**You’re Not Alone Ministry**

**Support for Mental Health Challenges**

**Bylaws**

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# ARTICLE I. NAME OF ORGANIZATION

**You’re Not Alone Ministry**

# ARTICLE II. CORPORATE PURPOSE

## Section 1. Nonprofit Purpose

This Corporation is organized exclusively for charitable purposes as a faith-based Public Charity, including, for such purposes, the making and compliance that qualify exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other Private Persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## Section 2. Specific Purpose

The Corporationhas been started to facilitate the development and implementation of Mental Health Programs to aid in the Healing Process for individuals and families that suffer from this affliction. This program’s outline has initially been developed for families to strengthen their understanding of the causes of mental illness and healing options that are available. It was initially started by Volunteers who have a family member who suffers from the scourge of Mental Illness.

We are not Doctors, Nurses, Counselors, Psychiatrists, or other medically trained Individuals. No part of this Corporation is intended to provide guidance or direction in seeking medical assistance, direction, counseling, or to prescribe any medications. Referrals should only be sought from your individual Physician, or other competent Medical Expert.

This Corporation is not an approved program or ministry that is part of any Church. The Board of Directors that constitute this Corporation are all non-paid Volunteers. Initially, meetings will be held at a Church, but other optional meeting locations may be utilized in the future.

The Corporation is primarily focused on providing the following:

1. **Information –** Understanding the stigma, causes, and results of Mental Illness
2. **Resources –** Local medical, legal, and financial resources that are available
3. **Support –** Implement Support Groups to share in relational interaction

# ARTICLE III. MEMBERSHIP

## Section 1. Eligibility for Membership

The membership of the Corporation shall consist of **Corporate Officers** and **Members at Large**. Additional Volunteers may help and assist, from time to time, but they are not Corporate Officers or Members at Large, unless approved as indicated under Article V – **Board of Directors** that is stipulatedlater in these Bylaws. The initial Corporation has been started by five (5) Corporate Officers on the Board of Directors.

**Advisory Board Members** will be sought that are volunteers for non-voting positions that have no legal or fiduciary corporate responsibilities but serve in an advisory capacity only to offer guidance, resources, and connections. These members will meet either bi-yearly or yearly and the meetings will be chaired by the Executive Director. **Advisory Board Members** will be included as appointed by the **Board of Directors** to serve and advise the Corporation in its overall planning activities. A total of 5 to 15 members will serve for a one (1) year renewable period of time. The **Board of Directors** reserves the right to dissolvethe **Advisory Board** at any time if it is deemed to be no longer necessary for the Corporation’s strategic objectives.

## Section 2. Annual Dues

There are no annual dues.

## Section 3. Resignation and Termination

Any Corporate Officer or Board of Directors Member may resign by sending either a written or emailed resignation to either the President or the Executive Director. A Corporate Officer or Board Member can have their membership terminated by a simple majority vote of the Corporate Officers.

# ARTICLE IV. MEETINGS OF MEMBERS

## Section 1. Regular Meetings

Regular meetings of the Board Members, Volunteers, and other attendees may be held monthly at a time and place designated by the Executive Director. Typically, but not always, these meeting will be held the first Thursday of each month. Exceptions to be made for holidays, vacations or illnesses of key members, or other circumstances. These regular meetings are called Leadership Team Meetings, but hereinafter they will be referred to as Regular Meetings and are to include operational and staffing activities, discussions, and planning for upcoming seminars and support group meetings. They will be chaired by the Executive Director with an agenda sent out three (3) to seven (7) days in advance of the meeting. Meeting minutes will be forwarded by the Executive Director within one (1) to three (3) days following the Regular Meeting. If required, and as needed, approval of financial expenditures to be discussed, and approved by a simple majority of all attendees and telephone conferenced in members.

These Regular Meetings to include reporting from each of the following Teams and Team Leaders:

1. **Technical Team**
2. **Support Group Team**
3. **Operations Team**
4. **Moderators and Topics Team**
5. **Promotions and Outreach Team**

Also discussed at each meeting will be the following:

1. Upcoming Seminars, Speakers, and Topics
2. Upcoming Support Group Meeting’s agenda and coverage
3. Other relevant information and follow-up from previous meetings

## Section 2. Board Meetings

There are two (2) primary Board Meetings each year. There is an annual Board Meeting which will normally be held in the month of January, hereinafter referred to as the **Annual Board Meeting**. In addition, there will be a Board Meeting normally held in the month of June, hereinafter referred to as the **Semi-Annual Board Meeting**. The specific date, time, and location of which will be designated by the President. They will be chaired by the President with a notice sent out seven (7) to ten (10) days in advance of the annual meeting by the Secretary.

The following general outline is for the **Annual Board Meeting**, and other optional topics, which will be discussed and voted on as needed and required:

1. Reading of previous year’s meeting minutes and approval (in following years)
2. Election of new Corporate Officers:
   1. President
   2. Vice President
   3. Secretary
   4. Treasurer
   5. Executive Director
3. Treasurer’s Report for the current fiscal year
4. Preliminary tax projections for filing with a CPA at a later required date
5. Business Plan for the coming fiscal year
6. Budget Plan for the coming year
7. Bylaw review, and any proposed Amendments to be discussed and Approved
8. New business items as requested by the President.

The following general outline is for the **Semi-Annual Board Meeting**, and other optional topics, which will be discussed and voted on as needed and required.

* 1. Reports from each Team Leader
  2. Update Business Plan
  3. Update Budget Plan
  4. New business items as requested by the President

## Section 3. Quorum

A quorum for the **Annual Board Meeting** and **Semi-Annual Board Meeting** shall consist of at least fifty percent (50%) of thecurrently active Board of Directors. Note that Regular Meetings (typically monthly) only require a simple majority of attendees and telephone conferenced in members, for Approvals.

## Section 4. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting. A simple show of hands will be utilized for those in attendance.

# ARTICLE V. BOARD OF DIRECTORS

## Section 1. General Powers

The Board of Directors shall consist of the following; **Corporate Officers** and **Members at Large**. The daily affairs of the Corporation shall be managed by the Corporate Officers. The Corporate Officers shall have control of and be responsible for the management of the affairs, donations, and expenditures of the Corporation in general compliance with the yearly Business Plan and Budget Plan as approval at the Annual Board Meeting.

## Section 2. Number, Tenure, Requirement, and Qualification

The number of Board Members shall be fixed from time-to-time by the Board of Directors, but shall consist of no less than three (3) nor more fifteen (15) including the following Board Officers: President, Vice-President, Secretary, Treasurer, and Executive Director. Additional **Members at Large** to be added over time to the Board of Directors with the Approval of the Board with a quorum vote at an **Annual** or **Semi-Annual Board Meeting**.

The members of the Corporate Officers shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Corporate Officers must be approved by a majority vote of the members present and voting at the Annual Board Meeting typically held in January. No vote on new members of the Corporate Officers shall be held unless a quorum of the Board Members are present as provided in Section 4 of this article.

## Section 3. Annual Meetings

The Annual Board Meeting typically to be held in the month of January of each calendar year and at a location designated by the President. Notice of these meetings, shall be sent to all Board Members from seven (7) to ten (10) days, prior to the meeting date.

## Section 4. Quorum

The presence, in person, of 50% of the Board Members is needed to constitute a quorum to transact business. The act of a simple majority of the Board Members in attendance at an annual meeting, for which a quorum is present, shall be the official act of the Board of Directors.

Every year, each Board Officer will be nominated and confirmed by vote as to either extend their position for the coming year, or to nominate and vote for a different Individual to fill that role and responsibility.

## Section 5. Forfeiture

Any Member of the Board of Directors who fails to fulfill any or His / Her requirements as set forth in Section 2 of this Article by no later than December 31st of each year, shall automatically forfeit His / Her seat on the Board. The Secretary shall notify the Executive Director in writing that His / Her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the Annual Meeting and are not entitled to the procedure outlined in Section 9 of this Article in these Bylaws.

## Section 6. Vacancies

Whenever any vacancy occurs for a position on the Board of Directors, it shall be filled without delay by a majority vote of the remaining Board Members at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## Section 7. Compensation

All Board of Directors shall not receive any compensation for their services. Any reimbursements for out-of-pocket costs for Approved Corporate expenditures on behalf of the Corporation to be reimbursed with appropriate receipt(s) or other documentation. Prior Approval is preferred, but may not be practical in all situations.

## Section 8. Confidentiality

Board Members shall not 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. Board Members shall use discretion and good business judgement in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Board Members may discuss upcoming fundraisers for the purposes and function of the Corporation.

All financial information to be held in the strictest of confidence, especially regarding donors and donations. This information to only be released on an as needed basis to Federal, State, Financial and Insurance Agents, as well as potential Donors and Grant solicitations. Normally, only the President and the Executive Director of the Board of Directors to have access to this detailed information. However, general Budget information to be available to all Board Members either on request, or as part of general Budget information discussed at either a Regular Meeting, or as part of the Annual Board Meeting.

## Section 9. Removal

Any member of the Corporate Officers or other Board of Director Members may be removed with or without cause, at any time, by vote of 50% of the members of the Board of Directors if in their judgement the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Any Corporate Officer who is removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their position on the Board pursuant to Section 5 of this Article, and are not entitled to the removal procedure outlined in Section 9.

# ARTICLE VI. OFFICERS

The Corporate Officers shall be the President, Vice-President, Secretary, Treasurer, and Executive Director. All Officers have the status and requirements of the Board of Directors.

## Section 1. President

The President shall preside and chair the Annual Meeting in January as well as the Semi-Annual Board Meeting in June and shall have the following duties:

1. He / She shall preside at the Board Meetings typically held in January and June.
2. He / She may call a Board Meeting, at any time throughout the year, to discuss topics; such as Budget, Expenditures, Policy, and other relevant issues.
3. He /She shall have general superintendence and direction for all other Officers and Team Leaders and see that their duties are properly performed.
4. He / She shall be a member of some select standing Committees (Leadership Teams) and shall have the power and duties usually vested in the office of the President.

## Section 2. Vice-President

The Vice-President shall attend the Annual and Semi-Annual Board Meeting, as well as any other Board Meetings that the President may call throughout the year. The Vice-President shall be vested with all the powers and shall perform the duties of the President during the absence of the latter, as outlined above.

## Section 3. Secretary

The Secretary shall attend the Annual and Semi-Annual Board Meetings, as well as any other Board Meetings that the President may call throughout the year. The Secretary’s duties shall consist of:

1. He / She shall record all votes and minutes of all Board Meeting proceedings to be stored with other Corporate Documents, in a safe place, and be available for inspection as required by Corporate Bylaws.
2. He / She in concert with the President, shall make the arrangements for the Annual Board Meetings.
3. He / She shall send a notice for any Board Meeting to all Board Members.
4. He / She shall read the previous Meeting Minutes for Approval at the Annual Board Meeting in January only.

## Section 4. Treasurer

The Treasurer shall attend the Annual and Semi-Annual Board Meetings, as well as any other Board Meetings that the President may call throughout the year. The Treasurer’s duties shall consist of the following:

1. He / She shall receive from the Executive Director copies of all Checking Account statements and financial reports for the year, as well as a summary of all expenditures, donations, and deposits. After review, and any requested clarifications, this Treasurer’s Report to be submitted for Approval, at the Annual Board Meeting.
2. He / She shall receive form the Executive Director an initial draft Budget for the coming Fiscal Year. This proposed Budget to be reviewed and Approved at the Annual Board Meeting.
3. He / She shall receive from the Executive Director an initial draft of required Federal and State tax returns. A CPA then to review and advise of the Tax Returns completeness and accuracy for review by all Board Members. After review, if acceptable, they shall be filed with the Federal and Virginia tax authorities.
4. A Corporate Checking Account to be maintained and controlled by two (2) - Board of Director Approved, trustworthy individuals with Checking Account signature signing authority and access. The Treasurer, at any time, may recommend to the Board of Director’s, for Approval, any different individual(s) to monitor and control access to the Corporate Checking Account. Strict confidence is required and expected for all fiscal transactions for this Corporation.
5. He / She shall receive from the Executive Director, a list of donors and donation letters, for the past fiscal year to send for tax purposes to all donors. The Treasurer to personally sign all donation letters prior to mailing.
6. He / She may audit, or have a professional auditor, hired to monitor the fiscal transactions of the Corporation. Any irregularities or fraud to be brought to the immediate attention of the Board of Directors.

## Section 5. Executive Director

The Executive Director shall report directly to the President and be responsible for coordinating, and over-seeing, many of the day-to-day activities of the Corporation. The Executive Director’s duties shall consist of the following:

1. He / She shall be responsible for conducting the monthly Regular Meetings, including sending out an Agenda, Chairing the Meeting, and sending out Meeting Minutes.
2. He / She shall coordinate with all Committees (Team Leaders) to monitor and provide guidance for the day-to-activities of the Organization.
3. He / She shall oversee the Corporate Checking Account and provide monthly updates at the Regular Meetings.
4. He / She shall prepare the initial proposed yearly Budget for the Treasurer’s initial review. Final Budget Approval to be at a monthly Leadership Team Meeting, prior to the Annual Board Meeting in January.
5. He / She shall maintain all official Corporate Records, to allow access for any request(s) of corporate records as follows:
6. Corporate Documents – Articles of Incorporation, Bylaws, other State and Federal Documents, as are required to be maintained
7. Copies of Federal and State tax returns, as are required to be maintained.
8. Copies of yearly **Conflict-of-Interest** Federal requirements
9. **Responsible Person** mailing address and contact information for Federal and State contact and legal communications with the Corporation
10. Meeting Minutes – Regular Meetings
11. Copies of Meeting Minutes from any / all Board Meetings, as prepared by the Corporate Secretary
12. At any time throughout the year, the responsibilities and duties of the Executive Director may be changed or modified by the Board of Directors.

## Section 6. Election of the Corporate Officers

Each year, at the January Annual Board of Director’s Meeting, any Board Member may make a motion to continue, for one (1) year the current slate of the Corporate Officers, or to make a motion to nominate a different individual for any position. A simple majority vote with a quorum is required to maintain, or change, any Corporate Officer’s position.

## Section 7. Removal of Officers

The Board Members, at any Board of Directors meeting, that a quorum of 50% is required may remove any Corporate Officer and elect a successor for the unexpired term. No officer of the Corporate Officer shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given in writing fifteen (15) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## Section 8. Vacancies

For any vacancies, which occur between Annual or Semi-Annual Board Meetings, a Regular Meeting will be utilized to nominate (by any Board Member) and Approve (by simple majority of attendees), a replacement for the unexpired remainder of the fiscal year, until the next January Board of Directors Meeting.

# ARTICLE VII. COMMITTEES

## Section 1. Committee (Leadership Team) Formation

The Board of Directors may create or discontinue Committees (Leadership Teams) as the needs of the Corporation evolve over time.

## Section 2. Committee Leader(s) – Leadership Teams

The Leadership Team will be led by one, or more, Team Leaders, that will report on the Team’s activities at the monthly Regular Meetings.

Depending on the needs of the Corporation, the Executive Director will suggest Approval, at a monthly Regular Meeting, any staffing revisions, creation of new Leadership Teams, or other changes as needed for these Leadership Teams.

## Section 3. Leadership Teams

Currently there are five (5) Leadership Teams, as listed below with their responsibilities. Note that over time, this listing and responsibilities can, and will, change to meet the future needs of the Corporation. The Executive Director to recommend any changes for Team Leader(s) and individual Team Responsibilities at the Regular Meetings.

1. **Technical Team**

The Technical Team and Team Leader(s) will be responsible for the following activities:

1. Provide A/V support and assistance for all meetings
2. Assist in interfacing with power point and video clips, as required
3. Provide white marker boards or other required materials and technical assistance
4. Assist in the development of a website
5. Maintain and update Facebook site
6. **Support Group Team**

The Support Group Team and Team Leader(s) will be responsible for the following activities:

1. Provide Facilitator(s) and chair bi-monthly Support Group Meetings
2. Assist in the selection of training manuals and other materials
3. Document accurate attendance records through the use of sign-in sheets
4. **Operations Team**

The Operations Team and Team Leader(s) will be responsible for the following activities:

1. Greet attendees and provide sign-in process, name tags, and handouts
2. Provide refreshments and snacks for monthly Seminars
3. Document accurate attendance records through the use of sign-in sheets
4. **Moderators and Topics Team**

The Moderators and Topics Team and Team Leader(s) will be responsible for the following activities:

1. Solicit Speakers and Topics for upcoming monthly Seminars
2. Obtain bios for upcoming speakers, as well as an outline of the presentation
3. Moderate and introduce the Keynote Speakers
4. **Promotions and Outreach Team**

The Promotions and Outreach Team and Team Leader(s) will be responsible for the following activities:

1. Prepare brochures, flyers, and other promotional materials
2. Assist in the preparation of graphic arts materials to be used
3. Contact newspapers and other outlets to promote future Seminars
4. Assist in the development of a website

# ARTICLE VIII. CORPORATE STAFF

## Section 1. Executive Director

The Corporate Officers shall include the position of Executive Director, who shall serve on the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation and perform such duties as may be directed by the Corporate Officers. The Executive Director shall chair and coordinate the monthly Regular Meetings, coordinate through the various Team Leaders the day-to-day activities of the Corporation, and coordinate the Corporation’s activities as it pertains to the monthly Seminars and bi-monthly Support Group Meetings. The Executive Director shall make such reports as needed, or requested by the Corporate Officers. The Executive Director shall be an Ad-Hoc Member of all Committees (Leadership Teams).

The Executive Director’s role is to be reviewed on an annual basis at the yearly January Board Meeting. The Executive Director shall serve for a renewable one (1) year period of time until removed by the Board of Directors by a vote of 50% of the members present at any meeting of the Board of Directors. Such removal may be with, or without, cause.

Maintain daily records and receipts of all Financial Transactions on a Cash Basis of Accounting for accounting purposes.

Over time it is encouraged, and anticipated, that some of the job duties and requirements for the Executive Director will be transferred to other Board of Director Individuals and / or other Board Members.

# ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

## Section 1. Purpose

The purpose of the **Conflict-of-Interest Policy** is to protect this tax-exempt Organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of this Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any State and Federal laws governing conflict of interest applicable to nonprofit and charitable Organizations.

## Section 2. Definitions

1. **Interested Person**

Any Director, Officer, or Member of a committee with governing board delegated powers, who has a direct, or indirect, financial interest, as defined below is an **Interested Person.**

1. **Financial Interest**

A person has a financial interest if the person has, directly, or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which this Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

## Section 3. Procedures

1. **Duty to Disclose**. In connection with any actual, or possible Conflict of Interest, an Interested Person must disclose all material facts to the Directors and Members of the Board of Directors with delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists**. After disclosure of the financial interest and all material facts, and after discussion with the **Interested Person**, He / She shall leave the Governing Board or Committee 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.
3. **Procedures for addressing the Conflict-of-Interest**
4. An **Interested Person** may make a presentation at the governing board or committee meeting, but after the presentation, He / She shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible **Conflict-of-Interest**.
5. The Chairperson of the Governing Board, or Committee, shall if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
6. After exercising Due Diligence, the Governing Board or Committee 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**.
7. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a **Conflict-of-Interest**, the Governing Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
8. Violations of the **Conflict-of-Interest Policy**
9. If the governing board or committee has reasonable cause to believe a Member has failed to disclose an actual or possible **Conflict of Interest**, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
10. If, after hearing the Member’s response and after making further investigation as warranted by 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.

## Section 4. Records of Proceedings

The minutes of the Governing Board and all Committees with Board delegated powers shall contain:

1. The name(s) of the person 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 Governing Board’s or Committee’s decision as to whether a **Conflict-of-Interest** in fact existed.
2. The name(s) of the person who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken with the proceedings.

## Section 5. Compensation

No Corporate Officer or Board Member may receive any compensations, as all are currently non-paid Volunteers.

## Section 6. Annual Statements

Each Corporate Officer shall annually sign a statement which affirms such person:

1. Has received a copy of the **Conflict-of-Interest Policy**,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

* **Section 7. Checking Account**

At least two Corporate Officers, that are approved by all Board Members, to have check writing authorization for the corporate checking account. All checks to be issued to have an appropriate receipt for accounting purposes and record keeping. Under no circumstance, shall an authorized check writing individual be allowed to write a check to themselves.

## Section 8. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic (yearly) CPA reviews shall be conducted. The periodic (yearly) reviews shall be reviewed and signed at the Annual Board Meeting and be part of the Meeting Minutes.

# ARTICLE X. IDEMNIFICATION

## Section 1. General

To the full extent authorized under the laws of the Commonwealth of Virginia, the Corporation shall indemnify and hold harmless any Board Members, Corporate Officers, Volunteers, or Agents, as well as former Steering Committee Members, Board Members, Corporate Officers, Volunteers, or Agents 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, Volunteers, Agents, 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, Volunteer, or Agent, 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.

# ARTICLE XI. BOOKS AND RECORDS

The Corporation shall keep the following books and records of the proceedings and information presented at the yearly Board of Director’s Meeting(s).

1. Meeting Minutes
2. Treasurer’s Report
3. Proposed Budget for the Next Fiscal Year
4. **Conflict-of-Interest** Annual Signed Statements
5. Bylaws and any Amendments

# ARTICLE XII. AMENDMENTS

## Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in any manner at the Annual Board Meeting, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Board Member at least seven (7) days in advance of such meeting, if delivered personally, or by e-mail. As required by the Articles, any amendment to Article III or Article VI shall require the affirmative vote as indicated in Article IV.

## Section 2. Bylaws

The Board of Directors may amend these Bylaws by vote at either the Annual or Semi-Annual Board Meeting. The procedure that is similar, to be followed, is as set forth in Section 1. Articles of Incorporation that precedes this Section 2.

# ARTICLE XIII. DISSOLUTION

## Section 1. Dissolution

Upon the dissolution of this Corporation, 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 tax code, or shall be distributed to the Federal Government, or to a State or local Government, for a public purpose.