

BYLAWS OF WINGS OVER WENDY'S

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of Wings Over Wendy's. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, the Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, the Articles of Incorporation shall be controlling.

ARTICLE 1 - NAME

The legal name of this Non-Profit Corporation Organization shall be known as "Wings Over Wendy's" and shall herein be referred to as the "Corporation" or the "Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Organization has been established are as follows:

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(7) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

The Organization shall be operated exclusively for the social support for military historians, veterans, and veteran supporters, and for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities that have not been permitted to be carried out by an organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 - OFFICES

The principal office of the Organization shall be located at 22647 Ventura Blvd, Suite 624, Woodland Hills, CA 91364.

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes that has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of any non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing the business and programs of the Organization and shall delegate to the President and Organization staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

The Board of Directors consists of the President as Board Chair and President of the Organization, Vice President, Board Secretary, Treasurer, and three Directors-At-Large for a total of seven (7) elected Directors.

Board Compensation

The Board members shall receive no compensation other than reimbursement for reasonable expenses.

Board Nominations and Elections

The first nomination and election will be held in the month after the approval of these bylaws; thereafter, the Board of Directors nominations shall be held the first meeting of November, and the elections shall be held at the second meeting of November. All members present in person and virtually will be allowed to vote. (No proxy voting shall be allowed.) Self-nominations are permitted and no seconds are needed.

Term of Board

All appointments to the Board shall be for a term of one (1) year.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or

The Board of Directors, by way of an affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in this article.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President, the Board Secretary, or any member of the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless the Attorney General of California is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Board Nominations and Elections to fill a Vacancy.

The nomination and election to fill a vacancy will be held in the month after the vacancy of a board member; All members present in person and virtually will be allowed to vote. (No proxy voting shall be allowed.)

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of 2/3 (two-thirds) of the Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any of the six (6) regular Board members may call a special meeting of the Board with seven (7) days written notice given to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, or email. The person(s) authorized to call such special meetings of the Board may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Board Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time; however, if the Board Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Board Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meeting and deliver a copy to each Board member for approval via either regular mail, hand-delivered, or emailed within ten (10) business days after the close of each Board meeting. Approved minutes shall be placed in the minute books. A copy of the final minutes shall also be similarly delivered to the Organization and/or posted on the Organization's website.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken if written consent setting forth the action so taken shall be signed by a majority of the Board members. Such consents shall be placed in the minute book of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed original for all purposes. In addition, electronic signatures or other electronic "consent click" acknowledgments shall be as effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of half the number of members of the committee or of the Board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. A Board Member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year without being excused by the President in advance shall be deemed to have resigned from the Board.

ARTICLE 6 - OFFICERS**Officers and Duties**

The Membership shall elect officers of the Organization per Article 5 of these Bylaws. The same person may hold only one office. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control and oversight of the President and the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. per Article 5 "Vacancies".

Officers of the Organization will receive NO compensation for their service (other than reasonable reimbursement for their authorized expenses).

President

It shall be the responsibility of the President to preside over all meetings of the Board of Directors as its Chair of the Board of Directors. The President is authorized to execute, in the name of the Organization, all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, to supervise and conduct all activities and operations of the Organization, subject to the control, advice, and consent of the Board of Directors, to open, manage, and close all bank accounts of the Organization, and to sign for deposits and withdrawals of funds. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, and otherwise represent the Organization. The President shall be responsible for executing in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization and to negotiate any and all material business transactions of the Organization.

Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of and shall be subject to all of the restrictions on, the President.

Board Secretary

The Board Secretary or his/her designee shall be the custodian of all records and documents of the Organization, which are required to be kept, and shall act as Secretary at all meetings of the Board of Directors and shall keep the minutes of all such meetings on file in hard copy or

electronic format. The Board Secretary shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors; furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the President and other Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Organization shall pay the cost of such a bond.

Three Directors- At-Large

Directors-at-Large are responsible for making decisions, delegating work, and assuring decisions are carried out in the manner intended. Ultimately, Directors-at-Large serve as ambassadors for the Organization's mission, inside and outside of organizational commitments.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Board of Directors may designate one or more committees. Each such committee may consist of at least one director and may also include people who are not on the Board. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee.

Meetings and Actions of Committees

Regular meetings of committees may be determined either by resolution of the Board of Directors, President or by resolution of the committee. Notice of meetings of committees shall be given to all committee members, and alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Organization's records. The Board of Directors may adopt rules consistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE 8 - STANDARD OF CARE

General

All directors, officers, and committee members shall perform all their duties in such a manner as are in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

Any person who performs the duties of a director or committee member shall have no liability based upon any failure or alleged failure to discharge that person's obligations, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any member.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or members or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

Any interested person, officer or member, who has a financial interest or may materially benefit from a transaction may not be involved in any decision from which they may personally financially benefit. Any member/officer who has this potential conflict of interest has a legal "Duty to Disclose" and should announce such to the officers and step away from being involved in making a decision on the issue. A conflict of interest may also exist for the member if the activity benefits a member's brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

If the Board should establish that a proposed transaction or arrangement establishes a conflict of interest for a member, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Interested Officers/members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President as Chairman of the Board, Board Secretary, and Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by the President or Treasurer and all such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 10 - RECORDS AND REPORTS**Maintenance and Inspection of Articles and Bylaws**

The Organization shall keep at its President's office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at the President's office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form including electronically. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or to the President, in good order, such corporate and organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements may be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the California Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all Directors within 30 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE 11 - FISCAL YEAR

The fiscal year for this Non-Profit Corporation Organization shall be the same as the Calendar Year beginning on January 1 and ending on December 31.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office and then by a majority of the membership present at a membership meeting. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws.

ARTICLE 13 - CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation or by the President or Board Secretary as the Board of Directors may determine. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

CERTIFICATE OF BOARD SECRETARY

I, Nancy Eisenhart, certify that I am the currently elected Board Secretary of the Corporation and that the above Bylaws are the most recent bylaws of this Corporation/Organization as adopted by the Board of Directors on October 9, 2023.

EXECUTED on this 10th day of October, in the County of Los Angeles in the State of California.

(Duly Elected Board Secretary)

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
CALIFORNIA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year. * Quorum: the majority of board members * Board Committee: minimum 2 directors * Other: No director may vote by proxy 	<ul style="list-style-type: none"> * Required: A corporation shall have a chair of the board, who may be given the title of president, a board secretary, a treasurer, and any other officers with any titles and duties as shall be deemed necessary * Other: No two or more offices may be held by the same person. 	<ul style="list-style-type: none"> * Members: optional * Regular Meeting: required in years where directors are to be elected. * Quorum: Members present.