

BYLAWS OF
COLUMBIA PATHWAYS TO
RECOVERY (CPR), INC.

The name of the organization is COLUMBIA PATHWAYS TO RECOVERY (CPR), INC., AKA Columbia County Pathways To Recovery (CCPR). The organization has no principle office at the present time. The designated mailing address of the organization is PO Box 486 Ghent, New York, 12075 and designated fiscal year January 1 through December 31. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization is organized primarily for the purposes of: advocacy, charity, community outreach and education purposes.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested in accordance with Article II, Section 7

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be electronically mailed and/or mail via US Postal mail to all directors of record at the address shown on the corporate books, at least 5 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or certified by the Secretary that the email has been sent.

Section 4. Place of Meeting. Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of not less than 7 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting or as agreed upon by the Board of Directors. Each director shall serve a term of 2 or 3 year(s) as specified by the Board, or until a successor has been elected and qualified. Board members elected during the year shall be considered on a provisional term until the next annual meeting.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Organizational Meeting of Board. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 6. Regular Meeting. The Board of Directors shall have regular meetings at least once every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. Meetings shall be scheduled with at least 5 days' notice.

Section 7. Special Meeting. Special meetings may be requested by the Executive Director, President, Vice-President, Secretary, Treasurer or any two directors by providing 24 hour written notice by ordinary United States mail, effective when mailed or via the email address on file in the Corporate Record book. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 8. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in an electronic poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Section 10. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be or through an electronic voting method.

Section 11. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 12. Standing Committees and Coordinators. There shall be four (4) standing committees of the organization: events, communication, fundraising/grants and education. There shall also be two Coordinators, membership and advocacy. The President shall appoint the coordinators and chairpersons of all committees from the general membership of the organization with the approval of the Board of Directors. All committee and coordinator appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

Section 13. Board of Directors Committees. There shall be four (4) Board Committees: Executive Committee, Governance Committee, Finance Committee and Policy Committee. The Executive Committee shall be composed of the officers of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting. The Governance, Finance and Policy Committees shall each consist of three members of the Board of Directors. Committee members will be appointed by the President of the Board of Directors. In addition, one member of each committee shall serve as chairperson which will be appointed by the President of the Board of Directors.

Section 14. Ad Hoc Committees. The Executive Director or President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 15. Budgets. The Board of Directors shall approve the annual budget of the organization during the last quarter of each calendar year to be effective January 1st of the following year upon recommendation of the Executive Committee.

Section 16. Personnel Responsibilities. The Executive Director with the approval of the Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 17. Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Section 18. Compensation. No board member or officer of or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

Section 19. Annual Donation. When possible, all members of the board shall make an annual donation to COLUMBIA PATHWAYS TO RECOVERY (CPR), INC. to offset costs incurred by the organization. There is no minimum amount and no maximum amount. An annual donation is not a requirement to be a member of the Board of Directors of Columbia Pathways to Recovery (CPR).

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer.

a. President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

b. Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve a two year term or until a successor has been elected and qualified. For the purposes of staggering the Board of Directors, the first board put in place will have terms ending in alternate years. The President and Secretary of the first Board of Directors will serve a three (3) year term. The Vice President and the Treasurer of the first Board of Directors will serve a two (2) year term. Two (2) of the remaining directors of the first Board of Directors will serve a two (2) year term while the remaining Directors will serve a three (3) year term. The first election of new Directors will be held in January 2019 unless the vacancy is the result of resignation or removal, then the rules of Article 2 Section 11 would apply. After the 2019 election, Board of Directors terms shall be two (2) years.

Section 3. Elections. The nominating committee, an adhoc committee created by the President, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the organization may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President and any Vice-President. The President shall have authority to sign any and all documents as a representative of the Board of Directors. The Treasurer may sign checks up to \$500. Checks over \$500 require the signature of the Treasurer and the Vice-President. If a payment is made over \$500 on a bank card or electronic transaction, the treasurer must secure written authorization from the Vice-President to approve the transaction. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE V
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

**ARTICLE VI
INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

**ARTICLE VII
DISSOLUTION**

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on this ____ day of _____, 20__ .

President

Secretary