

**BYLAWS OF THE
MINNESOTA VETERANS HOME FAMILY COUNCIL – MINNEAPOLIS**

ARTICLE I - NAME, PURPOSE, MISSION

Section 1. Name. The name of the organization shall be the Minnesota Veterans Home Family Council - Minneapolis.

Section 2. Purpose. The Minnesota Veterans Home Family Council - Minneapolis is organized exclusively for charitable and educational purposes. More specifically, as a volunteer organization that consists of family members who have, or have had, a loved one living at the Minnesota Veterans Home - Minneapolis. It is a forum through which family members share ideas, information, and concerns. The vision of the Minnesota Veterans Home Family Council - Minneapolis is families supporting families.

Section 3. Mission. The mission of the Minnesota Veterans Home Family Council - Minneapolis is to ensure quality care by advocating, communicating, and educating on behalf of our loved ones.

ARTICLE II - MEMBERSHIP

Section 1. Membership. Membership shall consist of one class of members. Eligibility for membership is limited to family members who have or have had a resident living at the Minnesota Veterans Home - Minneapolis.

Section 2. Meetings. Regular meetings of voting members shall be held on the second Saturday of each month.

Section 3. Annual Meetings. The December meeting shall serve as the Annual Meeting of the Minnesota Veterans Home Family Council-Minneapolis.

Section 4. Quorum. Unless otherwise provided, a quorum for a meeting of the membership shall be ten (10) members in attendance.

Section 5. Voting. All members shall be entitled to one vote on any matter properly presented to the members. Voting by proxy shall not be permitted.

Except where a larger number is required, the members may take action by the affirmative vote of a majority of the members present at a duly held meeting.

Section 6. Visitors at Meetings. Staff or visitors of the Minnesota Veterans Home - Minneapolis may attend meetings of the Family Council at the groups' invitation.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Board Role, Size, Elections. The business of the Minnesota Veterans Home Family Council - Minneapolis shall be managed by or be under the direction of a Board of Directors. The Board of Directors shall consist of no less than four (4) nor more than seven (7) members as determined by the membership at the annual meeting. Board members acting in their capacities as directors shall receive no compensation other than reimbursement of reasonable expenses.

Board of Directors shall include the duly elected Officers of the Family Council and will be elected at the Annual Meeting.

Section 2. Terms. Board members shall serve one-year terms, but are eligible for re-election for additional terms.

Section 3. Meetings. The Board shall meet at least four times per year at an agreed upon time and place.

Section 4. Quorum. A quorum shall consist of a majority of directors in order to transact business at a meeting.

Section 5. Notice. Written or oral notice of a board meeting shall be provided at least five (5) days in advance of the meeting. Notice is not required if the date, time and place of a board meeting was announced at a previous meeting of the Board.

Section 6. Vacancies. Vacancies on the Board of Directors shall be filled by the remaining directors, even if the number of directors is less than a quorum. A person so elected by the Board to fill a vacancy shall serve as a Director for the remainder of the term of vacancy.

Section 7. Special Meetings. Special meetings of the Board shall be called upon the request of the Chairperson or one-third of the Board. The Secretary shall notify each Board member at least five (5) days in advance of the special meeting.

ARTICLE IV - OFFICERS

Section 1. Officers. There shall be four (4) officers of the Board consisting of a Chairperson, Vice Chairperson, Secretary and Treasurer. Officer positions may be combined, except that the positions of Chairperson and Vice Chairperson shall not be combined. The membership may elect other officers as it deems necessary.

Section 2. Election and Term. Officers shall be elected annually at the Annual Meeting by the membership. Officers may be re-elected for subsequent terms.

Section 3. Chairperson. The Chairperson shall serve as the Chair of the Board of Directors of the Minnesota Veterans Home Family Council - Minneapolis. The Chairperson shall preside at all meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and sign and deliver in the name of the Minnesota Veterans Home Family Council - Minneapolis any legal documents, contracts, financial documents or other instruments pertaining to the business of the

Minnesota Veterans Home Family Council - Minneapolis. The Chairperson shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 4. Vice-Chairperson. The Vice-Chairperson will serve as Chair of committees on special subjects as designated by the Board, and shall serve in place of the Chairperson if the Chairperson is unable to perform his or her duties. The Vice Chairperson shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5. Secretary. The Secretary shall be responsible for recording and maintaining a record of all Board actions, sending out meeting notices, making available all materials to be used in meetings or other Board actions, and maintaining a record of all corporate documents required for recognition as a non-profit, tax-exempt organization operating in the state of Minnesota. The Secretary shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 6. Treasurer. The Treasurer shall keep accurate financial records for the Minnesota Veterans Home Family Council - Minneapolis; assure that checks and monies are deposited correctly to the credit of the Minnesota Veterans Home Family Council - Minneapolis and that funds are disbursed appropriately; and make a monthly report at the monthly membership meeting regarding the finances of the Minnesota Veterans Home Family Council.

Section 7. Signing Authority. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be designated as signatories, as applicable, for contracts and financial transactions including checks, unless otherwise delegated by the Board. Any other duties of an officer may be delegated in writing by the Board, unless otherwise prohibited by statute or the Board of Directors.

ARTICLE V - COMMITTEES

Section 1. Creation. The Board may create standing and *ad hoc* committees as needed. The Chairperson shall appoint all Committee Chairs.

Section 2. Executive Committee. Unless otherwise directed by the Board, the officers shall serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VI - FINANCES

Section 1. Fiscal Year. The fiscal year shall begin on January 1 and end on December 31 of each year.

Section 2. Acceptance of Funds. Any dues, contributions, grants, bequests or gifts made to the Minnesota Veterans Home Family Council - Minneapolis shall be accepted or collected only as authorized by the Board of Directors.

Section 3. Deposits. All funds of the Minnesota Veterans Home Family Council - Minneapolis shall be deposited to the credit of the Minnesota Veterans Home Family Council - Minneapolis under such conditions and in such banks as shall be designated by the Board of Directors.

Section 4. Financial Information. The Treasurer shall prepare and provide a monthly financial report at each monthly meeting of the Minnesota Veterans Home Family Council.

Section 5. Budget. The Treasurer with guidance from the Executive Committee shall prepare an annual budget for approval by the Board of Directors.

ARTICLE VII - STANDARD OF CONDUCT

Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner in which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE VIII - NON-DISCRIMINATION AND DIVERSITY

Policy. The Minnesota Veterans Home Family Council - Minneapolis shall operate its programs, provide its services without regard to race, color, age, religion, national origin, sex, physical or mental disability, sexual orientation, or receipt of public assistance. The Minnesota Veterans Home Family Council - Minneapolis shall strive to reflect the diversity of persons that comprise its constituency through the composition of its Board, committees, and volunteers.

These Bylaws were approved at a meeting of the membership of the Minnesota Veterans Home Family Council - Minneapolis on July 7, 2010.

Signed Copy Available Upon Request _____ August 14, 2010 _____

Chairperson, Board of Directors

Date