

Bylaws of Heroes Helping Heroes

Article I – Name and Corporate Seal

Section 1. Name. The name of the nonprofit corporation shall be Heroes Helping Heroes (hereinafter “Corporation”).

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Corporation was 6099 French Lake Trail, Faribault MN 55021. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Corporation may require.

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes. The specific purpose of Corporation is charitable: Providing

first responders, both active and retired, a non-medical support group to help deal with psychological conditions that can occur throughout one's career, particularly Post Traumatic Stress Disorder.

Article IV – Membership

Section 1. Membership. Membership will consist of the Board of Directors.

Section 2. Participants. The Corporation will require proof of First Responder status, either current or retired, through means of a department or employer issued identification. Only First Responders may participate in the activities set forth or sponsored by the Corporation unless otherwise approved by the Board of Directors. The Corporation has the sole right to refuse participation to any of its participants if the said participant does not meet or adhere to the high standards and values set forth by the Corporation or if the participant's actions negatively reflect the values and mission of this Corporation.

Article V – Board of Directors (Governing Board)

Section 1. Board to Manage. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Number, Qualifications and Terms. The number of directors of the corporation shall not be greater than eleven or less than three and shall be set from time to time by two-thirds vote of the directors present at any duly called meeting. Directors shall be natural persons and of full age. Each director shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing directors and officers of the corporation and for the transition of such other business as may come before the meeting. Notice of such meeting shall be given as provided in Section 6 hereof.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place, either within or without the State of Minnesota, as may be fixed by resolution adoption by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile. A director may waive notice of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice shall be effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting shall be a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 7. Quorum. A majority of the directors currently holding office present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors' present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 8. Manner of Acting. Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

Section 9. Presumption of Assent. A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

Section 10. Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. An action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of directors at which all directors were present. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide the notice shall not invalidate the written action. A director who does not sign or consent to the written action shall have no liability for the action or actions taken thereby.

Section 11. Action by Electronic Communication. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference shall constitute a meeting of the Board of Directors, if the same notice is given of the conference as would be required by Section 6 of these Bylaws for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by such means shall constitute presence in person at the meeting. A director may participate

in a meeting of the Board of Directors by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 12. Resignation. A director may resign at any time by given written notice to the corporation. The resignation shall be effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 13. Removal. Any officer may be removed from his/her position for just cause by a two-thirds (2/3) vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the officer affected at least fifteen (15) days' in advance of the meeting.

Section 14. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of two-thirds (2/3) of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by affirmative vote of two-thirds (2/3) of the directors serving at the time of the increase. A director elected to fill a vacancy shall hold office until a qualified successor is elected by the Board of Directors at the next annual, regular or special meeting of the Board of Directors, or until his or her earlier death, resignation, removal or disqualification.

Section 15. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 16. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws.

Section 17. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 18. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 19. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Corporation's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 20. Meeting Decorum. Corporation shall follow best and lawful practices for conducting

business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 21. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VI – Officers

Section 1. Designation. Principal Officers of Corporation shall be: President, Treasurer, and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be appointed by the Board of Directors. In the absence of an appointment of officers by the Board of Directors, the person or persons exercising the principal functions of the President or the Treasurer shall be deemed to have been elected to those offices. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification. The appointment of a person as an officer or agent shall not, of itself, create contract rights. Any officer may serve in one or more positions while on the Board of Directors.

Section 3. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 4. Removal. Any officer may be removed from his/her position for just cause by a two-thirds (2/3) vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the officer affected at least fifteen (15) days' in advance of the meeting.

Section 5. Compensation. By resolution of the Board of Directors, the officers may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity

and receiving compensation therefor.

Section 6. President.

- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting ex-officio member of all committees.
- The President shall certify the proceedings of the Board, and shall cast the deciding vote when the Board of Directors is equally divided.

Section 7. Vice President.

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.
- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 8. Secretary.

- The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, Membership lists, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Moreover, the Secretary shall maintain a list of Directors, Officers, members, and other volunteers that have been disciplined or otherwise sanctioned by Corporation. Copies of all documents shall be maintained at Corporation's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.

- The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The Secretary shall maintain the office and purchase office supplies.
- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 9. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 10. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Article VII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation (i.e., they can be non-voting volunteers of Corporation). Examples of committees that may be formed by the Board are:

- Fundraising Committee
- Nominating Committee
- Communications/Outreach/PR Committee
- Events Planning Committee
- Legal and Governance Committee

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

Section 3. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Directors. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

Section 4. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days' notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Article VIII – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no

power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee. The Executive Director may also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. Members of the Board, Executive Committee or any other member of the Foundation may also serve as independent contractors, independently of their committee assignment, and thus compensated for their services rendered.

Section 3. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article IX – Volunteers

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

Article X – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year of Corporation shall be the calendar year. The accounting year shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Books and Accounts.

A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable

bank or financial institution under the name “Heroes Helping Heroes.”

- B. In addition to the Executive Director, the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency is temporarily vacant or the President is incapacitated in some manner, the Vice President is authorized to temporarily act as a signatory in the President’s place. In the event the Treasurer’s position is temporarily vacant or the Treasurer is incapacitated in some manner, the Secretary is authorized to temporarily act as a signatory in the Treasurer’s place.
- C. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- D. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument. Section

5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations

conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;

- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 7. Publication and Media.

- A. **WEBSITE:** Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.
- B. **NEWSPAPERS AND PRESS:** Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.
- C. **SOCIAL MEDIA:** Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;

- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

Certification

These Bylaws were approved at a meeting of the Board of Directors of Heroes Helping Heroes Foundation by a majority vote on this **28th** day of **February, 2021**.

Christopher Steward, President

Date