

# CORPORATE BYLAWS

HATS OFF FOR VETERANS INC.



[Updated May 2025]

## Table of Contents

Article 1--Organization	
1.1 Principal Office.....	Page 1
1.2 Registered Agent .....	Page 1
1.3 Other Offices.....	Page 1
1.4 Registered Agent.....	Page 1
1.5 Governing Instruments .....	Page 1
Article 2---Purpose, Objectives, and Membership	
2.1 Charitable, Education, Religious and Scientific Purposes.....	Page 1
2.2 Inurement of Income .....	Page 1
2.3 Legislative or Political Activities.....	Page 1
2.4 Operational Limitations.....	Page 2
2.5 Nondiscrimination Policy .....	Page 2
2.6 Membership .....	Page 2
Article 3---Board of Director Meetings	
3.1 Meeting Dates and Location.....	Page 2
3.2 Board Director Meetings .....	Page 2
3.3 Special Meetings .....	Page 2
3.4 Telephone Meetings .....	Page 2
3.5 Action Without a Meeting.....	Page 2
3.6 Quorum .....	Page 2
Article 4---Directors	
4.1 Authority.....	Page 2
4.2 Election.....	Page 2
4.3 Number of Directors .....	Page 2
4.4 Qualifications.....	Page 3
4.5 Removal.....	Page 3
4.6 Vacancies.....	Page 3
4.7 Compensation.....	Page 3
Article 5---Officers	
5.1 Number of Officers.....	Page 4
5.2 Election .....	Page 4
5.3 Removal and Resignation.....	Page 4
5.4 Duties of the President .....	Page 4
5.5 Duties of the Vice President.....	Page 4
5.6 Duties of the Secretary.....	Page 4
5.7 Duties of the Treasurer.....	Page 5
Article 6---Committees	
6.1 Executive Committee.....	Page 5
6.2 Other Committees.....	Page 5
6.3 Meeting and Action of Committee Meetings and Action of Committees.....	Page 6

Article 7---Execution of Instruments, Deposits, and Funds	
7.1 Execution of Instruments.....	Page 6
7.2 Checks and Notes.....	Page 6
7.3 Deposits.....	Page 6
Article 8---Corporate Records, Reports, and Seal	
8.1 Maintenance of Corporate Records.....	Page 6
8.2 Corporate Seal.....	Page 7
8.3 Director’s Inspection Rights.....	Page 7
8.4 Right to Copy and Make Extracts.....	Page 7
8.5 Periodic Reports.....	Page 7
Article 9---IRC 501(c)(3) Tax Exempt Provisions	
9.1 Limitation on Activities.....	Page 7
9.2 Prohibition Against Private Inurement.....	Page 7
9.3 Distribution of Assets.....	Page 7
9.1 Private Foundation Requirements and Restrictions.....	Page 7
Article 10---Conflict of Interest and Compensation Approval Policy.....	Page 8
Article 11---Authority to Execute	
11.1 Binding Power.....	Page 8
11.2 Signatories.....	Page 8
Article 12---Dissolution.....	Page 8
Article 13---Indemnification and Insurance	
13.1 Indemnification.....	Page 9
13.2 Insurance.....	Page 9
Article 14---Adoption.....	Page 9

## CORPORATE BYLAWS OF

\*Hats Off for Veterans Inc. (\*A.K.A. HOFV and Corporation)

### Article 1---Organization

1.1 PRINCIPAL OFFICE. The principal office for Hats Off For Veterans Inc. is located in Hays County, State of Texas. A copy of these bylaws will be kept at the principal office located at 310 Timbleweed Drive, Kyle, TX 78640.

1.2 CHANGE OF ADDRESS. The designation of the county or state of the Corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____	Dated: _____, 20__
New Address: _____	Dated: _____, 20__
New Address: _____	Dated: _____, 20__

1.3 OTHER OFFICES. The Corporation may also have offices at such other places, within or without its state of in Corporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

1.4 REGISTERED AGENT. The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. The Registered Agent may only be changed by filling out the appropriate paperwork with the Secretary of State. *Each change of Registered Agent must be approved by the Board of Directors.*

1.5 GOVERNING INSTRUMENTS. The Corporation will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Bylaws may be amended by the Board of Directors.

### Article 2--- Purpose, Objectives, and Membership

2.1 CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's specific mission is: At Hats Off For Veterans, we are dedicated to empowering Texas veterans through higher education scholarships, professional development grant opportunities, and access to mental health counseling resources. Our mission is to honor their service by equipping them with the tools and support needed to thrive in their personal and professional lives.

2.2 INUREMENT OF INCOME. The income of the Corporation shall not be distributed to or be used for the benefit of its members, directors, officers or other persons except that the Corporation is authorized to pay reasonable compensation for services rendered.

2.3 LEGISLATIVE OR POLITICAL ACTIVITIES. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or dedicate a substantial part of its activities to propaganda or attempts to influence legislation.

2.4 OPERATIONAL LIMITATIONS. The Corporation shall not conduct or participate in any activities not permitted to be carried on by a tax exempt 501(c)(3) corporation or by a corporation whose contributions are deductible under Section 170(c)(2) of the IRS code of 1954 or the corresponding provision of any future US Internal Revenue Law.

2.5 NONDISCRIMINATION POLICY. Unlawful discrimination, on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, will not be permitted or tolerated by the Corporation.

2.6 MEMBERSHIP. The Corporation will *not* have members.

### **Article 3---Board of Director Meeting**

3.1 MEETING DATES AND LOCATION. Triannual Meetings shall take place in the months of February, June, and October. Meetings shall be held on a date and at a time during those months that is acceptable to the Board members

3.2 BOARD DIRECTOR MEETINGS. All Staff, Board, Advisory, and Regional Directors are required to attend this triannual meeting. Meetings shall be held on a date and at a time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.

3.3 SPECIAL MEETINGS. Special meetings may be called at any time by president of the Board of Directors. Notice of the meeting must be received by each Director at least 3 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the meeting.

3.4 TELEPHONE/VIRTUAL MEETINGS. When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.

3.5 ACTION WITHOUT A MEETING. Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action via email or USPS mail. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.

3.6 QUORUM. A majority of the authorized Directors will constitute a quorum. A quorum is required for actions taken to be considered Board approved.

### **Article 4---Directors**

4.1 AUTHORITY. The business and affairs of the corporation shall be managed by a Chief Executive Officer (CEO) and Board of Directors subject to any limitations in the Articles of Incorporation.

4.2 ELECTION. The members of the Board of Directors will be elected at the annual meetings. The Director will serve for the time specified at his or her election but for no less than one year.

4.3 NUMBER OF DIRECTORS. The corporation shall have nine (9) Board Directors to include four officers: Board President, Board Vice President, Board Secretary, Board Treasurer and five non-officer board directors. It shall be the duty of the directors to:

Perform all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws:

- Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- Meet at such times and places as required by these bylaws.
- Register their addresses with the secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

The corporation shall have six (6) non-officer Advisory Board Directors. It shall be the duty of the advisory directors to:

- The six non-voting advisory board members support the corporation's staff and board directors and serve as advisors in their area of expertise.

The corporation shall have seven (7) non-officer Regional Directors (Ambassadors). It shall be the duty of the advisory directors to:

- Represent HOFV across multiple counties within their assigned region.
- Attend and participate in community events, fundraisers, career fairs, and resource fairs.
- Build and maintain positive relationships with local stakeholders, partners, and supporters.
- Coordinate at least one fundraiser annually to benefit HOFV.
- Communicate regularly with the HOFV executive team and provide updates on regional activities.
- Comply with all organizational policies and procedures.

These numbers may be increased or decreased *as needed by a vote of the Board*. No decrease in the number of Directors may shorten the term of an incumbent Director.

4.4 QUALIFICATIONS. All Directors should demonstrate a commitment to the mission and values of the organization. Directors bring professional expertise, leadership experience, and community involvement that supports the Corporation's goals. Directors must act with integrity, exercise sound judgment, and fulfill fiduciary duties. While prior board experience is helpful, it is not required. A willingness to actively participate in meetings, fundraising, and strategic planning is essential.

4.4 RESIGNATION. At any time, a director may resign by giving a letter of resignation to the Board Secretary or Chief Executive Officer (CEO) of the Corporation. The resignation will become effective immediately or at the date specified *without a vote of the Board*.

4.5 REMOVAL. A vote of a quorum of Board Directors will be required to remove a director for cause. Reasons for removal include but are not limited to:

*Removal by Policy.* If a board director misses TWO meetings in a row, they will be removed by policy and voted by the other board members at the next meeting to formally remove the member in violation.

*Removal for Lack of Effort.* A board member may be removed due to insufficient effort and participation in supporting the mission of HOFV.

*Removal for Misconduct or Misrepresentation.* Board members may be removed due to acts of gross misconduct including but not limited to governmental investigation, egregious breaches of corporate ethics, significant judicial or regulatory fines, fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation, or public organizational positions that are at odds with social norms or which invite vilification.

4.6 VACANCIES. Vacancies on the Board of Directors will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until they resign, are removed, or are unable to fulfill their duties.

4.7 COMPENSATION. Board Members, Advisory Board Members, and Regional Directors will serve on a voluntary basis and will not receive compensation for their services except for expenses incurred and specified by Board resolutions. Reimbursements for travel expenses related to official HOFV duties will be compensated in accordance with current GSA per diem rates for in-state travel in Texas except for expenses incurred and specified by Board resolutions.

The Chief Executive Officer (CEO) and Regional Directors will receive 15% of the net profits from HOFV fundraisers they help to coordinate as an administrative fee. This includes helping to coordinate partner fundraisers benefiting HOFV. A vote of a quorum of Board Directors will be required to vote on any increases above 15% based on the evaluation of the CEO or Regional Director.

## **Article 5---Officers**

5.1 NUMBER OF OFFICERS. The Corporation shall have a President, Vice President, Secretary, and Treasurer. Other officers, along with titles and responsibilities, may be added by the Board of Directors. If vacancies occur, an officer may be selected to serve in more than one position with approval of the Board.

5.2 ELECTION. Officers' election, length of term, and compensation is set by the Board.

5.3 REMOVAL AND RESIGNATION. An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of his resignation to the Secretary or Chief Executive Officer (CEO).

5.4 DUTIES OF THE PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of

incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the board of directors.

**5.5 DUTIES OF THE VICE PRESIDENT.** In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

**5.6 DUTIES OF THE SECRETARY.** The secretary is responsible for maintaining accurate and organized records of the Corporation's activities. Key duties include preparing and distributing meeting agendas, taking and preserving meeting minutes, managing official correspondence, and ensuring compliance with record-keeping requirements. The secretary also plays a vital role in maintaining organizational documents such as bylaws and board member lists and may assist in scheduling meetings and ensuring effective communication among board members. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

**5.7 DUTIES OF THE TREASURER.** The treasurer is responsible for overseeing the financial health and integrity of the Corporation. Key duties include managing the organization's budget, maintaining accurate financial records, monitoring income and expenses, preparing financial reports for the board, ensuring compliance with financial regulations, and assisting with audits and tax filings. The treasurer also helps guide the board in making informed financial decisions to support the organization's mission and long-term sustainability. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Article 6---Committees**

**6.1 EXECUTIVE COMMITTEE.** The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of the board president, vice president, secretary and treasurer may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with



the corporate records, and report the same to the board from time to time as the board may require.

**6.2 OTHER COMMITTEES.** The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

**6.3 MEETING AND ACTION OF COMMITTEE MEETINGS AND ACTION OF COMMITTEES.** Shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 7--- Execution of Instruments, Deposits, and Funds**

**7.1 EXECUTION OF INSTRUMENTS.** The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**7.2 CHECKS AND NOTES.** Except as otherwise specifically determined by the resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Executive Officer (CEO).

**7.3 DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories by the Chief Executive Officer (CEO).

**7.4 GIFTS.** It is important to note that the Chief Executive Officer (CEO), Board, Advisory and Regional Directors, have a fiduciary duty to act in the best interest of the organization. Everyone may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation—and not for their own personal interests. Misuse or misappropriation of nonprofit funds or assets for personal gain is a violation of both ethical standards and the law. Such actions may lead to serious legal consequences, including civil liability, restitution, removal from the board, and potential criminal charges such as fraud or embezzlement.

## **Article 8---Corporate Records, Reports, and Seal**

8.1 MAINTENANCE OF CORPORATE RECORDS. The Corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

8.2 CORPORATE SEAL. The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 DIRECTOR'S INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

8.4 RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

8.5 PERIODIC REPORTS. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

#### **Article 9--- IRS 501(c)(3) Tax Exemption Provisions**

9.1 LIMITATION ON ACTIVITIES. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

9.2 PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors or 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 of this corporation.

**9.3 DISTRIBUTION OF ASSETS.** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**9.4 PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS.** Private Foundation Requirements and Restrictions In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. **Article 9 Conflict of Interest and Compensation Approval Policies** **Section 1. Purpose of Conflict of Interest Policy** The purpose of this conflict of interest policy is to protect this tax-exempt 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

#### **Article 10---Conflict of Interest and Compensation Approval Policies**

The purpose of this conflict of interest policy is to protect this tax-exempt 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

#### **Article 11 ---Authority to Execute**

**11.1 BINDING POWER.** No officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

**11.2 SIGNATORIES.** With authorization from the Board of Directors, the Chief Executive Officer (CEO) will sign all documents, including all financial documents that require the signature or endorsement of a corporate officer.

## **Article 12---Dissolution**

Upon authorization from the Board of Directors to dissolve and after all liabilities of the Corporation have been addressed, the remaining assets of the Corporation may be disposed of exclusively for the purposes of the Corporation as the Board of Directors shall determine.

## **Article 13---Indemnification and Insurance**

13.1 INDEMNIFICATION. The directors and officers will be indemnified to the Bylaws Page 9 fullest extent of the law by the Corporation. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

13.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees

## **Article 14---Adoption**

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by undersigned Board of Directors.

Date: \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_ President

\_\_\_\_\_ Vice President

\_\_\_\_\_ Treasurer

\_\_\_\_\_ Secretary