

BYLAWS
OF
Heroes in the Sky Foundation Inc

The name of the organization is Heroes in the Sky Foundation Inc. The organization is organized in accordance with the Georgia Nonprofit Corporation Code, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. Board members, volunteers, and affiliates will be reimbursed for events, travel, and/or any other approved non-profit-related expenses, with proof of a receipt. This organization shall not execute any other activities not permitted to be continued by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code

ARTICLE I
MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors, and the location will be determined by the board availability and majority.

Section 2. Monthly Meetings. Monthly meetings are held during the last week of every month, with the goal of staying connected to current and upcoming events within the board of directors. It is a requirement for board members to attend a minimum of two monthly meetings per year, to maintain their position. These meetings may be virtual.

Section 3. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications or technology in a manner pursuant to which the members can read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be sent electronically, via email or other electronic message.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meetings by, or conduct the meeting by, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting. A board majority is required to run board meetings.

Section 6. Quorum. A simple majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a simple majority of the directors present at the present meeting may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned 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 director's results in representation of less than a quorum.

Section 7. Informal Action. 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, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. The aforementioned signed writing may be provided in an electronic format.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of at least three director(s).

Section 2. Election and Term of Office. The directors shall be discussed at the annual meeting. Each director shall serve until they resign or are removed from their position, which requires a board majority vote.

Section 3. Quorum. A simple majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote. If the board of directors is an even number, then the person presenting a motion may not vote on the matter. If the board of directors is an odd number, then whoever presents the motion may vote on the motion that they present.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Partnerships, affiliations, and terminated relationships require a board majority vote. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two directors by providing electronic notice, via email and/or messenger. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications. technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting 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 by-laws for a particular resolution. A director of the organization 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 taken unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be. The aforementioned consent may be provided in an electronic format.

Section 9. Removal / Vacancies. A director shall be subject 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 cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by 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.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice President, a Treasurer, and a Secretary. Two or more offices may be held by one person.

The President may not serve concurrently as a Vice President.

President. The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings, assist in maintaining the calendar, and with other duties as deemed appropriate.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Director of Social Media. The Director of Social Media shall be responsible for creating content for social media, outreach, and additional graphics. This position will work with the goal of connecting our mission to the community.

Director of Events. The Director of Events shall be responsible for planning events and fundraisers for the organization, as well as assisting with any other duties deemed appropriate.

Director of Digital Marketing. The Director of Digital Marketing shall be responsible for maintaining and updating the foundation's website, newsletter, blog, assisting with social media, and with content creation, among other duties deemed as appropriate.

Section 2. 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 until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization, at a board majority vote. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V

AMENDMENT TO MISSION STATEMENT AND BYLAWS

The approved mission statement is "Heroes in the Sky Foundation is dedicated to honoring the profound sacrifices of our first responders, active-duty military, veterans, and those who have tragically lost their internal battles. We create deeply personalized memorial ceremonies, featuring meticulously curated memorial boards adorned with name tapes and battle vest recognition, ensuring their legacies are forever cherished. Our mission transcends the ceremonies themselves. We are devoted to providing solace and support to surviving family members, while also working to dismantle the stigma associated with seeking mental health care. By raising awareness of the pressing suicide epidemic, we actively support and sponsor like-minded organizations and the families of fallen warriors. Through our fundraising efforts, we enrich the lives of veterans and first responders in our community, fostering a culture of remembrance, support, and understanding."

The bylaws may be amended, altered, or repealed by the Board of Directors by a two thirds majority of a quorum vote at any regular or special meeting. The text of

the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights)

ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two- thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. 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.

CERTIFICATION

James Collins, President of Heroes in the Sky Foundation Inc, Heather Ward, Vice President, and Jeremy Bryant, Secretary of Heroes in the Sky Foundation Inc., certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on Thursday, the 11th Day of July 2024.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors Thursday, the 11th Day of July 2024.

x James Collins / President & CEO
James Collins / President & CEO

x Heather Ward / Vice-President
Heather Ward / Vice-President

x Jeremy Bryant / Secretary
Jeremy Bryant / Secretary