

## **COMMUNITIES UNLIMITED, INCORPORATED**

### **BY-LAWS**

#### **ARTICLE ONE: PURPOSE**

This Corporation is and shall be operated as a non-profit corporation pursuant to Arkansas Acts of 1963, No. 175 and it shall have the following objectives and purposes:

- a) To initiate and deliver programs and services in the fields of health, education, housing, transportation, community development, and such other social and technical assistance activities and programs for rural and low income residents and communities, through the coordination of public and private resources, toward the end that all citizens shall be afforded every opportunity to become more self-sufficient and have the benefits of an improved quality of life;
- b) To engage in charitable, civic, social and educational work of any nature permitted by law deemed beneficial to the communities served and to society as a whole; and
- c) To affect a permanent increase in the capacity of economically disadvantaged individuals, groups and communities, primarily in rural areas, to deal effectively with their own problems, so they eventually need no further assistance.

#### **ARTICLE TWO: NAME AND OFFICES OF THE CORPORATION**

Section 1. Name. The name of the corporation is Communities Unlimited, Incorporated.

Section 2. Principal Office. The principal office of the Corporation for the transaction of business is located in Washington County, Arkansas. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

3 East Colt Square Drive, Fayetteville, AR 72703 Date February 1, 2005

Section 3. Other Offices. The Corporation may also have offices at such other places both within and without the State of Arkansas as the Corporation may deem desirable.

#### **ARTICLE THREE: MEMBERSHIP**

Section 1. The corporation shall have no members.

## ARTICLE FOUR: BOARD OF DIRECTORS

Section 1. General Authority. The powers of the corporation shall be vested in the board of directors who shall have sole responsibility for and authority over enforcement of all lawful provisions of the corporation's Articles of Incorporation.

Section 2. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation, or other provisions of these Bylaws.

Section 3. Empowerment. The Board of Directors is empowered to take any and all actions necessary for the continuance of the corporation for that period of time set out in the charter.

Section 4. Contracting Party. The Board, or the Executive Director, as the board's delegated agent, shall serve, for all required purposes, as the contracting party with the United States and agencies thereof, with states and political subdivisions thereof, or with other non-profit corporations and private entities as appropriate; and as the contracting party, shall seek all necessary resources for the development, conduct, and administration of all programs determined to be in keeping with the goals of the corporation and in the public interest.

Section 5. Records. The Board shall cause to be kept such official records, as it may deem necessary.

Section 6. Number and Election. The Board of Directors must at all times consist of five (5) or more persons. The Board may by a two-thirds (2/3) majority vote duly recorded in the minutes of the corporation, fix or change the number of directors or establish a variable range for the size of the Board of Directors by fixing a minimum and maximum number of directors. If a variable range is established, the number of directors may be fixed or changed from time to time, within the minimum and maximum, by a simple majority vote of the board.

Section 7. Term. The term of the directors of the Corporation shall be four (4) years. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Despite the expiration of a director's term, they shall continue to serve until they are re-elected, resign, are removed, or their successor is elected and qualified, or until there is a decrease in the number of directors.

Section 8. Qualifications. Directors shall be persons who have attained the age of twenty one (21) years or more.

Section 9. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors: (1) the Board of Directors may fill the vacancy, or (2) if the directors remaining in office number less than the established board size, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 10. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or Secretary-Treasurer. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 11. Removal of Directors. A director may be removed by the vote of a two-thirds (2/3) majority of the directors then in office and the mailing of written notice of the action taken to the removed board member.

Section 12. Seating of new members. Seating of new members shall require a two-thirds (2/3) majority vote of the board in attendance at any regular or special meeting of the board.

## **ARTICLE FIVE: MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS**

Section 1. Meetings of the Board of Directors. The Board of Directors shall hold an annual meeting each year. By resolution, the Board may establish a date or dates on which regular meetings of the Board shall be held between annual meetings. Special meetings of the Board may be called by the Chairman or by any three (3) Directors.

Section 2. Place of Meetings. Meetings of the Board of Directors shall be held at such places and at such times as shall be determined by the Board of Directors, within or without the State of Arkansas, at such places as shall have been designated in the notice of the meeting.

Section 3. Meeting by Conference Telephone or Similar Equipment. Members of the Board of Directors may participate in a regular or special meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. A member participating in a meeting pursuant to this Section is deemed to be present in person at the meeting.

Section 4. Notice of Meeting. Notice of the date, time, place and purpose of every regular meeting of the Board shall be given to every Director not more than thirty (30) days and not less than ten (10) days before the meeting. Notice of special meetings of the Board shall be given to every Director not less than 48 hours before the meeting. Notice may be given personally, by mail, telephone, fax, or email. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. If sent by email, such notice shall be deemed to be delivered if a copy is sent to and received by the sender(s) and no error messages are received. Such notices shall be addressed to each member of the Board at his or her address as shown on the books of the Corporation.

Section 5. Waiver of Notice. A director may waive notice before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing, signed by the Director, and delivered to the Corporation for inclusion in the minutes. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting.

Section 6. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the Directors currently holding office immediately before the meeting begins. If a quorum is

present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless the Articles of Incorporation or other provisions of these bylaws requires the vote of a greater number of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the members present may adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Proxy Voting. There shall be no proxy voting by members of the Board of Directors.

Section 8. Presumption of Assent. A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the taken action unless (1) they object at the beginning of the meeting (or promptly upon their arrival) to holding it or transacting business at the meeting, or (2) their dissent or abstention from the vote is recorded in the minutes of the meeting.

Section 9. Action Without a Meeting. Any action required or permitted by law to be taken at a meeting may be taken without a meeting of the Board of Directors, if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and delivered to the Corporation for inclusion in the minutes or corporate records. Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

Section 10. Payment for Board Service. Members of the Board of Directors shall not receive any salary or wages for their services, but may be reimbursed for any reasonable out-of-pocket expense incurred on behalf of the corporation, including the costs of attending official board meetings.

Section 11. Nepotism. The corporation shall employ no member of any director's immediate family. For purposes of these By-laws, immediate family shall include a director's spouse, father, mother, brother, sister, son, daughter, father-in-law, mother-in-law, son-in-law, or daughter-in-law.

## **ARTICLE SIX: OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a Chairman and Secretary-Treasurer who shall be elected by the Board of Directors.

Section 2. Term of Office. Officers shall serve for a term of two years. Election of officers shall be by a majority vote of those board members at any meeting at which a quorum is present and election of officers was included in the meeting notice sent to all members. Each officer shall serve until a successor is elected, or until the officer's resignation or removal from office.

Section 3. Removal of Officers. Officers may be removed for cause or without cause at any time by the Board through a two-thirds majority vote of the Directors present at any regular or special meeting properly called with a quorum present. The removed officer will remain a member of the Board of Directors unless the board takes additional action to remove them from the board.

Section 4. Vacancies. Vacancies occurring in any officer position resulting from any cause shall be filled by the Board of Directors. No officer position on the Board shall be left vacant more than one hundred and twenty (120) days.

Section 5. Duties of the Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Duties of the Secretary-Treasurer. The secretary-treasurer shall perform such duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chairman or in the event of inability or refusal of the Chairman to act, the Secretary-Treasurer of the board shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman.

Section 7. Temporary Chairman. In the absence or refusal of both officers to act, the board members present at any meeting at which a quorum is present, shall elect by simple majority a temporary Chairman to preside over the meeting and for such additional time as the board shall deem appropriate. The temporary Chairman when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman.

## **ARTICLE SEVEN: CHIEF EXECUTIVE OFFICER (CEO)**

Section 1. Chief Executive Officer. The Chief Executive Officer (CEO) will have responsibility for the general and active management of the Corporation.

Section 2. Contracting Authority. Consistent with Board Policy then in place, the Chief Executive Officer is delegated the power and authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily in any amount consistent with the board policies then in force.

Section 3. Other Duties. The Chief Executive Officer will see that all policies and resolutions of the Board are carried into effect and will perform such other duties as the Board prescribes.

Section 4. Acceptance of Donations. The Chief Executive Officer may accept or decline, on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section 5. Removal of Chief Executive Officer. The Chief Executive Officer may be removed from office upon a two-thirds majority vote of the Board of Directors.

## **ARTICLE EIGHT: INDEMNIFICATION**

Section 1: Director/Officer Indemnification. The Corporation shall indemnify every person who is or has been a Director or Officer of the Corporation and such person's heirs and legal representatives where such person is a party or is threatened, pending or completed

action, suit or proceedings, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation in any capacity for any other business organization, against expenses (including attorney's fees), judgment, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action, suit or proceeding, that they had reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director or Officer may be entitled as a matter of law.

Section 2: Insurance. The Corporation shall purchase and maintain insurance on its own behalf or on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation in any capacity for any other business organization, insuring the Corporation and such person against any liability asserted against such person and incurred by him or any such person against such liability under the provisions of this By-Law or applicable law.

## **ARTICLE NINE: CORPORATE RECORDS, REPORTS AND SEAL**

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its Principal Office:

- a) Minutes of all meetings of the Board and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A copy of the Articles of Incorporation and Bylaws as amended to date.

Section 2. Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the Principal Office. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

## **ARTICLE TEN: FISCAL YEAR**

Section 1. Fiscal Year of the Corporation. The fiscal year of the Corporation shall begin on the first day of October and end on the 30th day of September in each year.

## **ARTICLE ELEVEN: AMENDMENTS**

Section 1: Amendments to Bylaws. These Bylaws and the Articles of Incorporation may be amended by a simple majority of the Board of Directors at any properly noticed meeting at which a quorum is present and amendment of the by-laws was included in the meeting notice sent to all members, and provided each member has been provided with a copy of the proposed amendments in writing not less than 10 days prior to the meeting.

These By-Laws were approved and adopted by the Board of Directors at the board Meeting of June 3, 1976.

These By-Laws were last amended and approved by the Board of Directors on February 10, 2001.

Article 3, Section 7 of these By-Laws was last amended and approved by the Board of Directors on June 19, 2007.

These Articles were last approved and adopted by the Board of Directors on September 19, 2014.

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
COMMUNITY RESOURCE GROUP, INCORPORATED**

3 East Colt Square Drive,  
Fayetteville, AR 72713

**WHEREAS**, the Board of Directors of COMMUNITY RESOURCE GROUP, INCORPORATED has after thoughtful discussion and deliberation determined that the mission of the organization is best served by formal affiliation with ALT.CONSULTING, INCORPORATED, a Tennessee nonprofit corporation, in order to create a new organization with an expanded mission,

**BE IT RESOLVED**, that the Board of Directors of COMMUNITY RESOURCE GROUP, INCORPORATED, in a properly called Board Meeting held in Memphis, Tennessee, on September 19, 2014, at which a quorum was present, do agree to, approve, and adopt, by a greater than two-thirds majority of the Directors present, **the amended Community Resource Group, Inc. Bylaws** attached hereto, and made **effective as of September 19, 2014**, and

**IN WITNESS WHEREOF**, the corporation has caused its corporate name to be subscribed by its Chairman, who hereby verifies that the statements contained in the amended Bylaws are true and correct to the best of his knowledge and belief, duly attested by its Secretary on this 19<sup>th</sup> day of September, 2014.



Chris Page, Chairman  
Community Resource Group, Incorporated

ATTEST



Member, Board of Directors  
Community Resource Group, Incorporated