

BYLAWS OF HEARTS FOR HOPE FOUNDATION

A Michigan Nonprofit Corporation

Adopted: 01/01/2025

REVIEW NOTE: This governance draft is based on the filed Articles of Incorporation and requested governance decisions. Before adoption or submission with an IRS exemption application, obtain review from a Michigan nonprofit attorney or qualified nonprofit tax professional—particularly regarding the Corporation’s membership structure and the dissolution language in its Articles of Incorporation.

ARTICLE I — NAME, STATUS, AND PURPOSE

1.1 Name

The name of the corporation is Hearts For Hope Foundation (the “Corporation”).

1.2 Michigan Nonprofit Status

The Corporation is a Michigan nonprofit corporation organized on a nonstock basis under the Michigan Nonprofit Corporation Act, as amended.

1.3 Charitable and Exempt Purpose

The Corporation is organized and shall be operated exclusively for charitable and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Consistent with its Articles of Incorporation, the Corporation may host charitable fundraising events; solicit, receive, hold, administer, and distribute donations and contributions; and provide grants or other charitable support to qualified charities, organizations, and persons in need in its area, provided that all activities further one or more exempt purposes under Section 501(c)(3).

1.4 Restrictions

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, founders, or other private persons, except for reimbursement of reasonable, necessary, documented, and properly approved expenses as permitted by these Bylaws.

The Corporation shall not participate or intervene in any political campaign for or against a candidate for public office. No substantial part of the Corporation’s activities shall consist of attempting to influence legislation, except to the extent permitted for an organization exempt under Section 501(c)(3). The Corporation shall not conduct activities not permitted to be conducted by an organization exempt under Section 501(c)(3), or by an organization whose contributions are deductible under Section 170(c)(2), of the Code.

1.5 Permanent Nonprofit Status

The Corporation shall be organized and operated in perpetuity as a nonprofit corporation exclusively for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code. No amendment to these Bylaws shall authorize the Corporation to operate for private profit or permit its net earnings or assets to benefit any director, officer, member, founder, or other private person, except as permitted under Section 501(c)(3).

ARTICLE II — OFFICES AND RECORDS

2.1 Principal Office

The principal office of the Corporation shall be at a location determined by the Board of Directors (the “Board”). The Board may change the principal office without amending these Bylaws.

2.2 Registered Office and Resident Agent

The Corporation shall continuously maintain a registered office and resident agent in Michigan as required by law. Changes shall be made in the manner required by Michigan law.

2.3 Corporate Records

The Corporation shall maintain complete and accurate books, records, minutes, governing documents, and other records required by law. Records may be maintained in paper or electronic form, subject to reasonable safeguards.

ARTICLE III — MEMBERS

3.1 Voting Members

Because the Articles of Incorporation state that the Corporation is formed on a membership basis, the Corporation shall have voting members. The initial voting members are:

1. Kaylajoy Yaek
2. Claire Imbrunnone
3. Jessica Saad
4. Lisa Matheson

Each voting member shall have one vote on matters properly submitted to the voting members.

3.2 Admission of Additional Members

Additional voting members may be admitted by the affirmative vote of a majority of the directors then in office, subject to any qualifications or procedures adopted by the Board. A member's admission must be recorded in the Corporation's records.

3.3 Member Meetings

An annual meeting of voting members shall be held at a date and time selected by the Board. Special meetings may be called by the President, by a majority of the Board, or by voting members holding at least twenty percent (20%) of the votes entitled to be cast.

3.4 Notice and Quorum

Written notice of a member meeting shall be delivered at least ten (10) days before the meeting and shall state the date, time, place or remote-access method, and purpose of the meeting. A majority of voting members then in office constitutes a quorum. Unless a greater vote is required by law, the Articles, or these Bylaws, an action is approved by a majority of votes cast when a quorum is present.

3.5 Member Rights and Duties

Members may elect directors when an election is required, approve matters reserved to members by law, the Articles, or these Bylaws, and exercise other rights provided by law. Members do not have ownership interests in the Corporation and are not entitled to share in its assets.

3.6 Removal, Resignation, and Vacancies

A member may resign by written notice to the Secretary. A member may be removed by a two-thirds (2/3) vote of the remaining voting members after at least ten (10) days' written notice of the proposed action and an opportunity to be heard. A vacancy may be filled by the Board under Section 3.2.

3.7 Action Without a Meeting

Any action required or permitted to be taken by members may be taken without a meeting if approved by written or electronic consent to the extent permitted by Michigan law. The consent shall be kept with the corporate records.

ARTICLE IV — BOARD OF DIRECTORS

4.1 Authority and Responsibility

The Board shall manage the business, affairs, property, and charitable activities of the Corporation, subject to applicable law, the Articles of Incorporation, and these Bylaws. Directors shall act in good faith, with the care required by law, and in the best interests of the Corporation.

4.2 Number and Qualifications

The Board shall consist of no fewer than three (3) and no more than nine (9) directors. The initial Board shall consist of three (3) directors:

1. Kaylajoy Yaek
2. Claire Imbrunnone
3. Jessica Saad

The number of directors may be changed within the stated range by a majority vote of the Board, provided that no incumbent director's term is shortened without that director's consent.

4.3 Independence and Conflicts

The Board should maintain a majority of directors who are independent of any person receiving compensation from the Corporation, except for reasonable reimbursement of expenses. Directors shall comply with the Corporation's conflict-of-interest policy.

4.4 Election and Terms

Directors shall be elected by the voting members at the annual member meeting, unless Michigan law permits another valid method. Directors serve two-year terms and until their successors are elected and qualified. To create staggered terms at the first annual election after adoption of these Bylaws, the Board may designate approximately half of the directors to serve an initial one-year term and the remaining directors to serve an initial two-year term.

There is no term limit unless adopted by amendment to these Bylaws.

4.5 Resignation and Removal

A director may resign at any time by written notice to the President or Secretary. A director may be removed, with or without cause, by the voting members in the manner permitted by Michigan law, the Articles, and these Bylaws. A director under consideration for removal shall receive notice and a reasonable opportunity to be heard.

4.6 Vacancies

A vacancy on the Board may be filled by a majority of the remaining directors, even if fewer than a quorum, unless otherwise required by law. A director elected to fill a vacancy serves the unexpired term of the predecessor.

4.7 Compensation and Reimbursement

The Corporation's policy is that persons serving as current voting members, directors, officers, founders, committee members, or volunteers receive no compensation for governance or volunteer service. Expense reimbursement and any compensation of non-governance personnel shall be governed by Article VIII and Board-approved financial-control procedures.

ARTICLE V — BOARD MEETINGS AND ACTION

5.1 Annual and Regular Meetings

The Board shall hold an annual meeting each fiscal year. The Board shall meet at least quarterly at dates and times established by the Board.

5.2 Special Meetings

Special meetings may be called by the President, Vice President, Secretary, or any two directors.

5.3 Notice

Notice of regular or special Board meetings shall be delivered personally, by mail, telephone, email, text message, or another electronic method at least two (2) days before the meeting. Notice shall state the date, time, place or remote-access method, and, for special meetings, the purpose. Notice may be waived in writing or electronically by a director, or by a director's attendance unless the director attends solely to object to improper notice.

5.4 Remote Meetings

Directors and members may participate in a meeting by telephone or other communications equipment through which all participants can communicate simultaneously, to the extent permitted by Michigan law. Participation constitutes presence at the meeting.

5.5 Quorum and Voting

A majority of directors then in office constitutes a quorum. Unless a greater vote is required by law, the Articles, or these Bylaws, the act of a majority of directors present at a meeting with a quorum is the act of the Board.

5.6 Tie Votes

A tied vote does not approve a motion. The matter may be reconsidered at a later meeting or referred to a committee for recommendation.

5.7 Action Without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken without a meeting by unanimous written or electronic consent of all directors then in office, to the extent permitted by Michigan law. The consent shall be filed with the minutes.

5.8 Minutes

The Secretary, or another person designated by the presiding officer, shall prepare and maintain minutes of Board and member meetings. Minutes shall record material actions, votes, recusals, and conflict-of-interest disclosures.

ARTICLE VI — OFFICERS

6.1 Required Officers and Founder Roles

The Corporation shall have the officers required by Michigan law: a President, Secretary, and Treasurer. The Corporation may also have a Chairperson, Vice President(s), and other officers as determined by the Board.

Kaylajoy Yaek and Claire Imbrunnone shall retain equal recognition as Co-Founders. Kaylajoy Yaek shall serve as President, and Claire Imbrunnone shall serve as Vice President, subject to the authority of the Board and the duties stated in these Bylaws.

The initial officers are:

President and Co-Founder — Kaylajoy Yaek

Vice President and Co-Founder — Claire Imbrunnone

Treasurer and Secretary — Lisa Matheson

A person may hold more than one office if permitted by law and approved by the Board. Lisa Matheson shall serve as both Treasurer and Secretary. No individual may approve that individual's own reimbursement request or a transaction involving that individual.

6.2 Election, Term, and Removal

Officers shall be elected annually by the Board and shall serve until their successors are elected and qualified, or until resignation or removal. An officer may be removed by the Board, with or without cause, subject to any contractual rights. An officer may resign by written notice to the Board or Secretary. A vacancy may be filled by the Board for the unexpired portion of the term.

6.3 Duties of President

The President shall provide executive leadership, preside at Board and member meetings, carry out Board-approved policies, and act as an authorized spokesperson for the Corporation. The President may sign routine documents and communications in the ordinary course of the Corporation's activities, subject to the approval requirements and financial controls in Article VIII.

The President shall consult the Vice President and Board on material organizational, financial, contractual, fundraising, grantmaking, personnel, and public-relations decisions. Matters reserved to the Board require Board approval.

6.4 Duties of Vice President

The Vice President shall support the President, perform duties assigned by the Board, and carry out the President's duties during the President's absence, incapacity, resignation, or removal, subject to applicable law and Board authority. The Vice President may sign routine documents when authorized by the Board or President.

6.5 Duties of Treasurer

The Treasurer shall oversee the Corporation's financial affairs; ensure appropriate custody and accounting of funds; present or arrange for regular financial reports; assist in preparing the annual budget and tax filings; ensure required filings and financial records are maintained; and perform other duties assigned by the Board. The Treasurer shall not have unilateral authority to approve the Treasurer's own reimbursement requests or transactions involving a conflict of interest.

6.6 Duties of Secretary

The Secretary shall be responsible for corporate governance and official records and shall:

1. Maintain the Corporation's current Articles of Incorporation, Bylaws, amendments, Board resolutions, policies, and official corporate records.
2. Prepare, or ensure the preparation of, notices of Board, committee, and member meetings in accordance with these Bylaws and applicable law.
3. Record, prepare, preserve, and distribute accurate minutes of meetings of the voting members, Board, and Board committees. Minutes shall include attendance, quorum, motions, actions taken, votes, abstentions, conflict-of-interest disclosures, recusals, and the basis for approval of material related-party transactions.
4. Maintain the official roster of directors, officers, voting members, committee members, and their current contact information.
5. Maintain records of written consents, votes taken without a meeting, meeting waivers, and governance actions.
6. Certify copies of the Articles, Bylaws, resolutions, minutes, and other corporate records when appropriate.
7. Ensure that the Corporation maintains records required by Michigan law, including books and records of account and minutes of proceedings of its members, Board, and executive committee, if any.
8. Work with the President, Vice President, Treasurer, and any qualified professional to calendar and track required filings, including Michigan corporate filings, federal and state tax filings, charitable-solicitation filings, and insurance or grant-reporting deadlines. The Secretary's tracking responsibility does not replace the Treasurer's responsibility for financial and tax information.
9. Maintain the Corporation's document-retention schedule and protect confidential governance, donor, beneficiary, and personnel information.
10. Perform other duties assigned by the Board that are consistent with these Bylaws.

6.7 Other Officers

The Board may appoint a Vice President, Chairperson, Assistant Treasurer, Assistant Secretary, or other officers and prescribe their duties.

ARTICLE VII — COMMITTEES

7.1 Board Committees

The Board may establish committees by Board resolution and appoint their members. Each committee exercising Board-delegated authority shall include at least one director. A committee may not take actions reserved by law to the full Board, including amending the Articles or Bylaws, electing or removing directors, approving dissolution, or taking any other action that Michigan law does not permit a committee to take.

7.2 Advisory Committees

The Board may create advisory committees, including fundraising, event, grant-review, finance, community-outreach, and governance committees. Advisory committees may include non-directors but may not exercise Board authority.

7.3 Committee Procedures

Committees shall follow Board-approved charters or procedures, keep appropriate records, disclose conflicts, and report material actions or recommendations to the Board.

ARTICLE VIII — FINANCIAL ADMINISTRATION AND CONTROLS

8.1 Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless changed by Board resolution.

8.2 Budget and Financial Reporting

The Board shall approve an annual budget. The Treasurer shall provide the Board with financial reports at least quarterly, including a statement of financial position, income and expense activity, and material variances from the budget.

8.3 Bank Accounts

Funds shall be deposited in financial institutions approved by the Board and held in accounts titled in the name of the Corporation. No organizational funds shall be deposited into a personal account.

8.4 Spending and Signing Authority

The Board shall adopt a written financial-controls policy establishing spending limits, payment approval procedures, reimbursement procedures, check-signing or electronic-payment authority, and contract approval thresholds.

Until a separate policy is adopted:

1. The Board must approve any contract, grant, or unbudgeted commitment over \$1,000.
2. Any payment, reimbursement, or transfer over \$500 requires approval by two authorized officers or directors, one of whom must not be the payee.
3. Payments to a director, officer, founder, or related party are prohibited except for properly documented expense reimbursement expressly permitted under Section 8.6.
4. The Treasurer shall not be the sole approver of a payment or reimbursement to the Treasurer.

8.5 Contributions, Grants, and Restricted Funds

The Corporation shall honor donor restrictions that are lawful and consistent with its exempt purposes. The Board shall approve material grants, charitable distributions, or beneficiary selections using objective criteria that further the Corporation's charitable mission. The Corporation shall not make grants or distributions that create impermissible private benefit or inurement.

8.6 Volunteer Service; No Compensation

No current voting member, director, officer, founder, President, Vice President, Treasurer, Secretary, committee member, or volunteer of Hearts For Hope Foundation shall receive salary, wages, stipends, honoraria, bonuses, consulting fees, deferred compensation, fringe benefits, personal benefits, or any other direct or indirect compensation from the Corporation for service in that governance or volunteer capacity.

For clarity, all current voting members, directors, officers, founders, the President, the Vice President, the Treasurer, the Secretary, committee members, and volunteers serve without compensation while holding those positions.

The Corporation may reimburse these individuals only for reasonable, necessary, documented, and pre-approved out-of-pocket expenses incurred solely on behalf of the Corporation and in furtherance of its charitable purposes. Reimbursement shall not be used as disguised compensation.

No person may approve that person's own reimbursement request. All reimbursement requests must include receipts or other reasonable supporting documentation and must be reviewed and approved by a disinterested authorized officer or director in accordance with Board-approved financial-control procedures.

The Corporation shall not pay, hire, contract with, lease from, purchase from, or otherwise enter into a financial arrangement with a current voting member, director, officer, founder, President, Vice President, Treasurer, Secretary, committee member, volunteer, family member of any such person, or a business owned or controlled by any such person.

The Board may engage paid employees, contractors, or vendors only if they are not current voting members, directors, officers, founders, committee members, or volunteers; the arrangement is necessary to further the Corporation's charitable mission; the compensation is reasonable; and the arrangement is approved in advance by the disinterested directors and documented in the Board minutes.

No amendment, exception, waiver, or interpretation of this Section may permit conduct inconsistent with the Articles of Incorporation, these Bylaws, the Corporation's conflict-of-interest policy, Michigan law, or Section 501(c)(3) of the Internal Revenue Code.

8.7 Financial Review

The Board shall determine annually whether an independent financial review, compilation, or audit is appropriate based on revenue, grant requirements, donor restrictions, risk, and legal requirements.

ARTICLE IX — CONFLICTS OF INTEREST

9.1 Policy Required

The Corporation shall maintain and follow a written conflict-of-interest policy. Every director and officer shall complete an annual disclosure statement and update it promptly if circumstances change.

9.2 Disclosure and Recusal

A director, officer, or committee member with an actual or potential financial or other conflict shall promptly disclose all material facts. The interested person shall leave the discussion and abstain from voting on the matter, except to provide requested factual information. The disinterested decision-makers shall determine whether a conflict exists and whether the proposed arrangement is fair, reasonable, and in the Corporation's best interests.

9.3 Documentation

The minutes shall reflect the disclosure, recusal, alternatives considered when relevant, the vote, and the basis for approval of any transaction involving a conflict.

ARTICLE X — INDEMNIFICATION AND INSURANCE

10.1 Indemnification

To the fullest extent permitted by Michigan law, the Corporation shall indemnify a director or officer who is made a party to a proceeding because of that person's service to the Corporation, provided that the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification shall not apply to conduct for which indemnification is prohibited by law.

10.2 Insurance

The Corporation may purchase and maintain directors-and-officers liability insurance and other insurance as approved by the Board.

ARTICLE XI — RECORDS, TRANSPARENCY, AND POLICIES

11.1 Records Retention

The Corporation shall maintain governing documents, minutes, financial records, tax filings, material contracts, donor-restriction records, and other records required by law or Board policy. The Board shall adopt a document-retention and destruction policy.

11.2 Inspection

Members and directors may inspect organizational records to the extent permitted by Michigan law and subject to reasonable procedures protecting donor privacy, confidential information, and legal privileges.

11.3 Recommended Separate Policies

The Board shall adopt and periodically review separate written policies appropriate to the Corporation's size, activities, funding sources, and legal obligations. The Corporation's recommended policy package includes:

1. No-Compensation and Expense-Reimbursement Policy;
2. Conflict-of-Interest Policy;
3. Financial Controls and Expense-Reimbursement Policy;
4. Document-Retention and Destruction Policy; and
5. Gift-Acceptance and Charitable-Assistance/Grantmaking Policy.

The Board may adopt and periodically review additional policies as appropriate, including a whistleblower policy, anti-harassment and nondiscrimination policy, social-media and communications policy, and youth-protection policy if the Corporation serves or works directly with minors.

ARTICLE XII — AMENDMENTS

These Bylaws may be amended, repealed, or replaced by the affirmative vote of two-thirds (2/3) of directors then in office, provided that written notice containing the proposed amendment is delivered at least ten (10) days before the meeting at which it will be considered. If Michigan law, the Articles, or these Bylaws require member approval for a particular amendment, the amendment must also be approved by a majority of votes cast by members at a meeting with a quorum, unless a greater vote is required.

No amendment may authorize activities inconsistent with the Corporation's charitable purposes, Michigan law, or Section 501(c)(3) of the Code.

ARTICLE XIII — DISSOLUTION

Upon dissolution of the Corporation, after payment or adequate provision for payment of its liabilities, all remaining assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government for a public purpose. No remaining assets shall be distributed to any director, officer, member, founder, or private individual except as permitted by law for payment of lawful obligations.

CERTIFICATION OF ADOPTION

The undersigned Secretary certifies that these Bylaws were adopted by the Board of Directors of Hearts For Hope Foundation on the date written below and, if required, approved by the voting members of the Corporation.

Adopted on: 01/01/2025

Secretary and Treasurer: Lisa Matheson

Lisa Matheson

President and Co-Founder: Kaylajoy Yaek

Kaylajoy Yaek

Vice President and Co-Founder: Claire Imbrunnone

Claire Imbrunnone

Director: Jessica Morrison

Jessica Saad

Audit trail

Details

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Activity



SENT

hearts4hopemi@gmail.com **sent** a signature request to:

- Kaylajoy Yaek (kayla@rcheatcool.com)
- Lisa Matheson (lisamatheson3@yahoo.com)
- Claire Imbrunnone (claireimbrunnone@yahoo.com)
- Jessica Morrison (jessica@digitalmacomb.com)

2026/09/21
16:34:43 UTC



SIGNED

Signed by Claire Imbrunnone (claireimbrunnone@yahoo.com)

2026/09/21
16:59:16 UTC



SIGNED

Signed by Kaylajoy Yaek (kayla@rcheatcool.com)

2026/09/21
17:11:48 UTC



SIGNED

Signed by Jessica Morrison (jessica@digitalmacomb.com)

2026/09/21
16:55:38 UTC



SIGNED

Signed by Lisa Matheson (lisamatheson3@yahoo.com)

2026/09/21
16:48:05 UTC



COMPLETED

This document has been signed by all signers and is **complete**

2026/09/21
17:11:48 UTC

The email address indicated above for each signer may be associated with a Google account, and may either be the primary email address or secondary email address associated with that account.