

BYLAWS OF 22 SAVES HOCKEY FOUNDATION

ARTICLE I. NAME AND PRINCIPAL OFFICE

Section 1.01. Name

The name of the Corporation is 22 Saves Hockey Foundation (hereinafter referred to as “22 Saves Hockey” or “the Foundation”), a nonprofit, nonstock corporation organized and incorporated in the State of North Carolina.

Section 1.02. Principal Office

The principal office of 22 Saves Hockey shall be located in Wake County, North Carolina, or at such place in the State of North Carolina as the Board shall designate. 22 Saves Hockey may have such other offices as the Board may designate or as the business of the corporation may require.

ARTICLE II. PURPOSE AND OBJECTIVE

Section 2.01. Nonprofit Purpose

22 Saves Hockey Foundation is organized and shall be operated exclusively for charitable and educational purposes as may qualify it for tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Federal tax laws (hereinafter referred to as the “Code”). Notwithstanding any provision of these Bylaws, or the laws of the State of North Carolina governing 22 Saves Hockey, the Foundation shall only carry on activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Code.

Section 2.02. Specific Purpose

22 Saves Hockey shall promote the health and well-being of military veterans by reducing human distress and hardship, advancing education and development, as well as promoting the core values of 22 Saves Hockey Foundation. The Foundation shall provide programs and services to active duty servicemembers who are within 120 days of ending active service and military veterans who were discharged under other than dishonorable conditions. In furtherance of this purpose, the Foundation’s assets may be used to provide charitable relief for distressed members and members of their immediate family.

The specific objectives of 22 Saves Hockey shall be to:

- a. provide therapeutic activities for military veterans primarily through a veterans’ ice hockey program, augmented by other athletics and social activities;

- b. raise public awareness of the staggering rate of suicide among military veterans and mobilize community resources for addressing the issue;
- c. connect servicemembers transitioning from active duty and veterans to community resources that promote best practices for providers working with veterans at risk of suicide;
- d. sponsor, host, or participate in events and activities that promote suicide prevention among military veterans;
- e. reduce the risk of veteran suicides by returning veterans to a supportive team environment founded in camaraderie and esprit de corps.
- f. provide charitable relief to members and their immediate family within the meaning of section 501(c)(3), as a result of calamity, debilitating hardships, disasters, appalling circumstances, serious financial crisis, or other significant need. Additionally, the Foundation's assets shall be used to provide scholarships and grants for the education and development of Foundation members or surviving children in the aftermath of a member's suicide.

ARTICLE III. EXEMPT AND POLITICAL ACTIVITIES

Section 3.01. Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of 22 Saves Hockey Foundation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for expenses incurred and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 3.02. Political Activities

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERSHIP

Section 4.01. Eligibility for Membership

Membership eligibility for participation in 22 Saves Hockey includes the following categories:

- a. Military veterans. Any veteran of the armed forces of the United States who was discharged or released under honorable conditions or an uncharacterized entry level separation. Military veterans are entitled to the full benefits of membership in the organization upon completion of required registration documents to include a copy of the DD-214.
- b. Active duty servicemembers whose End of Active Service (EAS) expires within 120 days; also referred to as "Transitioning Service Members." Transitioning servicemembers are entitled to the full benefits of membership in the organization upon completion of required registration documents and a letter on command letterhead that provides proof of EAS and pending discharge under honorable conditions.
- c. Volunteers. "22 Saves volunteers" are defined as those individuals who wish to assist and help with activities supporting 22 Saves Hockey Foundation, are approved by the Board, and who do not qualify for membership under one of the other two categories of membership. This category of membership is a limited membership to which entitlements are defined by the Board.

Section 4.02. Granting of Membership

Membership is granted after completion of all required registration documents to include proof of active service and honorable discharge, general discharge under honorable conditions, or uncharacterized entry level separation. Written agreement to the 22 Saves Hockey Foundation Code of Conduct policy must be submitted to complete the registration process.

Section 4.03. Annual Dues

There will be no dues for members of the Foundation. Any dues for affiliates shall be established by the board.

Section 4.04. Suspension/Expulsion

Each member shall comply with and adhere to the Bylaws, rules and other policies of 22 Saves Hockey Foundation and the rules of any additional hockey league in which 22 Saves Hockey Foundation participates. Membership in the Foundation may be suspended or terminated by the board if a member is found to be noncompliant with the aforementioned expectations. The board may also suspend or expel a member for conduct, which, in the sole opinion of the board, is prejudicial to the best interests of 22 Saves Hockey. The board shall provide written notification to the member of the charges made against that member by electronic communication, registered or certified U.S. mail, postage prepaid, return receipt requested, or by FedEx (or comparable overnight delivery service) at least five business days in advance of the board meeting to deliberate the case.. The member will have the right to make a written statement for consideration of the circumstances by the board. Upon affirmative vote of two-thirds (2/3) of the directors present at a meeting of the board, the member shall be suspended

or expelled. If expelled, the member shall permanently forfeit all rights and privileges as a member.

Section 4.05. Member in Good Standing

Membership in good standing will be based upon the completion of registration which includes signing the Code of Conduct, compliance with the bylaws of 22 Saves Hockey, and the bylaws, rules and/or policies of any other organization in which 22 Saves Hockey participates.

Section 4.06. Affiliates

The board of directors may approve non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Foundation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the Foundation website. Affiliates have no voting rights and are not members of the Foundation. Affiliates must be approved by the majority of the board.

ARTICLE V. MEETINGS OF MEMBERS

Section 5.01. Annual Meetings

Annual meetings of the membership shall take place once a year beginning after the first full year of the Corporation's existence as recognized by the State of North Carolina. The annual meeting of the members shall take place during the last quarter of the fiscal year, the specific date, time and location of which will be designated by the board. At the annual meeting the members shall receive reports on the activities of the Foundation and make suggestions regarding events for the coming year to advance the Foundation's agenda. There will be no business of the corporation brought before the members and no formal votes by the members will be executed.

The failure to hold an annual meeting at a time stated in or fixed in accordance with the corporation's Bylaws shall not affect the validity of any corporate action.

Section 5.02. Special Meetings

Special meetings may be called by the President, the Executive Committee, or a simple majority of the board. A petition signed by five percent (5%) of the membership may also call a special meeting. At these special meetings, business may be discussed and binding votes may be taken.

Section 5.03. Notice of Meetings

Members shall be entitled to notice for any meeting of members or adjournment thereof. The board may fix, in advance, a date as the record date for any such meetings. Any such record date shall not be more than sixty (60) days and not less than ten (10) days before the date of such meeting. Notice for any meeting of members may be made by posting the date, time and location of the meeting on the organizational website.

ARTICLE VI. BOARD OF DIRECTORS AND GOVERNANCE

Section 6.01. General Powers

The affairs of 22 Saves Hockey Foundation shall be managed by a governing board of directors. The board of directors shall have control of and be responsible for the management of the affairs and property of the Foundation.

The board of directors shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Foundation is organized and may exercise all the rights and powers of a nonprofit corporation under the North Carolina Nonprofit Corporation Act . The Foundation may aid or assist other organizations or persons whose activities further accomplish, foster, or attain the purposes for which 22 Saves Hockey Foundation is organized. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 6.02. Number, Tenure, Requirements and Qualifications

The number of directors shall be fixed from time-to-time by the directors but shall consist of a minimum of two persons, which is the number of initial directors fixed in the Articles of Incorporation, and which shall be the fixed number of directors until a full board is appointed pursuant to these bylaws and North Carolina law. The organization Founder is one of the initial directors and serves as an ex-officio member with no term limit. The board of directors must be comprised by a majority of veterans.

Thereafter, the full Board of Directors of 22 Saves Hockey shall consist of not less than three (3), but not more than nine (9) directors. The number of directors may be increased or decreased from time to time by majority vote of the board provided, however, that any decrease in the number of directors shall not have the effect of shortening the term of any incumbent director or permitting less than the minimum number of directors allowed under the general laws of the State of North Carolina.

The members of the board shall, upon appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly appointed and qualified. All members of the board and any advisory council must be approved by a majority of the members present provided quorum has been met pursuant to Section 6.08 of this Article.

Each board member shall be a natural person being at least eighteen (18) years of age. A board member shall be a duly appointed member in good standing with the Foundation as voted by a majority of the board.

Section 6.03 Candidate Eligibility

The following criteria will be used to evaluate potential candidates:

- a. The candidate should be a member in good standing with the organization. In no instance shall the nominating committee approve for nomination an individual who is not a member in good standing; or
- b. The candidate should have been a member of the organization for at least one year based upon the expected date that the candidate might assume a board position after election or appointment; or
- c. The candidate must have served the organization in a volunteer position for at least one year or must provide professional expertise that amply qualifies the candidate to capably serve and fulfill the director role and duties.

Section 6.04. Appointed or Elected Term

Appointed or elected directors shall serve staggered two (2) year terms with approximately one-half (1/2) of the directors' terms expiring every year beginning in the third year of operation of 22 Saves Hockey Foundation in order to achieve staggered terms thereafter. Any vacancies on the board, including any unfilled vacancies resulting from the removal of one or more of the directors or resignation of one or more directors, may be filled by the affirmative vote of a majority of the then remaining directors, such appointment shall be a partial term commensurate with the remaining time for the vacated appointment.

The term shall commence and terminate to coincide with the fiscal year as defined in Article XVI of the bylaws, except for the Founder/CEO who has no term limit. If a Director is appointed by the board to finish a partial term, the term of the director shall begin at the board meeting following such director's appointment. Any director appointed by the board for a partial term shall stand for election at the next election following such director's appointment.

The board for 22 Saves Hockey has the right to revise the election dates and/or calendar as deemed necessary or in the best interest of the organization.

Section 6.05. Advisors Attendance at Board Meetings

If approved by a majority of the board, an advisor or advisors to the board may be invited to attend 22 Saves Hockey board meetings. The advisor(s) shall not be a voting member of the board but can participate in all board proceedings except in those matters determined to be a conflict of interest.

Section 6.06. Board Responsibilities

The board shall be responsible for the management and administration of the affairs of 22 Saves Hockey Foundation, which includes but are not limited to the following:

- a. Deciding policy and operating rules and procedures.
- b. Developing and approving all yearly and projected directions, goals, budgets and fiscal policies.
- c. Initiating, approving and implementing fundraising strategies.
- d. Approving all annual reports.
- e. Approving financial and contractual agreements except for those in accordance with deferred payment plans as approved by the president and the treasurer.
- f. Implementing other measures as the board deems proper and expedient to promote the objectives of the 22 Saves Hockey and to best protect the interest and welfare of its members.

Section 6.07. Standards of Conduct

General standards for directors. A director shall discharge his or her duties as a director, including his or her duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner the director reasonably believes to be in the best interests of the Foundation. In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- a. One or more officers, employees, or directors of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within their professional or expert competence; or
- c. A committee of the board of which he or she is not a member if the director reasonably believes the committee merits confidence.

A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

A director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.08. Board of Directors Meetings

The board of directors may permit any and all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meetings.

a. **Time.** Meetings shall be held at such time as the board shall fix, except that the first meeting of a newly appointed board shall be held as soon after its appointment as the directors may conveniently assemble.

b. **Place.** Meetings shall be held at such place within or outside the State of North Carolina as shall be fixed by the board. Each meeting may be conducted by means of electronic communication as permitted by law.

c. **Call.** The board of directors shall have a minimum of four (4) regular meetings each calendar year. No call shall be required for regular meetings for which the time and place have been fixed. Special board meetings may be called by the president or vice president, or by a majority of the directors. Notice of meetings shall specify the place, day, and hour of the meeting.

d. **Notice or Actual Constructive Waiver of Notice.** No notice shall be required for regular or annual meetings of the board for which time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings no less than five days for the convenient assembly of the directors. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted nor the purpose of any meeting of the board need be specified in the notice.

Notice of any adjournment of a meeting of the board to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any director may waive notice of any meeting, in accordance with North Carolina law.

e. **Quorum and Action.** Except as may otherwise be provided in the Articles of Incorporation and these bylaws, a simple majority of the full board shall constitute a quorum. Whenever a vacancy or vacancies on the board shall prevent a quorum from consisting of a majority of the full board as aforesaid, a quorum shall consist of at least one-third of the full board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the general laws of the State of North Carolina, the Articles of Incorporation, or these bylaws, the vote of a majority of the directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the board.

f. **Motions brought before the board for a vote.** Each director present shall be entitled to one vote for each action required to be taken at any meeting of the board. The board or a committee may take action without a meeting if a quorum of the board or committee, as the

case may be consented thereto in writing, and such consents are documented in the minutes. Voting may be conducted by electronic communication to the extent permitted by law.

g. Recording of Votes. Votes taken by the board shall be recorded to reflect the number of votes in favor, number of votes against, and number of abstentions. A motion brought to a vote will carry only if voted in favor by a majority of board members present. Director abstentions shall not count towards the tally of votes for the purposes of determining a majority vote, however the presence of an abstention permits the applicable director to count towards the establishment of a quorum.

h. Presiding Officer. The president, if present and acting, shall preside at all meetings. Otherwise, the vice president, if present and acting, or any other director chosen by the board shall preside.

Section 6.09. Written Action

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if consent in writing or electronic media, setting forth the action to be taken, shall be approved by a majority of the full board after publication to all directors.

Section 6.10. Presumption of Assent

All Board members shall have 7-days to file comments in either support or opposition to an issue considered at a board meeting. Comments shall be filed with the secretary by either written or electronic means. The secretary shall insure the publication to the remaining board members within 48-hours of the comments being filed. Comments shall be included in the minutes of the meeting but noted as filed as an addendum.

Section 6.11 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Section 6.12 Failure to Perform Duties

If a board member cannot regularly attend the meetings as scheduled, or otherwise fails to perform any of the duties devolving upon him or her, his or her office may be declared vacant by the affirmative vote of a majority of the Board. A director may be removed by a majority vote of the board of directors then in office, if the director is absent and unexcused from two or more meetings of the board in a twelve-month period.

Section 6.13. Removal of Directors

A director may be removed, with or without cause, at a special meeting expressly called for that purpose, by a majority vote of the Board. Prior to any meeting of the board at which a vote on removal will be made, the director in question must be given electronic or written notification of the board's intention to discuss his or her case and must be given the opportunity to be heard at the subject meeting of the board. At the same meeting, the board may fill the vacancy or vacancies resulting from any removal.

Section 6.14. Resignation of Directors

A director may resign at any time by communicating his or her resignation to the board or the presiding officer. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6.15. Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors, but by resolution of the board a fixed sum and expenses for actual attendance at each regular special meeting of the board may be authorized. Nothing herein shall be construed to preclude any director from serving the Foundation in any other capacity.

Section 6.16. Director Conflict of Interest (COI)

A conflict of interest occurs when an individual has competing interests or loyalties because of their duties to more than one person or organization. A transactional conflict of interest results when a transaction between the corporation and another entity in which a director has a financial or fiduciary interest takes place. A transactional conflict of interest is not voidable by the corporation solely because of the director's interest in the transaction if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or Committee of the board and the board or committee authorized, approved, or ratified the transaction **and** the transaction was not unfavorable to the corporation's interests.

A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board (or on the committee) who have no financial or fiduciary interests in the transaction, but a transaction shall not be authorized, approved, or ratified by a single director. If a majority of the directors who have no financial or fiduciary interests in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action.

A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction shall not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action.

Section 6.17. Director Recusal from a Board Transaction that Involves a COI. Any board member who has a conflict of interest in any matter or motion brought before the board for a vote, shall recuse themselves from voting on the matter. The member may be present for discussion and deliberation but shall abstain himself or herself when the call for a motion and vote is made.

ARTICLE VII. OFFICERS

Section 7.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where the action of two or more officers is required.

Section 7.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than five (5) consecutive terms of office. Unless unanimously elected by the board at the end of his or her five (5) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

7.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

7.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

7.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

7.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

7.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

ARTICLE VIII. COMMITTEES

Section 8.01. Designation and Authority of Committees

The board of directors, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Take any final action on matters which requires board members' approval or approval of a majority of all members;

- b. Fill vacancies on the board of directors of any committee which has the authority of the board;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the board of directors;
- e. Appoint any other committees of the board of directors or the members of these committees;
- f. Expend corporate funds to support a nominee for director; or
- g. Approve any transaction to which the corporation is a party and one or more directors have a material financial interest; or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 8.02 Meetings and Actions of Committees

Meetings and actions of the committees shall be governed by, held, and taken in accordance with, the provisions of Article VI of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular or special meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 8.03 Executive Committee

The Executive Committee will be a standing committee of the board and will consist of the officers of the board. The Executive Committee shall be responsible for prioritizing issues that need to be addressed by the full board, overseeing the daily implementation of board policies, and making sure that the board is establishing and maintaining good governance practices. The Executive Committee has the power to act on behalf of the full board. When acting on behalf of the full board, the Executive Committee must have unanimous approval of any issue brought before the committee.

Section 8.04 Nominating Committee

The Nominating Committee will be responsible for:

- a. Soliciting applications for the board of directors and then performing due diligence on all applicants in order to reach a decision on the applicants.

b. Providing notification to the candidates and the board as to those nominees that will be included on the upcoming election ballot.

c. Administering the annual director elections which will take place at a board meeting during the last quarter of the fiscal year. The results will be tabulated and announced by the board secretary at the board meeting. Elected members will receive written notification from the board secretary in time for them to attend subsequent board meetings.

A Nominating Committee shall solicit nominations for board membership from members. Nominations for the Board may be made by any member of the corporation.

Section 8.05 Other Committees

Other committees not having and exercising the authority of the board in the management of the affairs of 22 Saves Hockey Foundation as aforesaid may be designated and appointed by approved resolution or resolutions or the affirmation of the board. The committee designation resolution shall include review, termination and sunset clause language.

Section 8.06 Meetings of Committees' Minutes

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE IX. CONTRACTS, CHECKS, LOANS

9.01. Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

9.02. Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

9.03. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

9.04. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE X. INDEMNIFICATION

Section 10.01. Right to Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 10.02. Rights Not Exclusive

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of the corporation, agreement or vote of disinterested trustees or otherwise.

Section 10.03. Amendment or Repeal

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the

right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 10.04. Insurance

The corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, volunteer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, non-director volunteer, or agent of another foreign or domestic nonprofit corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the North Carolina Nonprofit Corporation Act or other applicable laws of the State of North Carolina.

Notwithstanding the preceding, the corporation shall not pay premiums for such insurance attributable to insurance covering matters for which the corporation would not be authorized to indemnify the person to the extent such premiums, together with any compensation paid to such person for services (as a trustee, officer, employee or otherwise), exceed reasonable compensation for services actually rendered to the corporation.

ARTICLE XI. BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Foundation shall keep a copy of the Articles of Incorporation and bylaws as amended to date.

A member of the Board or of any committee designated by the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or reports made to the Foundation by any of its officers, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or by any such committee, or in relying in good faith upon other records of the Foundation.

Article XII DOCUMENT RETENTION POLICY

Section 12.01. General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, 22 Saves Hockey Foundation may establish retention or destruction policies or

schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 12.02. Exception for Litigation Relevant Documents

The Foundation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If 22 Saves Hockey Foundation informs officers, directors and employees that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then the corporation, officers, directors and employees shall preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 12.03. Minimum Retention Periods for Specific Categories

a. **Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

b. **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

c. **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other board and board committee materials should be kept for no less than three years by the corporation.

d. **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

e. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

f. **Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses,

and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

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

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

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

j. **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

k. **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 12.04. Electronic Mail

E-mail that needs to be saved should be either printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XIII. TRANSPRENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH TH GENERAL PUBLIC

Section 13.01. Transparency

Full and accurate information about the corporation's mission, activities, finances, and governance shall be made publicly available. 22 Saves Hockey Foundation practices and encourages transparency and accountability to the general public.

Section 13.02. Financial and IRS Documents

Financial and IRS documents (The form 1023 and the form 990) 22 Saves Hockey Foundation, Incorporated, shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Section 13.03. Means and Conditions of Disclosure

22 Saves Hockey Foundation, Incorporated shall make widely available the aforementioned documents on its internet website to be viewed and inspected by the general public. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists). The website shall clearly inform readers that the document is available and provide instructions for downloading it.

22 Saves Hockey Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

22 Saves Hockey Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

Section 13.04. IRS Annual Information Returns (Form 990)

22 Saves Hockey Foundation, Incorporated, shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

ARTICLE XIV. DISSOLUTION OF CORPORATION

Upon termination or dissolution of 22 Saves Hockey Foundation, lawfully available assets shall be distributed for one or more purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to one or more qualifying organizations organized for charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization(s) to receive the assets of 22 Saves Hockey Foundation hereunder shall be selected by the discretion of a majority of the managing body of 22 Saves Hockey Foundation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against 22 Saves Hockey Foundation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of North Carolina.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a

purpose similar to this corporation, then a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located shall direct the distribution of its assets to the Treasurer of the State of North Carolina to be added to the general fund.

ARTICLE XV. CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 15.01. Policy

22 Saves Hockey Foundation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation, including but not limited to volunteers, must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of 22 Saves Hockey Foundation to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 15.02. Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of 22 Saves Hockey Foundation, Incorporated, is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

Section 15.03. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 15.04. Retaliation

Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of 22 Saves Hockey Foundation, Incorporated, and provides the 22 Saves Hockey Foundation, Incorporated, with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

22 Saves Hockey Foundation, Incorporated, shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of 22 Saves Hockey Foundation or of another individual or entity with whom 22 Saves Hockey Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

22 Saves Hockey Foundation, Incorporated, shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of 22 Saves Hockey Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 15.05. Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 15.06. Handling of Reported Violations

The board president or vice president shall notify the complainant and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted based on the outcome of the investigation. The complainant will be notified in writing upon completion of any investigation and the findings associated with any cases that are not considered confidential.

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

ARTICLE XVI. MISCELLANEOUS

16.01. Fiscal Year

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

16.02. Conflict of Interest Policy

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

16.03. Nondiscrimination Policy

The officers, directors, committee members, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of 22 Saves Hockey Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age,

physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XVII. AMENDMENT OF BYLAWS

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided that all amendments shall be consistent with the Articles of Incorporation. No amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code and any amendment shall not affect the voting rights of directors.

Article XVIII. RESTATED AND AMENDED ARTICLES OF INCORPORATION

Section 18.01. Restatement of Articles of Incorporation

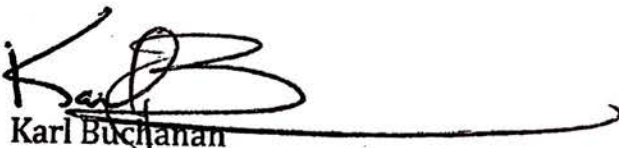
The board of directors may restate the corporation's Articles of Incorporation at any time with or without approval by members or any other person. If the restated Articles of Incorporation include an amendment requiring approval pursuant to G.S. 55A-10-30, the board of directors shall submit the restated articles of incorporation for such approval. Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

Section 18.02. Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of 22 Saves Hockey Foundation were approved by the 22 Saves Hockey Foundation's Board of Directors on May 23, 2020, and constitute a complete copy of the Bylaws of the corporation.


Karl Buchanan
President

E. Deborah Elek
E. Deborah Elek
Vice President