

**BY-LAWS OF THE “PATRIOT GUARD RIDERS of MONTANA”, INC.,  
a non-profit corporation**

**ARTICLE I.  
NAME AND LOCATION**

**Section 1.1 Name.** The name of this Corporation shall be **PATRIOT GUARD RIDERS of MONTANA**, a non-profit corporation.

**Section 1.2 Office.** The principal office shall be located at 36518 ROUND BUTTE RD, RONAN, MT, 59864. The Corporation shall be authorized to transact business from other offices located at such places as the Board of Directors may from time to time determine.

**ARTICLE II.  
SEAL**

**Section 2.1** The organization shall have a Corporate seal.

**ARTICLE III.  
PATRIOT GUARD RIDERS OF MONTANA  
MISSION STATEMENT**

The Patriot Guard Riders is a diverse amalgamation of riders from across the nation. We have one thing in common besides motorcycles, we have an unwavering respect for those who risk their very lives for America’s freedom and security. If you share this respect, you are welcome to join us.

We don’t care what you ride or if you ride, what your political views are, or whether you’re a hawk or a dove. It is not a requirement that you be a veteran. It doesn't matter where you’re from or what your income is. The only prerequisite is Respect.

Our main mission is to attend the funeral services of fallen American heroes as invited guests of the family. Each mission we undertake has two basic objectives:

1. To show our sincere respect for our fallen heroes, their families, and their communities;
2. To shield the mourning family and their friends from interruptions created by any protestor or group of protestors.

We accomplish the above through strictly legal and non-violent means.

To those of you who are currently serving and fighting for the freedoms of others, at home and abroad, please know that we are backing you. We honor and support you with every mission we carry out, and we are praying for a safe return home for all.

## **ARTICLE IV.**

### **PURPOSE**

**Section 4.1** The purpose of the Corporation is to operate as a public benefit corporation and is organized exclusively for charitable purposes, including rendering honors and ceremonies, and to make donations to families and veterans. To this end, the corporation shall follow the Mission Statement of the National Patriot Guard Riders. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose; and to this end it is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

**Section 4.2.** Members of this organization shall participate in activities, which honor and show respect for all military members and families of the military members, past and present. This Corporation may provide financial assistance, for charitable reasons, for military and veteran military families.

**Section 4.3.** This Corporation shall engage in any lawful business incidental to or of a similar nature to the foregoing, providing same is consistent with the purposes of this corporation, and to do and perform all lawful acts which may be deemed necessary or convenient in the conduct of the business of said corporation and which shall be deemed consistent with the purposes of this corporation and for the benefit of this corporation.

## **ARTICLE V.**

### **MEMBERSHIP**

**Section 5.1 Membership.** Membership in this Corporation shall be open to all American citizens who follow the mission statements and are members in good standing with the Patriot Guard Riders of Montana, and to such other persons, firms, or associations approved for membership by the Members of the Corporation.

**Section 5.2 Voting.** Each member shall be entitled to one (1) vote at all corporate meetings.

**Section 5.3 Membership Fees.** There shall be no membership fees for participation in this organization.

**Section 5.4 Procedure for Removal of Member.** The Board of Directors may entertain any request from a state Ride Captain for the removal of a member for cause. Members may be removed when sufficient cause exists and provided that a majority of Board of Directors, then sitting on the Board, vote for such removal. The Secretary shall forward such removals to the National Patriot Guard Riders, Inc for approval.



**Section 5.5 Removal.** Upon removal of said Member, all property, intellectual or otherwise that belongs to the Patriot Guard Riders of Montana shall be turned over immediately upon request to a board officer by that member when terminated or upon leaving.

## **ARTICLE VI.**

### **MEETINGS OF THE MEMBERS**

**Section 6.1** The annual meeting of the members of this Corporation shall be held each year at a time and place to be determined by the Board of Directors, for the purpose of electing replacement Board of Directors, for the ensuing year, and for the transaction of such other business as may come before the meeting.

**Section 6.2** The call for the annual meeting of the members shall be given by the Secretary to each member appearing on the books of the Corporation, at the address appearing on the books of the Corporation, by depositing notice of said meeting at the Post Office in a sealed stamped envelope according to the usual custom of mailing. Said notice shall be signed by the Secretary stating the time and place of holding such meeting. If personal notice by email or telephone is given to said members of said meeting, it shall be equivalent to mailing the same, and said notice shall either be mailed or personally given to said members at least fifteen (15) days prior to said meeting.

**Section 6.3.** Special meetings of the members other than those provided for herein or regulated by statute may be called by the Board of Directors or shall be called by the President at the request of one-half (1/2) or more of the members of the Board of Directors, and written, email or personal notice thereof shall be given at least seven (7) days prior to said meeting. Personal notice given to the members of the Corporation shall be considered to be the equivalent to the written notice herein required.

**Section 6.4.** The notices of annual and special meetings of the members hereinbefore required to be given by these By-Laws may be waived by the person entitled thereto either before or after the time therefore.

**Section 6.5.** At all meetings of the members, the President, or in his absence, the Vice-President, and should both be absent, any person elected by the members of the meeting present, shall preside.

**Section 6.6.** At all meetings of the Corporation, fifty per cent (50%) of the members present, including the officers and directors, shall constitute a quorum for the transaction of corporation business. Members may be represented at said meetings by proxy or by telephone conference call. A member who desires to exercise his right to vote by proxy must furnish his proxy with such written evidence of the latter's right to act for him as will reasonably assure the Corporation that the proxy is acting by the authority of his principle. Said proxy shall be delivered directly to the President prior to the meeting for which the proxy is requested.

## **ARTICLE VII.**

### **BOARD OF DIRECTORS**

**Section 7.1 Number and Voting.** The number of Directors shall be two from each region; each said Director shall be a resident of that region. The Directors shall be elected at the Corporation's annual meeting by plurality vote of the members represented in person and shall serve a term of one year.

**Section 7.2 Directors.** All directors elected shall be a resident of the State of Montana, a citizen of the United States, and be members of the Corporation.

**Section 7.3 Corporate Powers.** The corporate powers of this Corporation shall be vested in, and the general management and control of the business and affairs of the Corporation shall be exercised by, the Board of Directors. The Board of Directors shall conduct, manage, and control the affairs and business of the Corporation, and in the management and control of the corporate property and business, it is hereby vested with all the powers and authority possessed by the Corporation itself insofar as this delegation of authority is not inconsistent with the laws of the State of Montana, with the Certificate of Incorporation of this Corporation, or with these By-Laws.

**Section 7.4 Voting.** A majority vote of the Board of Directors present in person, proxy or by telephone conference call, at a meeting shall be sufficient to take any action requiring such vote. In the event of a tie vote the matter shall be put to the Membership of the Corporation for a vote.

**Section 7.5 Vacancies on the Board.** Vacancies in the Board of Directors by reason of death, disability, resignation or other causes shall be filled by the remaining Directors appointing from among the members a Director to fill the unexpired term.

**Section 7.6 Procedure for Removal of a Director.** The Board of Directors may entertain charges, whether misconduct or other, against any director. Upon notice of removal hearing, the Director(s) and the Board of Directors may be represented by counsel. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. A Director may be removed when sufficient cause exists for such removal provided two-thirds (2/3) majority of Directors vote such removal.

**Section 7.7 Removal.** All property, intellectual or otherwise that belongs to the Patriot Guard Riders of Montana shall be turned over immediately upon request to a board officer by that Director when terminated or upon leaving office.

## **ARTICLE VIII.**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 8.1. Annual Meeting.** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members at the principal office of the



Corporation or at such other place as the Board of Directors may from time to time designate.

**Section 8.2. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or at his request by the Secretary, or any Director, and should be held at the principal office of the Corporation or at such other place as the Board of Directors may determine with adequate notice.

**Section 8.3. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days prior to the date of the special meeting. Notice shall be given in writing and delivered personally, sent by U.S. Mail, or by electronic means to each Director at his address as shown by the records of the Corporation. If personal notice is given to said Directors of said meeting, it shall be equivalent to mailing the same. Any Director may waive notice of any meeting whether before or after the time therefore.

**Section 8.4. Meeting.** At all meetings of the Board of Directors, the President of the Corporation shall preside or, if he be absent from the meeting, the Vice-President shall preside. If both the President and Vice President are absent from the meeting, a Chairman shall be selected by the members of the Board of Directors present to preside over the meeting.

**Section 8.5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but in no event shall a quorum constitute less than two-thirds (2/3) of the Directors. The act of the majority of the directors present at a meeting and duly assembled at which a quorum is present shall be the act of the Board of Directors and valid as a corporate act.

In the event of a tie vote, the matter shall be presented to the Membership of the Corporation; said vote shall break the tie. Voting on the matter by the Membership shall be made in person, by proxy or electronic means.

**Section 8.6 Voting.** At all meetings, except for the election of a Board of Directors, all votes shall be by voice, unless otherwise designated by the Board. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

**Section 8.7 Number of Votes.** Each director shall have one vote and such vote may be done in proxy by written notice to the President. No director may have another member vote in his or her place.

**Section 8.8 Counting of the Votes.** At all votes by ballot at any Annual Meeting of the Board of Directors, the President shall, along with approval of the Board, prior to the commencement of balloting, appoint a committee of two who shall act as "Inspectors of Election" who are not members of the Board of Directors and who shall, at the conclusion of such balloting, certify in writing to the Board the results and the certified copy, along with the ballots, shall be physically affixed in the minute book to the minutes of that meeting. All said ballots shall be by email or handwritten. All ballots must be reported to the Secretary and filed in the Corporate Book.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

**Section 8.9 Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the remaining members of the Board of Directors for the remainder of the term and must come from the affected region of the state. Anyone may nominate a member in good standing for a vacant board position in the affected region.

## **ARTICLE IX. COMPENSATION**

**Section 9.1** The Board of Directors shall not hire any paid employees to conduct the necessary business of the organization.

**Section 9.2** A Director and/or officer shall not be paid for any time, effort, counsel, advice or labor given to or on behalf of the Corporation. In the event that a Director and/or officer should in the course of working on behalf of the Corporation incur a necessary operational or administrative expense which has not otherwise been compensated for by the Corporation, that individual shall bring that matter to the attention of the Board of Directors at a regularly or specially scheduled meeting for reimbursement. If such expense is deemed by the Board of Directors to be a necessary operational or administrative expense, then that expense shall be paid to the individual.

## **ARTICLE X. OFFICERS**

**Section 10.1. Number.** The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may, from time to time, designate or appoint. Each officer shall be elected to a one year term.

**Section 10.2. Election and Term of Office.** The officers of the Corporation shall be elected when their terms expire by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or until the officer's death, resignation, or removal in the manner hereinafter provided.

**Section 10.3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by two-thirds (2/3) vote whenever, in its judgment, the best interests of the Corporation would thereby be served.

**Section 10.4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 10.5. President.** The President shall be elected at the Corporation's annual meeting from among the members of the Board of Directors by a majority vote of the members represented in person. The principal executive officer of the Corporation and,



subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation, along with the consensus of the Board of Directors. He shall, when present, preside at all meetings of the Board of Directors. He may sign, along any other proper officer of the Corporation thereunto and authorized by the Board of Directors, certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 10.6. Vice-President.** The Vice-President shall be elected at the Corporation's annual meeting from among the members of the Board of Directors by majority vote of the members of the corporation represented in person, and shall, in the absence of the President perform the duties of that office, and such other duties as may be assigned to him by the Board of Directors.

**Section 10.7. Secretary.** The Secretary shall be elected at the Corporation's Annual Meeting from among the members of the Board of Directors by majority vote of the members of the Board of Directors present in person. The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws; be custodian of the corporate records; keep a register of the post office address of each Member; prepare and issue written reports of the Corporation as requested by the Members and as directed by the Board of Directors. Said reports shall be physically affixed to the Minutes of the Board of Directors of such meeting, or retained in the Corporate Book. The Secretary shall perform any other such duties as from time to time may be assigned to the Secretary by the Board of Directors.

The Secretary may record any meeting electronically upon notification of said intention to do so to the Members present at that meeting. No recording of any meeting shall be retained following transcription of said meeting notes.

**Section 10.8. Treasurer.** The Treasurer shall be elected at the Corporation's Annual Meeting from among the members of the Board of Directors by majority vote of the members of the Board of Directors present in person. The Treasurer shall be responsible for the funds and securities of the Corporation, for all deposits and monies due and payable to the Corporation, the deposit of said monies in such banks or depositories as shall be selected by the Board of Directors. The Treasurer shall prepare a financial report to be presented at each meeting of the Board of Directors and issue all financial reports to the Members and the Board as directed by the Board of Directors, and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

All expenditures shall be approved by a majority of the Board of Directors. This approval shall be made in writing via email or written letter. Receipts shall be produced at the next Board Meeting following said expenditures and attached to the Meeting Minutes.

Any member(s) may view the organizations financial records providing they submit their request to the Treasurer in written format thirty (30) days in advance.

**Section 10.9. Other Officers.** The balance of the officers, if any, shall have such powers and perform such duties as may from time to time be specified by the Board of Directors and in the absence of such specifications, shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar purposes and objectives as this Corporation.

**Section 10.10. Vacancies.** Vacancies in the office of President, Vice-President, Secretary or Treasurer by reason of death, disability, resignation or other causes, shall be filled by the Directors appointing from among the Directors a successor or successors to hold office for the unexpired term thereof.

## **ARTICLE XI. COMMITTEES**

The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees or authorize any one or more individuals for the purpose of accomplishing any goal or objective of the Corporation. Such individual or committee may be appointed from the membership and any Director of the Corporation may be appointed to head any committee hereinafter designated. Said Committee may be terminated by a majority of the Board of Directors.

## **ARTICLE XII. STATE CAPTAINS**

**Section 12.1.** State Captain shall be nominated by the board and approved through the Regional Captain and National Board of Directors. It is the responsibility of the new State Captain to report said action to the National Board of Directors.

**Section 12.2.** Assistant State Captain shall be nominated by the State Captain and approved by the State Board of Directors.

**Section 12.3.** The State and Assistant State Captains term shall be three years.

## **ARTICLE XIII. RIDE CAPTAINS**

**Section 13.1** All Ride Captains shall be nominated by the District Captain and approved by the State Captain. The State Captain shall send notification of said nomination to the National Patriot Guard Riders, Inc.

**Section 13.2** Removal of a Ride Captain from their position shall require a majority vote of the Board of Directors. These votes may be collected via email and shall be retained by the Secretary in the Corporate records. National Patriot Guard Riders, Inc. may



recommend the removal of any Ride Captain however, a majority is required to remove a Ride Captain from the Patriot Guard Riders of Montana. Removal requests must be in writing and signed by a member of the Board of Directors.

#### **ARTICLE XIV.** **STANDARD OPERATING PROCEDURES**

**Section 14.1** The Standard Operating Procedures shall then be voted upon by the Membership of the Corporation and either approved or corrected. The Standard Operating Procedures shall not conflict with these by-laws.

**Section 14.2** The Board of Directors shall administer the Standard Operating Procedures for the Patriot Guard Riders of Montana in each region.

#### **ARTICLE XV.** **LEGAL AND FINANCIAL MATTERS**

**Section 15.1. Contracts.** The Board of Directors may authorize any officer or officers, any agent or agents of the Corporation to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation.

**Section 15.2. Negotiable Instruments.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or a District Captain and the Treasurer of the Corporation and in such manner as from time to time is determined by resolution of the Board of Directors.

All expenditures shall be approved by a majority of the Board of Directors. This approval shall be made in writing via email or written letter. Receipts shall be produced at the next Board Meeting following said expenditures and attached to the Meeting Minutes.

**Section 15.3. Security of Funds.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank(s), trust company(ies), or other depositories as the Board of Directors may select.

**Section 15.4. Contributions, Gifts and Bequests.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

#### **ARTICLE XVI.** **BOOKS AND RECORDS**

The Corporation shall keep a complete and correct set of books and records of the Corporation and shall keep minutes of the meetings of the Board of Directors and copies of all ballots. Such records shall be kept with the Secretary of the Corporation or, in the alternative, at the Corporation's principal place of business.

**ARTICLE XVII.**  
**FISCAL YEAR**

The accounting year of the Corporation shall be a calendar year from January 1st to December 31st.

**ARTICLE XVIII.**  
**AMENDMENTS**

The Members, at any regular or special meeting, are authorized and shall have the power and authority to make and adopt, and to amend, supplement, and repeal, the By-Laws of this Corporation by affirmative vote at any annual or special meeting of the Members by two-thirds of the votes cast or a majority of the voting power of those members present, whichever is less. Any proposed amendment to the By-Laws of this Corporation shall be thoroughly communicated to all Members via the U.S. Mail or electronic means, no later than fifteen (15) days prior to the action on that amendment.

**ARTICLE XIX.**  
**DISSOLUTION**

In the event of dissolution of the Corporation, after paying and making provisions for the payment of all liabilities of the Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,

or the corresponding section of any future United States Internal Revenue 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.

**CERTIFICATE AS TO THE BY-LAWS OF CORPORATION**

I, being the undersigned, Secretary of the **PATRIOT GUARD RIDERS OF MONTANA, INC.**, present at the meeting held on the 19<sup>th</sup> day of January, 2008, do hereby certify that the foregoing Amended By-Laws of this Corporation were ratified and adopted for the guidance of the Corporation in the regulation of its business by the members of the **PATRIOT GUARD RIDERS OF MONTANA, INC.** this date.

DATED at this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
**SECRETARY,**  
**PATRIOT GUARD RIDERS of MONTANA, INC**