

**AMENDED AND RESTATED BYLAWS
OF
THE CENTURIONS**

**ARTICLE 1
THE CORPORATION**

Section 1.1 Organization. The Centurions (the “**Corporation**”), is a nonprofit corporation organized under the laws of the State of Arizona.

Section 1.2 Definitions. As used in these Amended and Restated Bylaws (these “**Bylaws**”), the following words and phrases shall have the following meanings:

“**Articles**” shall mean the Articles of Incorporation of the Corporation, as may be amended and/or restated from time to time.

“**Board**” shall mean the Board of Directors of the Corporation.

“**Director(s)**” shall mean duly designated or appointed director(s) of the Corporation.

“**Foundation**” shall mean The Centurion Foundation, Inc., an Arizona nonprofit corporation.

“**Officer(s)**” shall mean duly designated or appointed officer(s) of the Corporation.

“**Membership Org**” shall mean The New Centurions, an Arizona nonprofit corporation.

Section 1.3 Purposes. The Corporation is organized to and shall always operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “**Code**”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation shall not: (i) act as a supporting organization as that term is defined in Section 509(a)(3) of the Code; or (ii) enter into any agreement that (y) creates an exclusive relationship between the Corporation and another tax-exempt organization, or (z) exclusively benefits another tax-exempt organization.

The Corporation, without limit, shall engage in the following activities in support of or in furtherance of its charitable purposes:

- (a) Raising, receiving, maintaining, and expending funds;
- (b) Acquiring, owning, leasing, conveying, and otherwise dealing in and with real and personal property and any interest therein;

(c) Entering into contracts with other organizations (profit or nonprofit), individuals, and governmental agencies; and

(d) Engaging in any other lawful activities within the purposes for which a corporation may be organized under the Arizona Nonprofit Corporation Act (the “Act”), as it may be amended from time to time.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or any other private persons unless allowed by Section 501(c)(3) of the Code and the Act, 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 this Article 1 and not contrary to or in violation of Section 501(c)(3) of the Code or the Act.

No substantial 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 provisions of the Corporation’s Articles or these Bylaws, the Corporation shall only operate for charitable purposes and 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 Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 2 MEMBERS

Section 2.1 Members. The Corporation shall not have members.

ARTICLE 3 DIRECTORS

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, who shall be entitled to exercise all powers, rights, and duties that may be exercised under these Bylaws, the Corporation’s Articles, the Act, or any other law.

Section 3.2 Eligibility, Qualifications, and Number. Each Director shall be a member in good standing of Membership Org at the time of his election (as provided for in these Bylaws) and throughout his term and service as a Director. The Board may establish additional qualifications for Directors from time to time. The Board shall be comprised of at least five (5) but no more than seven (7) Directors.

Section 3.3 Nomination and Appointment of Directors; Ex Officio Members. The Board of Directors at its annual meeting shall elect Directors whose terms are due to expire, and each Director elected shall hold office for the term for which he is elected or until his successor is elected or until his earlier death, resignation, or removal. Each Director shall have one vote for each directorship to be elected. Directors shall be elected from a slate of candidates (the

“**Director Slate**”) identified by the Board Selection Committee constituted by Membership Org. No more than three (3) Directors may concurrently serve as directors of both the Event Org and the Membership Org.

The following three individuals shall serve as ex-officio, non-voting members of the Board: the Executive Director of the Corporation, the immediate past President of the Corporation, and a representative from the Board of Directors of Foundation who is a Centurions Member, which representative shall be designated by the Board Selection Committee.

Section 3.4 Special Powers and Duties. The Board, in addition to any other powers and duties expressly granted to it under these Bylaws, shall have the exclusive authority to exercise the following powers and duties:

- (a) The Board may hire, with any terms of employment, performance objectives, and performance evaluation methods it deems to be in the best interests of the Corporation, an Executive Director of the Corporation. If the Board hires any such Executive Director, it shall only remove said Executive Director with the affirmative, two-thirds (2/3) vote of the Directors of the Corporation; and
- (b) The Board shall approve any debt, loans, or other financial obligations of the Corporation, on any terms and conditions approved by the affirmative, unanimous vote of the Board.

Section 3.5 Resignation and Removal. Any Director(s) may resign at any time by delivering a written resignation to the Secretary. Any such resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any Director may be removed, with or without cause, by a two-thirds (2/3) affirmative vote of the other Directors.

Section 3.6 Vacancies. Any vacancy(s) in any Director position created by any reason other than expiration of a term shall be filled by the affirmative vote of two-thirds (2/3) of the remaining Directors.

Section 3.7 Term. Unless otherwise specified by the Board, beginning on January 1 following the year of appointment, all Directors shall serve a two (2) year term or until a successor is appointed or until his earlier death, resignation, or removal. No Director shall serve more than two (2) consecutive terms; provided, however, that any Director may be re-appointed to the Board of Directors after an absence from the Board of Directors for a period of one (1) year. A Director who is appointed to fill a vacancy shall not have such term count toward the two-consecutive term limitation.

Section 3.8 Annual Meeting. The Board shall hold an annual meeting in each calendar year, presumptively in January following the appointment of Officers and Directors, with a date, time, and location determined by the President.

Section 3.9 Regular Meetings. In addition to its annual meeting, the Board shall hold regular meetings, at least one (1) in each quarter of the calendar year, with the dates, times, and locations determined by the President.

Section 3.10 Special Meetings. If a written or electronic request for a special meeting of the Board signed by at least two (2) Directors is delivered to the Secretary, the President shall schedule a special meeting of the Board at a date, time, and location determined by the Executive Director.

Section 3.11 Attendance. All Directors must attend at least two-thirds (2/3) of the regular meetings of the Board. Failure to do so shall constitute a basis for removal.

Section 3.12 Meeting Attendance By Telecommunications. Directors may participate in the Board's annual, regular, or special meetings by means of telephone conference, videoconference, or other communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall be deemed presence in person.

Section 3.13 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Directors consent thereto in writing. Any such writings shall be filed with the minutes of the proceedings of the Board. Any action(s) taken pursuant to this Section 3.13 shall be effective when the last Director signs the necessary writing, unless the writing identifies a different effective date.

Section 3.14 Notices and Mailings. Written notice of all meetings of the Board shall be given to each Director at least five (5) days before the date of the meeting. Such notice may, but need not, state generally the nature of the business to be taken up at the meeting. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued. If mailed, such notice shall be considered to be delivered when deposited in the United States' mail in a sealed, properly addressed envelope, first class postage prepaid. If sent by courier, such notice shall be considered to be delivered on the date of confirmed delivery. If sent by facsimile, such notice shall be considered to be delivered when the sender receives confirmation of successful transmission. If sent by electronic mail, such notice shall be considered to be delivered when it leaves the primary domain and passes through the gateway.

Section 3.15 Waiver of Notice. Notice of the time, place, and purpose of any meeting of the Board may be waived by any Director by facsimile, electronic mail, or other writing, before such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

Section 3.16 Quorum and Voting. Certain decisions and matters of the Corporation shall require approval by the Board. The Corporation shall conduct all votes in accordance with these Bylaws and the Act. Directors may vote in person, by mail, by electronic means, or by any other lawful method approved by the Board. If the vote is conducted by mail, the Corporation shall deliver a written ballot to each Director entitled to vote on the matter. The written ballot shall set forth each proposed action subject to a vote, provide clear instructions for each Director to vote and return, submit, and/or deliver their vote(s), provide the deadline for return of any vote(s), and indicate the requirements for quorum and approval of all vote(s). Unless otherwise required by law, a quorum for all votes of the Board shall be met and fulfilled upon: 1) the presence (in-person or by telecommunications means in accordance with Section 3.12) of at least fifty percent (50%) of the Directors at any meeting; or 2) valid submission of at least fifty percent (50%) of

the votes entitled to be cast by the Directors. Except as otherwise provided in these Bylaws, any matter requiring a vote by the Board, as long as a quorum is present, shall be considered to have passed upon the affirmative vote of a majority of the votes properly cast or submitted.

Section 3.17 Manner of Acting. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. No Board Member may act by proxy on any matter. Directors may vote by absentee ballot on any matter properly coming before an annual, regular, or special meeting by mailing or e-mailing such ballot to the Secretary and the President at least one (1) day before such annual, regular, or special meeting.

Section 3.18 No Compensation. Directors shall serve without compensation; however, the expenses of a Director incurred by reason of attendance at a meeting may be paid for or reimbursed to the Director upon action by the Board.

Section 3.19 Conflicts of Interest Policy. Each Director shall comply, at all times, with the Corporation's Conflicts of Interest Policy.

ARTICLE 4 OFFICERS

Section 4.1 Officers. The Officers of the Corporation shall be elected annually by the Board of Directors. All Officers shall be members in good standing of Membership Org at the time of their nomination to serve and throughout their service as an Officer. With the exception of the office of Treasurer, no person may be nominated as an Officer of the Corporation who is also at that time serving as an officer of either Membership Org or Foundation. The Board may establish additional qualifications for Officers.

The Corporation shall have the following Officers, who respectively have the following duties:

- (a) The President/Event Chair shall preside at all meetings of the Board.
- (b) The Vice President/Future Event Chair shall perform all duties and exercise all the powers of the President in his absence and will ensure that the Corporation is apprised of all aspects related to the annual Event and its obligations.
- (c) The Secretary shall be responsible for recording the official minutes of each meeting of the Board, written copies of which will be submitted at subsequent Board meetings, be the custodian of the corporate records, give all notices that are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary, and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board.
- (d) The Treasurer will have charge of all funds of the Corporation and will deposit the funds as required by the Board, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Board.

The Board shall have the power to appoint other Officers or vice Officers or to designate any Director to serve in any Officer position for any period of time as needed by the Corporation.

Section 4.2 Removal of Officers. Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors.

Section 4.3 Resignation of Officers. Any Officer(s) may resign at any time by delivering a written resignation to the Secretary. Any such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

ARTICLE 5 COMMITTEES

Section 5.1 Committees. The Board may delegate any of its powers and duties to any committee(s), on any terms and conditions approved by the Board. The President and Executive Director shall be ex-officio members of all committees of the Corporation. The Board shall select a Chairman and the members of all committees.

ARTICLE 6 FINANCES AND RECORDS

Section 6.1 Books and Records. The Corporation shall keep correct and complete books and records of account at its office(s).

Section 6.2 Contracts. The Board may authorize any Officer(s), agent(s), or other representative(s) of the Corporation, in addition to the Officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.3 Accounts. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer(s), agent(s), or other representative(s) of the Corporation and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 6.4 Fiscal Year. The fiscal year of the Corporation is established as the period from October 1 through September 31.

ARTICLE 7 INDEMNIFICATION

Section 7.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including the imposition of a tax under Section 4958(a)(2) of the Code, but excluding an action by or in the right of the Corporation) which action, suit or proceeding is by reason of the fact that the person is or was:

(i) a Director of the Corporation; (ii) an Officer of the Corporation; (iii) an employee of the Corporation; (iv) an agent authorized by the Corporation to act on behalf of the Corporation; or (v) each person who serves or has served at the request of the Corporation as a Director, Officer, employee or committee member of another corporation, partnership, joint venture, limited liability company, trust or enterprise. The indemnification shall be against expenses (including attorneys' fees), judgments and fines against her or him in connection with such action, suit or proceeding, provided the Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Code. The indemnification shall only apply if she or he acted in good faith and in a manner she or he reasonably believed to be in, or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, there must have been no reasonable cause to believe her or his conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the Act. The Corporation may indemnify such other persons as determined by the Board.

Section 7.2 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person indemnified under this Article 7 and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a Director, Officer, partner, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise insuring against any liability under the conditions described in this Article 7 subject to the power of the Corporation to indemnify such person under applicable law.

ARTICLE 8 DISSOLUTION

Section 8.1 Disposition of Assets. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board and in accordance with the following:

- (a) The paying of, or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.
- (b) All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to an exempt organization(s) under Section 501(c)(3) of the Code shall be determined by the Board.
- (c) Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9
AMENDMENTS TO GOVERNING DOCUMENTS AND EFFECTIVE DATE

Section 9.1 Amendments. These Bylaws, the Articles, and any other governance documents may be altered, amended, or repealed, or new Bylaws, Articles, and other governance documents may be adopted, by a majority vote of the Board of Directors. All Directors shall be provided a minimum of two (2) weeks written notice prior to the proposed amendment(s), along with a copy and summary of any proposed amendment(s).

Section 9.2 Effective Date. These Bylaws shall be effective as of the 1st day of October, 2019.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION ON THE 19TH DAY OF SEPTEMBER, 2019. REVISED ON NOVEMBER 18, 2021.

THE CENTURIONS,
an Arizona non-profit corporation

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____