



BYLAWS OF HEARTS OF GOLD POLICE FAMILY OUTREACH FOUNDATION

ARTICLE I – NAME AND OFFICES

Section 1: The name of the organization shall be Hearts of Gold Police Family Outreach Foundation, an Arizona non-profit corporation (the “Foundation”).

Section 2: The principal office for the transaction of business of the Foundation shall be at such address in Pima County, Arizona, as may be fixed from time to time by the Board (as defined herein).

ARTICLE II – PURPOSE

The purpose of Hearts of Gold Police Family Outreach Foundation is to provide financial relief and support to qualified participants and their families in times of need and/or distress, as well as to offer philanthropic outreach to the Tucson Police Department community and the greater law enforcement community of Southern Arizona. The Foundation is organized under the Arizona Nonprofit Corporation Act for charitable purposes, and the purposes of the Foundation are limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

The Foundation will not have members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors, which may exercise all powers of the Foundation and do all lawful acts.

Section 2: Number and Qualification. The Board of Directors of the Foundation (the “Board”) shall consist of not less than five (5) and not more than fifteen (15) individuals. Directors shall be individuals who have an interest in furthering the purpose and mission of the Foundation. With the exception of the Tucson Police Department Liaison, Directors may not be current employees of the Tucson Police Department. The Tucson Police Department Liaison shall be an ex-officio member of the Board and shall not be a voting Director. Any Director who is a past employee of the Tucson Police Department must have been separated from such employment for a period of not less than three (3) years.

Section 3: Nomination and Election. All members of the Board of Directors (“Directors”) shall be elected by the existing Board by a majority vote from nominations submitted by the Nominating Committee. The Nominating Committee shall call for and accept nominations prior to and during the April Board meeting.



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Section 4: Term of Office and Vacancies. Directors shall be elected for a term of 36 months. The terms of the initial Directors shall be staggered so that approximately one-third (1/3) of the seats on the Board is up for election each year at the May meeting. Any vacancy occurring in the Board shall be filled by a majority vote of the remaining Directors. Newly elected Directors will take office on July 1.

Section 5: Meetings. The Board shall generally meet each month at a time and place determined by the majority of the Executive Committee. Meetings shall be held, at a minimum, on a quarterly basis.

Section 6: Special Meetings. Special meetings may be called at any time by the Chairperson or one-third (1/3) of the Board by providing at least twenty-four (24) hour notice to each Director. Notice of a special meeting may be accomplished telephonically or electronically to each Director pursuant to Section 8. No business shall be transacted at a special meeting other than that for which the meeting is called.

Section 7: Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee consent thereto in writing and if not otherwise restricted by the Articles of Incorporation or these Bylaws.

Section 8: Telephonic/Electronic Attendance. Directors may participate in any meeting, including but not limited to meetings of the Board, and committees, through the use of telephonic or electronic transmission. Participation in a meeting through these methods shall constitute presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

Section 9: Notice. With the exception of provisions under Section 10 below, no meeting of the Board shall be valid unless each Director shall have received reasonable notice (not less than two (2) days in advance). Such notice may be in writing through email, text messaging, postal mail, or any other form of written communication.

Section 10: Waiver of Notice. Notice of a meeting need not be given to a Director who provides a waiver of notice or consents to holding the meeting or an approval of the minutes thereof in writing or who attends the meeting without protesting, prior thereto at its commencement, the lack of notice to that director. All such waivers, consents, and approvals shall be filed with the Foundation's records or made a part of the meeting minutes.

Section 11: Voting. At Board meetings, each Director shall be entitled to one (1) vote per person or by proxy, but no proxy shall be voted or acted upon after 30 days from the date of the proxy. Notwithstanding the foregoing, for purposes of election of Directors, each Director entitled to one vote per vacancy being filled.



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Section 12: Resignation, Termination, and Absences. Resignation from the Board must be in writing and submitted to either the Chair or the Secretary. A Director may be removed from the Board by the Chair if he or she does not attend at least 75% of the scheduled Board meetings in a year. Directors should make every effort to attend all meetings in person. A Director may be removed from the Board for any reason by a two-thirds (2/3) vote of the remaining Directors.

Section 13: Quorum. A majority of Directors shall constitute a quorum for the transaction of business; at least two Directors present must be Officers of the Foundation. No official business shall be transacted unless a quorum is in attendance. All motions, seconds, and votes shall be documented and kept as a permanent record. Minutes shall be taken for all meetings and kept as a permanent record. All official business conducted and decisions made by a Quorum of the Board present at a meeting shall be regarded as an act of the Board.

Section 14: Officers of the Board and Duties.

14.1 Officers. The Officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer (the "Officers"). The election of Officers will be held by secret ballot at the June Board meeting each year. The ballots will be distributed and tabulated by the Executive Director. Newly elected Officers will take office commencing July 1st. The Officers duties are as follows:

14.1.1 The Chair:

- a) Shall convene and preside over regularly scheduled Board meetings, and, in the event that the Chair is unable to attend any meeting, shall arrange for another member of the Executive Committee to preside at such meeting.
- b) Shall maintain strict compliance to the bylaws and enforce decorum among the Directors.
- c) Shall state, and put to vote, all questions moved in accordance with the rules of parliamentary procedure in the course of the proceedings and shall announce the result of the vote.
- d) Shall authenticate, by signature, all official documents that are authorized by the Board.
- e) Shall have the power to call special meetings when deemed necessary, or upon request from any other member of the Executive Committee.



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f) Shall, upon expiration of their term of office, convey to their successor all unfinished business, files, and documents of the Foundation.

g) May serve in an Ex-officio capacity as the Immediate Past Chair for one year subsequent to leaving the office of Chair.

14.1.2 The Vice Chair:

a) Shall chair committees on special subjects as designated by the Board.

b) Shall assist the Chair in conducting all meetings and, in the absence of the Chair, shall preside with the full power of the Chair.

c) In the event that the Chair vacates the office prior to the completion of the term, the Vice Chair shall act in the capacity as the Chair for the remainder of the term or until the Board appoints someone to fill the vacancy.

d) Is the "historian" of the Foundation and shall keep a historical record of the accomplishments and milestones of the Foundation.

14.1.3 Secretary:

a) Shall oversee the books, records, documents, office paraphernalia, and equipment under the general authority and order of the Chair and Executive Committee.

b) Shall ensure that an accurate record of the proceedings of all meetings of the Board is maintained and shall conduct the general correspondence of the Board with the assistance of the Executive Director.

b) Shall, upon expiration of their term of office, deliver to their successor all books, records, documents, office paraphernalia, and equipment in their possession or control related to the Foundation.

d) Shall keep the minutes of each Board meeting and maintain a historical record of documentation for all meetings and decisions made.

14.1.4 Treasurer:

a) Shall report the financial condition of the Foundation at each Board meeting.



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- b) Shall Chair the Finance Committee and assist in the preparation of the budget and cause an annual audit, review, or compilation of the financials no later than 180 days after the end of the calendar year.
- c) Shall help develop fundraising plans, and make financial information available to Directors and the public.
- d) Shall be the custodian of the accounts of the Foundation and shall keep an accurate record of all receipts and disbursements.
- e) Shall coordinate the deposit of all funds received into a financial institution insured by FDIC or SPIC, approved by the Executive Committee.
- f) Shall be the primary check signer for all checks duly authorized for the disbursement of funds, when the amount of the disbursement is greater than \$10,000. If the Treasurer is not available, the Chair or the Vice Chair may sign, provided in all circumstances that a quorum of the Executive Committee has approved the expenditure, within the signing policies outlined in these bylaws.
- g) Shall, upon expiration of their term of office, deliver to their successor all accounts of the Foundation, together with all books, records, documents, paraphernalia, files, etc., under their possession or control.

14.2 Nominations. All Officers shall be elected by the Board by a majority vote from nominations submitted by the Nominating Committee. The Nominating Committee shall call for and accept nominations for Officers prior to and during the May Board meeting.

14.3 Term. The Inaugural Officers of the Board (2019-2020) shall hold office for a one-year term, unless the Officer shall sooner resign, or shall be removed, or otherwise disqualified. Following the inaugural year, the term shall be for two (2) years.

In order to maintain continuity, Officer elections will be alternating following this schedule:

Even Year: Vice Chair, Secretary

Odd Year: Chair, Treasurer

An Officer may be elected to serve no more than two consecutive terms in any single office; provided, however, that should no other nominations for the office be received, and the current Officer is willing to continue in the position, they may serve one additional term with the approval of the remaining Officers.



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14.4 Special Appointments. The Board may elect such other Officers as the affairs of the Foundation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

14.5 Resignation and Removal. Any Officer may be removed from office with or without cause by majority vote of the Board. Should an Officer be removed from office, he or she is not eligible to hold a position as an Officer or committee member for a minimum of twelve (12) months and then only with majority approval from the Executive Committee. Any Officer may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

14.6 Vacancies. A vacancy in any office may be filled by appointment by the majority vote of the Board. The Officer appointed to such vacancy shall serve for the remainder of the unexpired term.

14.7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 13.4 of this Article.

Section 15: Compensation. The Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board of Directors. The Directors shall not receive any additional compensation for their services as Directors (which shall be on a volunteer basis). This Section 15 shall not preclude any Director from serving the Foundation in any other capacity and receiving reasonable compensation thereto.

ARTICLE V – OFFICERS OF THE FOUNDATION

Section 1: Officers and Duties. The Foundation shall have an Executive Director and such other officers as the Board determines is necessary to conduct the day to day business of the Foundation. For the avoidance of doubt, the Executive Director shall be an officer of the Foundation but not an Officer of the Board. The Executive Director shall not be a Director and shall not be entitled to vote at meetings of the Board. The Executive Director shall be responsible for carrying out all duties assigned to the position by the Board from time to time.

Section 2: Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Foundation. The Foundation shall adopt a Compensation Policy, to be amended from time to time, to establish the reasonable compensation of any executive or officer.



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Section 3: Reimbursement of Disallowed Compensation. Any payments made to an officer of the Foundation, such as salary, commission, bonus, interest or rent, or entertainment expenses incurred by him or her which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Foundation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Foundation has been recovered.

ARTICLE VI – COMMITTEES

Section 1: The Board may create and dissolve committees and task forces from time to time at the Board's discretion in order to carry out the purpose of the Foundation. The Chair shall appoint all committee chairs. The Board may remove any committee member, including the committee chair, by a majority vote. The Executive Director shall be an ex-officio member of all committees.

Section 2: Executive Committee. The Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board.

Section 3: Nominating Committee. The Vice Chair shall chair the Nominating Committee and shall submit a slate annually for each vacant Board office to be elected. The Nominating Committee will be comprised of at least three members who may or may not currently serve on the Board. The Committee is responsible for identifying, interviewing, and proposing new Directors and Officers throughout the year. This committee is expected to meet at least quarterly.

ARTICLE VII – DEBTS AND OBLIGATIONS

No debt or obligation whatsoever for the payment of money or other thing of value shall be created or incurred by any Officer or employee of the Foundation or any other person, and no contract or other act whatsoever of any Officer or employee or agent of this organization, or other person, by the terms or result of any debt or obligation whatsoever is created, or attempted to be created, shall be in any manner binding upon this organization unless such person has been authorized by provision therefore in the budget of the organization, or unless such act be authorized or ratified by the Board in regular or special meeting called for that purpose.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS



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Subject to the provisions of applicable law, the Foundation shall save, hold harmless, defend, and indemnify to the fullest extent permitted by applicable law, any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was acting as an Officer, Director, employee, committee member or agent of the Foundation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Foundation and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

The Foundation will carry a policy to indemnify through Errors and Omissions Insurance (or Directors and Officers Insurance) all of its Directors and Officers and Former Directors and Officers, against such expenses incurred by them, including legal fees or judgments, or penalties rendered or levied against any such person in a legal action brought against any such person while within the scope of his/her employment as a Director or Officer of the Corporation, provided that the Board shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

The specific provisions set forth above regarding indemnification of Officers and Directors is not in any way a limitation of the Foundation's duty to indemnify an Officer or Director, and the Officers and Directors of the Foundation shall be entitled to indemnification to the fullest extent permitted by the Arizona Revised Statutes.

ARTICLE IX – NOTICE

Section 1: Method. Whenever under the provisions of the Arizona Revised Statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director, and if no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing, by mail, postage prepaid, or by email, addressed to such Director at such address as appears on the records of the Foundation.

Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mail as aforesaid or sent through electronic means.

ARTICLE X – NON-DISCRIMINATION POLICY



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Exclusionary discrimination toward Foundation employees, applicants for employment, Directors, volunteers, members, applicants for assistance, or members of the public based on the fact or perception of a person's membership in the categories of race, color, religion, ancestry, sex, age, disability, national origin, sexual orientation, gender identity, familial status, or marital status is prohibited.

ARTICLE XI BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Foundation shall also keep a record giving the names and addresses of the Directors of the Foundation at the registered or principal office of the Foundation.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XII MISCELLANEOUS

Section 1: Amendment. These Bylaws may be amended or repealed, or new Bylaws may be adopted by a resolution adopted by a majority of the Board of Directors.

Section 2: Necessity. No notice need be given of any action concerning these Bylaws previous to any meeting if the proposed amendment, repeal or adoption of new Bylaws is one of necessity arising at such meeting, and is in furtherance of the legitimate aims of the Corporation.

Section 3: Use Of Earnings. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members (if any), directors, officers, trustees, or other private persons, and no dividend may be paid and no part of the income or profit of the Foundation may be distributed to its members (if any), directors, officers, or trustees; except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Foundation's exempt purposes.

Section 4: Tax-Exempt Status. This Foundation is organized and operated exclusively for charitable, religious, educational and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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



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public office. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activities which are 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5: Private Foundation. If this Foundation becomes a private foundation, as defined in Section 509 of the Internal Revenue Code, or any corresponding section of any future federal tax code, while it is a private foundation:

5.1. The Foundation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.2. The Foundation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.3. The Foundation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.4. The Foundation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.5. The Foundation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.



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Issue Date:	July 9, 2019	Initial Adoption of Bylaws
Revision:	November 12, 2019	Inaugural Board terms and removed rule that officers may not fill officer positions without first returning to director for a year
Revision:	November 10, 2020	Typos corrected
Revision:		
Revision:		