

N17000000 4103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

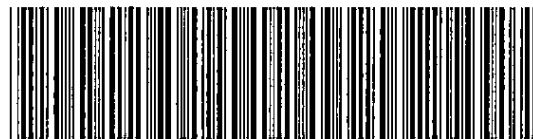
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Attached cert of Inc

Office Use Only



500339563975

01/24/20--01034--003 \*\*55.00

R. WHITE  
MAR 12 2020

2020 10 11 9:47

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Higher Heights Consulting, Inc

**DOCUMENT NUMBER:** N17000004103

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rakinya Hinson

(Name of Contact Person)

(Firm/ Company)

45 Prattwood Lane

(Address)

Palm Coast, FL 32164

(City/ State and Zip Code)

Rakinya@higherheightsconsulting.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rakinya Hinson

386

401-2800

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



RECEIVED

2020 FEB 20 10 10

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 20, 2020

RAKINYA HINSON  
45 PRATTWOOD LANE  
PALM COAST, FL 32164

SUBJECT: HIGHER HEIGHTS CONSULTING, INC.  
Ref. Number: N17000004103

We have received your document for HIGHER HEIGHTS CONSULTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attachement cannot be titled "Articles of Incorporation" because this entity already has articles of incorporation on file with this office. You can title it "Attachement to the articles of Amendment to the Articles of Incorporation."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II Supervisor

Letter Number: 320A00003834

Articles of Amendment  
to  
Articles of Incorporation  
of

Higher Heights Consulting, Inc

(Name of Corporation as currently filed with the Florida Dept. of State) 2009-11-10 AM 9:47

N17000004103

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Pretty Ladies Girls Mentoring Program, Inc

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

N/A

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

N/A

(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

Page 2 of 4

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

I. Name - name changed from Higher Heights Consulting, Inc to Pretty Ladies Girls Mentoring Program, Inc.

IV. Effective Date - changed from 1/2/2017 to 1/2/2020

Page 3 of 4

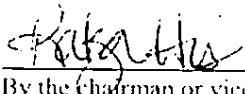
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/27/19 \_\_\_\_\_

Signature  \_\_\_\_\_  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rakinya Hinson

\_\_\_\_\_  
(Typed or printed name of person signing)

CEO

\_\_\_\_\_  
(Title of person signing)

Amended Articles of Incorporation  
Of  
Pretty Ladies Girls Mentoring Program, Inc.

**In Compliance with Pursuant to Chapter 617 F.S., Not for Profit**

**ARTICLE I - Name**

The name of the corporation is Pretty Ladies Girls Mentoring Program, Inc.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of this corporation is:  
45 Prattwood Lane Palm Coast, FL 32164

**ARTICLE III – Purpose**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code.

**ARTICLE IV- Effective Date**

Said organization's effective date shall be January 2, 2020.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - Manner of Election**

The election shall be held annually in accordance with the election procedures established by the Board of Directors. Each organization eligible to vote for each slate of nominations shall be able to cast a vote. The nominees receiving the largest number of votes in each category in the annual election shall be elected for the full term of the vacancy.

The Directors shall be elected by a majority vote of the members of this corporation as stated in the organization's bylaws.

**ARTICLE VII - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE VIII - VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the bylaws of the corporation.



#### **ARTICLE IX – Initial Officers and/or Directors**

Rakinya Hinson, 45 Prattwood Lane Palm Coast, FL 32164  
Kastella Akins 1924 Husson Ave. Palatka, FL 32177  
Mona Quinn 2554 Lake Dr. DeLand, FL 32724

#### **ARTICLE X – Registered Agent**

The name and address of the registered agent of this corporation is  
Rakinya Hinson 45 Prattwood Lane Palm Coast, FL 32164

#### **ARTICLE XI – Incorporator**

The name and address of the of this incorporator is  
Mrs. Rakinya Hinson 45 Prattwood Lane Palm Coast, FL 32164

#### **ARTICLE XII - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the corporation shall be liable for the debts of the corporation.

#### **ARTICLE XIII – EXEMPTIONS**

At all times shall the following operate as conditions restricting the operations and activities of the coporation:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay resonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities or any initiative or referendum before the public; and the corporation shall not participate in, or intervene in (including by publication or distribution of statements). Furthermore, this coporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 or with requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

#### **ARTICLE XIV - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the voting members, and approved at a members meeting by a majority of the members, unless all the directors and all

the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XV- INDEMNIFICATION**

The corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a party because the director or officer is or was a director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. Officers, employees and agents of the corporation shall apply when such persons are serving at the corporation's request while a director, officer, employee or agent of the corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation.

The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of corporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

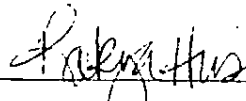
#### **ARTICLE XVI - COVENANTS NOT TO SUE**

The corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the corporation's service to the corporation.

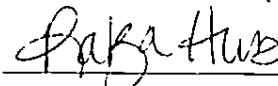
### ARTICLE XVII - DISSOLUTION

Upon dissolution 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, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or so disposed of shall be disposed of by court of competent jurisdiction of the county in which the principal officer of the corporation is then located, exclusively for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

 12/21/19  
Signature Registered Agent Date

The undersigned corporates(s) certify (ies) that she/he/they execute(s) these articles for the purposes herein stated.

 12/21/19  
Signature Incorporator Date

## **Narrative Outline**

Said organization is organized exclusively charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Present Activities**

#### **P.R.E.T.T.Y Ladies**

**Project Description:** Pretty Ladies, girls mentoring program provides social skills, college prep, pregnancy prevention, HIV/ Aids testing and community services. The project activity serves ages 13 through 21 living in low SES, high crime area and rural areas. The mentoring program is held weekly at Neighbor Network Centers. The program is taught by volunteer teachers from various organizations.

The purpose and function of the tax exempt and 501 (c) (3) will defray the cost of materials, apply for grants and provided programs that: (1) assist in receiving support and guidance from a mentor; (2) improve the academic performance of youth and adults; (3) improve interpersonal relationships between youth, parent and their peers, teachers and family members; (4) reduce the dropout rate of youth; and (5) reduce juvenile delinquency and involvement in gangs by youth.

#### **Career Mentoring Educational Program**

**Project Description:** Mentoring Educational program targets at-risk youth, incarcerated families youth and adults with the greatest need of education. These project activities services ages 15through 20 living in rural areas, high-crime areas, or troubled-home environments, who attend schools with violence problems. The mentoring program is held weekly from 4:30-6pm. The program is staffed by mentors from various community organizations.

The purpose and function of the tax exempt and 501 (c) (3) will defray the cost of materials, apply for grants and provided more programs that: (1) assist in receiving support and guidance from a mentor; (2) improve the Job Shadowing performance of youth; (3) improve interpersonal relationships between youth, parent and their peers, teachers and family members; (4) reduce the dropout rate of youth; and (5) reduce juvenile delinquency and involvement in gangs by youth.

#### **Camping Trips**

**Project Description:** Palm Coast Leadership training is designed for local community leaders and organizations to guide youth on hiking and camping excursions. The overnight training course includes instruction in leadership skills, camp equipment use and care, and group activities related to outdoor recreation and nature-based education. The end result is to make it easier for youth to have a positive experience in the outdoors. When youth are properly outfitted with boots, socks, hats, coats, tents, sleeping bags, etc. and leaders are confident in their ability to facilitate outdoor trips, hiking and camping can help create significant memories, friendships, confidence, and abilities that last a lifetime.

The camping trip program is held at Yogi Bear Jellystone Camp on various weekends throughout the year. The program is facilitated by various community partners. These project activities services ages 15through 20 living in rural areas, high-crime areas, or troubled-home environments.

The purpose and function of the tax exempt and 501 (c) (3) will defray the cost of materials, apply for grants and provided more programs that: (1) assist in receiving support and guidance from a mentor; ((2) improve interpersonal relationships between parent, peers, teachers and family members; (3) reduce juvenile delinquency involvement in groups by youth.

### **College Tours**

**Project Description:** We recognize the value and importance of a college education. This is one of the reasons we exist is to increase the numbers of African-American students who enroll in college, and graduate from, a Historically Black College or University. Students in our program become a student at one of the schools visited while on tour. The success of our program is evident by our sterling safety record, excellent relationships with admissions officials, and the positive impact of the tour on our participants. Our tours, without question, are a life changing experience. They motivate and inspire students to work harder than ever to achieve their educational goals.

Student Tours is a proven leader in the field of student travel to historically colleges and universities. We consistently work very hard to make sure that every aspect of each tour is developed with the highest quality and organization as top priorities. Our Black College Tour is a powerful, inspirational, fun-filled experience. While on tour we discover a warm accepting atmosphere in which you can thrive and reach your full potential. The purpose and function of the tax exempt and 501 (c) 3 will defray the cost of tours by, applying for grants and (1) assist in receiving support and guidance from mentors; ((2) improve social relationships between peers, and (3) foster low-income students in their quest to attend college. The program is taught by volunteer instructors from varies organization, traveling on weekends.

### **Proposed Activities: 2020**

#### **Social Assistance**

**Project Description:** This program emphasizes personal responsibility. The purpose and function of the tax exempt will help provided participants services such as job skills training, work experience, job readiness training, child care assistance, transportation and other work related expenses and application assistance for disability and unemployment assistance.

The purpose and function of the tax exempt and 501 (c) 3 will defray cost of, applying for grants and support and leadership from mentors; (2) increase social relationships between peers, and mentors and (3) Cultivate low-income students in their quest for social assistance programs. The program is taught by trained staff from varies organization from Monday through Friday 4:00 thru 5:30pm.

#### **Community Fair Outreach and Safe Kids Program**

**Project Description:** Community Outreach students travel throughout Volusia and Flagler counties to promote good health. Some of the annual Community Outreach special events include: (1) Health Fair, (2) Wellness Celebration and Safe Kids Super Saturday. Free health screenings, community blood pressure screenings, wellness classes and outreach activities that provides to the community. The purpose and function of the tax exempt and 501 (c) 3 will defray cost, applying for grants and leadership from mentors; (2) increase social relationships between peers, and mentors and (3) Cultivate low-income students in their quest for social assistance programs. The program is taught by trained staff from varies organization from Monday through Friday 4:00 thru 5:30pm.

### **Internship/Job Shadowing**

**Project Description:** The Internship Program introduces students to the important role ensuring a productive life in the community for everyone. Students gain practical experience through projects, special assignments, research that support community-based programs, policies, and best practices in the prevention and treatment of substance abuse and mental illness.

The Internship Program allows students to use their specific skills and knowledge while experiencing the value of their education. Gaining real-life exposure to areas aligned with their course of study. The purpose and function of the tax exempt and 501 (c) 3 will defray cost, applying for grants and giving direction to area youths. The program is taught by trained volunteers from various organization weekdays, varying hours between 8am – 6pm.

### **Substance Abuse and/or Domestic Violence**

**Project Description:** Community Substance Abuse and Domestic Violence Outreach helps survivors of abuse and violence break the cycle of abuse and begin to lead healthy, productive, independent lives. Our approach is centered on helping patrons develop personal skills and a support network that will see them through the period of transition. The focus is helping people rebuild their lives emotionally, physically, and financially so that they have the means to avoid returning to the abusive relationship.

The program allows participants the opportunity to gain skills, knowledge education and resources to become self sufficient. The purpose and function of the tax exempt and 501(c) (3) will defray cost, applying for grants and giving direction to area youths. The program partners with local organizations with skilled experts on Tuesdays from 6:30 – 7:30pm.

## **BY- LAWS**

### **ARTICLE I - PRINCIPAL OFFICE**

The principal office of Pretty Ladies Girls Mentoring Program, Inc. shall be located at 45 Prattwood Lane Palm Coast, FL 32164

**Section 1.02. Purpose.** The said Corporation is organized for the charitable and educational purposes of including, for such purposes, the making of distributions to organizations that qualify an exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE II MEMBERS**

**Section: 2.01. Classes:** There shall be two classes of members: Corporate and Individual.

**Section: 2.02. Qualifications:** Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights.

**Section: 2.03. Termination of Membership:** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

**Section: 2.04. Resignation:** Any member may resign by filing a written resignation with the secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section: 2.05. Dues:** Dues for members shall be established by the Board of Directors.

**Section: 2.06. Meetings:** The annual membership meeting shall be held in January each year. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the chairperson or at the request of at least 10% of the members by notice mailed, telephone, or telegraphed to each member not less than thirty (30) days before such meeting.

### **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section: 3.01. Authority of Directors:** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section: 3.02. Number, Selection, and Tenure.** The Board shall consist of not less than three (3) directors. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section: 3.03. Resignation:** Resignations are effective upon receipt by the secretary of the Corporation of written notification.

**Section: 3.04. Regular Meetings:** The Board of Directors shall hold at least two (3) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

**Section: 3.05. Special Meetings:** Meetings shall be at such dates, times and places as the Board shall determine.

**Section: 3.06. Notice:** Meetings may be called by the chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section: 3.07. Quorum:** A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section: 3.08. Action without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section: 3.09. Participation in Meeting by Conference Telephone:** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section: 3.10. Committees:** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

**Section: 3.11. Nominating Committee:** There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section: 3.12. Reimbursement:** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.



## **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section: 4.01. Officers:** The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

**Section: 4.02. Appointment of Officers: Terms of Office:** The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section: 4.03. Resignation:** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section: 4.04. Removal:** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section: 4.05. President:** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section: 4.06. Vice-President:** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section: 4.07. Secretary/Treasurer:** The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances.

The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section: 4.08. Paid Staff:** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties.

Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section: 6.01. Establishment:** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section: 6.02. Size Duration and Responsibilities:** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section: 7.01. Fiscal Year:** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section: 7.02. Checks Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section: 7.03. Deposits and Accounts:** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board.

For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section: 7.04. Investments:** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.