

# NON-PROFIT CORPORATE BYLAWS – WARRIOR RISING

## **ARTICLE I: Name**

### **Section 1.01 Name**

The name of this corporation shall be Warrior Rising.

## **ARTICLE II: Purposes and Powers**

### **Section 2.01 Nonprofit Purpose**

This corporation 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 the corresponding section of any future federal tax code.

### **Section 2.02. Specific Purpose**

Warrior Rising empowers U.S. veterans and members of their immediate family by providing opportunities to earn employment, create sustainable businesses, and perpetuate the hiring of fellow U.S. military veterans.

### **Section 2.03 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to affect the charitable 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 the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **Section 2.04 Nonprofit Status and Exempt Activities Limitation**

#### **(a) Nonprofit Legal Status.**

Warrior Rising is a Utah nonprofit public benefit corporation.

#### **(b) Exempt Activities Limitation.**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation 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 the corporation shall inure to the benefit of or be distributable to any director, officer, member, or other private person, except that the corporation 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.

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### **(c) Distribution Upon Dissolution.**

Upon termination or dissolution of the Warrior Rising, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The organization to receive the assets of the Warrior Rising hereunder shall be selected in the discretion of a majority of the managing body of the corporation, 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 Warrior Rising, by one 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 State of Utah.

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 Warrior Rising, then the court shall direct the distribution of its assets lawfully available for distribution to the Veterans Support Center at the University of Utah.

### **ARTICLE III: Membership**

#### **Section 3.01 No Membership Classes**

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

#### **Section 3.02 Non-Voting Affiliates**

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 the corporation. 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 the corporation website. Affiliates have no voting rights, and are not members of the corporation.

#### **Section 3.03 Dues**

Any dues for affiliates shall be determined by the board of directors.

### **ARTICLE IV: Board Of Directors**

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### Section 4.01 Number of Directors

Warrior Rising shall have a board of directors consisting of at least 3 and no more than 24 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.

### Section 4.02 Board Status of the Executive Director

The Warrior Rising Executive Director shall be a non-voting, ex officio member of the board of directors. He/she shall attend all Warrior Rising board meetings but shall not be counted as a director, and his/her presence at a meeting shall not be considered in determination of a quorum. The Executive Director may be excluded from any regular or special meeting or segment of a meeting of the board if the board votes to do so by majority vote of the directors present at that meeting.

### Section 4.03 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Warrior Rising shall be managed under the direction of the board, except as otherwise provided by law.

### Section 4.04 Terms

(a) All directors shall be elected to serve a three-year term, however the term may be extended until a successor has been elected.

(b) To the extent to which it is feasible to do so and useful to the board, director terms shall be staggered so that approximately one-third of the directors will end their terms in any given year.

(c) Directors may serve up to, but no more than, three terms in succession.

(d) The first year of the term of office for any director shall be considered to begin January 1 of the first full calendar year in which that director serves.

### Section 4.05 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, an individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year. In January of each year, the board shall also vote whether to approve successive terms for directors who have fulfilled a term of office and wish to serve for a successive term.

### Section 4.06 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, 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.

(a) Unexpected Vacancies.

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Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

### **Section 4.07 Removal of Directors**

A director may be removed by two-thirds vote of the board of directors then in office:

(a) if 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 board meeting attendance and in that case, the board vice president shall excuse the president. Or,

(b) for cause or no cause, if 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 removal and is given the opportunity to be heard at a meeting of the board.

### **Section 4.08 Board of Directors Meetings**

#### **(a) Regular Meetings.**

All board meetings shall be accessible electronically via telephone, computer conferencing or other such commonly available technologies by which every director is able to hear every other director. The board of directors shall have a minimum of four regular meetings each calendar year at times and places, and via electronic access, as fixed by the board. Board meetings shall be held upon four or more days' notice by first-class mail, electronic mail, or facsimile transmission or 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, and instructions for electronic access of the meeting. The purpose of the meeting need not be specified.

#### **(b) Special Meetings.**

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

### **Section 4.09 Manner of Acting.**

#### **(a) Quorum.**

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 that requires a vote shall be considered by the board at any meeting at which a quorum is not present.

#### **(b) Majority Vote.**

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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.

(c) Vote by Proxy.

No votes by proxy shall be allowed.

(d) Hung Board Decisions.

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

(e) Participation.

Except as required otherwise by law, the Articles of Incorporation, 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. Directors who are not physically at the meeting place but who are participating via electronic access shall be considered present at the meeting for purposes of constituting a quorum.

### Section 4.10 Compensation for Board Service

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.

### Section 4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board *Conflict of Interest Policy* and all applicable state and federal laws.

## ARTICLE V: Committees

### Section 5.01 Establishing Committees

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees to assist in the business of Warrior Rising. Except as otherwise directed in these Bylaws, each committee shall consist of two or more directors, plus any number of people who are not directors, to serve upon approval by, and at the pleasure of, the board. Each committee shall be chaired by one of the directors who is a committee member. Except as otherwise directed in these Bylaws, the chairman of the board of directors shall appoint a director to chair each committee, subject to approval by a majority of all the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

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- (a) take any final action on matters which also require other board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors or on any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
  - (i) to which the corporation is a party and one or more directors have a material financial interest; or
  - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

### Section 5.02 Standing Committees

The board of directors shall establish Standing Committees as a permanent part of the organization. Committee members shall be appointed for the term of the current calendar year by the chairman of the board with approval by a majority of all the board of directors. A Standing Committee is to carry out those responsibilities delegated to it by the board of directors and shall not supersede the authority of the board. Standing Committees shall report regularly to the board of directors.

By a majority vote of all the board of directors, the composition and/or functions of standing committees may be altered from those specified in this Section of the Bylaws for a period not to exceed one year.

#### (a) Executive Committee.

The executive committee is composed of all the officers of the corporation, as identified in Article VI of these Bylaws. The president of the corporation shall serve as the chair of the executive committee. The executive committee may include other directors and non-directors as requested by the executive committee chair and approved by the board.

The executive committee is responsible for assisting the board in carrying out its administrative and financial/fiduciary responsibilities and for policy development and oversight by acting on behalf of the board when necessary to assure timely consideration and action on issues and circumstances. The executive committee shall have the authority to direct and oversee the

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implementation by the Warrior Rising Executive Director of policies, initiatives, and programs recommended by the board. The committee shall also have the authority to approve and oversee the budget, approve budget modifications, and approve contracts on behalf of the corporation.

At a meeting of the executive committee, the act of a two-thirds majority of all the current members of the executive committee shall be the act of the executive committee. Any action that could otherwise be taken at a meeting of the executive committee may be taken without a meeting if such action is pre-approved in writing by all members of the executive committee.

All actions taken by the executive committee shall be reported to the board at the board's next regular meeting.

### (b) Governance Committee.

The governance committee is responsible for recruitment, orientation, development and retention of the board of directors. It is also responsible for assessing individual and board performance and planning for leadership succession and for nominating people to serve in the roles of officers of the corporation. The governance committee reviews and recommends changes to the bylaws as needed. The governance committee generally monitors the actions of Warrior Rising and its board of directors to advise adherence to national and state laws, the articles of incorporation, these Bylaws, and all established Warrior Rising policies.

### (c) Finance Committee.

The treasurer of the corporation shall serve as the chair of the finance committee. The committee assists the board in carrying out its fiduciary and financial responsibilities including the preparation of the annual budget for approval and adoption and making recommendations regarding the need to increase revenue and/or reduce expenses. The committee recommends external accountants, receives and reviews financial reports and audits, and assures the submission of appropriate tax filings.

### **Section 5.03 Ad Hoc Committees**

Ad hoc committees may be created as desired by the chairman of the board and approved by a simple majority vote of members at any regular or special meeting of the board of directors. The term of an ad hoc committee shall be established by the chairman of the board at such time as the vote is taken to approve the committee.

### **Section 5.04 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be

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given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **Section 5.05 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a majority of a quorum. For purposes of this section an email transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a majority of a quorum of board members gives consent.

## **ARTICLE VI: Officers**

### **Section 6.01 Board Officers**

The officers of the corporation shall be the board chairman, president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. The board chairman and board president must be current members 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 the corporation, 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.

### **Section 6.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Each board officer's term of office shall begin upon the adjournment of the board meeting at which he/she is elected and shall end upon the adjournment of the board meeting during which a successor is elected. However, if elected to fill a vacancy in an officer position, that person's term of office shall begin immediately at the time the election result is announced.

### **Section 6.03 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation 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.



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### **Section 6.04 Board Chairman**

The board chairman shall be the chief volunteer officer of the corporation. The board chairman 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.

### **Section 6.05 Board President**

The board president shall be the face of the organization and will sit in counsel with the officers of the board of directors and the officers shall determine the president's role for each president's term of office. In the absence or disability of the board chair, the board president shall perform the duties of the board chair. When so acting, the president shall have all the powers of and be subject to all the restrictions upon the board chair.

### **Section 6.06 Vice President**

In the absence or disability of the board president, the ranking vice-president or vice-president designated 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, but not necessarily, accede to being nominated to the office of board chairman upon the completion of the board chairman's term of office.

### **Section 6.07 Secretary**

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, the chairman of the board, or the board president. The secretary may appoint, with approval of the board, another person to assist in performance of all or part of the duties of the secretary.

### **Section 6.08 Treasurer**

The treasurer shall be the lead person for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation 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 the corporation, 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.

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### Section 6.09 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other director and non-director officers of the corporation.

## ARTICLE VII: Contracts, Checks, Loans, Indemnification and Related Matters

### Section 7.01 Contracts and Other Writings

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

### Section 7.02 Checks and Drafts

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

### Section 7.03 Deposits

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

### Section 7.04 Loans

No loans shall be contracted on behalf of the corporation 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.

### Section 7.05 Indemnification

#### (a) Mandatory Indemnification.

The corporation 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 the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

#### (b) Permissible Indemnification.

The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, 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.

#### (c) Advance for Expenses.

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Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation 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 the corporation in these Bylaws.

### (d) Indemnification of Officers, Agents and Employees.

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Utah 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 VIII: Conflict of Interest Policy

### Section 8.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

### Section 8.02 Definitions

#### (a) Interested Persons.

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.

#### (b) Financial Interest.

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 Organization has a transaction or arrangement,
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Section 8.03, heading b, 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.

### Section 8.03 Procedures

#### (a) Duty to Disclose.

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.

#### (b) Determining Whether a Conflict of Interest Exists.

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.

#### (c) Procedures for Addressing a Conflict of Interest.

- i. 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.
- ii. 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.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- iv. 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 the Organization'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.

## ARTICLE IX: Miscellaneous

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### **Section 9.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **Section 9.02 Fiscal Year**

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

### **Section 9.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation'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. See Article VIII of these Bylaws for the current conflict of interest policy.

### **Section 9.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected on an entirely nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. In its internal operations, dealings with vendors and donors, and treatment of all service clients, it is the policy of Warrior Rising not to 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. Given the Warrior Rising mission, however, Warrior Rising shall on some occasions give preferential consideration and treatment to U.S. armed forces veterans and their family members, but only in order to fulfill the Warrior Rising mission.

### **Section 9.05 Bylaw Amendment**

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 all amendments be consistent with the Articles of Incorporation;
- (b) that no amendment shall be made to these Bylaws that 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;
- (c) and, that an amendment does not affect the voting rights of directors. 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.

## **ARTICLE X: Document Retention Policy**

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### Section 10.01 Purpose

The purpose of the document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Warrior Rising records.

### Section 10.02 Policy

Warrior Rising shall create and maintain a Document Retention Policy.

## **ARTICLE XI: Transparency and Accountability, Disclosure of Financial Information With the General Public**

### Section 11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Warrior Rising practices and encourages transparency and accountability to the general public. This policy will:

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

The details of this policy are as follow:

### Section 11.02 Financial and IRS Documents (The form 1023 and the form 990)

Warrior Rising 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.

### Section 11.03 Means and Conditions of Disclosure

Warrior Rising shall make widely available the aforementioned documents on its internet website ([www.warriorrising.org](http://www.warriorrising.org)) to be viewed and inspected by the general public.

- (a) 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).
- (b) The website shall clearly inform readers that the documents are available and provide instructions for downloading them.
- (c) Warrior Rising 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).

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(d) Warrior Rising 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 days for mailed requests.

### **Section 11.04 IRS Annual Information Returns (Form 990)**

Warrior Rising shall submit the Form 990 to its board of directors for review prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

### **Section 11.05 Board**

(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.

### **Section 11.06 Staff Records**

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except properly authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the board when requested by a current or previous director.

### **Section 11.07 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 or organization outside the corporation except properly authorized governmental agencies.

(c) For the purpose of Warrior Rising fundraising only, and with the approval of the board, Warrior Rising may make available to other organizations selected information about Warrior Rising donors. Access to such information shall be allowed only subject to the provisions of a contractual understanding with the other organizations, which protects Warrior Rising's ownership of the data and severely limits the other organization's rights to use the donor

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information strictly in support of Warrior Rising revenue purposes. In such cases, Warrior Rising shall release the least amount of donor information required for its purposes.

(d) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

(e) Donor records shall be made available to the board when requested by a current or previous director.

### **ARTICLE XII: Whistleblower Protection Policy**

#### **Section 12.01 Purpose**

Warrior Rising 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 the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Warrior Rising to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **Section 12.02 Whistleblower Protection Policy**

Warrior Rising shall create and maintain a Whistleblower Protection Policy.

### **ARTICLE XIII: Amendment of Articles of Incorporation**

#### **Section 13.01 Amendment of the Articles of Incorporation**

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

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above modified Bylaws of Warrior Rising were approved by the Warrior Rising's board of directors on the 19th day of September, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary: Dan LaMorte

Date: 09/19/2017