

Veterans Up North Rodeos Incorporated

A Wisconsin Non-profit Corporation

BYLAWS

Definitions:

Board of Directors – personnel elected by the officers and directors of the corporation to represent them in dealing with corporate management and the governing body of the association.

Contestant – A military competitor participating in any of the events prescribed by the Board of Directors, that make up a complete rodeo.

Active Duty – personnel currently serving in a component of the military (i.e., Army, Air Force, Navy, Marines, Coast Guard etc.)

National Guard – personnel currently serving in the Army or Air National Guard that is the primary reserve military force maintained by the states but can also be activated for federal use.

Reserve - personnel currently serving in a reserve component of the military (i.e., Army, Air Force, Navy, Marines, Coast Guard etc.)

Rodeo Secretary(ies) – the individual at each rodeo responsible for taking entries, recording results and managing the administration of the rodeo

Rules – rules of military rodeo competition as established or adopted by the Board of Directors

Sponsor(s) – those entities that provide funding or in-kind donations for the corporation prior to a rodeos first performance.

Donor(s) – Those organizations, corporations and individuals who provide financial or in-kind donations to the corporation throughout the year.

Stock Contractor(s) – those entities that provide rodeo livestock for rodeo events.

Contract Acts – Personnel contracted by the corporation to perform their specialty duties prior to, during and after a rodeo performance (i.e., Secretaries, judges, pickup men, rodeo clowns, entertainers, bullfighters, timers, announcers, laborers, rodeo royalty etc.)

Performance – A date and period of time set by the Board of Directors to hold a competition between military rodeo contestants and teams.

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Veterans Up North Rodeos Incorporated. The business of the corporation may be conducted as Veterans Up North Rodeos Incorporated, or Veterans Up North Rodeos Inc.

ARTICLE II

PURPOSE, MISSION AND POWERS

2.01 Purpose and Mission

Veterans Up North Rodeos, Inc. is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose and mission of Veterans Up North Rodeos, Inc. is to be organized exclusively for the production of a charitable morale and welfare support system where active-duty military and veterans who share the camaraderie of military service, and the rodeo cowboy lifestyle can come together, pursue their rodeo dreams, and compete in the sport of military rodeo throughout the United States. The Corporation provides high quality rodeo events for military service members who are on active duty, members of the reserve, national guard, retired military, and veterans who have been honorably discharged. The Corporation provides a supporting environment to those who have been medically discharged because of the lasting effects of low intensity conflicts and surviving family members of deceased veterans. The Corporation operates solely on the sponsorships and donations generated by produced rodeos. The net earnings of the Corporation from these military rodeos will be donated to like veteran associations, foundations, and organizations, approved by majority vote of the Board of Directors, that operate under the most current and future Section 501(c)(3) of the Internal Revenue Code.

2.02 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 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. Veterans Up North Rodeos, Inc. is a Wisconsin non-profit public benefit corporation per State Statute 181 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 the Veterans Up North Rodeos, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations 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 Veterans Up North Rodeos, Inc. 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 Veterans Up North Rodeos, Inc., 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 Wisconsin.

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 Veterans Up North Rodeos, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Wisconsin to be added to the general fund.

ARTICLE III

MEMBERSHIP

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.

3.02 Voting Affiliates

The board of directors may approve a class of voting veteran affiliates to serve on the Board of Directors. The affiliate must be 21 years of age, a present or past military dependent whose spouse or parent presently serves or served honorably in the US military. And that affiliate has a documented, extensive background in the sport of rodeo.

3.03 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, or a designated committee of the board, 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.

3.04 Dues

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

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Veterans Up North Rodeos, Inc. shall have a board of directors consisting of no more than 7 directors, with the President being a nonvoting member. 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. All Directors will serve as the Rodeo Committee, as noted in Article V below.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Veterans Up North Rodeos, Inc. 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 three-year term.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 and end December 31 of the same year in office unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 21 years of age, have an extensive background in the sport of rodeo, and a veteran or veteran affiliate within affiliate classifications created by the board of directors as reflected in Article 3.02 (above). 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 of office shall take place in January of each year.

4.05 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, as noted in 4.01 (above).

- (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.

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 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.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have monthly 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. If sent by mail, facsimile transmission, text message 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. Regular meetings can be held in-person or via telephone conference or Zoom, as the Board so determines and agreed upon.

(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 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 Wisconsin 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. A quorum will consist of four (4) directors with Veterans Up North Rodeos Inc.

(b) Robert's Rules. All Board and Rodeo Committee meetings will use the parliamentary authority noted in "Robert's Rules of Order, Simplified & Applied, 3rd Edition" to conduct all meetings. Subcommittee Chairs will determine whether to conduct their meetings in a formal manner (Robert's Rules) or an informal manner.

(c) 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.

(d) Hung Board Decisions. On the occasion that directors of the board are unable to decide 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.

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 board responsibilities, 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 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 state law.

4.11 Financial Liability

No officer, director, contract employee, agent, or attorney shall be personally responsible or liable for any debts, cost or judgments imposed upon or against or incurred by the Veterans Up North Rodeos Inc. Veterans Up North Rodeos Inc. may carry insurance coverage for each rodeo or event conducted under the Veterans Up North Rodeos Inc name.

ARTICLE V **COMMITTEES**

5.01 Committees

The board of directors will, by the resolution adopted by a majority of the directors then in office, designate one Rodeo Committee per proposed rodeo event, consisting of seven (7) or more directors, to serve at the pleasure of the board. And any other committee as required by the board of directors. The Rodeo Committee will adopt and/or establish rules governing the conduct of said rodeo(s), so long as the rules are fair, firm, and consistent during the course of the military rodeo. Any other committee established by the Board of Directors, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no other 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;
- (b) fill vacancies on the board of directors of 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.

5.02 Rodeo Committee

The Rodeo Committee will adopt the current PRCA Rule Book governing the conduct of said rodeo(s), so long as the rules are fair, firm, and consistent during the course of a military rodeo. With the exception of contestants being members of a specific association or organization. Any committee member may bring to the committee rule changes that may benefit the overall production of the rodeo i.e. (The use of non-military contract acts personnel). Veterans will have first priority to enter any rodeo produced by the committee. The committee, based on the number of veteran entries to a specific rodeo, may invite and accept, by majority vote, entries from the local surrounding area where the rodeo is to be held, so long as those contestants support the mission of the corporation.

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.

5.3 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 to by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record, or a text message to a valid telephone number, constitutes a valid writing. The intent of this provision is to allow the board of directors to use email and text messaging to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI **OFFICERS**

6.01 Board Officers

The officers and directors of the corporation shall be a board president, vice-president, secretary, treasurer, and four directors all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer or director 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 directors 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 as noted in Article VII (below). The President, Vice President, Secretary, Treasurer and Security Director, shall act as the Board Executive Committee, who shall function as the day-to-day operations for the Corporation.

6.02 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.

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.

6.04 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. The president shall act as the primary point of contact for the corporation in regard to the production of military rodeos. The board president shall act as the Director and Committee Chair of the Sponsorship Committee.

6.05 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 accede to the office of board president upon the completion of the board president's term of office. The vice-president shall act as the primary point of contact for the corporation in regard to sponsorships and donors for corporation produced rodeos. The Vice President shall be the Director and Committee Chair for the Contract Acts Committee.

6.06 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. The secretary may appoint, with the approval of the board, a director to assist in the performance of all or part of the duties of the secretary. The secretary shall be the focal point prior to and during produced rodeos to assure proper scoring sheets and produced from co-sanctioning military associations, and properly filled out and completed by the Rodeo Secretary following the rodeo. The secretary will take appropriate actions to safeguard, copy and send said documentation to the co-sanctioning association(s). The Secretary will act as the Gate and Tickets committee Chair and be the liaison between the rodeo Secretary and the Rodeo Committee.

6.07 Treasurer

The treasurer shall be 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 board president. The treasurer may appoint, with the 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. The treasurer shall ensure that all monies paid out to contestants, stock contractor, contract acts etc. following a rodeo is accurate and checks are signed according to Article VII below. The Treasurer is responsible for collecting all ticket sales, sponsorships, and donations. And providing receipts to said sellers, sponsors, and donors according to laws, rules and publication of the IRS. The Treasurer may appoint a trusted person or member of the board to collect ticket sales during the course of a produced rodeo. The treasurer will be one of the two primary signatories on all corporate checks.

6.08 Directors

1. Contract Acts Director

The Contract Act Director (CAD) shall serve as the focal point of the board for the acquisition and dissemination of a list of qualified contracts act, including but not limited to announcers, secretaries, times, judges, pick-up men, clown, entertainers, bull fighters, rodeo laborers and photographers. The CAD will ensure that any and all contract acts are in good standing and will not bring discredit up the Rodeo Committee, the Board of Directors, sponsors, donors, and military rodeo. The Director will advise and assist the Committee on the contracting of specific personnel.

2. Concessions and Vendors Director

The Concessions and Vendors Director (CVD) shall serve as the focal point of the board for the selection and contracting with any outsourced concessionaires or vendors. The director will ensure that all concessionaires and vendors are properly licensed, insured, and inspected prior to a produced rodeo. If concessions and vendors are not outsourced then the Director will advise and assist the Rodeo Committee on establishing in-house concessions and vending, as an example the Committee wishes to sell food and beverages at produced rodeos. The Director will advise and assist the Board and Committee on the contracting of local food and beverage distributors that are favorable to military veterans. The CVD Director will be the primary Point of Contact for the Rodeo Committee in regard to concessions and vendors, regardless of if the concessions and vendors are also sponsors. He/she may establish and chair a small committee.

3. Awards Director

The Awards Director shall serve as the focal point of the board to seek out and establish rodeo style award makers and distributors, ensuring that their products are high quality yet cost effective. The director will make presentation and recommendations to the board on the type and style of said awards, and for which rodeo events, to the Rodeo Committee and the Board of Directors, as required from time to time, prior to rodeo production. Ensure that allotted time is allowed to select, and order said awards. The Awards director may choose whether or not to form a small committee.

4. Security and EMS Director

The Security and EMS Director shall serve as the focal point for security and emergency services for the Board. The Director develops a Point of Contact (POC) list of local government and non-government service providers in the location of any Board produced rodeo for security and emergency medical services. The listing shall include available services, cost to the corporation, name, and telephone number of the service's primary POC to contract with. The Director will advise and assist the Board on all such contracts.

5. Volunteers Director

The Volunteers Director shall serve as the focal point for any volunteer individuals or groups of volunteers. The Director will develop a list of local volunteers with their appropriate contact information. The Director will coordinate with other directors and the rodeo committee all aspects of volunteering for a rodeo production.

6. Sponsorship Director

The Sponsorship Director will coordinate with all the other directors all aspects of recruiting and retaining sponsors, to include initial, follow-up and sales closing contact with potential sponsors. The director will coordinate with the board of directors in meeting the needs of the sponsors in regard to sponsorship packages paid for by the sponsor. The director will also retain for the record contact information for all sponsors.

6.08 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. Those designated officers will be volunteers, experts in their assigned duties and serve at the pleasure of the Board of Directors.

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 at least two Executive Committee members i.e. the President, Director of Security, Secretary, and 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 at least two Executive Committee members i.e. the President, Director of Security Secretary, and Treasurer 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.

7.05 Indemnification

1. No director or officer of the corporation shall be liable to the Association or its members, for monetary damages for an act or omission in such director's capacity as a director of the Association; except that this Article shall not eliminate or limit the liability of a director or officer of the corporation for: a breach of a duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the office; or an act or omission for which the liability of a director is expressly provided for by statute.

2. To the extent permitted by law, the corporation will indemnify a director, officer, committee member, employee, or agent of the corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation. For the purposes of this article, an agent includes one who is or was serving at the corporation's request as a director, officer, partner, employee, contractor, or trustee.

3. The corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The corporation will not indemnify a person who is found liable to the corporation or is found liable to another on

the basis of improperly receiving a personal benefit from the corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the corporation.

4. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

5. Before the corporation may pay any indemnification expenses (including attorney's fees), the corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The corporation may make these determinations and decisions by any one of the following procedures:

(a) Majority vote of a quorum consisting of officers and directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(b) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

6. The Board of Directors is authorized to obtain such insurance coverage as it determines are necessary to accomplish the foregoing.

7. Any repeal or amendment of this Article by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Article is amended after approval of an action of this corporation to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Article, as so amended from time.

7.06 Release of Liability

1. Contestant(s), spectators, contractors, or consignors are knowingly or should know, through common knowledge, that rodeo events are inherently dangerous and can result in injury or death. Veterans Up North Rodeos Inc. and co-sponsoring organizations, if any, and their officers, directors, employees, members, and agents shall not be responsible for any personal injury, for injury to animals, or for loss or damage to property, occurring at any Corporation event.

Each contestant, contractor, or consignor shall indemnify and hold harmless the Corporation, its officers, directors, and sponsors from and against all claims, demands, causes of actions, and expenses of every kind, including attorney's fees, arising out of or related in any manner to the acts or omissions of any contestant, contractor or consignor, to the actions of any animal under the care, custody or control of the contestant, stock contractor or consignor or as a result of participation in or attendance at an event or on the grounds thereof. The presentation of a event ticket(s), or signed entry forms shall be deemed acceptance of the conditions of this rule. In the event an entry or consignment form is not signed or presented, appearance on the grounds of any Association activity as a contestant, contractor or consignor shall be deemed to be acceptance of the conditions of this rule.

2. Without assuming the affirmative duty to monitor possible physical or mental handicaps of contestants if condition of attendees' physical or mental disability comes to the attention of the Corporation, Rodeo Committee members, or Director, the individual may be denied participation privileges in Corporation-approved events until such time as he or she provides the Corporation with sufficient information to conclusively establish physical or mental capability to participate, without posing a significant risk to the health or safety of the individual and/or the other contestants in competitions which he or she desires to participate in, or to any spectator in attendance. At Corporation's sole discretion, the member may be authorized to use special equipment to enhance physical ability to safely participate in Veterans Up North Rodeos Inc events.

ARTICLE VIII **MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep at its principal office 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, a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

1. All records shall be kept in written or typed form, or in any form capable of being converted into written, typed or printed form.
2. Upon leaving office, each officer or director of the Corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer or director during his or her term in office.
3. Each officer or director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. The inspection may be made in person and shall include the right to copy and make extracts of documents.

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. Each member shall, upon and annually acknowledge in writing that they read and understood the guidance in the Conflict of Interest Policy.

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 Veterans Up North Rodeos, Inc. 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 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.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Veterans Up North Rodeos, Inc. 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, Veterans Up North Rodeos, Inc. 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.

Veterans Up North Rodeos, Inc. 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) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Veterans Up North Rodeos, Inc. 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.

- (a) From time to time, Veterans Up North Rodeos, Inc. 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. Veterans Up North Rodeos, Inc. 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 Veterans Up North Rodeos, Inc. 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 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 Rodeo Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Rodeo 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) 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.

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

(j) 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.

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

(l) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

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

(a) printed in hard copy and kept in the appropriate file; or

(b) 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, Veterans Up North Rodeos, Inc. 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)

Veterans Up North Rodeos, Inc. 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

Veterans Up North Rodeos, Inc. shall make “Widely Available” the aforementioned documents on its internet website: Veterans Up North Rodeos, Inc. 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) Veterans Up North Rodeos, Inc. 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) Veterans Up North Rodeos, Inc. shall inform anyone requesting 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)

Veterans Up North Rodeos, Inc. shall submit 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 Sponsor Donor Records

- (a) All sponsor and donor records shall be available for consultation by the members of the Board of Directors and donors concerned or by their legal representatives.
- (b) No sponsor or donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, sponsor and donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those sponsors and 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

Veterans Up North Rodeos, Inc. requires and encourages directors, officers, and contractors to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities while representing the Corporation, so as to not bring discredit upon the Corporation, other Directors and/or themselves. The contractors 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 Veterans Up North Rodeos, Inc. 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 achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff, or contractor reasonably believes that some policy, practice, or activity of Veterans Up North Rodeos, Inc. 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 Veterans Up North Rodeos, Inc. and provides the Veterans Up North Rodeos, Inc. 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.

Veterans Up North Rodeos, Inc. 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 Veterans Up North Rodeos, Inc. or of another individual or entity with whom Veterans Up North Rodeos, Inc. 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.

Veterans Up North Rodeos, Inc. 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 Veterans Up North Rodeos, Inc. 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.

12.05 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.

12.06 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 business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

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

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 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, Kimberly E. Waltz, do hereby certify that the above stated amended Bylaws of Veterans Up North Rodeos, Inc. were approved by the Veterans Up North Rodeos, Inc. board of directors on 12/28/2023 and constitute a complete copy of the Bylaws of the corporation.

Kimberly E. Waltz, Secretary

Date: _____