

# BYLAWS FOR HEROES ALLIANCE NETWORK FOR THE DUTIFUL, INC.

## ARTICLE I – ORGANIZATION

**1.1 Formation:** On November 4, 2016, Heroes Alliance Network for the Dutiful was formed, as a Virginia nonstock corporation by the filing and execution of the Articles of Organization to the Secretary of State of Virginia in accordance with the provisions of Section § 13.1-804 Code of Virginia.

**1.2 Name:** The name under which the corporation shall conduct its business is Heroes Alliance Network for the Dutiful or The Hand.

**1.3 Registered Office and Agent:** The Corporation shall continuously maintain a registered office and registered agent for service on the corporation in the state of Virginia. The registered office of this corporation and the registered agent at this address are as follows:

Heroes Alliance Network for the Dutiful  
44 Mine Road, ste 2-169  
Stafford, VA 22554

In the County of Stafford, Virginia.

The registered office may be changed from time to time as jointly determined by the Directors. The Directors can change this designation by filing a change of registered office form with the corporation filling office of the state of Virginia. It will not be necessary to amend this Agreement if and when such a change is made.

**1.4 Term:** Heroes Alliance Network for the Dutiful's term commenced on the date of the Articles of Organization were filed with the Secretary of State of Virginia and will continue thereafter until or unless earlier dissolved in accordance with the provisions of this Operating Agreement.

## ARTICLE II – PURPOSES and POWERS

**2.1 Purposes:** Heroes Alliance Network for the Dutiful is a non-profit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The organization shall be operated to help fill the gap between formal benefits committed to the education, empowerment, and support of all community members, their spouses & children. Heroes Alliance Network for the Dutiful, Inc. will be a focal point for all community members to utilize when the current system is either unable or unwilling to support their needs, their family's immediate needs, or the long term needs of families of someone who loses his or her life.

**2.2 Powers:** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.2.1. Nonprofit Legal Status and Exempt Activities Limitation**

**i. Nonprofit Legal Status.** Heroes Alliance Network for the Dutiful is a Virginia nonstock corporation by the filing and execution of the Articles of Organization to the Secretary of State of Virginia in accordance with the provisions of Section § 13.1-804 Code of Virginia.

**ii. Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, 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 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any director, officer, member or other private person, except that the Corporation shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**iii. Distribution upon Dissolution.** Upon termination or dissolution of the Heroes Alliance Network for the Dutiful, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision or any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Heroes Alliance Network for the Dutiful hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity in a court of proper jurisdiction against Heroes Alliance Network for the Dutiful, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the

qualifying organization or organizations to receive the assets to be distributed, giving reference if practicable to organizations located within the state of Virginia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Heroes Alliance Network for the Dutiful, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia to be added to the general fund.

### **ARTICLE III MEMBERSHIP**

**3.1 No Membership Classes:** The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

**3.2 Non-Voting Affiliates:** The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the Corporation.

**3.3 Dues:** Any dues for affiliates shall be determined by the board of directors.

### **ARTICLE IV BOARD OF DIRECTORS**

**4.1. Number of Directors:** Heroes Alliance Network for the Dutiful shall have a board of directors of at least three (3) and no more than five (5) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

**4.2 Powers:** All Corporate powers shall be exercised by or under the authority of the board and the affairs of the Heroes Alliance Network for the Dutiful shall be managed under the direction of the board, except as otherwise provided by law.

**4.3 Terms:**

- i. All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

- ii. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- iii. Directors may serve terms in succession.
- iv. The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a Successor has been elected.

**4.4 Qualifications and Election of Directors:** In order to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications Created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

**4.5 Vacancies:** The board of directors may fill vacancies due to expiration of a director's term of office, resignation, death, or removal or a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- i. **Unexpected Vacancies.** Vacancies in the board of directors due to resignation, death or removal shall be filled by the board for the balance of the term of the director begin replaced.

**4.6 Removal of Directors:** A director may be removed by two-thirds (?) vote of the board of directors then in office, if:

- i. the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president, Or,
- ii. for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case is given the opportunity to be heard at a meeting of the board.

## **ARTICLE V BOARD OF DIRECTORS MEETINGS**

**5.1 Regular Meetings:** The board of directors shall have a minimum of four (4) regular meeting each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or

transmission system. Notice of meetings shall specify the place, day, and hour or meeting. The purpose of the meeting need not be specified.

**i. Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

**ii. Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Virginia law.

## **5.2 Manner of Acting:**

**i. Quorum.** A majority of the directors in the office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

**ii. Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

**iii. Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**iv. Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

## **ARTICLE VI COMPENSATION**

**6.1 Compensation for Board Service:** Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunctions with carrying out board responsibilities, such as travel expenses to attend board meeting.

**6.2 Compensation for Professional Services by Directors:** Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration

shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

## ARTICLE VII COMMITTEES

**7.1 Committees:** The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

i. take any final action on matters which also requires board members' approval or approval of a majority of all members;

i. fill vacancies on the board of directors of in any committee which has the authority of the board;

iii. amend or repeal Bylaws or adopt new Bylaws;

iv. amend or repeal any resolution of the board of directors which by its express terms is not So amendable or repealable;

V. appoint any other committees of the board of directors or the members of these committees;

vi. expend corporate funds to support a nominee for director;

vii. approve any transaction;

a. to which the Corporation is a party and one or more directors have a material financial interest; or

b. between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

**7.2 Meetings and Action of Committees:** Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the

governing of the committees not inconsistent with the provision of these Bylaws.

**7.3 Informal Action by the Board of Directors:** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives Consent.

## ARTICLE VIII OFFICERS

**8.1 Board Officers:** The officers of the Corporation shall be a board president, vice president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board of prescribe the duties and authority of other officers. The board may appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more offices, but no board officer may act in more than one capacity where action of two or more officers is required.

**8.2 Term of Office:** Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

**8.3 Removal or Resignation:** The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, to the Corporation under any contract to which the officer is a party. 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.

**8.4 Board President:** The board president shall be the chief volunteer officer of the Corporation. The board president shall lead the board of directors in performing its duties and responsibilities,

including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

**8.5 Vice-President:** In the absence or disability of the board president, the ranking of vice president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers to perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

**8.6 Secretary:** The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The Secretary may appoint, with approval of the board, a director to assist in performance of all of the duties of the secretary.

**8.7 Treasurer:** The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The treasurer shall oversee and keep the board informed of the financial condition of the Corporation and of audit and financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors of the board president. 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.

**8.8 Non-Director Officers:** The board of directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation.



## ARTICLE IX CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

**9.1 Contracts and other Writings:** Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**9.2 Checks, Drafts:** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board.

**9.3 Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time credit of the Corporation in such banks, trust companies, or other depository as the board or designated committee of the board may select.

**9.4 Loans:** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

### **9.5 Indemnification:**

**i. Mandatory indemnification.** The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**ii. Permissible indemnification.** The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her had been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**iii. Advance for Expenses.** Expenses 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, as authorized by the board of directors in the Specific case, upon receipt of (1) written affirmation from the director, officer, employee or agent

of his or her good faith belief that he or she is entitled as authorized in this article, and (1) an undertaking by or on behalf of the director, officer, employee or agent to repay Such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

**iv. Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a director, consistent with Virginia Law and public policy, provided that such indemnification, and the Scope of Such indemnification, is set forth by the general or specific action of the board or by Contract.

## ARTICLE X MISCELLANEOUS

**10.1 Books and Records:** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**10.2 Fiscal Year:** The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

**10.3 Conflict of Interest:** Heroes Alliance Network for the Dutiful is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. For purposes of this provision, the term "interest" shall include personal interest, interest as Director, Members, Officers, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No contract or transaction between the corporation and one or more of its Directors, and any other organization of which one or more of its Directors or Officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, Solely for this reason, or solely because a Director or Officer is present at or participates in the meeting of the Directors thereof which authorizes, approves or ratifies the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- i. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee which authorizes,

approves or ratifies the contract or transaction, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by an affirmative majority vote of the disinterested Directors even though the disinterested Directors be less than a quorum; or

ii. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Director, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the Director or;

iii. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of thereof which authorizes, approves or ratifies the contract or transaction. No Director or Officer of the corporation shall be liable or accountable to the corporation or to the Director or creditors or to any person either for any loss to the corporation or to any other person or for any gains or profits realized by such Director or Officer, by reason of any contract or transaction as to which clauses (i), (ii), or (iii) above are applicable.

Notwithstanding the provisions of this section, no Director or Officer of the corporation who is also a state employee shall have any personal financial interest in any contract or transaction of the corporation.

The Board of Directors may adopt or may require adherence to a more stringent Conflict of Interest policy than is provided above. Each Director in executing this Agreement agrees to this provision and to be bound by and comply with any Conflict of interest Policy established for the corporation by the Directors.

**10.4 Nondiscrimination Policy:** The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, religion, race, national origin, and sexual orientation. It is a policy of Heroes Alliance Network for the Dutiful not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political Service or affiliation, color, religion or national origin.

**10.5 Bylaw Amendment:** These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- i. that no amendment shall be made to thee Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- ii. that an amendment does not affect the voting rights of directors. An amendment that does affect the voting right of directors further requires ratification by two-thirds (?) vote

of a quorum of directors at a Board meeting;

iii. that all amendments be consistent with the Articles of incorporation.

**ARTICLE XI – GENERAL PROVISIONS**

**11.1 Binding Effect:** Except as otherwise expressly provided herein, this agreement shall be binding on and inure to the benefit of the Directors and all other persons hereafter holding, having, or receiving an interest in the Corporation, whether as Directors or otherwise.

**11.2 Governing Law:** This Agreement is governed by and will be construed in accordance with the law of the State of Virginia without regard to the conflicts of law principles thereof.

**CERTIFICATE OF ADOPTION OF BYLAWS**

**IN WITNESS THEREOF**, the parties hereto have executed and certify that the above stated Bylaws of Heroes Alliance Network for the Dutiful were approved by the organizations appointed Officers (below) on November 4, 2016 and constitute a complete copy of the Bylaws of the Corporation.

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Type or Printed Name)

Date: \_\_\_\_\_

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Type or Printed Name)

Date: \_\_\_\_\_

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Type or Printed Name)

Date: \_\_\_\_\_