|  |
| --- |
| **CORPORATE BYLAWS OF****\_\_\_\_\_GUNNYS HALL FOUNDATION\_\_\_\_\_** |

**ARTICLE 1.
CORPORATE AUTHORITY**

1.1 **Incorporation.** Gunnys Hall Foundation (the “Corporation”) is a duly organized corporation authorized to do business in the State of Ohio by the filing of the Articles of Incorporation on January 27th, 2023.

1.2 **State Law**. The Corporation is organized under the Ohio Laws and Administrative Rules except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation. The laws, statutes, regulations, and rules to which the Corporation is subject shall be referred to herein as “Applicable Law.”

1.3 **Mission Statement.** The purpose of the Corporation is any and all lawful business that operates within the philosophy that veterans have earned the respect and gratitude of our nation and that in return, the Corporation shall provide them with whatever services are needed. Our philosophy is summed up with the phrase:

***“They were there when we needed them.***

***We must be there now that they need us.”***

1.4 **Purpose Statement.** Gunnys Hall Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 2.
OFFICES AND RECORDS**

2.1 **Registered Office and Registered Agent.** The principal office and the registered agent of the Corporation shall be as stated in the Articles of Incorporation of the Corporation, as amended from time to time by the Board of Directors and on file in the appropriate public offices of the State of Ohio as provided by law.

2.2 **Other Offices**. The Corporation may also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors of the Corporation (also, the “Board”), and may also have meetings at such other places, as the Board may from time to time determine or the business of the Corporation may require.

2.3 **Books, Accounts and Records, and Inspection Rights.** The books, accounts, and records of the Corporation, except as may be otherwise required by the laws of the State of Ohio, may be kept outside of the State of Ohio, at such place(s) as the Board may from time to time determine. Except as otherwise provided by law, the Board will determine whether, to what extent, and the conditions upon which the books, accounts and records of the Corporation will be open to the inspection of the Corporation.

2.4 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

2.5 **Non-Profit:** The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 3.
MEETINGS**

3.1 **Place of Meetings.** Meetings of the Board Members may be held at such place, as may be determined from time to time by the Board. The Board may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as provided by the Applicable Law.

3.2 **Annual Meeting**. The annual meeting of the Corporation, for the purpose of election of directors and for such other business as may lawfully come before it, shall be held on such date and at such time as may be designated from time to time by the Board. At an annual meeting of the Corporation, only such business shall be conducted as shall have been properly brought before the meeting.

3.3 **Special Meetings**.

(a) Special meetings of the Corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board, (ii) the Chief Executive Officer, (iii) the President, (iv) the Board pursuant to a resolution adopted by directors representing a quorum of the Board, held at such place, on such date, and at such time as the Board shall fix.

(b) If a special meeting is properly called by any person or persons other than the Board, the request shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by certified or registered mail, return receipt requested, or by telegraphic or other facsimile transmission to the Chairman of the Board, the Chief Executive Officer, or the Secretary. No business may be transacted at such special meeting otherwise than specified in such notice.

3.4 **Notice of Meetings**. Whenever Board Members are required or permitted to take any action at a meeting, a written notice (including by email) of the meeting shall be provided to each member of record entitled to vote at or entitled to notice of the meeting, which shall state the place, date, and hour of the meeting, as well as the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten (15) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting.

3.5 **Quorum.** Board Members may act on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, three (3) members, one of which is the Chairman/President, of the Board Membership of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting. Once a quorum is represented for a purpose at a meeting (other than solely to object to the holding of the meeting), it is deemed present for quorum purposes for the remainder of the meeting and the members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient members to leave less than a quorum. The holders of a majority represented at a meeting, whether or not a quorum is present, may adjourn the meeting from time to time.

3.6 **Voting Rights.**

(a) Each member is entitled to vote at a meeting of the Board or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to vote for him or her by proxy, but no such proxy shall be voted or acted upon after one (1) year from its date unless the proxy expressly provides for a longer period. A duly executed proxy shall be irrevocable only if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

(b) If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election (provided a quorum exists). Unless otherwise provided by law or in the Corporation’s Articles of Incorporation, and subject to other provisions of these Bylaws, each member shall be entitled to one (1) vote on each matter, in person or by proxy. Voting need not be by written ballot.

3.7 **List of Board Members** The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before any meeting of shareholders, a complete list of the members entitled to vote at the meeting, arranged alphabetically, and showing the address of each member. The list shall be open to the examination of any member for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days before the meeting, either at a place in the city where the meeting is to be held, which place must be specified in the notice of the meeting, or at a place in the city of the Corporation’s registered office at 8720 Twinbrook Road, Mentor, Ohio, 44060. The list shall also be produced and kept available at the time and place of the meeting, for the entire duration of the meeting, and may be inspected by any member present at the meeting.

3.8 **Consent in Lieu of a Meeting**.

(a) Any action required to be taken or which may be taken at any meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Board member having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote were present and voted. The action must be evidenced by two (2) or more written consents, describing the action taken, signed, and dated by the members entitled to act without a meeting, and delivered to the Corporation at its registered office or to the officer having charge of the Corporation’s minute book.

(b) No consent shall be effective to take the corporate action referred to in the consent unless the number of consents required to act are delivered to the Corporation or to the officer having charge of its minute book within thirty-five (35) days of the delivery of the earliest-dated consent.

(c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing or by electronic transmission and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of members to take action were delivered to the Corporation as provided in the Applicable Law.

(d) This procedure will not be accepted as it pertains to the elections of members within the Board. It can be used to install, remove, and/or act against a member of the Board.

3.9 **Conference Call**. One or more members may participate in a meeting of the Corporation by means of conference telephone, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

**ARTICLE 4.
DIRECTORS**

4.1 **Powers.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the corporation.

4.2 **Number and Term of Office.** The number of directors shall be set by the Board, at a minimum the Board will consist of the following four (4) positions; the CEO/President, the CFO/Treasurer, COO/Facility Manager, Corporate Secretary, and those asked by the board to represent the various veteran organizations and community support organizations. Each director shall be at least twenty-five (25) years of age. The directors need not be residents of the state of incorporation. The directors shall be elected by the members at the annual meeting of the Corporation by the vote of members holding of record in the aggregate the Corporation present in person or by proxy and entitled to vote at the annual meeting of the Board. Each director shall be elected for a term until his or her successor shall be elected and shall qualify or until his or her earlier resignation or removal.

4.3 **Vacancies.** Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of an acting director shall be filled by the majority of directors then in office and notice of a board meeting shall be provided to the members for the purpose of electing a director to permanently fill such vacancy.

4.4 **Resignation.** Any director may resign at any time by delivering his or her notice in writing or by electronic transmission to the Secretary within fifteen (15) days prior to last day, unless circumstances warrant an earlier submission, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board. If no such specification is made, it shall be deemed effective at the pleasure of the Board.

4.5 **Removal.** Subject to any limitations imposed by Applicable Law, any director may be removed from office at any time (i) with cause by the affirmative vote of the voting power of all Board Members, of the Corporation, entitled to vote.

4.6 **Meetings.** Meetings of the Board of Directors may be called by any director or the President on five (10) days’ notice to each director, either personally or by telephone, express delivery service, email, or facsimile transmission, and on ten (15) days’ notice by mail (effective upon deposit of such notice in the mail). The notice shall specify the purpose of such meeting.

4.7 **Quorum and Voting.** The total number of authorized directors shall constitute a quorum for transaction of business as outlined in Article 3 Subsection 3.5. The act of a majority of directors presents at any meeting at which a quorum is present shall be the act of the Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws. Each director present shall have one vote.

4.8 **Action Without a Meeting**. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting of all members of the Board or committee, as the case may be, with the written consent of a quorum of the Directors, such writing, or writings to be filed with the minutes or proceedings of the Board or committee.

4.9 **Fees and Compensation**. Directors shall be entitled to such compensation for their services as may be approved by the Board, including, if so approved, by resolution of the Board, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meetings of the Board and at any meeting of a committee of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

4.10 **Conference Call.** One or more directors may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.

4.11 **Committees.** The Board of Directors, by resolution, may create one or more committees, each consisting of one or more directors. Each such committee shall serve at the pleasure of the Board. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.

4.12 **Organization.** At every meeting of the Board, the CEO/President of the Board, or, if a Chairman has not been appointed or is absent, the President (if a director) shall preside over the meeting. The Secretary shall act as secretary of the meeting.

**ARTICLE 5.
OFFICERS**

5.1 **Officers.** The officers of the Corporation shall include the following: (a) the Chief Executive Officer and/or the President; (b) the Corporation Secretary and (c) the CFO/Treasurer and (d) the COO/Facility Manager. The Board may assign such additional titles to one or more of the officers as it shall deem appropriate. Any one person may hold any number of offices of the Corporation at any one time unless specifically prohibited therefrom by law. The compensation of the officers of the Corporation shall be fixed by or in the manner designated by the Board at such as needed.

5.2 **Tenure and Duties of Officers.**

(a) Subject to any employment contracts that may be in place, all officers shall hold office at the pleasure of the Board and until their successors have been duly elected and qualified, unless sooner removed.

(b) The CEO/President shall have overall responsibility and authority for management and operations of the Corporation, shall preside at all meetings of the Board of Directors, and shall ensure that all orders and resolutions of the Board of Directors and members are implemented. The President shall have the authority to create any entity, either as a wholly owned subsidiary or with owners additional to the Corporation, as the President may deem appropriate to accomplish any legitimate objective of the Corporation. The President shall be an ex-officio member of all committees and shall have the general powers and duties of management and supervision usually vested in the office of president of a corporation.

(c) The Corporate Secretary shall attend all meetings of the Board and all meetings of the and shall act as clerk thereof and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose and shall perform like duties for all committees of the Board of Directors when required. The Corporate Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Corporate Secretary shall be. The Corporate Secretary shall maintain the records, minutes, and seal of the Corporation and may attest any instruments signed by any other officer of the Corporation.

1. The minutes at a minimum shall include but not limited to:
	1. Date, Time, & Location of the meeting.
	2. Purpose of the meeting.
	3. Members attending.
	4. Issues discussed.
	5. Action(s) taken.
2. Minutes will be taken for all regularly scheduled and special meetings of the Board of Directors. The minutes will be made available for review by the Board of Directors within seven (7) days. The Board of Directors should approve the minutes within fifteen (15) days upon review. After the minutes are approved, the Corporate Secretary will notify the CEO/President or the presiding officer at the meeting, that the minutes are part of the official record.
3. The minutes of the meetings, upon notification from the Corporate Secretary, the CEO/President, shall ensure that these minutes are available to each member. The exceptions to these minutes are matters that the Board of Directors deemed unfinished and/or those matters that were discussed in “executive session.”

(d)  The CFO/Treasurer shall be the chief financial officer of the Corporation, shall have responsibility for the custody of the corporate funds and securities, shall keep full and accurate records and accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer shall provide to the President and directors, at the regular meetings of the Board, or whenever requested by the Board, an account of all financial transactions and of the financial condition of the Corporation.

1. The CFO/Treasurer will ensure that an audit be performed on the Corporation’s financial records Tri-Annually.
2. The CFO/Treasurer will ensure that an Annual audit be performed on the Corporation’s financial records via a three-member committee to be selected and completed (30) days prior to the Annual Board of Directors Meeting.

5.3 **Execution of Instruments**. All contracts, checks, drafts or demands for money and notes and other instruments or rights of any nature of the Corporation shall be signed by the President and/or such other officer or officers as the Board of Directors may from time to time designate.

**ARTICLE 6.
INDEMNIFICATION AND INSURANCE**

6.1 **Indemnification.**

(a) The Corporation shall have the power to indemnify its directors, officers, employees, and other agents. The Board shall have the power to delegate the determination of whether indemnification shall be given to any such person (except executive officers) to such officers or other persons as the Board shall determine.

(b) The Corporation may purchase and maintain insurance in a reasonable amount on behalf of any person who is or was a director, officer, agent or employee of the Corporation against liability asserted against or incurred by such person in such capacity or arising from such person’s status as such.

**ARTICLE 7.
NOTICES**

**7.1 Notices**.

(a) Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the United States mail, or by email, or facsimile, charges prepaid, to his or her address appearing in the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by email or facsimile, it shall be deemed to have been given at the date and time shown on a written confirmation of the transmission of such facsimile communication. If such notice is related to a member meeting, the notice shall specify the place, day, time of the meeting and the purpose of and general nature of the business to be transacted at such meeting.

(b) Whenever any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened or called.

**ARTICLE 8.
AMENDMENTS**

8.1 **Amendments.** The Board is expressly empowered to adopt, amend, or repeal these Bylaws (or any provision hereof). The members shall also have power to adopt, amend, or repeal these Bylaws (or any provision hereof).

**ARTICLE 9.
MISCELLANEOUS**

9.1 **Annual Report.** The Board shall cause an annual report to be sent to each member of the Corporation after the close of the Corporation’s fiscal year. Such report shall include a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

9.2 **Forum**. Unless the Corporation consents in writing to the selection of an alternative forum, the courts of the State of Ohio shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation, (c) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the Applicable Law, the Certificate, or these Bylaws, or (d) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine.

9.3 **Interpretation.** In interpreting these Bylaws, except where the context otherwise requires, (a) “including” or “include” does not denote or imply any limitation, (b) “or” has the inclusive meaning “and/or,” (c) the singular includes the plural, and vice versa, and each gender includes each other gender, (d) captions or headings are only for reference and are not to be considered in interpreting these Bylaws, (e) “Section” refers to a section of these Bylaws, unless otherwise stated in these Bylaws, and (f) “day” refers to a calendar day unless expressly identified as a business day.

9.4 **Dissolution Clause:** 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.

9.5 **Conflict of Interest Clause:** The beneficiary undertakes to take all the necessary measures to prevent any risk of conflicts of interests which could affect the impartial and objective performance of the agreement. Such conflict of interests could arise in particular as a result of economic interest, political or national affinity, family or emotional reasons, or any other shared interest. Any situation constituting or likely to lead to a conflict of interests during the performance of the agreement must be brought to the attention of the Board in writing, without delay. The beneficiary shall undertake to take whatever steps are necessary to rectify this situation at once. The Board reserves the right to check that the measures taken are appropriate and may demand that the beneficiary take additional measures, if necessary, within a certain time.

\*\*\*

|  |
| --- |
| **CERTIFICATE** |

The undersigned Incorporator of Gunnys Hall Foundation, a non-profit corporation, hereby certifies that the foregoing Bylaws are the original Bylaws of the Corporation adopted by the initial director of the Corporation.

Dated: January 16th, 2023

|  |  |
| --- | --- |
|  | **Paul E Smith** |
|  | Name: \_\_Paul E Smith\_\_\_\_\_\_\_\_\_\_\_\_\_Title: Incorporator |