

# Bylaws

## ARTICLE I

### NAME

The name of this organization shall be the Indy Metropolitan Military Honor Guard Inc. The business of the corporation may be conducted as Indy Metropolitan Military Honor Guard or Indy Metro Military Honor Guard or Indy Metropolitan Honor Guard or IMMHG or IMMHG Corp. or IMMHG Inc. or IMMHG.ORG each hereinafter referred to as IMMHG.

## ARTICLE II

### PURPOSES AND POWERS

**PURPOSE:** The IMMHG is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 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.

**POWERS:** This organization has been formed to:

- Conduct, free of charge, Full Military Burial Honors within the Metropolitan Indianapolis, IN and surrounding areas for Honorably Discharged/Retired Military Veterans of all branches of the Military Services in accordance with Department of Defense protocols.
- Perform Color Guard services at events as requested by and in coordination with event sponsors.
- Perform patriotic educational services.
- Support local and national veterans organizations.
- Volunteer recruiting and fund raising activities to support our mission.
- Provide support to local community organizations by providing volunteer manpower that aides them in fulfilling their charters.

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- Any other works that supports our local community that the Board of Officers deems appropriate.

Our primary mission is to render Military Honors at honorably discharged or retired veterans' funerals throughout the Indianapolis metropolitan area and as such we shall be listed with an SIC code of 7261 which designates us as Funeral Services. This shall be coordinated with and at the direction of the various funeral directors in the Indianapolis area. We also render Military Honors funerals in conjunction with the U.S. Army National Guard and active duty Military Services when called upon to do so.

Our burial services include military rites and nondenominational prayers at the head and foot of the casket, rifle squad who fires a three-round volley, taps, folding and presentation of our nation colors and presentation of fired cartridge casings.

Our Color Guard services include parading the colors, posting and retiring the colors, and an informational/educational 13-fold of our national flag.

To maximize our impact on our current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) and (19) sections of the Internal Revenue Code and are operated exclusively as Veterans groups throughout the Indianapolis Metropolitan area.

At times, per the discretion of the Board of Officers, we may provide internship opportunities which shall provide educational opportunities for involvement in said veteran activities and programs, i.e. Indianapolis area high school ROTC, Coast Guard and Boy Scout cadets as observers and coordinators.

The corporation 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 veteran's purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of IMMHG may include, but not be limited to, the acceptance of volunteer contributions from funeral homes, and deceased family members, private sector organizations, whether financial or in-kind contributions.

IMMHG shall have no paid employees and we do not charge for our services. Donations and honorariums are accepted to cover team logistics e.g. uniforms, logistic transportation, and maintenance and storage of or equipment, internet, CPA, legal fees, etc.

### **Nonprofit Status and Exempt Activities Limitation**

- a) Non-profit Legal Status. IMMHG is filing to become an Indiana non-profit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

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- b) **Distribution annually.** IMMHG shall distribute monies held in excess of \$10,000.00 annually on 15 December to 501(c)(3) veterans organizations to be used for the sole purpose of veterans rehabilitation and assistance. These funds once donated cannot be used by the receiver for any other purpose.
- c) **Distribution Upon Dissolution.** Upon the dissolution of IMMHG, any assets lawfully available for distribution shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to any organization or organizations having a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation or to the State of Indiana, or to the Federal Government, for a public purposes.

In the event that the court of a competent jurisdiction in Marion County, Indiana shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable veterans purpose, which, at least generally, includes a purpose similar to the IMMHG, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund.

### ARTICLE III

#### MEMBERSHIP

All members are volunteers. Members shall be Honorably Discharged or Retired members of the United States Department of Defense Military Services as witnessed by their form DD 214 or are currently serving in the military. Members of the IMMHG are men and women veterans regardless of race, creed or color.

Each volunteer shall be issued a uniform consistent with the currently in effect "Uniform Policy". All articles issued to a volunteer shall remain the property of IMMHG. All issued uniform items are to be worn only to official IMMHG events and are to be returned to IMMHG in a clean and re-issuable condition upon removal/resignation from IMMHG.

Each volunteer who participates in an event is eligible to receive a per-event stipend to cover their costs of transportation, uniform maintenance and cleaning, shoes, socks, and incidentals.

Removal and resignation. The Commander may remove any member of IMMHG at any time, with or without cause subject to appeal.

### ARTICLE IV

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### BOARD OF OFFICERS

IMMHG shall have a board consisting of at least seven elected officers with elections held annually during the month of December with newly elected officers to take office on January 1. The board may increase or decrease the number of officers serving on the board, including for the purpose of staggering the terms of officers.

- A. **Commander** — The Commander shall be the chief volunteer officer of the corporation. The Commander shall lead the Board of Officers in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Officers, and shall perform all other duties incidental to the office or properly required by the Board of Officers. The Commander shall schedule or appoint a member to schedule all services/events and coordinate with team IMMHG members and the requester of services to insure that the appropriate members are available and willing to participate and insure that local officials are aware of our bringing and possibly discharging weapons.
- B. **Deputy Commander** — In the absence or disability of the Commander, the Deputy Commander or Deputy Commander designated by the Board of Officers shall perform the duties of the Commander. When so acting, the Deputy Commander shall have all the powers of and be subject to all the restrictions upon the Commander. The Deputy Commander shall have such other powers and perform such other duties prescribed for them by the Board of Officers or the Commander. The Deputy Commander shall normally accede to the office of Commander upon the completion of the Commanders term of office.
- C. **Adjutant** — The Adjutant shall keep or cause to be kept a book of minutes of all meetings and actions of the officers and committees of officers. The minutes of each meeting shall state the date, 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 of these Bylaws. The Adjutant shall cause notice to be given of all meetings of officers and committees as required by these Bylaws. The Adjutant shall keep a complete record to include: date, time, place, type of event/service, members present and military affiliation, of all services and events performed by IMMHG. The Adjutant shall have such other powers and perform such other duties as may be prescribed by the Board of Officers or the Commander. The Adjutant may appoint, with the approval of the board, an officer to assist in performance of all or part of their duties as Adjutant.
- D. **Treasurer/Quartermaster** — The Treasurer/Quartermaster, hereinafter TQ, shall be the lead officer for oversight of the financial condition and inventory affairs of IMMHG. The TQ shall oversee and keep the board informed of the financial condition and all inventories owned or on loan to IMMHG and of audit and financial review results. In conjunction with the Trustees the TQ shall oversee budget preparation and shall insure that appropriate financial reports, including an account of major financial transactions and the financial condition of IMMHG, are made available to the Board of Officers on a timely basis or as may be required by the

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Board of Officers. The TQ shall perform all duties properly required by the Board of Officers or the Commander. The TQ may appoint, with the approval of the Board of Officers, a qualified fiscal agent of member to IMMHG to assist in the performance of all or part of the duties of the TQ. The TQ shall have a surety bond for an amount equal to two times the current amounts on hand.

- E. **Trustees** — a total of three trustees which will include a senior trustee who shall insure that a minimum of two financial and inventory audits occur in each year (May and November). A written record of this audit will be submitted to the Board of Officers at the next called meeting. Should discrepancies be found, the Commander and Deputy Commander are to be notified immediately for appropriate action to be taken.

All powers shall be exercised by or under the authority of the Board of Officers and the affairs of the IMMHG shall be managed under the direction of the Commander, except as otherwise provided by law.

### Terms

The Commander, Deputy Commander, Adjutant, Treasurer/Quartermaster shall be elected to serve a two-year term and the Trustees shall serve a three-year term, however the term may be extended until a successor has been elected.

- (a) Officers may serve terms in succession.
- (b) The term of office shall be considered to begin January 1 and end December 31 of the last year in office, unless the term is extended until such time as a successor has been elected.

### Qualifications and Election of Officers

In order to be eligible to serve as an officer on the Board of Officers, the individual must be at least 21 years of age and have served a minimum of one year with IMMHG. The election of Officers to replace those who have fulfilled their term of office shall take place in a meeting of the general membership during December of each year.

### Vacancies

The Board of Officers may fill vacancies due to resignation, death, or removal of an officer or may appoint new officers to fill a previously unfilled board positions, subject to the maximum number of directors under these Bylaws.

### Removal of Officers

An Officer may be removed by two-thirds vote of the board of officers then in office, if:

- (a) the officer is absent and unexcused from two or more meetings of the Board of Officers in a twelve-month period. The Commander is empowered to excuse officers from attendance for a reason deemed adequate by the Commander. The Commander shall not have the power to excuse him/herself from the board meeting attendance, and in that case, the board Deputy Commander shall excuse the Commander. or:

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(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made, the Officer 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.

(c) Each member, by accepting any elective or appointive office, promises and agrees to perform the duties of such office or appointment to the best of his or her ability; to act and conduct himself or herself in such a manner, at all times and places, as will only reflect the good of IMMHG; to enforce and sustain these Bylaws and when his or her successor has been duly elected or appointed, to surrender to him or her without notice or demand, all the records and other property of IMMHG in his or her possession or under his or her control.

## Article V

### PARLIAMENTARY AUTHORITY AND MEETINGS

**Parliamentary Authority** — The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern IMMHG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order IMMHG may adopt.

**Meetings** — The Commander shall have a minimum of four 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.

**Special Meetings** — Special meetings of the board may be called by the Commander, Treasurer, or any two (2) other officers of the Board of Officers. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

**Quorum** — A majority of officers 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.

**Majority Vote** — Except as otherwise required by law or by the articles of incorporation, 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.

**Hung Board Decisions** — On the occasion that officers of the board are unable to make a decision based on a tied number of votes, the Commander or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**Participation** — Except as required otherwise by law, the Articles of Incorporation, or these

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

**Compensation for Board Service** — None.

## **Article VI**

### **MISCELLANEOUS**

#### **Fiscal Year**

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

#### **Non-Discrimination Policy**

IMMHG members who serve as volunteers and potential new members shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, or sexual orientation. It is the policy of IMMHG that members not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, political service or affiliation, color, religion, or national origin.

#### **Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the membership, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of officers further requires ratification by a two-thirds vote of a quorum of officers at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE VII**

### **TRANSPARENCY AND ACCOUNTABILITY**

#### **DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

**Purpose:** By making full and accurate information about its mission, activities, finances, and governance publicly available, IMMHG Corp. practices and encourages transparency and accountability to the general public and other government agencies. This policy will:

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- (a) Indicate which documents and materials produced by IMMHG are presumptively open to staff and/or the public.
- (b) Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

- (a) Financial and IRS documents
- (b) IMMHG shall provide Bylaws to the general public for inspection free of charge.

### **Means and Conditions of Disclosure:**

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) IMMHG 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).
- (d) IMMHG 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 7 days for mailed requests.

### **IRS Annual Information Returns (Form 990 or 990EZ)**

IMMHG shall submit the Form 990 to its Board of Officers prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 or 990EZ is required under Federal law, the corporation's Form 990 or 990EZ shall be submitted to each member of the Board of Officers via (hard copy) at least 10 days before the Form 990 or 990EZ is filed with the IRS.

### **Board of Officers:**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) 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.
- (c) 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.

### **Member Records**

- (a) All member records shall be available for consultation by the member concerned or by their



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legal representatives.

- (b) No member records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, member records shall be made available only to those persons with managerial or personnel responsibilities for that member.
- (d) Member records shall be made available to the board when requested

### **Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Donor records shall be made available to the board when requested.

## ARTICLE VIII

### CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of IMMHG were approved by IMMHG's Board of Officers on March 18, 2015 and constitute a complete copy of the corporation.

\_\_\_\_\_ *Signature on file*

Commander Larry Harris

\_\_\_\_\_ 3/18/2015

Date

\_\_\_\_\_ *Signature on file*

Adjutant Walt Sherman

\_\_\_\_\_ 3/18/2015

Date