

# VALOR RANCH – 82-0886467



## **A Virginia Nonprofit Corporation REVISED BYLAWS**

### **ARTICLE I — NAME**

#### **Section 1.01 Name**

The name of this corporation shall be VALOR RANCH (“Valor Ranch” or the “Corporation”), a Virginia nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II — PURPOSE AND MISSION**

#### **Section 2.01 Purpose**

Valor Ranch exists to provide recreational, educational, and therapeutic experiences for injured service members, veterans, first responders, and their families through animal-assisted activities, outdoor recreation, educational opportunities, family connection experiences, and other supportive programs designed to promote healing, resilience, wellness, and community.

#### **Section 2.02 Mission Preservation**

The mission, vision, and core values of Valor Ranch shall remain focused on service, sacrifice, integrity, teamwork, respect, and support for those who have served or continue to serve their communities and country. No amendment to these Bylaws, nor any organizational action, shall materially alter the core mission of Valor Ranch without approval as outlined in Article XI.

## **ARTICLE III — ORGANIZATIONAL STRUCTURE**

### **Section 3.01 Working Leadership Board**

Valor Ranch shall operate under a Working Leadership Board model. Board Officers are expected to actively participate in the operation, leadership, strategic planning, oversight, fundraising, mission advancement, and stewardship of the organization. The Board is not intended to function solely as an advisory or ceremonial board.

### **Section 3.02 Leadership Structure**

The leadership structure of Valor Ranch shall consist of:

- Founding Officers
- Board Officers
- Team Leads
- Committees or Operational Teams as established by the Board

### **Section 3.03 Team Leads**

Team Leads may be appointed by the Board or designated Officers to oversee operational areas of the organization. Team Leads are not voting Board members unless separately appointed as Board Officers.

## **ARTICLE IV — FOUNDERS**

### **Section 4.01 Founding Officers**

Steve Rosado and Paige Rosado are recognized as the Founders of Valor Ranch. The Founders established, funded, developed, and operationally built Valor Ranch and shall retain permanent governance authority as provided in these Bylaws.

### **Section 4.02 Permanent Board Status**

Steve Rosado and Paige Rosado shall serve as permanent voting members of the Board unless they voluntarily resign, become legally incapacitated, or become legally prohibited from serving.

### **Section 4.03 Protected Founder Offices**

- Steve Rosado shall retain the office of President unless voluntarily relinquished.
- Paige Rosado shall retain the office of Vice President of Operations unless voluntarily relinquished.

These offices may not be removed, altered, or reassigned without the written consent of the affected Founder.

## **Section 4.04 Founder Approval Rights**

The written approval of both Founders shall be required for any action involving:

- Dissolution of the organization
- Sale of substantially all organizational assets
- Amendment of Founder protections
- Material changes to the mission of Valor Ranch
- Merger with another organization
- Transfer of operational control of Valor Ranch

## **ARTICLE V — BOARD OFFICERS**

### **Section 5.01 Composition**

The Board shall consist of no fewer than four (4) and no more than fifteen (15) voting Board Officers.

### **Section 5.02 Officer Positions**

Board Officer positions may include:

- President
- Vice President of Operations
- Vice President of Strategic Planning
- Treasurer
- Secretary
- Director of Community/Military Engagement
- Additional Officers as deemed necessary by the Board

### **Section 5.03 Appointment of Officers**

Except for protected Founder offices established in Article IV, Board Officers may be appointed by majority vote of the Board.

## **Section 5.04 Terms of Service**

Board Officers shall serve until resignation, removal pursuant to these Bylaws, incapacity, or replacement by Board action. There shall be no mandatory term limits.

## **Section 5.05 Expectations of Board Officers**

### **Board Officers are expected to:**

- Actively support the mission of Valor Ranch
- Participate in organizational leadership
- Oversee operational areas and volunteers as assigned
- Attend meetings regularly
- Support fundraising and stewardship efforts
- Uphold organizational culture and values
- Maintain professionalism and confidentiality
- Act in the best interests of the organization

## **Section 5.07 Removal of Non-Founder Officers**

A non-Founder Board Officer may be removed for substantial misconduct, dereliction of duty, unlawful conduct, chronic inactivity, or actions materially harmful to the organization.

Removal shall require:

- Written notice to the Officer
- Opportunity for the Officer to respond
- Approval by three-fourths (3/4) of the voting Board Officers then serving

## ARTICLE VI — MEETINGS AND VOTING

### Section 6.01 Meetings

Meetings may occur in person, electronically, or by hybrid means.

### Section 6.02 Quorum

A majority of voting Board Officers then serving shall constitute a quorum.

### Section 6.03 Voting

Except where otherwise specified in these Bylaws, actions shall be approved by majority of those present.

### Section 6.04 Tie Votes

In the event of a tie vote, the President shall cast the deciding vote.

## ARTICLE VII — CONFLICTS OF INTEREST AND ETHICS

Board Officers shall annually disclose potential conflicts of interest. Board Officers and Team Leads shall maintain confidentiality regarding personnel matters, donor information, financial information, guest information, and sensitive operational matters.

## ARTICLE VIII — FINANCIAL MATTERS

### Section 8.01 Fiscal Year

The fiscal year shall run from January 1 through December 31.

### Section 8.02 Compensation

Board Officers shall not receive compensation solely for Board service. Nothing herein prohibits reasonable compensation for professional services separately approved in accordance with organizational policies and applicable law.

## ARTICLE IX — RECORDS AND DOCUMENT RETENTION

Records may be maintained electronically using systems including but not limited to:

- Microsoft Teams
- OneDrive
- SharePoint
- QuickBooks Online
- Other approved cloud storage systems

## **ARTICLE X — MAJOR GOVERNANCE ACTIONS**

### **Section 10.01 Supermajority Approval**

The following actions shall require approval by three-fourths (3/4) of all voting Board Officers then serving:

- Amendment of these Bylaws
- Removal of a non-Founder Board Officer
- Sale of substantially all organizational assets
- Organizational merger
- Dissolution of the organization
- Material changes to organizational mission or structure

### **Section 10.02 Founder Consent**

The following actions additionally require written approval of both Founders while living and actively serving:

- Amendment of Founder protections
- Removal or alteration of Founder offices
- Dissolution of Valor Ranch
- Sale or transfer of substantially all organizational assets
- Material changes to mission or organizational purpose

## **ARTICLE XI — NONDISCRIMINATION**

Valor Ranch shall not discriminate based on race, color, religion, sex, national origin, disability, age, veteran status, or other protected classification under applicable law.

## **ARTICLE XII — INDEMNIFICATION**

To the fullest extent permitted under Virginia law, Valor Ranch shall indemnify its Board Officers, Team Leads, volunteers, and authorized representatives acting in good faith on behalf of the organization.

### ARTICLE XIII — WHISTLEBLOWER PROTECTION

Valor Ranch shall maintain protections for individuals who report suspected unlawful conduct, fraud, abuse, misuse of funds, or violations of organizational policy in good faith. Retaliation against individuals making good-faith reports is prohibited.

### ARTICLE XIV — ADOPTION

These Bylaws shall supersede all prior Bylaws and amendments previously adopted by Valor Ranch.

Approved this 21<sup>st</sup> day of May, 2026.

Steve Rosado


President and Founder



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Paige Rosado

Vice President of Operations and Founder



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