

BYLAWS OF GROUNDED BOOTS RELIEF

Article I: Name and Purpose

1. Name

The name of the organization is **Grounded Boots Relief, Inc.** (the “Corporation”).

2. Purpose

Grounded Boots Relief, Inc. is organized for charitable purposes, specifically to provide immediate disaster relief and recovery assistance to individuals and communities affected by natural disasters, as described in the Articles of Incorporation. The Corporation is a nonprofit organization and shall operate exclusively for purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

Article II: Offices

1. Principal Office

The principal office of the Corporation is located at 1621 Brevard Rd, Hendersonville, NC 28792.

2. Other Offices

The Corporation may have other offices as designated by the Board of Directors.

Article III: Membership

1. No Members

The Corporation shall have no members. The management of the affairs of the Corporation is vested in the Board of Directors.

Article IV: Board of Directors

1. General Powers

The Board of Directors (the “Board”) shall manage the affairs, property, and business of the Corporation. The Board may delegate authority to committees as it deems necessary.

2. Number and Qualifications

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The Board of Directors shall consist of no fewer than five (5) members. The Corporation shall always maintain an odd number of Directors to facilitate decision-making and voting. The exact number of Directors may be increased or decreased by resolution of the Board of Directors, but must always be an odd number and shall not fall below five (5) members.

3. Election and Term of Office

Directors shall be elected by a majority vote of the Board. Directors shall serve a term of two (2) years and may serve consecutive terms if re-elected. New directors shall be elected at the annual meeting of the Board or as vacancies arise.

4. Resignation and Removal

A Director may resign at any time by giving written notice to the Board. A Director may be removed by a two-thirds (2/3) vote of the Board if it is determined that the Director is not fulfilling their duties.

5. Vacancies

Any vacancy occurring on the Board shall be filled by the majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the unexpired term of their predecessor.

Article V: Meetings of the Board

1. Annual Meeting

The annual meeting of the Board of Directors shall be held in [Insert Month] of each year, at a time and place designated by the Board, for the purpose of electing Directors and officers and transacting such other business as may come before the meeting.

2. Regular Meetings

The Board shall hold regular meetings at least quarterly at times and places designated by the Board.

3. Special Meetings

Special meetings of the Board may be called by the President or any two Directors, with at least five (5) days' notice provided to each Director. Notice may be given via mail, phone, or email.

4. Quorum

A majority of the Board members shall constitute a quorum for the transaction of business at any meeting. If less than a majority of Directors are present, no official actions may be taken.

5. Voting

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Each Director shall have one vote. Except as otherwise provided by law or these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

6. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing, including via email, to the action.

Article VI: Officers

1. Officers

The officers of the Corporation shall be a President, a Vice President, a **Secretary**, and a **Treasurer**, and such other officers as the Board may from time to time appoint. No two offices may be held by the same person.

2. Election and Term of Office

Officers shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office for one (1) year or until a successor has been duly elected and qualified, or until the officer's earlier death, resignation, or removal in accordance with these bylaws. Officers may serve consecutive terms if re-elected.

3. Duties of Officers

- **President:** The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and shall have the general powers and duties of supervision and management typically vested in the office of the president of a corporation. The President shall serve as the primary spokesperson for the Corporation.
- **Vice President:** The Vice President shall, in the absence of the President or in the event of the President's inability to act, perform the duties of the President. The Vice President shall also have such other duties and responsibilities as the Board may assign.
- **Secretary:** The Secretary shall keep or cause to be kept, the minutes of all meetings of the Board, shall see that all notices are duly given in accordance with these Bylaws, and shall be the custodian of the corporate records. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board or the President.
- **Treasurer:** The Treasurer shall be responsible for the oversight of all funds and financial transactions of the Corporation. The Treasurer shall be responsible for maintaining accurate financial records, overseeing the preparation of the annual budget, and presenting financial reports to the Board at regular intervals. The Treasurer shall ensure that appropriate financial statements are made available to the Board and any required government agencies.

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4. Resignation and Removal of Officers

Any officer may resign at any time by giving written notice to the President or Secretary. An officer may be removed by a two-thirds (2/3) vote of the Board whenever, in the Board's judgment, the best interests of the Corporation would be served by such removal.

5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Article XII: Conflict of Interest

1. Purpose

The purpose of this conflict of interest policy is to protect the 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 might result in a possible excess benefit transaction.

2. Definition of Conflict of Interest

A conflict of interest arises when a person in a position of authority over the Corporation may benefit personally, either directly or indirectly, from a decision they could make in that role.

3. Disclosure of Conflict

Any Director, officer, or committee member with governing board-delegated powers must disclose any actual or potential conflict of interest to the Board of Directors. After disclosure, the individual must remove themselves from any discussion or vote on the matter at hand.

4. Procedures for Addressing the Conflict

The Board of Directors will review the disclosed conflict and, if necessary, take appropriate action to ensure that the Corporation's interests are protected, which may include prohibiting the conflicted party from being present during discussion or voting on the matter.

Article XIII: Compensation and Reimbursement

1. Compensation

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No Director shall receive compensation for their services as a Director. However, the Board may authorize reimbursement for reasonable expenses incurred in carrying out the duties of the Corporation.

2. Reimbursement

Officers, Directors, or employees may be reimbursed for actual and reasonable expenses incurred on behalf of the Corporation, provided such expenses have been authorized in advance by the Board or an authorized officer.

Article XIV: Records and Reports

1. Corporate Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees with board-delegated authority. All such records shall be kept at the principal office of the Corporation.

2. Annual Report

The Board shall present an annual report to the Board of Directors at the annual meeting. The annual report shall include a summary of the financial transactions and the operations of the Corporation during the preceding year.

Article XV: Non-Discrimination Policy

1. Policy

The Corporation shall not discriminate in any manner against any person on the basis of race, color, religion, gender, sexual orientation, age, disability, national origin, or any other characteristic protected by law.

Article XVI: Adoption of Policies

1. General

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The Board of Directors may from time to time adopt additional policies, including but not limited to a whistleblower policy, document retention policy, and fundraising policy, which shall govern specific areas of the Corporation's operations.

Article XVII: Parliamentary Authority

1. Rules of Order

The rules contained in **Robert's Rules of Order**, Newly Revised, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation may adopt.

Article XVIII: Miscellaneous Provisions

1. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31, unless otherwise determined by the Board of Directors.

2. Corporate Seal

The Corporation may, but is not required to, have a corporate seal. The presence or absence of a corporate seal shall not affect the legal validity of any documents executed by the Corporation.

3. Execution of Contracts

The Board of Directors may authorize any officer or agent to enter into contracts or execute and deliver any instrument on behalf of the Corporation.

Article XIX: Amendments

1. Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed amendment is given to all Directors at least five (5) days before the meeting.

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Adoption of Bylaws

These Bylaws of **Grounded Boots Relief, Inc.** were adopted by the Board of Directors on this 03/31/2025, and they remain in full force and effect until amended or repealed.

John S. Badger, President

Article XX: Disaster Response Voting Procedures

1. Purpose of the Vote

The purpose of this vote is to determine whether **Grounded Boots Relief** will respond to an imminent disaster or posed threat. This vote ensures that the Corporation directs its resources to disasters that align with its mission and capabilities.

2. Voting Requirement

A vote on incoming disasters shall be initiated within hours of the posed threat by any Director or Officer. The vote must be conducted promptly via phone, virtual meeting, or other electronic communication to allow a decision.

3. Quorum and Majority

A quorum for disaster response votes shall consist of at least three-fifths (3/5) of the current Board of Directors. A simple majority of those present and voting shall be required to approve the Corporation's response to the disaster. If the number of Directors present is evenly divided, the President shall cast the deciding vote.

4. Criteria for Voting

In deciding whether to respond to a disaster, Directors should consider:

- The severity and scale of the disaster.
- The proximity of the disaster to the Corporation's resources.
- The ability of the Corporation to provide timely and effective assistance.
- The presence of other relief organizations already responding.
- Potential risks to volunteers and staff.

5. Record Keeping

All decisions made during a disaster response vote must be documented in the Corporation's official records, including the outcome of the vote, reasoning for the decision, and any related action items.

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6. Emergency Powers

In cases where a quorum cannot be achieved within the necessary timeframe, the President, or in their absence, the Vice President, may make an executive decision regarding disaster response, provided the decision is ratified by the Board at the next meeting.

