

BYLAWS OF
THE WARRIOR FOR PEACE FOUNDATION

ARTICLE I - NAMES AND LOCATIONS

Section 1: Name.

The name of this organization is the Warrior For Peace Foundation, hereinafter referred by that name or as the "Foundation", "WFPF" or WFP". The Foundation is a non-profit corporation organized under the laws of the State of California.

Section 2: Location.

The headquarters and mailing address of the Foundation is 616 E. Cota, Santa Barbara, CA, 93103.

ARTICLE II – GUIDING PRINCIPLES

Section 1: Vision, Mission and Core Values.

This Foundation was founded to assist military veterans, including those suffering from Post-Traumatic Stress Disorder, as well as their families and other non-profit organizations that assist veterans.

Section 2: Actions and Activities.

The Foundation is organized to operate for non-profit patriotic and civic purposes. It has no political interests or alliances. Its actions and activities are intended to qualify the Foundation as an exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended. The Foundation's Federal Tax Id # is – 84-4206290.

Section 3: Certain Activities Prohibited.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its directors, officers, or other private individuals. The Foundation shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any director, or officer. No director or officer shall receive a salary or compensation for their work. However, the Foundation shall be authorized and empowered to reimburse directors and officers for out of pocket expenses. Further, the Foundation shall be authorized and empowered to pay reasonable compensation to third parties for services rendered, and to make payments and distributions in furtherance of the objectives set forth in this Article II. The Foundation will not participate or intervene in any

political campaign on behalf of any candidate for public office. The Foundation will not conduct any activities not permitted by an organization exempt from income tax under the tax laws of the states and/or nations in which the Foundation operates.

ARTICLE III – ORGANIZATION AND STRUCTURE

The Foundation shall consist of the officers of its Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Authority and Responsibilities.

The Board of Directors shall have supervision, control, and direction of the affairs of the Foundation, its committees (if any), and publications, and is empowered to act by these Bylaws. The Board of Directors shall determine any Foundation policies and changes thereto.

Section 2: Composition.

The Foundation Board of Directors shall consist of a President, Secretary and Treasurer, as well as any additional officers as the Board of Directors sees fit (not to exceed a total of 10 directors). These officers shall be elected on a bi-annual basis.

A: President.

The Foundation President shall have general responsibility for the affairs of the Foundation and shall perform the duties of that office. The President shall be the official representative of the Foundation. The President shall preside over the meetings of the Foundation and be responsible for the conduct of all voting on Board issues.

B: Secretary.

The Secretary shall be responsible for keeping all administrative and historical records for the Foundation; shall record and retain minutes of all Board meetings; attend to all general correspondence for the Foundation as required by the President or Board. The Secretary shall provide notice of any special meetings at the direction of the President. The Secretary shall distribute minutes to members of the Board of Directors.

C: Treasurer.

The Treasurer shall be comptroller of the finances and accounts of the Foundation under the direction of the President and shall prepare an annual budget and render an annual statement of accounts and such special reports as may be called for by the Board of Directors. The Treasurer shall ensure all tax filings are submitted to the appropriate government entities. The Treasurer

shall render the President assistance as required and in the absence of the President the Treasurer shall take over the duties of the President.

Section 3: Committees.

The Board of Directors may establish any committees that it sees fit. Committee members may include both Board of Director members and non-members.

Section 4: Removal.

Any Officer may be removed by the Board, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an Officer or Director shall not of itself create contract rights.

ARTICLE V - FOUNDATION MEETINGS

The Foundation Board shall hold at least one annual meeting and will use best efforts to hold at least bi-monthly meetings.

ARTICLE VI: PARLIAMENTARY AUTHORITY

A quorum of the Board of Directors is required to conduct any Board business. Any vote requires a simple majority vote of the Board of Directors. The President shall serve as the tiebreaker during all voting of the Board, as needed.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any statutes applicable to this organization.

ARTICLE VII - AMENDMENTS

Amendments to these Bylaws shall be approved by a simple majority vote of the Board of Directors.

ARTICLE VIII - DISSOLUTION

It is intended that the Foundation will be a permanent organization. However, the Foundation may be dissolved by a simple majority vote of the Board of Directors.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year.

The Corporation's fiscal year shall be as determined from time to time by the Board.

Section 2: Financial Records.

The Corporation shall maintain current, accurate financial records with complete entries as to each financial transaction of the Corporation, including income and expenditures, in accordance with generally accepted accounting practices.

Section 3: Financial Reports.

The Board shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

Section 4: Maintenance of Financial Records and Reports.

All of the Corporation's financial records, books, and annual reports shall be kept for at least three (3) years after the closing of each fiscal year.

Section 5: Tax Records and Returns.

The Board shall prepare, and file all required federal and state tax returns, which includes Form 990 (or the future IRS Form adopted by the IRS in place of the current Form 990). The Corporation shall maintain a copy of all annual returns filed with the IRS for a period of three (3) years, with such period beginning the last day prescribed for filing such returns (determined with regard to any extension for filing). The Corporation shall permanently maintain a copy of its Form 1023, all attachments thereto, and any related filings or correspondence that were submitted to or received from the IRS regarding the Corporation's tax-exempt status under the Code.

Section 6: Resignations.

Any Director, Officer or committee member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary.

ADOPTION OF BYLAWS

I, the undersigned, certify that I am the presently elected and acting Secretary of the Foundation, and the above bylaws were adopted at the board meeting held on June 12, 2023.



Secretary