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**STATE OF MONTANA**  
SECRETARY OF STATE  
CORPORATE BYLAWS

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STATE OF MONTANA  
**-FILED-**  
SECRETARY OF STATE  
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Filing Fees & Processing Options		
Fees and Processing Options		Standard Processing - \$15.00 - Up to 7 - 10 business days processing
Entity Details		
The name of the business entity is: MONTANA WARRIORS ON THE WATER		
Montana File Number: D267616		
Entity Type:		Domestic Non-Profit Corporation
Entity Sub-Type:		Public Benefit Corporation without members
Declarations		
<input checked="" type="checkbox"/> I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I key it into the system.		
<input checked="" type="checkbox"/> I have been authorized by the business entity to file this document online.		
<input checked="" type="checkbox"/> I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.		
Signature		
<i>Self</i>	<i>John Morford</i>	<i>02/23/2021</i>
Signer's Capacity	Sign Here	Date
Daytime Contact		
Phone Number	(406) 951-2593	
Email	johnmorford54@gmail.com	

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**BYLAWS**

**Montana Warriors On The Water  
A Montana Nonprofit Public Benefit Corporation**

**ARTICLE I  
NAME**

- 1.1 Name.** The name of this Corporation shall be **Montana Warriors On The Water, Inc.** All business of the Corporation shall be conducted under the corporate name *Montana Warriors On The Water, Inc.*, or under the abbreviation *MWOTW, Inc* or *MWOTW*.
- 1.2 Name Change.** The Corporation may, at its pleasure, change its name by two-thirds (2/3) vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the Montana Secretary of State.
- 1.3 Registered Office.** The registered office for the Corporation is located at 5512 Valley Drive East, Miles City, Montana, 59301. The mailing address for the Corporation is: PO Box 832, Miles City, Montana, 59301.

**ARTICLE II  
PURPOSES AND POWERS**

- 2.1 Purpose.** This corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Section 170(c) (2) of such Code and Regulations (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions.)

The specific purpose of the Corporation is to lessen the burden(s) of government by helping United States military veterans and service personnel, including active duty, reserve component, National Guard, and retired personnel, to learn to live with or recover from assorted adverse physical and/or behavioral health effects which arose as a direct or indirect consequence of their military service by providing them with free-of-charge educational and recreational opportunities and resources.

**2.2 Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**2.3 Nonprofit and Exempt Activities Limitation.**

(a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE III**  
**MEMBERSHIP**

**3.1**       **Membership.** The Corporation shall have no members. However, upon a unanimous vote of the Board of Directors, the Corporation may at a future time allow membership in the Corporation.

**Article IV**  
**BOARD OF DIRECTORS**

**4.1**       **Number of Directors.** The Corporation shall have a Board of Directors consisting of at least three (3) directors but no more than fifteen (15) directors. At least two (2) of the Board of Directors at any given time must be honorably discharged from the United States Military or be actively serving in the United States military. Within these limits, and if the Board desires, the Board may increase or decrease the number of directors serving on the Board, including the purpose of staggering the terms of directors, to have approximately one-third of the Board elected every three (3) years. The Board of Directors will, by majority vote, select new board members to fill vacancies.

**Powers.** Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

**4.2**       **Duties.**

**Duty of Care** — A director of a nonprofit organization shall discharge all his/her duties as a director, including those performed as a committee member; in good faith, with the care that an ordinarily prudent person in a similar position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the organization. The duty of care entails a duty of reasonable inquiry. Each director is obligated to ask questions and demand information to allow him/her to have sufficient information and understanding to make decisions he/she reasonably believes are in the nonprofit’s best interests.

**Duty of Loyalty** — Directors are obligated to exercise an undivided and unselfish loyalty to the organization they serve. Directors must exercise their obligation and powers in the best interests of the organization and its charitable mission, not in their own interests or in the interests of another person or entity (even if charitable in nature).

**Duty of Obedience** — Directors are obligated to further the mission of the organization they serve, to be faithful to its purposes and goals, and to act in conformity with all laws affecting the organization.

**4.3 Terms.** All directors will serve three (3) year terms; provided, however that a term may be extended until a successor has been elected. Directors may serve unlimited three-year terms in succession.

**4.4 Vacancies.** The Board of Directors may fill vacancies and may appoint new directors to fill a previously unfilled Board position for the balance of the term, subject to the maximum number of Directors under these Bylaws.

**4.5 Removal of Directors.** A director may be removed with or without cause by a majority vote of the Board of Directors.

**4.6 Board of Directors Meetings.**

(a) **Regular Meetings.** The Board of Directors shall hold regular meetings at a time and place to be determined by the Board of Directors.

(b) **Special Meetings.** Special meetings of the Board may be called by the Chair or by any two members of the Executive Committee. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time and place, but not the purpose of the meeting. Such notice may be given through postal mail or email.

(c) **Notice of Board Meetings.** Notice of regular or special meeting must be given to each director either personally or by US Mail, e-mail or text message at his or her address or phone number as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If notice is sent via text message, notice shall be deemed delivered once acknowledged by said receiving director. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the director, or (iii) the date received.

(d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the

Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.

#### 4.7 Manner of Acting.

- (a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy. If a director will not be available for a vote, the director may communicate his or her feelings about the vote to the remainder of the Board of Directors, but those statements shall not be counted as a vote.
- (d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating agree to, including in person or by telephonic or video or electronic conference call, email or text messaging.
- (e) **Attendance.** Board of Directors are expected to provide due diligence to attend or participate in regular and special meetings. If unable to attend notice should be given to either to the Chairperson or Executive Director prior to the meeting.

**4.8 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail or text if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

**4.9 Annual Corporate Board Meeting and Election of Board Officers.** The

Board shall elect Board Officers at the Annual Corporate Meeting held at a date, time and place of the Boards' choosing.

**4.10 Qualifications of Directors.** In order to be eligible as a director on the Board of Directors, the individual must be at least 18 years of age.

**4.11 Leaves of Absence.** The Board does not allow leaves of absence for directors.

**ARTICLE V  
OFFICERS**

**5.1 Board Officers.** The Board Officers of the Corporation shall be Chairperson, Vice Chairperson, Secretary and Treasurer. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

**5.2 Term of Office.** Each Board Officer shall serve a three-year term of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

**5.3 Removal and Resignation.** The Board of Directors may remove an Officer at any time by a majority vote of the Directors with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

- 5.4 Board Chairperson.** The Board Chairperson shall be the chief volunteer officer of the Corporation. The Board Chairperson shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. If there is no election for Executive Director during the Annual Corporate Board Meeting, the Board Chairperson shall also serve as the Executive Director of the Corporation.
- 5.5 Vice Chairperson.** In the absence of the Board Chairperson, the Vice Chairperson designated by the Board of Directors shall perform the duties of the Board Chairperson. When so acting, the Vice Chairperson shall have all the powers and perform such other duties prescribed for them by the Board of Directors or the Board Chairperson. If there is no election for Vice Executive Director during the Annual Corporate Board Meeting, the Vice Chairperson shall also serve as the Vice Executive Director of the Corporation.
- 5.6 Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Board of Directors and committees of the Board. The minutes of each meeting shall state the time and place it was held in accordance with the law and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Board of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chairperson.
- 5.7 Treasurer.** The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. Should a Finance Committee be formed, the Treasurer shall be the Chairperson of the committee. The Treasurer shall keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In coordination with staff and/or other Directors, the Treasurer is responsible for and for maintaining the financial records of the Corporation. The Treasurer shall oversee budget preparation and ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors or the Board

Chairperson. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

**5.8 Compensation for Board Service.** Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board duties or responsibilities, such as travel expense to attend Board meetings or other Board sanctioned events.

**5.9 Compensation for Professional Services by Directors.** Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and pre-approved by the Board to ensure compliance with state law and these Bylaws.

**5.10 Non-Director Officers.** The Board of Directors may designate additional Officer Positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

**5.11 Executive Director.** By a two-thirds (2/3) majority vote, the Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director can be appointed from the existing Board of Directors or from the general public. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation on a daily basis. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chairperson. The Executive Director will hold office at the will of the Board and shall report directly to the Board. The Executive Director may be removed from his duties as Executive Director at any time by a two-thirds (2/3) majority vote of the Board of Directors.

**5.12 Vice Executive Director.** By a two-thirds (2/3) majority vote, the Board of Directors may appoint a Vice Executive Director. The Vice Executive Director can be appointed from the existing Board of

Directors or from the general public. In the absence of the Executive Director at any time, place or event, the Vice Executive Director shall perform the duties of the Executive Director. When so acting, the Vice Executive Director shall have all the powers and perform such other duties prescribed for them by the Board of Directors or the Board Chairperson. The Vice Executive Director will hold office at the will of the Board and shall report directly to the Executive Director and/or the Board. The Vice Executive Director may be removed from his duties as Vice-Executive Director at any time by a two-thirds (2/3) majority vote of the Board of Directors.

## **ARTICLE VI**

### **BOARD COMMITTEES**

#### **6.1 Committees.**

- (a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in the Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.
- (b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by a majority vote of the Board of Directors, and the Board shall appoint all committee members and fill any vacancies. Each committee must be composed of one or more voting Directors and may include non-director staff or volunteers without the power to vote.

- 6.2 Committee Manner of Acting.** The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

- 6.3 Executive Committee.** The Board may form an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair or Vice Chair of the Corporation shall serve as Chair of the Executive Committee. If an Executive Committee is formed, then, Board Chairperson, Board Vice Chairperson, Secretary, Treasurer, Executive Director and Vice Executive Director shall all be members of the Executive Committee. It is

understood that one person may hold 2 of the above positions at the same time.

- 6.4 **Recruitment Committee.** The Board may form a Recruitment Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chairperson. The recruitment committee shall work to build a standing cadre of volunteers and to identify and, as necessary, recruit potential Board of Director applicants.
- 6.5 **Finance and Review/Audit Committee.** The Board may form a Finance and Review/Audit Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Committee Chairperson. The Finance and Review/Audit Committee shall oversee the general finance and funding of the Corporation, and shall cause an independent review/audit of the Corporation's financial accounts to be conducted during the fourth quarter of each calendar year. If the grand total of these accounts exceeds \$75,000.00 on the first day of the fourth quarter or if at any point during the 365 days immediately preceding the date of the audit the accounts total \$100,000.00 or more, then the audit must be conducted with the assistance of a certified public accountant. Otherwise, the Board of Directors may conduct the review/audit or may contract with a non-certified accountant to do so.

**ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

- 7.1 **Contracts and other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the Chairperson, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.
- 7.2 **Checks, Drafts.** All members of the Executive Committee are authorized to sign all checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation. Any other Board member can also be authorized by a majority vote of the Board of Directors to have said authority. Said payments can be signed by the Treasurer alone if the amount of the payment instrument is less than \$5,000.00. If the amount of the payment instrument equals or exceeds \$5,000.00, then another authorized Board member and/or Executive Director must also sign the instrument used to satisfy the debt.

**7.3 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or fiduciary agent or a designated Committee of the Board may select.

**7.4 Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or specific in nature.

**7.5 Indemnification.**

- (a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, or proceedings associated therewith, may be paid by the Corporation in advance of the final disposition of such action or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of: (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.
- (d) **Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The

Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

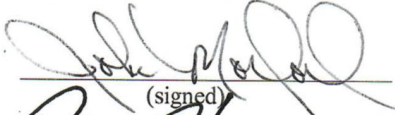
**ARTICLE VIII**  
**MISCELLANEOUS**

- 8.1 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board.
  
- 8.2 Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member of a Committee with Board-delegated powers.
  
- 8.3 Actions Regarding Membership and Ownership Interests.** The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director.
  
- 8.4 Amendments.** These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. Ten (10) days written notice (either by postal mail or electronic mail must be given before Bylaws are amended, altered, repealed, or restated by a vote of the majority of the Board of Directors.

**Certificate of adoption of bylaws follows on next page**

**CERTIFICATE OF ADOPTION OF BYLAWS**

The above bylaws of Montana Warriors On The Water, Inc. were approved by the Board of Directors on July 15, 2020 and do now constitute the permanent bylaws of the corporation. We, the undersigned, attest that these are the current true bylaws of the corporation, and approve the filing thereof with the Montana Secretary of State.

  
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(signed)

Current Chairperson of Corporation

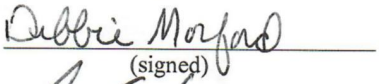
John Morford  
(printed name)

  
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(signed)

Current Vice Chairperson of Corporation

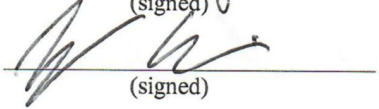
Billy Hoverson  
(printed name)

  
\_\_\_\_\_

(signed)

Current Secretary of Corporation

Debbie Morford  
(printed name)

  
\_\_\_\_\_

(signed)

Current Director of Corporation

Jay Collins  
(printed name)