

# Upward Thought Foundation Bylaws

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Upward Thought Foundation.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

The Upward Thought Foundation is organized for the purpose of the improvement of mankind. Specific aims of the foundation include publishing written and recorded materials with the intent of helping individuals and groups encounter greater success, happiness, welfare, and general wellbeing. Activities may include other extensions of the purpose of the foundation, limited to purposes exempt organizations under section 501(c)(3).

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. Each Director is authorized to transact financial operations in the name of the Corporation, including bank account creation, access, and closing.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be three (3): the President, the Secretary, and the Treasurer, which can be held by the same person.

Directors will be appointed by the President of the Corporation, or in the event of his demise without an identified successor, by the unanimous vote of the remaining officer(s). If, for any reason, there are no identified successors for office who are willing and able to serve in this capacity, the Corporation will be dissolved according to the process and terms outlined in the Articles of Incorporation.

Directors will serve in automatically renewing three (3) year terms, with no limit in successive or total terms served. The President shall have authority to remove any Director for any reason at any time. Directors can resign at any time by delivering written notice to the Secretary, which will be effective upon receipt or at a later time as specified in the notice.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day appointed by the President. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by any Director no less than ten (10) days prior to the meeting date.

### **Section 5. Compensation**

Members of the Board of Directors shall be entitled to reasonable payment for their service and reimbursement for actual and reasonable expenses incurred in performing their duties, which may be limited to their duties as Directors, or may include performance of the charitable purposes of the Foundation, with approval of another Director.

### **Section 6. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **ARTICLE IV. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board members.
- b. He/She shall appoint and terminate other Board members and appoint a successor.
- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

## **Section 2. Secretary**

The Secretary shall attend all meetings of the Board and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

## **Section 3. Treasurer**

The Treasurer's duties shall be:

- a. He/She shall manage approval of all expenditures of funds.
- b. He/She shall present a complete and accurate report of the finances of the Corporation at each meeting of the Board.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

# **ARTICLE V. IDEMNIFICATION**

## **Section 1. General**

To the full extent authorized under the laws of the State of Montana, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which

an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at or outside of any regular or special meeting of the Board of Directors, provided that changes are approved by the President. Written notice of amendments will be given to each director within three days of approval via e-mail or mail.


### **Section 2. Bylaws**

The Bylaws may be amended in any manner at or outside of any regular or special meeting of the Board of Directors, provided that changes are approved by the President. Written notice of amendments will be given to each director within three days of approval via e-mail or mail.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 4 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 10th day of October, 2023.



---

Robert Smith, President



---

ATTEST: Nicolette Smith, Secretary