

Handcuffed to My Hero, Inc

BYLAWS

Article 1

Offices

Section I. Principal Office

The principal office of the corporation is based in Chatham County, State of Georgia.

Section II. Change of Address

The designation of the county or state of the corporation’s principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the State of Georgia by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

New address: \_\_\_\_\_

Dated: \_\_\_\_\_

New address: \_\_\_\_\_

Dated: \_\_\_\_\_

New address: \_\_\_\_\_

Dated: \_\_\_\_\_

## Article III. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

### Article 2

#### Nonprofit Purposes

##### Section 1. Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

##### Section 2. Specific Objectives and Purposes

Handcuffed to My Hero, Inc was formed exclusively as a charitable outreach program to create unity between police families of all backgrounds. These purposes will be met through fundraising, donations, events, sponsorships, and volunteer work.

### Article 3

#### Directors

##### Section 1. Number

The corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors.

##### Section 2. Qualifications

Qualifications for Directors of this corporation shall be as follows:

Any person can serve on the Board of Directors of this corporation.

##### Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or

approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### Section 4. Duties

It shall be the duty of the Directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the corporation;
- Meet at such time and places as required by these bylaws;
- Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- *President*: Sets meeting dates and locations, appoints committees, presides over meetings, and sees that the resolutions passed by the Board are carried out.
- *Vice-President*: Takes the place of the President when he/she is absent or incapacitated.
- *Secretary*: Keeps a record of the actions authorized by the Board, and notifies members of meetings and activities.
- *Treasurer*: Keeps a record of the Board's receipts and disbursements and of the members' interests in the Board of Directors.
- *Board Member*: Has been voted into the organization, and agreeing to abide by the Bylaws of the corporation.

Nominations for Board Member positions will take place in April of each year. If absence from the Annual Meeting is unavoidable, appropriate proxies may be submitted before the Annual Meeting to elect Partners to serve in Officer positions.

#### Section 5. Term of Office

Each Director shall hold office for a period of 5 years and until his or her successor is elected and qualifies.

#### Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular or special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expense incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### Section 7. Place of meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### Section 8. Regular meetings

Regular meetings of Directors shall be held on The Second Week in August at 4 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be at the same hour and place by the third week in August.

If this corporation makes no provision for members, then, at the regular meeting of Directors held on The Second Week in August, Directors shall be elected by the Board of Directors. Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the board.

#### Section 9. Special meetings

Special meetings of the Board of Directors may be called by the chairperson of the board, the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

#### Section 10. Notice of meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of laws, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- Regular meetings. No notice need be given of any regular meeting of the Board of Directors.
- Special meetings. At least one week prior notice shall be given by the Secretary of the corporation to each Director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

### Section 11. Quorum for meetings

A quorum shall consist of three (3) of the members of the Board of Directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present is the act of the Board of Directors, unless these articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the chairperson of the board, or, if not such person has been so designated, or in his or her absence, the present of the corporation, or in his or her absence, by the Vice President of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the chairperson of the board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the

number of Directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the Directors then in office or my sole remaining Director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

#### Section 15. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporations.

#### Section 16. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including the Director, Officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

### Article 4

#### Officers

##### Section 1. Designation of Officers

The Board of Directors of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and general board member.

##### Section 2. Qualifications

Any person may serve as Officer of this corporation.

##### Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

##### Section 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy.

#### Section 6. Duties of the President

The President shall be the chief executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the incorporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### Section 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

#### Section 8. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consent, and supporting documents shall be recorded in the records of this corporation by the later of 1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or 2) sixty (60) days after the date of the meeting or written consent.

See what all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 9: Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for; all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## Article 5

### Committees

#### Section 1. Executive Committee

The Board of Directors may, by a majority of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

#### Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity of the board.

#### Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## Article 6

### Execution of Instruments, Deposits, and Funds

#### Section 1. Executive of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instruments in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

#### Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## Article 7

### Corporate Records, Reports, and Seal

#### Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by its members, if any, of the corporation at all reasonable times during office hours.

#### Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### Section 4. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## Article 8

### IRC 501(c)(3) Tax Exemption Provisions

EIN: 46-2556830

#### Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, Officers, or other private persons, 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 of this corporation.

## Article 9

### Conflict of Interest, Compensation Approval, Non-Discrimination Policies

#### Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958I-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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

- a. Interested Person. Any Director, Principal Officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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 an entity or individual with which the corporation has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or
  - 4. compensation arrangement with, any entity or individual with which the corporation 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 Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that conflict of interest exists.

### Section 3. Conflict of Interest Avoidance 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 Directors and members of committees with governing board delegated powers considering 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 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.
- c. Procedures for Addressing the Conflict of Interest. 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.
- d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose 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.

#### Section 4. Records of Board and Board Committee Proceedings

The minutes of the meetings 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 boards 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. Non-Discrimination Policy

Handcuffed to My Hero, Inc is committed to providing an environment that is free from discrimination on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

### Article 10

#### Amendment of Bylaws

##### Section 1. Amendment

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the Board of Directors.

## Article 11

### Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## Article 13

### Meetings of Members

#### Section 1. Place of Meetings

Meetings of members shall be held at the principal office of the corporation, Skype, or an online chat room on the corporation's web site.

#### Section 2. Regular Meetings

A regular meeting of the members shall be held on The Second Week in August, at 4 p.m., for the purpose of electing Directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by email. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting.

#### Section 3. Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, the chairperson of the board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

#### Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not

less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by email, by or at the direction of the President, or the Secretary to each member entitled to vote at such meeting.

Section 5. Quorum for Meetings

A quorum shall consist of three (3) of the voting members of the corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 6. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote.

Section 7. Conduct of Meetings

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

CERTIFICATION

This is to certify that the foregoing Bylaws of Handcuffed to My Hero, Inc have been duly adopted by the Board of Directors on December 6th, 2016 consisting of 15 preceding pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_

Tiffanie Miller

President