

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be High Country Veterans Adventures. The business of the corporation may be conducted as High Country Veterans Adventures or HCVA.

ARTICLE II
PURPOSES AND POWERS

2.01 Purpose

High Country Veterans Adventures is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

High Country Veterans Adventures purpose is to increase the overall quality of life of the U.S. Veteran through outdoor adventures. High Country Veterans Adventures will achieve this through sufficient funding, supplying, planning, coordinating, and executing the specific outdoor activity with the U.S. Veteran.

To maximize impact on current efforts, High Country Veterans Adventures may seek to collaborate with other for-profit and non-profit organizations.

At times, we may provide internships or volunteer opportunities, which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

High Country Veterans Adventures 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 corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of High Country Veterans Adventures may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. High Country Veterans Adventures is a Colorado based non-profit public benefit corporation, currently seeking recognition as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation 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. 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 corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. In the event of the dissolution of High Country Veterans Adventures, or the winding up of its affairs, the corporation's property shall not be conveyed to any individual or organization created or operated for profit for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed to an organization or organizations created and operated exclusively for charitable and non-profit purposes similar to those of the corporation and consistent with the exempt purposes provided for under Section 501(c)(3) of the Internal Revenue Code. In the event that no qualifying organization(s) exist with a charitable purpose, which at least generally includes a purpose similar to High Country Veterans Adventures, then the remaining assets of High Country Veterans Adventures shall be available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

High Country Veterans Adventures shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Board of Directors may approve classes of 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 corporation. The Board President, 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 of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the High Country Veterans Adventures website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

High Country Veterans Adventures shall have a Board of Directors consisting of at least 3 and no more than 15 directors. Within these limits, the board may increase or

decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the High Country Veterans Adventures shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms.

(b) Directors may serve terms in succession only upon a majority vote of the entire current serving board, not accounting for the said directors own vote.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be at least 18 years of age, and nominated by either the President or Vice President. The nominated director need not be a resident of the State of Colorado to be considered for election. Nominated directors may be elected at any board meeting by the majority vote of the existing Board of Directors.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Resignation from the board must be in writing and received by the secretary.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

(a) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board Vice President shall excuse the president. Or:
(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the President, Vice President, or both the Secretary and Treasurer. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

4.08 Manner of Acting

(a) Quorum. No fewer than one-half of the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or Vice President in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.01 Committees

The High Country Veterans Adventures Board of Directors may, by the 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 also requires Board of Directors approval;
- (b) Fill vacancies on the Board of Directors in 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 which by its express terms is not so amendable or repealable

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors. Special meetings of the committee may also be called by resolution of the Board of Directors. 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.

5.3 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.

ARTICLE VI OFFICERS

6.01 Board Officers

The officers of High Country Veterans Adventures 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 action of two or more officers is required.

6.02 Term of Office

Newly elected officers who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, officers may serve additional three-year terms. Upon the conclusion of the officer's term in office, they may continue to hold office or transition into another officer position with the majority vote of the Board of Directors. 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. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, may be filled by the Board for the unexpired portion of the term.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause, with a majority vote at a regular or special meeting. Any officer may resign at any time by giving written notice to High Country Veterans Adventures 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.

6.04 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.

6.05 Vice President

In the absence or disability of the Board President, the ranking 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.

6.06 Secretary

The secretary shall keep 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 non-director officer to assist in performance of all or part of the duties of the secretary.

6.07 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 non-director officer of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

(a) A non-director officer shall be eighteen years of age or older upon appointment.

(b) A non-director officer need not be a director of the nonprofit corporation.

(c) Each non-director officer shall have the authority and shall perform the duties stated with respect to such office in the bylaws or, to the extent not inconsistent with the bylaws, prescribed with respect to such office by the Board of Directors or by an officer authorized by the Board of Directors.

(d) A non-director officer may resign at any time by giving written notice of resignation to the nonprofit corporation.

(e) A resignation of a non-director officer is effective when the nonprofit corporation receives the notice unless the notice states a later effective date. If a resignation is made effective at a later date, the Board of Directors may permit the non-director officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the non-director officer at any time before the effective date and may fill the resulting vacancy.

(f) Unless otherwise provided in the bylaws, the Board of Directors may remove any non-director officer at any time with or without cause.

(g) The appointment of a non-director officer does not itself create contract rights. A non-director officer's removal does not affect the non-director officer's contract rights, if any, with the nonprofit corporation. A non-director officer's resignation does not affect the nonprofit corporation's contract rights, if any, with the non-director officer.

(h) The same non-director officer individual may simultaneously hold more than one office in the nonprofit corporation.

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the High Country Veterans Adventures board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of High Country Veterans Adventures shall be executed on its behalf by the

President or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 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.

7.03 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.

7.04 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.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Colorado Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE XIII
BOOKS, RECORDS, AND DOCUMENT RETENTION POLICY

8.01 Books and Records

High Country Veterans Adventures 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 corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Document Retention Policy

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper care and custody of High Country Veterans Adventures records.

Section 1. 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, High Country Veterans Adventures 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 2. Exception for Litigation Relevant Documents. High Country Veterans Adventures 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 you believe, or High Country Veterans Adventures informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must 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 3. 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) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. The corporation should keep a clean copy of all other Board and Board Committee materials for no less than three years.

(e) 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.

(f) 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.

(g) 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.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) 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.

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

(k) 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.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) Printed in hard copy and kept in the appropriate file; or

(ii) 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 IX CONFLICT OF INTEREST, TRANSPARENCY, AND ACCOUNTABILITY

9.01 Conflict of Interest

The High Country Veterans Adventures Board of Directors 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.

Section 1. As used in this policy, "conflicting interest transaction" means: A contract, transaction, or other financial relationship between a nonprofit corporation and a director or officer of the nonprofit corporation, or between the nonprofit corporation and a party related to a director or officer, or between the nonprofit corporation and an entity in which a director or officer of the nonprofit corporation is a director or officer or has a financial interest.

Section 2. No loans shall be made by High County Veterans Adventures to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

Section 3. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director or officer of the nonprofit corporation, or a party related to a director or officer, or an entity in which a director or officer of the nonprofit corporation is a director or officer, or has a financial interest, or solely because the director or officer is present at or participates in the meeting of the nonprofit corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

(a) The material facts as to the director or officers relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum.

(b) The conflicting interest transaction is fair as to the nonprofit corporation.

Section 4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Section 5. For purposes of this section, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

9.02 TRANSPARENCY

By making full and accurate information about its mission, activities, and governance publicly available, High Country Veterans Adventures practices and encourages transparency and accountability to the general public.

(a) High Country Veterans Adventures shall provide its Internal Revenue Service forms 990, 990-T, 1023 and 5227, bylaws, and conflict of interest policy to the general public for inspection free of charge.

(b) High Country Veterans Adventures shall make widely available the aforementioned documents on its Internet website: www.highcountryveteransadventures.org to be viewed and inspected by the general public.

(i) The documents shall be posted in a format that allows an individual using the Internet to access, 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).

(ii) The website shall clearly inform readers that the document is available and provide instructions for viewing it.

(iii) High Country Veterans Adventures 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).

9.03 ACCOUNTABILITY

High Country Veterans Adventures 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.

9.04 Donor Records

Individual donor records shall be available for consultation by the donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

ARTICLE X
CODES OF ETHICS, NON-DISCRIMINATION, AND WHISTLEBLOWER POLICY

10.01 Code of Ethics

High Country Veterans Adventures 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 must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of High Country Veterans Adventures 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.

10.02 Nondiscrimination Policy

The officers, directors, committee members, employees, 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 High Country Veterans Adventures 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.

10.03 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of High Country Veterans Adventures is in violation of law, a written complaint must be filed by that person with the Vice President or the Board President.

10.04 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.

10.05 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of High Country Veterans Adventures and provides the corporation 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.

High Country Veterans Adventures 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 High Country Veterans Adventures or of another individual or entity with whom High Country Veterans Adventures 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.

High Country Veterans Adventures 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 High Country Veterans Adventures 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.

10.06 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.

10.07 Handling of Reported Violations

The Board President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days upon receiving the reported violation. The board, and its appointed committee, shall promptly investigate all reports, and appropriate corrective action shall be taken if warranted by the investigation.

ARTICLE XI AMENDMENTS

11.01 Amendment

Any amendment or alteration to the Articles of Incorporation or Bylaws may be adopted by approval of two-thirds (2/3) of the Board of Directors at a regular or special meeting. The proposed amendment or alteration must be submitted to the Board of Directors prior to voting on the changes no later than seven (7) days before the meeting. The following qualification(s) for an amendment must be met before submission for vote:

- (a) That no amendment shall be made to these Bylaws which would cause High Country Veterans Adventures 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,
- (b) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting and the Board Presidents approval.
- (c) That all amendments be consistent with the Articles of Incorporation.

ARTICLE XII MISCELLANEOUS

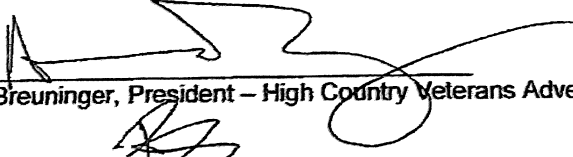
12.01 Fiscal Year

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

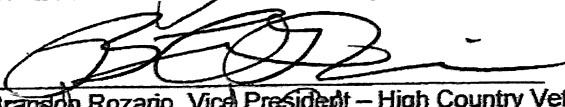
CERTIFICATE OF ADOPTION OF BYLAWS

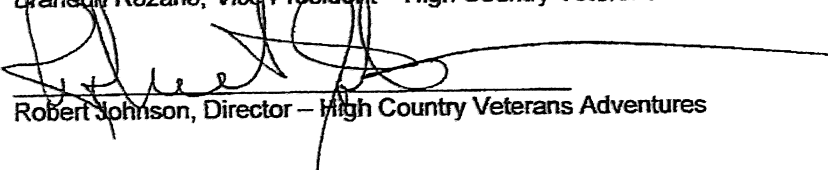
We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 16th day of August, 2016.


Austin Breuninger, President – High Country Veterans Adventures


ATTEST: Brock Johnson, Secretary and Treasurer – High Country Veterans Adventures


Branson Rozario, Vice President – High Country Veterans Adventures


Robert Johnson, Director – High Country Veterans Adventures