinator shall continuously develop functionality and shall recommend to the Board of Directors any changes that may be required in functionality before implementation of such changes. The IT Coordinator shall maintain the membership list, manage the e-mail list and shall handle statewide e-mails. The IT Coordinator may appoint assistants as needed to assist in the performance of the IT duties; however, due to the sensitive nature of the data managed, all such appointments shall be approved by the Board of Directors.

The IT Coordinator may be removed, with or without cause, by a majority vote of the Board of Directors.

### **Librarian/Historian**

The Librarian/Historian, whether one or more, shall be appointed by the Board of Directors and shall be responsible for coordinating, cataloging and storing newspaper articles, mission cards, press releases, TV and radio interviews and all other matters of a similar nature related to the preservation and documentation regarding the activities of the MNPG.

The Librarian/Historian may be removed, with or without cause, by a majority vote of the Board of Directors.

## **COMMITTEES**

### **Leadership Advisory Committee (“LAC”)**

The Leadership Advisory Committee shall include representation from the following positions as defined above:

- Senior Ride Captains
- 20 Sector Ride Captains
- Law Enforcement Coordinator

The purpose of the Leadership Advisory Committee shall be to make recommendations to the Board of Directors on appointment of Directors and matters of operational concern and planning. Each committee position shall have an advisory vote on matters that concern the entire organization only. In the event that a member of the Leadership Advisory Committee holds more than one position on the LAC, such as an Senior Ride Captain also holding a position of Sector Ride Captain, then such vote shall be delegated by such person holding such duplicate vote to an Assistant Sector Ride Captain of that sector in the sole discretion of the delegator.

### **Donations Committee**

The Donations Committee shall be chaired by the Secretary of the MNPG. The committee shall accept screen and process requests for donations and grants. The primary guiding, but not sole criteria, for obtaining a grant shall be that the grant must benefit the military or the veteran community in Minnesota. All donations and grants shall be documented and approved by a majority of the Board of Directors in office prior to the Treasurer issuing funds.

## **THE BOARD OF DIRECTORS**

The purpose of the Board of Directors is "To provide oversight of the MNPG business operations to support the mission needs in Minnesota and develop MNPG policies that are complementary to the Patriot Guard Riders, Inc, mission."

The Board of Directors of the MNPG shall consist of nine (9) members and shall be composed as follows:

1. Standing Positions:
  - a. State Captain;
  - b. Assistant State Captain;
  - c. Secretary
  - d. Treasurer; and
  - e. Senior Ride Captain designate (the Senior Ride Captains choose one to represent the Leadership Advisory Committee).

Four (4) Elected “at-large” Positions. At-large members shall have alternating two year terms.

The Board of Directors shall be charged with the following key responsibilities:

1. Set, approve, communicate and ensure adherence for the MNPG organizational vision, strategy, goals, plans and budgets.
2. Establish policies, and ensure management systems are in place for compliance.
3. Annually elect the officers of the MNPG (as those positions are defined in Article IV of the Bylaws of the MNPG) and which include the offices of President, Vice President, Treasurer and Secretary. Officers are members of the Board of Directors. The Board shall hold its annual election of officers as soon as is reasonably possible after the annual election of Board members has been completed.
4. Conduct meetings at such times and places and by such means as determined by the President following the procedures as set forth in the Bylaws of the MNPG. These meetings may be in person or by telephonic methods provided a quorum of directors are participating. A quorum is 80 percent of the directors then in office, or to seven (7) Board members. A majority of the Board members present at a meeting are required to conduct business. (e.g., if there is a quorum of 7 members, a vote of at least four (4) will be required for action to taken at a meeting. If all Board members are present at the meeting, quorum is met and a majority is 5 members.)

Any action that can be taken at a meeting of the Board can be taken by a written action signed by all Board members or by authenticated electronic communication by the number of directors that would be required to take the same action at a meeting of the Board of Directors.

5. Approve or make appointments of the following positions and roles including, but not limited to the following:
  - State Captain
  - Assistant State Captain
  - Law Enforcement Coordinator

- Public Affairs Coordinator
  - Store Coordinator
  - IT Coordinator
  - Librarian/Historian
6. Approve major engagements in public policy and other external affairs activities.
  7. Establish, and hold the all officers and positions of Leadership accountable to measures of organizational performance.
  8. Ensure appropriate management of major risks (including risks to the MNPG's name, reputation, and intellectual property).
  9. Set policy and criteria for management and distribution of the MNPG's financial assets, and monitor performance against these policies and criteria.
  10. Preserve the MNPG's core philosophical tenets, its non-confrontational style, and its willingness to take well-considered risks, consistent with its ethical standards, to accomplish its missions and programs.
  11. Establish contacts with other groups that support the organization's core mission objectives, and work with appropriate Leadership as deemed necessary to accomplish MNPG's mission.
  12. Create and maintain policies for developing the Board of Directors, including recruitment, tenure, leadership, board structure and composition, and board assessment and evaluation. A board assessment shall be completed at least once every two years.
  13. Help raise funds for MNPG.
  14. Position the MNPG as a highly effective, reputable and credible non-profit organization.

The Board of Directors of the MNPG shall discharge their duties in good faith and with a significant degree of diligence, care and skill and shall:

1. Be committed to, and understand, MNPG's mission, strategy and values.
2. Assume responsibility to be fully informed of major organizational issues, including finance and audit and have a thorough knowledge of duties and provisions within the Articles of Incorporation and Bylaws.
3. Make a significant commitment of time for meetings of no less than two meeting per calendar year, and for periodic consultation with the State Captain and other senior Leadership. If unable to attend, shall show a valid reason for absence.
4. Keep informed of the general activities and operations of programs.

5. Use established and appropriate systems of communications to present and resolve problems within the MNPG and register dissent in the meeting minutes or by other forms of communication.
6. Avoid any semblance of self-dealing or enrichment and discourage any transactions between board members and the MNPG unless conducted entirely openly and pre-approved by the Board of Directors.
7. Possess experience or knowledge in at least one of the following areas: governance of for-profit or not-for-profit organizations, experience with the MNPG, relevant mission expertise; significant understanding of financial management; or audit, compliance and risk-management.