

# **GFWC/BJWC Children's Foundation Bylaws 2025**

## **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.

## **PURPOSE**

The BJWC Children's Foundation is organized for charitable endeavors and welfare of children's needs.

## **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**

The business office of The Foundation (as distinguished from the statutory registered in the Article of Incorporation) shall be 1407 Custer Avenue, Billings, Montana, 59102.

## **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 The Foundation.

## **ARTICLE IV – MEETINGS**

**Section 4.1 Annual Meetings** The Foundation shall hold an annual meeting 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 by the President.

*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.*

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1. At the Annual Meeting all reports of the proceedings of the Foundation shall be presented, and the members shall transact such other business as comes 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.**

1. 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.
2. Special meetings shall be held at a location determined by the Executive Committee.
3. Notice of each special meeting, stating the time and place and in general terms the business to be transacted, shall be communicated to each member at least three (3) days prior to the meeting.  
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 Officers**

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**

1. **The President shall:**  
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. Take minutes of the meetings and provide copies of the minutes to the Board of Directors within two weeks of the meeting.

## **TREASURER**

### **The Treasurer shall:**

1. Be the custodian of all funds of The Foundation
2. Keep regular account of the monies and securities of The Foundation
3. Keep a 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 – THE FOUNDATION BOARD**

### **Section 6.1 Composition.**

The Foundation Board must have a minimum of eight members. It shall consist of The 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 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 within two weeks of the meeting.

## **ARTICLE VII – FINANCE**

### **Section 7.1 Expenditures.**

*The Corporation shall make qualifying distributions in accordance with Section 4942 of the Internal Revenue Code to ensure compliance with the required minimum distribution rules. The Board of Directors shall annually review the foundation's gift giving activities to confirm adherence to these requirements and avoid any excise tax.*

1. The 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(s) or agent(s) 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. Any expenditures in excess of the budget allowance must be approved by The Foundation Board of Directors.
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 books will be audited by the Audit Committee annually in June.

### **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 depositories as Directed by The Foundation Membership.

**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 of Directors.

### **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 be accomplished within the grant period.

1. The committee will designate a member who will 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 Foundation's designated account.
3. The designated member shall submit an end-of-the-year written report to be presented at the Children's Foundation Meeting in March and keep accurate records of their budget and volunteer hours.

#### **ARTICLE VIII – AMENDMENT OF BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members of the Foundation present at any annual meeting or any special meeting, if at least ten (10) days, 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 bylaws appearing upon the pages of this record immediately preceding constitute the bylaws and are the official bylaws of this Foundation as passed, approved and adopted by the members of the Foundation on March 18, 2025.

President \_\_\_\_\_

President Elect \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_