

BYLAWS OF
WINGS FOR WIDOWS
A MINNESOTA NON-PROFIT CORPORATION
AMENDED FEBRUARY 2020

ARTICLE 1

NAME AND LOCATION

1.1 Name. The name of the Corporation shall be WINGS FOR WIDOWS (“Organization”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

1.2 Registered Office. The registered office for the transaction of the activities and affairs for the Organization is located at 290 Peavey Road, Wayzata, Minnesota 55391. The Board of Directors ("Board") may change the office from one location to another. Any change of location of the office shall be noted by the Secretary and promptly recorded with the state.

ARTICLE 2

CORPORATE PURPOSE

2.1 Non-profit Purpose. The Organization is a non-profit corporation organized under 501(c)(3) statutes exclusively for charitable purposes.

2.2 Specific Purpose. The Organization is organized to support the public benefit and to further the following objectives:

1. Provide pro bono financial coaching to widows in the first 24 months following the death of a spouse; and,
2. Provide advocacy services as may be appropriate or required; and,
3. Engage widows as volunteers to serve the newly widowed.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers. The board is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the officers, staff and committees as appropriate. Furthermore, the board shall have the power to select and remove all agents, employees, and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Organization.

3.2 Number, Terms, and Compensation

3.2.1 Number. The number of board members shall be fixed from time-to-time by the board but shall consist of no less than three (3) including the following Officers: President, Secretary, and the Treasurer. The maximum number of members shall be fifteen (15).

3.2.2 Terms. All board members shall serve three-year terms, but are eligible for re-election for up to three (3) consecutive terms.

3.2.3 Compensation. The board receives no compensation other than reasonable reimbursement of expenses.

3.3 Meetings and Notice.

3.3.1 Regular Meetings. Regular meetings of the board shall be held at such date, time, and location as determined by the President and approved by the board. There shall be at least four (4) regular meetings of the board in each calendar year.

3.3.2 Special Meetings. Special meetings of the board may be called by or at the request of the President or by any three (3) members of the board.

3.3.3 Electronic Meetings. The board may hold meetings through the use of electronic or telephonic communications. Participation in a meeting using electronic communications shall construe the same level of attendance with respect to a quorum as a regular or special meeting.

3.3.4 Notice. Notice of regular meetings shall be communicated by all available means to all members no less than fourteen (14) days prior to the meeting date. Notice of any special meeting shall be communicated by all available means to all members no less than seven (7) days in advance of the meeting.

3.3.5. Minimum Meeting Requirement. Board members are expected to attend 75% of all meetings in a calendar year.

3.4 Quorum. A quorum must be attended by at least sixty percent (60%) of board members for business transactions to take place and motions to pass. The act of a majority of the

members of the board constituting a quorum shall be regarded as the act of the entire board. No action other than to adjourn shall be taken at a meeting at which a quorum does not exist or shall not have existed.

3.5 Action Without Meeting. Any action permitted or required by the Board may be taken without a meeting if a majority of the members of the board individually or collectively consent by all means available to such action. Such written consent or consents shall be filed in the minutes of the proceedings of the board.

3.6 Board Elections. During the last quarter of each fiscal year of the corporation, the board shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the board, called in accordance with the provisions of these bylaws.

3.7 Election Procedures. New directors shall be elected by a majority of board members present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

3.8 Vacancies. When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular or special board meeting announcement, to be voted upon at the next board meeting. These

vacancies will be filled only to the end of the replaced board member's term.

3.8.1 Vacancies Filled by Interim Appointment. The President may appoint a new board member pending formal approval by a majority vote of the remaining members of the board at a regular or special meeting. The interim director will serve only to the end of the particular board member's term.

3.9 Resignation, Termination and Absences. Resignation from the board must be in writing and received by the secretary. Resignation shall be immediate; the acceptance of such resignation shall not be necessary to make it effective. A board member shall be terminated from the board due to excess absences, defined as more than 25% of unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining board members.

<https://youtu.be/Mtz-zUTB9CA>

ARTICLE 4

OFFICERS

4.1 Number and Title. The officers of the Organization shall include: the President, the Secretary, and the Treasurer. The officers of the Organization are members of the Board of Directors.

4.2 Terms. Officers shall serve three-year terms, but are eligible for re-election for up to three (3) consecutive terms. Officers so elected shall serve a term beginning on the first day of the next fiscal year.

4.3 Compensation. Officers receive no compensation other than the reimbursement of reasonable expenses.

4.4 Duties of Officers.

4.4.1 President. The President shall, subject to the control of the board, lead the Organization. The President's duties include, but are not limited to:

1. Convene regularly scheduled board meetings;
2. Preside or arrange for other members of the Executive Committee to preside at each meeting;
3. Advise, supervise, and mentor officers and directors in the course of board operations;

4. Ensure the Organization's reports are accurate, timely, and properly reflect the activities and initiatives of the board;
5. Ensure the Organization remains financially solvent and accountable for the effective spends of monies the Organization may direct; and
6. Perform other duties prescribed by the board.

4.4.2 Secretary. The Secretary's duties include, but are not limited to:

1. Maintain the original and all subsequent amended versions of the bylaws;
2. Record, publish, distribute and maintain all minutes of all meetings of the board. Meeting minutes shall include at a minimum the time and place meetings, the type of meeting, the notice given, the names of those present, and an accurate record of all board actions;
3. Send out meeting announcements, and distributing copies of the agenda and minutes from the prior meeting in advance of the board meeting;
4. Assure all corporate records are maintained; and
5. Perform other duties prescribed by the board.

4.4.3 Treasurer. The Treasurer's duties include, but are not limited to:

1. Keep accurate financial records for the Organization;
2. Endorse for deposit notes, checks, and drafts received by the Organization, making proper vouchers for the deposit;
3. Disburse the Organization's funds and issue checks and drafts in the name of the Organization, as authorized or ordered by the board;

4. Maintain a record of all donations and work with the Secretary to ensure proper communications with donors is completed;
5. Prepare cash flow and balance statements, and make a report at each board meeting;
6. Assist in the preparation of the budget;
7. Make financial information available to the board and the public;
8. File the necessary annual financial reports to meet all state and federal requirements; and,
9. Perform other duties prescribed by the board.

4.5 Officer Elections. During the last quarter of each third fiscal year of the corporation, the board shall elect officers to replace those whose terms will expire at the end of that term. This election shall take place during a regular meeting of the board, called in accordance with the provisions of these bylaws.

4.6 Election Procedures. New officers shall be elected by a majority of board members present at such a meeting, provided there is a quorum present. Officers so elected shall serve a term beginning on the first day of the next fiscal year.

4.7 Vacancies. When an officer vacancy on the board exists mid-term, the secretary must receive nominations for a new officer from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular or special board meeting announcement, to be voted upon at the next board meeting. These

vacancies will be filled only to the end of the particular officer's term.

4.8. Vacancies Filled by Interim Appointment. The President may appoint a new officer pending formal approval by a majority vote of the remaining members of the board at a regular or special meeting. The interim officer will serve only to the end of the particular officer's term.

4.9 Resignation, Termination and Absences. Resignation from an officer must be in writing and received by the secretary. If the resignation is from the secretary, it must be received by the president. Resignation shall be immediate; the acceptance of such resignation shall not be necessary to make it effective. An officer shall be terminated from the board due to excess absences, defined as more than 25% unexcused absences from board meetings in a year. An officer may be removed for cause or by other reasons by a two-thirds vote of the remaining board members.

ARTICLE 5
COMMITTEES

5.1 Committee Formation. The board may create committees as required. A committee's authority shall be limited to providing advice and recommendations to the board or to act as specifically directed by the board. The President appoints all committee chairs.

5.2 Standing Committees. There shall be the following standing committees: (a) Executive Committee and (b) Budget & Finance Committee.

5.2.1 Executive Committee. The three (3) officers and legal counsel serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board (in that the Executive Committee comprises a quorum by definition), subject to the direction and control of the full board.

5.2.2 Budget & Finance Committee. The Treasurer is the chair of the Budget & Finance Committee, which includes at least two (2) other board members. The Budget & Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the

calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public. Finally, the committee will assist in the annual audit.

5.3 Fundraising Plan. The chairs of the Budget and Finance Committee, Events Committee, and Business Development Committee shall create the annual fundraising plan to be presented to the Board for approval by the end of every fiscal year for the next year.

5.4 Ad hoc / Non-Standing / Special Committees. Ad hoc committees can be created for a time period set by the board and may become standing committees. Ad hoc committees include Staff & Volunteer Committee, Events Committee, Sponsorship Committee, Audit Committee, and Communication & Marketing Committee.

ARTICLE 6

BUDGET AND FINANCE

6.1 Annual Budget. The Organization's activities which involve the expected receipt and/or expenditure of funds shall be governed each fiscal year by the annual budget. The annual budget shall be approved by the board no later than October 31st for the next fiscal year beginning January 1st. The annual budget may be amended during the budget year by the board as necessary.

6.2 Limitations. No money shall be expended, no contract or financial obligation incurred, and no authority shall be assumed to incur any such contract or financial obligation unless specifically authorized. Such authorization shall not be assumed even when such budget item has been approved unless the funds are materially available. Any member incurring unauthorized expenditures shall be personally liable for these expenditures.

6.3 Disbursements. Disbursements of the Organization's funds shall be made by an instrument signed by the President or the Treasurer. No disbursements shall be made except as authorized in the budget or by a majority vote of the board. The President may commit up to \$500 of the Organization's funds in furtherance of the Organization's goals without prior approval of the board, but shall report such expenditures to the board forthwith. This amount is subject to ongoing review and board approval.

6.4 Reports. The Treasurer shall prepare and present quarterly and annual financial reports to the regular meetings of the board in such form as they shall require, namely cash flow and balance sheet statements.

6.5 Financial Review. The Organization's financial affairs shall be formally reviewed on an annual basis. The board may, at its discretion, conduct such a review more often for any reason. All such reviews shall be conducted by the Finance and Budget Committee. All reports shall be reviewed and approved by the board, shall be attached to the Treasurer's annual report, and shall be made available to the Organization and the public.

6.6 Business Pursuits. The Organization shall not engage in any business pursuits or otherwise take any action that would jeopardize the exempt status of the Organization pursuant to federal or state tax laws.

6.7 Fiscal Year. The Organization's fiscal year is 1 January through 31 December.

6.8 Fidelity Bonds. When deemed necessary by the board, all persons designated under Section 6.3 of these bylaws to disburse the Organization's funds shall be bonded, in amounts and coverage, and with surety companies approved by the board.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS,

OFFICERS, EMPLOYEES, AND OTHER AGENTS

7.1 Right of Indemnity. To the fullest extent permitted by law this Organization shall indemnify its directors, officers, employees, and other persons described in 317A of the Minnesota Statutes, including persons formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Organization, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in 317A of the Minnesota Statutes.

7.2 Insurance. The Organization shall have the obligation to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE 8
RECORDS AND REPORTS

8.1 Maintenance of Records. The Organization shall keep and maintain:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, board, and committees of the board; and
3. A record of each board member's name and contact information.

8.2 Maintenance and Inspection of Articles and Bylaws. The Organization shall maintain the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the board members at all times. The right of inspection includes the right to copy and make extracts of documents.

8.3 Annual Report. The board shall prepare an annual report within one hundred twenty (120) days after the end of the Organization's fiscal year. A copy of the report shall be made available for inspection by any member upon reasonable request. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The Organization's assets and liabilities;
2. Principal changes in assets and liabilities;
3. The Organization's revenues and receipts;
4. The Organization expenses or disbursements;

5. Principal changes in revenues and expenses; and,
6. Any additional information required by these bylaws.

ARTICLE 9
AMENDMENTS

9.1 Amendment by the Board. These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE 10

MISCELLANEOUS

10.1 Interpretation. The interpretation of and power to implement these bylaws and all rules and regulations authorized thereby shall be vested in the board, whose decision in that respect shall be final.

10.2 Loans, Guarantees, and Advances. The Organization shall not make any loan of money or property to or guarantee the obligation of any board member or officer, except as is expressly allowed under 317A of the Minnesota Statutes.

10.3 Effective Date. These bylaws shall become effective immediately following a majority vote of the members present and voting at a board meeting.

10.4 Gender, Tense, and Interpretation. As used in these bylaws, the masculine, feminine, or neutral gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates. The headings in this instrument are inserted for convenience of reference and are not intended to be considered in the construction hereof.

10.5 Definitions. Unless the context requires otherwise, definitions in 317A of the Minnesota Statutes shall govern.

10.6 Conflict of Interest. No officer or board member shall be entitled to participate in any decision or vote in which such officer or director or any related party or entity of the officer or director receives some financial benefit. For the purposes of this section, such officer or director may not be part of a quorum for such a vote.

ARTICLE 11
INCORPORATORS

I (we), the undersigned incorporator(s) certify that I am (we are) adult individual(s), 18 years of age or older, authorized to sign these articles and bylaws, and that the information in these articles is true and correct. I (We) also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I (we) had signed these under oath.

NAME	STREET ADDRESS	CITY, STATE	ZIP	SIGNATURE
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NAME	STREET ADDRESS	CITY, STATE	ZIP	SIGNATURE
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NAME	STREET ADDRESS	CITY, STATE	ZIP	SIGNATURE
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Name, daytime phone number, and e-mail address of the person who can be contacted about these bylaws:

Contact Name	Phone Number	Email
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ARTICLE 12

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **Wings for Widows**, a Minnesota Non-Profit Corporation, that the above bylaws are the current and proper bylaws of this Corporation as adopted by the Board of Directors to be effective as of _____(date), and that they have not been changed or modified since that date.

Executed on _____, at _____,
Minnesota.

Hectoria Yamoah
Secretary