

BYLAWS OF BOWS AND JOES

Articles of Incorporation.

This incorporation is filed by the undersigned Incorporators in accordance with the State of Michigan's nonprofit corporation act 162 of 1982. Sec 201.

This document is not a rendering, or an interpretation of the State of Michigan's nonprofit corporation act 162 of 1982.

These Bylaws shall be read in the following sequence: Article, Paragraph and Section.

Article I: NAME OF ORGANIZATION

1. The name of this corporation is Bows and Joes.

Article II: STATEMENT OF PURPOSE

1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under State of Michigan's nonprofit corporation act 162 of 1982, or the corresponding section of any future state tax code.
2. The common purpose of Bows and Joe's shall be to provide a public benefit by connecting Military Veteran bow hunters with local landowners and industry partners for the purpose of lawfully hunting.
3. The specific objectives and purpose of this organization shall be:
 - a. To foster camaraderie and create a support network for Military Veterans, Landowners, Archery Mentors and purveyors of bow hunting resources.
 - b. To provide instruction in the sport of archery, and archery hunting to veterans of the United States Military.
 - c. To provide facilities, equipment for participants to engage in the promotion and participation of the sport archery hunting.
 - d. To provide opportunities for participants to engage in sport archery hunting.

- e. To sponsor, host and/or participate in events and activities that promote the sport of archery hunting.

Article III: DESIGNATION AND MEMBERSHIP

- 1. Designation.
 - a. Bows and Joes shall be organized upon a non-stock basis and a directorship basis.
 - b. This corporation will not discriminate based on race, color, creed, or national origin.
 - c. This corporation will not engage in political activities.
- 2. Membership.
 - a. The membership of the corporation shall consist of the members of the Board of Directors.
 - b. Membership may be changed and shall be subject to the needs of the Board of Directors and the needs of the corporation.

Article IV: BOARD OF DIRECTORS

- 1. General Powers.
 - a. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.
- 2. Number, Tenure, Requirements, and Qualifications.
 - a. The number of Directors shall be fixed from time-to-time by the Directors including the following officers: the President, the first Vice-President, the Secretary, and the Treasurer.
 - b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.
 - c. Each member of the Board of Directors shall be a member of the Corporation and shall hold office for term deemed advisable by the Board of Directors.
 - d. Each member of the Board of Directors shall attend at least one (1) yearly meetings of the Board per year. A member of the board may participate in a meeting by means of conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this provision

constitutes attendance in person. One individual may hold 2 or more offices, but an officer shall not execute, acknowledge, or verify an instrument in more than 1 capacity if the instrument is required by law to be executed, acknowledged, or verified by 2 or more officers.

3. Regular, Annual and Special Meetings.
 - a. An annual meeting of the Board of Directors shall be held at a time and day in the month of August of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.
 - b. Regular meetings may be held with or without notice in accordance with and to serve the function, needs and expansion of this corporation.
 - c. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meetings of the Board called by them.
 - d. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods or by written notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.
4. Quorum.
 - a. A majority of the members of a board who are then in office at the time of the vote, constitutes a quorum for the transaction of business.
 - b. The act of a majority of the members of the Board of Directors present at the time of a meeting at which a quorum is present shall be the act of the Board of Directors.
 - c. A quorum of the board may not be less than 2/3 of the members of the board who are then in office at the time of the meeting.
5. Vacancies.
 - a. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.
6. Compensation.
 - a. Members of the board of directors may receive compensation at fair market value for their contribution.
7. Informal Actions by Board Member.

- a. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.
8. Confidentiality.
 - a. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.
9. Advisory Counsel.
 - a. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.
10. Parliamentary Procedures.
 - a. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Bows and Joe's Policies and Procedures of Order.
11. Removal.
 - a. The directors of this corporation organized on a directorship basis may remove one (1) or more directors with cause. The vote of a majority of the directors then in office is required for a removal.
 - b. Any director who is appointed or elected by the Board of Directors of this corporation may also be removed, with or without cause. Any member of the Board of Directors or members of any Advisory Council may be removed with or without cause, at any time, by vote majority of the members of the Board of Directors if in their

judgment the best interest of the Corporation would be served thereby.

- c. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.
- d. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.
- e. Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Article V: OFFICERS AND VICE-CHAIRS OF THE BOARD

1. The officers of a corporation shall consist of a president, secretary, treasurer, and may if desired, a chairperson of the board, 1 or more vice presidents, and any other officers as prescribed in these bylaws or determined by the board.
2. The board shall elect or appoint the officers.
3. The President shall preside at all meetings of the membership. The President shall have the following duties:
 - a. He/She shall preside at all meetings of any Executive Committee.
 - b. He/She shall have general and active management of the business of this corporation.
 - c. He/She shall see that all orders, resolutions, or motions of the Board of Directors are brought to the Board of Directors.
 - d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
 - e. He/She may submit a report of the operations of this corporation for the fiscal year to the Board of Directors at the annual meetings, and from time to time, shall report to the Board of Directors all matters that may affect this corporation.
 - f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
4. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:
 - a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.
5. The Secretary shall attend all meetings of the Board of Directors and any Committee and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
 - b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
 - c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.
- 6. The Treasures duties shall be:**
- a. He/She shall submit for the approval Board of Directors the finance and fund development of all expenditures of funds raised by the corporation and proposed capital expenditures (equipment and furniture).
 - b. He/She shall present a complete and accurate report of the finances raised by this corporation at any time upon request to the Board of Directors.
 - c. He/She shall have the right of inspection of the funds resting with Bows and Joe's including budgets and subsequent audit reports.
 - d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.
 - e. He/She shall perform such other duties as may be prescribed by the Borad of Directors or the President under whose supervision he/she shall be.
- 7. Elections of Officers.**
- a. A nominating committee, composed of the President or Executive Director, and one Board member, selected by the Board, shall establish a slate for new Board candidates. It is the responsibility of this committee to find qualified candidates to be slated.
 - b. A nominating committee may submit prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. The election shall be held at any meeting advantageous to the corporation or the Board of Directors.
 - c. All officers must be an Executive member (founding member) or members in good standing and at the time of their election and during their tenure.
 - d. Newly elected members of the Board of Directors who have not served before shall serve initial one-year term. At the conclusion of the initial one-year term, members of the Board of Directors shall vote for the retention or expulsion of said Board member.
 - e. Officers shall be eligible to maintain office if it is deemed advisable by the Board of Directors.
- 8. Executive Members:**
- a. Executive members include the undersigned.

- b. Executive members consist of the founding members and are eligible for any President, Chair or Vice Chair position.
- 9. Duties
 - a. The duties of the officers shall be those duties usually incident to the respective offices, guided and established by the Board of Directors.
- 10. Vacancies
 - a. A nominating committee shall be responsible for nominating persons to fill vacancies of officers.

Article VI: RESIDENT AGENT

- 1. This corporation shall remain authorized to conduct affairs in this state and shall continuously maintain in this state the following:
 - a. A registered office that may be the same as its place of business.
 - b. A resident agent.
- 2. A change of resident agent shall be conducted in accordance with all applicable regulations.
- 3. A resident agent of this corporation may resign by filing a written notice of resignation with the president or a vice president of the corporation and with the administrator. This corporation shall promptly appoint a successor resident agent.

Article VII: COMMITTEES

- 1. Committee Foundation.
 - a. The board may create committees as needed, such as fundraising, public relations, data collection, etc. The Board of Directors appoints all committee members. The Board of Directors may appoint committees that include volunteers that are not otherwise Board Officers or members. Such committees have authority to the extent that such authority has been specifically delegated to the committee by the Board of Directors.

Article VIII: MEETINGS

- 1. Meetings of directors may be held at a place within or without this state or at the registered office or such other place as may be determined by the board.
- 2. Meetings may be held with or without notice.
- 3. Special meetings may be held after full notice has been provided to the Board of Directors.
- 4. A director's attendance in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, objects to the meeting or the transacting of business at the meeting

and after objecting does not vote for or assent to any action taken at the meeting.

5. A member of the board may participate in a meeting by means of conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this subsection constitutes attendance in person at the meeting.

Article IX: RESOLUTIONS

1. The purpose of this provision is to establish clear guidelines for filing resolutions and ensuring orderly decision-making.
 - a. Any member of the corporation may propose a resolution during meetings.
 - b. A member wishing to propose a resolution shall submit the resolution in writing to the presiding officer before the meeting where the resolution will be considered.
 - c. Resolutions shall be concise in statement and in proposed action, rationale to the organizational benefit and relevant to the ethics of the corporation.
 - d. The presiding officer shall include the submitted resolution in the meeting agenda.
 - e. The resolution shall be recorded, including their disposition (adopted, rejected, or tabled).
 - f. A resolution may be amended or repealed by following the same process as outlined by these bylaws. The corporation may also establish specific rules for amending or repealing resolution.

Article X: DISSOLUTION

1. Dissolution of Bows and Joe's corporation is conducted in accordance with all applicable laws and regulations.

Article XI: FINANCES

1. The fiscal year of the organization shall begin on first day of January of each year.
2. All financial Records are required to be accurate and filed in a transparent manner.
3. This corporation's lawful activities may include the charging of fees or prices for its services or products and may receive the income and may make a profit as a result of its receipt. This corporation shall apply all of that resulting profit to the maintenance, expansion, or operation of the lawful activities of the corporation.
4. Compensation.

- a. Compensation decisions shall be guided by principles of equity, transparency, and internal consistency. All compensation shall follow all ethical and regulatory guidelines as it pertains to applicable regulations.
- b. This corporation may pay compensation in reasonable amounts to members for services rendered to the corporation in accordance with appropriate regulations, in order to maintain state and federal non-profit status.

Article XII: AMENDMENTS

1. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the law or articles of incorporation.
2. The bylaws may be adopted, repealed, or amended, in whole or part, at any time, by the affirmative two-thirds (2/3) vote of the Board of Directors.
3. This power is exclusive to the Board of Directors.

Article XIII: INDEMNIFICATION AND LIABILITY

1. Indemnification and Liability.
 - a. To the full extent authorized under the state and federal governing bodies, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.
 - b. The organization shall indemnify and eliminate liability of a member if, they acted in good faith and in a manner, they reasonably believed to be in, or not opposed to, the best interests of the organization.

- c. The organization shall indemnify and eliminate liability of a member if, their actions were not based on willful misconduct, recklessness or an intentional tort.
 - d. The organization shall indemnify and a member if, they are not found liable to the organization itself.
 - e. The member was acting or reasonably believed he or she was acting within the scope of his or her authority.
 - f. The member's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the insurance code of 1956, 1956 PA218, MCL 500.3135.
 - g. Except as provided in section 209(1)(d) or section 209(1)(e) of State of Michigan's nonprofit corporation act 162 of 1982, any duly licensed or authorized individual who is employed by this corporation is personally and fully liable and accountable for any negligent or wrongful acts or misconduct committed by him or her, or by any individual under his or her direct supervision and control, while rendering professional services on behalf of the corporation to the person for whom those professional services were being rendered. However, the corporation that employs that duly licensed or authorized individual may indemnify him or her for any resulting liabilities and expenses as provided in this act and under other applicable law.
2. Insurance.
- a. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.
3. Liability
- a. This corporation is subject to any limitation provided by state or federal regulatory bodies, by any other statute of this state, or in its articles of incorporation, has the power in furtherance of its corporate purposes to do any act in accordance with all applicable regulations.

Article XIV: CONFLICTS OF INTEREST

- 1. The purpose of the conflict-of-interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not

- replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.
2. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:
 - a. The interest of such officer or director is fully disclosed to the board of directors.
 - b. No interested officer or director may vote or lobby on the matter or be counted at the meeting of the board of directors at which such matter is voted upon.
 - c. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
 - d. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 - e. All conflicts of interest shall be reviewed and deliberated in accordance with all applicable laws and regulations.
 3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XIII, Paragraph 3, Section e, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
 - a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable.
 - d. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
 4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 5. The meeting minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article XV: RECORDS, BOOKS AND MINUTES

- 1. The organization shall maintain accurate and complete records to support its operations, decision-making, and legal compliance. Proper record-keeping ensures transparency, accountability, and the ability to demonstrate due diligence.
- 2. The board of directors, officers, and authorized personnel shall have access to all records.
- 3. The organization shall maintain the following types of records:
 - a. Financial Records: Including financial statements, budgets, ledgers, and transaction records.
 - b. Corporate Documents: Such as articles of incorporation, bylaws, meeting minutes, and resolutions.
 - c. Contracts and Agreements: Copies of contracts, leases, and other legal agreements.
 - d. Tax Records: Including tax returns, supporting documentation, and correspondence with tax authorities.
 - e. Personnel Records: Employee files and donor contracts.
 - f. Board and Committee Records: Meeting minutes, agendas, and related materials including their disposition (adopted, rejected, or tabled). The minutes of the meeting shall reflect the details of each motion, discussion, and outcome.
 - g. Program and Project Records: Documentation related to programs, projects, and initiatives.
- 4. The organization shall conduct an annual review of its records to ensure accuracy and compliance. If required, an independent audit shall be conducted by a certified public accountant.

Article XVI: ADDITIONAL PROVISIONS

NOW, THEREFORE, the Board of Directors of Bows and Joe's hereby endorse, adopts, and agrees to be fully bound by these articles of Incorporation.