
THEODORE'S HEART INITIATIVE

MINUTES OF THE INITIAL BOARD OF DIRECTORS MEETING

Date of Meeting: March 21 2026

Time of Meeting: 1:00 PM

Location/Platform: Virtual

I. CALL TO ORDER & ROLL CALL

The initial meeting of the Board of Directors of Theodore's Heart Initiative was called to order at 1:00 [AM/PM] by Christopher Ellerson, who acted as the Chairperson of the meeting.

The following initial directors were present, constituting a quorum of the full board:

Christopher M. Ellerson

Drea-Mika A. Ellerson

Kimberly A. Bonner

Michael D. Ellerson

Absent: _____

II. CORPORATE GOVERNANCE

A. Acknowledge Certificate of Formation

The Chairperson announced that the Certificate of Formation (Form 202) was successfully filed with the Texas Secretary of State. The Board acknowledged the filing and directed that a copy be kept in the official corporate records.

B. Acknowledge Receipt of EIN

The Chairperson announced that the organization has successfully been issued an Employer Identification Number (EIN) by the IRS. The EIN is: 41 - 4501867.

C. Adoption of Bylaws

The Board reviewed the drafted 13-Article Bylaws for the regulation and management of the corporation's affairs.

- Motion made by: Kimberly Bonner to adopt the Bylaws as presented.
- Seconded by: Michael Ellerson
- Vote: Unanimously Approved [] Approved by Majority (4 For, ___ Against)

D. Election of Officers

The Board discussed the appointment of officers to serve a one-year term in accordance with the Bylaws. The following individuals were nominated:

- President: Christopher Ellerson
- Vice President: Kimberly Bonner
- Secretary: Drea Miha Ellerson
- Treasurer: Michael Ellerson
- Motion made by: Christopher Ellerson to elect the officers as nominated.
- Seconded by: Kimberly Bonner
- Vote: Unanimously Approved [] Approved by Majority (4 For, ___ Against)

E. Conflict of Interest Policy

The Board reviewed the formal Conflict of Interest Policy.

- Motion made by: Christopher Ellerson to adopt the policy.
- Seconded by: Michael Ellerson
- Vote: Unanimously Approved [] Approved by Majority (4 For, ___ Against)
(Note: All present board members subsequently signed their Annual Conflict of Interest Statements).

III. TAX EXEMPTION STATUS

A. 501(c)(3) Application

The Board discussed the preparation and filing of IRS Form 1023 to apply for federal 501(c)(3) tax-exempt status as a public charity.

- Motion made by: Christopher Ellerson to authorize the officers to complete, sign, and file Form 1023 and pay the associated user fee.
- Seconded by: Kimberly Bonner
- Vote: Unanimously Approved [] Approved by Majority (4 For, ___ Against)

IV. FINANCIAL & OPERATIONAL SETUP

A. Corporate Bank Account & Initial Funds

The Board discussed opening a corporate checking account at P.N.C. [Bank Name].

- Motion made by: Christopher Ellerson to authorize the President and Treasurer as the official signers on the account, to authorize the transfer of initial GoFundMe donations into this account, and to approve initial operational expenses (Google Business, compute resources, etc.).
- Seconded by: Kimberly Bonner
- Vote: Unanimously Approved [] Approved by Majority (4 For, ___ Against)

B. Bookkeeping System

The Board discussed establishing a transaction logging system. It was agreed that Google sheets to Stripe [System/Software Name, e.g., QuickBooks, Wave, Excel] will be used to maintain accurate financial records.

V. FUNDRAISING & STRATEGIC INITIATIVES

A. General Strategy & El Tour de Tucson

The Board held a general discussion on fundraising. Kimberly Bonner [Name] was assigned the action item to contact El Tour de Tucson to inquire about the timeline and 501(c)(3) requirements for becoming an official charity beneficiary for the November ride.

VI. ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 5:33 [AM/PM].

- Motion to adjourn made by: Drea-Miha Ellerson
- Seconded by: Christopher Ellerson
- Vote: Unanimously Approved

CERTIFICATION OF MINUTES

I certify that I am the duly elected Secretary of Theodore's Heart Initiative and that the above minutes are a true and accurate record of the proceedings of the Initial Board of Directors meeting.



Signature of Secretary

Drea-Miha Ellerson

Printed Name of Secretary

Date Signed: March 21 2026
