



BYLAWS  
OF  
HEROES FOR HEROES, INC.  
A WISCONSIN NONPROFIT  
CORPORATION

**Article 1.  
Name and Offices.**

**Section 1. Name.**

The name of this nonprofit corporation, as provided by its Articles of Incorporation, shall be Heroes for Heroes, Inc., hereinafter referred to as Heroes for Heroes.

**Section 2. Offices.**

Heroes for Heroes shall maintain a principal business office in the State of Wisconsin. The location of this office may be changed from time to time to a location either within or without of the State of Wisconsin, as may be designated by a Resolution of the Board of Directors.

The office of the registered agent of Heroes for Heroes required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of Heroes for Heroes, as long as that office is located in the State of Wisconsin. If the principal office is located outside the State of Wisconsin, a registered agent will be designated within the State of Wisconsin.

**Article 2.  
Purpose.**

Heroes for Heroes is organized as a non-profit under Chapter 181 of the Wisconsin Statutes and its purposes are limited to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The objectives and purposes are as set forth in the Articles of Incorporation, to with:

- Fundraise to help Military and First Responder Veterans get service dogs
- Advocate for Military and First Responder Veterans with PTSD
- Educate the community about the importance of service dogs and PTSD.



### **Article 3. Members.**

Heroes for Heroes shall have no members.

### **Article 4. Board of Directors.**

#### **Section 1. General Powers.**

The Board of Directors is responsible for oversight of the business affairs of Heroes for Heroes. This includes:

- making all policies which it deems necessary for the management of its affairs and properties consistent with the Articles of Incorporation and the Bylaws.
- fiduciary responsibility and power to approve and oversee all budgetary action of the organization.
- approval of the strategic plan.
- amending or changing these Bylaws by majority vote.
- if the Founding President should vacate the post for any reason, the Board of Directors will then become responsible for the hiring and termination of the incumbents in the new position of President.

#### **Section 2. Number, Tenure, and Qualifications.**

The number of Directors shall be a minimum of three (3) and a maximum of fifteen (15), including the Founding President.

The Founding President shall be a Director in perpetuity or until her resignation, incapacitation, or death.

Directors, excluding the Founding President, shall be elected for two-year terms, except those directors elected at the initial annual meeting to succeed the directors named in the Articles of Incorporation shall be elected for staggered terms of two and one years. As the terms of such Directors expire, their successors shall be elected for terms of two years and until their successors are elected and have qualified.



### **Section 3. Resignation, Removal, and Filling Vacancies.**

Any Director other than the Founding Director may be subject to removal for cause, implemented by a majority vote of the Board. If a Director is removed, resigns, or misses two meetings without an excuse acceptable to the Board, the Board may declare that position vacant and may appoint a qualifying member to fill the vacancy until the next election, at which time a Director will be elected to complete the remaining time of the unexpired term.

Any other vacancy occurring on the Board of Directors may be filled by the Directors until the next succeeding annual election and until a successor is elected and qualified.

### **Section 4. Quorums and Procedures.**

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. On questions of parliamentary procedure not covered in these Bylaws, the ruling of the Founding President/President shall prevail.

### **Section 5. Presumption of Assent.**

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **Article 5. Meetings.**

### **Section 1. Type of Meeting Communication.**

Meetings may be conducted in person, by telephone, or by any other electronic means of communication, provided all participating directors may simultaneously hear each other's comments during the meeting, or



providing all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

## **Section 2. Annual Meeting.**

An annual meeting of the Board of Directors of Heroes for Heroes shall be held each fiscal year on or before the last day of the fiscal year, at a place and time to be decided by the Board of Directors.

## **Section 3. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least three times during each fiscal year at a time and place designated by the President.

## **Section 4. Special Meetings.**

Special meetings of the Board of Directors of Heroes for Heroes may be called by or at the request of the Founding President/President, or any Director and the Founding President/President together. The person or persons calling a special meeting may fix the time/date/place of said meeting.

## **Section 5. Notice.**

Notice of the date, time, and place of any meeting shall be:

- orally communicated to Director(s) whether in person, by telephone, or by other voice communication method; or
- communicated by fax to the registered fax number of Director(s); or
- communicated by email to the registered email address of Director(s); or
- communicated by regular mail to the registered address of

Director(s). Notice shall be communicated at least 72 hours before the meeting using any of these methods.

## **Section 6. Waiver of Notice.**

Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

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## **Section 7. Unanimous Consent Without Meeting.**

Any action required or permitted by the Articles of Incorporation, the Bylaws, or any provision of law to be taken by the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the directors then in office.

## **Article 6 Officers.**

### **Section 1. Officers.**

The officers of Heroes for Heroes shall be the Founding President or President, Vice President, a Secretary/Treasurer, and other such officers as determined by the Board of Directors from time to time.

### **Section 2. Election and Term of Office.**

The officers other than the Founding President shall be elected by and from the Board of Directors at its annual meeting. The slate of new officers will be presented to the board members present at such meeting and forming a quorum, and each legally serving board member shall cast one vote for or against the slate. Each duly elected officer shall serve for a two-year term of office, and until a successor has been appointed, elected, and qualified.

### **Section 3. Resignation, Removal and Filling Vacancies.**

Any officer (other than the Founding President) shall be subject to removal for cause by a majority vote of the Board. If an officer is removed or resigns, the Board shall elect a Director to fill the vacancy until the next annual meeting.

Should the Founding President leave office for any reason, the office shall be retired. If this should occur other than at the annual meeting, the Board of Directors shall appoint a temporary replacement for the office of President until the following annual meeting, at which time a new President shall be elected.



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

#### **Section 4. Duties.**

In addition to the specific duties described herein, the duties of the officers shall include those assigned to them by the Board of Directors.

1. **The Founding President/President.** The Founding President or President shall preside over all meetings of the Board of Directors, including the annual meeting. Unless otherwise described in these bylaws, the Founding President/President shall appoint and shall be an ex-officio member of all committees.
2. **The Vice-President.** The Vice-President shall serve in place of the Founding President or President in the case of absence and shall fulfill such other duties as assigned by the Board of Directors.
3. **The Secretary.** The Secretary shall be responsible for all corporate records and shall keep the minutes of all meetings of the general membership, including the annual meeting and meetings of the Board of Directors.
4. **The Treasurer.** The Treasurer shall be responsible to keep records of financial transactions of the Corporation, which duty may be delegated by the Treasurer to a member of the staff of the Corporation.

#### **Article 7. Committees.**

By a majority vote of Directors then in office or in attendance, either at a meeting of the Board of Directors or by telephone or other electronic means of communication, the directors may establish such committees as it shall deem necessary to enable the Corporation to carry out its legal duties and purposes. Members of committees may be appointed from the Directors, the public, clients, the volunteers, or from other groups. Each duly formed committee will present a report on its activities at each and every meeting of the Board of Directors.

#### **Article 8. Contracts, Checks, Deposits, and Funds.**

The Board of Directors may authorize any officer or officers, agent or agents



of the Corporation, to enter into any contract or execute and deliver any instrument in the name of the organization. Such authorization may be temporary or confined to specific instances. Policies pertaining to contract execution, check-signing, indebtedness on behalf of Heroes for Heroes, deposits and maintenance of funds, shall be established by majority vote of the directors present at the meeting at which the topic is presented, and shall be reviewed and approved by majority vote on an annual basis.

#### **Article 9. Books and Records**

Heroes for Heroes shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and its committees. Further, the Corporation shall keep at the registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of Heroes for Heroes may be inspected by any Director for any proper purposes given at least two weeks (fourteen days) advance notice of intention; and such authority may be general or confined to specific instance.

#### **Article 10. Indemnification of Directors, Officers and Volunteers.**

Heroes for Heroes shall indemnify its Directors and Officers to the same extent as Directors and Officers are required to be indemnified by sections 181.041-181.047 of the Wisconsin Statutes, and shall indemnify its Volunteers in the same manner and to the same extent that it indemnifies its Directors and Officers. For purposes of these Bylaws, "Volunteer" means a natural person and an employee of the Corporation who provides services to or on behalf of Heroes for Heroes without compensation. The Corporation may supplement the right of indemnification in any manner it sees fit and by majority vote of the Board of Directors.

#### **Article 11. Fiscal Year.**

The fiscal year of Heroes for Heroes shall begin on the first day of January and end on the last day of December each year. This may be amended by a majority vote of the Board of Directors as they see fit to enable the Corporation to achieve its goals.



## **Article 12. Seal.**

Heroes for Heroes shall have no seal.

## **Article 13. Amendments.**

These Bylaws may be repealed or amended by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which a quorum is achieved, provided, however, no such action shall change the purposes of Heroes for Heroes so as to impair its rights and powers under Wisconsin Statutes or Section 501(c)(3) of the Internal Revenue Code.

## **Article 14. Dissolution.**

In the event of the dissolution of the Corporation, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for the purposes of the Corporation to such organization or organizations as the Board of Directors shall select, which shall at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 2018 or any successor statute thereto.

**KNOW ALL PEOPLE BY THESE PRESENT:** That the undersigned President of Heroes for Heroes identified in the foregoing Bylaws does hereby certify that the foregoing Bylaws were duly adopted by the members of said Heroes for Heroes, on the 1st day of March, 2020 at a duly called and constituted meeting of Heroes for Heroes, and that they do now constitute the Bylaws of said Heroes for Heroes.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date