



**AMENDED  
BYLAWS  
OF  
U.S. MOUNTAIN RANGER ASSOCIATION, INC.**

*a Georgia nonprofit corporation*

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

**Effective Date of Incorporation: July 1, 2015**

**State of Incorporation: Georgia**

**Fiscal Year End: December 31**

**AMENDED FEBRUARY 4, 2021**

**And**

**AMENDED FEBRUARY 5, 2026**

**AMENDED BYLAWS OF U.S. MOUNTAIN RANGER ASSOCIATION, INC.**

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# **AMENDED BYLAWS OF U.S. MOUNTAIN RANGER ASSOCIATION, INC.**

## **ARTICLE I: NAME**

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

## **ARTICLE II: PURPOSE**

a. The U.S. Mountain Ranger Association (USMRA) is organized to promote brotherhood among past and present Rangers, and to raise funds for:

- (1) the USMRA Scholarship Program.
- (2) members of the Ranger Community who are in need.
- (3) opportunities for active duty and former Rangers to gather for fellowship and brotherhood.
- (4) projects that honor Rangers and promote the Ranger legacy, including participating as a Ranger Hall of Fame voting association.
- (5) supporting appropriate requests from the 5th Ranger Training Battalion.

Membership is offered to those who have graduated from Ranger school, or who served in a recognized Ranger unit in combat. Assignment to the 2nd Ranger Company or 5th Ranger Training Battalion at Camp Frank D. Merrill is not a prerequisite for membership. USMRA support is primarily offered to the Ranger community stationed at Camp Frank D. Merrill, but exceptions may be made upon the approval of the USMRA membership to provide support for other members of the Ranger Community. The Ranger community includes active duty and former Rangers, Ranger family members, and civilian employees whose job is to support Ranger training.

b. The purpose of these bylaws is to ensure that the U.S. Mountain Ranger Association (USMRA) remains in compliance with the State of Georgia Code O. C. G. A. §14-202 as a nonprofit corporation, and as a charitable corporation exempt from federal income taxes under Title 26, Section 501(c)(3) of the Internal Revenue Code of the United States Code. These bylaws set forth the USMRA's organizational structure, operational procedures, and fiscal affairs. The USMRA is not organized and is not operated for pecuniary gain or profit. No part of the property or net earnings of the USMRA will benefit or be distributed to its directors or officers or other private persons. However, the USMRA is authorized to pay reasonable compensation for services rendered and to make payments to further the purposes set forth in these bylaws. The USMRA will not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. As an organization, the USMRA will not participate in, or intervene (including publishing print material or social media content) on behalf of any candidate for public office.

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## ARTICLE III: MISSION STATEMENT

The U.S. Mountain Ranger Association provides material support and promotes brotherhood among all past and present Rangers and their families with special consideration for the 5th Ranger Training Battalion.

## ARTICLE IV: REGISTERED AGENT AND REGISTERED OFFICE

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

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

## ARTICLE V: FISCAL YEAR

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

## ARTICLE VI: MEMBERSHIP

### 1. CHARTER MEMBERS

There were 21 Charter Members of the USMRA:

Robert Bails	Steve Hawk	Bobby McMahan*	Clayton Sayles	Bob Williams
Chaz Blalock	Stan Kelley	Dale Osterloh	Earl Singletary*	
Roy Close	Heinz Ketchum	Dean Papka	Austin Stoffel	
Alfred Dochnal	Willard Langdon*	Mike Ramsey	Mike Young	
Tony Garcia	Mike McKinney	Dan Rhodes	Tom Wilburn	

\* denotes deceased

### 2. MEMBERSHIP CRITERIA

Membership is offered to those who have graduated from Ranger school, or who served in a recognized Ranger unit in combat. Assignment to the 2nd Ranger Company or 5th Ranger Training Battalion at Camp Frank D. Merrill is not a prerequisite for membership.

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## 3. ADDITIONAL MEMBERS

Applicants for membership shall be approved upon the affirmative vote of a majority of a quorum (15) of the members in attendance at a meeting at which such membership is proposed by the USMRA president or his representative. The vote of the members shall be based upon criteria set by the members, which the members may change from time to time at their discretion by affirmative vote of a majority of a quorum (15) of the members in attendance at a meeting at which such criteria is proposed.

## 4. REMOVAL

The members may expel a member for cause upon the affirmative vote of majority of a quorum (15) of the members.

### a. Cause:

In recognition of the fact that once a member is approved pursuant to Article VI, and the applicant has demonstrated proper credentials that he is fully qualified to assume voluntary membership in USMRA, termination of membership may only be made for cause and upon majority vote of a quorum (15) of the membership during a regularly scheduled meeting. Appeals may be considered on a case-by-case basis. USMRA is under no obligation in this connection: it is the responsibility of the applicant solely to provide proof of qualification. Such causes may include but are not limited to:

- i. Fraudulent application or credentials: If at any time it is discovered that the applicant or member has presented false, fraudulent, or insufficient documentation to qualify for membership in USMRA.
- ii. Inappropriate or improper conduct while participating in any USMRA function or activity: All members are to be guided by the highest standards of conduct. Members have an obligation to continually set the example of the highest standards during all USMRA activities and members are expected to continually conduct themselves accordingly. Failure to maintain traditional standards of leadership in consonance with the Ranger tradition or any action or speech that brings discredit upon USMRA or its membership may result in prohibition from facilities and/or activities, suspension from active membership, or involuntary termination of membership in USMRA.
- iii. Conviction of a felony in any court of law.

### b. Degrees of termination:

- i. Voluntary termination (Resignation): A member may tender a resignation at any time for any reason. Upon acceptance, the member's name will be removed from the roll.
- ii. Involuntary termination: Under the conditions outlined above, a member who has been terminated for cause may reapply for reinstatement after one calendar year. Requests for

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- reinstatement must be made in writing to the USMRA president, and are subject to the review and approval of the membership pursuant to the same provisions for admission of new members.
- iii. **Suspension:** Any member failing to abide by generally accepted rules of conduct in accordance with Ranger tradition, may, upon majority vote of a quorum (15) of the membership, be temporarily suspended from membership for a time specified by the voting members, but not to exceed one calendar year. Such a member may apply in writing for reinstatement at any time during the suspension period to the USMRA president, and is subject to the review and approval of the membership.
  - iv. **Prohibition from facilities and/or activities:** Under special circumstances a member may be prohibited from attending selected activities and functions related to specific facilities. For example, USMRA regularly meets within the confines of Camp Frank D. Merrill (CFM) and only with the approval of the Commander, 5th Ranger Training Battalion (RTB). All USMRA activities conducted on CFM are subject to approval from the Commander, 5th RTB. All USMRA members are to avoid any contact with Ranger students except as approved by the Commander, 5th RTB. If for any reason a member is expelled from CFM, though they may continue in USMRA membership, they will not be allowed to attend the regularly scheduled meetings or any other function conducted at CFM, unless and until they have been approved by the Commander 5th RTB. Request for reinstatement must be made in writing to the Commander, 5th RTB after review of the request by the USMRA president.
  - c. **Notification:** Any member subjected to any of the above actions will be notified by the USMRA President or his designated representative, of the action taken, the duration, and procedures for reinstatement, if any.

### **ARTICLE VII: MEETINGS OF MEMBERS**

#### **1. GENERAL**

There are four types of meetings: Board of Directors (BOD) and/or Executive Committee Meetings (EXCOM), Annual Meeting, Special Meetings, and Other Meetings. Meetings are generally hybrid, held both in person at Camp Frank D. Merrill or other location that the chairman of the BOD or president may determine, as well as virtually for members who are unable to attend in person due to distance, convenience, or other inability to attend in person. Meetings may be held in conjunction with USMRA-hosted fellowship events.

#### **2. ANNUAL MEETING**

An annual meeting is held each year on the first Thursday in February at 1900 hours or other date and time as determined by the BOD. The purpose of the meeting is to elect a BOD, for the BOD to announce the appointment of officers, and to transact any other USMRA business.

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## 3. SPECIAL MEETINGS

The USMRA president, or two directors, or 25% of the total membership may call for a special meeting of the members. The special meeting may be called anytime for any USMRA business purpose. The meeting will be held at the same location as the annual meeting or at another place as the president determines.

## 4. OTHER MEETINGS

Other meetings are normally scheduled by the USMRA president and held on the first Thursday of each month at 1900 hours in hybrid format: virtually and in person at Camp Frank D. Merrill. A quorum of 15 members is required for matters brought to a vote.

## 5. NOTICE OF MEETINGS

Written notice stating the place, day and time of all meetings and, in case of a special meeting, the purposes for which the meeting is called shall be delivered not less than 14 nor more than 50 days before the date of the meeting. Email shall constitute written notice.

## 6. QUORUM AND SIMPLE MAJORITY VOTING

a. All USMRA voting will be performed on the basis of a simple majority. At the discretion of the chairman of the Board of Directors (BOD), voting on policy, procedure, actions, or other matters may occur (1) only among the BOD and/or the Executive Committee (EXCOM), or (2) among the general membership.

b. A quorum for matters that come before the BOD is a majority of the BOD. A quorum for matters that come before the EXCOM is a majority of the committee members. A quorum for matters that come before the combined BOD and EXCOM is a majority of the total number of BOD and EXCOM members. A quorum for matters that come before the general membership is 15. A simple majority of members present during the meeting decides the outcome of the matter presented.

c. If a matter is deemed appropriate by the chairman and/or president for a vote by the general membership, every member in good standing attending a meeting for such purpose will have one vote. Members may vote in person, by proxy, or virtually during the meeting. A proxy vote may be accomplished by email or in writing from the absent member to the president.

d. Elections for directors during the annual meeting is decided by plurality vote: the candidate with the most votes wins.

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## **7. VIRTUAL PARTICIPATION**

Members may participate in meetings virtually and all such participants must be able to hear each other, be advised of the use of such equipment, and be provided with the names of individuals operating such equipment.

## **8. ORDER OF BUSINESS**

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

- a. Quorum check (15 members constitute a quorum)
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of the preceding meeting.
- d. Reports of officers
- e. Reports of committees.
- f. Unfinished business.
- g. New business.

## **ARTICLE VIII: BOARD OF DIRECTORS (BOD)**

### **1. GENERAL FUNCTIONS**

The Board of Directors (BOD) oversees the management and strategic direction of the USMRA and to ensure it operates in the interest of its members. The BOD is the USMRA's governing body focused on high-level oversight rather than day-to-day operations. The BOD's specific functions are:

- a. Set the USMRA's vision and goals.
- b. Approve strategy: review, challenge, and/or approve USMRA's major initiatives.
- c. Appoint the USMRA president (top executive).
- d. Plan for the succession of the president and other key leadership.
- e. Approve budgets.
- f. Monitor performance.

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g. Ensure the USMRA operates within its bylaws.

## 2. ELECTION, NUMBER, AND TENURE OF DIRECTORS

The number of directors shall be at least five. All directors shall be elected by the members at the annual meeting each year for one-year terms. The chairman of the BOD will be elected by the directors during the first meeting of the BOD following the annual meeting. In the event that there are the same number of directors voting for and voting against selecting a chairman, the presiding chairman shall have a second vote to break the deadlock. Each director shall hold office until the next annual meeting of the membership and until his/her successor shall have been qualified and elected by the members. Directors may serve successive terms without limitation subject to the vote of the members. Additional directorships (i.e., a sixth or more) may be created at the discretion of the BOD, and filled by majority vote by the members at the annual meeting.

## 3. VACANCIES

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

## 4. BOARD OF DIRECTORS (BOD) AND/OR EXECUTIVE COMMITTEE (EXCOM) MEETINGS

a. Meetings of the BOD or combined BOD/EXCOM may be called by the chairman—or at least two directors—on at least two days' notice by email. A brief indication of the nature of the business to be transacted shall be made part of the notice. The president may call a meeting of the EXCOM without the participation of the BOD. Meetings may be held in person and/or virtually. All decisions on matters that are brought to a vote shall be made by majority vote.

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

## 5. ACTION BY BOARD WITHOUT A MEETING

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

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## **6. REMOVAL**

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

## **7. CHAIRMAN OF THE BOARD OF DIRECTORS**

The Chairman of the Board may serve successive terms. The chairman shall schedule and preside at all meetings of the BOD and combined BOD/Executive Committee (EXCOM). The chairman may sign and execute all authorized bonds, contracts or other obligations in the name of the USMRA, and shall be an ex-officio member of all standing committees. The chairman shall ensure notice is given of meetings of all BOD and combined BOD/EXCOM meetings, and shall appoint someone to record the proceedings of all such meetings. The chairman may also serve as the USMRA president.

## **8. VICE CHAIRMAN OF THE BOARD OF DIRECTORS**

A vice chairman of the BOD shall be elected by a majority vote of the directors at the first meeting of the BOD following the annual meeting. The vice chairman may serve successive terms, and shall preside at all meetings at which the chairman is not present and shall act in place of the chairman if he is unavailable or incapacitated. The vice chairman may also serve as the USMRA vice president.

## **9. COMMITTEES**

The BOD, by resolution, may designate from among its members, to the extent allowable by statute, an executive committee and other committees. Each committee shall serve at the pleasure of the BOD. Committees may be formed to handle budget concerns, public relations, fundraising, Ranger Hall of Fame nominations, or other functions that will help the USMRA achieve its mission. Each committee should consist of at least one BOD member. The other committee spots should be filled by the USMRA officers and members.

## **ARTICLE IX: OFFICERS (EXECUTIVE COMMITTEE: EXCOM)**

### **1. NUMBER AND APPOINTMENT OF OFFICERS**

The USMRA executive committee (EXCOM) consists of: a president who is the chief executive officer, a vice president, a secretary, and a treasurer who is the chief financial officer. These officers shall be elected by the BOD each year prior the annual meeting. Additional officers may be elected by the BOD as needed.

### **2. SALARIES**

The officers and directors shall serve without any compensation.

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## 3. REMOVAL

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

## 4. CHIEF EXECUTIVE OFFICER/PRESIDENT

The chief executive officer shall be the USMRA president and subject to the control of the BOD. The president supervises and controls all of the USMRA's business. The president shall have authority to institute or defend legal proceedings when the directors are deadlocked. If the president is the only officer, he/she will also be responsible for the duties of all other below described officers.

## 5. VICE PRESIDENT

In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice president shall have all the powers and functions of the president and shall perform such other duties as the BOD shall determine.

## 6. SECRETARY

The secretary shall:

- a. Attend all meetings of the BOD, EXCOM, and of the members.
- b. Record all votes and minutes of all proceedings in an electronic file kept for that purpose.
- c. Ensure a quorum is present for all voting matters.
- d. Give notice of all meetings.
- e. Keep in safe custody the USMRA seal and affix it to any instrument when authorized by the BOD.
- f. Keep all USMRA documents and records as required by law or otherwise in a safe electronic file system that is accessible by all BOD and EXCOM members.
- g. Perform such other duties as may be assigned by the president or BOD.

## 7. TREASURER/CHIEF FINANCIAL OFFICER

The treasurer/ chief financial officer shall:

- a. Have custody of USMRA's funds.

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- b. Keep full and accurate accounts of USMRA receipts and disbursements.
- c. Deposit all money and other valuables in USMRA's name and to the credit of the USMRA in banks designated by the BOD.
- d. Disburse USMRA funds as ordered or authorized by the BOD, and keep vouchers/receipts for such disbursements.
- e. Give the president and BOD at the regular meetings of the BOD, or whenever they require it, an account of all USMRA transactions and of USMRA's financial condition.
- f. Give a full financial report at the annual meeting of the members, if so requested.
- g. Perform other duties assigned by the BOD or president.
- h. If required by the BOD, give a bond for the faithful discharge of his/her duties in an amount and with such surety or sureties as the BOD shall determine.
- i. In the absence of the president and vice-president, or in the event of the president's and vice president's death, inability, or refusal to act, the treasurer shall have all the powers and functions of the president and shall perform such other duties as the board of directors shall determine.

### **ARTICLE X: INDEMNIFICATION AND INSURANCE**

a. INDEMNIFICATION. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the organization against expenses including attorneys' fees (and in the case of actions other than those by or in the right of the organization, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, whether domestic or foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the organization shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

b. INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS. The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of

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disinterested directors, or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **3. INSURANCE**

To the extent permitted by Georgia law, the organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, whether domestic or foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

## **ARTICLE XI: AMENDMENTS**

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

## **ARTICLE XII: FISCAL AND LEGAL RESPONSIBILITIES**

### **1. GENERAL**

All moneys of every kind belonging to the corporation shall be deposited to its credit in a bank or banks designated by the BOD.

### **2. CONTRACTS**

The BOD may authorize any USMRA officer or director in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the USMRA, and such authority may be general or confined to specific instances.

### **3. CHECKS AND DRAFTS**

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

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## **4. GIFTS**

The BOD may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the USMRA.

## **ARTICLE XIII: OUTSIDE BUSINESS**

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

## **ARTICLE XIV: SALARIES**

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

## **ARTICLE XV: CONFLICTS**

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

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

## **ARTICLE XVI: APPROPRIATION OF FUNDS**

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

## **ARTICLE XVII: CONTRACTUAL POWERS - SEAL - DISSOLUTION**

### **1. SCOPE OF CONTRACTUAL POWERS**

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

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## 2. SEAL

The USMRA shall have a seal of such design as the BOD may adopt.

## 3. DISSOLUTION

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

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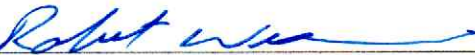
We, the undersigned, the Incorporators of U.S. Mountain Ranger Association, Inc., a Georgia nonprofit corporation, do hereby certify that the within and foregoing bylaws were adopted as the bylaws of the USMRA on the 28th day of July, 2015 and that the same do now constitute the bylaws of the USMRA.

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



Robert Williams, Incorporator

These by-laws were amended and approved and adopted by the Members of the USMRA at the Annual Meeting of the Members of the Corporation with sufficient advance notice of such amendment having been provided in accordance with Article XI hereof, held the 4th day of February 2021.



Robert Williams, Incorporator

These amended by-laws were approved and adopted by the Members of the USMRA at the Annual Meeting of the Members of the Corporation with sufficient advance notice of such amendment having been provided in accordance with Article XI hereof, held the 5th day of February 2026.



Keith Antonia, Chairman of the Board