

ARTICLE I. NAME OF ORGANIZATION

The Hoosier Beard Alliance or also known as THBA.

ARTICLE II. CORPORATE PURPOSE

Section 1. Purpose

THBA is a group of like-minded individuals who want to commit to putting more kindness into the world. We want to promote equality and respect for one another knowing that every individual contributes to the group but our efforts are multiplied and create a greater impact in our communities and world when combined. We promote an inclusive, family friendly environment where everyone can celebrate their uniqueness while giving back to our communities.

Section 2. Specific Purpose

THBA provides community-based services for individuals and groups in need.

The specific objectives and purpose of this organization shall be:

- a. Provide a family-oriented environment where members can grow.
- b. Provide assistance to the group members and families
- c. Provide community outreach and care for those in need within our community
- d. Aid and assist other charitable organizations with community outreach and charitable functions.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any individual 18 years of age who shows good moral character, strong family values, and a desire to help those in need. Applicants must be able to demonstrate an ability to provide for others even during hardships.

Application of membership will be completed on exhibit A (attached-membership application), the individual seeking membership must be present at one club meeting, be interviewed by two club members who then vouch for the potential member and then present their membership to the current members for a vote.

Membership in good standing requires payment of yearly dues.

Section 2. Annual Dues

The amount required for annual dues shall be \$30 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on

membership dues. Dues are collected the eleventh month of the year (November) and must be paid within 30-days of the first day of the eleventh month each year (By November 30th).

Dues for new members will be prorated as follows based on month approved for membership.

Beginning of November – End of March - \$30

Beginning of April – End of July - \$20

Beginning of August – End of October - \$10

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in all elections.

Each member is allowed to petition for a position on the board at the bi-annual meeting (October of odd numbered years).

Each member is allowed to request from the Treasurer a full or partial report of account balances.

Each member is allowed to request a copy of any meeting minutes.

Each member may vote at any election or meeting which they are present. Each member also has the right to submit to a board members a proxy vote if they cannot attend a meeting.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership also known as supporting members/honorary members.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the board. Additional meeting may be called as required. Meeting dates will be determined six (6) months in advance. Time and location will be determined three (3) months in advance. Notification to members will be done when dates are determined, when time and locations are determined and one month prior; either in writing or electronic/social media notifications.

Section 2. Special Meetings

Special meetings may be called by the President, or a simple majority of the officers. A petition signed by twenty-five percent (25%) of voting members may also call a special meeting.

Section 3 Notice of Meetings

Notice of each meeting shall be given to each voting member utilizing the approved social media platforms, text, or email no later than 2 weeks prior to the meeting.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least 5 members of the active membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7: Parliamentary Procedure

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

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Group shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Group. The board of directors and the executive committee may be the same individuals as deemed appropriate by membership.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Group but shall consist of no less than three (3) nor more than ten (10) including the following officers: the President, the Vice-President, Sargent at Arms, the Secretary, First Officer and the Treasurer.

The members of the Board of Directors 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 Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No member serving in the positions of President, Vice President, or Treasurer within the Board of Directors shall be related by marriage/domestic partnership within the second degree of consanguinity or affinity to any other member that is serving as President, Vice President, or Treasurer within the Board of Directors.

Each member of the Board of Directors shall be a member of the Group whose membership dues are paid in full and shall hold office for up to a two (2) year term as submitted by the nominations of the Group. There is no limit to number of terms served.

Each member of the Board of Directors shall attend all meetings of the Board per year. Special permission from the President may be given to miss meetings.

No board member who resigns during his/her elected cycle may be nominated to another office until such time that they are considered a member in good standing and 2 election cycles have passed.

No board member who is removed by membership during his/her election cycle may be nominated for a board position again. The current board may make exceptions if a 2 year election cycle has passed and the member seeking a newly elected position has demonstrated qualities that the board would deem them able to hold office again.

A board member who is not re-elected during a normal election may be nominated for another position by the membership.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be, at a minimum, held at a time and day in the month of September of each calendar year and at a location designated by the President. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the President in writing that the 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 14 of this Article in these by-laws.

Section 8. Vacancies

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

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Group 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 Groups' purposes, or can reasonably be expected to benefit the Group. Directors shall use discretion and good business judgment in discussing the affairs of the Group with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Group, including but not limited to accounts on deposit in financial institutions.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

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

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written

notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee, Group and Board.
- b. He/She shall have general and active management of the business of the Group and if required the Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this Group and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

Section 3. Sargent at Arms

The Sargent at Arms (SAA) shall execute all orders from the President and Vice President. Sargent at Arms must be an Honorable Discharged Veteran from the Military to hold the position.

- a. He/She shall faithfully dispose his duties to protect the Group interests.
- b. He/She shall monitor and rectify disputes of Group Members
- c. He/She shall report disputes and rectification of disputes to the President.

Section 4. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a group member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. Assisted by a group member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

Section 5. Treasurer

The Treasures duties shall be:

- a. He/She shall submit for the approval of all expenditures of funds raised, proposed capital expenditures, and balances to the board.
- b. He/She shall present a complete and accurate report of the finances raised by this at each meeting of the members, or at any other time upon request.
- c. He/She shall have the right of inspection of the funds resting with the account including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed the President under whose supervision he/she shall be.

Section 6. Chaplain

Chaplain will be an appointed position on the board.

- a. He/She will oversee the moral compass and compassion of the board in all actions.
- b. He/She will provide emotional support to board members and group members when asked.
- c. He/She will provide spiritual services and counseling to all faiths when asked.

Section 7. First Officer

First Officer may be elected to assist the Sargent at Arms in all the assigned duties. In the event an individual club does not contain an honorably discharged veteran, the First Officer will fill the role of Sargent at Arms excluding the title.

Section 8. Election of Officers

Any Group member in good standing shall submit one month prior to the bi-annual meeting (November) the names of those persons for the respective offices of the Board to the international board. Nominations will not be received from the floor. The election shall be held in writing, either paper or electronic to the international board. The election results will be announced at the bi-annual meeting (December). Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting (January).

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for unlimited terms.

Section 9. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 10. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between bi-annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board (if used) at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The President appoints all committee chairs. Committees are not required.

Section 2. Executive Committee

The Five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. Executive Committee members may be the same as members of the board as deemed appropriate by the voting membership.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special 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 effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article V of the Articles shall require the affirmative vote of all directors in office at the current time. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

Bylaws are generated and maintained by the executive board.

A majority vote of all present members will be required to adopt the bylaws and sitting board members will sign below.

The Group may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Exhibits attached to bylaws can be amended at any time by a majority vote of the members.

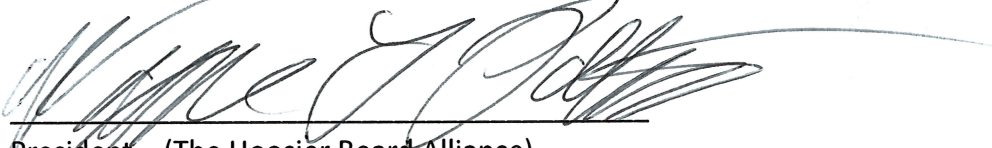
Article X. Club Expenditures

The Hoosier Beard Alliance will keep 10% of all profits from all fundraising activity to be directed to club funds and operating expenses.

ADOPTION OF BYLAWS

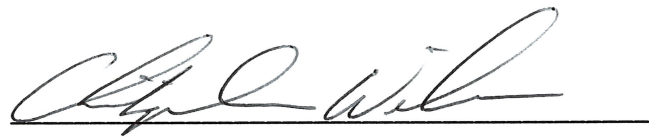
We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 10 preceding pages, as the Bylaws of this Group.

ADOPTED AND APPROVED by the Board of Directors on this 10TH day of MARCH, 2023



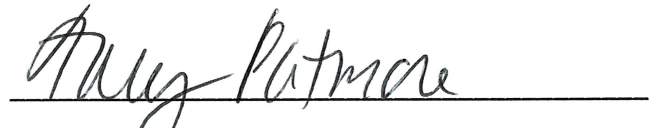
President – (The Hoosier Beard Alliance)

Wayne Patmore



Vice President –(The Hoosier Beard Alliance)

Christopher Wilson



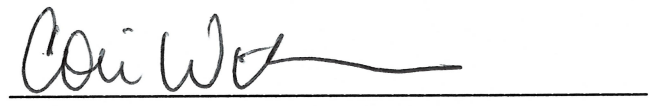
Secretary –(The Hoosier Beard Alliance)

Stacy Patmore



Treasurer – (The Hoosier Beard Alliance)

Casey Nehmer



Chaplain – (The Hoosier Beard Alliance)

Cori Wilson