



OPEN DOOR Re-entry & Recovery Ministry

Relationship **Truth** Accountability

BY LAWS OF

OPEN DOOR Re-entry & Recovery Ministry

A Nonprofit Corporation Formed Under the Laws of the State of Florida

ARTICLE ONE ORGANIZATION

Section 1.1 Registered Office. The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date be moved to such other location as the board of directors may from time to time designate.

Section 1.2 Other Offices. The corporation may maintain such other offices both within and without the State of Florida as the Board of directors may authorize.

Section 1.3 Purpose. The corporation has been organized for the purposes set forth in the Articles of Incorporation.

Section 1.4 Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Florida, the board of directors may opt not to utilize a corporate seal.

ARTICLE TWO MEMBERS

Section 2.1 Membership. Membership is open to all persons who meet all of the following criteria:

1. Establish policies for the operation of **OPEN DOOR Re-entry & Recovery Ministry (ODR&RM)** ensuring that the bylaws, policies, and procedures are being followed.
2. Set FOS overall program from year to year and engage in long-range planning to ensure and establish its general course for the future.
3. Establish fiscal policy, with budgets and financial controls.
4. Provide adequate resources for the activities of Open Door Re-entry & Recovery Ministry through direct financial contributions and a commitment to fundraising.
5. Evaluate the Executive Director annually.
6. Develop and maintain a communication link to the community, promoting the work of Open Door Re-entry & Recovery Ministry. Regularly attend all scheduled board and other meetings.
7. Prepare for each board meeting by doing homework assigned or volunteered for at the previous meeting.
8. Support and the Executive Director through regular prayer

9. Committed to the Lordship of Jesus Christ & His principles and comply with Board Member's pledge

Section 2.2. Admission of Members. The board of directors shall enact procedures for the admission of members.

Section 2.3. Termination of Members. Membership may be terminated voluntarily by the member or involuntarily by consensus of Open Door Re-entry & Recovery Ministry board in accordance with member's pledge as enacted by the board of directors. **Three or more absences from a board meeting by a board member may result in removal from the board.**

Section 2.4. Place of Meetings. Meetings of the members of the corporation shall be held at such place or places, within or without the State of Florida, as shall be determined by the board of directors; and the chairman of the board shall preside at all such meetings.

Section 2.5. Annual Meeting. The annual meeting of the members shall be held at ten o'clock in the morning of the second Monday in January of each year, if that day is not a legal holiday, and if a holiday, then on the first following day that is not a legal holiday. If any annual meeting is not held at the designated time, the meeting shall be held as promptly as practicable thereafter at a time to be determined by the board of directors.

Section 2.6. Special Meetings. Special meetings of the members may be called by the board of directors through a duly adopted resolution, by the chairman of the board, by the president of the corporation, or by written petition of not less than twenty-five (25) percent of all members in good standing. The day fixed for such meeting shall not be on a Saturday, Sunday or a legal holiday nor be convened at a time outside of standard business hours unless consented to in writing by all members. Business transacted at all special member meetings shall be confined to the subjects stated in the notice of said meeting. The individual or individuals who call for a special meeting of the members shall deliver a statement of the subject(s) to be addressed at the special meeting to the secretary of the corporation within 48 hours of calling for said meeting (or, if the office of secretary shall then be vacant, to the president of the corporation).

Section 2.7. Notice of Meetings -- Waiver and Adjourned Meetings. Written notice stating the place, date and hour of the meeting, and the purpose or purposes for which the member meeting is called, shall be delivered to each member by the secretary of the corporation (or, if the office of secretary shall then be vacant, by the president of the corporation) not less than ten (10) nor more than forty-five (45) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage prepaid addressed to the member at his or her address as it appears in the records of the corporation or such other address as a member may have designated for delivery of notices in a written communication to the secretary. Waiver by a member in writing of notice of a members' meeting, signed either before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a member at a members' meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute a waiver of proper notice of the meeting. Any meeting of members may be adjourned by the chair of the meeting to reconvene at another time or place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may

transact any business which might have been transacted at the original meeting.

If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote.

Section 2.8. Quorum. A majority of the members, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of members during said meeting leaving less than a quorum then in attendance. If a meeting cannot be organized because a quorum has not attended, either the chair of the meeting, or those members present, in person or by proxy, by a majority of the votes cast by such members so present, may adjourn the meeting from time to time until a quorum is present when any business may be transacted that may have been transacted at the meeting as originally called.

Section 2.9. Proxies. A member may vote either in person or through a proxy executed in writing by the member or the holder of a lawful power of attorney of said member. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy.

Section 2.10. Voting. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. The affirmative vote of a majority of the members represented at the meeting shall be the act of the members as a whole unless the vote of a greater number of member is required by law or otherwise in these Bylaws.

Section 2.11. Action by Consent. Any action which may be taken at any meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members entitled to vote with respect to the subject matter thereof. The written consent may be executed in several identical counterparts by the members with the effect as if the members had executed a single document. Written consent includes the approval of actions via e-mail as long as the board member's e-mail address is validated.

ARTICLE THREE BOARD OF DIRECTORS

Section 3.1. Initial Directors. The initial board of directors shall consist of 5 persons.

The initial directors shall serve until the next annual meeting of members; however, in all cases, directors shall serve until their successors shall have been elected and qualified.

Section 3.2. Number, Election and Term. The number of directors to serve on the board of directors may be amended by a duly adopted resolution of the board of directors.. All directors after the initial board shall serve one-year terms. All directors shall be elected each year at the annual meeting of the members by majority vote of the board; however, in all cases, current directors shall serve until their successors have been elected and qualified. The positions chairman of the board and treasurer shall have one year of board tenure before being eligible for these positions. Upon filling these two positions the past board chairman and treasurer shall shadow the newly elected chairman and treasurer for 6 months to one year to assure a smooth

transition. All board members are prohibited from serving more than three years consecutively. Any director may return to the board after a one-year break.

Section 3.2. Powers. The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all the powers of the corporation and do all acts and things as are not, by law, the Articles of Incorporation or these Bylaws, directed or required to be done or exercised by the members.

Section 3.3. Meetings; Quorum. Regular meetings of the board of directors shall be held at such places, within or without the State of Florida, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given. A majority of the board of directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Special meetings of the board may be held at any time and place, within or without the State of Florida, upon the call of the chairman of the board, the president or secretary of the corporation by written notice delivered to each director not less than three (3) days before such meeting; provided, however, that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposes of this section, "delivery" of notice of a board of director's meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by facsimile transmission or e-mail. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.

Section 3.4. Director meeting via telephone conference. Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at board meeting via telephone conference shall also be allowed to vote by this medium. Furthermore, it is permissible for all directors to appear at a meeting of the board of directors via telephone conference or similar communication system.

Section 3.5. Action by Consent. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

Section 3.6. Resignation and Filling of Vacancies of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the chairman of the board, or the corporation. Any such resignation

shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the board of directors or one of the above-named officers. Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the board of directors may be filled by a duly approved resolution of a majority of the directors then in office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. Any director elected to fill a vacancy or a newly created directorship shall serve until the next election of directors by the members of the corporation. The death of any director shall be treated as a voluntary resignation by the corporation.

Section 3.7. Compensation of Directors. Directors, as such, may receive such compensation and be reimbursed for expenses related to the ministry as shall be determined by resolution of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 3.8. Committees. The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it or such member by law.

Section 3.9. Power and duties of the board of directors. The property and business of a corporation shall be controlled and managed by a board of directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 3.10. Removal of directors. The board of directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. Sixty-six percent of all directors, not 66% of those directors in attendance at the meeting, most vote in favor of removal for the resolution to pass.

ARTICLE FOUR OFFICERS

Section 4.1. Number, Election and Term. The officers of the corporation shall be a president, treasurer, and secretary who shall be chosen by the board of directors at its first meeting. The board of directors may elect such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the board of directors after the next succeeding election of the board of directors and until their successors shall have been duly elected and qualified.

Section 4.2. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not effect the contract rights, if any, of the officer or agent so removed.

Section 4.3. Chairman of the Board. The chairman of the board, if any, shall preside at

all meetings of the members and directors at which he or she is present and shall perform such other duties as the board of directors or these Bylaws may prescribe.

Section 4.4. President. In the absence of the chairman of the board, the president shall preside at all meetings of the members and directors at which he or she is present. The president shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 4.5. Vice Presidents. The vice presidents, if any, in the order of their seniority shall, in the absence or disability of the president and any executive vice president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or the president may prescribe.

Section 4.6. Secretary and Assistant Secretaries. The secretary shall keep or cause to be kept a record of all meetings of the members and the board of directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. The secretary shall keep in safe custody the seal of the corporation and shall affix the same to any instrument requiring it. The assistant secretaries, if any, in order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the board of directors may prescribe.

Section 4.7. Treasurer and Assistant Treasurers. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. The assistant treasurers, if any, in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors may prescribe.

ARTICLE FIVE IDENTIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 5.1. Identification of Directors and Officers. To the fullest extent permitted by the laws of State of Florida, including future amendments of those laws, the corporation shall indentify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees,

judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the corporation or its members;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. any transaction from which such person derived any improper personal benefit.

Section 5.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal Counsel in a written opinion; or (iii) a vote of the members.

Section 5.3. Indemnification of employees and agents. The board of directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE SIX MISCELLANEOUS

Section 6.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the members present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent. In those instances where the Bylaws explicitly grant the board of directors the authority to alter such designations as the registered office of the corporation, the corporate seal, or the total number of directors, action taken by the board within such grants of authority shall not be considered an "amendment" of these Bylaws.

Section 7.1. Fiscal year of the corporation. Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December.