



The Haven Governing Documents, Policies and Procedures	
Policy #	
Policy Title	Amended and Restated Bylaws
Issue Date	_____, 2023
Revision Date/s	

**AMENDED AND RESTATED BYLAWS
OF
THE HAVEN**

**ARTICLE I
NAME, OFFICES, ORGANIZATION, MEMBERSHIP, PURPOSE
AND ACTIVITIES**

Section 1. Name. The name of this corporation is The Haven (the “Organization”).

Section 2. Principal Office. The Organization may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Organization shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

Section 4. Organization. The Organization shall govern itself in accordance with the laws of the State of Arizona, its Articles of Incorporation, and these Bylaws.

Section 5. Membership. The Organization is not authorized to issue memberships.

Section 6. Purpose and Activities. The Organization’s mission and activities are to provide professional, holistic services to all women as they unlock their potential while recovering from substance use and while moving towards their best mental health. The Organization believes in and is committed to:

- Recovery with Respect
- Supporting clients in achieving their goals
- Recovery that is possible for all and is limitless in scope
- Assisting our staff with professional and personal development
- Contributing to the health of the Tucson community.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors (the “Board”) shall have general charge of the affairs, property and assets of the Organization. While the Board may delegate the management of the activities of the Organization to any person or persons, the activities and affairs of the Organization shall be managed and all corporate powers shall be exercised under

the ultimate direction of the Board. It shall be the duty of the directors to carry out the mission and purposes of the Organization and, to this end, to manage and control all of the Organization's property and assets.

Section 2. Number. The number of directors at the time of the adoption of these Bylaws is ten (10). The size of the Board may be increased or decreased by vote of the full Board at the annual or a special meeting called for that purpose, but not to more than seventeen (17) and to no less than three (3). If the number of directors is decreased by the Board, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of directors is increased by the Board, each new position on the Board shall be treated as a vacancy. No amendment of this section shall reduce the number of directors to less than the number required by the ANCA, which at the time of adoption of these Bylaws is one (1).

Section 3. Election, Term, Qualifications.

(a) Method of Election. Directors shall be elected by the affirmative vote of a majority of the directors then in office at the annual meeting of the Board in the year a vacancy will occur. No incumbent director may cast more than one (1) vote in favor of his or her own reelection.

(b) Limitation on Related Board Members. No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

(c) Term of Office. Each director shall hold office for a term of three (3) years and until his or her successor is duly elected and qualifies, subject to his or her earlier resignation or removal. A director's term shall begin at the close of the annual meeting at which the directors is elected and qualifies and shall end as of the end of the annual meeting at which the director's successor is duly elected and qualifies. **There is no limit on how many terms an individual may serve.**

(d) Staggered Terms. In order to stagger the Board at the date of these Bylaws for future appointment purposes, the initial Board of Directors shall be split into three groups as designated by the Chair. Beginning at the next annual meeting, one group of directors shall serve for an initial term of one (1) year, another group shall serve for an initial term of two (2) years, and the final group shall serve for an initial term of three (3) years, with three-year (3) terms for all directors appointed after these initial terms expire.

Section 4. Resignation. Any director may resign by giving written notice to the Chair and the Secretary, or the Board. Such a written resignation will be effective on the later of (a) the date it is delivered, or (b) the time specified in the written notice that the resignation is to become effective. **Any director who fails to attend three (3) monthly meetings of the Board in a calendar year will be deemed to have voluntarily resigned from the Board.**

Section 5. Removal. A director may be removed from office with or without cause by the vote of a majority of the other directors at a regular meeting or at any special meeting called for that purpose. A director whose removal is sought shall not be entitled to counsel, but may be heard briefly.

Section 6. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of directors, an interim director may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. An interim director shall serve until a successor is elected upon expiration of the term of office for that director. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, directors to fill all the vacancies shall be appointed by the Organization's statutory agent for the State of Arizona.

Section 7. Compensation and Reimbursements. Directors of the Organization shall not receive compensation for serving as directors. Any compensation paid to a director for personal services rendered to the Organization shall be paid only after compliance with the Organization's policy governing Conflicts of Interest. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board in compliance with the Organization's Conflicts of Interest Policy.

Section 8. Reimbursement by Directors. Any payments made to a director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to the Organization to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Organization has been recovered.

ARTICLE III MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board shall be held in January of each year, at such time and place as the Chair or in the absence of action by the Chair, as set forth in the notice given, or waiver signed, with respect to such meeting, and may be at the time and place designated for one of the regular meetings of the Board. At the annual meeting, the incumbent directors shall elect the new Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof within two weeks of the date stated herein, at which the same proceedings (including the election of directors and/or officers) may be conducted.

Section 2. Regular Meetings. Regular meetings of the Board shall be held at least nine (9) months of each calendar year, preferably on the fourth Tuesday of each such month. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution; provided each director is provided with a copy of the resolution setting forth the actual schedule with the dates and times for the regular meetings during the calendar year.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes on call of the Chair, the Vice Chair, and must be called by either of them on the written request of at least three (3) of the directors then in office. A request for special meeting must be received in writing at least seven (7) days prior to the requested meeting date.

Section 4. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 5. Notice and Waiver of Notice.

(a) Notice - Annual or Regular Meetings. Written notice of the date, time and place of each annual or regular meeting of the directors, together with materials for review and decision at the meeting, shall be given to each director by the Secretary or the person or persons calling the meeting not less than fourteen (14) days before such meeting and not more than thirty-one (31) days before the meeting; provided, however, if the annual and regular meetings are set forth by resolution and in a calendar at the beginning of the calendar year as permitted in Sections 1 and 2 of this Article, the notice give pursuant to this Section 5 shall still be necessary in order to provide the meeting agenda and materials for review and decision at the meeting.

(b) Notice Special Meetings. Notice of any special meeting must be requested stating the place, date, hour and purpose of the meeting shall be given to each director in writing no less than seventy-two (72) hours before the date of the meeting and shall state the purpose of the meeting, the business to be transacted and the person(s) requesting the meeting. No business other than that stated in the notice shall be conducted at the special meeting without the unanimous consent of all present at the special meeting.

(c) Methods of Giving Notice. Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Article III Section 2), notice of the time and place of all regular meetings shall be given to each Director by one of the following methods:

- (i) Personal delivery of oral or written notice;
- (ii) First – class mail, postage paid;
- (iii) Telephone, including a voice messaging system or other system technology designed to record and communicate messages; or
- (iv) Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

Notice of regular meetings, when given as permitted by Article III Section 2, may be given in the form of a calendar or schedule that sets forth the date, time and place of more

than one regular meeting. Notice for a special meeting may be give only by methods i, iii and iv, above, and not by method ii. All notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Organization. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of any meeting shall be considered given if sent or delivered in a method described herein to the director at his or her address or number specified in the records of the Organization.

(d) Waiver. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first class mail addressed to the Secretary at the principal office of the Organization as contained on the records of the Organization as of the date of the protest, or by facsimile addressed to the facsimile number of the Organization as contained on the records of the Organization as of the date of the protest.

Section 6. Quorum. Fifty-one (51%) of the total number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time, but not for a period of more than two weeks from the regular meeting date, and the Secretary that provide notice of the new date and time to all directors not present. Once a quorum has been formed at any meeting, the directors from time to time remaining in attendance may continue to transact business properly brought before the meeting until adjournment, notwithstanding the prior departure from the meeting of enough directors to leave less than a quorum.

Section 7. 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, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Organization.

Section 8. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Organization, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, 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 then in office. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 9. Presumption of Assent. A director of the Organization who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be

entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. Voting and No Proxies. At any meeting of Board of Directors, every director entitled to vote may vote in person. Each director shall have one vote. No proxy shall be allowed.

ARTICLE IV OFFICERS

Section 1. Number. The principal officers of the Organization shall be a Chair, Vice Chair, President, Secretary, and Treasurer. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. The Board may also hire a paid executive staff person to run the day to day operations of the Organization, with such person to be known as the “CEO & President” and assuming the duties of the President as provided in this Article.

Section 3. Election, Qualifications and Term of Office. The officers of the Organization shall be elected annually by the Board at its annual meeting; provided, however, if a paid executive staff person is hired as the CEO & President then such person shall not be elected annually, but shall be subject to the arrangement negotiated with such executive. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The Chair and Vice Chair shall be elected by the Board from among their number and the other officers shall be elected from among such persons as the Board may see fit; provided that if a paid executive staff person is hired as the chief executive officer then the position of “president” shall be part of the paid executive staff person’s role. Each elected officer shall hold office from the close of the annual meeting at which elected for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer’s death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. **There is no limit on the number of terms an individual may serve in an officer position.**

Section 4. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. Chair. It will be the duty of the Chair to preside at all meetings of the Board and to be responsible for general governance of the Organization, including performing the duties and role of President when there is no paid executive officer of the Organization. The Chair may execute on behalf of the Organization contracts, deeds, conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the

business of the Organization. The Chair shall be the primary liaison with the CEO & President, if one is retained, and the Board.

Section 7. Vice Chair. The Organization may elect a Vice Chair. If the Organization determines to elect a Vice Chair, this individual shall act in the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 8. President. In the event a paid executive officer is not retained by the Organization, the President shall be the principal executive officer of the Organization and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Organization. The President shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Organization as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. Secretary. The Secretary shall: (a) keep the minutes of the Board's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Organization if one is authorized by the Board, in which case the Secretary shall see that the seal of the Organization is affixed to all documents the execution of which on behalf of the Organization under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Treasurer. If required by the Board, 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 shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Organization, and for moneys due and payable to the Organization from any source whatsoever, including the deposit of such moneys in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 11. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 12. Chief Executive Officer ("CEO & President"). The CEO & President shall be the principal executive officer of the Organization and a paid executive of the Organization. Subject to the control of the Board, the CEO & President shall in general supervise and control all of the business and affairs of the Organization. The CEO & President

shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Organization as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the CEO & President. In general, the CEO & President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. The CEO & President shall be the person responsible for oversight of the day to day operations of the Organization. The CEO & President shall report to the Board, with the Chair being the primary liaison, and the Board will determine compensation for the CEO & President and all other contractual rights, if any, of the CEO & President.

Section 13. Compensation. Other than the CEO & President who shall be a paid executive of the Organization, the officers of the Organization shall not receive compensation for serving as officers. Any compensation paid to an officer for personal services rendered to the Organization shall be paid only after compliance with the Organization's policy governing Conflicts of Interest. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board in compliance with the Organization's conflicts of interest policy.

Section 14. Reimbursement by Officers. Any payments made to an officer, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Organization to the full extent of such disallowance. In lieu of payment by the officer from whom reimbursement is sought, subject to a determination made by the Board, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Organization has been recovered.

ARTICLE V COMMITTEES

Section 1. Committees of Directors.

(a) Creation; Scope of Authority. The Board of Directors may, from time to time, create committees from among its members by appointing no fewer than three (3) directors to committee, by resolution adopted by a two-thirds (2/3) vote of a quorum present at a Board meeting. Such resolution shall appoint standing or temporary committees from the Board membership and vest such committees with such powers as the Board may include in its resolution; provided, however, the Board may not delegate its power in reference to the following matters:

(i) fixing compensation, if any, of any individual rendering personal services to the Organization and also serving as a director, an officer, or the executive director,

(ii) filling vacancies on the Board or on any committee with Board-delegated authority;

(iii) adoption, amendment or repeal of Bylaws or adopt new Bylaws, or amend, repeal, or adopt new Articles of Incorporation; or

(iv) approve any transaction between

(A) the Organization and one or more of its directors or

(B) the Organization and any entity in which one or more of its directors have a material financial interest.

(b) Tenure of Committee Members. Except in the case of resignation, disqualification, removal or the inability to serve for any reason, each member of any committee established under this Article shall hold office for a period of one year and until his successor is elected and qualified.

(c) Meetings of Committees; Minutes of Meetings. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article II concerning meetings of directors, with such changes in the context of Article II as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined by resolution of the Board, and special meetings of committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

(d) Quorum of Committee Members. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of any committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

(e) Revocation of Delegated Authority. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below three) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

Section 2. Advisory Committees.

(a) Appointment of Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee, provided that at least one director shall be a member of each such committee. The Board at any time may appoint additional members thereto.

(b) Scope and Purpose. Such advisory committees shall advise with and aid the officers and directors of the Organization in all matters designated by the Board as is described in the resolution creating such committee. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

(c) Terms of Membership and Rules of Procedure. The members of any advisory committee shall serve at the pleasure of the Board, but it shall be presumed unless contrary designation is in the resolution appointing members to the committee, that the term of membership is one (1) year. Such advisory committees shall advise with

and aid the officers and directors of the Organization in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

(d) Compensation. The members of any advisory committee shall not receive any stated salary for their services, but by resolution of the Board a reasonable sum for reimbursement of expenses may be allowed for attendance at each annual or special meeting of the Board at which the committee member is asked to attend and each meeting of the committee. The Board shall have the power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the Organization special compensation appropriate to the value of the services.

Section 3. Standing Committees.¹ Each Standing Committee shall have a Charter adopted by the Board that more fully details its membership, duties and goals.

(a) Governance Committee.² The Governance Committee shall be comprised of the Chair, Vice Chair, Secretary, Immediate Past President/Chair, and Treasurer, and together with the CEO & President as an ex officio, non-voting member. The Governance Committee shall set the agenda for the meetings of the Board, set compensation for the CEO & President, and shall have the authority of the Board when the Board is not in session; provided, however, the Governance Committee may not override or change a resolution or policy adopted by the Board. The CEO & President may not attend any meeting of the Governance Committee that discusses the compensation of the CEO & President.

(b) Finance & Audit Committee. The Finance Committee shall consist of three (3) Board members, with the Treasurer as chair. The Finance & Audit Committee, together with the Executive Director, shall prepare and propose the annual budget on a fiscal year basis. The Finance Committee shall, together with the Treasurer and other staff, research, prepare, and submit grant proposals and requests for funding from potential donors; act as liaison with the outside accounting firm retained by the Board, recommending formats for the monthly financial statements; review all monthly financial statements and make financial recommendations to the Board as required regarding the Organization's investments and any other financial matters; coordinate and assist with all fundraising activities, including setting fundraising goals; and coordinate and assist with the annual audit of the Organization.

(c) Development Committee. The Development Committee shall consist of [redacted] directors, but may also include individuals who are not on the Board. The Development Committee shall be responsible for leading the Organization's participation in resource development and fund raising through staff in order to develop the

¹ These are examples of Standing Committees. These are BOTH committees of the Board with BOARD-DELEGATED powers (Governance and Finance & Audit) and ADVISORY (Development and Board & Development). The Charters will spell out more details on Committee operations.

² OPTION: Consider renaming this to the "Executive Committee", which is a more common term for this committee.

Organization's fund development plan. The Committee shall recommend to the Board policies and develop plans, procedures, and schedules for Board involvement in fund raising.

(d) Board Growth & Advancement Committee³ – The Board Growth and Advancement Committee shall consist of [] Board members, but may also include individuals who are not on the Board; provided, however, only members of the Board shall conduct the Board’s annual self-evaluations. The Committee shall conduct the annual self-assessment, Board orientation & education programs, nominating and vetting potential new Board candidates, and/or non-Board member committee volunteers, and related matters.

ARTICLE VI CONFLICT OF INTEREST

The Board shall adopt a policy regarding transactions between the Organization and interested persons, including such transactions as the sale, lease or exchange of property to or from interested persons and the Organization, the lending or borrowing of monies to or from interested persons by the Organization or the payment of compensation by the Organization for services provided by interested persons. For the purposes of this Article, “interested person” means any director, officer, or member of a committee with board delegated powers, any person in a position to exercise substantial influence over the affairs of the Organization, and the definition used in the Organization’s policy who has a direct or indirect financial interest in a transaction with the Organization.

ARTICLE VII PROHIBITION AGAINST PRIVATE INUREMENT

No director, officer, employee of the Organization, member of a committee of the Organization, with Board-delegated power, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Organization, except that the Organization can pay reasonable compensation for services rendered.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of October and end on the last day of September in each year.

³ **OPTION:** Call this the “Committee on Directorship” or “Governance & Nomination Committee” to cover the director nominations, evaluations, training, onboarding, etc.

**ARTICLE IX
CORPORATE ACTS AND FUNDS**

Section 1. Corporate Acts. By resolution of the Board, the Board may authorize any officer, employee, or agent to sign, execute and acknowledge on behalf of the Organization, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Organization's regular business, or which shall be authorized by resolution of the Board. The Secretary of the Organization is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Organization; provided, however, that an attestation is not required to enable a document to be an act of the Organization.

Section 2. Loans. No moneys shall be borrowed on behalf of the Organization and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Organization, not otherwise employed, shall be deposited from time to time to the credit of the Organization in such banks, investment firms or other depositories as the Board may select.

Section 4. Contributions. Contributions may be made to this Organization by organizations and individuals. The Board may accept on behalf of the Organization any contribution for the general purposes of the Organization or for any specific purpose consistent with the purposes of the Organization, but not contributions earmarked for a specific organization other than the Organization. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contribution not consistent with the Organization's purposes.

Section 5. Records. The directors shall establish a record of each contribution as may be necessary to make a memorial thereof and to substantiate tax records of the Organization. A record shall be kept of transactions of funds received and spent by the Organization.

**ARTICLE X
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of not less than seventy percent (60%) of the Board at any regular or special meeting thereof, so long as the text of the proposed amendment, alteration or new Bylaws was provided not less than ten (10) days prior to the meeting at which the amendment or alteration, or new Bylaws are proposed to be adopted.*****

Certified a true and correct copy of the Bylaws adopted by resolution of the Board of Directors of The Haven effective May ____, 2023.

By: _____

Its: _____, Secretary