

**Hi-SEAS Adventure  
By-Laws  
05/15/2024**

**ARTICLE I – Name**

The name of this charitable non-profit organization shall be Hi-SEAS Adventure.  
(Hi-SEAS)

**ARTICLE II – Mission, Purpose, Distribution and Dissolution**

**Mission**

Our mission is to foster emotional healing for Veterans and First Responders suffering from PTSD, Depression, Anxiety, and Addiction.

**Purpose**

By offering support, comradery, fellowship, and shared experiences, we work with our clients to overcome the suffocating effects of PTSD, Depression, Anxiety and Substance Use Disorders by engaging in appropriate trauma therapies while participating in sea and land-based adventures.

“It’s always our self we find in the sea.” E. E. Cummings

Hi-SEAS is organized as a nonprofit corporation to engage in any lawful act or activity for which a corporation may be organized under the Montana Nonprofit Corporation Act. This corporation is established as a nonprofit, apolitical entity that exists to provide charitable services to Veterans and First Responders and others who have served their country or their community and who suffer from the effects therein.

To further these purposes, the Board of Directors and Officers will exercise all powers granted to not-for-profit corporations under the Montana Nonprofit Corporation Act. The corporation, or anyone acting as a representative of the corporation, is prohibited from participating in activities attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by any organization 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 by any

organization, 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.

### **Distribution**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Board of Directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### **Dissolution**

In the event of the dissolution of the corporation, any assets remaining after payment of all outstanding bills and other obligations of the corporation must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or must be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE III – Conflict of Interest**

**Disclosure of Conflicts:** Any director, officer, or key personnel who has a financial interest, directly or indirectly, in any transaction or decision involving the nonprofit organization shall disclose such interest to the Board of Directors prior to the commencement of discussions or voting on the matter.

**Recusal from Decision-Making:** Individuals with a conflict of interest shall abstain from participating in discussions or decisions related to the matter in question.

**Board Review and Approval:** Upon disclosure of a conflict of interest, the Board of Directors shall review the disclosed information and determine whether the transaction or decision is in the best interest of the nonprofit organization. The Board may approve the transaction or decision if it is deemed to be fair, reasonable, and in the best interest of the organization, notwithstanding the conflict of interest.

**Documentation:** All disclosures of conflicts of interest, as well as the actions taken by the Board in response to such disclosures, shall be documented in the minutes of the Board meeting.

Records of disclosures and Board determinations shall be maintained in the organization's records for transparency and accountability purposes.

**Annual Review and Acknowledgment:** Directors, officers and key personnel shall annually review and acknowledge their understanding of this Conflict-of-Interest Clause and their obligation to disclose any conflicts of interest that may arise.

Failure to comply with this policy may result in disciplinary action, including removal from the Board or termination of employment or affiliation with the organization.

**Review and Amendment:**

This Conflict-of-Interest Clause shall be reviewed periodically by the Board of Directors to ensure its effectiveness and relevance. Amendments may be proposed as necessary to address emerging issues or changes in organizational structure or operations.

**Compliance:** All directors, officers, and key personnel are expected to comply fully with this Conflict-of-Interest Clause and to uphold the highest standards of integrity and ethical conduct in their roles within the nonprofit organization.

**ARTICLE IV – Membership**

Hi-Seas will not have members.

**ARTICLE V – Elections of Officers**

- A. Elections shall occur in November of the even year.
- B. New officers shall begin their duties at the January meeting and will serve for a period of four years.
- C. Officers may serve multiple terms as long as The Board of Directors and Current Officers agree.
- D. Nominations for new officers will be made to the Board of Directors, Founder/CEO, and Executive Director by October of the even year.

**ARTICLE VI – The Board of Directors**

The Board of Directors will consist of three (3) members, including a Chairperson. The Chair of the Board will preside at all board meetings.

**ARTICLE VII- Officers and Their Duties**

**Section 1.** The Officers shall be Founder/President, Senior Advisor, Executive Director, Director of Finance, Director of Vessels, Director of Clinical, Director of Engagement. In addition, we shall have an Assistant to the Director of Finance and an assistant to the Director of Engagement since both these positions have a

high level of paper traffic. These shall serve Hi-SEAS in the capacity of The Executive Team.

**Section 2.** It shall be the duty of the Founder/President to preside at all Executive Team meetings and carry out the regular order of business.

**Section 3.** It shall be the duty of the Senior Advisor to serve as a practical advisor in the areas of funding, vessel purchase/equipping, etc.

**Section 4 .** It shall be the duty of the Executive Director to fill the office of the President in the President's absence, serve as the sounding board to the other chairman/women and oversight to the Finance, Human Resource and day to day operations of the nonprofit, prepare overall Executive Budget including the operational budgets from each Director, assist and assure compliance with all 501(c)(3) compliance. Work with Director of Finance and the CPA in filing all IRS documents. Work with the Board of Directors and as part of the Executive Team.

**Section 5.** It shall be the duty of the Director of Vessels to oversee all vessel purchase, maintenance, hiring and leadership of Captains, mates and "Boat Mommas", prepare and maintain departmental budget and work with the Board of Directors and as part of the Executive Team.

**Section 6.** It shall be the duty of the Director of Finance to maintain Hi-SEAS funds in a Federally Insured Banking Institution, pay bills as authorized and approved by the budget, maintain financial records, monitor Hi-SEAS accounts and prepare financial reports. The Director of finance, with the expressed help and assistance of the Board of Directors, Executive Director will assist and assure compliance with 501 (c)(3) requirements. Federal and state reports should be completed by a Certified Public Accountant. The Assistant to the Director of Finance shall assist in the carrying out of all duties of the Office of Finance.

**Section 7.** It shall be the duty of the Director of Client Engagement to handle all Adventure Crew (clients) logistical needs from approval of the application through completion of the trip, prepare and maintain a departmental budget and work with the Board of Directors and as part of the Executive Team. The Assistant Director of Engagement shall assist in the carrying out of all duties of the Office of Client Engagement.

**Section 8.** It shall be the duty of the Director of Clinical to enlist and oversee all therapists and therapies used in the Hi-SEAS programs, prepare and maintain a departmental budget, maintain the integrity of Adventure Crew (clients) medical and health records according to all HIPPA guidelines, to maintain reports from each trip to be used to improve the content and trip experience, and work with the Board of Directors and as part of the Executive Team.

### **Article VIII-Additional Staffing**

**Section 1 – Vessel Captains** will be hired and led by the Director of Vessels for either long term employment or short-term contractual basis depending on need. The Vessel Captain will be responsible for all boat operations while at sea and at other times as needed and requested by Director of Vessels, will assist in the preparation of the departmental budget and work alongside the Director of Vessels, the Board of Directors, and the Executive Team to assure a smooth and safe voyage for our Adventure Crew. The Vessel Captain will coordinate with the Director of Vessels for safety and health concerns aboard ship.

**Section 2. – Mates** will be hired and led by the Vessel Captain for either long term employment or short-term contractual basis depending on need. The Mate will directly report to the Vessel Captain and assist in all duties while aboard ship and at other times as needed and requested by the Vessel Captain.

**Section 3. – “Boat Mommas”** will be hired and led by the Vessel Captain for either long term employment or short-term contractual basis depending on need. The “Boat Momma” will be responsible for taking care of the food, housing, personal needs of the Adventure Crew while on board ship. Works closely with the Vessel Captain and Mate to budget for this care. The “Boat Momma” will directly report to the Vessel Captain and will be available at other times as needed and requested by the Vessel Captain.

### **ARTICLE IX – Advisory Council**

An Advisory Council may be formed by the Board of Directors and the Executive Team at any time to serve for a short-term duration for the purpose of gaining important expert guidance to the operations of Hi-Seas.

### **ARTICLE X – Executive Team**

The Executive Team shall consist of the nine officers of Hi-SEAS. A meeting of the Executive Team may be called by the Founder/President or by any member of the Executive Team. It shall be the duty of the Executive Team to:

- (a) Manage the business of Hi-SEAS between regular meetings within policies established.
- (b) Account for and provide for secure maintenance of assets.
- (c) Provide for the safety and well being of all paid vessel crew as well as the Adventure Crew through established safety and emergency policies, efforts, and equipment.
- (d) Authorize emergency allocations as deemed appropriate.
- (e) Oversee preparation of financial reports; and
- (f) Assure compliance with state and federal requirements pertaining to 501(c)(3) tax exempt charitable organizations.

#### **ARTICLE XI- Removal of Officers**

Any Officer may be removed from office, with or without cause, by a 2/3 majority of those members present and voting at a regular Board/Executive Team meeting.

#### **ARTICLE XII – By-Laws Revision and Amendments**

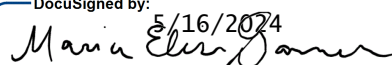
Proposed revisions or amendments to the By-Laws are to be presented by an ad hoc By-Laws Committee appointed by the Founder/President at least 30 days prior to the meeting at which such amendments or revisions are to be considered. A 2/3 majority of members of the Board and Executive Team who are present and voting at the regular meeting shall be required for passage.

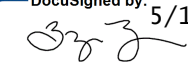
#### **ARTICLE XIII – Robert's Rules of Order Newly Revised**

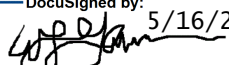
When not in conflict with the By-Laws and Policies of the organization, Roberts Rules of Order Newly Revised shall govern the proceedings of this organization

#### **ARTICLE XIV-- Quorum**

A quorum of the combined Board of Directors and Executive Team constitute a simple majority of its full membership.

DocuSigned by:  
5/16/2024  
  
CA7155A4194A4FC...

DocuSigned by:  
5/16/2024  
  
83ED8442D3704D9...

DocuSigned by:  
5/16/2024  
  
9271228F748D4A3...