

WreathsForTheFallen.org, Inc.
BY-LAWS

REVISED
March 12, 2013

ARTICLE I
Membership

Section 1. Classes of Members: The Corporation, WreathsForTheFallen.org, Inc, hereinafter referred to as the Organization, shall have one class of members, each of whom shall have equal rights, privileges and duties.

Section 2. Members: Anyone may become a member pursuant to the rules of this organization as defined by the Articles of Incorporation and the By-Laws.

Section 3. Non-Discrimination: The organization does not discriminate on the basis of race, color, national origin, ancestry, sex, disability, religion, politics, age, sexual orientation, or veteran status in its membership or programs or activities.

ARTICLE II
Meetings

Section 1. Annual: An annual meeting of the general membership shall be held at a time to be determined by the Officers and at a location in the State of Minnesota.

Section 2. Special Meetings: Special meetings may be called by the Officers for the purpose of amending the Articles of Incorporation, electing officers if the need arises or other purposes as deemed necessary.

Section 3. Purpose: Meetings of general members shall be for the purpose of developing and/or implementing programs for the organization and to make suggestions in the form of resolutions to aid and assist the officers of the organization in the conduct of the affairs of the organization. A majority vote of the members present at a meeting shall be sufficient to pass resolutions of recommendation for the Officers of the organization.

ARTICLE III
Board of Directors

Section 1. Board of Directors: The Board of Directors of the organization shall consist of all individuals present and properly signed in at each official meeting.

Section 2. General Powers: The affairs of the organization shall be managed by the Board of Directors, and the Officers, who attend scheduled meetings and are properly sign in. There shall be no eligibility criteria.

Section 3. Compensation: Board of Directors and/or Officers shall not receive any compensation for their services.

Section 4. Method of communications: E-Mail shall be the primary method of communications.

Section 5. Regular Meetings: Regular meetings of the organization shall be held, as a majority of the Officers shall determine. Meetings shall be open to the public (*except in special circumstances or to comply with legal requirements*) at all times.

Section 6. Special Meetings: The officers may call for a special meeting if so needed and set a location, and time. Notification of any special meeting shall be sent to everyone that has signed up for E-Mail notifications. Notifications shall be sent in a timely manner to allow adequate time for everyone to be notified of the meeting.

Section 7. Conflict of Interest: Any member of the Board who has a financial, personal, or other interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE IV Officers

Section 1. Officers: The officers of the organization shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected by the Board of Directors. Officers must be a United States citizen at least 18 years old. Officers shall be voting members of the Board of Directors.

Section 2. Election and Term of Office: Nominations and elections will be held at the Annual Meeting or at other times as deemed necessary due to vacancies or retirements.

Section 3. President: The president shall be the principal executive officer of the organization and shall, supervise and control all of the business and affairs of the organization. She (He) shall preside at all meetings of the members except as described in Article IV Section 4 of the by-laws. She (He) shall sign, with the secretary or with any other proper officer of the organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other fiduciary instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the By-Laws or by statute to some other officer or agent of the organization; and she (he) shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President: In the unavailability of the president or in the event of her (his) disability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to her (him) by the president or by the Board of Directors.

Section 5. Treasurer: She (he) shall have charge of and custody of, and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies or other authorized depositories; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her (him) by the president or by the Board of Directors. A listing of all banks, trust companies and/or depositories including account numbers, key codes, and passwords shall be provided to the secretary. He will also be responsible for monthly and annual financial reports.

Section 6. Secretary: The secretary shall keep the minutes of the meetings in one or more books provided for that purpose; be custodian of the corporate records, keep a register of the contact information of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him (her) by the president or by the Board of Directors.

ARTICLE V Finances and Indemnification

Section 1. Contracts and Expenditures: The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this organization, and such authority may be general or confined to specific instances but shall not exceed the specific authority granted to them by the Officers or the Board.

The officers are authorized to make general operating purchases in an amount up to but not to exceed \$500 for any one purchase. Purchases in excess of \$500 need approval of the general membership at a regular meeting unless a special meeting is called for that purpose. The exception is the Wreaths Procurement committee shall not need general membership approval for the purchase of the actual wreaths used in the December wreath placement ceremony. No wreath purchase orders shall be made without the Treasurers confirmation a sufficient amount of money is on deposit. The amount of wreath purchases shall be "set aside" to be available for payment when due. (as amended 3/12/2013)

Section 2. Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by the Treasurer. Additional officers or members of the Board of Directors may be authorized to sign checks in the absence of the Treasurer.

Section 3. Deposits: All funds of the organization shall be deposited from time to time as necessary to the credit of the organization in such banks, trusts companies or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the organization, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization and shall be included in the Treasurers regular reports.

Section 5. Dues: The Board of Directors may determine from time to time the amount of membership fees, if any, and annual fees, if any, that would be payable to the organization by members. No fee paid to the organization by any member at any time to the organization shall be returned to the member, his representative or estate upon termination of membership.

Section 6. Fiscal Year: The fiscal year of the organization shall be the calendar year – beginning January 1 and ending December 31.

Section 7. Budget: The Officers shall prepare a budget for the ensuing fiscal year and it will be submitted to the Board of Directors for approval.

Section 8. Reports: The Treasurer shall prepare monthly and annual financial reports.

Section 9. Audits: An audit of the financial accounts shall be conducted as requested by the Board of Directors. Completed audits shall be forwarded to the Board of Directors, with the Treasurer's explanation for any discrepancies noted. The Board shall take whatever action it deems appropriate, and the audit and accompanying documents shall become part of the permanent records of the organization.

Section 10. Indemnification: Present and former directors, officers, and other officials of the organization shall be indemnified by the organization against all costs and expenses reasonably incurred by, or imposed upon him or her, in connection with or arising out of any action, suit, or proceeding in which the person may be involved by reason of being or having been a director, officer, or official provided said director, officer or official was acting legally and within the confines of their assigned or authorized activity. The organization shall not, however, indemnify any director, officer, or official with respect to matters in which that person shall be judged to have been derelict in the performance of duty within the organizations ability to pay.

ARTICLE VI Certificates of Membership

Section 1. Membership: The Officers of the organization shall maintain a participants list.

ARTICLE VII Books and Records

The organization shall keep correct and complete books and records of account as authorized by the Board or Officers and shall also keep minutes of authorized proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members. Any member, or his agent or attorney may inspect all books and records of the organization for any proper purpose at a reasonable time with advance notice. Books and records of the organization shall also be made available to any other interested party as required by state and/or federal statute.

ARTICLE VIII Miscellaneous

Section 1. Amendments to By-Laws: These By-Laws may be altered, amended or repealed by a majority vote of the members at a meeting duly called for that purpose.

Section 2. Dissolution: The organization may be dissolved subject to:

- a. A 30-day advance notice to all members of the Board of Directors that such a motion will be made at the next scheduled meeting.
- b. Inclusion in the motion to dissolve, there shall be a provision for discharging all financial obligations, and for disposing of all remaining assets in accordance with the Articles of Incorporation.
- c. A 2/3 approval vote of all Directors and Officers present at the meeting at the time the motion is made for the dissolution of the organization.

I hereby certify that these By-Laws were approved by the members at the annual meeting of the organization on March 14, 2013.

Carrie Johnson, Secretary