

# Board of Trustees Training



# Fiduciary

- Trustees have a FIDUCIARY OBLIGATION:

The responsibilities center on paying attention, being good STEWARDS, and acting in the best interest of their AMVETS Post, regardless of personal interest.



# Ohio's Revised Code Section 1702

- The Fiduciary obligations of Board of Trustee members fall under 4 specific legal duties:
  - 1) Duty of Care
  - 2) Duty of Loyalty
  - 3) Duty of Compliance
  - 4) Duty to Maintain Accounts

From Ohio Atty. General's Guide for Charity Board Members

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

- **ARTICLE VII. BOARD OF TRUSTEES**
- Section 1. Wherever a post clubroom is maintained and operated for the convenience and pleasure of its members and the name of AMVETS, or its insignia, is displayed or used, a board of trustees shall be elected by and from among the members of the post to supervise its activities, operations and finances.
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- Section 2. The board of trustees shall consist of: 3 trustees, Commander, the most immediate Past Commander eligible and willing to serve as determined by the Executive Board, Adjutant, Finance Officer, and Judge Advocate.
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- Section 3. Officers of the board of trustees shall be the Chairperson, Vice Chairperson, Treasurer, and Secretary. **They shall be elected from among the members of the board at the first meeting in the month of July. The chairperson shall vote only in case of a tie.**

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## ARTICLE VIII. VACANCIES

- Section 2. In the event of a vacancy in the office of post trustee, the post, within 45 days, at a regularly scheduled general monthly meeting shall nominate and elect a person to complete the unexpired term of the post trustee.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## ARTICLE III. MEETINGS

- Section 1. There shall be three types of Post meetings: the general monthly meeting, special meetings, and the annual meeting. Post members will be notified in advance of all meetings.
- Section 2. The Executive Board and the **Board of Trustees shall meet at least once a month.**
- Section 6. Special meetings may be called by the **chairman of the board** of trustees or **by written notice of at least three members of the board of trustees**, provided proper notice be sent to all board members. At special meetings, **members can only discuss business that was stated in the notification.** If some emergency business is transacted for which no notice was given, that business must be ratified by the organization at a regular meeting or at another special meeting.
- Section 7. All meetings and all matters and proceedings not otherwise provided for herein shall be conducted pursuant to Robert's Rules of Order.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## ARTICLE IV. ELECTION AND APPOINTMENT OF OFFICERS

Section 2. Three Trustees are to be elected from the membership. At the first annual meeting following the adoption of this amendment, one to be elected for a three-year term, one for a two-year term and one to be elected for a one-year term. **Thereafter, at the annual meeting one Trustee will be elected to serve a three-year term.**

Section 5. The term of office for the newly-elected and appointed officers shall be July 1 to June 30 and they shall be administered their oath of office prior to assuming the duties of their respective offices.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## ARTICLE XI. BOARD OF TRUSTEES

- Section 1. The Board of Trustees shall consist of eight members, who shall be members in good standing of this post. The eight members shall be as described in Article VII of the post constitution.
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- Section 2. The term of office for the elected trustees shall be for a period of three (3) years, provided, however that in the first election of such trustees, one will be elected for a three year term, one will be elected for a two year term and one will be elected for a one year term. The most Immediate Past Commander eligible and willing to serve as determined by the Executive Board, Commander, Adjutant, Finance Officer, and Judge Advocate, as mentioned in Article VI of the Constitution, shall serve on the Board of Trustees for the duration of their term of office.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

- Section 3. A) For reasons satisfactory to the membership, any one or all three of the elected Trustees may be removed from office upon a two-thirds vote of the members present at a general, specific, or annual meeting of this post; provided, however, that the trustee(s) in question shall not have a vote as to the removal.
- B) Any trustee who is absent for three consecutive meetings of the Board of Trustees, without just cause, shall be automatically removed from office.

# **UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO**

- Section 4. Whenever a vacancy shall occur for whatever reason, the vacated position shall be filled in accordance with the provisions of Article VIII, sections 1, 2, and 3 of the post constitution.
- Section 5. Five members of the Board of Trustees shall constitute a quorum for all meetings of this board. A simple majority vote of those members in attendance shall be final and binding on all questions or matters brought to the attention of this board.
- Section 6. Officers of this Board of Trustees and their election to office shall be as prescribed in Article VI, section 3 of the post constitution.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## **Section 7. Duties of the Board of trustees shall be as follows:**

- A) House rules shall be drafted by the Board of Trustees and be posted in a conspicuous place in the post club room.
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- B) Minutes of all Board of Trustees meetings shall be maintained and submitted with the financial statement to the post each month.
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- C) All records pertaining to this board shall be kept on the post premises.
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- D) No member of the Board of Trustees may be an employee of the post.
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- E) The Board of Trustees shall make a yearly audit of the post club room operation and render a report of such audit to the post at the post annual meeting.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## Section 7. Duties of the Board of trustees shall be as follows: (continued)

- F) The board shall review all clubroom purchases, expenses, and income and certify said review by signing the monthly club report.
- G) **The Chairman of the board of trustees shall be the direct supervisor of the club manager** and the club manager shall supervise the club room employees. In the absence of a club room manager, the Board of Trustees shall assume the supervisory duties.
- H) The board shall be responsible for the physical property of the club and make sure said property is maintained in a good, clean orderly manner at all times.
- I) The board shall provide for the proper bonding of employees, and/or agents which it deems necessary to protect the funds that have been entrusted to the board.

# UNIFORM POST CONSTITUTION AND BY-LAWS FOR THE AMVETS DEPARTMENT OF OHIO

## **Section 7. Duties of the Board of trustees shall be as follows: (continued)**

- J) The board shall enter into contracts directly relating to the operation of the club rooms for the following purposes:
  - 1) Securing funds to operate the club rooms.
  - 2) Purchasing materials and supplies to operate the club rooms as limited to the amount as set forth on the Standing Rules.
  - 3) Provide for adequate maintenance and operation of the club room.
  
- K) The compensated Bar Manager/Clubroom Manager shall not hold elective office or be a member of the board of trustees. The Bar Manager/Clubroom Manager shall be allowed to attend the meetings of the board of trustees, but shall not have voting authority, as this would constitute a conflict of interest.

# Board of Trustees Training

- 1) As a Board of Trustee member do use the Atty. General Key each month?
- 2) As a Board of Trustee member, what is the hourly cost for your AMVETS Post to open your canteen?  
Monthly Canteen expenses (canteen only) divided by total monthly hours open.
- 3) Do you have a Canteen Strategy?
- 4) Who is RESPONSIBLE for putting ASSES in the seats? In more politically correct language, Who is responsible for marketing your canteen?

Open Forum on Discipline in your canteen

QUESTION?????