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# Hearts For Healing Inc.

A Nebraska Nonprofit Public Benefit Corporation

## BYLAWS

The Bylaws of this Corporation shall be consistent with the Nebraska Nonprofit Corporation Act (Sections 21-1901 to 21-19,177) and all federal laws and regulations respective thereof.

### ARTICLE I. NAME OF ORGANIZATION

#### 1.01 Name.

The name of this Corporation shall be Hearts For Healing Inc. The business of the Corporation may also be conducted as Hearts For Healing.

#### 1.02 Name Change.

The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

### ARTICLE II. CORPORATE PURPOSE

#### 2.01 Nonprofit Purpose.

This corporation 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 under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under

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Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit of benefit or be distributable to any Director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

### **2.02 Specific Purpose.**

This Corporation's purpose is to enrich the lives of active duty military members, veterans, and their families by providing art therapy support for the beneficiaries, and/or to their families, who have emotional, cognitive, and /or physical disabilities of any type, or that suffer from emotional, mental, physical, spiritual, and/or other types of stress. The beneficiaries include, but are not wholly limited to: active duty service members and veterans who have suffered physical, psychological or emotional trauma while serving in the military, or who have a physical, physiological or emotionally debilitating condition that can be abated, reduced or improved through arts therapy activities; family members of active duty service members or veterans who have a physical, physiological or emotionally debilitating condition that can be abated, reduced or improved through arts therapy activities; or active duty military members, veterans, and their families who may have any use or need of art therapy support not covered under the aforementioned categories. This organization is also established to provide awareness education to the public as to the benefits of art therapy for persons with emotional, cognitive, and/or physical disabilities, especially those who have suffered physical, psychological or emotional trauma, and/or for persons who suffer from emotional, mental, physical, spiritual, and/or other types of stress.

The specific objectives and purpose of this organization shall be:

- a. To integrate psychotherapeutic art techniques with an intentional creative process to improve mental, physical, and emotional health and well-being for active duty military members, veterans, and their families who have emotional, cognitive, and /or physical disabilities of any type, or who suffer from emotional, mental, physical, spiritual, and/or other types of stress. Some conditions that art therapy may be used to abate, reduce, or improve symptoms of:
  - Aging-related issues
  - Anxiety
  - Cancer
  - Depression
  - Eating disorders
  - Emotional difficulties
  - Family or relationship problems

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- Medical conditions
  - Psychological symptoms associated with other medical issues
  - Post-Traumatic Stress Disorder (PTSD)
  - Psychosocial issues
  - Stress
  - Substance use
  - Traumatic Brain Injury (TBI)
- b. To utilize the creative process to help people explore self-expression and, in doing so, find new ways to gain personal insight and develop new coping skills;
  - c. To use exploration in art to look for themes and conflicts that may be affecting person's thoughts, emotions, and behaviors.
  - d. To establish a safe environment for a creative and cathartic release while exploring emotions, improving self-esteem, managing addictions, relieving stress, improving symptoms of anxiety and depression, and/or coping with a physical illness or disability, while also playing a role in improving socialization skills and maintaining positive identity and self-esteem in public settings.
  - e. To improve quality of life and alleviate a variety of psychological, emotional, and physical symptoms.

## **ARTICLE III. MEMBERSHIP**

### **3.01 Eligibility for Membership.**

The Corporation does not have members at this time. However, the Corporation may, at its pleasure, change this provision by vote of a majority of the Board of Directors so long as it remains consistent with the Nebraska Nonprofit Corporation Act (Sections 21-1901 to 21-19,177) and all federal laws and regulations respective thereof.

### **3.02 Annual Dues.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, the amount required for annual dues shall be set at that time for each year, and shall remain unchanged unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

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### **3.03 Rights of Members.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, each member shall be eligible to appoint one voting representative to cast the member's vote in association elections. The remainder of this section is intentionally omitted and reserved for future use to enumerate any and all membership rights granted by the Board of Directors prior to enacting *Section 3.01*.

### **3.04 Resignation and Termination**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, any member may resign by filing a written resignation with the secretary and addressed to the President. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### **3.05 Non-voting Membership**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, the board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **4.01 Regular Meetings.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, regular meetings of the members shall be held quarterly, at a time and place designated by the President.

### **4.02 Annual Meetings.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, an annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the President. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

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#### **4.03 Special Meetings.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **4.04 Notice of Meetings.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

#### **4.05 Quorum.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, a quorum for a meeting of the members shall consist of at least fifteen percent (15)% of the active membership.

#### **4.06 Voting.**

The Corporation does not have public membership at this time. If public membership is approved by the Board of Directors, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

#### **5.01 General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

#### **5.02 Number, Tenure, Requirements, and Qualifications.**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the

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Vice President, the Secretary, the Treasurer, and such other officers as are appointed by the board. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected each year.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in **Section 6**.

Members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time, without any limitations or restrictions.

Newly elected members of the Board of Directors who have not served before shall serve an initial one-year term. At the conclusion of the initial one-year term, members of the Board of Directors may serve five-year terms; provided, however, that any term may be extended until a successor has been elected. Directors may serve a maximum of three (3) five-year (5) terms in succession, plus time served to fill a vacancy or a term of less than three (3) years. Board Terms begin January 1st and end December 31st. Board Elections are held in November.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

To maintain eligibility to serve on the Board, each member of the Board of Directors shall actively contribute to the Corporation as defined in **Section 2.02**.

### **5.03 Regular and Annual Meetings.**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the President. The Board of Directors may provide, by resolution, the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date, and may be sent by electronic correspondence (i.e., email).

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#### **5.04 Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

#### **5.05 Notice.**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **5.06 Quorum.**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### **5.07 Forfeiture.**

Any member of the Board of Directors who fails to fulfill any of his or her requirements, as set forth in **Section 2.0**, by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of **Section 2.0** are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in **Section 14** of this Article in these by-laws.

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### **5.08 Vacancies.**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **5.09 Compensation.**

Members of the Board of Directors shall not receive any compensation for their services as Directors. However, the Corporation may, at its pleasure, change this provision by vote of a majority of the Board of Directors so long as it remains consistent with the Nebraska Nonprofit Corporation Act (Sections 21-1901 to 21-19,177) and all federal laws and regulations respective thereof.

### **5.10 Informal Action by Directors.**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **5.11 Confidentiality.**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Election or appointment as a Board member constitutes acceptance of this provision.

### **5.12 Advisory Council.**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for



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attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **5.13 Parliamentary Procedure.**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **5.14 Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in **Section 2.0** of this Article in these by-laws automatically forfeit their positions on the Board pursuant to **Section 7.0** of this Article, and are not entitled to the removal procedure outlined in **Section 14.0** of this Article in these by-laws.

## **ARTICLE VI. OFFICERS**

Pursuant to **Section 5.0** of these by-laws, the Officers of the Corporation shall be as follows:

### **6.01 President.**

The President shall preside at all meetings. The President shall have the following duties:

- a. He/She shall preside at all meetings.
- b. He/She shall have general and active management of the business of the Board of Directors.

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- c. He/She shall see that all orders and resolutions are brought to the Board of Directors for review, discussion, and action – if any.
  - d. He/She shall have general superintendence and direction of all other Officers of this Corporation and see that their duties are properly performed.
  - e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Advisory Board all matters that may affect this program.
  - f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

#### **6.02 Vice-President.**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the President and/or the Board of Directors.

#### **6.03 Secretary.**

The Secretary shall attend all meetings and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She, in concert with the President, shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the Corporation.
- b. He/she shall send notices of all meetings to the Board of Directors.
- c. He/She shall perform all official correspondence from the Board of Directors or the President.

#### **6.04 Treasurer.**

The Treasures duties shall be:

- a. He/She shall submit for approval of all expenditures of funds raised and proposed capital expenditures to the Board of Directors.
- b. He/She shall present a complete and accurate report of the finances raised by the Corporation, or at any other time upon request, to the Board of Directors.
- c. He/She shall have the right of inspection of the funds and all financial records, including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of any program according to funding source guidelines and generally accepted accounting principles.

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- e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

#### **6.05 Election of Officers.**

The Board of Directors shall meet annually and prepare names of persons for any office whose current officer's term is set to expire. The election shall be held at the annual meeting of the Board of Directors, unless there is an earlier need and approved by the Board of Directors. Those officers elected shall serve terms in accordance with **Section 5.0** of these by-laws, commencing at the next meeting following the annual meeting.

#### **6.06 Removal of Officer.**

The Board of Directors, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **6.07 Vacancies.**

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be prepared at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VII. COMMITTEES**

#### **7.01 Committee Formation.**

The Board of Directors may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

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### **7.02 Executive Committee.**

At this time the Executive Committee is synonymous with the term “Board of Directors”, and the four (4) officers serve have all the powers and authority pursuant to all applicable laws and statutes of the Nebraska Nonprofit Corporation Act (Sections 21-1901 to 21-19,177) and all federal laws and regulations respective thereof.

### **7.03 Finance Committee.**

The Treasurer is the chair of the Finance Committee, which includes three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The Board of Directors must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board of Directors and the public.

## **ARTICLE VIII. CORPORATE STAFF**

The Corporation does not have Corporate Staff at this time. If Corporate Staff is approved by the Board of Directors, the following terms and conditions apply to those positions:

### **8.01 Executive Director.**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director’s supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be related by blood or marriage/domestic partnership to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at

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any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. – Conflict of Interest and Compensation**

### **9.01. Purpose.**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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.

### **9.02 Definitions.**

**a. 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.

**b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

**c. Compensation**

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 Board of Directors decides that a conflict of interest exists.

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### **9.03 Procedures.**

- a. **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 Board of Directors to consider the proposed transaction or arrangement.
- b. **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 Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
  1. An interested person may make a presentation at a Board of Directors 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.
  2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board of Directors shall determine whether the Corporation 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.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board of Directors shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy.**
  1. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the individual's response, and after making further investigation as warranted by the circumstances, the Board of Directors determines if the individual has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

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#### **9.04 Records of Proceedings.**

The minutes of the Board of Directors 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 Board of Directors' 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.

#### **9.05 Compensation.**

- a. A member of the Board of Directors, who receives compensation, directly or indirectly, from the Corporation for services, is precluded from voting on matters pertaining to that individual's compensation.
- b. No voting member of the Board of Directors, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **9.06 Annual Statements.**

Each director of the board, principal officer, an/or 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 Corporation 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.

#### **9.07 Periodic Reviews.**

To ensure the Corporation 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:

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- 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 Corporation'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.

#### **9.08 Use of Outside Experts.**

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

## **ARTICLE X. IDEMNIFICATION**

#### **10.01 General.**

To the full extent authorized under the laws of the State of Nebraska, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

#### **10.02 Expenses.**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an



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undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **10.03 Insurance.**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

### **11.01 General.**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **12.01 Articles of Incorporation.**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **12.02 Bylaws.**

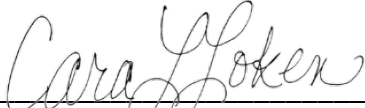
The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

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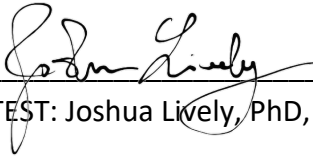
## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 17 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 16th day of October, 2020.



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Cara Loken, President - Hearts For Healing, Inc.



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ATTEST: Joshua Lively, PhD, Corporate Advisor, PMCG Ltd.Co.