

**BYLAWS**  
**OF THE**  
**THE HAVEN BUTTERFLY FOUNDATION**

**ARTICLE I**  
**OFFICES**

Section 1. *Principal Office.* The principal office of the Corporation in the State of Arizona shall be located at 2601 N. Campbell Avenue, Suite 202 Tucson, Arizona 85719. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. *Known Place of Business.* The Corporation shall have and continuously maintain in the State of Arizona a known place of business and a statutory agent, as required by the Arizona Foundation Act. The known place of business may be, but need not be, identical with the principal office in the State of Arizona, and the address of the known place of business may be changed from time to time by the Board of Directors.

**ARTICLE II**  
**ESTABLISHMENT, PURPOSE AND MISSION STATEMENT**

Section 1. *Establishment and Purpose.* The Corporation is established as a charitable organization within the meaning of Section 501(c)(3) of the 1986 Internal Revenue Code, as amended ("Code"). The specific purpose for which this Non-Profit Corporation is organized is to support women and families in the pursuit of living free of substance misuse and provide education and public advocacy in the area of women's health. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or will inure to the benefit of, its Directors or officers, or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of the Corporation and reimbursement of reasonable and necessary expenses incurred in connection therewith. The Corporation is empowered, subject to the provisions of these Bylaws, to accept donations, contributions, gifts, bequests, and devises of monies and properties ("contributions"), and transfers of endowment and other funds, properties and assets of charitable, scientific, educational and religious agencies and/or private or supporting foundations.

Section 2. *Mission Statement.* [CLIENT TO PROVIDE]

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. *General Powers.* The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Arizona.

Section 2. *Number, Tenure and Qualifications.* The Board of Directors shall have up to 11, but not fewer than 5 members. The exact number of Directors beyond the minimum stated herein shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors. Each Director shall hold office for one (1) year, and until his or her successor is elected and qualified.

Section 3. *Election.* Directors for the forthcoming year shall be elected by the then-existing Board of Directors at the annual meeting of the Board.

Section 4. *Removal.* Any Director of the Corporation may be removed at any time, either with or without cause, by a vote of a majority of the Directors present at a meeting called for that purpose.

Section 5. *Annual Meeting.* An annual meeting of the Board of Directors shall be held on the fourth Tuesday of January, or the next working day if the fourth Tuesday is a holiday, in each year, beginning with the year 2021, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board as soon thereafter as it conveniently may be scheduled.

Section 6. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of any Director or any officer. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

Section 7. *Notice.* Notice of any meeting of the Board of Directors shall be given at least ten (10) business days before the meeting by written notice delivered personally or sent by postal mail, electronic transmission, or facsimile to each Director at his or her address as shown on the Corporation's current list of Directors. If mailed, such notice shall be deemed effective when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic transmission or facsimile, such notice shall be deemed effective when directed to an e-mail address or fax number as shown on the Corporation's list of current Directors. Any Director may waive notice of any meeting. The attendance of a Director at any 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 any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 8. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. *Compensation.* Directors shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 12. *Informal Action by Directors.* Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 13. *Committees.* The Board of Directors shall have the power to appoint by resolution passed by a majority of the Board one or more Committees and appoint members of the Board of Directors to serve on them. Each Committee shall have one or more members. Each member of a Committee shall serve at the pleasure of the Board of Directors. To the extent provided in the resolution and subject to state law, a Committee shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation.

#### **ARTICLE IV OFFICERS**

Section 1. *Officers.* The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors shall also choose a chairman of the board and may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. *Election and Term of Office.* The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be as soon thereafter as it conveniently may be held. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. *Removal.* Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *Chairman of the Board.* The Chairman of the Board shall preside at all meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned to him or her.

Section 6. *President.* The President shall be one of two principal operating officers of the Corporation and shall in general supervise the business and affairs of the Corporation. The President may sign, alone or with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. *Vice President.* In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws. The Treasurer shall, in general,

perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. *Secretary.* The Secretary shall be a member of the Board of Directors and shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He or she shall be custodian of the corporate records and shall authenticate records of the corporation. He or she shall keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 10. *Assistant Treasurers and Assistant Secretaries.* If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

**ARTICLE VI  
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees authorized by the Board of Directors.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of October and end on the 30<sup>th</sup> day of September of each year.

**ARTICLE VIII  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Foundation Act, the Corporation's Articles of Incorporation, or the Corporation's Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX  
CONFLICT OF INTEREST POLICY**

The Board of Directors shall adopt a policy regarding transactions between the corporation and its Officers, Directors, or any other entity in which an Officer or Director is a member, officer, director or has a financial interest. Transactions subject to the policy include, without limitation, the sale, lease, or exchange of property to or from interested persons and the corporation, the lending or borrowing of monies to or from interested persons by the Corporation, or the payment of compensation by the Corporation for services provided by interested persons.

**ARTICLE IX  
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

IN WITNESS WHEREOF, the foregoing Bylaws have been approved and accepted effective as of the 28<sup>th</sup> day of September, 2021.

By: \_\_\_\_\_  
JEAN M. GADEA, President

Dated: \_\_\_\_\_

**ACKNOWLEDGED BY:**

\_\_\_\_\_  
\_\_\_\_\_, Secretary  
Dated: \_\_\_\_\_

