

# BYLAWS OF the House of Hope of Rhode Island

## ARTICLE I – NAMES

The name of the organization shall be the House of Hope of Rhode Island, Inc. (hereinafter referred to as “House of Hope”),

## ARTICLE II – MISSION

The House of Hope of Rhode Island, Inc. is a Christian, non-denominational resident home and school for troubled boys and girls ages 13-18.

Our mission is to introduce the love of Christ to teens to help them find hope and strength for the battle of life through the power of the Holy Spirit and the Word of God.

Education, Christian counseling, coaching and spiritual guidance are administered in a loving home style environment as efforts are made to bring about healing to teens and their families,

This work is based upon Biblical principles proven to provide both workable and successful solutions resulting in teens becoming whole and healthy individuals.

Isaiah 61: 1, “He has sent me to bind up the brokenhearted, to proclaim freedom for the captives and release from darkness for the prisoners.”

## ARTICLES III – PURPOSES

The purposes of House of Hope are exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, House of Hope shall not act so as to impair its eligibility for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

## ARTICLES IV – OFFICES

The registered office of House of Hope shall be 623 Oak Hill Road, N. Kingstown, RI 02852, or such other location in Rhode Island as the Directors may from time to time determine. House of Hope may also have offices at such other places as the Directors may select and the business may require.

## ARTICLE V – DIRECTORS

1. Powers. The Directors shall have all powers and duties for the conduct of the activities of House of Hope except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

2. Qualifications of Directors. Each Director shall be an individual of full age, who need not be a resident of Rhode Island. Each Director must sign and abide by the Covenant Statement.

3. Number. Election. Term. The Board of Directors shall consist of not less than five (5) or more than twelve (12) persons. Directors shall be chosen annually by the Directors at the annual meeting of the Directors and shall serve for terms of three (3) years and until their successors are elected and qualified. Directors may be elected for consecutive terms; however, no person shall be a member of the Board of Directors for more than three (3) consecutive terms. As nearly as possible, an equal number of terms shall expire each year,

4. Removal. Any Director may be removed for office, upon cause shown, by a vote of a majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

5. Quorum. Two-thirds (2/3) of all Directors, present in person at any duly convened meeting, shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by these Bylaws.

6. Limited Special Action. The Board of Directors must approve a budget at the annual meeting. The budget shall include an estimate of income and expenditures, both operational and capital, and serve as authorization of those expenditures. If circumstances warrant, the Board of Directors may approve changes to the budget during the fiscal year. In emergency situations, expenditures with a value of Ten Thousand (\$10,000.00) Dollars or less, not within the budget may be approved by the President, the Treasurer and one other duly elected member of the Board of Directors. Such expenditures must be ratified by the Board at a subsequent meeting.

7. Vote. Each Director shall be entitled to one (1) vote.

8. Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary.

9. Annual Meeting. The annual meeting of the Directors shall be held on the 3<sup>rd</sup> Thursday of January of each year at the registered offices of House of Hope, or upon five (5) days notice at such other time and place as the Directors shall determinat.

10. Regular Meetings. Regular meetings of the Directors shall be held on the 3<sup>rd</sup> Thursday of each month except December,

11. Special Meetings. Special meetings of the Directors may be called by the President or by one-quarter of the Directors at any time. At least five (5) days' notice stating the time; place and purpose of any special meeting shall be given to the members of the Board,

12. Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

13. Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

## ARTICLE VI – OFFICERS

1. Positions. Election. Term. The officers of House of Hope shall include a President, Vice-President, Secretary, and Treasurer and such other officers whose positions shall be created from time to time by the Directors. The officers shall be elected by the Directors at the annual meeting of Directors and shall serve for a term of three (3) years or until their successors are elected and qualified.

2. Consecutive Terms. Officers may be elected for consecutive terms; however, no person shall hold an office for more than three (3) consecutive terms.

3. Duties. The duties of the officers shall include the following:

(a) The President shall preside at all meetings of the Directors; shall generally supervise the business of House of Hope; and shall execute documents on behalf of House of Hope. The President shall be an ex -officio member of every House of Hope committee. The President shall appoint members of all committees which are created by the Board.

(b) The Vice-president shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of House of Hope are maintained; shall cause financial reports to be provided to the Board as required, but not less than four (4) times a year; and shall perform such other duties as may be prescribed by the Board or by the President.

4. Removal of Officers. Any officer or agent may be removed by a three quarter (3/4) vote of the Board whenever in its judgment the best interest of House of Hope may be served thereby. Such removal shall be prayerfully considered.

5. Executive Committee. The executive committee shall consist of the President, Vice President, Secretary and Treasurer. Said committee shall have the power between meetings of the Board of Directors to hire designated employees other than the Executive Director, the Head Teacher and any others specifically designated to be hired by any hereinafter enumerated Committee.

## ARTICLE VII – COMMITTEES

1. Establishment. The Board may establish one or more committees to consist of one or more Directors of House of Hope. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

(a) The filling of vacancies on the Board.

(b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board.

(d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

2. Appointment of Members. Unless otherwise determined by the Board, or set out in these Bylaws, the President shall appoint members of all committees.

3. Creation and Composition of Advisory Boards. House of Hope may, in its discretion, establish Advisory Boards which may include as members persons who are not members of the Board. Such Advisory Boards shall have no voting powers and shall have only such responsibilities and duties as delegated to it by the Board or the President.

## ARTICLE VIII- RESIGNATION AND VACANCIES

1. Resignations. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by House of Hope, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

2. Filling Vacancies.

(a) If the position of any Director becomes vacant, by reason of death, resignation, and disqualification or otherwise, the remaining Directors by affirmative vote of a majority of all Directors in office may choose a person or persons who shall hold office for the remaining term.

(b) If the position of any officer becomes vacant, by reason of death, resignation, and disqualification or otherwise, the Directors may choose a person or persons who shall hold such office for the remaining term.

## ARTICLE IX - MEETINGS AND NOTICE

1. Place of Meetings. Meetings may be held at such place in or outside Rhode Island as the Board may from time to time determine,

2. Notices. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram, e-mail, telex or TWX or courier service, charges prepaid, or by facsimile transmission, to that person's address (or telex, TWX, or facsimile number) appearing on the books of House of Hope, or in the case of Directors, or members of another body, supplied by that person to House of Hope for the purpose of notice. If the

notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a telegraph office or courier service for delivery to such person or, in the case of telex, TWX or facsimile, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by these Bylaws.

3. Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving the notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE X - LIABILITY AND INDEMNIFICATION

1. General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in these Bylaws and any amendments and successor Bylaws thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payments of taxes pursuant to local, state or federal law.

2. Indemnification. House of Hope shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate, and whether or not by, or in the right of. House of Hope, by reason of the fact that such person is or was a representative of House of Hope, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in good manner he or she reasonable believed to be in, or not opposed to, the best interests of House of Hope, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined, by a court to have constituted willful misconduct or recklessness; and provided, further,' however, in instances of a claim by or in the right of House of Hope. indemnification shall not be made under this section in respect of any

claim, issue or matter as to which the person has been adjudged to be liable to House of Hope unless and only to the extent that the court of common pleas of he judicial district embracing the county in which the registered office of House of Hope is located or the court in which the action was brought determines upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

3. Procedure. Unless ordered by a court, any indemnification under section 2 aforesaid, or otherwise permitted by law shall be made by House of Hope only as authorized in the specific case upon determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

4. Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by section 2 aforesaid, and may, in any other case, be paid by House of Hope in advance of the final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by House of Hope.

5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of House of Hope and shall inure to the benefit of the heirs, executors and administrators of such person.

6. Other Rights. This Article shall not be exclusive of any other right which House of Hope may have to indemnify any person as a matter of law.

#### ARTICLE XI – AMENDMENTS

The Articles of Incorporation of the Corporation and the Bylaws may be amended by a majority of the members at any duly convened meeting of Members after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.