

BYLAWS OF OPERATION WARRIOR FIT
ADOPTED 5/14/2025

ARTICLE I. NAME AND OFFICE

- 1.1.** **Name**. The name of the Corporation shall be Operation WarriorFit, Inc. (the "Corporation").
- 1.2.** **Principal Office**. The principal office shall be located in the County of Henderson, State of North Carolina. The Corporation may have such other offices, either within or outside the State of North Carolina, as the Board of Directors may determine from time to time.

ARTICLE II. PURPOSE AND NON-MEMBERSHIP

- 2.1.** **Purpose**. This Corporation is organized and shall be operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 2.2.** **Non-Membership**. This Corporation shall have no members, as permitted under N.C. Gen. Stat. § 55A-6-01. The affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

- 3.1.** **General Powers**. The business and affairs of the Corporation shall be managed by its Board of Directors ("Board").
- 3.2.** **Number and Qualifications**. The number of directors shall be not less than three (3). Directors must be natural persons who are at least 18 years old and should support the Corporation's mission.
- 3.3.** **Term**. Each director shall serve a term of three (3) years, or until a successor is elected and qualified. Directors may serve consecutive terms if re-elected.
- 3.4.** **Election**. Directors shall be elected by a majority vote of the then-serving directors at any regular or special meeting.
- 3.5.** **Resignation**. A director may resign at any time by delivering written notice to the President or Secretary. Such resignation shall be effective upon receipt unless a later effective date is specified.
- 3.6.** **Removal**. Any director may be removed, with or without cause, by a vote of a majority of the entire Board.
- 3.7.** **Vacancies**. Vacancies on the Board may be filled by the remaining directors. A director appointed to fill a vacancy shall serve the remainder of the unexpired term.
- 3.8.** **Compensation**. Directors shall not receive compensation for their services as directors but may be reimbursed for reasonable expenses. This does not preclude a director from receiving compensation for other services provided to the Corporation.

ARTICLE IV. MEETINGS

- 4.1.** **Regular Meetings**. Regular meetings shall be held at such times and places as the Board may determine. Meetings may be held in person or by any means of communication (e.g., telephone, video conference) that allows all participants to hear one another simultaneously.

- 4.2. **Special Meetings.** Special meetings may be called by the President or by any two directors.
- 4.3. **Notice of Meetings.** Written notice of meetings must be given at least five (5) days in advance, unless waived. Notice may be delivered personally, by mail, or electronically.
- 4.4. **Quorum.** A majority of the directors shall constitute a quorum. Unless otherwise provided, decisions shall be made by a majority of the directors present at a meeting with a quorum.
- 4.5. **Action Without Meeting.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all directors consent in writing or electronically, in accordance with N.C. Gen. Stat. § 55A-8-21.

ARTICLE V. OFFICERS

- 5.1. **Officers.** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may elect additional officers as it deems necessary.
 - 5.1.1. **President.** The President shall be the chief executive officer and, subject to the direction of the Board, shall supervise and control all of the business and affairs of the Corporation.
 - 5.1.2. **Vice President.** The Vice President shall perform the duties of the President in the President's absence and other duties as assigned by the Board.
 - 5.1.3. **Secretary.** The Secretary shall maintain corporate records, keep minutes of meetings, and send notices as required by law and these Bylaws.
 - 5.1.4. **Treasurer.** The Treasurer shall oversee the Corporation's financial affairs, maintain financial records, and report on the Corporation's financial condition at Board meetings.
- 5.2. **Election and Term.** Officers shall be elected annually by the Board at its annual meeting and shall serve until their successors are elected and qualified.
- 5.3. **Removal.** Any officer may be removed, with or without cause, by a majority vote of the Board.
- 5.4. **Resignation.** An officer may resign by delivering written notice to the President or Secretary, effective upon receipt unless a future date is stated.
- 5.5. **Vacancies.** Any officer vacancy may be filled by the Board at any regular or special meeting.

ARTICLE VI. COMMITTEES

The Board may establish one or more standing or special committees, each consisting of two or more directors, to exercise such authority as delegated by the Board, consistent with N.C. Gen. Stat. § 55A-8-25. All committees shall act under the Board's supervision.

ARTICLE VII. INDEMNIFICATION

To the fullest extent permitted by North Carolina law, the Corporation shall indemnify its directors, officers, and employees against liabilities incurred in connection with their service to the Corporation, unless such person is adjudged to have acted in bad faith, with gross negligence, or in violation of law.

ARTICLE VIII. CONFLICTS OF INTEREST

The Board shall adopt and enforce a Conflict of Interest Policy in compliance with applicable state and federal laws and IRS guidelines for tax-exempt organizations.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

All checks, drafts, or orders for the payment of money shall be signed by such officer(s) or agent(s) as authorized by resolution of the Board. All funds shall be deposited to the credit of the Corporation in such banks or other financial institutions as the Board may select.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year (January 1 through December 31), unless otherwise determined by the Board.

ARTICLE XI. SEAL

The Corporation may adopt a corporate seal in such form as the Board may determine, but use of a seal is not required.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended, altered, or repealed by a majority vote of the entire Board at any regular or special meeting, provided that written notice of the proposed amendment is given at least ten (10) days in advance.