

AMENDED

BYLAWS

OF

U.S. MOUNTAIN RANGER ASSOCIATION, INC.

a Georgia nonprofit corporation

(Pursuant to O. C. G.A. §14-202, Georgia Nonprofit Corporation Code)

Effective Date of Incorporation: July 1, 2015

State of Incorporation: Georgia

Fiscal Year End: December 31

AMENDED FEBRUARY 4, 2021

U.S. MOUNTAIN RANGER ASSOCIATION, INC.

Bylaws

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AMENDED

BYLAWS

U.S. MOUNTAIN RANGER ASSOCIATION, INC.

ARTICLE I

NAME

This body shall be known as and operate under the corporate name of "U.S. Mountain Ranger Association, Inc.," a Georgia Nonprofit Corporation.

ARTICLE II

PURPOSE

U.S. Mountain Ranger Association, Inc. (USMRA) is organized to promote brotherhood and fellowship among active and inactive U.S. Army Rangers and to collect and disburse funds for the USMRA Scholarship Program to a deserving graduating high school senior. USMRA collects and disburses funds on a situational basis for members of the Army Ranger Community who may be in need. USMRA provides opportunities and events about which active duty and inactive Army Rangers can gather for fellowship and brotherhood. USMRA is also organized to perpetuate the Army Ranger legacy through monument and memorial dedications. Membership is offered to those who have graduated from U.S. Army Ranger School or have served with a designated Ranger unit during combat operations. Assignment to 2nd Ranger Company or 5th Ranger Training Battalion at Camp Frank D. Merrill is not a prerequisite for membership. Fellowship and support is offered to the active duty personnel station at Camp Merrill, Dahlonega, Georgia, as well as, the members of the Ranger Community wherever they may reside.

This corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the corporation shall inure to the benefit or be distributable to its directors and/ or officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the corporation shall not participate in, or intervene in (including publication or distribution of statements) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

**ARTICLE III
MISSION STATEMENT**

The mission of the U.S. Mountain Ranger Association, Inc. (USMRA) is to promote brotherhood and fellowship among active and inactive U.S. Army Rangers.

**ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of U.S. Mountain Ranger Association, Inc. shall be Robert Williams and the initial registered office of the corporation shall be located at 46 Jones Road, Blairsville, Union County, Georgia 30512.

The mailing address of the principal office of the corporation is 1 Camp Merrill Drive, Dahlonega, GA 30533. The corporation may have other offices or branches as determined by the Board of Directors.

**ARTICLE V
FISCAL YEAR**

U.S. Mountain Ranger Association, Inc. adopts the calendar year as its fiscal year.

**ARTICLE VI
MEMBERSHIP**

1. CHARTER MEMBERS

There were 21 Charter Members of the corporation. The Charter Members were as follows:

1. Robert Bails
2. Chaz Blalock
3. Roy Close
4. Alfred Dochnal
5. Tony Garcia
6. Steve Hawk
7. Stan Kelley
8. Heinz Ketchum
9. Willard Langdon

10. Mike McKinney
11. Bobby McMahan
12. Dale Osterloh
13. Dean Papka
14. Mike Ramsey
15. Dan Rhodes
16. Clayton Sayles
17. Earl Singletary
18. Austin Stoffel
19. Mike Young
20. Tom Wilburn
21. Bob Williams

2. ADDITIONAL MEMBERS

Applicants for membership must be submitted to the Board of Directors and must be approved by a majority of the Board prior to submission to a vote of the Members.. Applicants for membership shall be approved upon the affirmative vote of majority of a quorum of the Members in attendance at a meeting at which such membership is proposed by the Board. Said vote of the Members shall be based upon criteria set by the Members, which the Members may change from time to time at their discretion, by affirmative vote of a majority of Members in attendance at a meeting called for such purpose. Each new member shall be entitled to one vote. Under no circumstances shall any Member ever have any pecuniary interest in any asset of the corporation.

3. REMOVAL

The Members may expel a Member for cause upon the affirmative vote of majority of a quorum of the Members.

a. Cause:

In recognition of the fact that once a member is approved pursuant to Article VI, and the applicant has demonstrated proper credentials that he is fully qualified to assume voluntary membership in USMRA, termination of membership may only be made for cause and upon majority vote of a quorum of the membership during a regularly scheduled meeting. Such causes may include but are not limited to:

i Fraudulent application or credentials —

If at any time it is discovered that an applicant has presented false, fraudulent, or insufficient documentation to qualify for membership in USMRA, the individual may be removed from the role of members upon vote of a quorum of the membership. Appeals may be considered on a case by case basis. USMRA is under no obligation in this connection; it shall be the responsibility of the applicant solely to provide proof of qualification.

ii Inappropriate or improper conduct while participating in any USMRA function or activity — All members are to be guided by the highest standards of conduct. Members have an obligation to continually set the example of the highest standards during all USMRA activities and functions. Proper conduct and morality are paramount in all USMRA activities just as the motto of the Ranger is to "Lead The Way." The essence of leadership is in setting the right example and all USMRA members are expected to continually conduct themselves accordingly. Failure to maintain traditional standards of leadership in consonance with the Ranger tradition or any action or speech that brings discredit upon USMRA or its membership may result in prohibition from facilities and/or activities, suspension from active membership, or involuntary termination of membership in USMRA.

iii Conviction of a felony in any court of law - The membership status of any member who is convicted of a felony while a member of USMRA is subject to review by the membership and may result in termination of membership.

b. Degrees of termination:

i Voluntary termination (Resignation) — A member may tender a resignation at any time for any reason. Upon acceptance, the members name will be removed from the roll.

ii Involuntary termination — Under the conditions outlined above, a member may be permanently terminated for cause upon majority vote of a quorum of the membership during a regularly scheduled meeting. Such a member may reapply for reinstatement after one calendar year. Requests for reinstatement must be made in writing to the President, USMRA, and are subject to the review and approval of the membership pursuant to the same provisions for admission of new members.

iii Suspension — Any member failing to abide by generally accepted rules of conduct in accordance with the Ranger tradition may, upon majority vote of a quorum of the membership, be temporarily suspended from

membership for a time specified by the voting members, but not to exceed one calendar year. Such a member may apply in writing for reinstatement at any time during the suspension period to the President, USMRA, and is subject to the review and approval of the membership.

- iv Prohibition from facilities and/or activities — Under special circumstances a member may be prohibited from attendance at selected activities and functions related to specific facilities. For example, USMRA regularly meets within the confines of Camp Frank D. Merrill (CFM) and only with the approval of the Commander, 5th Ranger Training Battalion (RTB). All USMRA activities conducted on CFM are subject to approval from the Commander, 5th RTB. In particular, all USMRA members are to avoid any contact with Ranger students except as approved by the Commander, 5th RTB. If for any reason a member is expelled from CFM, though they may continue in USMRA membership, they will not be allowed to attend the regularly scheduled meetings or any other function conducted at CFM unless and until they have been approved by the Commander 5th RTB. Requests for reinstatement must be made in writing to the Commander, 5th RTB after review of the request by the President, USMRA.

c. Notification:

Any member subjected to any of the above terminal actions will be notified by the President, USMRA, or his designated representative, of the action taken, the duration, and procedures for reinstatement, if any.

**ARTICLE VII
MEETINGS OF MEMBERS**

1. PLACE

Members' meetings shall be held at the Mountain Ranger Camp in Dahlonega, GA, or at another location determined by the board of directors and stated in the notice of the meeting.

2. ANNUAL MEETING DATE and TIME

The date and time of the annual meeting of Members shall be the first Thursday in February of each year at 1900 hours or such other date and time as may be determined by the Board of Directors.

3. PURPOSE

The purpose of the annual meeting shall be to elect a board of directors, for the Board to appoint Officers, and transact any other business as may come before the meeting. Matters required by statute to be stated in the notice of the meeting which are not so stated, may not be transacted.

4. SPECIAL MEETINGS

Special meetings of the Members may be called by the Chief Executive Officer, two directors or by the holders of at least 25% of the total membership voting powers. A special meeting may be called anytime for any business purpose, unless otherwise prohibited by statute. A special meeting shall be held at the same location as the Annual Meeting of the corporation or at such other place as the Board of Directors shall determine.

5. NOTICE

Written notice stating the place, day and time of the meeting and, in case of a special meeting, the purposes for which the meeting is called shall be delivered not less than 30 nor more than 50 days before the date of the meeting. Email shall constitute written notice. If mailed, such notice shall be considered to be delivered when deposited in the United States Postal Service, addressed to the shareholder at his/her address as it appears on the stock transfer books of the corporation, with the correct amount of first class postage on it.

6. FIXING RECORD DATE

For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or for the purpose of any other action, the board of directors shall fix in advance a date as a record date. The date shall not be more than 50 nor less than 30 days before the meeting, nor more than 50 days prior to any other action.

7. QUORUM

At any meeting of Members, a majority of the outstanding votes, represented in person or by proxy, shall constitute a quorum. The Members present in person or by proxy at such meeting may continue to do business until adjournment even if this means the withdrawal of enough Members to leave less than a quorum. However, if there are only two Members present and neither Member has more than fifty percent (50%) of the outstanding votes, then the withdrawal of one of the Members from the meeting adjourns that meeting. If a quorum is not present the Members present in person or by proxy may adjourn to a date they agree upon.

8. PROXIES

At all meetings of Members, a Member may vote by proxy executed in writing by the Member or his/her duly authorized attorney in fact. A proxy is not valid after the expiration of 11 months from its date unless otherwise provided in the proxy. A proxy is not invalidated by the death or incompetency of the Member, unless, before the authority is exercised, written notice of such an adjudication of death or incompetency is received by the corporate office responsible for maintaining the list of Members.

9. VOTING

Each Member shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. All elections for directors shall be decided by plurality vote; all other matters shall be decided by majority vote.

10. WAIVER OF NOTICE

Notice of meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

11. WRITTEN CONSENT OF MEMBERS

Any action may be taken without a meeting, without prior notice and without a vote if consent in writing, setting forth the action taken, is signed by the holders of all the Members entitled to vote on the matter.

12. PARTICIPATION BY TELECOMMUNICATIONS

Participation in a Members' meeting may be by means of conference telephone, or virtual video or similar communications equipment. All persons participating in the meeting must be able to hear each other, be advised of the use of such equipment, and be provided with the names of individuals using such equipment.

13. ORDER OF BUSINESS

The order of business at all meetings of the Members, shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of the preceding meeting.
- d. Reports of officers
- e. Reports of committees.
- f. Unfinished business.
- g. New business.

ARTICLE VIII DIRECTORS

1. GENERAL POWERS

The corporation shall be managed by a board of directors and by majority vote.

Notwithstanding, in the event that there are the same number of directors voting for and voting against any general matter, the Chairman shall have a second vote to break the deadlock. Each Director shall attend, either in person or virtually, no less than 70% of the meetings of the Members and failure to do so shall be cause for removal from the Board.

2. NUMBER AND TENURE OF DIRECTORS

The number of directors of the corporation shall be at least 5. The Directors shall be elected by the Members at the Annual Meeting each year for one-year terms. Each director shall hold office until the next annual meeting of the membership and until his/her successor shall have been elected by the Members and qualified. Directors may serve successive terms without limitation subject to the vote of the Members.

3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

A vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the board of directors even if there is less than a quorum of the board of directors. The board of directors so chosen shall hold office until the next annual election of the board of directors by the Members or until filled by the Members in a properly called special meeting. Notwithstanding, in the event that there are the same number of directors voting for and voting against filling a vacancy or the Board of Directors, the Chairman shall have a second vote to break the deadlock.

4. REGULAR AND SPECIAL MEETINGS

a. Regular meetings may be held without notice as determined by the board of directors and must be held at least annually.

b. Special meetings may be called by the Chairman or at least 2 directors on 2 days' notice by mail or email or 24-hours' notice by a telecommunications device. A brief indication of the nature of the business to be transacted shall be made part of the notice. If mailed, the notice shall be considered delivered when deposited in the United States mail. The notice must be properly addressed and have the correct amount of postage on it. If the notice is by telecommunications device, it shall be considered delivered when delivered to the telecommunications company.

c. Participation in a regular or special meeting may be by means of conference telephone, virtual video or similar telecommunications equipment. All persons participating in the meeting must be able to hear each other, be advised of the use of such equipment, and be provided with the names of individuals using the equipment. All decisions shall be made by majority vote.

5. QUORUM

A quorum shall consist of a majority of the board of directors. A quorum of the Board must be present or participating in any meeting for the Board to take any action which requires the approval of the Board.

6. ACTION BY BOARD WITHOUT A MEETING

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee of the board, may be taken without a meeting if before or after the action all members of the board of directors or relevant committee consent to it in writing. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee. Notwithstanding, in the event that there are the same number of directors voting for and voting against an action by the Board without a meeting, the Chairman shall have a second vote to break the deadlock.

7. WAIVER OF NOTICE

Attendance of a director at a meeting constitutes a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. REMOVAL

Any director may be removed with or without cause by a majority vote of the Members.

9. CHAIRMAN OF THE BOARD OF DIRECTORS

A Chairman of the Board of Directors shall be elected by a majority vote of the Directors, at the first meeting of the Board following each Annual Meeting. The Chairman of the Board may serve successive terms. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum of the Board elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Trustees. He may sign and execute all authorized bonds, contracts or other obligations in the name of the corporation; and he shall be ex-officio a member of all standing committees. The Chairman of the Board shall appoint someone to record in the Record Book the proceedings of all meetings of the Board. The Chairman of the Board shall cause the necessary notice to be given of meetings of the Board of Trustees. Notwithstanding, in the event that there are the same number of directors voting for and voting against selecting a Chairman of the Board of Directors, the Chairman shall have a second vote to break the deadlock. The Chairman may also serve as the Chief Executive Officer.

10. VICE CHAIRMAN OF THE BOARD OF DIRECTORS

A Vice Chairman of the Board of Directors shall be elected by a majority vote of the Board of Directors at the first meeting of the Board following the Annual Meeting. The Vice Chairman may serve successive terms. The Vice Chairman shall preside at all

meetings at which the Chairman is not present and shall act in place of the Chairman if he is unavailable or incapacitated. The Vice Chairman may also serve as the Vice President.

11. EXECUTIVE AND OTHER COMMITTEES

The board of directors, by resolution, may designate from among its members, to the extent allowable by statute, an executive committee and other committees. Each committee shall serve at the pleasure of the board of directors. Committees may be formed to handle budget concerns, public relations and fundraising. Each committee should consist of at least one director. The other committee spots should be filled by the corporation's staff, officers and members. Committees may be formed to facilitate implementation of programs that will help the organization achieve its mission

ARTICLE IX OFFICERS

1. NUMBER and APPOINTMENT OF OFFICERS

The officers of the corporation shall be a Chief Executive Officer, a Vice President, a Secretary and a Chief Financial Officer/Treasurer and such other officers as shall from time to time be elected by the board of directors by a majority vote. The Officers shall be elected by the Board of Directors each year at the Annual Meeting.

2. SALARIES

The Officers and directors shall serve without any compensation.

3. REMOVAL

Any officer or agent elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the corporation will be served.

4. CHIEF EXECUTIVE OFFICER/PRESIDENT

The chief executive officer shall be the chief executive officer of the corporation and subject to the control of the board of directors, supervise and control all of the business of the corporation. The chief executive officer shall have authority to institute or defend legal proceedings when the directors are deadlocked. If the chief executive officer is the only officer, the chief executive officer shall also be responsible for the duties of all other below described officers.

5. VICE PRESIDENT

In the absence of the chief executive officer or in the event of the chief executive officer's death, inability, or refusal to act, the Vice President shall have all the powers and functions of the chief executive officer and shall perform such other duties as the board of directors shall determine. If there is more than one vice president, then the executive vice-president in the event

of the above listed disabilities shall have all the powers and functions of the executive director and shall perform such other duties as the board of directors shall determine.

6. SECRETARY

The secretary shall:

- a. Attend all meetings of the board of directors and of the Members.
- b. Record all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. Give notice of all meetings of shareholders and of special meetings of the board of directors.
- d. Keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board of directors.
- e. When required, prepare and make available at each meeting of Members a certified list in alphabetical order of the names of Members entitled to vote, indicating the number of votes attributed to each Member.
- f. Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner
- g. Perform such other duties as may be assigned by the board.

7. TREASURER/ CHIEF FINANCIAL OFFICER

The Treasurer/ Chief Financial officer shall:

- a. Have the custody of the corporate funds and securities
- b. Keep full and accurate accounts of receipts and disbursements in the corporate books.
- c. Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.
- d. Disburse the funds of the corporation as may be ordered or authorized by the board of directors and keep vouchers for such disbursements.
- e. Give to the executive director and board of directors at the regular meetings of the board of directors, or whenever they require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation.
- f. Give a full financial report at the annual meeting of the Members, if so requested.

- g. Perform other duties assigned by the board or executive director.
- h. If required by the board of directors, give a bond for the faithful discharge of his/her duties in an amount and with such surety or sureties as the board of directors shall determine.
- i. In the absence of the executive director and vice-president or in the event of the executive director's and vice president's death, inability, or refusal to act, the treasurer shall have all the powers and functions of the executive director and shall perform such other duties as the board of directors shall determine.

**ARTICLE X
INDEMNIFICATION AND INSURANCE**

1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the organization against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the organization, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, whether domestic or foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the organization shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 7.1 above shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
3. Insurance. To the extent permitted by Georgia law, the organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, whether domestic or

foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE XI AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the Members representing a majority of all the votes assigned, at any annual Members' meeting or at any special Members' meeting when the proposed amendment has been stated in the notice of such meeting.

ARTICLE XII FISCAL AND LEGAL RESPONSIBILITIES

1. GENERAL

All moneys of every kind belonging to the corporation shall be deposited to its credit in a bank or banks designated by the board of directors, and no moneys shall be withdrawn therefrom unless the checks or other orders evidencing such withdrawals are signed by such officers or employees of the corporation as may be designated by resolution of the board of directors duly adopted.

2. CONTRACTS

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

3. CHECKS AND DRAFTS

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the President or a vice president of the corporation.

4. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

5. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE XIII
OUTSIDE BUSINESS**

The Members, directors and officers may be engaged in one or more businesses, as well as the business of the corporation, but only to the extent that this activity does not conflict with the commitments and other obligations of that Member, director or officer to the corporation under these bylaws or any other agreement with the corporation or under Georgia Law. The corporation shall have no right to any income or profit derived from any business activity permitted under this section.

**ARTICLE XIV
SALARIES**

No Director or Officer shall be paid a salary by the Corporation.

**ARTICLE XV
CONFLICTS**

Any business, transaction, or decision between U.S. Mountain Ranger Association, Inc. and a company in which any one board member owns more than a 5% interest shall be disclosed to the board of directors. Such disclosure shall be made in writing and shall reveal all financial interests and all material facts relating thereto. The decision, transaction, or arrangement shall be approved by a majority of the board of directors, and the interested persons shall abstain from voting on such decisions.

Any assistance provided by U.S. Mountain Ranger Association, Inc. to spouses, children, descendants, spouses of descendants, or other persons related to any officer or director of the organization shall be disclosed to the board of directors prior to action. Such disclosure shall be made in writing, and shall reveal all financial material facts relating thereto. The decision, transaction, or arrangement shall be approved by a majority of the board of directors, and the related director or officer shall abstain from voting on such decisions.

**ARTICLE XVI
APPROPRIATION OF FUNDS**

Appropriate supervision and control shall be exercised by the corporation to ensure funds and/or activities are used for appropriate charitable purposes. Specifically, the corporation shall conduct quarterly reviews of company business decisions, and such reviews shall be documented in writing.

**ARTICLE XVII
GENERAL**

1. SCOPE OF CONTRACTUAL POWERS

The corporation shall have power to enter into contracts of any kind furthering its purposes together with all other powers conferred to corporations under law.

2. SEAL

The corporation shall have a seal of such design as the Board of Directors may adopt.

3. DISSOLUTION

Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for charitable purposes, as described in Article 4 of the Corporation's Articles of Incorporation. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Union County, Georgia, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

We, the undersigned, the Incorporators of U.S. Mountain Ranger Association, Inc., a Georgia nonprofit corporation, do hereby certify that the within and foregoing Bylaws were adopted as the Bylaws of the corporation on the 28th day of July, 2015 and that the same do now constitute the Bylaws of that corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this date:

Robert Williams, Incorporator

These amended by-laws were approved and adopted by the Members of the Corporation, at the Annual Meeting of the Members of the Corporation with sufficient advance notice of such amendment having been provided in accordance with Article XI hereof, held the _____ day of February, 2021

_____, Chairman of the Board