

GFWC/BJWC Children's Foundation By-Laws

HISTORY

GFWC Billings Junior Woman's Club Children's Foundation was incorporated under the laws of the State of Montana on February 28, 1974, exclusively charitable as defined by section 501 (c) 3 of the IRS code.

ARTICLE I – NAME

The name of the organization shall be GFWC Billings Junior Woman's Club Children's Foundation, hereafter referred to as the Foundation.

ARTICLE II - BUSINESS OFFICE

Section 1. The business office of the Foundation (as distinguished from the statutory registered in the Article of Incorporation) shall be the Marjorie C. Thompson Memorial Center at 1403 Custer Avenue, Billings, Montana.

ARTICLE III -MEMBERSHIP

All members in good standing of the GFWC Billings Junior Woman's Club of Billings, Montana, shall automatically be a member of this Foundation.

ARTICLE IV - MEETINGS

Section 4.1 Annual meetings. The Foundation shall hold an annual meeting to be held at the business office, or at such other place, as the Officers shall designate, on the 3rd Tuesday in March

immediately following the annual meeting of the GFWC Billings Junior Woman's Club. The minutes from this meeting are to be put on file with the incorporation papers.

INFORMATION PURPOSE: This portion is in the bylaws because the Children's Foundation is incorporated and a 501 {c} 3.

Montana Code Annotated 2021 TITLE 35. CORPORATIONS, PARTNERSHIPS, AND ASSOCIATIONS - CHAPTER 2. NONPROFIT CORPORATIONS

Part 5. Members -- Delegates – Voting

Annual And Regular Meetings

35-2-526. Annual and regular meetings. (1) A corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

Action: Section 6.2 Insert. The minutes from this meeting are to be put on file with the incorporation papers.

INFORMATION PURPOSE: This portion is in the bylaws because the club is incorporated and a 501 {c} 4.3

Montana Code Annotated 2021 TITLE 35. CORPORATIONS, PARTNERSHIPS, AND ASSOCIATIONS - CHAPTER 2. NONPROFIT CORPORATIONS

Part 5. Members -- Delegates – Voting

Annual And Regular Meetings

35-2-526. Annual and regular meetings. (1) A corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

Rationale: To comply with Nonprofit Corporations laws.

IF adopted will read: As stated above.

1. At this time all reports of the proceedings of the Foundation shall be presented, and the members shall transact such other business as shall properly come before them.

2. Notice of the annual meeting of the Foundation shall be given in the same manner, time and in addition to the annual meeting notice for the GFWC Billings Junior Woman's Club of Billings, Montana.

Section 4.2 Special meetings. Special meetings shall be held at the call of the President, on request in writing by two or more of the Officers, or on demand in writing of at least ten members of the Foundation.

1. Special meetings shall be held at the Business Office, or at such other place as the Officers shall designate.
2. Notice of each special meeting, stating the hour and place thereof, and in general terms the business to be transacted, shall be communicated to each member at least three (3) days prior to the meeting.
3. No business shall be transacted at a special meeting except as stated in the notice sent to all members, unless by the unanimous consent of all members present.

Section 4.3 Quorum. The quorum at the annual or special Foundation meetings shall be one-third (1/3) of the general membership.

ARTICLE V - OFFICERS

Section 5.1 The officers of the Foundation shall be a President, a President-elect, a Secretary and a Treasurer, all of whom are the current officers of the GFWC Billings Junior Woman's Club. The officers so elected shall serve until their successors are elected and installed.

PRESIDENT

The President shall:

1. Preside at all meetings of the Foundation
2. See that all orders and resolutions of the Foundation are carried

into effect and generally have such duties and powers as are usually vested in the office of president of a corporation

PRESIDENT-ELECT

The President-elect shall:

1. Be vested with all the powers required to perform all the duties of the president in her/his absence or disability and shall perform such other duties as may be prescribed by the Foundation

SECRETARY

The Secretary shall:

1. Have charge of the corporate books and records of the Foundation
2. Issue notices of meetings to the members thereof
3. Execute and sign such instruments as required by her signature
4. Make reports and perform any other duties incident to such office or as required by the Foundation

TREASURER

The treasurer shall:

1. Be the custodian of all monies and securities of the Foundation
2. Keep regular account of the monies and securities of the Foundation
3. Keep regular account of its funds and property and shall perform all duties incident to such office or which may be delegated by the Foundation

ARTICLE VI – FOUNDATION BOARD

Section 6.1 Composition. The Foundation Board must have a minimum of eight members. It shall consist of Foundation officers, Immediate Past President, Community Service Program and

Advancement Plans Chairmen, Department Chairpersons
(including but not limited to Arts, Conservation, Education, Home Life, International Affairs, Public Affairs, Parliamentary Advisor, and Member-at-large of the GFWC Billings Junior Woman's Club.

The President of BJWC by virtue of the office shall be Chairman of the Foundation Board. The secretary will take minutes of the meeting and provide copies of the minutes to the Board of Directors.

Action: Section 6.1 Insert Community Service Program and Advancement Plans Chairmen. The secretary will take minutes of the meeting and provide copies of the minutes to the Board of Directors.

Rationale: Be more specific and concise in the composition of the Foundation Board. Also to align with GFWC's Bylaw Guide.

IF adopted will read: Section 6.1 Composition. The Foundation Board must have a minimum of eight members. It shall consist of Foundation officers, Immediate Past President, Community Service Program and Advancement Plans Chairmen, Parliamentary Advisor, and Member-at-large of the GFWC Billings Junior Woman's Club. The secretary will take minutes of the meeting and provide copies of the minutes to the Board of Directors.

ARTICLE VII – FINANCE

Section 7.1 Expenditures. Foundation officers or agents shall be required to have authorization from one-third (1/3) of the general membership to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or may be confined to specific instances.

Section 7.2 Transactions. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, or agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the members of the Foundation.

1. In the absence of such determination by the members of the Foundation, such instruments shall be signed by the Treasurer, the President, or President-elect and approved by the Foundation Board of the Children's Foundation.
2. The Foundation Board shall be required to approve any expenditure in excess of the budget allowance.
3. The books and accounts of the Foundation shall be kept in accordance with sound accounting practices and shall be reviewed and have a compilation annually by a Certified Public Accountant.
4. The Foundation Board may decide at their discretion to further have an audit of the books.

Section 7.3 Funds. All funds of the Foundation shall be deposited in a timely manner to the credit of the Foundation in such banks, trust companies, or other depositaries as the members of the Foundation may select.

Section 7.4 Contributions. Contributions, gifts, bequests, or devisees to the Foundation shall be accepted only upon approval of the majority of the Foundation Board.

Section 7.5 Grants. Identify the target audience or community that the committee plans to serve. Objectives need to be realistic and something that can accomplished within the grant period.

1. Submit proposals for writing grant applications to the Billings Junior Woman's Club Children's Foundation Executive Committee prior to submitting such applications for funding. Proposals shall identify the amount and purpose of funds sought and potential recipients, to whom grant applications will be submitted.

2. All grant funding will be requested on behalf of the Children's Foundation nonprofit organization, and will be deposited in the designated account.
3. Submit an end-of-the-year written report to be presented at the Children's Foundation Meeting in January.
4. Keep accurate records of their budget and volunteer hours.

Action: Create New **Section 7.5** Insert Section 7.5 Grants. Identify the target audience or community that the committee plans to serve. Objectives need to be realistic and something that can accomplished within the grant period.

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2. All grant funding will be requested on behalf of the Children's Foundation nonprofit organization, and will be deposited in the designated account.
3. Submit an end-of-the-year written report to be presented at the Children's Foundation Meeting in January.
4. Keep accurate records of their budget and volunteer hours.

Rationale: To clarify.

IF adopted will read: As stated above.

ARTICLE VIII – AMENDMENT OF BY-LAWS

Section 1. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members of the Foundation present at any annual meeting or any special meeting, if at least three (3) day's notice is communicated of such intention.

We the undersigned, being all of the officers of the GFWC Billings Junior Woman's Club Children's Foundation, do hereby certify:

That the foregoing By-Laws appearing upon the pages of this record immediately preceding constitute the By-Laws and are the official By-Laws of this Foundation as passed, approved and adopted by the members of the Foundation on **April 19, 2022**.