# FAMILY PROMISE - GREATER PHOENIX
# BYLAWS

## ARTICLE I: PURPOSE

To provide shelter and services to homeless families with children through the cooperative efforts of the community and faith based organizations.

## ARTICLE II: LOCATION

The principal office of the corporation at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the state of Arizona, as may be fixed from time to time by the board of directors.

## ARTICLE III: BOARD OF DIRECTORS

**Section 1**: The number of members of the board of directors of this corporation will not be less than seven (7) nor greater than fifteen (15). The number of directors may at any time be changed by amendment of these bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

**Section 2:** Directors will be representative of the Greater Phoenix population in the Phoenix area and will share the mission and goals of the corporation. This corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

**Section 3:** Election of new directors or election of current directors to an additional term may occur at any meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4**: Effective 1/1/2026, the term of each director of the corporation will be a maximum of five (5) consecutive two (2) year terms, after which a director may hold a non-voting committee member position for at least a full year before being elected to up to another five (5z0 consecutive two (2) year terms.

**Section 5:** When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term. Any director may resign at any time by giving written notice to the Chairman or to the Board.

**Section 6**: Any director may be removed from the board of directors, with or without cause, by an affirmative vote of the majority of directors present at an official meeting of the board. Said removal can be for issues such as conduct unbecoming a director, lack of attendance, lack of monetary commitment or any other reason the majority of the Board deems an adequate reason. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**Section 7:** No compensation will be paid to any member of the board of directors for services performed as a member of the board or for the organization. The corporation, however, will carry a policy of liability insurance, for an adequate amount, covering any member of the board of directors for services performed as a member of the board or for the organization. The adequacy of the amount of this policy will be reviewed annually by the Executive Committee of the board and proposed changes would require majority affirmative vote of the directors.

**Section 8:** Each member of the board of directors shall sign a strict conflict of interest statement as they become a member of the board; and shall review and sign another annually each year thereafter.

## ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

**Section 1:** An annual meeting of the board of directors will be held in January during the first quarter of each year for the purpose of electing officers, if necessary. In addition to its annual meeting, the board of directors will hold regular meetings at least 4 six (6) times each calendar year at such place as may be designated in the notice of the meeting. There will also be held an annual strategy meeting, the timing of which will be determined by the Executive Committee of the Board.

**Section 2:** Special meetings of the board of directors may be called at any time by the chairman of the corporation or in his or her absence by the vice chairman or upon receipt of a request therefore signed by 2 or more directors or by a majority of the full time, permanent paid staff of the corporation.

**Section 3:** Notice of all board meetings of the members shall be given to the members at least 7 days prior thereto by a writing delivered personally, mailed, e-mail or by facsimile. Notice of special meetings of the members shall be given to the members at least five days, prior thereto by a writing delivered personally, mailed, e-mailed or faxed to the members. Such notices shall be deemed delivered when e-mailed to the email of record by the sending party. All notices shall state the purposes of the meeting. The attendance of a majority at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived by a member.

**Section 4:** At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership will constitute a quorum at any meeting.

**Section 5:** At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board. A quorum shall consist of a majority of the current membership of the board of directors.

**Section 6:** Proxy voting may be permitted.

**Section 7:** The board of directors will determine the rules for the authority for all questions of procedure at any meetings of the Corporation.

## ARTICLE V: OFFICERS

**Section 1**: The officers of this corporation will be a chairman, vice chairman, secretary, treasurer, and such other officers with duties as the board prescribes, including co-chairmen. In the event of elected co-chairmen, the appointment of a vice chairman will be optional, based upon a majority vote of the Board of Directors.

**Section 2:** The officers of the corporation will be elected by the members of the board of directors at its annual meeting, as needed. Each officer will serve a two (2) year year term, with a maximum of ~~two~~ three (3) consecutive terms. If an officer is elected to fulfill the remaining term of an officer that has resigned or had been removed, then the partial term shall not be counted against the officer serving a maximum of ~~two~~ three (3) consecutive terms.

**<u>Section 3:</u>** Any officer may be removed with or without cause by the board of directors by vote of a majority of all of the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least 7 days previously.

**<u>Section 4:</u>** A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

**<u>Section 5:</u>** The **chairman or co-chairmen** will be the chairperson of the corporation. It will be the duty of the chairman to preside at all meetings of the board of directors and to have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be required for the proper and necessary transaction of the business of the corporation.

**<u>Section 6:</u>** It will be the duty of the **vice chairman** to act in the absence or disability of the chairman and to perform such other duties as may be assigned him or her by the chairman or the board. In the absence of the chairman, the execution by the vice chairman on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the chairman.

**<u>Section 7:</u>** The **secretary** will be responsible for causing the corporation records to be maintained. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the treasurer. The secretary will present at each annual meeting of the board of directors a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the board of directors such other reports as it may desire and request at such time or times as it may designate.

**<u>Section 8:</u>** Working with the CEO and CFO, the **treasurer** will have the responsibility for safe-keeping of the funds and shall keep or cause to be kept all other books of account and accounting records of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the effect of the corporation in such depositories as may be designated by the board. He or she shall disburse or permit to be disbursed by the funds of the corporation, as may be ordered or authorized by the board and shall render to the chairman of the corporation and to the board whenever they require it, an account of all his/her transactions as treasurer of those under his/her supervision, and of the financial condition of the corporation. He or she shall render the annual report of the financial condition of the corporation to the directors.

**Section 9:** Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

## ARTICLE VI: COMMITTEE:

**Section 1:** The board of directors may designate one or more ad hoc committees, each of which will consist of a least one committee chair and two or more committee members. Committee members may be members of the board of directors, or other interested individuals. The chair of the committee will be appointed by the chairman of the organization, who will act with the board's approval. After consultation with the committee chair, the chairman will appoint committee members. The studies, findings and recommendations of all committees will be reported to the board of directors for consideration and/or action, except as otherwise ordered by the board of directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation or state law.

**Section 2:** The board of directors will have the following standing committees:

***Executive Committee:*** This committee will be chaired by the chairman of the corporation and will consist of all other officers of the corporation and the chairs of all other committees and may include other board members at the chairman's discretion. This committee will serve as the central planning group for the organization and as an advisory group to the chief executive officer. It also will have full authority of the corporation during the intervals between meetings of the board.

***Budget and Finance Committee:*** This committee will be chaired by the treasurer and will consist of two (2) or more members appointed by the chairman to a 2 year term. This committee will oversee and monitor the fiscal operations of the organization, approve the annual budget (which is developed by staff) prior to presenting recommendations to the board, and develop and assist in the implementation of a funding strategy for the corporation.

*Governance and Nominating Committee:* The chairman shall appoint a nominating committee of three (3) members of the board to meet prior to the annual meeting and who shall present a slate of officers and directors for nomination at the annual meeting. The nominating committee may meet throughout the year as board vacancies occur. The committee is responsible for assisting in review of potential board candidates and ensuring those candidates understand the role and its responsibilities.

## ARTICLE VII: CHIEF EXECUTIVE OFFICER

**Section 1:** The board of directors shall appoint, employ or dismiss the chief executive officer.

**Section 2:** The chief executive officer will be the chief executive of the corporation and shall be directly responsible to the board of directors.

**Section 3:** The chief executive officer shall employ or dismiss other members of the staff. He or she will consult with and arrange for a designated member of the Board to interview the most senior staff members, typically direct reports or c-suite level, prior to hiring. He or she will be responsible for operations of the Family Promise program including developing an annual budget, sound fiscal management, and working with the board to develop strategy, goals and objectives as well as the funding efforts to support these programs.

**Section 4:** The chief executive officer shall be an ex officio member of all committees of the board.

**Section 5:** The corporation will carry a policy of insurance, for an adequate amount, covering the chief executive officer and any member of the chief executive officer's staff for services performed in carrying out their required duties. The adequacy of the amount of this policy will be reviewed annually by the board.

**Section 6:** The chief executive officer and any member of the chief executive officer's staff shall sign a strict conflict of interest statement as they become employed and shall review and sign another annually each year thereafter.

## ARTICLE VIII: MISCELLANEOUS

**Section 1:** The corporation indemnify and hold harmless any director, officer, or employee from any suit, damage, claim judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation purchase or procure insurance for such purpose.

**Section 2:** The board of directors may authorize any officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute an deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

**Section 3:** All checks, drafts, and other order for payment of funds will be signed by such officers or such persons as the board of directors may from time to time designate.

**Section 4:** The fiscal year of the corporation will be January 1 through December 31.

## ARTICLE IX: AMENDMENTS

The board of directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 7 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon by the board of directors and will be adopted as such upon receiving a majority vote of the members of the board of directors.

## ARTICLE X: DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under Section 501 (c)(3) of the Internal Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

# ARTICLE XI: HONORARY MEMBERS OF THE BOARD OF DIRECTORS

**Section 1:** The Board of Directors may designate Honorary Members of the Board of Directors to serve in an honorary role. Honorary Members of the Board of Directors may be elected by a majority vote at any annual, regular, or special meeting of the Board. There is no set limit to the number of Honorary Members of the Board of Directors at any one time.

**Section 2:** Honorary Board Members will be recognized for their dedication to the mission of Family Promise - Greater Phoenix and shall be interested and willing to assist when called upon by:

a. Providing guidance,

b. Providing or helping to procure resources and public support,

c. Appearing on behalf of Family Promise - Greater Phoenix, and

d. Permitting their names to be used in support of Family Promise - Greater Phoenix, such as materials intended for public distribution (publications, newsletters, website, etc.).

**Section 3:** Honorary Members of the Board of Directors shall have no voting powers, have no board authority, have no financial or fiduciary commitments, and have no term length. Honorary Board Member status exists until the person asks to have the status removed or by majority board vote at a regular or special meeting of the Board of Directors.

**Section 4:** An Honorary Board Member shall receive notice of each Board meeting, be allowed to participate in the discussion at the Board meetings but shall not have voting rights.

**Section 5:** An Honorary Board Member may not serve as the Chief Executive Officer or any salaried employee of Family Promise - Greater Phoenix.

**Section 6:** An Honorary Board Member may be elected to full Board status via the normal nomination procedure. Honorary status is automatically terminated with the establishment of full Board status.

**Section 7:** Except as provided in this Article, no part of the By-Laws shall apply to Honorary Members unless it is expressly stated to so apply, and a reference herein to Members shall not be or be construed to be a reference to Honorary Board Members.

Adopted, as amended: **January 22, 2026**