

**ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS
OF
MINNESOTA PATRIOT GUARD (“MNPG”)**

The Board of Directors of the MNPG shall consist of 9 members and its composition shall be:

1. Standing Positions
 - a. State Captain
 - b. Assistant State Captain
 - c. Treasurer
 - d. Senior Ride Captain Designate
 - i. The sitting Senior Ride Captains choose one to represent the Leadership Advisory Committee
 - e. Open position with the elimination of the HOTH Coordinator position
2. Elected Positions
 - a. Four (4) At Large Board Members
 - i. The At-Large members will have alternating two year terms
 - ii. No more than two (2) can be MN Patriot Guard Leadership Advisory Committee Members.

The Board of Directors shall elect a President and Vice President

- a. At the first opportunity after the annual election of the At Large Board members the sitting Board of Directors shall elect by a majority vote a President of the Board of Directors
 - i. The President will call and chair all meetings.
 - ii. The President will sign all documents requiring Executive or CEO signatures.
- b. At the first opportunity after the annual election of the At Large Board members the sitting Board of Directors shall elect by majority vote a Vice President of the Board of Directors.
 - i. The Vice President will assume the role of the President if the President is unavailable
 - ii. If the President resigns or is removed the Vice President will assume the position of president until elections can take place.

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. Elect the officers of the MNPG.

4. Approve appointments of the following positions and roles including, but not limited to the following:
 - State Captain
 - Assistant State Captain
 - Public Relations Coordinator
 - Law Enforcement Liaison
 - Store Coordinator
 - IT Coordinator
 - Librarian/Historian
5. Approve major engagements in public policy and other external affairs activities.
6. Establish, and hold the all officers and positions of Leadership accountable to measures of organizational performance.
7. Ensure appropriate management of major risks (including risks to the MNPG's name, reputation, and intellectual property).
8. Set policy and criteria for management and distribution of the MNPG's financial assets, and monitor performance against these policies and criteria.
9. 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.
10. 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.
11. 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.
12. Help raise funds for MNPG.
13. 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 three meeting per calendar year, and for periodic consultation with the State Captain, the Executive Committee 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.

**ROLES AND RESPONSIBILITIES
OF THE
EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

Purpose:

The primary function of the Executive Committee of the Board of Directors ("Committee") is to exercise powers of the Board of Directors in the day to day management of the business affairs of the MNPG and to attend to matters which arise between regularly scheduled Board of Directors meetings or when it is not practical or feasible for the Board of Directors to meet or to obtain consent by electronic communications.

Committee Membership:

The Committee shall consist of five members from the Board of Directors and shall be represented by the following Leadership positions: the State Captain, the Assistant State Captain, the Treasurer, and Senior Ride Captain Designate. The Committee is chaired by the State Captain; in the event the State Captain is absent, the Assistant State Captain shall act as the Chair. There currently exists one open position of this committee with the elimination of the HOTH Coordinator position.

Meetings:

The Committee shall meet at such times and places and by such means as the Chair shall determine. The Committee shall report regularly about its activities to the Board of Directors. All actions of the Committee shall be governed by the provisions for the Board of Directors as set forth in the Articles of Incorporation or the Bylaws of the MNPG.

Key Responsibilities:

To the extent permitted by applicable law, the Articles of Incorporation and the Bylaws, the Committee is empowered to act for the Board of Directors in the day to day management of the business affairs of the MNPG, however, the Committee **shall not** have the power or authority in reference to the following matters:

1. Adopting, amending or repealing any Bylaw.
2. Removing any member of the Board of Directors, the Committee or any officer elected by the Board of Directors.
3. Filling vacancies in the Board of Directors, the Committee or any officer position.
4. Changing the classes of membership.
5. Making any determinations of policy, unless such policy relates only to the day to day business operations of the MNPG and its missions.

The Committee **shall** have the power and authority to do the following:

1. Exercise the powers of the Board of Directors in the day to day management of the business affairs of the MNPG.
2. Call a special meeting of the Board of Directors.

3. Report all action taken by it to the Board of Directors at the next scheduled meeting succeeding the taking of such action or by distribution of the minutes of such meeting by electronic means.