Bylaws of
Hometown Hero Outdoors

Article I – Name and Corporate Seal

Section 1. Name. The name of the nonprofit corporation shall be Hometown Hero Outdoors (hereinafter "Corporation").

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation's Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word "Seal," but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, "Chapter 317A"). On the date these Bylaws were adopted, the registered address of Corporation was 1342 Macey Ct., Stillwater, MN 55082. A copy of the corporate records shall be stored at Corporation's registered office.

Section 2. Mailing Address. Corporation's mailing address is P.O. Box 210, Stillwater, MN 55082.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Corporation may require.

Article III – Vision, Mission, and Purpose

Section 1. Vision. A future where Hometown Hero Outdoors assists all military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS, conquer challenges they face as they attempt to integrate into society.

Section 2. Mission. Hometown Hero Outdoors' mission is to provide military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS with outdoor opportunities to assist in healing and building healthy relationships within the community.

Section 3. Purpose. Corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To instruct, train, and raise awareness for the purpose of enriching and enhancing the lives of military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS. This includes, but is not limited to: 1.) educating the public about the special needs, as well as the unique stresses, diverse roles, and unusual challenges faced by military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS, as they attempt to integrate into society; 2.) conducting discussion groups, forums, seminars, and other public speaking events in order to connect together, educate, and provide a voice to military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS; and 3.) collaborating with veterans' organizations, businesses, colleges and universities, individuals, and nonprofit organizations.
- Charitable: Combatting community deterioration, reducing the burdens of government, and relieving the underprivileged and distressed by providing outdoor adventures and other necessary resources to military service members, veterans, and first responders, to include law enforcement, firefighters, and EMS, so they may enrich and enhance their lives, and improve the community's overall health and wellbeing.

Article IV – Membership

Section 1. Membership. Membership will consist of the Board of Directors.

Article V – Board of Directors (Governing Board)

Section 1. Number and Qualifications. Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community's interests, possess applicable professional experience, or who have an expressed concern for the educational and charitable purposes of Corporation. Directors shall be natural persons, aged eighteen (18) years of age or older.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;

B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;

C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;

D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;

E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;

F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;

G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;

I. To follow these Bylaws, including meeting regularly; and

J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. Terms. Directorships shall begin and end at Corporation's annual meeting. Terms shall be two (2) years in length with approximately one-half (1/2) of the directorships up for election in even years and approximately one-half (1/2) of the directorships up for election in odd years. There shall be no limit to the number of terms a Director may serve. A Director shall hold office until his or her successor is elected and qualified.

Section 4. Election Procedures. Any person interested in becoming a Director of Corporation shall submit a written and signed notice of interest to the Corporation. An existing Director can also nominate a candidate by submitting his/her interest to the Corporation. Each submitted notice of interest shall be considered by the Board of Directors, or a Nominating Committee, and vetted within a reasonable time. Existing Directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing Directors falls below three (3)). A majority vote of existing Directors is needed for a candidate to become a Director of Corporation.

Section 5. Resignation, Termination, Leaves, and Absences.

A. A Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.

B. A Director on leave shall be considered an inactive member of the Board of Directors.

C. Any Director may be removed with or without cause, by an affirmative vote of a majority of the remaining Directors.

D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and/or efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Annual Meetings. An annual meeting shall take place in the **fourth quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at

Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 10. Special Meetings. The Corporation shall call a special meeting upon the written request of either the Board Chairman or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director as soon as reasonably practicable, but no less than two (2) days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence.

The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 13. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 14. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 15. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 16. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Corporation's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 17. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Director, Officer, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director or Officer to order, and exclude guests. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 18. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VI – Officers

Section 1. Designation. Principal Officers of Corporation shall be: Board Chairman, Vice Board Chairman, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers such as Fundraising Coordinator, Communications/Outreach Coordinator, Volunteer

Coordinator, and/or IT Coordinator/Webmaster may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Corporation and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3. Terms. All Officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin and end at Corporation's annual meeting. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to six (6) consecutive terms unless he/she is a licensed CPA. After serving six (6) consecutive terms, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed from his/her position, with or without cause, by a majority vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President (Board Chair).

- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).

- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.

Section 8. Vice President (Vice Board Chair).

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.
- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9. Secretary.

- The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Copies of all documents shall be maintained at Corporation's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The Secretary shall maintain the office and purchase office supplies.
- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.

- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Fundraising Coordinator.

- The Fundraising Coordinator shall be responsible for researching potential sponsors, individual donors, and grant opportunities. The Fundraising Coordinator must then compile an initial list of these viable contacts.
- The Fundraising Coordinator shall maintain the donor communication database.
- The Fundraising Coordinator shall distribute fundraising/marketing materials to all potential donors and sponsors after they are identified. These fundraising/marketing materials should be followed up with a 1-on-1 phone call and a personal relationship created.
- The Fundraising Coordinator shall develop and maintain the fundraising portion of the Handbook, in conjunction with the organization's legal counsel, which comports with fundraising best practices.
- The Fundraising Coordinator shall serve as the Fundraising Committee Chair. The Fundraising Coordinator will also assist in the creation and refinement of Corporation's strategic approach to fundraising, marketing, and donor/sponsor outreach.
- The Fundraising Coordinator shall perform other duties as prescribed by the Board or by the Board Chairman.

Section 12. Communications/Outreach Coordinator.

- The Communications/Outreach Coordinator shall assist in the creation and distribution of Corporation's brochures, flyers, pamphlets, and other educational and advertising materials.
- The Communications/Outreach Coordinator shall locate educational opportunities, venues, and research-based resources for Corporation.
- In conjunction with the organization's legal counsel or a public relations professional, the Communications/Outreach Coordinator shall be responsible for developing and placing media releases and other notices in newspapers, print media, and other communications outlets (as necessary and desired by the Board of Directors) of: meetings, events, and other messaging critical for the organization.

- The Communications/Outreach Coordinator shall develop and maintain the communications/outreach portion of the Handbook, in conjunction with the organization's legal counsel or a public relations professional, which comports with best practices. Moreover, the Communications/Outreach Coordinator shall assist in the creation and refinement of Corporation's strategic approach to public relations and environmental stewardship.
- The Communications/Outreach Coordinator shall serve as the Communications/Outreach Committee Chair.
- The Communications/Outreach Coordinator shall perform other duties as prescribed by the Board or by the Board Chairman.

Section 13. Volunteer Coordinator.

- The Volunteer Coordinator shall recruit and train volunteers, as needed.
- The Volunteer Coordinator shall develop and maintain the volunteer portion of the Handbook, Volunteer Waiver, and other educational materials for organizational volunteers in conjunction with the organization's legal counsel.
- The Volunteer Coordinator shall provide volunteers training and other necessary education in conjunction with the organization's legal counsel.
- If applicable, the Volunteer Coordinator shall assure that all Corporation events are staffed. To this end, the Volunteer Coordinator will coordinate the volunteers based on the volunteers' interests as well as develop a volunteer schedule assigning specific duties for the Corporation's various events.
- The Volunteer Coordinator shall perform other duties as prescribed by the Board or by the Board Chairman.

Section 14. IT Coordinator/Webmaster.

- The IT Coordinator/Webmaster shall create, develop, and maintain Corporation's website and social media sites.
- The IT Coordinator/Webmaster shall research and propose all technology (hardware and software) as necessary.
- The IT Coordinator/Webmaster shall manage technology resources up to and including:
    - Data storage;
    - Donor and volunteer registration solutions;
    - Data security and data privacy, in conjunction with the organization's legal counsel;
    - Effective communication through the use of IT resources.
- The IT Coordinator/Webmaster shall develop and maintain the IT portion of the Handbook, in conjunction with the organization's legal counsel, which comports with best practices.

- The IT Coordinator/Webmaster shall facilitate all technological education and training for Corporation.
- The IT Coordinator/Webmaster shall report any IT vulnerability to the Board and suggest remedies.
- The IT Coordinator/Webmaster shall perform other duties as prescribed by the Board or by the Board Chairman.

Section 15. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Article VII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation.

Section 2. Standing Committees.

A. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

B. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least two (2) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the

Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors and Officers as required by the mandates of Section 317A.461 of the Minnesota Statutes.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

Article VIII – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director, if any, shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund; Authority. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article IX – Volunteers

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

Article X – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year of Corporation shall begin on the first day of October of each year and end on the last day of September of the following year.

Section 2. Books and Accounts.

A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name "Hometown Hero Outdoors."

B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.

C. Under the supervision of the Board of Directors, the Executive Director (if one exists) as well as the President and Treasurer may independently authorize expenditures of no more than $1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.

D. Corporation's books and accounts (or an exact copy thereof) shall be kept at the registered office.

E. All money fundraised in Corporation's name shall be deposited in Corporation's account and used for Corporation's charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors. Every Director and Officer of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding $5,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the

absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;

C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.

D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Publication and Media.

A. WEBSITE: Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.

B. NEWSPAPERS AND PRESS: Corporation shall always portray the organization and its Directors, Officers, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.

C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a person assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

Certification

These Bylaws were approved at a meeting of the Board of Directors of Hometown Hero Outdoors by a majority vote on this **First** day of **February**, 2023.

Alan Larrimore

Secretary

02/01/23

Date