

The Center for Hope, Inc.

Updated: May 19, 2022

Article I. Name

The name of the c-corporation shall be The Center for Hope, Inc. Federal and State filings shall be Center for Hope, Inc. (The). The Center for Hope, Inc. shall operate as the Center for Hope.

Article II. Offices

Section 1: Registered Office. The Center for Hope shall maintain registration as an agent in the State of Idaho. The Center for Hope office of conducted business shall be the registered office of the Organization.

Section 2: Other Offices. The Center for Hope will not have other offices.

Article III. Purposes

Section 1: Nature of Corporation. The Center for Hope 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 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 and shall have the general power to manage and control the affairs and property of the Center for Hope, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Executive Committee and Executive Director, as assigned by the Executive Committee shall be responsible for the day-to-day operations of the Center for Hope. The Board may contract with entities for services for the Center for Hope.

Section 2: Size and Composition

The Board shall be comprised of nine to fifteen Members.

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, Executive Director, or designee to regularly monitor activities undertaken on behalf of the Center for Hope

Section 3: Officers and Duties

There shall be three officers of the Board consisting of President, Vice President, Secretary/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 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, tax documentation, 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 Board of 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/Treasurer

The Secretary/Treasurer duties may be represented by 1 or 2 positions by a majority vote of the Board and described duties divided between 2 position.

The Secretary/Treasurer 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/Treasurer 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 chapters; and keeps a current listing, with phone numbers, e-mail addresses, mailing addresses, and meeting attendance of the Board of Directors.

The Secretary/Treasurer shall make a report at each Board meeting.

The Secretary/Treasurer shall chair the Finance Committee, assist in the preparation of the budget, assist in developing fundraising plans, maintain records of all financial transactions of The Center for Hope, and make financial information available to Board Members and the public.

The Secretary/Treasurer shall oversee the financial duties of contracted designee to include - The deposit of the Center for Hope funds 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; creation and preparation of the yearly budget; 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.

The Secretary/Treasurer shall oversee all required insurance and workman's compensation for Center for Hope operations. To include liability insurance and any other insurance to maintain Center for Hope operations.

The Secretary/Treasurer may sign contracts and agreements as designated by the Board President.

Duties performed by officers may be reassigned by approval of the Board to Executive Director Duties.

Section 4: Meetings

The Board of Directors shall hold an open meeting, at minimum, on quarterly basis. Meetings may be held more frequently as designated by the Board. Invitations for guests to present at a meeting shall be approved by the Board. The Board may call unscheduled and special executive session closed meetings as required. Meeting minutes shall be made available.

The Center for Hope Board shall hold an Annual Meeting each October to review bylaws and any necessary elections.

Section 5: Election Procedures

The initial executive committee shall be elected by a majority vote of the Board of the Center for Hope and shall serve for three years to coincide with Annual Meeting. At the end of the initial three year term and thereafter, every two years, 30 to 60 days prior to the Annual meeting, either a nominating committee may convene at the approval of the Board to determine a slate of eligible candidates for Vice President and Secretary/Treasurer or the Board shall vote to continue with current elected officers for an additional term by majority vote. The Board shall vote on the slate of candidates presented by the nominating committee at the Annual meeting and election of officers shall be determined by majority vote. The Vice President is the President-elect for the next term upon approval of the Board of Directors.

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 initial Executive Committee will serve for three years from the date of the first Annual Meeting. Terms, thereafter, shall be two years. The Board shall be constituted of Members serving on the Board until Member is no longer able to serve or as designated in Article IV. Section 12 Resignation, Termination and Absences

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 will not 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

Section 8: Executive Director 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 or monthly meeting shall be scheduled after each meeting.. A minimum of one week notice will be given to the Board for special meetings. An emergency meeting may be scheduled by Board approval through electronic vote for less than 1 week. 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 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 2 parties either the President, Vice President, or Secretary/Treasurer, Executive Director, or other agents of the Corporation designated by the Board of Directors.

The President, or Vice President, or Secretary/Treasurer as designated by the President will sign all contracts, leases, and deeds of any kind after approval by the Board.

990 IRS Tax filings will be signed by Executive Director after review by a member of the Executive Committee.

Section 11: Vacancies

In the event of a Board vacancy, the Board will work with the Center for Hope Members to ensure the vacancy is filled.

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 for Board services 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 Center for Hope 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, unless nominated members are determined to continue serving by majority vote, by the majority of the Center for Hope 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, Executive Director, a second member of the Executive Committee.
- 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 Center for Hope Members in order to allow transparency and voice to the Center for Hope 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 Board Member.

Article VI. Membership

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

A regular Membership meeting will be held by The Center for Hope 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 Board shall issue charters to Chapters at its discretion following the Chapter's completion of the charter application process.

Chapters

Shall implement and conduct its business in accord with the Center for Hope 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, as they may be amended at the Center for Hope Board's sole discretion:

Shall ensure that Members joining the Center for Hope Chapter are Members of the Center for Hope

Shall ensure its Members pay the standardized Center for Hope dues;

Shall operate as part of the Center for Hope 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, including Operating Policies and Procedures, the Center for Hope 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 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;

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'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 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 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's ownership of the Center for Hope name and logo and adhere to the Center for Hope's identity guidelines regarding intellectual property and protecting and building the Center for Hope 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 shall be deposited to the credit of the Center for Hope 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, any contribution, gift, or bequest for the general purposes or for any special purposes of the Center for Hope

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 enters.

Article IX. Books and Records

The Center for Hope 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 shall begin on the first day of January and end on the last day of December.

Article XI. Funds

The Center for Hope may maintain fund savings of 1 year of operations or \$200,000 in the event funds for Center for Hope operations are interrupted. This will allow the Center for Hope time to establish new grant funding or a reasonable transition of services to other providers and/or entities in the community without disrupting Center for Hope services.

Article XII. 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 XIII. 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