

BYLAWS
OF
JUST OUR SOLDIERS' HELPERS, INC.

ARTICLE I. CORPORATE PURPOSE

1. *Nonprofit Purpose.* The name of this non-profit organization is JUST OUR SOLDIERS' HELPERS, INC herein after referred to as the "Organization". This Organization is organized in accordance with the Florida Not for Profit Corporation Act, as amended. The Organization has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of the Organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes as described below. The Organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. The Organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. The Organization has been created exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

2. *Specific Purpose.* The mission of the Organization is to raise the morale of active military troops who are deployed to foreign locations by preparing and shipping care packages that are free of charge. The Organization may also support Veterans through other 501(c)(3) Veteran support organizations.

The specific objectives and purpose of the Organization shall be:

- To provide boxes of food, hygiene, and miscellaneous items to active deployed members of the U.S. Military.
- To purchase care package items, pay shipping costs, and provide facilities and materials for volunteers to engage in the preparation of care packages.
- To provide Veteran support through other 501(c)(3) organizations that are dedicated specifically to Veteran suicide prevention. If assisting another 501(c)(3) organizations, a copy of the IRS Approval Letter and most recent financial statements will be required.

ARTICLE II. OFFICES

The principal office of the Organization shall be in the City of Lake Mary, in the county of Seminole, in the State of Florida.

The Organization may also have offices at such other places within this state as the Board of Directors may from time to time determine or the business of the Organization may so require.

ARTICLE III. MEETINGS

1. *Meetings.* Board meetings shall be held twice every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. The meetings shall be held at the time and place designated by the Board of Directors.

The following orders of business shall be addressed during the first meeting of each year unless decided otherwise by the Board of Directors via written notice:

- a. Election of new directors
- b. Reviewing the annual report.
- c. Reviewing the balance sheet.
- d. Approving the annual budget.
- e. Any other transaction of such other business as may be properly brought before the meeting.

2. *Special Meetings.* Special meetings may be requested by the President of the Organization.

A special meeting of members is not required to be held at a geographic location if the meeting is held by means of teleconference or another form of electronic communications in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments.

3. *Notice.* The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: two (2) weeks. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: two (2) weeks. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting.

4. *Quorum.* A quorum of the Directors shall be the following: 50%. In the absence of a quorum, a majority of the directors may delay and reschedule the meeting to another time without further notice. If a quorum is represented at a rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than a quorum.

5. *Informal Actions.* Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, set forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE IV. BOARD OF DIRECTORS

1. *Role of Directors.* The Board of Directors shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

2. *Number of Directors.* The organization shall be managed by a Board of Directors consisting of five (5) to nine (9) directors.

3. *Election and Term of Office.* The Directors shall be elected by a majority vote at the first meeting of each year. Each Director shall serve a term of two years, or until and unless a successor has been elected and qualified.

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

5. *Procedures.* The vote of a majority of the Directors present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the Organization who is present at a meeting at the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, at the least, names of all members present, resolutions proposed and voted upon, and any Director abstentions or objections to resolutions.

6. *Vacancies and Removals.* A Director shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other reason, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified. If all Directors resign or are removed, any Officer shall hold a special meeting for the purpose of electing a new Director or Board of Directors.

7. *Resignation.* If a Director wishes to resign from their directorial position, they shall do so in the following manner:

A director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. *Committees.* To the extent permitted by Florida law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The committees shall have a specific purpose and the Board of Directors, in creating a committee, shall outline the parameters of the committee, including, but not limited to, meetings, notice, quorum requirements, and all other pertinent procedures.

9. *Director Conflicts of Interest.* If a Director or Officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE V. OFFICERS

1. *Number of Officers.* The Officers of the Organization shall be the following: 1. a President; 2. a Treasurer; 3. a Secretary. Two or more offices may be held by one person. The President may not concurrently serve in another position.

2. *Officer Roles.* The Officers shall have the following responsibilities in their roles:

President/Chairperson -- The President shall be the chief executive officer and shall preside over all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board of Directors, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

Secretary -- The Secretary shall provide notice of all meetings to the Board of Directors, keep an updated list of the membership of the Board of Directors, keep and organize minutes for all regular and special meetings, and certify and arrange the official records of the organization.

Treasurer -- The Treasurer shall be responsible for conducting the organization's financial affairs as directed by the Board of Directors and shall prepare and present reports regarding corporate finances as required, but no less often than at each meeting of the Board of Directors.

3. *Election and Term of Office.* The Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a term of 2 years.

4. *Vacancies and Removals.* The Board of Directors shall have the power to remove an Officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE VI. AMENDING BYLAWS

Amendment Procedure. The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority or a quorum vote at any regular or special meeting. The full text of the proposed change shall be distributed to all board members at least seven (7) days before the meeting where the change is to be voted on.

ARTICLE VII. DISSOLUTION

1. *Dissolution Procedure.* The organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.
2. *Liabilities.* All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.
3. *Distribution of Assets.* Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ADOPTION OF BYLAWS

The foregoing Bylaws were adopted and approved by the Board of Directors of Just Our Soldiers' Helpers, Inc. on this 28 day of January 2021.



President



Secretary