

BYLAWS OF OPERATION STRONG MIND

**ARTICLE I
NAME**

A. Name

1. The name of this organization shall be Operation Strong Mind. The business of this organization may be conducted as Operation Strong Mind.

**ARTICLE II
PURPOSE AND POWERS**

A. Purpose

1. Operation Strong Mind is a nonprofit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
2. Operation Strong Mind seeks to help members of the military community take on the issues and challenges that come with service and transition through educational outreach encounters with military members and civilians alike, “full spectrum” behavioral health services and intervention to members of the military community, assisting service members while they navigate resource material and organizations, group activities designed to enhance the understanding of the profound positive impact that military service has on those who have served and are serving and their families, and through other traditional approaches to advocacy and counseling.
3. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.
4. At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

B. Powers

1. Operation Strong Mind shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which Operation Strong Mind is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of Operation Strong Mind may include, but not be limited to, the acceptance of contributions from the public and

private sectors, whether financial or in-kind contributions.

C. Nonprofit Status and Exempt Activities Limitation

1. Nonprofit Legal Status

- a. Operation Strong Mind is a Pennsylvania non-profit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

2. Exempt Activities Limitation

- a. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of Operation Strong Mind not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any 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 Operation Strong Mind shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that Operation Strong Mind 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.

ARTICLE III DISSOLUTION CLAUSE

- A. Upon termination or dissolution of Operation Strong Mind, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization.
- B. The Organization to receive the assets of the Operation Strong Mind hereunder shall be selected in the discretion of a majority of the managing body of Operation Strong Mind, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Operation Strong Mind, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Pennsylvania.

- C. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Operation Strong Mind, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Pennsylvania to be added to the general fund.

ARTICLE IV
MEMBERSHIP

A. Non-Voting Affiliates

- 1. The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of Operation Strong Mind. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at Operation Strong Mind's website. Affiliates have no voting rights and are not members of Operation Strong Mind.

B. Dues

- 1. Operation Strong Mind will have no membership dues.

ARTICLE V
BOARD OF DIRECTORS

A. Number of Directors

- 1. Operation Strong Mind shall have a board of directors consisting of at least 4 and no more than 15 directors. 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.

B. Powers

- 1. All corporate powers shall be exercised by or under the authority of the board, and the affairs of Operation Strong Mind shall be managed under the direction of the board, except as otherwise provided by law.

C. Terms

1. Directors will have no set term duration or limits upon enactment of these Bylaws.
2. Directors can vote to decide upon instituting subsequent term lengths and limits. These bylaws can be amended to reflect the outcome of such voting activity.

D. Qualifications and Election of Directors

1. In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors.
2. Directors may be elected at any board meeting by the majority vote of the existing board of directors.

E. Vacancies

1. The board of directors may fill vacancies due to the expiration of a director's resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

F. Removal of Directors

1. A director may be removed by two-thirds (2/3) vote of the board of directors then in office, if:
 - a. the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance, and in that case, the board vice president shall excuse the president.

Or:

 - b. for cause or no cause. Before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

G. Board of Directors Meetings

1. Regular Meetings
 - a. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held

upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission; or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

2. Special Meetings

- a. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

3. Waiver of Notice

- a. Any director may waive notice of any meeting, in accordance with Pennsylvania law.

H. Manner of Acting

1. Quorum

- a. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

2. Majority Vote

- a. Except as otherwise required by law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

3. Hung Board Decisions

- a. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president, vice president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

4. Participation

- a. Except as required otherwise by law or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

5. Committees

- a. In accordance with the current needs and best interests of Operation Strong Mind and its mission, the board shall hold the following votes regarding committees:
 - i. To form committees for a specified task, purpose, or duration, such as budget and finance, development and fundraising, investment, programming, talent recruitment, project management, etc.,
 - ii. To outline the specific responsibilities of any created committee;
 - iii. To staff committees with qualified personnel from among Operation Strong Mind’s employees, volunteers, and relevant affiliates;
 - iv. To appoint a committee chair to provide direction to the committee, to ensure that the committee meets its outlined responsibilities, and to communicate with the board regarding the committee’s progress; and
 - v. To dissolve committees upon the completion of their task, purpose, or duration.
- b. All board decisions regarding committees shall be made by a majority vote of the assembled quorum.

I. Compensation for Board Service

- 1. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

J. Compensation for Professional Services by Directors

- 1. Directors are not restricted from being remunerated for professional services provided to Operation Strong Mind. Such remuneration shall be reasonable and fair to Operation Strong Mind and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VI
OFFICERS

A. Board Officers

- 1. The officers of Operation Strong Mind shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board

may also appoint additional vice presidents and such other officers as it deems expedient for the proper conduct of the business of Operation Strong Mind, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

B. Term of Office

1. Officers will have no set term duration or limits upon enactment of these bylaws.
2. Term conditions may be established and enacted under provision [ARTICLE V(c) (1) & (2)] of these bylaws.

C. Removal and Resignation

1. Removal

- a. The board of directors may vote to remove an officer at any time. Voting policies to remove an officer shall follow the same criteria as those in place to remove any director of the board.
- b. Officers voted for removal by the board may contest this decision in accordance with applicable state and federal laws.

2. Resignation

- a. Any officer may resign at any time by giving written notice to Operation Strong Mind without prejudice to the rights, if any, of Operation Strong Mind under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

D. Board President

1. The board president shall be the chief volunteer officer of Operation Strong Mind. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

E. Vice President

1. In the absence or disability of the board president, the ranking vice president or vice president designated to fill a vacancy by the board of directors shall perform the duties of the board president. When so acting, the vice president shall have all the powers of and

be subject to all the restrictions upon the board president. The vice president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice president shall normally accede to the office of board president upon the completion of the board president's term of office.

F. Secretary

1. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

G. Treasurer

1. The treasurer shall be the lead director for oversight of the financial condition and affairs of Operation Strong Mind. The treasurer shall oversee and keep the board informed of the financial condition of Operation Strong Mind and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of Operation Strong Mind, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

H. Non-Director Officers

1. The board of directors may designate additional officer positions of Operation Strong Mind and may appoint and assign duties to other non-director officers of Operation Strong Mind.

ARTICLE VII TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

A. Purpose

1. By making full and accurate information about its mission, activities, finances, and governance publicly available, Operation Strong Mind practices and encourages

transparency and accountability to the general public. This policy will:

- a. indicate which documents and materials produced by Operation Strong Mind are presumptively open to staff and/or the public,
- b. indicate which documents and materials produced by Operation Strong Mind are presumptively closed to staff and/or the public, and
- c. specify the procedures whereby the open/closed status of documents and materials can be altered.

B. Financial and IRS Documents (The form 1023 and the form 990)

1. Operation Strong Mind shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.
2. Means and Conditions of Disclosure
 - a. Operation Strong Mind shall make "Widely Available" the aforementioned documents on its internet website to be viewed and inspected by the general public.
 - b. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
 - c. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
 - d. Operation Strong Mind shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
 - e. Operation Strong Mind shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.
3. IRS Annual Information Returns (Form 990)
 - a. Operation Strong Mind shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, Operation Strong Mind's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least

10 days before the Form 990 is filed with the IRS.

B. Board

1. All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
2. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
3. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

C. Staff Records

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside Operation Strong Mind except the authorized governmental agencies.
3. Within Operation Strong Mind, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

D. Donor Records

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside Operation Strong Mind except the authorized governmental agencies.
3. Within Operation Strong Mind, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

ARTICLE VIII
DOCUMENT RETENTION POLICY

A. Purpose

1. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Operation

Strong Mind's records.

B. General Guidelines

1. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.
2. From time to time, Operation Strong Mind may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management.
3. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

E. Exception for Litigation Relevant Documents

1. Operation Strong Mind expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule:
 - a. If you believe, or Operation Strong Mind informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

D. Minimum Retention Periods for Specific Categories of Corporate Documents

1. Corporate Records
 - a. Corporate records, including Operation Strong Mind's Articles of Incorporation, By-Laws, and IRS Form 1023 and Application for Exemption Corporate records, should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
2. Tax Records
 - a. Tax records include, but may not be limited to, documents concerning payroll,

- expenses, proof of contributions made by donors, accounting procedures, and other documents concerning Operation Strong Mind's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.
3. Employment Records/Personnel Records
 - a. State and federal statutes require Operation Strong Mind to keep certain recruitment, employment, and personnel information. Operation Strong Mind should also keep personnel files that reflect performance reviews and any complaints brought against Operation Strong Mind or individual employees under applicable state and federal statutes. Operation Strong Mind should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.
 4. Board and Board Committee Materials
 - a. Meeting minutes should be retained in perpetuity in Operation Strong Mind's minute book.
 - b. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by Operation Strong Mind.
 5. Press Releases and Public Filings
 - a. Operation Strong Mind should retain permanent copies of all press releases and publicly filed documents under the theory that Operation Strong Mind should have its own copy to test the accuracy of any document a member of the public can theoretically produce against Operation Strong Mind.
 6. Legal Files
 - a. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
 7. Marketing and Sales Documents
 - a. Operation Strong Mind should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years.
 - b. An **exception** to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

8. Intellectual Property and Trade Secrets

- a. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process may also be of value to Operation Strong Mind and are protected as a trade secret where Operation Strong Mind:
 - i. derives independent economic value from the secrecy of the information, and
 - ii. has taken affirmative steps to keep the information confidential.
- b. Operation Strong Mind should keep all documents designated as containing trade secret information for at least the life of the trade secret.

9. Contracts

- a. Final, execution copies of all contracts entered into by Operation Strong Mind should be retained. Operation Strong Mind should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

10. Correspondence

- a. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

11. Banking and Accounting

- a. Accounts payable ledgers and schedules should be kept for seven (7) years.
- b. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years.

12. Inventories

- a. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

13. Insurance

- a. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

14. Audit Records

- a. External audit reports should be kept permanently.

- b. Internal audit reports should be kept for three (3) years.

15. Electronic Mail

- a. Email that needs to be saved should be either:
 - i. Printed in hard copy and kept in the appropriate file;
- Or:
- ii. downloaded to a computer file and kept electronically or on a disk as a separate file.
- b. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

ARTICLE IX

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

A. Contracts and other Writings

- 1. Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of Operation Strong Mind shall be executed on its behalf by the treasurer or other persons to whom Operation Strong Mind has delegated authority to execute such documents in accordance with policies approved by the board.

B. Checks and Drafts

- 1. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of Operation Strong Mind shall be signed by such officer or officers and/or agent or agents of Operation Strong Mind and in such manner as shall from time to time be determined by resolution of the board.

C. Deposits

- 1. All funds of Operation Strong Mind not otherwise employed shall be deposited from time to time to the credit of Operation Strong Mind in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

E. Financial Accounts

- 1. The Treasurer shall establish and maintain accounts in the name of Operation Strong Mind.

2. The board can call a special meeting to discuss granting financial account access to other members as deemed necessary.

F. Loans

1. No loans shall be contracted on behalf of Operation Strong Mind and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

G. Indemnification

1. Mandatory Indemnification

- a. Operation Strong Mind shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of Operation Strong Mind against reasonable expenses incurred by him or her in connection with the proceedings.

2. Permissible Indemnification

- a. Operation Strong Mind shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of Operation Strong Mind, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

3. Advance for Expenses

- a. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by Operation Strong Mind in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of
 - i. a written affirmation from the director, officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
 - ii. an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by Operation Strong Mind in these Bylaws.

4. Indemnification of Officers, Agents, and Employees

- a. An officer of Operation Strong Mind who is not a director is entitled to mandatory

indemnification under this article to the same extent as a director. Operation Strong Mind may also indemnify and advance expenses to an employee or agent of Operation Strong Mind who is not a director, consistent with Pennsylvania Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE X CODE OF ETHICS AND WHISTLE BLOWER POLICY

A. Purpose

1. Operation Strong Mind requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of Operation Strong Mind must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Operation Strong Mind to adhere to all laws and regulations that apply to Operation Strong Mind and the underlying purpose of this policy is to support Operation Strong Mind's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

B. Nondiscrimination Policy

1. The officers, directors, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Operation Strong Mind. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

C. Reporting Violations

1. If any director, officer, staff member, or employee reasonably believes that some policy, practice, or activity of Operation Strong Mind is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

D. Acting in Good Faith

1. Anyone filing a complaint concerning a violation, or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

E. Retaliation

1. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Operation Strong Mind and provides Operation Strong Mind with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.
2. Operation Strong Mind shall not retaliate against any director, officer, staff member, or employee who, in good faith, has made a protest or raised a complaint against some practice of Operation Strong Mind or of another individual or entity with whom Operation Strong Mind has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.
3. Operation Strong Mind shall not retaliate against any director, officer, staff member, or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of Operation Strong Mind that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law, or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

F. Confidentiality

1. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

G. Handling of Reported Violations

1. The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.
2. This policy shall be made available to all directors, officers, staff members, or employees, and they shall have the opportunity to ask questions about the policy.

ARTICLE XI CONFLICT OF INTEREST POLICY

A. Purpose

1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's

(Operation Strong Mind's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Operation Strong Mind 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.

B. Definitions

1. Interested Person

a. 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.

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

- a. An ownership or investment interest in any entity with which Operation Strong Mind has a transaction or arrangement,
- b. A compensation arrangement with Operation Strong Mind or with any entity or individual with which Operation Strong Mind has a transaction or arrangement,

Or:

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Operation Strong Mind is negotiating a transaction or arrangement.

3. Compensation

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

4. Financial Interest

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

C. Procedures

1. Duty to Disclose

- a. In connection with any actual or possible conflict of interest, an interested person

must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

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

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Operation Strong Mind can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Operation Strong Mind's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take

appropriate disciplinary and corrective action.

D. Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing 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.

E. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from Operation Strong Mind for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Operation Strong Mind for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Operation Strong Mind, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements

- H. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. has received a copy of the conflicts of interest policy,
 - b. has read and understands the policy,
 - c. has agreed to comply with the policy, and
 - d. understands Operation Strong Mind 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.

G. Periodic Reviews

1. To ensure Operation Strong Mind operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Operation Strong Mind'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.
 - c. Whether the policy protects Operation Strong Mind's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers.

H. Use of Outside Experts

1. When conducting the periodic reviews as provided for in Article XI, Section G, Operation Strong Mind may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted, except where otherwise provided by a court of competent jurisdiction as required by the commonwealth of Pennsylvania.

ARTICLE VII
MISCELLANEOUS

A. Fiscal Year

1. The fiscal year of the organization shall be from January 1 to December 31 of each year.

ARTICLE XIII
AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

A. Articles of Incorporation Amendment

1. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the board of directors.

B. Bylaw Amendment

1. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however, (a) that no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and, that an amendment does not affect the voting rights of directors.
2. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a board meeting, and that all amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Operation Strong Mind were approved by the Operation Strong Mind's board of directors on [DATE] and constitute a complete copy of the Bylaws of Operation Strong Mind.

Secretary: _____

Date: _____