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These Bylaws were adopted by the Board of Directors on *insert date here*.

ARTICLE 1. Organization

The name of the organization shall be **Tailgate for Troops**.

The organization may, at its pleasure by vote of the Board of Directors, change its name.

ARTICLE 2. Purposes

The following is the purpose, for which this foundation has been organized:

To increase the morale and welfare of active duty service members through hosted recreational events. Tailgate for Troops will also, from time to time, distribute funds to organizations qualifying under section 501(c)(3) of the Internal Revenue Code, which exist to provide services to active duty service members and/or veterans.

ARTICLE 3. Statement of Non-discrimination

NON-DISCRIMINATION TO MEMBERS AND PATRONS. Tailgate for Troops, Inc. admits members of any race, color, national and ethnic origin, and sexual orientation to all rights, privileges and activities generally associated or made available through the organization. Tailgate for Troops does not discriminate on the basis or race, color, national or ethnic origin or sexual orientation in the administration of its policies, charitable distributions and other administered programs.

ARTICLE 4. Meetings

The annual Board of Directors meeting of this organization shall be held on the end of the fiscal year, each and every year. If such a day is a legal holiday, the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these By-Laws.

Notice of such a meeting shall be made to all Directors at their address as it appears on file of the organization, telling the time and place of such annual meeting.

Tailgate for Troops shall hold regular meetings.

The presence of not less than fifty (50%) percent of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the organization. A lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws. The Secretary shall cause notice of this scheduled meeting to be sent to all those Directors who were

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not present at the meeting originally called. The quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such a meeting shall be made to all Directors at their addresses as they appear on file at least 10 days before the scheduled date set for such a special meeting. Such a notice shall state the reasons that such meeting has been called, the business to be translated at such a meeting and by whom it was called. At the request of the majority of the members of the Board of Directors, the president shall cause a special meeting to be called, with such a request required to be made in writing at least ten (10) days before the requested schedule date.

No other business, but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meetings.

The Secretary shall record minutes of the meeting, which shall be approved by the Board attendees within (3) days of the meeting.

ARTICLE 5. Voting

At all meetings, except for the election of officers and directors, all votes shall be by voice.

ARTICLE 6. Orders of Business

Roll Call.
Reading of the Minutes of the preceding meeting.
Reports of Committees.
Reports of Officers.
Old and Unfinished Business.
New Business.
Adjournments.

ARTICLE 7. Board of Directors

The business of the organization shall be managed by the Board of Directors, consisted of not less than three (3) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of New Mexico and a citizen of the United States.

The directors to be chosen for the ensuing two years shall be chosen at the annual meeting of this organization in years ending in even numbers, in the same manner and style as the officers of this organization and they shall serve a term for two years.

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The Board of Directors shall have the control and management of the affairs and business of this organization. Such Directors shall act only in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such a meeting.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization, by virtue of his office, shall be Chairman of the Board of Directors.

The Board of Directors shall be comprised of four permanent members until the annual meeting of the Board of Directors in December 2014, at which time, the permanent seats shall become elected seats. The four permanent directors shall be Jeffrey Webster, Christopher Wood, Rob Fong and Jack Kennedy.

A director may be removed when sufficient cause exists for such removal. A sufficient cause shall include any action, through intention or not, which brings, or could bring, discredit upon the organization or any affiliated organizations. Removal of a member shall be decided by a majority vote of the Board of Directors, not including the member who is being considered for removal.

ARTICLE 8. Officers' Roles

The initial officers of the organization shall be as follows:

President: Jeffrey Shay Webster

Vice President: Jack Kennedy

Secretary: Christopher Wood

Treasurer: Rob Fong

Sergeant-At-Arms: Bennie Cruz

The President shall preside at all membership meetings. He shall, by virtue of his office, be Chairman of the Board of Directors.

He shall be present at each annual meeting of the organization and present an annual report of the work of the organization.

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He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates, required by law, are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The **Vice President** shall, in the event of the absence or inability of the President to exercise his office, become acting president of the organization, with all rights, privileges and powers as if he/she had been the duly elected president.

The **Secretary** shall keep all minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute in appropriate books.

He/she shall give and serve all notices to members of this organization.

He/she shall be the official custodian of the records and seal of this organization.

He/she may be one of the officers required to sign the checks and drafts of the organization.

He/she shall present to the membership at any meetings any communications addressed to him/her as Secretary of the organization.

He/she shall attend to all correspondence of the of the organization and shall exercise all duties incident to the office of Secretary.

The **Treasurer** must be one of the officers who shall sign checks or drafts of the organization. No special fund bay be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He/she shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such a meeting.

He/she shall, at the direction of the Board of Directions, as it may, in its discretion, establish a charitable foundation in the name of the organization in include the activities and transaction of such a foundation in written accounts of the finances of the organization.

He/she shall exercise all duties incident to the office of Treasurer.

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The **Sergeant-At-Arms** shall at all times ensure the maintenance of order and decorum among the Board of Directors. She shall be responsible for the maintenance of and adherence to organizational schedules and deadlines. She shall be responsible for reporting violations of these By Laws to the Board of Directors.

No officers shall, for reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE 9. Resignations.

A Director may resign his/her seat at any time, effective immediately, or at such time as he may designate, upon notice of such resignation being given in writing and delivered in open meeting of the Directors.

ARTICLE 10. Salaries and Earnings

The Board of Directors shall hire and fix the compensation of any and all employees, which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 Article 2 Purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 11. Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less, if sooner terminated by the Board of Directors.

ARTICLES 12. Dues

The Board of Directors may, in its own discretion, levy organizational dues on voting and non-voting members. As of the adoption of these by-laws, the Board will not exercise this right.

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ARTICLE 13. Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote by the majority of the members of the Board of Directors.

ARTICLE 14. Adopted Policy

The Board of Directors shall adopt such policies, as it may, in its own discretion, consider necessary for the best interests of the organization.

ARTICLE 15. Dissolution

Upon the dissolution of 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

Reviewed and heretofore
agreed to this 3rd Day of
July, 2013


president


Secretary/Interim Treasurer