

14913976



STATE OF MONTANA
SECRETARY OF STATE
CORPORATE BYLAWS

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-FILED-
SECRETARY OF STATE
File Number: 14913976
Date Filed: 5/28/2021 3:53:07 PM

FILING FEE: \$15.00

Filing Fees & Processing Options	
Fees and Processing Options	Standard Processing - \$15.00 - Up to 7 - 10 business days processing
Entity Details	
The name of the business entity is: Citizens for Constitutional Integrity	
Montana File Number: D1047133	
Entity Type:	Domestic Non-Profit Corporation
Entity Sub-Type:	Public Benefit Corporation with members
Declarations	
<input checked="" type="checkbox"/> I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I key it into the system.	
<input checked="" type="checkbox"/> I have been authorized by the business entity to file this document online.	
<input checked="" type="checkbox"/> I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.	
Signature	
<i>Self</i>	<i>Jared Pettinato</i>
Signer's Capacity	Sign Here
	<i>05/28/2021</i>
	Date
Daytime Contact	
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CITIZENS FOR CONSTITUTIONAL INTEGRITY

A Montana Nonprofit Charitable Corporation

BYLAWS

April 27, 2021

1. Powers

1.1. General Authority

Citizens for Constitutional Integrity (Citizens) shall have power, directly or indirectly, alone or in conjunction or cooperation with others, to take any and all necessary, convenient, and lawful action both to effect its charitable purposes and to aid or to assist other organizations or persons whose seek to accomplish, foster, or advance its purposes. Citizens may accept financial or in-kind contributions from the public and private sectors.

1.2. Nonprofit Status and Exempt Activities Limitations

Citizens shall not act in any way that would disqualify it from the federal income tax exemption under 26 U.S.C. § 501(c)(3).

No part of Citizens' net earnings will inure to the benefit of any private shareholder or individual.

No substantial part of Citizens' activities will consist of carrying on propoganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection 26 U.S.C. § 501(h)).

Citizens will not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

If or when Citizens dissolves, it shall distribute its assets for one or more exempt purposes within the meaning of 26 U.S.C. § 501(c)(3), to the federal government, or to a state or local government for a public purpose. If Citizens does not do so, the District Court, of the county where Citizens locates its principal office, shall do so.

2. Membership

2.1. Membership Classes and Powers

The Board shall determine the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the

withdrawal, suspension, and expulsion of Members. Any right of Members to vote and any right, title or interest in or to Citizens, its properties and franchises, shall cease and divest when they lose Membership, although any liabilities owed to Citizens from actions that occurred before the member lost membership shall remain.

2.2. Member Threshold

Until Citizens gathers 1,000 members (the Member Threshold), members shall have no voting rights, and Citizens shall hold no annual meeting. Within a reasonable time of 1,000 members joining Citizens, the Board shall establish voting procedures for members.

2.3. Eligibility for Nonprofit Membership

Nonprofit organizations registered in Montana and eligible for a tax exemption under 26 U.S.C. § 501(c)(3) may become members of Citizens, subject to any additional requirements the Board may designate.

2.4. Non-Voting Affiliates

The Board may approve classes of non-voting Affiliates with rights, privileges, and obligations that the Board establishes. Individuals, businesses, and other corporations that seek to support the mission of Citizens may qualify. The Board, a designated committee of the Board, or the Executive Director in accordance with Board policy, may admit any individual or Corporation as an Affiliate, may recognize representatives of Affiliates, and may determine an Affiliates' rights, privileges, and obligations. Affiliates have no voting rights, and do not qualify as Citizens Members. Representatives of Affiliates may not serve as Citizens Directors, unless they serve solely in their individual capacities and have no conflicts of interest.

2.5. Dues

The Board shall determine any annual membership dues for voting Members or Affiliates.

3. **Meeting of Members**

3.1. Time, Place, and Notice of Annual Meeting

After Citizens reaches the Member Threshold, it shall hold an Annual Meeting of the Members each year at a time and place the Board designates, with a minimum of 21 days written notice to all Members. The Board may

provide written notice or personal notice. Any Member may attend the Annual Membership meeting and may vote without paying registration fees to attend. Members may participate by conference telephone call or by similar remote communication. Participating by remote communication qualifies as appearing in person.

3.2. Business to be conducted at the Annual Membership Meeting

Citizens may conduct the following business or present the following reports at the Annual Membership Meeting:

3.2.1. Election of Directors

Members may elect Directors to serve on the Board, unless the Board otherwise holds the election by written ballot.

3.2.2. Financial Report

Citizens shall present the most recent year’s activities and financial report.

3.2.3. Business Plan

Citizens shall present the upcoming year’s business plan and budget that describes Citizens’ activities.

3.2.4. Any Other Matter Requiring Member Approval

Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

3.3. Nomination and Election of Directors

3.3.1. Nominating Directors

Unless the Board conducts the election by written ballot, the Board shall present a slate of nominees for Directors for the Board to the voting Members at least 21 days before the Annual Membership meeting. Five or more Members may nominate additional Directors by submitting nominees’ names in writing to the Board Chair at least 10 days before the annual Membership meeting. If Members nominate additional directors, Citizens shall conduct the election at the annual Membership meeting by secret ballot or by any other method allowed under Montana law.

3.3.2. Electing Directors

The Board may elect Directors by written ballot during the 30 days before the Annual Membership meeting. Alternately, if the Board seeks to conduct the Directors election at the Annual Membership meeting, but does not complete that election for any reason (including lack of a quorum), the Board may elect directors by written ballot within 40 days after the Annual Membership meeting. If the Board conducts the election by written ballot before the Annual Membership meeting, it shall solicit names of nominees from the membership in a reasonable manner before finalizing the slate of nominees.

3.4. Special Meetings of the Members

The Board may call special meetings of the Members upon a majority vote. It shall call a special meeting if at least one fifth of the voting Members petitions the Board in writing for a special meeting and specifies the purpose.

3.5. Quorum

Ten percent of the number of voting Members then in good standing present in person or by proxy shall constitute a quorum for transacting any business. If at any Member meeting, fewer than a quorum is present, a majority of those present may adjourn the meeting, without further notice.

3.6. Proxies

At any Member meeting, a voting Member may vote by proxy or by other reasonable means that Montana law and these Bylaws allow. If the Director or Officer has written permission from Members to represent them, the Board may allow that Director or Officer to act as a proxy for voting and for establishing a quorum.

3.7. The Board's Acceptance of Member Votes

If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, Citizens, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any email address or other electronic identification designated by a user, including a corporation, for electronic communications.

3.8. Action by Written Ballot

Citizens may take any action that requires Member approval without a meeting if Citizens delivers a written ballot to every voting Member and complies with Montana law. In addition, Citizens may do so only if the ballot sets forth each proposed action and allows each voting Member to vote for or against each proposed action. Citizens may deliver a written ballot by email.

4. **Board of Directors**

4.1. Number of Directors

The Board shall include at least three Directors and no more than fifteen Directors. Within these limits, the Board may increase or decrease the number of Directors, including for the purpose of staggering the terms of the Directors, to have approximately one-third of the Board elected, but not fewer than one Director, at each annual meeting of the Membership.

4.2. Chair

The Directors shall elect a Board Chair, and that person shall preside at all meetings of the Board.

4.3. Vice Chair

The Board shall designate a Vice Chair to act as the Board Chair in the Board Chair's absence or disability. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Board or the Board Chair may prescribe other powers or duties of the Vice Chair. The Vice Chair shall normally accede to the office of Board Chair upon the completion of the Board Chair's term of office.

4.4. Powers

Except as otherwise provided by law, the Board exercises all corporate powers and manages all affairs of Citizens are managed under the direction of the Board.

4.5. Board Terms

All Directors will be elected to serve three (3) year terms; provided, however, that the term may be extended until a successor has been elected. When the Members elect a Director, the Board may not shorten that Director's term.

4.6. Board Vacancies

The Board may fill unexpected vacancies. The Board may fill vacancies when a Director resigns, dies, or when the Board removes a Director. The new Director's term shall last for the balance of the term of the replaced Director.

4.7. Filling Previously Unfilled Positions

When the Board appoints a Director to a previously unfilled Board position, that Director shall stand for election for the balance of the term at the next election.

4.8. Removal of Directors

A majority of the Board may remove any Director by a majority vote if a Director is absent and unexcused from two or more meetings of the Board in a twelve month period. The Board Chair may excuse Directors from attending for a reason he or she deems adequate.

4.9. Board of Directors Meetings

4.9.1. Regular Meetings

The Board shall meet regularly, and at least once each calendar year, at a time and the Board designates. The Board may meet without further notice; however the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of 10 days before the meeting.

4.9.2. Special Meetings

The Board Chair, any two members of the Executive Committee, or 10 percent of the Directors may call a special meeting. Whomever calls the meeting shall provide at least two days' notice to each Director of the date, time, and place, but not necessarily the purpose, of the meeting.

4.9.3. Notice of Board Meetings.

Whomever calls a Board meeting shall provide notice to each Director either personally, by U.S. mail, by private carrier, or by another form of electronic, wire communication, or wireless communication by correct address or authenticated electronic identification shown in Citizens' records. Emailed notice satisfies this requirement upon sending to the appropriate email

address. If mailed, a notice satisfies this requirement upon proof of mailing and by adding five days to any notice period.

4.9.4. Special Notice Provisions.

If the Board meets to consider (i) amending the Articles of Incorporation, (ii) merging, (iii) selling, leasing, exchanging, or disposing of all or substantially all of Citizens' property, or (iv) dissolving Citizens, then the person calling the meeting shall provide notice to each Director at least 7 days before the meeting. That notice shall state the purpose, and a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution, shall accompany the notice.

4.9.5. Waiver of Notice.

Any Director may waive notice of any meeting as Montana law may allow.

4.10. Board Actions

a. Quorum.

A majority of the Directors in office immediately before a meeting shall satisfy the quorum requirement for transacting business.

4.10.1. Voting.

When a quorum of the Directors meet, a majority vote shall qualify as an act of the Board. Each Director has one vote.

4.10.2. No Proxy Voting

Directors may not vote or sign Board resolutions or consents by proxy.

4.10.3. Participation

Directors may participate in a regular or special meeting by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication.

4.11. Acting Without Meeting

The Board may act without a meeting if all of the Directors consent in a writing or email that sets forth the action. The consent shall have the same effect as a unanimous vote. The Secretary shall include the vote in the book.

4.12. Annual Corporate Board Meeting and Election of Board Officers

The Board shall elect Officers at its first meeting after the Annual Membership meeting and election of Directors, unless the Board delays electing officers.

4.13. Qualifications of Directors

Directors become eligible upon reaching 18 years of age if they are a Member in good standing, a representative of a Member in good standing, or a representative of an affiliate within affiliate classifications the Board may create.

5. **Officers**

5.1. Positions

Officers include the Executive Director, Secretary, and Treasurer. The Board shall choose the Officers, and the Officers shall serve at the pleasure of the Board. Each Board Officer shall have the authority and shall perform the duties under these Bylaws, under a Board resolution, or under the Officer the Board authorizes to prescribe the duties and authority of other Officers. The Board may also appoint other Officers and assign duties as it deems necessary and proper. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where these Bylaws require two or more Officers to consent before acting.

5.2. Officers' Terms

Each Board Officer shall serve a two-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office begins when the Board adjourns the Annual Corporate Board Meeting at which the Board appoints the Officer. The term of office ends when the Board adjourns the meeting during which it appoints a successor.

5.3. Removal and Resignation

The Board may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to Citizens without prejudicing the rights, if any, of Citizens under any contract the Officer signed while serving. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.4. Executive Director

The Executive Director shall be the Chief Executive Officer of Citizens. The Executive Director shall manage Citizens and supervise Citizens' property, business, and affairs. The Executive Director shall carry out the policies and programs of Citizens and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

5.5. Secretary

The Secretary shall keep a book, a Minutes Book, of all meetings and actions of the Board and Directors committees. The Secretary shall include in the minutes the time and place of each meeting and other information as the Secretary determines necessary to describe the actions the Board or the Membership took and whether Citizens held the meeting in accordance with the law and these Bylaws. The Secretary shall provide notice of all meetings of Members, Directors and committees as these Bylaws require. The Board Chair or the Chief Executive Officer shall designate the Secretary's other powers and duties. With the Board's approval, the Secretary may appoint a staff member to assist in performing his or her duties.

5.6. Treasurer

The Treasurer shall oversee the financial condition and affairs of Citizens, although the Board remains ultimately responsible. The Treasurer shall implement the responsibilities of the Finance and Audit Committee. The Treasurer, working with the Finance and Audit Committee, shall oversee and keep the Board informed of the financial condition of Citizens and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of Citizens, the Treasurer shall prepare an initial budget and shall ensure that Citizens files and provides to the Board the appropriate financial reports, including an account of major transactions and the financial condition of

Citizens. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6. Contracts, Checks, Loans, Indemnification, and Related Matters

6.1. Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, only (a) the Executive Director, (b) the Chair, or (c) a person to whom they delegate authority may execute contracts, deeds, leases, mortgages, grants, or other agreements on behalf of Citizens.

6.2. Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of Citizens, shall be signed by such Officers or agents of Citizens, and in such manner as the Board shall, from time to time determine by resolution. Unless or until the Board determines another method, the Executive Director shall have that authority.

6.3. Deposits

The Treasurer or his designee shall deposit all Corporate funds from time to time in banks, trust companies, or other depositories as the Board or a designated Committee of the Board may select.

6.4. Loans

Only the Board may authorize Citizens to contract for any loans or debt. The Board may authorize general or specific contracts for loans or debt.

6.5. Indemnification

6.5.1. Mandatory Indemnification

If (a) any Director, Officer, former Director or former Officer becomes involved in any proceeding, and (b) that person incurs any expenses because of that proceeding, and (c) the person wholly succeeds on the merits or otherwise, then Citizens shall indemnify that person against reasonable expenses incurred.

6.5.2. Permissible Indemnification

If (a) the Board decides to indemnify a Director, Officer, former Director or former Officer, and (b) that person becomes involved in any proceeding, and (b) that person incurs any expenses because of that proceeding, then Citizens shall indemnify that person against reasonable expenses incurred.

6.5.3. Advance for Expenses

The Board may authorize Citizens to pay for expenses incurred in defending a civil or criminal action, suit or proceeding before final disposition. The Board may do so only for specific cases and only if (i) the Director, officer, employee, or agent affirms in writing that he or she acted in a good faith belief that he or Citizens would indemnify her as authorized in this Article, and (ii) the Director, officer, employee, or agent affirms that he or she intends to repay any advance if the Board decides that he or she has no right to indemnification.

6.5.4. Indemnification of Officers, Agents, and Employees

Citizens may indemnify and advance expenses to an employee or agent of Citizens who is not a Director, Officer, former Director or former Officer if the Board or the respective contract sets forth the scope of the indemnification or advanced expenses.

7. **Miscellaneous**

7.1. Books and Records

Citizens shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board, a record of all actions the Members or the Board take without a meeting, and a record of all actions Board committees take.

7.2. Conflict of Interest

The Board shall adopt and periodically review a conflict-of-interest policy to protect Citizens' interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Member, or agent.

Citizens for Constitutional Integrity
Bylaws 2021 April 27

7.3. Actions Regarding Membership and Ownership Interests

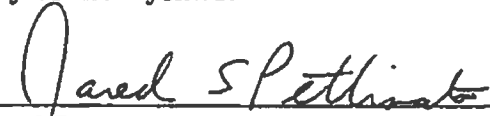
The Board shall exercise membership powers and ownership interests, if any, either by Board action or by delegating authority, to the Executive Committee or Executive Director or his or her designees, to act for Citizens.

7.4. Amendments

Except for those amendments reserved to the Members by law or the Articles of Incorporation, a majority of the Board may amend, alter, repeal, or restate these Bylaws. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

8. **Certificate Adopting These Bylaws**

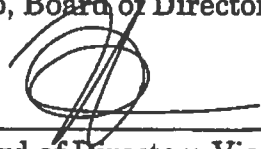
We, the Board of Directors, hereby approve these Bylaws for Citizens for Constitutional Integrity. We further certify that they constitute a complete copy of the Bylaws.



Jared Pettinato, Board of Directors Chair

5/3/2021

Date



Henry Oh, Board of Directors Vice Chair

May 5, 2021

Date



Brian Joos, Board of Directors Director

5/10/2021

Date