

POLICY AND PROCEDURE

REACH for Tomorrow

POLICY: RG-100

TITLE: REACH for Tomorrow Bylaws

EFFECTIVE DATE: 2/8/24 AUTHORIZED BY: Board of Trustees

BYLAWS OF R.E.A.C.H. for Tomorrow AN OHIO, NONPROFIT CORPORATION Williamsport, OH 43164

ARTICLE I. STATEMENT OF PURPOSE

The entity organization is organized and operated exclusively for exempt purposes set forth in section 501(c)(3), and none of its earnings will inure to any private shareholder or individual. In addition, the corporation will not be an “action organization” as it will not attempt to influence legislation as a substantial part of its activities and it will not participate in any campaign activity for or against political candidates. The corporation will not be organized or operated for the benefit of private interests, and no part of the corporation's net earnings will inure to the benefit of any private shareholder or individual. Additionally, the corporation will not be engaging in any political activities, such as lobbying.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers

The corporation shall have no members but shall be governed by a Board of Directors. The board shall represent the corporation in all legal matters, be in charge of all finances and properties of the corporation, and is authorized to make improvements, additions, replacements of, or disposition of properties. In addition to the powers expressly conferred upon it by these Bylaws, the Board of Directors may exercise all the powers of this corporation. From time to time, the Board may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

Section 2. Number and Tenure

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The number of Board of Directors shall not be less than three or greater than seven. Under extenuating circumstances if the board falls under the above recommendation, the board will continue as normal and will continue to make every effort to increase the number of board members. The term of service is 2 years but not limited to 2 years. If a Board member resigns office, they must reapply and go through the approved elections process in order to be reinstated. Leaves of absence are exempt from the reapplication process but are limited to 9 months. There is not a maximum term of continuous service.

Section 3. Qualifications of Board of Directors

Each member of the Board of Directors shall be at least 18 years of age and shall be a professing Christian of sound character.

Section 4. Election and Removal

Board candidates must attend three regular meetings within the previous 4 months prior to being voted on by the Board of Directors. A board candidate must submit an application including a minimum of two references as requested. Election to the Board of Directors shall be made by a unanimous vote of the Board of Directors. At any regular meeting of the Board or at a meeting called for the purpose, any Director may, by majority vote of the Board, be removed from the Board, with or without cause.

Section 5. Annual Meeting

Unless otherwise provided by resolution of the Board of Directors, an annual meeting of the Board of Directors shall be held in each year at such time and place as the Board of Directors may determine.

Section 6. Regular Meetings

Regular meetings of the Board of Directors shall be held at least 10 times a year at such time and place as may be designated by the Board of Directors.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the Chair or at the request of any two Directors

Section 8. Notice of Meetings

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Notice of all regular meetings of the Board of Directors shall be delivered at least five days prior to the scheduled meeting by written, electronic or telephonic means. The notice shall specify the date, time, and place of the meeting together with any special matters to be addressed. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice unless the Director appears for the sole purpose of objecting to the manner in which the meeting has been called.

Section 9. Quorum

A majority of the Directors then holding office shall constitute a quorum for transacting any business at any meeting of the Board of Directors.

Section 10. Manner of Acting

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be provided in these bylaws.

Section 11. Informal Action

Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all members of the Board of Directors and filed with the minutes of the corporation.

Section 12. Removal

At any meeting of the Board of Directors called for such purpose, any Director may, by a majority vote, be removed from office with or without cause. Good cause will exist for removing any Director who is habitually absent from meetings.

Section 13. Vacancies

Any vacancy on the Board of Directors may be filled by a unanimous vote. A Director elected to fill a vacancy shall be elected for the remainder of the term.

Section 14. Compensation

No member of the Board of Directors shall receive any compensation for their services as such

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but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation.

Section 15. Qualifications

Each member of the Board of Directors must have experience in one of the following:

- A) Education
- B) Faith Based
- C) Community Member
- D) Law Enforcement
- E) Social Services
- F) Business Member
- G) Financial Services

Section 16. Common Consent

- A) The format, procedure, and rules of the meetings of the Board shall be governed by Common Consent which means that as long there are no objections to any discussions or proposals that proposals pass without requiring a vote. Only when there is a call for a vote or a disagreement is a vote necessary for a motion or discussion to “pass”.
- B) On matters of Common Consent, it is subordinate only to the laws of the United States, and the State of Ohio.
- C) The Board shall meet in regular meeting on the 3rd Tuesday of the month at 6.00 p.m., or at such other time and day each month as is set by the Board at a previous meeting. The secretary shall notify all members of the day, time, and location of the meeting at five (5) days prior to said meeting.
- D) The president shall submit a proposed Agenda in writing to all members of the Board of Directors at least three (3) business days prior to any meeting. Any person wishing to add an item of business to the proposed agenda must submit a brief summary of that item at least five (5) days prior to the scheduled meeting.

Section 17. Telephone Conference

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at

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the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE III: OFFICERS

Section 1. In General

The officers of the corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, and an Executive Director. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The President, Vice President, Treasurer and Secretary shall be elected annually by the Board of Directors and may serve consecutive terms so long as they remain as members of the Board of Directors.

Section 2. President

The President shall be appointed from among the members of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as the Board of Directors and these bylaws may prescribe. The President is the Board's link to the CEO; the CEO reports directly to the President. The President shall convene regularly scheduled board meetings and shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice President, Secretary, Treasurer.

Section 3. Vice President

The Vice President shall be appointed from among the members of the Board of Directors and shall perform the duties of the President in his or her absence. When so acting, the Vice President shall have all the powers and be subject to the same limitations as the President. The Vice President will chair committees on special subjects as designated by the Board.

Section 4. Treasurer

The Treasurer shall be appointed from among the members of the Board of Directors and shall supervise the financial affairs of the corporation. The Treasurer shall have charge responsibility, and custody for all funds and securities of the corporation. The Treasurer shall be responsible for providing the Board of Directors with monthly reports concerning the financial condition of the corporation.

The Treasurer shall make a report at each Board meeting. Treasurer will work directly with

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the Chief Financial Officer assisting in the preparation of the budget, help develop fundraising plans and make financial information available to board members and the public.

Section 5. Secretary

The Secretary shall be appointed from among the members of the Board of Directors and shall be the custodian of the corporation's official books and records. The Secretary shall be responsible for assuring that all notices are given in accordance with the provisions of these bylaws. The Secretary shall also be responsible for recording the minutes of all meetings and resolutions 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 Corporate records are maintained.

Section 6. Chief Executive Officer (CEO), Chief Operating Officer (COO) & Chief Financial Officer (CFO)

The CEO shall be the chief executive officer of the corporation and shall serve at the will and pleasure of the Board of Directors. The CEO shall be responsible for implementing the policies and decisions of the Board of Directors and for supervising the operations of the corporation in its entirety. The CEO shall be a non-voting member of the Board of Directors, except in cases of a tie vote among the Board, in which case the CEO may cast a tie breaking vote.

The COO shall be the chief operating officer of the corporation reporting directly to the Board of Directors and shall serve at their will and pleasure. The COO shall be responsible for the corporation's operations, the COO addresses issues related to marketing, production and personnel. The COO will look after day-to-day activities while providing feedback to the CEO.

The CFO shall be the chief financial officer and reports directly to the Board of Directors and shall serve at their will and pleasure. The CFO will provide feedback to the CEO and is responsible for analyzing and reviewing financial data, reporting financial performance, preparing budgets and monitoring expenditures and costs. The CFO is required to present this information to the Board of Directors at regular intervals and provide it to regulatory bodies.

Section 7. Election of Officers

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Elections of Officers of the Board of Directors shall be held at the January meeting. The term will commence February 1st of that year. Special election of officers to fill a vacancy can be called at any time to fill the remainder of the term.

Section 8. Advisory Board

The Board may create an advisory board as needed to address strategies for fundraising, affiliations, etc.

Section 9. Paid Staff

The Board of Directors shall have the authority to compensate or terminate, with or without cause, any staff the Board shall deem necessary. All other staff is under the direction of the CEO and is his/her responsibility to terminate employment along with the direction of the Board. Duties and responsibilities of the paid staff shall be defined by the CEO.

ARTICLE IV: PURPOSES and LIMITATIONS

Section 1. Limitation on Private Inurement

The property of the corporation is irrevocably dedicated to nonprofit purposes. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. The entity organization is organized and operated exclusively for exempt purposes set forth in section 501(c)(3). In addition, the corporation will not be an “action organization” as it will not attempt to influence legislation as a substantial part of its activities and it will not participate in any campaign activity for or against

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political candidates. The corporation will not be organized or operated for the benefit of private interests, and no part of the corporation's net earnings will insure to the benefit of any private shareholder or individual. Additionally, the corporation will not be engaging in any political activities, such as lobbying.

Section 2. Limitation on Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Limitation Upon 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 to a state or local government, for a public purpose. Any such assets not the principal office of the corporation is then located, exclusively for purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Section 4. Other Limitations

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts

The Board of Directors may authorize any agent of the Corporation 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.

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Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes, or otherwise evidence of indebtedness issued in the name of the Corporation shall be signed by such 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.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Indemnification and Insurance

The corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and Officers against expenses, judgments, fines, settlement, and any other amounts actually and reasonably incurred in connection with any claim or proceeding arising by reason of the fact that any such person is or was a Director or Officer of the corporation. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors and Officers against any liability asserted against or incurred by any Director or Officer in such capacity.

Section 2. Conflicts of Interest

Any member of the Board of Directors who has a potential conflict of interest with respect to any proposed transaction involving the corporation shall promptly disclose to the remaining members of the Board all material facts relating to the potential conflict of interest. The Board of Directors will not be precluded from approving any transaction in which a member of the Board may have a conflict of interest if the following conditions are met: (1) the Board member in question refrains from participating in any deliberations or decisions relating to the transaction, and (2) a majority of the remaining members of the Board determines after due investigation, that the entering into the transaction will be in the best interest of the corporation.

Section 3. Fiscal Year

The fiscal year of the corporation shall be July through June, unless another fiscal year is specified by resolution of the Board of Directors.

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ARTICLE VII. AMENDMENTS

These by laws and the Articles of Incorporation may be added to, amended, or repealed by a majority vote of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose.

Date

Signature, President

Signature, Vice President

Signature, Secretary

Signature, Treasurer