

BRIDGEWIRE BYLAWS

Abstract

This document is one of a set of documents which govern Bridgewire, Inc. They operate within the framework of Federal and Nevada state law, specifically NRS Chapter 82 – Nonprofit Corporations

The Hierarchy is:

1. Articles of Incorporation (Controlled by Member votes)
2. Bylaws (Controlled by Member votes)
3. Conflict of Interest Policy (Controlled by Member votes)
4. Policy Manual (Controlled by Board of Director votes)

TABLE OF CONTENTS

Article I - General Matters	3
Section 1.1 Name	3
Section 1.2 Non-Profit Purposes	3
Section 1.3 Principal Office	3
Section 1.5 Other Offices	3
Article 2 - Board of Directors	3
Section 2.1 Board of Directors Number and Eligibility.....	3
Section 2.2 Board Powers	3
Section 2.3 Vacancies of Office	4
Section 2.4 Annual Meeting of Board	4
Section 2.5 Special Meetings of Board.....	4
Section 2.6 Quorum for Meetings of Board	4
Section 2.7 Conduct of Meetings of Board	5
Section 2.8 Majority Action as Board Action.....	5
Section 2.9 Policy Manual	5
Section 2.10 Committees	5
Article 3 - Officers.....	5
Section 3.1 Officers Eligibility	5
Section 3.2 Officers	5
Section 3.2.1 President.....	6
Section 3.2.2 Secretary.....	6
Section 3.2.3 Treasurer	6
Section 3.2.4 Other Officers	6
Section 3.3 Officer Titles	6
Section 3.4 Officer Terms	6
Article 4 - Members.....	6
Section 4.1 Determination of Membership	6
Section 4.2 Eligibility of Membership.....	6
Section 4.3 Dues	7
Section 4.4 Membership Rights and Privileges	7
Section 4.5 Membership Meetings	7
Section 4.5.1 Meeting to elect Directors to the Board	7
Section 4.5.2 Regular Meeting	7
Section 4.5.3 Special Meetings.....	7
Section 4.5.4 Quorum for Meetings.....	7
Section 4.6 Majority Action as Membership Action	8
Section 4.7 Proxies	8
Section 4.8 Non-Liability of Members.....	8
Section 4.9 Indemnification by Corporation of Members	8
Section 4.10 Non-Transferability of Membership.....	8
Section 4.11 Member Standing, Resignation, Suspension, and Expulsion	8
Article 5 – Conflict of Interest.....	8
Article 6 – Insurance for Corporate Agents.....	8
Article 7 – Indemnification	9
Article 8 – Fiscal Matters	9

Section 8.1 General	9
Section 8.2 Fiscal Year	9
Section 8.3 Purchasing Authority	9
Section 8.4 Deposits	9
Section 8.5 Checks and Notes	9
Section 8.6 Gifts and Donations	9
Section 8.7 Material Property	9
Section 8.8 Dissolution	10
Article 9 – Corporate Books, Records and Reports	10
Section 9.1 Books, Records and Reports	10
Section 9.2 Inspection of Documents	10
Section 9.3 Maintenance of Corporate Books and Records	10
Section 9.4 Periodic Report	11
Article 10 – Waiver of Notice	11
Article 11 – Contracts and Instruments.....	11
Article 12 – Parliamentary Authority and Construction	11
Article 13 – Amendments to BYlaws and Articles of Incorporation	11
CERTIFICATE OF ADOPTION OF BYLAWS	12
REVISION HISTORY OF DOCUMENT	12

ARTICLE I - GENERAL MATTERS

Section 1.1 Name

The name of this corporation is stated in the Articles of Incorporation.

Section 1.2 Non-Profit Purposes

The Purposes are stated in the Articles of Incorporation.

Section 1.3 Principal Office

The principal office of the corporation is stated in the Articles of Incorporation.

Section 1.5 Other Offices

The corporation may also have offices at such other places where it is qualified to do business, as its business and actives may require, and the Board of Directors may designate.

ARTICLE 2 - BOARD OF DIRECTORS

Section 2.1 Board of Directors Number and Eligibility

1. The number of directors on the Board of Directors is determined by the number of members on the day of the Annual Board Election. All seats are 2 year terms. The director terms are staggered based on the year of the election.

Active Regular Memberships	Directors seats	Odd Numbered Year		Even Numbered Year	
		Director seats open	Director seats which may be Non Member	Director seats open	Director seats which may be Non Member
Below 25	3	1	0	2	1
25 and above	5	2	1	3	1

2. Eligibility to be a Director
 1. Must be a member in Good Standing or a non-member nominated by a majority of the existing Board.
 2. Must be 18 yrs. old when elected
 3. Must disclose any potential conflict of interest prior to the election, as defined by the Conflict of Interest Policy.
 4. Must provide a signed statement of intent prior to election, as defined by the Policy Manual.
 5. Must be available to serve for 2 consecutive years

Section 2.2 Board Powers

1. The activities and affairs of this corporation shall be overseen by the Board of Directors (herein after referred to as the "Board"), subject to the provisions of the laws of the state of Nevada and any limitations in the Articles of Incorporation and these Bylaws.
2. The Board will determine the classes of membership as defined by these bylaws.

3. The Board will appoint all officers.
4. Advisers, who will act in an advisory capacity, have no voting rights on the board. The Board shall not be required to accept the advice of such advisers.
5. Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
6. The Directors shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Nevada.

Section 2.3 Vacancies of Office

1. A Director may resign by giving written notice to any member of the Board.
2. A Director is also deemed to have resigned or is required to resign under the following provisions:
 1. Being absent from three Board meetings without the approval of the Board;
 2. Having failed to uphold a signed statement of intent;
 3. Removal by resolution of a majority vote in a general membership meeting, in which there is a quorum of one-half of the voting members;
 4. Becoming of unsound mind; or
 5. Death.
3. An open Directors seat may be filled at the discretion of the Board. The open seat may not be filled by a non-member unless the seat vacated was a non-member. To do so, the Board must schedule a Special Membership Meeting and follow the rules outlined in Meeting to elect Directors to the Board bylaws.

Section 2.4 Annual Meeting of Board

The annual meeting of the Board shall be conducted at a place and time set by resolution of the Board.

Section 2.5 Special Meetings of Board

1. The Board may hold special meetings as needed at a time and place set by resolution of the Board.
2. Special meetings of the Board may be called by or at the request of any Director also serving as Chief Executive Officer or President, or by any two Directors.
3. Notice of special meetings shall be given to each Director at least seven (7) days prior by any other member of the Board. Such notice may be given by any method as may be designated from time to time by resolution of the Board, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. The Director to be contacted shall acknowledge personal receipt of the notice within twenty four hours of receipt.
4. Notice for a particular special meeting can be waived if all Directors are present and at the start of the special meeting the Directors unanimously vote to waive such notification. Otherwise, no business shall be considered by the Board and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 2.6 Quorum for Meetings of Board

1. A quorum shall consist of a simple majority of the Board represented in person, or with real time medium, provided that access to this medium is presently available and accessible to all members of the board.

2. Except as otherwise provided by these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not available, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 2.7 Conduct of Meetings of Board

1. Meetings of the Board shall be presided over by the Chairperson of the Board, chosen by consensus of the Board.
2. The Secretary of the Board will be chosen by consensus of the Board to record and provide meeting minutes of the Board.

Section 2.8 Majority Action as Board Action

Every act done or decision made by a majority of the Directors available at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, the Bylaws, Policy Manual or provisions of law require a greater percentage or different voting rules for approval of a meeting by the board.

Section 2.9 Policy Manual

The Board shall create, maintain, and revise a Policy Manual outlining and defining the operation procedures, rules, and guidelines of the corporation. This document is governed by the majority action of the Board.

Section 2.10 Committees

1. The Board may form and dissolve committees as designated by a majority vote by a quorum of Directors.
2. These committees may consist of persons who are not members of the organization and shall act in an advisory capacity to the Board.
3. These committees have no power to implement recommendations except as specifically defined by the Board.
4. Each committee shall organize per the direction of the Board.
5. Each committee will have a chairperson, appointed by the Board.
6. Each committee must have at least one director as a member.

ARTICLE 3 - OFFICERS

Section 3.1 Officers Eligibility

1. Officers must meet the same eligibility requirements that Directors must meet as stated elsewhere in these Bylaws. The exceptions are an Officer does not need to be a member nor submit a letter of intent.

Section 3.2 Officers

1. The Board may appoint by resolution officers that perform regular management of the corporation.
2. Two or more offices may be held by the same person.
3. The duties performed by officers will be determined by the Board.
4. Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
5. The Officers shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Nevada.

Section 3.2.1 President

The President shall perform such duties as the Board may delegate.

Section 3.2.2 Secretary

The Secretary shall perform such duties as the President or the Board may delegate.

Section 3.2.3 Treasurer

The Treasurer shall perform such duties as the President or the Board may delegate.

Section 3.2.4 Other Officers

1. The Board may appoint by resolution any number of other officers deemed necessary to conduct the business and affairs of the corporation.
2. Any member in Good Standing shall be qualified to be appointed as an officer of the corporation.

Section 3.3 Officer Titles

1. The Board may rename the position held by any officer.
2. Officers may rename the position held for the duration of his or her tenure, unless otherwise requested by the Board.
3. Any new title may not:
 1. Convey confusion with the responsibilities of the office; or
 2. Convey a conflict with other offices held.

Section 3.4 Officer Terms

1. Officers shall hold office until:
 1. A successor is chosen by the Board and installed; or
 2. The position is resigned; or
 3. The Officer is dismissed by the Board.
2. Resignations are effective upon fulfillment of all obligations to the date of withdrawal and should be given in writing to the Board.
3. Dismissals are effective immediately.

ARTICLE 4 - MEMBERS

Section 4.1 Determination of Membership

1. The corporation shall have only Voting and Non-Voting member classes as defined in the Policy Manual.
2. Non-Voting members are not permitted to vote.
3. No member shall hold more than one membership in the corporation.

Section 4.2 Eligibility of Membership

Membership eligibility will be defined in the Policy Manual

Section 4.3 Dues

All members shall pay monthly dues in advance, of such amount as may be set by a quorum of the Board and defined in the Policy Manual.

Section 4.4 Membership Rights and Privileges

All rights and privileges are determined by membership class, type, and standing as defined in the Membership section of the Policy Manual.

Section 4.5 Membership Meetings

Section 4.5.1 Meeting to elect Directors to the Board

1. Election of Directors to the Board shall be first by nomination, and then by final vote.
2. A member of the Board shall not hold a term of office for more than two years without being elected for each term the office is held.
3. Only members in Good Standing shall elect or be elected to the Board. Additionally a non-member nominated by a majority of the existing Board may be elected.
4. Members may cast as many votes as there are director seats open. However, each candidate may receive no more than one vote from the voter.
5. The member and non-member candidates with the highest number of votes for the seats available are elected. If non-member candidates received a higher number of votes than there are non-member seats available, the non-member candidates with the lower vote totals are excluded from the vote ranking.

Section 4.5.2 Regular Meeting

Regular meetings of the membership shall be held at a time and place chosen by resolution of the Board.

Section 4.5.3 Special Meetings

1. A special meeting may be called by a majority vote of the Board, or upon written request submitted to the Board by not less than ten (10) percent of the full voting membership; such written request is to contain the subject or subjects to be covered. A meeting date shall be set by the Board within fifteen (15) days of receipt of the request and the date of the meeting shall not be set more than forty-five (45) days from receipt of the request unless a specific date is stated in said request.
2. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, date, time and purpose or purposes for which the special meeting is called, shall be delivered not less than ten (10) days before the date of the meeting. This notice shall be given to each member entitled to vote at such meeting by the Board or the person(s) calling the meeting, and only matters that are contained in this notification shall be considered.
3. A notice of any special membership meeting in which a Director is to be elected must also state the names of each known nominee or candidate for election. However, nominees will be accepted up to the election without notification.

Section 4.5.4 Quorum for Meetings

At any meeting of the members, a quorum shall consist of 10% of the voting members of the corporation represented in person or by proxy. Except as otherwise provided by provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 4.6 Majority Action as Membership Action

Every act or decision done or made by a simple majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 4.7 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact in accordance with the requirements of law.

Section 4.8 Non-Liability of Members

The members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

Section 4.9 Indemnification by Corporation of Members

The members of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 4.10 Non-Transferability of Membership

1. No member may transfer a membership or any right arising from it.
2. All rights of membership cease upon the member's death.

Section 4.11 Member Standing, Resignation, Suspension, and Expulsion

1. The corporation shall maintain policies on member standing, resignation, suspension, and expulsion in the Policy Manual.
2. Any member may resign or be suspended from the organization at anytime at the discretion of any director or officer with or without cause.
3. In the event of suspension the member suspension will be reviewed by the Board per the Policy Manual.

ARTICLE 5 – CONFLICT OF INTEREST

The corporation shall keep and maintain a Conflict of Interest Policy which can only be changed by a majority vote of the membership at a regular or special membership meeting. Any director or officer of the corporation who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board or under the duties of an officer, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall be governed by this policy.

ARTICLE 6 – INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board may by resolution authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including Directors, Officers, Members, Employees or other agents of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 7 – INDEMNIFICATION

1. By resolution of the Board, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any potential, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, Officer, Member, Employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the corporation, with reasonable cause to believe their conduct was not unlawful, and they were not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.
2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not to be opposed to, the best interests of the corporation, and with respect to any criminal proceeding, had reasonable cause to believe that their conduct was not unlawful.

ARTICLE 8 – FISCAL MATTERS

Section 8.1 General

The corporation may use its funds only to accomplish the purposes specified by these Bylaws.

Section 8.2 Fiscal Year

The fiscal year of the corporation commences on the first day of January and ends on the last day of December.

Section 8.3 Purchasing Authority

No member of the corporation shall be authorized to make purchases in the name of the corporation except as directed by the Board.

Section 8.4 Deposits

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.5 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in excess of an amount as set from time to time by the Board shall be signed by the Treasurer and countersigned by the President of the corporation except that the Treasurer shall be permitted to pay for routine, regularly occurring expenses as approved by the Board.

Section 8.6 Gifts and Donations

The Board may accept or make on behalf of the corporation any gift, donation, bequest, or device for the nonprofit purposes of this corporation.

Section 8.7 Material Property

1. Material property that may be obtained from time to time by the corporation in its name will be controlled and the responsibility of the corporation President or other personnel so designated by the Board.

2. All such material property shall be used only for the benefit of the corporation and shall not be used for the personal benefit or gain of the appointed caretaker or any third party. No material property of the corporation may be given to, loaned or placed in the possession of a third party without the expressed permission of the Board or as defined in the Policy Manual.

Section 8.8 Dissolution

Matter of liquidation, dissolution, or winding up of the Corporation are dictated by Nevada State Law and the Articles of Incorporation.

ARTICLE 9 – CORPORATE BOOKS, RECORDS AND REPORTS

Section 9.1 Books, Records and Reports

The corporation shall keep all corporate books, records and reports at its principal office or other secured locations as required by Nevada State law.

Section 9.2 Inspection of Documents

1. The Members' Ledger may be inspected by a Director at anytime and by a member upon at least 5 days written request (with a purpose) to the Secretary. Requests can be denied if the purpose is improper as written in State Law. A paper or electronic form will be provided within 10 days.
2. All financial records and book of accounts may be inspected by a Director or person authorized by 15% of the membership upon at least 5 days written request (with a purpose) to the Secretary. Requests can be denied if the purpose is improper as written in State Law. Extracts may be made of the records and accounts.
3. Any inspection under the provisions of this Bylaw may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 9.3 Maintenance of Corporate Books and Records

The corporation shall keep at its principal office:

1. Minutes of all meetings of Directors, officers, the membership and committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, or if a membership meeting then the names of the officers present and the number of members present, and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A Members' Ledger indicating their names, addresses, and if applicable, their phone numbers, email addresses and the termination date of any membership; and class of membership.
4. A certified copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
5. A hard copy of the latest approved Policy Manual.
6. All books and records will be maintained and retained as described in the records retention portion of the Policy Manual

Section 9.4 Periodic Report

The Board shall cause any annual or periodic report required under the Articles of Incorporation, these Bylaws, or provisions of law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10 – WAIVER OF NOTICE

Whenever any notice or notification is required to be given under the Articles of Incorporation, these Bylaws, or provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE 11 – CONTRACTS AND INSTRUMENTS

The Board may authorize any member in Good Standing, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 12 – PARLIAMENTARY AUTHORITY AND CONSTRUCTION

1. Rules provisioned by policies set forth by the Board shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any statutes applicable to this organization.
2. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
3. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.
4. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation as filed with the State of Nevada and used to establish the legal existence of this corporation.
5. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 13 – AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

1. The Board is responsible for proposing amendments to the Bylaws and Articles of Incorporation.
2. Members in Good Standing may propose amendments by submitting them in writing, with rationale, to the Secretary for consideration by the Board.
3. Any member in Good Standing may propose an amendment upon collecting the signatures of 10 voting members or 10% percent of the voting membership, whichever is larger, in favor of the proposed amendment.
4. The Bylaws or Articles of Incorporation may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting, in which there is a quorum of 10% of the voting members either in person or by proxy. The procedure for such changes must follow state law.
5. Notification to the general membership of an upcoming vote shall be made at least ten (10) days prior to the scheduled date of the subject.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Bridgewire, Inc. were approved by the voting members present on the day _____ and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date: _____

REVISION HISTORY OF DOCUMENT

Rev	Adoption Date	Articles and Sections Changed	Reason for Change
1	2011-11-??	Original Version	No record of any changes to "Boiler Plate" template provided by School Factory from Pumping Station: One Wiki
2	2015-07-06	Restatement of entire document	Restated Bylaws to comply with contemporary Nevada laws and 501©(3) tax requirements
3	2016-12-16	ART2sec2.1, sec2.9; Art14-4	Changed number of director determination table; multiple cmte changes; changed quorum requirement in Art 14 to ½ from 2/3. All changes are for clarification and ease of managing the organization.
4	2017-07-22	Restatement of entire document	Reiterated text from NRS codes and Articles of Inc. was removed or changed to reference. Some items have been moved to the Policy Manual. Sec 2.1-2.2 Directors eligibility and Board powers clarified and restated. Sec 3.1 Officer Eligibility revised. Sec3.4 additions. Sec8.6 Board can now make donations.
5	2019-10-8	Board – add non-members and 2 year terms	Updated section 2.1, 2.3, and 4.5 to allow non-members to be board members. Made all director terms 2 yrs. and staggered the election of seats.
6	2021-10-10	Section 2.1 Section 4.5.4 Article 13	Changed "25 to 80" requirement to "25 and above" members. Removed row requiring 7 board directors at 80 and above members. Changed Quorums from 25% and 50% to 10%
	YYYY-MM-DD		