

# Center for Hope

Updated: August 2, 2018

## Article I. Name

The name of the corporation shall be The Center for HOPE, Inc.

## Article II. Offices

Section 1: Registered Office. The Center for HOPE, Inc. shall at all times maintain in the State of Idaho a registered agent, whose business office shall be the registered office of the Organization.

Section 2: Other Offices. The Center for HOPE, Inc. will not have other offices.

## Article III. Purposes

Section 1: Nature of Corporation. The Center for HOPE, Inc. is a nonprofit corporation formed under Idaho Code §30-3 and which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

Section 2: Primary Purposes. The Center for HOPE, Inc. is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Idaho.

## Article IV. Board of Directors

### Section 1: Board Role and Powers

The Board is responsible for overall policy and direction of The Center for HOPE, Inc. and shall have the general power to manage and control the affairs and property of The Center for HOPE, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Executive Committee shall be responsible for the day-to-day operations of The Center for HOPE Inc.

### Section 2: Size and Composition

The Board shall be comprised of nine to fifteen Members with fair geographic representation of the state of Idaho.

When possible, half of the Board shall be comprised of Members who have lived experience with addiction and/or mental illness and are in active recovery.

The Board will assign, hire, or contract a Member or designee to regularly monitor regional activities undertaken on behalf of The Center for HOPE, Inc.

### Section 3: Officers and Duties

There shall be four officers of the Board consisting of President, Vice President, Secretary, and Treasurer. These officers shall comprise the Executive Committee.

The Board may, at its discretion and by majority vote, designate additional officers as needed.

Their duties are as follows:

a. President

The President shall convene regularly scheduled Board meetings and preside or arrange for other Members of the executive committee to preside at each meeting in the following order: Vice President, Secretary, and Treasurer.

The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee, serving as a Board Member with voting privileges only in the event of a tie vote. The President shall serve as ad-hoc Executive Director in the absence of The Center for HOPE, Inc. Executive Director.

The President shall provide general guidance for officers, Board Members and all others in positions of authority within the organization; provide overall leadership for the organization; attend subcommittee meetings by request or on a “need to know” basis; be an ex officio Member of all committees except the Nominating and Finance Committees; and appoint Standing and Ad-Hoc Committees.

The President or a Board Member designated by the President shall sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

b) Vice-President

The Vice-President will chair committees on special subjects as designated by the Board and shall be the incoming President during the next term upon approval of the Board of Directors.

In the absence of the President, the Vice-President temporarily assumes the duties and responsibilities of President.

c) Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that records are maintained.

The Secretary also prepares correspondence as requested by the President and Board Members; maintains records not specifically assigned to anyone else; initiates the organization’s correspondence as appropriate; maintains files of past and current Board minutes; maintains records of The Center for HOPE, Inc. chapters; and keeps a current listing, with phone numbers, e-mail addresses, mailing addresses, and meeting attendance of the Board of Directors.

d) Treasurer

The Treasurer shall make a report at each Board meeting.

The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, maintain records of all financial transactions of The Center for HOPE, Inc., and make financial information available to Board Members and the public.

The Treasurer shall oversee: The deposit of funds of The Center for HOPE, Inc. into the proper accounts; the reconciliation of all receipts and disbursements from such account(s); the preparation of the books and records of the finances of The Center for HOPE, Inc.; the preparation and presentation of written financial reports of the accounts for each Board meeting, concluding with the current bank balance; and the preparation and filing of all end-of-year financial reports, and Federal and State tax reports.

#### Section 4: Meetings

The Board of Directors will hold an open meeting a minimum of quarterly .Invitations for guests to attend meetings will be approved by the Board. The Board may call unscheduled and special closed meetings as required .Meeting minutes will be made available.

The Center for HOPE, Inc. Board will hold an Annual Meeting.

#### Section 5: Election Procedures

The initial executive committee shall be elected by a majority vote of the Board of The Center for HOPE, Inc. The Vice President is the President-elect for the next term upon approval of the Board of Directors. A nominating committee will collaborate with the Members of The Center for HOPE annually to determine a slate of eligible candidates for Vice President, Treasurer, and Secretary for election .Elections will be held at the Annual Meeting. For those unable to attend the Annual Meeting, there will be a mechanism available for electronically submitting votes prior to the Annual Meeting.

#### Section 6: Terms

The first Board and Executive Committee will serve for three years from the date of the first Annual Meeting. The Board will then be constituted of approximately one-third of its Members serving one-year terms, approximately one-third serving two-year terms, and approximately one-third serving full terms. Thereafter, Board Members shall be elected to serve for three years.

#### Section 7: Quorum

Fifty percent of the total number of Board Members plus one shall constitute a quorum. No business can be transacted or motions made or passed without a quorum.

In the event that a member is not going to be present, it is their responsibility to attain a proxy for voting. Any Board Member may submit a proxy vote in writing to another Board Member. The proxy must be signed and designate the specific meetings that the proxy shall be valid for. The proxy vote cannot count towards a quorum.

In the event that a quorum cannot be attained, the members present at said meeting shall have the ability to formally request that the Executive Committee endorse an electronic vote of the issue at hand. The Executive Committee shall determine the urgency of the issue, and if they endorse it, submit a request for vote to the RII Board of Directors.Section 8:Informal Action

Any action may be taken without a meeting of the Board if consent in writing setting forth the action so taken shall be signed by all of the Members of the Executive Committee. In cases of emergency where the Executive Committee is unavailable, the Executive Director or ad-hoc Executive Director is authorized to take action without a meeting of the Directors and shall report all action taken to the Board.

#### Section 9: Notice

The next quarterly meeting will be scheduled at the Annual Meeting of The Center for HOPE, Inc. A minimum of one week notice will be given to the Board for special meetings. Agendas for all meetings will be distributed no less than 48 hours prior to the meeting. For meetings where public comment will be solicited, agendas will be distributed to all Board Members and all Members of The Center for HOPE, Inc. no less than seven calendar days prior to the meeting.

#### Section 10: Signature authority

All checks, notes, acceptances, and orders for payment of money will be signed by the President, Vice President, or other agents of the Corporation designated by the Board of Directors.

The President or a Board Member designated by the President will sign all contracts, leases, and deeds of any kind after approval by the Board.

#### Section 11: Vacancies

In the event of a Board vacancy, the Board will work with The Center for HOPE, Inc. Members to ensure the vacancy is filled. All vacancies will be filled only to the end of the exiting Board Member's term.

#### Section 12: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary.

Termination from the Board will occur if there are two unexcused absences from regularly scheduled Board meetings in a year. The vote to terminate a Board Member must receive a two-thirds majority of the Board. The Board Member who is the subject of the termination vote may not be present at the time of the vote. A letter of termination signed by the President will be delivered in writing and received by the Secretary.

A Board Member may take concerns about the behavior or actions of another Board Member(s) to the Grievance Committee. Based on the Grievance Committee's recommendation, the Board may vote to remove a Board Member with a two-thirds majority vote.

#### Section 14: Compensation

A Board Member may receive no compensation other than reimbursement for reasonable expenses approved by a majority vote of the Board.

### **Article V. Committees**

The President will appoint committee Members. Committees are composed of a minimum of one The Center for HOPE, Inc. Board Member.

## Section 1: Standing Committees

The standing committees shall be the Nominating Committee, the Finance Committee, the Fundraising Committee, the Membership Committee, and the Grievance Committee.

- a. Nominating Committee: The Nominating Committee prepares a slate of nominees for new Board Members to be presented at the Annual Meeting for election by the majority of The Center for HOPE, Inc. Membership.
- b. Finance Committee: The Finance Committee make recommendations regarding all financial procedures and controls, assists in the preparation and presentation of budgets, and reviews all financial statements, presents financial reports at all Board meetings, and reviews the audit results. This committee is composed of the Treasurer and when possible two (2) other Directors of the Board.
- c. Fundraising Committee: The Fundraising Committee develops an annual fundraising plan, identifies fundraising sources, and implements fundraising efforts with approval of the Board.
- d. Membership Committee: The Membership Committee communicates and collaborates regularly with The Center for HOPE, Inc. Members in order to allow transparency and voice to The Center for HOPE, Inc. as a whole.
- e. Grievance Committee: The Grievance Committee shall hear concerns from Board Members, complete appropriate investigation, and submit recommendation to the Board.
  - a. The Chair has the authority to form a Grievance Committee as the need arise. The Grievance Committee shall hear concerns from Board Members, complete appropriate investigation, and submit recommendation to the Board. Based on the Grievance Committee's recommendation, the board may vote to remove a Board Member with a two-thirds vote.
  - b. The Board Member who is the subject of the termination vote may not be present at the time of the vote.
  - c. A Board Member may take concerns about the behavior or actions of another Board Member to the Executive Committee and/or the Grievance Committee.
  - d. A letter of termination signed by the President will be delivered in writing and received by the Secretary.

## Section 2: Ad-Hoc Committees

Ad-Hoc Committees may be appointed by the President as needed and are dissolved by the President as required. Ad-Hoc Committees are composed of a minimum of one The Center for HOPE, Inc. Board Member.

## **Article VI. Membership**

Membership shall consist of any resident of Idaho who supports The Center for HOPE Inc.'s vision, mission, and core values, and is included on The Center for HOPE, Inc. mailing list.

A regular Membership meeting will be held by The Center for HOPE, Inc. Membership Committee in order to collaborate and communicate with the Members.

The Membership Annual Meeting will be held in conjunction with the Board of Directors Annual Meeting.

## **Article VII. Chapters**

The Center for HOPE, Inc. Board shall issue charters to Chapters at its discretion following the Chapter's completion of the charter application process.

A Recovery Idaho, Inc. Chapter:

Shall implement and conduct its business in accord with The Center for HOPE, Inc. Mission, Vision, Core Values, Articles of Incorporation, Bylaws, The Center for HOPE Board of Directors Operating Policies and Procedures, The Center for HOPE Standards of Excellence and other written guidance promulgated by The Center for HOPE, Inc., as they may be amended at The Center for HOPE Inc.'s sole discretion:

Shall ensure that Members joining The Center for HOPE, Inc. Chapter are Members of The Center for HOPE, Inc.

Shall ensure its Members pay the standardized The Center for HOPE, Inc. dues;

Shall operate as part of The Center for HOPE, Inc. 501(c)(3) corporation;

Shall have a governing body and abide by its own bylaws and governing documents, as well as those of The Center for HOPE, Inc., including Operating Policies and Procedures, The Center for HOPE, Inc. Standards of Excellence, and other written guidance;

Shall comply with all applicable federal, state, and local laws and regulations;

Shall be held responsible to The Center for HOPE, Inc. Board for all of its activities and expenditures through requirements defined by the Board;

Shall maintain records and make information about its operations, governance, finances, programs, and activities widely available to The Center for HOPE, Inc.;

Shall sponsor and conduct programs, activities, and/or services that further the purposes and objectives of The Center for HOPE, Inc. and are consistent with The Center for HOPE Inc.'s mission, vision, and core values;

Shall form public positions on any federal, state, or local legislative policy issues consistent with Recovery Idaho's Public Policy platform;

Shall seek the permission and guidance of The Center for HOPE, Inc. Board of Directors or its relevant documents before taking public positions on any federal, state, or local legislative policy issues, or before issuing or participating in any types of publicity or news coverage;

Shall adhere to The Center for HOPE, Inc. policy regarding diversity and inclusion;

Shall maintain policies of comprehensive general liability and Director and Officer Liability insurance, as required;

Shall recognize The Center for HOPE Inc.'s ownership of The Center for HOPE, Inc. name and logo and adhere to The Center for HOPE, Inc.'s identity guidelines regarding intellectual property and protecting and building The Center for HOPE, Inc. brand;

Shall participate in the Chapter Annual Meeting held in conjunction with the Board of Directors Annual Meeting.

#### **Article VIII. Contracts, Checks, Deposits, and Funds**

All funds of The Center for HOPE, Inc. shall be deposited to the credit of The Center for HOPE, Inc. in such banks, trust companies, or other depositories as the Board of Directors may select.

The President, Secretary, or Executive Director may receive on behalf of The Center for HOPE, Inc., any contribution, gift, or bequest for the general purposes or for any special purposes of The Center for HOPE, Inc.

Such contributions, gifts, or bequests shall be in conformity with the laws of the United States, the state of Idaho, and any other relevant jurisdiction.

The Board of Directors must approve all contracts into which The Center for HOPE, Inc. enters.

#### **Article IX. Books and Records**

The Center for HOPE, Inc. shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

#### **Article X. Fiscal Year**

The fiscal year for The Center for HOPE, Inc. shall begin on the first day of January and end on the last day of December.

#### **Article XI. Amendments to By-Laws**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

#### **Article XII. Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization(s) as shall be at that time qualified as exempt corporations under section 501(c)(3) of the internal revenue code of 1986, as amended from time to time, in such a manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation