

# **Stay in the Fight Veterans Foundation**

## **A Nonprofit Corporation**

### **Article 1**

#### **Name**

#### **1.01 Name**

The name of the Corporation is Stay in the Fight Veterans Foundation (hereinafter referred to as the “Corporation”). The Corporation is a non-profit corporation. When it dissolves, all its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

### **Article 2**

#### **Purposes and Powers**

#### **2.01 Purpose**

The Corporation shall be and is a non-profit corporation under the laws of the State of Texas. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

The Corporation is organized and shall be operated for charitable and educational purposes, including:

- a. Provide supplemental funding to help improve efficacy of programs and treatments for at-risk veterans who fall within the jurisdiction of the North Texas Regional Veterans Court. Programs and treatments to include but not limited to drug and/or alcohol treatment, random drug testing, individual/group counseling, support group meetings, vocational or job counseling, educational classes, and community supervision.
- b. Provide supplemental non financial resources to address key challenges faced by at risk veterans and to promote efficacy and advocacy of the North Texas Regional Veterans Court and VALOR program.

And to exercise all powers provided in the Texas Business Organizations Code in furtherance of the above-stated purposes.

#### **2.02 Powers**

Except as these Articles otherwise provide, the Corporation has the powers provided in the Internal Revenue Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

## **Article 3 Restrictions and Requirements**

### **3.01 Restrictions and Requirements**

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

No Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 these Articles.

No Prohibited Activities: No substantial part of the activities of the Corporation shall be to influence or attempt to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not participate in any other activities that are not permitted by a tax-exempt corporation under section 501(c)(3) of the Internal Revenue Code, or by a corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

Termination: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or distributed for a public purpose to a federal, state or local government. Any remaining assets not distributed for a public purpose shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to organization(s) as the court shall determine, which are organized and operated exclusively for such purposes.

## **Article 4 Membership**

### **4.01 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.

### **4.02 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, or other events or

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

## **Article 5 Managing Body of Corporation**

### **5.01 Number of Directors**

The Corporation shall have a board of directors consisting of at least 4 and no more than 9 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.

### **5.02 Powers**

All corporate powers of the Stay in the Fight Veterans Foundation Corporation shall be exercised by its Board of Directors and such committees of the board that the board may, from time to time, establish, except as otherwise provided by law.

### **5.03 Term of Office**

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin October 1<sup>st</sup> and end September 30<sup>th</sup> of the second year in office, unless the term is extended until such time as a successor has been elected.

### **5.04 Qualification and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Candidates can be recommended by any individual but must be sponsored by a sitting board member or retired board member for consideration. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term in office shall take place in September of each year.

### **5.05 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. 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.

### **5.06 Removal of Directors**

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

- (a) 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 the 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 case and is given the opportunity to be heard at a meeting of the board.

#### **5.06 Board of Directors Meetings**

- (a) Regular Meetings. The board of directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon five (5) days notice by electronic mail, facsimile or delivered personally or by telephone. Notice will be deemed delivered upon its completed transmission or in person delivery or completed phone conversation with the board member. Notice of meetings shall specify the place, day/date, and hour of the meeting.
- (b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place. The purpose of the meeting is not required in the notification.

#### **5.07 Manner of Acting**

- (a) Quorum. A majority of the directors in office immediately before a meeting including at least one (1) officer 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.
- (b) 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.
- (c) 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 order of presence shall have the power to swing the vote based on his/her discretion.
- (d) 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.
- (e) Proxy Voting. There shall be no proxy voting.

#### **5.08 Compensation for Board Services**

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.

## **Article 6 Committees**

### **6.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the board.

- (a) The president shall be ex-officio a member of all committees except the financial reconciliation committee.
- (b) The chair of each standing committee shall be ex-officio a member of all subcommittees within the respective committee.
- (c) Chairs shall assume their official duties following the close of the fiscal year and shall serve a term of one (1) year
- (d) Only one (1) person shall be appointed to serve in any one (1) chair position.
- (e) No chair person shall serve in the same office for more than two (2) consecutive terms.
- (f) All standing committee chairs shall:
  - (i) Deliver to their successor or the president all official materials within fifteen (15) days;
  - (ii) Present a written Plan of Work to the executive board for approval;
  - (iii) Have current copy of the Bylaws; and
  - (iv) Perform other duties as assigned by the president
- (g) Quorum of any committee shall be a majority of its members.

### **6.02 Authority**

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:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members in office at the time;
- (b) fill vacancies on the board of directors or in 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.

### **6.03 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 V of these Bylaws concerning meetings of the directors, with such changes in the context of these 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 by either resolution of the board of directors or by resolution of the committee. Special meetings of committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be 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 consistent with the provision of these Bylaws.

#### **6.04 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 quorum. For purposes of this section an e-mail transmission from and 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 quorum of board members gives consent.

### **Article 7 Officers**

#### **7.01 Board Officers**

The officers of the Corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure 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 (2) or more board offices, but no board officer may act in more than one capacity where the action of two (2) or more officers is required.

#### **7.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

#### **7.03 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.

#### **7.04 Board President**

The board president shall be the chief volunteer officer of the Corporation. The board president 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.

Examples of specific duties include but are not limited to:

1. appoint the chair for each standing committee and special committee, subject to the approval of the executive board, unless otherwise provided in these Bylaws;
2. appoint the members of each standing committee and special committee unless otherwise provided in these Bylaws;
3. be authorized to sign contracts approved by the executive board;
4. be listed as the principal officer and be authorized to sign tax documents, unless prohibited by terms of employment;
5. appoint the financial reconciliation committee, subject to the approval of the executive board; and
6. serve as an ex-officio member of all committees except the financial reconciliation committee.

#### **7.05 Vice President**

In 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 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 accede to the office of board president upon completion of the board president's term of office.

#### **7.06 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 or the board president but may not serve as a member of the financial reconciliation committee. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### **7.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation and as such will serve as the chair of the budget and finance committee. 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 and be authorized to sign on bank accounts and also be authorized to sign tax

documents , if the president is prohibited by employment. 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.

### **7.08 Non-Director Officers**

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

## **Article 8**

### **Contracts, Checks, Loans, Indemnification and Related Fiscal Matters**

#### **8.01 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.

#### **8.02 Checks, 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.

#### **8.03 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.

#### **8.04 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.

#### **8.05 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 conjunction with the proceedings.
- (b) Permissible Indemnification. The Corporation shall indemnify a director or former director made to 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 a manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. 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 Texas 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.

### **8.06 Fiscal Accountability**

- (a) Fiscal Year. The fiscal year of the Corporation shall begin October 1 and end on the following September 30.
- (b) Signers. Signers of the bank account shall not be related by blood or marriage and shall not reside in the same household.
- (c) Financial Reconciliation
- (i) A financial reconciliation shall be performed:
    1. at the end of the fiscal year;
    2. When any authorized check signer is added or deleted on any bank account; and
    3. At any time deemed necessary by the president or three (3) or more directors.
  - (ii) The president shall appoint, subject to the approval of the executive board, a financial reconciliation committee consisting of not less than three (3) directors, who are not authorized signers. Members of the financial reconciliation committee shall not be the incoming treasurer or be related by blood or marriage and shall not reside in the same household as the authorized signers.
  - (iii) For the financial reconciliation to be performed at the end of the fiscal year, the president shall appoint the financial reconciliation committee at least thirty (30) days before the last meeting of the year.
  - (iv) The financial reconciliation committee report shall be adopted by a majority vote of the board of directors at the first regular meeting following the financial reconciliation

## **Article 9 Miscellaneous**

### **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.

### **9.02 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) 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:
- (d) donor records shall be made available to the board when requested.

### **9.03 Fiscal Year**

The fiscal year of the Corporation shall be from October 1 to September 30 of each year.

### **9.04 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.

### **9.05 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Stay in the Fight Veterans Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **9.06 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 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; and,
- (b) 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) and
- (c) that all amendments be consistent with the Articles of Incorporation.

## **Article 10 Document Retention Policy**

### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Stay in the Fight Veterans Foundation records.

### **10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the

operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Stay in the Fight Veterans Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Stay in the Fight Veterans Foundation expects all officers, directors, and employees to comply with any published records retention or destruction policies or schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: if you believe, or Stay in the Fight Veterans Foundation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception superseded any previously or subsequently established destruction schedule for those records.

### Section 3. Minimum Retention Periods for Specific Categories

- (a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.
- (e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.
- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
- (g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and

sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

- (h) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.
- (i) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (j) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- i. Printed in hard copy and kept in the appropriate file; or,
- ii. Kept electronically. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **Article 11**

### **Codes of Ethics and Whistleblower Policy**

#### **11.01 Purpose**

Stay in the Fight Veterans Foundation 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 Stay in the Fight Veterans Foundation to adhere to all the 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.

#### **11.02 Reporting of Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Stay in the Fight Veterans Foundation is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

#### **11.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds of believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be reviewed as a serious disciplinary offense.

#### **11.04 Retaliation**

Said person is protected from retaliation only if she/he brings alleged unlawful activity, policy, or practice to the attention of Stay in the Fight Veterans Foundation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this

requirement.

Stay in the Fight Veterans Foundation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Stay in the Fight Veterans Foundation or of another individual or entity with whom Stay in the Fight Veterans Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Stay in the Fight Veterans Foundation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or public body, any activity, policy, or practice of Stay in the Fight Veterans Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **11.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **11.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken is warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

## **Article 12 Amendment of Articles of Incorporation**

### **12.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

### Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Stay in the Fight Veterans Foundation were approved by the Stay in the Fight Veterans Foundation board of directors on April 22<sup>nd</sup> 2019 and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date \_\_\_\_\_