



Post Office Box 252
Huntley, Montana 59037

**CONSTITUTION AND BYLAWS
OF THE
WARRIOR WISHES MONTANA, INC.
Adopted: February 17, 2016**

**ARTICLE 1
NAME AND CORPORATION**

Section 1. Name. The Organization shall be known as Warrior Wishes Montana, Inc.

Section 2. Incorporation. The Organization was incorporated under the Laws of the State of Montana, January 31, 2016.

Section 3. Officers of Incorporation. The four officers of the Organization shall be the four Officers of Incorporation.

Section 4. Corporate Seal. The Corporate Seal shall be in such form and contain such wording as the Board of Directors may, by resolution, from time to time adopt or alter. If deemed advisable by the Board of Directors, duplicate seals or facsimiles may be provided and kept for the necessary operation of the corporation.

Section 5. Office. The principal office of the Corporation shall be located at Billings, Yellowstone County, Montana, and other offices for the transaction of business shall be located at such place or places with the State of Montana as the Board of Directors may from time to time select.

**ARTICLE II
MISSION STATEMENT**

The Corporation is organized exclusively for charitable purposes with specific focus of assistance to Veterans and Active Service Members that reside in Montana. The Corporation will

operate within the meaning of Section 501© (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law, the “Code”).

ARTICLE III OFFICERS

Section 1. Titles. The officers shall be the President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined.

Section 2. Duties of the President. It shall be the duty of the President to take charge of the Organization; to preside at all meetings of the Organization and of the Board of Directors. The President shall have the entire supervision and management of the Organization and its property pending the action of the Board of Directors; the power to suspend any member for violating the bylaws or regulations of the Organization, pending the approval of the Board; and to call special meetings and Organization meetings. The President, together with the Secretary, shall sign all agreements and contracts made by the Organization upon the approval of the Board of Directors. The President shall hold a non-voting position except in case of a tie.

Section 3. Duties of the Vice President. It shall be the duty of the Vice President to assist the President in the discharge of his/her duties and in the absence of the President, to assume the duties and officiate in his/her stead.

Section 4. Secretary. It shall be the duty of the Secretary to keep the “minutes of the meeting” of the Organization and of the Board of Directors, to supervise all reports and documents connected with the business of the Organization, and to issue notices of all meetings of the Organization and Directors. As soon as practical after Juner 1 of each year, the secretary shall furnish each Director a list of all voting members of the Organization. The Secretary shall perform in addition, all duties usually performed by secretaries and such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge of the funds of the Organization and shall keep a record of all receipts and disbursements and shall render a written report at each Board meeting. Disbursements shall be made only upon approval by the Board of Directors. The funds shall be deposited in the name of the Organization in a bank approved by the Board of Directors, or in securities approved by the Board of Directors. All disbursements by check shall be signed by the Treasurer and the President of the Board of Directors. The Treasurer shall not withdraw from the Organization’s savings account or other investment any funds earned in a prior year, except upon the vote of a majority of Directors. The treasurer shall prepare a yearly financial report and budget for presentation at the Annual Meeting and make an annual financial report to the accountant for preparation of all year-end filing for all government agencies, where required.

Section 6. Vacancies. If any of the foregoing offices become vacant by reason of death, resignation, removal, or otherwise, the Membership shall elect a successor within 90 days who shall hold office for the unexpired term.

Section 7. Removal. Any officer or director may be removed from office by a majority vote of all Members present at a special meeting called for this purpose, except the Director under consideration for removal shall not vote.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Qualification. All Officers shall be considered members of the Boards of Directors. All Officers shall be required to attend all the Board Meetings.

Section 2. Number of Members. There shall be a Board of Directors composed of four (4) regular members of the Organization,

Section 3. Term of Office. The Board of Directors will be reelected every three years.

Section 4. Vacancies. In the event of a vacancy on the Board of Directors, it shall be filled by vote of the membership.

Section 5. Quorum. The majority of the membership shall constitute a quorum.

Section 6. Meetings. The Board of Directors shall meet at least once in every month. The date of such meetings shall be stated by the President, or in his/her absence, by the Vice President. Any three (3) members of the Board may call a Board meeting upon written notice to all the members of the Board of Directors at least seven (7) days prior to the meeting. The notice shall state the date of the meeting, the purpose for which the meeting is called, and the names of the three (3) members requesting the meeting.

Section 7. Authority. The Board shall have the entire authority in the management of affairs and finances of the Organization and shall have general control of all its property. All rights and powers connected therein shall be vested in them. The Board shall make such rules as they deem proper respecting the use of the Organization's property; prescribe rules for the admission of strangers; fix penalties for offenses against the rules; and make rules for their own government and for the government of the committees appointed by them. The Board shall appoint all committee chairs as the Board see fits.

Section 8. Financial Duties. All appropriations from the funds of the Organization shall be made by the Board of Directors. The Board of Directors shall audit records of the Secretary, Treasurer, and other committees. They shall prepare and submit at the stated annual meeting a program of anticipated expenditures for the coming year together with proposals of sources of revenue to meet same. The Board shall be responsible for filing federal and state income tax returns yearly and perform any other duties deemed necessary by the Board. The Board shall have the power to limit the indebtedness of a member to the Organization. At the stated annual meeting, a Treasurer's report of the preceding year will also be presented.

ARTICLE V ELECTIONS

Section 1. Time. Elections shall be held in June.

Section 2. Nominating Committee. Every two years a nominating committee shall be appointed by the Board of Directors, at least thirty (30) days in advance of the annual election. This committee shall consist of one (1) member of the Board, and two (2) member of the Organization who are not a member of the Board of Directors. The names of the candidates selected by the nominating committee will be sent to each member in the form of a ballot at least two (2) weeks prior to the date set for counting ballots. The nominating committee will nominate the Board of Directors candidates.

Section 3. Voting. Ballots shall be mailed to all members at least fourteen (14) days before the date set for counting votes. Members may cast their ballots by mail/email addressed to the Secretary or in person at a meeting held solely for the purpose of counting the ballots. Ballots not received in the mail/email in time to be counted shall be invalid. This meeting shall be open to all members. Though the actual counting of the ballots shall be conducted under the supervision of the Secretary or such other person as the Board of Directors may designate.

Section 4. Records. The Secretary shall preserve the records of an election for at least one year.

Section 5. Ties. The Nominating Committee shall break any ties.

ARTICLE VI MEMBERSHIP

Section 1. Candidates for membership shall be individuals interested in the mission of the organization

Section 2. Membership.

- a) Full Members will be a qualified veteran or active duty service members. Will reside in the State of Montana. Will have voting rights.
- b) Family and/or Friends Members will consist of spouses, children, or friends of Full Members. These memberships with not have voting rights
- c) Honorary Members, who may be confirmed by the unanimous vote of all members of the Board of Directors and who shall be exempt from initiation fees. This membership will not have voting rights.

Section 3. Application for Membership. Applications for admission, with appropriate fees, shall be submitted to the Membership Chairman and the Membership Chairman shall submit all

applications to the Board of Directors for their approval. Membership applications shall be voted on by the Board within sixty (60) days of receipt. No person shall be elected a member if three (3) or more members of the Board of Directors shall object to the election of such person. Rejection may not be discriminatory as to race, age, political, sexual, or religious preference. Each new member shall be notified by the Membership Chairman.

Section 4. Termination and Suspension of Membership. Any member's membership may be terminated by a majority vote of the Board of Directors. Notice shall be given to said member by registered mail at his or her address as it appears on the Organization's records within ten (10) days of the termination. Termination and/or suspension of membership does not relieve the terminated or suspended member from any obligations for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise.

Section 5. Voting Rights. The Board of Directors shall determine the classes of membership and the criteria for voting membership, and the right, privileges, preferences, and restrictions and conditions applicable to each class of membership. There is no requirement that each class of membership have the same rights, privileges, preferences, restrictions and conditions. Only full members shall be entitled to voting rights.

ARTICLE VII ORGANIZATION MEETINGS

Section 1. Time. There shall be at least one annual stated Organization meeting each year.

Section 2. Special Meeting. The Secretary shall call special meetings at the direction of the President, or upon the written request of ten percent (10%) of the Organization's full members in good standing.

Section 3. Quorum. Fifty-one percent (51%) of all full members who are entitled to a vote and are in good standing shall constitute a quorum for the transaction of business.

Section 4. Notice. Notices of stated and special meetings shall be sent by the Secretary to every member at least ten (10) days in advance thereof.

Section 5. Special Meeting Limitation. No business shall be transacted at a special meeting except that of which notice was given.

Section 6. Rules of Order. All meetings shall be conducted in compliance with Parliamentary Procedures as set forth by *Robert's Rules of Order*.

ARTICLE VIII

DISCIPLINE

Complaints. Any member or members having a complaint against another member for the infraction of any law or rule, or for conduct injurious to the Organization, may report the same, in writing, to the Board of Directors. Such complaint shall set forth the facts of the case, together with the names of witness, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable to investigate the same. The complainant(s) and the member complained against shall be given copies of any written statements regarding the complaint and shall be notified at least seven (7) days prior to a hearing date.

ARTICLE IX FEES, DUES AND ASSESSMENTS

Fees. The fees payable to the corporation shall be in such amount as determined from time to time by the Board of Directors.

ARTICLE X FISCAL YEAR

The fiscal year shall run from July 1 through June 30 until such time as the Board of Directors adopts a different fiscal year.

ARTICLE XI AMENDMENTS TO BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote at the annual meeting of the members, provided a thirty (30) day notice of the general nature of the proposed amendments has been mailed to all voting members. Proxies may be used for voting purposes.