

# Express H.O.M.E. Program

## Article One – Name, Location, and Office

Section 1.1 The name of this corporation shall be “Express H.O.M.E. Program, Inc.” (H.O.M.E. stands for Helping Obtain & Maintain Employment)

Section 1.2 The principal office and registered agent of the Corporation is at 366 Sandy Cross Rd. Lexington, Ga. 30648

Section 1.3 The Board of Directors may establish branch offices within or out of the state of Georgia.

## Article Two – Purpose

Section 2.1 The Corporation shall be organized and operated as a nonprofit corporation under the applicable provision of the Georgia Nonprofit Corporation Code.

Section 2.2 The Corporation is a community-based non-profit organization, the purposes of which, as set forth in the articles of incorporation, within the meaning of section 501(c)(3) of the Internal Revenue Code. The Corporation was organized and at all times shall be operated to serve the needs and the interest of all low to no income families throughout the United States concentrating on Georgia as needed. Priority is given to benefit and promote the well-being of the citizens in and around rural and/or underserved communities; this can include but not limited to; developing and implementing educational programs that can help guide and/or promote financial growth or stability b) provide leadership and life skills to individuals, groups, as needed through all forms of resources, media, expositions, community fairs, and/or specialized services c) provide training to any organizations which have similar missions or provide a benefit to the community; d) provide housing counseling and opportunities to the homeless and families living in unsafe conditions, e) to provide technical assistance to other community service organizations and the surrounding counties especially in the areas of rural life and/or underserved communities f) to engage in charitable functions, and g) to educate, empower community leaders locally and globally.

## Article Three – Board of Directors

Section 3.1 The Board of Directors shall be the governing body of the Corporation represented by at-large directors.

Section 3.2 The Board of Directors shall not be less than seven (7) but no more than thirteen (13) members.

- a. The members of the Board of Directors shall be nominated by the CEO and elected on the basis of demonstrated history of leadership, process skill and/or expertise to enhance the purpose and mission of the Corporation.
- b. Vacancies shall be filled by nominations/recommendations of members of the Board of Directors.

Section 3.3 Duties and Responsibilities – The Board of Directors shall perform any and all duties imposed on them collectively or individually by the bylaws and/or the Articles of Incorporation.

- a. The Board of Directors shall determine its policies and any changes therein.
- b. The Board of Directors shall have supervision control and direction of management, affairs, and property of the Corporation.
- c. Supervise all officers, agents, and employees of the Corporation to assure that duties are performed properly.
- d. The Board of Directors shall establish an Advisory Legacy Board and may appoint or contract with as advisors, persons whose advice may be deemed necessary for the Corporation purpose and mission. Advisory Legacy Board Members do not have authority to vote on corporate matters, nor a legal fiduciary responsibility.
- e. Individually and collectively directors shall share their skills and expertise to guarantee the life and longevity of the Corporation.
- f. Each Board of Director shall serve on at least one committee during during his/her tenure.
- g. The Board of Directors shall have the power to replace any participating trustee, custodian, agent for breach of fiduciary duty or mismanagement or misrepresentation of the Corporation.

Section 3.4 Appointment/Election of Board of Directors – Each member is eligible to recommend a nominee to replace them if they need to resign for any reason or cannot serve on the Board of Directors.

- a. The sitting Board of Directors will vote on each recommendation for appointment to the Board.
- b. If a recommendation does not receive a majority vote, another nominee can be submitted.

Section 3.5 Term of Office – Each member of the regular Board of Directors shall hold office for a term of three (3) years ensuing from the close of the meeting during which he or she is elected, and thereafter until his or her successor has been elected and has qualified or until his or her resignation, retirement, disqualification or removal.

- a. Directors shall be elected for three year terms and the terms of the Directors shall be staggered so that the terms of no fewer than approximately one-third of the Board of Directors are expiring in any one year.
- b. A director is eligible to be re-elected consecutively to the Board after serving two successive terms.

Section 3.6 Executive Committee of the Board of Directors – By resolution adopted by a majority of the full Board of Directors, shall designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the chair, the vice chair, treasurer, and secretary of the Corporation.

Section 3.7 Removal – Any director may be removed for breach of fiduciary duty, misrepresentation, unethical conduct for with or without cause at any regular, special or annual meeting of the Board of Directors, by an affirmative two-thirds vote of a majority of all the directors.

- a. A Director shall be removed if he or she is absent three (3) consecutive meetings of the Board of Directors without adequate excuse.
- b. The Board of Directors shall notify a director in writing for a reasonable explanation before removal for at the discretion of the Board of Directors for correction or reconsideration.
- c. A director facing removal for cause or without cause has 15 working days to respond.
- d. The Board of Directors may seek advice of legal counsel if removal is questionable.

Section 3.8 Vacancies – Vacancies arising by reason of expiration of term, death, disability, refusal to serve, or otherwise, shall be filled for the new term or the unexpired term.

Section 3.9 Compensation – Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

## Article Four – Officers

Section 4.1 The fixed officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the Board of Directors at their annual meeting and who serve at the pleasure of the Board of Directors.

Section 4.2 Duties – The President shall be responsible for the direction of the Corporation, general management of the financial affairs of the Corporation, prepare and preside over meetings, he or she shall in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 4.3 The Vice President – In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 4.4 The Secretary shall certify and maintain at the principal office of the Corporation the original or copy of these bylaws as amended or otherwise altered or revised to date.

- a. The Secretary shall amend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.
- b. The Secretary shall give or cause to be given, notice of all meetings of the Board of Directors.
- c. The Secretary shall be under the supervision of the chair. He or she shall perform such other duties such as correspondence and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.
- d. The Secretary shall be under the supervision of the chair. He or she shall perform such other duties and have such other authority and powers as the Board of Directors and/or the President prescribe.

Section 4.5 The Assistant Secretary in the absence or disability of the secretary, shall perform the duties and have the authority and exercise the powers of the secretary.

Section 4.6 The Treasurer shall maintain all original financial records at the principal office of the Corporation.

- a. The Treasurer shall disburse the funds of the Corporation, or have such funds disbursed, as directed by the Board of Directors.
- b. The Treasurer shall prepare for monthly, annual meeting and/or when requested by the Board of Directors.
- c. The Treasurer shall work with the Board of Directors and the accountant and oversee audits.

Section 4.7 The Assistant Treasurer in the absence or disability of the Treasurer, shall perform the duties and have the authority and exercise the powers of the Treasurer.

## Article Five – Election and Terms

Section 5.1 Election and Term of Office – The Executive Officers of the Corporation shall be nominated by the Nomination Committee, and voted on by the Board of Directors.

- a. A Nomination Committee shall be appointed by the chair and/or the Executive Committee for the election of officers.
- b. The Board of Directors shall vote by ballot.
- c. The Executive Officers shall be elected to serve a two-year term and elections will be held at the annual meeting of the respective year.

## Article Six – Removal and Vacancies

Section 6.1 Removal – Any officer or agent elected or appointed by the Board of Directors can be removed by the Board of Directors whenever in its Judgment is in the best interests of the Corporation will be served thereby.

Section 6.1 Vacancies – A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

## Article Seven – Committees

Section 7.1 Executive Committee – By resolution adopted by a majority of the Board of Directors in office, the Board of Directors may designate from its members an Executive Committee which shall consist of three or more directors, including the chair, the vice chair, secretary, and treasurer of the Corporation.

Section 7.2 Chairs of committees can also serve on the Executive Committee by resolution of the Board of Directors.

Section 7.3 To the extent provided in such resolution, the executive committee shall exercise the authority of the Board of Directors in the management of the affairs of the Corporation. However the designation of an Executive 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 it by these bylaws.

Section 7.4 Other Committees – Each consisting of three or more directors, not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a quorum.

## Article Eight – Meetings

Section 8.1 Meetings shall be held at the principal office of the Corporation unless otherwise agreed to by change.

Section 8.2 Any meeting, regular or special may be held by conference telephone or electronic communication.

Section 8.3 The Corporation adopts and implements some means of verifying members are in good standing and a quorum is present.

Section 8.4 A regular board meeting of the Board of Directors shall be held at least three times per year. Notice of regular meetings of the Board of Directors shall be required and shall be provided at least seven days in advance.

Section 8.5 The annual meeting of the Corporation shall be held in connection with the Summer meeting at the principal office of the Corporation.

Section 8.6 Notice of meeting may be in writing unless oral notice is reasonable under the circumstances. Notices may be communicated in person, by telephone, e-mail, or other forms of wire or wireless or electronic communication, or by mail or private carrier.

a. Notice of annual meetings shall include an agenda.

Section 8.7 Waiver – Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

a. The presence of a member at any meeting without objection thereto shall be a waiver of all formalities of the meeting including call, notice, time, and place of meeting.

Section 8.8 Special meetings of the Corporation may be call at any time by the President or any three members of the Board of Directors.

Section 8.9 Conduct of Meeting – Meetings shall be governed by Robert Rules of Order but may be revised if rules are inconsistent with or in conflict with these bylaws.

Section 8.10 Proxy vote is only for a specific motion or issue which shall be made known prior to the meeting.

## Article Nine – Quorum

Section 9.1 Quorum – At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 9.2 The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting.

Section 9.3 Adjournment – A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at the specific time and place.

## Article Ten – Director Disclosure and Conflict

Section 10.1 No Director or Officer of the Corporation or any family member of such director or officer, or corporation, partnership, association, trust or other entity in which such director or officer, or family member of such director or officer, serves as director, officer, partner, or trustee or has a financial interest shall be permitted to enter into any contract or transaction with the Corporation.

Section 10.2 Directors will annually sign a disclosure statement affirming affiliations with any business/organization and persons with whom they have a close relationship (such as a family member or close companion) with which Boggs Rural Life Center may have a financial relationship.

## Article Eleven – Indemnification and Insurance

Section 11.1 Indemnification will be handled and based on the recommendation of legal counsel.

Section 11.2 Director's Insurance shall be maintained for the Board of Directors.

Section 11.3 Liability Insurance shall be maintained at all times. Property Insurance will be maintained as needed for buildings and equipment.

## Article Twelve – Miscellaneous

Section 12.1 The fiscal year of the Corporation shall be June 1,-May 31.

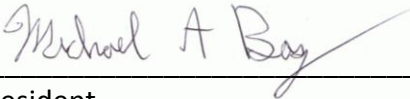
Section 12.2 The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

Section 12.3 Tax-Exempt – The affairs of the Corporation at all times shall be conducted in such a manner to assure its status as a 501(c)(3).

## Article Thirteen – Bylaws Adoption/Revision

Section 13.1 These bylaws shall become effective the day following the adoption/revision at the annual review meeting.

ADOPTED: June 14, 2001  
REVISED: October 25, 2004



Michael A Bay

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President



Martin

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Secretary