

Lake Superior Warriors
A Minnesota Non-profit Corporation



CORPORATE BYLAWS

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be LAKE SUPERIOR WARRIORS. The business of the corporation will be conducted as LAKE SUPERIOR WARRIORS.

ARTICLE II
PURPOSE AND POWERS

2.01 Purpose

LAKE SUPERIOR WARRIORS is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Our mission is to help disabled military veterans reintegrate into civilian life by building a sense of community, camaraderie, and self-confidence. The program engages in volunteer and outreach events to build connections between our members and our communities. We use the sport of hockey to build camaraderie and provide therapy to our members. We provide our members the opportunity to participate on the ice at a level appropriate to their skill level and physical ability, building their self-confidence and relieving stress.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do all lawful acts which 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.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status

LAKE SUPERIOR WARRIORS is a Minnesota non-profit public benefit corporation, organized under Minnesota statutes (317A) and recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(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 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.

(c) Distribution Upon Dissolution

Upon termination or dissolution of LAKE SUPERIOR WARRIORS, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any future statute) that have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the LAKE SUPERIOR WARRIORS 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 LAKE SUPERIOR WARRIORS, by one (1) 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 Minnesota.

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 LAKE SUPERIOR WARRIORS, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Minnesota to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 Membership Classes

LAKE SUPERIOR WARRIORS shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) **General Membership**

General membership is available to any person, corporation, church, synagogue, or nonprofit corporation desiring such membership and willing to support the objectives of LAKE SUPERIOR WARRIORS. This shall be a non-voting class of membership.

(b) **Player Membership**

Player membership shall be a voting class of membership, available to current and former members of the U.S. military. Former members are required to have been discharged under honorable or general conditions, with exceptions subject to approval by a majority the board or directors.

Player Members must also meet one of the following criteria for eligibility:

1. Purple Heart.
2. VA rating of 10% or greater.
3. Medically discharged from active, reserves or National Guard.
4. Veterans with disabilities that are the result of a disease or injury incurred or aggravated during active military service.
5. Post-service disabilities that are considered related or secondary to disabilities occurring in service and for disabilities presumed to be related to circumstances of military service, even though they may arise after service.
6. Any Veteran with a disability that did not occur during Military Service and meets discharge eligibility.

(c) **Sustaining Membership**

A sustaining membership is available to any person, corporation, church, synagogue, or nonprofit corporation desiring membership and willing to support the objectives of LAKE SUPERIOR WARRIORS and who has paid a sustaining membership fee to be determined by the Board of Directors. This membership fee shall be of such a substantial amount as to indicate the member's commitment to the support of LAKE SUPERIOR WARRIORS and its goals, objectives and operations. This is a non-voting class of membership.

(d) **Founding Membership**

A founding membership is limited to those individual(s) who served as incorporator(s) of LAKE SUPERIOR WARRIORS. This shall be a voting class of membership.

3.02 Class Selection

Upon submission of relevant documentation to establish eligibility, the board of directors will decide, on a case by case basis, to which class of membership each member will belong. The board will issue a Certificate of Membership to each member, which will certify their membership in the organization and indicate which membership class they are included in.

3.03 Discrimination

Membership shall be permitted regardless of race, sex, creed or religion provided that the requirements for membership are met, including that the member be willing to support the objectives of LAKE SUPERIOR WARRIORS. No qualified person shall be denied membership unless pursuant to the vote of the board of directors as set forth herein.

3.04 Votes

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. General members and sustaining members shall not have voting rights unless conferred on these classes of members by the board of directors.

3.05 Dues

At the beginning of each season, the board of directors may determine an amount of money that each player member needs to pay in order to participate on the ice as a member of the organization. These individual dues are to be collected from each participating member prior to the season beginning. Any player unable to afford the dues can request relief from the board of directors and they will consider each request on a case by case basis.

No membership class or voting privileges shall be affected by the payment or non-payment of membership dues. Non-payment of dues will only result in the member being unable to participate in on ice activities.

The purpose of these dues are to fund the operation of the organization, especially during the initial years as our fundraising and sponsorship efforts are just beginning. At any point, if the financial situation of the organization permits, the board of directors may opt to no longer require dues.

All dues paid are non-refundable.

3.06 Additional Classes

The board of directors, by affirmative vote of two-thirds of all the members of the board, may determine whether to create additional classes of membership for the benefit of the corporation and whether to grant voting rights to any class of members.

3.07 Resignation and Removal

Any member may resign by filing a written resignation.

Any member who has been expelled or removed for cause by the board of directors *may* appeal to the player members. The player members may call a meeting and, by a two-thirds majority of all voting members, render a decision as to the reinstatement or removal of the member.

3.08 Non-Transferable

Membership in LAKE SUPERIOR WARRIORS is not transferable or assignable.

3.09 Length of Membership

Length of membership for Sustaining Membership shall be one (1) year, unless otherwise determined by the board of directors. General Membership, Player Membership, and Founding Membership shall not expire if the member continues to support the objectives of LAKE SUPERIOR WARRIORS.

3.10 Manner of Acting

(a) Quorum

25% of the voting members before a membership meeting shall constitute a quorum for the transaction of business at that membership meeting. No business shall be considered by the voting members at any membership meeting at which a quorum is not present.

(b) Majority Vote

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the voting members.

(c) Hung Board Decisions

On the occasion that voting members are unable to make a decision based on a tied number of votes, the team captain or assistant captain, in that order of presence, shall have the power to swing the vote based on his/her discretion. If no resolution can be found, the issue may be tabled until a new membership meeting is called to address it.

(d) Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, voting members may participate in a regular or special meeting through the use of any means of communication by which all voting members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

3.11 Core Values

The LAKE SUPERIOR WARRIORS primary mission is to assist and support wounded, injured, or otherwise disabled veterans. Our core values are Community, Camaraderie, and Sportsmanship.

COMMUNITY

We achieve our primary goals by helping our disabled veterans build connections in their communities through volunteer and outreach events. Assisting with the setup and management of local hockey tournaments, air shows, marathons, and other events, our members build connections and confidence while serving their communities.

CAMARADERIE

Both on and off the ice, the members of LAKE SUPERIOR WARRIORS are a family. After leaving the military, many veterans struggle fitting in. This organization provides a familiar feeling for those that have served. The bonds that are formed in the locker room, on the ice, and in the community, help build confidence and provide meaningful support for members who may be struggling with adjusting to civilian life.

SPORTSMANSHIP

Sportsmanship, at its very essence, is respect – respect for others and for one’s self. Sportsmanship encompasses all that which is good in human nature. It is a concrete measure of the understanding and commitment to fair play, ethical behavior and integrity. The members of the LAKE SUPERIOR WARRIORS will treat others with respect, and in turn build self-respect and confidence. It is our goal as an organization to present ourselves as professional and courteous at all times.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

LAKE SUPERIOR WARRIORS shall have a board of directors consisting of at least 5 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

4.02 Powers

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

4.03 Terms

- (a) All directors shall be elected to serve a one (1) year term.
- (b) Directors may serve terms in succession, provided the voting members re-elect them.
- (c) The term of office shall be considered to begin the day the director is voted into their position and ends when their successor has been duly elected.

4.04 Qualifications and Election of Directors

To be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a member of the organization. Both voting and non-voting members may be nominated; however, they may only be elected by a plurality of quorum of the voting members. The election of directors to replace those who have fulfilled their term of office shall take place at the end of the season in April each year.

4.05 Vacancies

The board may temporarily appoint directors to fill vacancies due to resignation, death, or removal of a director. The voting members may nominate replacements and vote to elect new board members to fill vacancies. If disputes arise over the filling of the vacancy, a plurality of voting members may decide the replacement. Any director chosen to fill a vacancy will serve only the remainder of the term for which he is selected fill.

4.06 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) 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 president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from attendance and in that case, the remaining members of the board may excuse the president for a reason they deem adequate.

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 his/her removal and is given the opportunity to be heard at a meeting of the board.

By unanimous consent of the Founding Members, a membership meeting may be called to discuss the removal of a board member. The voting members may, at such meeting, and by a two-thirds ($\frac{2}{3}$) majority of a quorum of voting members, vote to remove a board member. A plurality of voting members present at such meeting may then elect a new board member to fill the vacancy.

4.07 Board of Directors Meetings

(a) Regular Meetings

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone, text message, or other electronic messaging. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings

Special meetings of the board may be called by the 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, but not the purpose, of the meeting.

(c) Waiver of Notice

Any director may waive notice of any meeting, in accordance with Minnesota law.

4.08 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 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 that order of presence shall have the power to swing the vote based on his/her discretion. If no resolution can be found, the issue may be brought to the voting members for a majority vote.

(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.

4.09 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 their responsibilities to the board, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remunerations shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and Minnesota state law.

ARTICLE V **COMMITTEES**

5.01 Committees

The board of directors may, by resolution adopted by a majority of the directors then in office, designate on or more committees to serve at the pleasure of 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:

- (a) take any final action on matters which also required board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws of 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 member of these committees;
- (f) expend corporate funds to support a nominee for director;
- (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.

5.2 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 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.

5.2 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 electronic communication constitutes valid writing. The intent of this provision is to allow the board of directors to use email and instant messaging to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI **OFFICERS**

6.01 Board Officers

The officers of the corporation shall be a President, Treasurer, Secretary, Volunteer and Fundraising Director, Marketing Director, Family Advocate, Technology Officer, Director of Hockey Operations, Recruitment Director, Equipment Manager, and Team Captain, all of whom shall be chosen by, and serve at the pleasure of, the voting members of the organization. All the members occupying officer positions shall constitute the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction or an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term. Each officer's term of office shall begin upon the adjournment of the annual membership meeting at which elected and shall end upon election of a successor the following year.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause, subject to laws of the state of Minnesota, the Articles of Incorporation, and these Bylaws. 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.

6.04 Board President

The 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.

6.06 Treasurer

The Treasurer shall be the chief financial officer of the corporation and the lead director 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 President. The Treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the organization to assist in performance of all or part of the duties of the Treasurer.

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 or the President. 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.

6.08 Volunteer and Fundraising Director

The Volunteer and Fundraising Director is responsible for identifying opportunities for the corporation to assist the community through volunteer and outreach events. The Volunteer and Fundraising Director is also responsible for organizing fundraising events to raise funds for the operations of the corporation. The Volunteer and Fundraising Director will communicate with the members to keep them informed and engaged with the volunteer and fundraising activities of the corporation. The Volunteer and Fundraising Director may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.09 Marketing Director

The Marketing Director is responsible for maintaining and providing promotional and marketing material for the organization, to include brochures, pamphlets, banners, stickers, pins and any other material created for the purpose of promoting or advertising our team and organization. The Marketing Director is responsible for ensuring that these materials are available at events that require them and for ensuring they are properly stored and organized when not in use. The Marketing Director may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.10 Family Advocate

The Family Advocate is responsible for communicating with the families of the members of the organization and assisting members and their families when they are struggling. The LAKE SUPERIOR WARRIORS are a family and we want all members and their families to feel included in the organization. To that end the Family Advocate will work to ensure that all members and their families feel represented as a part of our organization. The Family Advocate will also coordinate events for the members and their families to get together. The Family Advocate may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.11 Technology Officer

The Technology Officer is responsible for maintaining the information technology assets of the corporation. The Technology Officer is responsible for maintaining the website at <https://lakesuperiorwarriors.com> as well as the databases and other infrastructure required to keep it running. The Technology Officer is also responsible for assisting members with technology related questions and ensuring that everyone can receive communications from the organization in a timely manner.

6.12 Director of Hockey Operations

The Director of Hockey Operations is responsible for obtaining ice-time for practices, scheduling games, arranging exhibition matches, and entering the team into tournaments and other hockey events. The Director of Hockey Operations is responsible for ensuring that players can participate on the ice in an environment that is adapted to their skill level and physical abilities. They will also be responsible for ensuring players have appropriate lodging and travel accommodations if necessary. The Director of Hockey Operations may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.13 Recruitment Director

The Recruitment Director will be responsible for identifying and assisting disabled veterans who are interested in joining the organization. The Recruitment Director will be responsible for receiving applications to join the organization and reviewing documentation. The Recruitment Director will maintain communication with prospective members and assist them to get all the appropriate documentation to meet the eligibility requirements to become a member of the LAKE SUPERIOR WARRIORS. The Recruitment Director may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.14 Equipment Manager

The Equipment Manager will be responsible for maintaining an inventory of hockey equipment owned by the corporation. The Equipment Manager will be responsible for acquiring, storing, and providing hockey equipment for members. The Equipment Manager may appoint, with approval of the board, other members of the organization to assist with their duties and responsibilities.

6.15 Team Captain

The Team Captain is the primary interface and voice between the player membership and the board of directors. The Team Captain's main responsibility is to serve as the leader and face of the organization on and off the ice. They must be committed to the entirety of the team, and capable of vocalizing concerns that the player membership has to the board of directors. The Team Captain should be well versed in both overall hockey knowledge and leadership capability. Their actions will be a direct reflection of the team in every event that we attend. The Team Captain will be held to the highest standard of conduct and professionalism.

6.16 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 VII
CONTRACTS, CHECKS, LOANS,
INDEMNIFICATION AND RELATED MATTERS

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.

7.02 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.

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.

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.

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

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 Minnesota 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 **MISCELLANEOUS**

8.01 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.

8.02 Fiscal Year

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

8.03 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.

8.04 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 LAKE SUPERIOR WARRIORS not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 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 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, or the corresponding section of any future 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 ($\frac{2}{3}$) vote of a quorum of directors at a board meeting.
- (c) That an amendment does not affect the voting rights of any class of members. An amendment that does affect the voting rights of any class of members further requires ratification by a majority vote of a quorum of voting members.

ARTICLE IX
COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, LAKE SUPERIOR WARRIORS shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, LAKE SUPERIOR WARRIORS willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

LAKE SUPERIOR WARRIORS shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) regarding its foreign activities.

ARTICLE X

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 LAKE SUPERIOR WARRIORS 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, LAKE SUPERIOR WARRIORS 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. LAKE SUPERIOR WARRIORS expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the LAKE SUPERIOR WARRIORS 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 supersedes 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, By-Laws 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 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 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 years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three 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) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, LAKE SUPERIOR WARRIORS 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:

11.02 Financial and IRS documents (The form 1023 and the form 990)

LAKE SUPERIOR WARRIORS 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.

11.03 Means and Conditions of Disclosure

LAKE SUPERIOR WARRIORS shall make "Widely Available" the aforementioned documents on its internet website: <https://lakesuperiorwarriors.com> 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 document is available and provide instructions for downloading it.

- (c) LAKE SUPERIOR WARRIORS shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) LAKE SUPERIOR WARRIORS shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

LAKE SUPERIOR WARRIORS shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or 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 director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

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.

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 the 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.

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 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.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

The LAKE SUPERIOR WARRIORS organization 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 LAKE SUPERIOR WARRIORS 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.

12.02 Reporting Violations

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

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of LAKE SUPERIOR WARRIORS and provides LAKE SUPERIOR WARRIORS 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.

LAKE SUPERIOR WARRIORS 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 LAKE SUPERIOR WARRIORS or of another individual or entity with whom LAKE SUPERIOR WARRIORS 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.

LAKE SUPERIOR WARRIORS shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of LAKE SUPERIOR WARRIORS 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

