

By-Laws of
People Advocating Recovery, Inc. (PAR)

ARTICLE I - MEETINGS

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.
- Section 3: Notice. Notice of each meeting shall be given by mail, email, or the PAR website, not less than ten days before the meeting.

ARTICLE II - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of PAR, and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to twenty-five, and no fewer than ten, Board Members. The Board receives no compensation other than reimbursement for reasonable expenses. The Executive Director is not a member of the Board.
- Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. Board Members must attend at least two quarterly meetings per year. Board Members may name a delegate to represent them in case of absence. This delegate shall be allowed to vote for the absent Board Member. Other interested parties may attend Board meetings and give input but may not vote.
- Section 3: Board Elections. Each officially recognized chapter of PAR shall elect a representative member to the Board of Directors. In addition, At-large Board Members may be nominated and voted upon by PAR constituents to make up the balance of the Board of Directors. The Board shall periodically assess whether geographic areas or population groups (i.e., recovering individuals, family members, and adolescents) are represented on the Board and make every reasonable effort to recruit new Board Member nominations from those regions or groups.
- Section 4: Election Procedures. Board Members shall be nominated and elected by their chapter according to the by-laws of that chapter. At-large Board Members may be nominated by any PAR constituent (including self) and shall be voted on by PAR constituents who are not represented by a chapter. At-large Board Member

elections will be held by mail and email in accordance with the election procedures established by the Board of Directors.

- Section 5: Terms. All Board Members shall serve two-year terms, but are eligible for re-election. However, no Board Member shall serve more than three two-year terms (six years maximum). The first Board will include members with one and two-year terms to begin staggered terms.
- Section 6: Quorum. A meeting must be attended by at least forty percent of the Board Members before business can be transacted or motions made or passed.
- Section 7: Notice. An official Board meeting requires that each Board Member have written notice, consisting of date, time, place, and summary agenda, two weeks in advance. Notice may be given via email, mail, or fax.
- Section 8: Officers and Duties. There shall be four officers of the Board consisting of President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board from among the Board Members at the autumn Board Meeting after the at-large Members are seated. Their duties are as follows:

The **President** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee, serving as a Board Member with voting privileges in the event of a tie vote. The President shall provide general guidance for officers, Board Members and all others in positions of authority within the organization; provide overall leadership for the organization; attend subcommittee meetings by request or on a “need to know” basis; be an ex officio member of all committees except the Nominating and Audit Committees; appoint Nominating and Audit Committees, should they be formed; and recommend special committees as may be necessary. The President shall sign all contracts and agreements in the name of the Corporation after the Board has approved them; serve as the representative of the Corporation in meetings and discussions with other organizations and agencies; and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

The **Vice-President** will chair committees on special subjects as designated by the Board and may be the incoming President during the next term upon approval of the Board of Directors.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that records are maintained. The Secretary also prepares correspondence as requested by the President and Board Members;

maintains records not specifically assigned to anyone else; initiates organization's correspondence as appropriate; maintains files of past and current Board minutes; maintains records of PAR chapters; and keeps a current listing, with phone numbers, e-mail addresses, mailing addresses, and meeting attendance, of the Board of Directors.

The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, maintain records of all financial transactions of PAR, and make financial information available to Board Members and the public. The Treasurer shall oversee: The deposit of funds of PAR into the proper accounts; the reconciliation of all receipts and disbursements from such account(s); the preparation of the books and records of the finances of PAR; the preparation and presentation of written financial reports of the accounts for each Board meeting, concluding with the current bank balance; and the preparation and filing of all end-of-year financial reports Federal and State tax reports.

- Section 9: Signature authority. All checks, notes, acceptances, and orders for payment of money will be signed by any two of the President, Vice President, or Treasurer, or other agents of the Corporation designated by the Board of Directors. The President, Vice President or any other agent of PAR designated by the Board of Directors, will sign all contracts, leases and deeds of any kind after approval by the Board.
- Section 10: Vacancies. When a vacancy on the Board exists, nominations for new Board Members may be received from present Board Members and PAR Chapters by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board Member's term. The Board Member elected to fill a vacancy may be nominated to fill subsequent terms, not to exceed six years of Board Membership.
- Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. If the officers of a chapter notify the Board that the representative of their chapter who serves on the Board no longer represents the chapter, the person is no longer eligible to be one of the representative Board Members. A Board Member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year and has not arranged for a proxy. Excused absences may be defined by the Board. A Board Member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 12: Special Board Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings

shall be sent out by the Secretary to each Board Member postmarked two weeks in advance.

ARTICLE III - COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education, and data collection. There shall be two standing committees – Executive and Finance Committees. The Board President appoints all committee chairs. Committee chairs must be members of the Board. Committee members may include non-PAR constituents.

Section 2: The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director, if applicable, annually based on criteria determined by the committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board Members. The Board must approve the budget, and all expenditures must be within the budget. Any major amendment to the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of PAR are public information and shall be made available to PAR constituents, Board Members, and the public.

Section 4: Personnel Committee and Hiring Policy. In the event that staff are employed, a standing Personnel Committee shall be formed. The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing personnel policies.

ARTICLE IV - DIRECTOR AND STAFF

Section 1: Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for PAR, including carrying out PAR's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of PAR activities, answer questions of Board Members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE V - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements

ARTICLE VI – MISCELLANEOUS

Section 1: Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Kentucky statutory or decisional laws, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations that are exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Section 2: Exoneration. To the fullest extent permitted by Kentucky statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its constituents for money damages; provided, however, that the foregoing limitation of director or officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to an act or omission that occurred prior to such amendment or repeal.

Section 3: Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employer or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

Section 4: Dissolution. The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall

