

BYLAWS
OF
Healing The Hero, Inc.

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Healing The Hero, Inc., and shall hereinafter be referred to as the "Corporation."

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific purpose of Healing The Hero, Inc. is to provide relief for the distressed by connecting at-risk military members, military veterans, and first responders with trained peer support tasked with deploying non clinical interventions to heal the root injury of traumatic stress or negative emotions, thus reducing the high suicide rate of individuals in these at-risk categories and bringing them back in alignment with Christian biblical principles.

ARTICLE III. MEMBERSHIP

The Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Function & Duties

All corporate powers will be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation will be managed under the direction of the Board of Directors. A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2. Qualification

Directors must be 18 years of age or older but need not be residents of the State of Florida.

Section 3. Compensation

Members of the Board shall not receive compensation for their services as directors, except for the President when functioning as the Executive Director. Compensation will be allowed to Directors that will be coaching clients, they can be compensated for performing nonclinical interventions at \$50 per hour, up to four sessions per client due to the serious necessity of this function.

Section 4. Number

The number of directors may be increased or decreased from time to time by adoption of a resolution by the Board of Directors but shall consist of no less than three (3).

Section 5. Election and Term

At the first annual meeting of the Board of Directors, the incumbent Board of Directors will elect a successor Board of Directors by plurality vote. At the conclusion of the initial one-year appointed term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Each director so elected will hold office until the conclusion of their term and until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

Section 6. Removal, Resignation, and Vacancies

- a. Removal.** Any director may be removed, with or without cause, by majority action of the Board of Directors. A director will be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. In the event that any one or more directors is removed, new directors may be elected at the same meeting.
- b. Resignation.** A director may resign at any time by delivering written notice to the Board of Directors or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- c. Vacancies.** Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation.

Section 8. Quorum and Voting

A majority of the number of directors prescribed by these bylaws constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of its directors present is an act of the Board of Directors.

Section 9. Annual, Regular, and Special Meetings

An annual meeting of the Board of Directors will be held each year, and regular meetings may be held at such times thereafter as the Board of Directors may fix. Special meetings may be held at such times as called by the President of the Corporation. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 10. Notice of Meetings

Annual and regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least two days before a special meeting, written notice of the time and place of such meeting of the Board of Directors will be given to each director. Attendance of a director at a meeting constitutes waiver of notice of such meeting.

Section 11. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 12. Informal Action by Directors

Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if: (a) each of the directors' consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings

of the Board. The consents may consist of one or more writings and such written consents will have the same effect as a unanimous meeting vote.

Section 13. Committees

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create committees from among its members as needed. All requirements applying to the Board of Directors regarding meetings, notice, waiver of notice, quorum, informal action, and voting apply to committees and their members.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Corporation may consist of a President, Vice President, Secretary, and Treasurer, and may include one or more Vice Presidents, one or more assistant Secretaries, and one or more assistant Treasurers. The respective officers will be elected initially by the Board of Directors at the organizational meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors in each year or at any special meeting called for such purpose. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may simultaneously hold any two or more offices.

Section 2. Duties

The following officers of this Corporation will have the following duties:

- a. President.** The President will serve the Chairman of the Board, presiding at all Board of Director meetings. The President will have general superintendence and direction of all other officers of the Corporation and shall be an ex-officio member of all standing committees. The Executive Director of the Corporation may serve as President of the Board.
- b. Vice President.** Each Vice President, if one or more is elected, will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President(s) shall succeed to the President's power and duties in the order designated by the Board of Directors.
- c. Secretary.** The Secretary will attend all meetings of the Board of Directors, record all proceedings of such meetings in the form of minutes, and will authenticate records of the Corporation. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the absence of the Secretary, the Corporation will be responsible for authenticating Corporation records and recording the proceedings of the meetings in the form of written minutes.

d. **Treasurer.** The Treasurer will be responsible for maintaining full and accurate reports of revenues and expenditures and presenting them to the Board of Directors. The Treasurer will perform such other duties as may, from time to time, be prescribed by the Board of Directors or the President. In the absence of the Treasurer, the Corporation will be responsible for presenting the necessary budgetary reports to the Board of Directors.

Section 3. Removal, Resignation, and Vacancies

a. **Removal.** Any officer may be removed, with or without cause, by majority action of the Board of Directors. An officer will be removed if the number of votes cast to remove the officer exceeds the number of votes cast not to remove the officer. In the event that any one or more officers is removed, new officers may be elected at the same meeting.

b. **Resignation.** An officer may resign from their office at any time by delivering written notice to the Board of Directors or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. **Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors.

ARTICLE VI. CONFLICT OF INTEREST

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might 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.

Section 2. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 3. Determining Whether a Conflict of Interest Exists

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

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consents of such interested directors, all in the manner provide by law; or (2) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

Section 4. Violations of the Conflict of Interest Policy

If the Board of Directors or committee has reasonable cause to believe a director, officer, or staff member has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to an including the possibility of termination from the Board or office.

ARTICLE VII. CORPORATE STAFF

The Board of Directors may hire an Executive Director, who shall have general and active management of the business of the Corporation, and any other administrative and support staff the Board of Directors deems appropriate. Compensation and benefits for each position shall be set by the Board of Directors based on information about compensation paid by similarly situated taxable or tax-exempt organizations. Compensation decisions for corporate staff will be in alignment with the adopted Conflict of Interest policy ratified herein. Terms of approved compensation arrangements will be documented in writing. The Executive Director will have non-voting membership on the board of directors.

In the event that the President is serving in the capacity of Executive Director, the President shall abstain for any votes determining his/her salary, benefits, or stipulations of employment and may be asked to leave the meeting during such discussion and/or voting.

ARTICLE VIII. ANNUAL ACCOUNTING PERIOD

The Corporation's annual accounting period will be recognized by calendar year, beginning January 1st and ending December 31st of the same year.

ARTICLE IX. BOOKS AND RECORDS

The Corporation will maintain minutes of the proceedings of its Board of Directors and committees of directors; accurate accounting records; a copy of the current Articles of Incorporation and bylaws of the Corporation; a list of the names and business addresses of the current officers and directors of the Corporation, and a copy of the most recent annual report for the Corporation as filed with the Secretary of State.

ARTICLE X. EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no officer, director, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE XI. DISSOLUTION CLAUSE

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII. INDEMNIFICATION

Section 1. General

To the full extent authorized under law, the Corporation shall indemnify any director, officer, or employee, or any former member, director, officer, or employee of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or employee, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an

undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIII. AMENDMENT

These bylaws may be amended or repealed and additional bylaws adopted, in writing, upon majority vote by the Board of Directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to and hereby adopt the foregoing as the bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 15 the day of April, 2024.

Daniel Jarvis
Daniel Jarvis, President/Treasurer

Michael Gier, Director

Abel Rodriguez, Vice President

Ruby Wolff, Director

Tammy Laird
Tammy Laird, Secretary

J. Brent Sadler, Director

Jeff Stewart
Jeff Stewart, Director

Holly Higgins-Staudacher, Director

Donald Brucker, Director

John Walker, Director

Signature:

Email: michael@michaelgier.com

Signature:

Email: rcwolff77@gmail.com

Signature: 
Tammy Laird (Apr 20, 2024 16:36 CDT)

Email: tammy.laird@yahoo.com

Signature: 
Jeff Stewart (Apr 19, 2024 16:44 PDT)

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Signature:

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Signature:

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Signature:

Email: donald.brucker@alleghenycounty.us