



**BYLAWS OF
QUALITY OF LIFE OUTREACH, INC.**
(A Nonprofit Corporation)

ARTICLE I.
NAME

The name of this organization shall be: Quality of Life Outreach, Inc. (hereinafter referred to as "the Corporation").

ARTICLE II.
OFFICES

The principal office of the Corporation shall be located in Polk County, Arkansas. The Corporation may have other offices and places of business at such places within the State of Arkansas as shall be determined by the Board of Directors.

ARTICLE III.
PURPOSE AND POWERS

Section 1. Purposes: The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:

- A. To identify and address the needs of the community and provide a framework for coordinated and collaborative efforts to produce a safe and clean environment, quality education, and effective prevention services with measurable outcomes to improve the quality of our community.

Section 2. Powers: The Corporation shall have the following powers:

- A. To have and exercise any and all of those powers specified in the Arkansas Nonprofit Corporation Act; to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in the mission above, either alone or in association with other Corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

ARTICLE IV.
Board of Directors

Section 1. General: The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall consist of the elected Officers and Committee Chairs of the standing committees of the Corporation.

Section 2. Number and Term of Office: The Board of Directors shall be composed of not less than five (5) nor more than fifteen (15) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws. No decrease in the number of directors shall shorten the term of office of any incumbent director. Members of the Board of Directors shall serve for one (1) year and shall be eligible for reappointment.

Section 3. Qualifications: All directors shall be natural persons of the age of eighteen (18) years or older. Directors do not need to be residents of the State of Arkansas. A Director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

Section 4. Powers and Duties: The Board of Directors shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all acts and things as are not prohibited by law, the Articles of Incorporation, or these Bylaws. In addition to the Board of Directors, the Executive Committee shall have the powers and duties to take action as outlined in Article X, Section 2 of these Bylaws. The duties and power of the Corporation shall include, but not be limited to:

- A. Establishing and reviewing Board policies governing the Corporation and its operations;
- B. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors.
- C. Establishing and supervising accounting and financial procedures;
- D. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes;
- E. Employing, when needed, on behalf of the Corporation an Executive Director and defining the duties and responsibilities of the Executive Director in a written job description; and
- F. Investigating any complaints or discrepancies brought by any person regarding any incident that involves the Corporation in any way.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section 501 (c)(3) of the United States Internal Revenue Code.

Section 5. Nomination and Election: At the annual meeting, individuals presented by the Nominating Committee shall be deemed nominated to serve on the Board of Directors. In addition to those individuals presented by the Nominating Committee, an individual may be nominated to serve on the Board of Directors by any member of the existing Board of Directors. Existing officers and committee chairs may continue to serve on the Board of Directors if nominated and elected. Officers and committee chairs shall be elected from the persons nominated upon the affirmative vote of a majority of the members present at the annual meeting of the Corporation. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting of Board of Directors at which he or she was elected.

Section 6. Compensation: Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 7. Resignation, Vacancies; Removal; Absences; Increases:

- A. Resignation. Any director may resign at any time by giving written notice to the President of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- C. Removal of Elected Directors. When the notice indicates that the purpose of a meeting is to consider the removal of directors, at a meeting of the Board of Directors of the Corporation, any Director may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors.
- D. Absences. If a member of the Board of Directors misses three (3) consecutive meetings without excuse or more than one half of the meetings in any year, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors, provided, however, the Executive Committee shall have the authority to accept or reject such resignation. If a member of the Board of Directors must be absent they must notify the President or Secretary by email prior to the meeting. Validation of excused absences will be determined by the board and incorporated in the minutes of the meetings.

ARTICLE V.
MEETINGS OF THE BOARD

Section 1. Place of Meetings: The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place that the Board of Directors or any such committee, as the case may be, may designate from time to time.

Section 2. Annual Meetings: The annual meeting of the Corporation shall be held in the month of November of each year unless the Directors by resolution designate a different time.

Section 3. Regular Meetings: In addition to the annual meeting, regular meetings of the Board of Directors or any standing committee designated by the Board of Directors shall be held at least four (4) times annually and at such more frequent intervals as the Board of Directors or any such committee may designate.

Section 4. Special Meetings: Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the President of the Board of Directors, and shall be called by the President upon receipt of the written request of two (2) of the Directors. In addition, the chairperson of any committee designated by the Board or the President may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two of the members of such committees.

Section 5. Notice of Meetings: Notice of meetings may be given by telephone, text message or email to each director as their information appears on the books of the Corporation.

- A. Notice of each annual meeting of the Corporation, setting forth the time and place of the meeting, shall be given to each member not less than ten (10) days prior to the time fixed for the meeting.
- B. Notice of the regular meetings of the Board of Directors or any committee designated by the Board shall be given to each director not less than forty-eight (48) hours prior to the meeting.
- C. Notice of each special meeting of the Board of Directors or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than twenty-four (24) hours prior to the time fixed for the meeting.

Section 6. Waiver of Notice: A person entitled to any notice under provision of the Arkansas Nonprofit Corporation Act or these Bylaws may, in writing, waive notice of any meeting of the Board of Directors or any committee either before, at, or after the meeting; and such waiver shall be deemed the equivalent of given, notice. Attendance at a meeting of the Board or any committee shall constitute the waiver of notice requirement.

Section 7. Quorum and Voting:

- A. A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn, provided, however, that in the event of a vacancy on the Board of Directors by reason of resignation, removal, death or otherwise, pending the appointment of a replacement director, a majority of directors then serving on the Board of Directors shall constitute a quorum.

- B. Each director shall have one (1) vote on each matter submitted to a vote of the Board.
- C. Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the President or Secretary in advance of the meeting. Delivery can be made by email, fax, or hand delivery. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective.

Section 8. Majority Action as Board Action: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater *or lesser* percentage or different voting rules for approval of a matter by the Board.

Section 9. Conduct of Meetings: Meetings of the Board of Directors shall be presided over by the President of the Board, or in the absence of the President the person appointed by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 10. Informal Action by Directors: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (email, fax or hand delivered), setting forth the action so taken, shall be signed by a majority of the Board of Directors, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 11. Participation: Members of the Board of Directors or any committee designated by the Board may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 12. Conflicts of Interest: Whenever a member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest to the Board of Directors and b) withdraw from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure,

abstention and rationale for approval.

Section 13. Rules of Order: In all questions of parliamentary practice not covered by these bylaws, Robert's Rules of Order shall be referenced.

ARTICLE VI. OFFICERS

Section 1. General: The officers of the Corporation shall consist of a President, Secretary, and a Treasurer or a Secretary/Treasurer. In addition, one or more Vice-Presidents and such other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. The same person may hold two or more offices except that one person shall not at the same time hold the offices of President and Secretary.

Section 2. Election and Term Office: The general membership shall elect the officers of the Corporation for a term of one (1) year at the annual meeting of the Corporation. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Officers may serve for any number of successive terms.

Section 3. President: The President shall be the chief officer of the Corporation and shall have general supervision of the business activities of the Corporation. At each annual meeting of the Board of Directors, the President shall give a report of the business and activities of the Corporation for the preceding fiscal year. He or she shall preside at all meetings of the Board of Directors. The President shall perform all the duties commonly incident to such office and such other duties as the Board shall designate.

Section 4. Vice-President(s): Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe and/or as the President may from time to time delegate to him or her. In the absence of the President or in the case of his or her inability to act, the Board of Directors may appoint the Vice President to temporarily act in his or her place.

Section 5. Secretary: The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation if the Corporation should have a seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or the Board of Directors.

Section 6. Treasurer: The Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in the depository or depositories of the Corporation, and shall render an account of his or her

transactions as Treasurer and of the financial condition of the Corporation to the President, Executive Director and/or the Board of Directors upon request. Such power given to the Treasurer to deposit and disburse funds shall not, however, preclude any other officer or employee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors for the faithful performance of the duties of his office. The premiums on such bond may be paid by the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the President or the Board of Directors.

Section 7. Delegation of Duties: Whenever an officer is absent, or unable to act for any reason the Board of Directors may delegate the powers and duties to another officer.

ARTICLE VII. **MEMBERSHIP**

Section 1. General: Individuals who wish to become members of the Corporation shall sign a membership agreement annually. The agreement shall signify their commitment to the Corporation and specify their membership classification. Members serve as advocates for the mission and vision of the Corporation. All members must be active participants and willing to serve on committees. The number of members shall not be limited. A member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation. The Secretary of the corporation shall maintain a list of members and contact information. It is the responsibility of the member to ensure their contact information is current.

Section 2. General Member: General Members are eligible to vote in the annual election and may serve on the Board of Directors if nominated. General Members shall serve on committees to help ensure the success of the Corporation. Individuals who become members after the 1st of October will not be eligible to vote at the annual meeting of the current year. A member must be active for 6 months before becoming eligible to hold an officer position. Members shall be provided the same voting privileges as a director in order to elect officers and committee chairs at the annual meeting only.

Section 3. Advisory Member: Advisory members are not eligible to serve on the Board of Directors and are not eligible to vote in the annual election of officers. Advisory members shall serve on committees and provide guidance, suggestions, and direction as needed.

Section 4. Termination of a Member: A member shall be terminated by majority vote of the Board of Directors if it is determined that the member has failed in a material and serious degree to observe the interests and purposes of the Corporation.

ARTICLE VIII. **NOMINATIONS AND ELECTIONS**

Section 1. Slating Officers and Committee Chairs: Thirty (30) days prior to the annual meeting of

the Corporation the Nominating Committee must present a slate of candidates for the officer and committee chair positions to the Board of Directors for approval.

Section 2. Consent: Consent of any candidate must be secured before the name may be placed in nomination.

Section 3. Write-In Votes: There shall be a place on the ballot for write-in votes for those not included on the slate.

Section 4. Timing: Elections will take place at the annual meeting, and each member in attendance shall be entitled to one (1) vote.

ARTICLE IX. **EXECUTIVE DIRECTOR**

If the need shall arise, the Board of Directors may employ an Executive Director who shall administer the day to day operation of the corporation. Duties and responsibilities shall be designated by the Board of Directors at such time.

ARTICLE X. **COMMITTEES**

Section 1. General: The creation of each committee shall be approved by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law. Minutes shall be kept of each committee meeting and submitted to the Secretary of the Corporation.

Section 2. Executive Committee: The Executive Committee shall consist of the officers of the Board of Directors. By majority vote of the entire Board, the Board may appoint additional directors to the Executive Committee. The Executive Committee shall be chaired by the President. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board, and shall have power to act in regard to such matters. The Executive Committee may meet at any time to discuss the prospective agenda for the annual, regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board. Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board.

Section 3. Standing Committees: The standing committees shall be appointed by the Board of Directors. Standing committees will be reevaluated at each annual meeting. Standing committees will consist of a committee chair and members of the corporation. It is recommended that a minimum of one officer, one general member, and one advisory member serve on each committee. All decisions of a committee shall be subject to review by the Board of Directors. Quorum shall not apply to committee meetings since an official vote of action will not be considered. Standing committees must meet at a minimum of four (4) times per year.

A. Committee Chair(s) -The Committee Chair of each standing committee shall be nominated and elected as described in Article VIII of these bylaws. The Committee Chair shall cause to be kept in books provided for that purpose the minutes of any committee meetings. The Committee Chair should hold no less than four committee meetings in a year and shall be the supervision of the activities of that committee. At each meeting of the Board of Directors, the Committee Chair shall give a report of the business and activities to the Board. The Committee Chairs shall perform all the duties commonly incident to such office and such other duties as the Board shall designate. Committee Chairs will serve as a member on the Board of Directors and may bring action from committee to the Board of Directors for approval.

Section 4: Ad hoc Committees: The Board of Directors may from time to time appoint an ad hoc committee to accomplish a specific goal and then cease to exist. Tenure of an ad hoc committee shall not exceed one year duration.

Section 5: Nominating Committee: In September of each year the Executive Committee will select a minimum of three (3) individuals from the General Membership to serve on the nominating committee. The Nominating Committee will select a slate of officers and committee chairs to serve on the Board of Directors for the coming year.

ARTICLE XI. **INDEMNIFICATION**

Section 1. Mandatory Indemnification: In accordance with the Arkansas Code, the Corporation shall indemnify any director or officer and his or her estate or personal representative who is wholly successful on the merits or otherwise, in the defense of any proceeding to which the officer or director is a party by virtue of his or her status as an officer or director of the Corporation.

Section 2. Permissible Indemnification: In accordance with the Arkansas Code and except as provided in Section 3 below, the Corporation may indemnify any director or officer and his or her estate or personal representative made a party by virtue of his or her status as an officer or director of the Corporation, against liability incurred in the proceeding if the following conditions are met: (1) the officer or director conducted himself in good faith; (2) with respect to the conduct in his or her official capacity, the officer or director had reason to believe that his or her conduct was in the best interests of the Corporation; and (3) in case of conduct not in his or her official capacity, the officer or director had reason to believe that his or her conduct was at least not opposed to the best interests of the Corporation.

Section 3. Prohibition of Indemnification in Certain Cases: The Corporation shall not indemnify an officer or director in connection with any proceeding by or in the right of the Corporation in which the officer or director was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to the officer or director, whether or not

involving action in his or her official capacity, in which the officer or director was adjudged liable on that basis that personal benefit was improperly received by the officer or director.

Section 4. Insurance: The Corporation may purchase and maintain insurance on behalf of its officers and directors to insure against liabilities asserted against or incurred by the Corporation's officers and directors in that capacity or arising from their status as officers and directors, whether or not the Corporation would have the power to indemnify them against the same liability under the preceding sections.

ARTICLE XII. **FISCAL MANAGEMENT**

Section 1. Fiscal Year: The fiscal year of the Corporation shall be January 1 through December 31 of each year.

Section 2. Books and Accounts: The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

Section 3. Auditing and Reports: An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting and filed with the secretary of the Corporation. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board of Directors. The Board of Directors may also designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.

Section 4. Checks and Endorsement: All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

Section 5. Execution of Instruments: The Executive Director shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so

authorized no officer, member or employee shall have any power or authority to bind the Corporation, in any way, to pledge its credit or to render its liability for any purpose or amount.

Section 6. Prohibition Against Loans: The Corporation shall not make loans to any officer or director of the Corporation.

Section 7. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or of any special purpose of the Corporation.

ARTICLE XIII. **IRS 501(c)(3) TAX EXEMPTION PROVISIONS**

Section 1. Limitations on Activities: No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this 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 these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement: No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, 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 of this Corporation.

ARTICLE XIV. **DISSOLUTION**

Section 1. Procedure: The Corporation shall be dissolved according to the procedures outlined in the Arkansas Nonprofit Corporation Act.

Section 2. Distribution of Assets: After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not 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, which are organized and operated for such purposes.

ARTICLE XV.
AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of at least two-thirds of the entire Board of Directors.

ARTICLE XVI.
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall -be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE XVII.
MISCELLANEOUS PROVISIONS

The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit, or add to the meaning of any provision hereof.