Service Member
Financial Readiness
Network

SERVICE MEMBER FINANCIAL READINESS NETWORK, INC.

BYLAWS

A Connecticut Nonstock Corporation

Adopted by the Board of Directors
Effective Date: April 23, 2026

These Bylaws govern the internal affairs of Service Member Financial Readiness Network, Inc. (the "Corporation"), a nonstock corporation organized under the Connecticut Revised Nonstock Corporation Act, Connecticut General Statutes § 33-1000 et seq. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE I — GENERAL PROVISIONS

Section 1.1 — Name

The name of the Corporation is Service Member Financial Readiness Network, Inc.

Section 1.2 — Principal Office

The principal mailing address of the Corporation shall be P.O. Box 37, Old Saybrook, Connecticut 06475, or such other address as the Board of Directors may designate from time to time. The Corporation's registered office and registered agent shall be as set forth in the Certificate of Incorporation or as subsequently changed in accordance with Connecticut law.

Section 1.3 — Mission

The mission of the Corporation is to enhance the financial readiness of United States military service members and their families through the provision of free, non-commercial financial education and coaching on military pay and entitlements, insurance benefits, debt management, savings, the Blended Retirement System, and related financial matters.

Section 1.4 — Nonprofit Status

The Corporation is organized exclusively for charitable and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private individual, except that the Corporation may pay reasonable compensation for services rendered. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 1.5 — No Members

The Corporation shall have no members within the meaning of the Connecticut Revised Nonstock Corporation Act. Any advisory bodies, volunteer groups, coaching participants, or program cohorts established by the Board of Directors shall not constitute members for purposes of these Bylaws or the Act, and shall have no voting rights or governance authority.

ARTICLE II — BOARD OF DIRECTORS

Section 2.1 — General Powers

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"). The Board shall have authority to exercise all powers of the Corporation not otherwise reserved by law or these Bylaws, and shall be responsible for the overall strategic direction, financial oversight, and legal compliance of the Corporation.

Section 2.2 — Number of Directors

The Board shall consist of five (5) directors. The Board may not take action to reduce the number of directors below three (3) nor increase it above nine (9) without amending these Bylaws in accordance with Article XI.

Section 2.3 — Qualifications

Each director shall be a natural person at least eighteen (18) years of age. Directors need not be residents of the State of Connecticut. A majority of the directors shall not be compensated employees of the Corporation. No individual may serve simultaneously as both a director and as a paid contractor or vendor to the Corporation without prior disclosure and Board approval in accordance with the Conflict of Interest Policy set forth in Article IX.

Section 2.4 — Election and Terms

Directors shall be elected annually by the then-serving Board of Directors at the Annual Meeting of the Board. Each director shall serve a term of one (1) year, commencing upon election and expiring at the conclusion of the next Annual Meeting, or until a successor is duly elected and qualified. Directors may serve an unlimited number of consecutive one-year terms. The initial Board of Directors shall be appointed by the Incorporator and shall serve until the first Annual Meeting.

Section 2.5 — Vacancies

Any vacancy on the Board arising from death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the remaining directors, even if less than a quorum, at any regular or special meeting. A director elected to fill a vacancy shall serve for the remainder of the unexpired term of his or her predecessor and until a successor is duly elected and qualified.

Section 2.6 — Resignation

Any director may resign at any time by delivering written notice to the Chair of the Board or the Secretary. A resignation is effective upon receipt unless the notice specifies a later effective date. Acceptance of a resignation shall not be necessary to make it effective.

Section 2.7 — Removal

Any director may be removed with or without cause by a two-thirds (2/3) vote of the remaining directors at any regular or special meeting at which a quorum is present, provided that notice of the proposed removal is given at least ten (10) days in advance of such meeting.

Section 2.8 — Compensation

Directors shall serve without compensation. The Board may, by resolution, authorize the reimbursement of reasonable and documented out-of-pocket expenses incurred by directors in connection with their service to the Corporation, including travel to Board meetings.

ARTICLE III — MEETINGS OF THE BOARD

Section 3.1 — Annual Meeting

The Board shall hold one (1) Annual Meeting each calendar year for the purposes of electing directors, electing officers, reviewing the Corporation's financial condition, approving the annual budget, and transacting such other business as may properly come before the Board. The Annual Meeting shall be held in person at a time and place designated by the Chair, with at least thirty (30) days' written notice provided to all directors.

Section 3.2 — Special Meetings

Special meetings of the Board may be called by the Chair, by the President, or by any two (2) directors upon at least five (5) days' written notice to all directors, stating the purpose of the meeting. Business transacted at a special meeting shall be limited to the matter or matters stated in the notice.

Section 3.3 — Notice

Notice of any meeting of the Board shall be given by mail, email, or other written means to each director at his or her address as it appears in the records of the Corporation. Notice shall be deemed given: (a) when deposited in the United States mail, first class postage prepaid; (b) when sent by email to the director's email address on file; or (c) when delivered personally. A director may waive notice of any meeting before, at, or after the meeting, and attendance at a meeting constitutes waiver of notice unless the director attends solely to object to the transaction of business.

Section 3.4 — Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, the directors present may adjourn the meeting to a later time without further notice, provided that a quorum is present at the adjourned meeting.

Section 3.5 — Voting and Action

Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Each director shall have one (1) vote. Voting by proxy is not permitted.

Section 3.6 — Meeting Format — In-Person Standard; Virtual by Exception

The standard format for Board meetings, including the Annual Meeting, shall be in person. Virtual participation (by video conference, telephone conference, or similar technology) is permitted by exception when, in the judgment of the Chair, circumstances make in-person attendance impracticable for one or more directors. Any director participating virtually must be able to hear and be heard by all other participants. Participation by virtual means as permitted herein shall constitute presence in person for purposes of determining a quorum and counting votes. The Board shall not hold the Annual Meeting in a fully virtual format except in extraordinary circumstances and only upon approval of a majority of directors.

Section 3.7 — Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors sign a written consent describing the action taken. Such consent shall be filed with the minutes of the Board and shall have the same effect as a unanimous vote. Electronic signatures and consents transmitted by email shall be deemed valid written consents for this purpose.

Section 3.8 — Minutes

The Secretary shall prepare and maintain accurate minutes of all meetings of the Board and of any action taken without a meeting. Minutes shall be distributed to all directors within thirty (30) days following each meeting and shall be approved at the subsequent meeting of the Board.

ARTICLE IV — OFFICERS

Section 4.1 — Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board may, by resolution, create additional officer positions as it deems appropriate. All officers shall be members of the Board of Directors.

Section 4.2 — Election and Terms

Officers shall be elected annually by the Board at the Annual Meeting. Each officer shall serve a term of one (1) year, commencing upon election and expiring at the conclusion of the next Annual Meeting or until a successor is elected and qualified. Officers may serve an unlimited number of consecutive terms. Any officer may hold more than one office, except that no person may simultaneously hold the offices of President and Secretary, or President and Treasurer.

Section 4.3 — President

The President shall serve as the chief executive officer of the Corporation and shall preside at all meetings of the Board in the absence of, or at the request of, the Chair. The President shall have general supervision over the affairs and operations of the Corporation, shall execute contracts and legal instruments on behalf of the Corporation as authorized by the Board, and shall perform such other duties as are assigned by the Board.

Section 4.4 — Chair of the Board

The Board may elect one of its members to serve as Chair of the Board. The Chair shall preside at all meetings of the Board, shall serve as the primary liaison between the Board and the President, and shall perform such other duties as the Board may assign. The Chair need not be the President.

Section 4.5 — Secretary

The Secretary shall: (a) record and maintain minutes of all meetings of the Board; (b) give or cause to be given all required notices of meetings; (c) maintain and authenticate the records of the Corporation; (d) maintain the Corporation's official mailing address and correspondence files; and (e) perform all other duties incident to the office of Secretary and such other duties as the Board may assign.

Section 4.6 — Treasurer

The Treasurer shall: (a) have custody of all funds and financial records of the Corporation; (b) maintain full and accurate accounts of receipts and disbursements; (c) deposit all funds in the name of the Corporation in such depositories as shall be designated by the Board; (d) disburse funds of the Corporation as authorized under Section 6.3 of these Bylaws; (e) render to the Board at each Annual Meeting, and at such other times as required, a complete financial report; and (f) perform all other duties incident to the office of Treasurer and such other duties as the Board may assign.

Section 4.7 — Resignation and Removal

Any officer may resign at any time by delivering written notice to the Board. Any officer may be removed with or without cause by a majority vote of the Board at any meeting at which a quorum is present. Removal of an officer who is also a director shall not affect that individual's status as a director.

Section 4.8 — Vacancies

A vacancy in any office may be filled by the Board for the remainder of the unexpired term at any regular or special meeting.

Section 4.9 — Compensation of Officers

Officers shall serve without compensation in their capacity as officers. Reasonable and documented out-of-pocket expenses incurred in the performance of their duties may be reimbursed upon approval by the Board.

ARTICLE V — COMMITTEES

Section 5.1 — Establishment of Committees

The Board may, by resolution adopted by a majority of directors then in office, establish one or more committees to assist with the work of the Corporation. Each committee shall consist of at least two (2) directors. The Board shall appoint the members and chair of each committee and may dissolve any committee at any time.

Section 5.2 — Committee Authority

Committees may exercise such authority as is expressly delegated to them by the Board. No committee may: (a) authorize distributions or expenditures above the thresholds set forth in Article VI; (b) approve amendments to the Certificate of Incorporation or these Bylaws; (c) elect or remove directors or officers; (d) adopt a plan of merger, consolidation, or dissolution; or (e) take any action reserved to the full Board under applicable law.

Section 5.3 — Committee Procedures

Unless otherwise directed by the Board, committees shall keep regular minutes of their proceedings, report to the Board at each regular Board meeting, and conduct their meetings in accordance with the procedural requirements applicable to Board meetings under Article III.

ARTICLE VI — FINANCIAL MANAGEMENT

Section 6.1 — Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

Section 6.2 — Budget

The Board shall adopt an annual operating budget at or before the commencement of each fiscal year. The Treasurer shall present a proposed budget for Board approval at the Annual Meeting or at such other time as the Board may direct. Any material deviation from the approved budget shall require Board authorization.

Section 6.3 — Banking and Disbursements

The Board shall designate one or more financial institutions for the deposit of the Corporation's funds. The Treasurer is authorized to open and maintain such accounts on behalf of the Corporation. Disbursements shall be made as follows:

(a) The Treasurer may authorize and execute individual disbursements of up to Ten Thousand Dollars ($10,000) without prior Board approval, provided such disbursements are consistent with the approved annual budget and serve the charitable purposes of the Corporation.

(b) Any single disbursement exceeding Ten Thousand Dollars ($10,000), or any series of related disbursements that in the aggregate exceed Ten Thousand Dollars ($10,000), shall require prior approval by a majority vote of the Board.

(c) The Board may, by resolution, establish additional signing authority, dual-signature requirements for disbursements above a specified threshold, or other financial controls as it deems appropriate.

Section 6.4 — Financial Records and Reporting

The Corporation shall maintain complete and accurate books of account in accordance with generally accepted accounting principles. The Treasurer shall prepare and present financial statements to the Board at least annually. The Board may direct that an independent financial review or audit be conducted as required by applicable law, grant requirements, or sound financial practice.

Section 6.5 — Annual Filings

The officers of the Corporation shall ensure timely filing of all required annual and periodic reports, including but not limited to: (a) IRS Form 990 or applicable variant; (b) Connecticut Office of the Attorney General annual charitable organization registration renewal (Form CPC-60 or applicable form); and (c) any other filings required by federal or state law.

Section 6.6 — Loans to Directors and Officers Prohibited

The Corporation shall not make any loan of money or property to any director or officer of the Corporation.

ARTICLE VII — INDEMNIFICATION AND INSURANCE

Section 7.1 — Indemnification

To the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.

Section 7.2 — Insurance

The Corporation may purchase and maintain directors and officers liability insurance, general liability insurance, and such other insurance as the Board deems appropriate, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against such person in any such capacity, whether or not the Corporation would have the power to indemnify such person under applicable law.

ARTICLE VIII — RECORDS AND COMMUNICATIONS

Section 8.1 — Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and any committees thereof. The Corporation shall also maintain a current list of directors and officers with their addresses. All records shall be maintained at the principal office of the Corporation or at such other location as the Board may designate.

Section 8.2 — Inspection of Records

Any director shall have the right to inspect the books, records, and documents of the Corporation for a purpose reasonably related to that person's duties as a director, upon reasonable written notice and at a mutually convenient time.

Section 8.3 — Electronic Communications

Unless otherwise required by law, any notice, consent, report, or other communication required or permitted under these Bylaws may be transmitted by electronic means, including email, to a director's or officer's email address as it appears in the records of the Corporation. Electronic transmission shall be deemed equivalent to written notice for all purposes under these Bylaws.

ARTICLE IX — CONFLICT OF INTEREST POLICY

Section 9.1 — Purpose

The purpose of this Article is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a director, officer, or other disqualified person, and to ensure compliance with Section 4958 of the Internal Revenue Code governing excess benefit transactions.

Section 9.2 — Definitions

For purposes of this Article:

(a) "Interested Person" means any director, officer, or member of a committee with Board-delegated authority who has a direct or indirect financial interest, as defined in Section 9.2(b).

(b) "Financial Interest" means a person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 9.3 — Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the Board or committee considering the proposed transaction or arrangement, and shall disclose all material facts known to him or her respecting the financial interest.

Section 9.4 — Recusal and Determination of Conflict

After disclosure of the financial interest and all material facts, the Interested Person shall leave the Board or committee meeting while the financial interest is being discussed and voted upon. The remaining Board members or committee members shall determine whether a conflict of interest exists. If a conflict of interest is found to exist, the Interested Person shall not participate in the final deliberation or vote on the matter giving rise to the conflict.

Section 9.5 — Procedures for Addressing Conflicts

When the Board or a committee has determined that an Interested Person has a conflict of interest, it shall:

(a) Consider whether the proposed transaction or arrangement is in the Corporation's best interest and for its own benefit;

(b) Determine whether the transaction or arrangement is fair and reasonable to the Corporation; and

(c) After the above due diligence, determine by a majority vote of the disinterested directors or committee members whether to authorize the transaction or arrangement.

Section 9.6 — Compensation Decisions

A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A majority of the disinterested directors shall approve all compensation arrangements involving directors and officers, and shall document the basis for determining that such compensation is reasonable in relation to the services provided.

Section 9.7 — Annual Disclosure

Each director and officer shall annually sign a statement affirming that he or she: (a) has received a copy of this Conflict of Interest Policy; (b) has read and understands the Policy; (c) agrees to comply with the Policy; and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. The Secretary shall maintain all signed disclosure statements.

Section 9.8 — Records of Proceedings

The minutes of meetings of the Board and committees 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; (b) the nature of the financial interest; (c) any action taken to determine whether a conflict of interest was present; and (d) the Board's or committee's decision as to whether a conflict of interest in fact existed and the vote thereon, with the names of recused persons noted.

Section 9.9 — Violations

If the Board has reasonable cause to believe that a director or officer has failed to disclose an actual or possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If after hearing the response and making such further investigation as may be warranted, the Board determines the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from the Board or office.

ARTICLE X — DISSOLUTION

Section 10.1 — Dissolution

The Corporation may be dissolved only upon the affirmative vote of two-thirds (2/3) of the directors then in office at a meeting called for that purpose, with at least twenty (20) days' prior written notice to all directors stating that the purpose of the meeting is to consider dissolution.

Section 10.2 — Distribution of Assets Upon Dissolution

Upon dissolution of the Corporation, and after payment of or provision for all lawful debts and liabilities, the remaining assets of the Corporation shall be distributed exclusively to one or more organizations that: (a) are organized and operated exclusively for charitable or educational purposes; (b) qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; and (c) are selected by the Board of Directors. No assets shall be distributed to or for the benefit of any director, officer, or private individual. If the Board fails to make such designation, the Superior Court of the State of Connecticut shall make such distribution in accordance with applicable law.

ARTICLE XI — AMENDMENTS

Section 11.1 — Amendment of Bylaws

These Bylaws may be amended, altered, or repealed, and new bylaws may be adopted, by an affirmative vote of a majority of the directors then in office at any regular or special meeting of the Board, provided that written notice of the proposed amendment, including the text of the proposed change, is delivered to all directors at least ten (10) days before the meeting at which the amendment is to be considered. No amendment shall be made that would cause the Corporation to cease to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII — GENERAL PROVISIONS

Section 12.1 — Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Connecticut, including the Connecticut Revised Nonstock Corporation Act, Connecticut General Statutes § 33-1000 et seq., as amended from time to time.

Section 12.2 — Severability

If any provision of these Bylaws is found to be invalid or unenforceable under applicable law, such provision shall be deemed modified to the minimum extent necessary to make it valid and enforceable, and the remaining provisions of these Bylaws shall continue in full force and effect.

Section 12.3 — References to IRC

All references in these Bylaws to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as amended, or any corresponding provision of any successor federal tax law.

Section 12.4 — Parliamentary Authority

In all matters of procedure not covered by these Bylaws, the Certificate of Incorporation, or applicable law, the Board may refer to Robert's Rules of Order, Newly Revised, as a guide, but shall not be bound thereby.

Section 12.5 — Headings

The article and section headings used in these Bylaws are for convenience of reference only and shall not affect the construction or interpretation of any provision hereof.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Bylaws were duly adopted as the Bylaws of Service Member Financial Readiness Network, Inc., by the Board of Directors on the date first written above.

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Signature of President

Printed Name: _______________________________

Date: _______________________________

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Signature of Secretary

Printed Name: _______________________________

Date: _______________________________