

BYLAWS OF THE VETERANS CLUB

The name of the organization is The Veterans Club. The organization is organized in accordance with the Idaho Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

To transform the spirit of service into meaningful support through community engagement, mental health initiatives, and ongoing advocacy.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE I - MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President of the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in the meeting by such means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors present at a meeting may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth that action so taken, is signed by a quorum of the directors with respect to the subject matter of the vote.

ARTICLE II - DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of eight (8) voting directors: seven (7) elected directors and the Immediate Past President.

Section 2. Election and Term of Office. The seven elected directors shall be elected at an annual meeting. Each elected director shall serve a term of two (2) years, or until a successor has been elected.

No elected director shall serve more than two (2) consecutive terms in the same board seat. An elected director who has served two consecutive terms shall not be eligible for re-election to that seat until they have remained off the Board for at least one full term (two years). A partial term of less than one year served to fill a vacancy shall not count toward the consecutive-term limit.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, the disclosed adverse interest of a director shall not disqualify said director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election of a director for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two (2) directors by providing five (5) days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two (2) weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A tie vote kills the motion. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE III - OFFICERS

Section 1. Number of Officers. The officers of the organization shall be President, Immediate Past President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two (2) or more offices may be held by one person, except that the President may not serve concurrently as a Vice President or as Immediate Past President.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Immediate Past President. The Immediate Past President shall be the most recent former President who is willing and able to serve. The Immediate Past President is a voting member of the Board of Directors. The Immediate Past President shall provide continuity, counsel, and historical perspective to the President and the Board; may chair the nominating committee or other committees as assigned; and shall have such other duties as the Board may assign.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Directors at the first meeting of the Board immediately following the annual meeting. Each officer shall serve a term of two (2) years, or until a successor has been elected.

No person shall serve more than two (2) consecutive terms in the same officer position (a maximum of four years). After serving two consecutive terms in an officer position, a person shall not be eligible to serve again in that same officer position until they have been off the Board for at least one full term (two years), unless the Board, by a two-thirds vote, determines that a temporary exception is necessary for organizational continuity.

Upon completion of their term as President (or upon earlier vacancy in the office of President), the outgoing President shall automatically become Immediate Past President for the next two-year term, provided they remain willing and able to serve and are not otherwise disqualified. The Immediate Past President position does not count against the two-term limit applicable to other officer positions.

Section 3. Removal of Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization and which affect an interest in real estate shall be executed by the President or any Vice-President, and also by the Secretary or Treasurer. All other instruments executed by the organization, included a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) of the organization that are specifically designated by resolution of the Board of Directors.

ARTICLE V - AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI - INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broad indemnification rights).

ARTICLE VII - DISSOLUTION

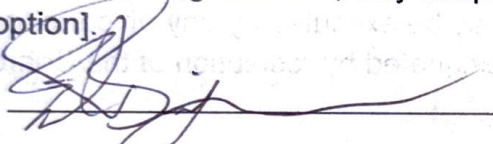
The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

CERTIFICATION

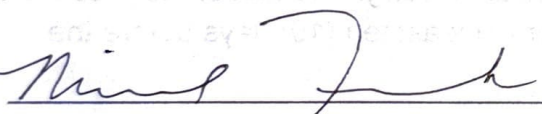
These Bylaws of The Veterans Club, as amended, incorporate revisions adopted by the Board of Directors regarding term lengths, term limits, Immediate Past President status, board size, and voting procedures.

Ed Bejarana, President of The Veterans Club, and [Secretary Name], Secretary of The Veterans Club certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on [Date of Adoption].

By: 

Ed Bejarana, President

Date: 10/21/26

By: 

Mike Frank, Secretary

Date: 10/21/26

Summary of Proposed Bylaws Changes

(Original version dated November 4, 2024 → Revised version) 10/21/26

Board Size and Composition

- Original: Seven (7) directors.
- Revised: Eight (8) voting directors — seven (7) elected directors plus the Immediate Past President as a voting member.

Director Terms

- Original: Four (4) year terms; no term limits.
- Revised: Two (2) year terms. No elected director may serve more than two (2) consecutive terms in the same seat. After two consecutive terms, the person must remain off the Board for at least one full term (two years) before becoming eligible again. A partial term of less than one year does not count toward the limit.

Officer Terms and Limits

- Original: Officers elected annually for one (1) year terms; no term limits.
- Revised: Officers serve two (2) year terms. No person may serve more than two (2) consecutive terms in the same officer position (maximum of four years). After two consecutive terms, the person must remain off the Board for at least one full term before serving again in that position (with a limited Board exception for continuity).

Immediate Past President

- Original: No such position.
- Revised: New officer position. The outgoing President automatically becomes Immediate Past President for the next two-year term (if willing and able). The Immediate Past President is a voting member of the Board and provides continuity, counsel, and historical perspective. The role does not count against the two-term limit for other officer positions.

Voting

- Original: Majority of directors present (with quorum) constitutes action.

- Revised: Same majority rule, plus explicit statement that a tie vote kills the motion.

Other

- Compensation language remains unchanged and continues to permit reasonable compensation to employees and independent contractors.
- All other articles (meetings, removal/vacancies, committees, corporate instruments, amendment process, indemnification, dissolution, and certification structure) remain substantively the same.
- No structural barriers to creating a paid Executive Director position; the Board may add explicit authorizing language if desired.

These changes introduce shorter terms, clear consecutive-term limits, formal continuity through the Immediate Past President, an even-numbered board with a defined tie rule, and expanded board size by one voting seat.