

# CAREFORTHETROOPS, INC.

## BYLAWS

### ARTICLE I

#### OFFICERS

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

### ARTICLE II

#### BOARD OF DIRECTORS

**Section 2.1. General Powers.** The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

**Section 2.2. Number and Term of Office.** The Board of Directors shall consist of at least three and not more than twelve directors, or such other number as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall be elected by a majority of the Board of Directors of the Corporation and shall serve for a term of one (1) year and until their successors have been elected.

**Section 2.3. Vacancies.** The directors may (1) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or (2) fill any directorship created by reason of an increase in the number of directors.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose.

**Section 2.4 Place of Meeting.** The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by telephone conference, internet conference, video conference, or other similar electronic mediums pursuant to which each participant at the meeting can hear the other.

**Section 2.5. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. Unless otherwise determined by the Board of Directors, the Board of Directors

shall meet no less often than quarterly. The annual meeting of the Board of Directors shall be held each year within five months of the end of the Corporation's fiscal year. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

**Section 2.6. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by any director or by the Executive Director. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, overnight delivery, electronic mail, or facsimile transmission; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

**Section 2.7. Quorum.** A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

**Section 2.8. Action in Lieu of Meeting.** Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors and any further requirements of law pertaining to such consents have been complied with.

**Section 2.9. Compensation of Directors.** Directors shall not receive any stated salary for their services as such, the Board may approve by majority vote that certain director(s) shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board or of any Committee and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 2.10. Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or

committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors. The initial committees shall be the Finance Committee, Fundraising Committee, Governance Committee, Clinician Coordination Committee, and the Military Branch Coordination Committee.

## **ARTICLE III**

### **OFFICERS**

**Section 3.1. Election, Tenure and Compensation.** The officers of the Corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, an Executive Director, a Secretary, and a Treasurer who shall be elected by the Board of Directors, and such other officers, including a Program Director, and one or more assistants to the foregoing officers as may be elected by the Board of Directors or appointed as provided in these by laws. The officers shall be elected or appointed at the annual meeting of the Board of Directors to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. Except for the Chairman of the Board and Vice-Chairman of the Board, the officers need not be directors. Any two or more of the above offices may be held by the same person. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

**Section 3.2. Powers and Duties of the Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

**Section 3.3. Powers and Duties of the Vice-Chairman of the Board.** The Vice-Chairman of the Board shall exercise all powers of the Chairman of the Board in the absence of the Chairman of the Board.

**Section 3.4. Powers and Duties of the Executive Director.** The Executive Director shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The Executive Director may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the chief executive officer of a corporation. The

Executive Director shall be ex-officio a member of all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors. He shall have the authority to call special meetings of the Board of Directors and, in the absence of the Chairman of the Board and Vice-Chairman of the Board, preside over such meetings.

**Section 3.5. Powers and Duties of the Program Director.** The Board of Directors may appoint a Program Director whose duties shall generally include the development, implementation, and oversight of the Company's programs. The Program Director shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the Executive Director.

**Section 3.6. Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notice required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chairman of the Board, or by the directors upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of directors in books provided for that purpose, and shall perform such other duties as may be assigned to him by the directors. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the Executive Director, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the Executive Director.

**Section 3.6. Treasurer.** The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the Executive Director and the Board of Directors, whenever either of them so requests, an account of all his transactions as treasurer and of the financial condition of the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the Executive Director.

## **ARTICLE IV**

### **CORPORATE SEAL**

The seal of the Corporation shall be such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on all appropriate papers.

## **ARTICLE V**

### **NOTICES**

Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director or officer may waive any notice required to be given under these bylaws.

## **ARTICLE VI**

### **AMENDMENTS**

The Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

## **ARTICLE VII**

### **INDEMNIFICATION**

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are

actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Article V of these bylaws.