

BYLAWS

of

HEROES ON THE WATER

A Texas Nonprofit Corporation

ARTICLE I -- NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be **Heroes on the Water**. It shall be a 501(c)(3) nonprofit organization incorporated under the laws of the State of Texas.

Section 2 – Purpose: Heroes on the Water is organized exclusively for charitable purposes.

The purpose of this corporation is: To help wounded warriors relax, rehabilitate, and reintegrate through kayak fishing and the outdoors.

ARTICLE II – MEMBERSHIP

Section 1 -- Classes of Members: The Corporation shall have Voting and Non-Voting Members.

- (a) ***Voting Members:*** Voting membership shall consist of and be exclusively limited to the Board of Directors.
- (b) ***Non-Voting Members:*** Any person actively interested in furthering the stated objectives of Heroes on the Water and participating in its activities may apply to become a Regular Member by identifying such interest to the Board or to any one of the Board's duly elected officers or appointed officials.

The Board of Directors shall be solely responsible for determining and defining terms and requirements for non-voting membership. The Board may require application and payment of dues as a pre-condition for non-voting membership. The Board, with or without cause, may terminate the membership of any non-voting member without notice.

All Non-Voting Members of Heroes on the Water shall be registered with and by the Treasurer, who will maintain the official membership record.

- (c) **Honorary Members.** Honorary Members are Non-Voting Members. Any person who supports the objectives of Heroes on the Water, by financial or other means, may be recognized by the Board as an Honorary Member.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board role and compensation:

The business and affairs of Heroes on the Water shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board. Members of the Board receive no compensation other than reasonable expenses.

Section 2 -- Qualifications of Directors

Each Director shall be a natural person at least 18 years of age who has never been convicted of a felony or crime of moral turpitude. Directors need not be a resident of Texas.

Section 3 -- Number and Election of Directors

(a) Number. The Board shall consist of not less than seven (7) and not more than fifteen (15) Directors.

(b) Election. The Board shall elect each Director by majority vote at a regular meeting called in accordance with the provision of these Bylaws.

Section 4 -- Term of Office

At the time of his or her election, each Director shall be assigned to Class A, Class B, or Class C and an effort shall be made to keep each class of directors an approximately equal size. Each Class of Director shall have no less than 1 member and more than 5 members.

A. Directors in Class A shall serve a term of 1 year that will begin in May 2012 and expire in May 2013. The term of each "Class A Director" shall renew for 3 years beginning in May 2013.

B. Directors in Class B shall serve a term of 2 years that will begin in May 2012 and expire in May 2014. The term of each "Class B Director" shall renew for 3 years beginning in May 2014; and,

C. Directors in Class C shall serve a term of 3 years that will begin in May 2012 and expire in May 2015. The term of each "Class C Director" shall renew for 3 years in May 2015.

Section 5 – Military Affiliation

At all times a majority of Directors on the Board must be: 1) A member in good standing of the military of the United States; or 2) a honorably discharged Veteran of the military of the United States;

Section 6 – Procedure for Nomination of Candidates for Director

The chair of the Board of Director's meeting shall announce at the meeting the number of Directors to be elected at the meeting and shall declare that nominations of candidates for election as Directors are open and shall call for nominations from the Board. Nominations may be made by any Director who is present at the meeting in person. Nominations must be seconded. After nominations have been made and seconded, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes.

Section 7 – Vacancies

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the Board of Directors within 90 days of the occurrence of the vacancy. Each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 8 -- Removal of Directors

The Board may remove any Director from office, without assigning any cause. A vote for removal of a Director shall require a motion. The motion must be seconded. Removal of a Director shall require a vote of two-thirds of the Board of Directors. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

Section 9 – Resignations

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation. For the purposes of this section, an E-Mail message shall be considered a writing.

Section 10 -- Voting Rights

Each Director shall be entitled to one vote. Directors shall not vote by proxy.

Section 11 -- Regular Meetings

The Board shall hold at least six (6) regular meetings in each calendar year. The time and place for the meetings shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Texas, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings.

Section 12 – Quorum

A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 13 -- Participation in Meetings

Meetings should be attended by Directors in person when possible and practical. Where personal appearance by one or more Director(s) is not possible and practical, one or more Directors may participate in any meeting of the Board by means of conference telephone or similar communications equipment, including but not limited to e-mail, so long as all persons participating in the meeting can clearly communicate with each other.

Section 14 -- Consent of Directors in Lieu of Meeting

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by **ALL** Directors and filed with the Secretary of the Corporation. Alternatively, any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents setting forth the action so taken, shall be affirmatively consented to by **ALL** Directors. Any action consented to via e-mail shall be reduced to writing and signed by **ALL** Directors and filed with the Secretary of the Corporation no later than the next meeting of the Board.

ARTICLE IV – OFFICERS

Section 1 – Number & Qualifications

The officers of the Corporation shall minimally include a President, Vice-President, Secretary, and Treasurer. Each Officer shall be a Board Member. The Board shall have the power to appoint by majority vote such other officers or assistant officers as the Board may deem necessary. Such additional officers or assistant officers shall have the authority prescribed by the Board. Multiple offices may not be held by the same person at the same time.

Section 2 -- Election and Term of Office.

Except as otherwise provided by the Bylaws or by resolution of the Board, the officers of the Corporation shall be elected by the Board at the annual meeting of the Board. Each officer shall serve for a term of one year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 3 -- Removal of Officers.

Any officer or assistant officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served.

Section 4 -- Resignations.

Any officer may resign at any time by giving written notice to the Board. The resignation shall be effective upon receipt by the Board or at such subsequent time as may be specified in the notice of resignation.

Section 5 -- Vacancies.

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 6 -- The President.

The President shall be elected by the Board from among the Directors. The President's duties shall include, though not necessarily be limited to the following: 1) Serve as Chief Volunteer of the organization; 2) Provide leadership to the Board; 3) Chair meetings of the Board; 4) Appoint committee chairs of the Board in consultation with other Board members; 5) Guide and mediate the Board actions with respect to organizational priorities and governance; 6) Play a leading role in fundraising activities; 7) Monitor financial planning and financial reporting of the Corporation; 8) Evaluate annually the performance of the organization in achieving its mission; and 9) Have day-to-day responsibilities for the organization including execution of the organizations goals and policies. In general, the President shall perform all duties incident to the office and such other duties as may be assigned by the Board.

Section 7 -- The Vice-President

The Vice-President shall be elected by the Board from among the Directors. In the absence or disability of the President, or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board or the President.

Section 8 -- The Secretary.

The Secretary shall be elected by the Board from among the Directors. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

Section 9 -- The Treasurer.

The Treasurer shall be responsible for corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation. The Treasurer, President or Executive Director may endorse checks, drafts, and transfers in an amount up to and including one thousand Dollars (\$1,000.00) in the Corporation's name and on its behalf and to give full discharge for the same. Amounts exceeding one thousand

dollars (\$1,000.00) require 2 signatures from among the Treasurer, President and Executive Director. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 10 -- Compensation of Officers.

The compensation of all officers, if any, shall be fixed by the Board or any committee or officer authorized by the Board. No officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation. Officers, whether paid or unpaid, may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

Section 11 -- Bonding.

If requested by the Board, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE V -- COMMITTEES

Section 1 -- Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees or advisory boards. Any committee or advisory board, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a committee or advisory board shall not have any power or authority as to the following:

- (a) The creation or filling of vacancies in the Board;
- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board;
- (d) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board;
- (e) Enter into binding agreements on behalf of the Board or HOW.

Section 2 – Term & Vacancy.

Each committee of the Board shall serve at the pleasure of the Board. Any committee vacancy shall be filled by the Board at the Board's discretion within a reasonable time after the Board becomes aware of the vacancy.

Section 3 -- Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by an individual approved by the Board and shall establish its own operating procedures. Each committee shall propose its own operating procedures for approval by the Board. Each committee shall determine its times and places of meetings.

ARTICLE VI – INSURANCE & INDEMNIFICATION

Section 1 – Insurance.

The corporation shall provide directors' and officers' insurance as well as appropriate general liability insurance. In addition, the Board may, by resolution, adopt any other insurance policies it deems necessary.

Section 2 – Indemnification of Officers and Directors.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an Officer or Director of the corporation shall be indemnified by the corporation against any and all liability and reasonable expenses, including attorney's fees and disbursements incurred by him or her (or by his or her heirs, executors, and administrators) in connection with the defense or settlement of such action, suit, or proceeding.

Section 3 – Limitation on Indemnification.

Notwithstanding the provisions in Article VI, Section 2, the Corporation shall indemnify an officer or director only if he or she acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest. In the case of a criminal proceeding, the Director or Officer shall be indemnified only if he or she had reasonable cause to believe his or her conduct was lawful.

ARTICLE VII – AMENDING BYLAWS

Section 1 – Amending Bylaws.

These Bylaws may be amended by a majority vote of the Board of Directors at any meeting after notice of such amendment and its purpose has been given. Proposed Amendments shall be provided in writing to each Board member at least 2 days before any vote thereon.

Adopted by the Board of Directors of the Corporation on [May 3, 2012].





