

BYLAWS OF STANDWATCH.ORG

Article I – Name and Purpose

Section 1 – Name: The name of the organization shall be StandWatch.org. It shall be a nonprofit organization incorporated under the laws of the State of West Virginia.

Section 2 – Purpose: StandWatch.org nonprofit is organized exclusively for charitable, family services, and medical support services.

The purpose of the corporation is:

1. To provide medical care services to veterans, first-responders, and their families via mobile clinics;
2. To reduce the number of veteran suicides by providing psychological health screenings;
3. And to create programs that help the children of veterans cope with the effects of having a parent(s) that struggle with health or psychological issues related to their service;

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to seven members, but no fewer than three. The board shall receive no compensation other than reasonable expenses.

Section 2 – Terms: All board members shall serve a two-year term, but are eligible for re-election for up to ten consecutive terms.

Section 3 – Meetings and notice: The board shall meet at least quarterly, in-person, via conference call, or via another form of digital communications where each member's voice can be clearly distinguished. An official board meeting requires that each board meeting have written or electronic notice at least one week in advance.

Section 4 – Board elections: During the last quarter of each fiscal year or the corporation, the board of directors shall elect directors whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

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Section 5 – Election procedures: New directors shall be elected by a majority of directors present at such meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 – Quorum and voting procedures: A quorum must be attended by at least sixty-percent (60%) of board members for business transactions and motions to take place. Board actions shall be approved by a simple majority of votes cast. Any member can ask for a second vote on any motion, but the results of the second motion are final. If so enacted by the chair, both the chair and chief medical officer have special voting rights where they are allowed to cast two votes on any motion. All other board members can cast one vote on any motion.

Section 7 – Officers and Duties: There shall be four officers on the board, consisting of a chair, vice-chair, secretary treasurer, and chief medical officer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other board members of the Executive Committee to preside at each meeting in the following order: chief medical officer, vice-chair, secretary treasurer.

The vice-chair shall chair all committees on special subjects as designated by the board.

The secretary treasurer shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. Additionally, the secretary treasurer shall chair the finance committee, assist in the preparation of a budget, help develop fundraising plans, and make financial information available to the board, and outside entities upon board approval.

The chief medical officer shall be responsible for all issues related to the medical services and family support programs provided by StandWatch.org.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the secretary treasurer must receive nominations for new board members from present board members two days in advance of a board meeting. These nominations shall be sent out to board members to be voted upon at the next meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary treasurer. A board member shall be

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terminated from the board due to excessive absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a sixty percent (60%) vote of all remaining directors.

Section 10 – Special meetings: Special meetings of the board shall be called upon request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary treasurer to each board member at least two days in advance.

ARTICLE IV – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chair appoints all committee chairs.

Section 2 – Executive committee: The four officers serve as the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the board.

Section 3 – Finance committee: The secretary treasurer is the chair of the finance committee that includes three other members of the board. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the budget. The board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V – CHIEF EXECUTIVE AND STAFF

Section 1 – Chief Executive Officer (CEO): The CEO is hired by the board. The CEO has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The CEO shall attend all board meetings, report on the progress of the organization, answer any questions, and carry out the duties described in the job description. The board can designate other duties as necessary. The Executive Committee must approve all staff additions, but the CEO can terminate any employee without notifying the board. Staff salaries and compensation must fall within the parameters established by the Finance Committee's budget.

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ARTICLE VI – AMENDMENTS

Section 1- Amendments: These bylaws may be amended when necessary by sixty-percent (60%) approval of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with the regular board announcements.

ARTICLE VII – DISSOLUTION CLAUSE

Section 1 – Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (StandWatch.org) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

1. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, **b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with,

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any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 - Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit,

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and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing

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information to any committee regarding compensation.

d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Section 6 - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7 - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a sixty-percent majority vote on _____.

Zachary Northup
Chair/CEO Date

Melissa Northup
Secretary Treasurer Date

Albert Conaway
Vice Chair Date

Melin Moses
Chief Medical Officer Date