

ByLaws of



Women Warrior Veterans of Wilson County “WWV”

ARTICLE I: NAME

The name of the corporation shall be Women Warrior Veterans of Wilson County, as well as WWV, which will be used interchangeably.

ARTICLE II: Purpose

Section 1. Non-Profit Status

The WWV shall be organized as a non-profit organization, exempt from Federal income taxes. The WWV shall not perform nor support activities prohibited by Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

Section 2. Specific Purpose

WWV will serve, honor, and empower women Veterans from all eras and branches of military service. WWV will educate, network, socialize, volunteer, participate in patriotic activities and give back to the Veteran and military communities.

ARTICLE III: PROVISIONS

Section 1. Indemnification.

The WWV agrees to indemnify, defend and hold harmless the Board members from and against all liability, loss, cost or expense (including attorney’s fees) by reason of liability imposed upon WWV, arising out of or related to WWV’s activities, whether caused by or contributed to by the members or

any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility for Membership

- A. Application for membership shall be open to any active or former military female from any military branch with an honorable discharge. Proof of military service is required, for example: DD Form 214, DD Form 215, or other service specific documents.
- B. Other than Honorable discharge will be reviewed on an individual basis by the WWV Board.
- C. Persons who have been dishonorably discharged from the United States Armed Forces are not considered veterans or war veterans for purposes of determining the composition of membership as per IRC 501(c)(3).
- D. Women veterans residing at Frank Tejada VA Home will be considered members of WWV in good standing.

Section 2. Annual Dues

- A. A member of the WWV will be considered a member "in good standing" if they have paid their dues to the WWV.
- B. Members who have reached the age of 80 years or reside in the Frank Tejada VA Home will not be assessed annual dues.

Section 3. Resignation

Any member may resign by filing a written or electronic resignation with the President.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Type of Meetings

WWV consists of Executive Board Meetings and General Membership Meetings.

Section 2. Notice of Meeting

Meeting date & location will be published on the website and GroupMe App calendar.

Section 3. Quorum

Quorum for a General Membership meeting shall consist of at least three (3) officers and 20% of the current membership. Quorum for Board meetings shall consist of three (3) of the five (5) Board members.

Section 4. Voting at meetings

- A. At the Board and General Membership meetings, all issues to be voted on shall be decided by a simple majority of those who present "in good standing".
- B. Virtual attendees (such as through GroupMe) and members present at General Membership meetings may vote for any motions made during the meeting.

- C. Members can vote in the Election of Officers if they are physically present and have been a member in good standing for at least 2 months.
- D. No proxy voting is allowed.

ARTICLE VI: BOARD OF OFFICERS

Section 1. General Powers

- A. All Board members shall manage the affairs of the organization and have control of property of the organization.
- B. The Board shall consist of a minimum of five (5) to include: President, Vice-President, Secretary, Treasurer and Sergeant at Arms.
- C. The Board will prepare an Annual Budget which shall be approved by the General Membership.

Section 2. Eligibility of Board Members

- A. Be a member in good standing for at least 4 months and attend at least 50% of the meetings within the past 12 months.
- B. No two members of the Board related by blood or marriage within the second degree of consanguinity or affinity, may serve on the Board at the same time.

Section 3. Elections

- A. The election process will commence on 01 September of each year and be completed by 30 November of said year. The newly-elected Board members will enter upon the performance of their duties with a term of 1 January to 31 December.
- B. A person shall only be nominated for one Board position at a time.
- C. All elections are done by secret ballot.

Section 4. Term of Office

Tenure is two years for all positions, and there are no term limits.

Section 5. Duties and Responsibilities

A. President will:

1. Serve as the Chief Executive Officer and principal spokesperson of WWV in all matters, particularly in the articulation of WWV policies and objectives.
2. Preside over all Board and General Membership meetings.
3. Ensure that the will of the General Membership, within the mandates of WWV guidelines, is reflected in the management and operation of WWV.
4. Have primary authority and oversight of the organization's public and internal media.
5. Appoint an Audit Committee or secure an outside financial auditor to complete an annual audit of all financial accounts.
6. Vote only in cases of breaking a tie, excluding election votes. During elections, the President gets the same one (1) vote as all other members.

B. Vice-President will:

1. Assist the President in her duties and perform the President's duties as required in her absence.
2. Be responsible for conducting annual elections.
3. Have secondary authority and oversight of the organization's public and internal media.

C. Secretary will:

1. Send members notice of General Membership meetings and determine the presence of a quorum prior to the General Membership meetings before undertaking any other action(s).
2. Ensure an accurate and substantive record of all Board Meetings and General Membership meetings is produced and make minutes available to any member who requests them.
3. Maintain and accurately report the members in good standing at each General Membership meeting.
4. Assist with maintaining the calendar of events.
5. Responsible for updating any changes made to the Standing Rules.
6. Maintain content on website and GroupMe.

D. Treasurer will:

1. Collect annual dues and report on current membership.
2. Receive, deposit, and account for all monies paid into or out of WWV Accounts.
3. Establish and operate a system of accounts for WWV and report to the Board.
4. Prepare and submit tax documents as required by Federal and State agencies.

NOTE: The organization will use a calendar year for all accounting purposes

E. Sergeant at Arms will:

1. Maintain order and timekeeping during Board and General Membership meetings.
2. Ensure compliance with the Bylaws.
3. Make sure a flag is present at the General Membership Meetings.
4. Be responsible for care and proper display of patriotic flags at all events.

Section 6. Vacancies

- A. In case of a vacancy of any elected Board member, such vacancy will be filled by election for the unexpired term at the next General Membership meeting.
- B. In the interim, protocols will be used to fill positions as outlined in the Standing Rules.

ARTICLE VII: ETHICS AND CODE OF CONDUCT

Section 1. Ethics of Organization

- A. The Women Warrior Veterans of Wilson County is a women's organization consisting of active duty and military Veterans and shall not be used for the dissemination of partisan principles, for

the promotion of candidacy of any person seeking office or preferment, or for any other personal or commercial gain.

- B. WWV shall not enter into any monetary expenditure, agreements, leases or other commitments or involvements of any kind or nature whatsoever - the direct or indirect effect of which shall be to legally obligate or constrain the WWV without a unanimous vote of the Board (see Article V). If a unanimous agreement of the Board is not reached, the issue will be brought up at the next General Membership meeting for resolution. WWV shall not engage in any activity contrary to or inconsistent with the stated objectives or policies of WWV. The organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government. WWV supports the Constitution of the United States, and the democratic principles upon which this country was founded.
- C. No personal information on members will be sold or shared outside of the organization for any reason.

Section 2. Code of Conduct of members

- A. Board Members and General Membership members are expected to conduct themselves in a professional manner with integrity and respect towards others. Disruptive, aggressive, or threatening behavior, harassment/bullying, discriminatory language, or actions will not be tolerated at any event or meeting of the WWV.
- B. Complaints against WWV shall be brought to the attention of the members of the Board for resolution.
- C. Complaints against General Membership members must be submitted in writing by the complainant to the Board for a resolution.
- D. Complaints against any of the WWV Board members shall be brought to the attention of the remaining Board members. The remaining Board members will form a Conduct Review Committee of three (3) impartial General Membership members (No Board members). The Conduct Review Committee will review the complaint, create a report with a minimum of two (2) recommendations, and present it at the next General Membership meeting for resolution. The final decision will be made by a majority vote of General Membership on a secret ballot.

Section 3. Discipline

Protocols for addressing disciplinary concerns are outlined in Standing Rules.

Section 4. Immediate Termination

- A. Immediate termination of membership will be determined on a case-by-case basis and voted on by the Board. Causes for immediate termination can include but not limited to: aggressive and/or bullying tactics towards fellow WWV members, harassment of fellow WWV members, and attacks of the organization on any social media sites or while wearing WWV paraphernalia.
- B. The Vice President will immediately notify the terminated member verbally followed by certified mail.
- C. If a member is terminated, the Board will notify the membership at the next General Membership Meeting.

- D. Upon termination of a member, she will be removed from the membership rolls effective immediately. Terminated members will not be allowed to return to the organization. If a terminated member holds any position of responsibility she will be removed from those duties immediately.

ARTICLE VIII: REVIEW, AMENDMENTS, AND STANDING RULES

Section 1: Review

The Bylaws and Standing Rules of WWV will be reviewed at a minimum every odd year by the Board.

Section 2: Amendments

- A. The Bylaws of the WWV may be amended only by a majority vote of General Membership in good standing.
- B. Any member proposing an amendment shall file copies of the proposed amendment with the President and the Secretary at least thirty (30) days before the date of the next scheduled General Membership meeting.
- C. A member proposing an amendment may be required to personally present and/or lead a discussion on the proposal at the General Membership Meeting.

Section 3: Standing Rules

- A. WWV's Standing rules provide administrative details for the operation of the organization.
- B. Standing rules can be changed based on any Board or General Membership recommendations, and a majority vote at any General Membership meeting.

ARTICLE IX: DISSOLUTION

In the event that Women Warrior Veterans of Wilson County shall cease to exist for any reason, all assets remaining, after all obligations have been satisfied, will be transferred according to Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X: ADOPTION AND APPROVAL

These By-Laws were reviewed/revised and adopted at the General Membership meeting on 19 August 2025.

Reviewed on (date)XXXXXXXXX Signed _____ President

Reviewed on (date)XXXXXXXXX Signed _____ President

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Reviewed on (date)XXXXXXXXX Signed _____ President