



BYLAWS

BOARD OF DIRECTOR APPROVED

OCTOBER 28, 2015
COMMUNITY HELP INC.

BYLAWS

Of

Community Help, Inc.

Article 1 – Principal Office

Section 1.1 Principal Office: The principal offices of the corporation shall be located in Chatham County, Georgia at such place as shall be designated by the Board of Directors. The corporation may also have offices at such other places as the Board of Directors from time to time shall determine or the business shall require.

Article 2 – Directors

Section 2.1 Number & Terms: The affairs of the Corporation shall be managed by the Board of Directors. All corporate powers, the affairs, the property and business of Corporation shall be exercised by or under the authority The Board of Directors. The Board of Directors shall consist of the number of directors fixed by resolution of the Board of Directors from time to time but not less than seven (7) and not more than Thirteen (13). Directors shall be elected for terms of three (3) years except that no person shall be elected for more than two (2) consecutive full or partial terms without the consent and approval of a majority of the Board of Directors. Of the initial Board of Directors, one-third (1/3) of the directors shall have terms of one (1) year, one third shall have terms of two (2) years and the final third (or more or less if the number of directors is not a multiple of three) shall have terms of three (3) years. Directors shall be elected at the Annual Meeting and each director shall hold office until that director's successor has been elected and qualified.

Section 2.2 Qualifications In order to qualify for election to the Board of Directors, the proposed director must be a resident of the community in good standing and committed to the mission and values of the organization.

Section 2.2 Removal & Vacancies: The Board of Directors may remove any director, with or without cause, including a director who is absent for two consecutive regular meetings of the Board, by a two-thirds (2/3) vote of the Directors then in office. Any vacancies existing for any reason whatsoever may be filled by the Board of Directors for the duration of the predecessor's unexpired term.

Section 2.3 Annual Meeting: The Annual Meeting shall be held on the fourth (4th) Wednesday of May in each year at a time and place to be designated by the Board of Directors in the notice of meeting. The purposes of the meeting will be for the Board of Directors and the officers to approve the annual report on the operations of the corporation during the prior year and to elect directors and to act on such other matters as may be properly brought before the meeting. The

newly constituted board may then convene a meeting to elect officers, appoint committees and act on such other matters as may be brought before the meeting.

Section 2.4 Regular Meetings: Regular meetings of the Board of Directors shall be held monthly on the fourth (4th) Wednesday for the months of January through October, without further notice, at such places and times as may be designated in advance by the Chief Executive Officer or by a resolution of the Board of Directors except that a regular meeting shall be held each year immediately after the Annual Member Meeting for the election of officers.

Section 2.5 Special Meetings: Special meetings of the Board of Directors may be called at any time by the Secretary at the request of the President or by one-third (1/3) of the directors. Special meetings may be held at any time and place without notice by unanimous written consent, of all of the directors. Notices of special *meetings* shall be made by actual notice or by email not less than two (2) days before that day of such meeting or by mail if mailed not less than seven (7) days before the day of the meeting. The presence of a Director at a special call meeting of the Board shall constitute a waiver of the notice of said meeting. No signed waiver shall be necessary for any Director if such director shall be present at said meeting.

Section 2.6 Action Without Meeting The Board of Directors may take any action which may be taken or authorized at a meeting of the Board of Directors by action without a meeting if done in writing or writing done by all of the Directors entitled to notice of the meeting whether done before or after the action so taken.

Section 2.7 Electronic Meetings: Meetings of the Board of Directors may *be* by ~~by~~ means of the communication methods or equipment if all persons participating can hear each other and participation in a meeting through the use of such means shall constitute presence at such meeting.

Section 2.8 Quorum, Majority Rule and Rules of Order: One-third (1/3) of the number of Directors in office immediately before the meeting begins shall constitute a quorum at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting where a quorum has been established shall be the act of the Board of Directors except as otherwise required by the laws of the State of Georgia, the Articles of Incorporation or these Bylaws. Robert's Rule of Order shall govern all proceedings at all meetings of Directors.

Article 3 – Officers & Assistant Officers

Section 3.1 Offices & Terms: Officers of the corporation shall be President, one or more Vice Presidents, Secretary and Treasurer, all of whom shall be directors. Officers shall be elected at the Annual Meeting of the Board of Directors for a term of one (1) year and until a successor has been elected and qualified.

Section 3.2 Removal & Vacancy: Officers may be removed at any time, with or without cause, by two-thirds (2/3) vote of the Board of Directors present at a duly constituted meeting. Any vacancy or any new offices created during the year may be filled by the Board of Directors for the unexpired term or until the next annual meeting of the Board.

Section 3.3 Powers: Each Officer shall perform the duties and exercise the powers usually incident to the office held and such other duties and powers as from time to time may be assigned or granted to such officer by the Board of Directors.

Article 4 – Committees

Section 4.1 Committees & Terms: Five (5) standing committees shall be appointed by the Board of Directors: viz Audit Committee, Executive Committee, Finance Committee, Nominating Committee and Program Beneficiaries Committee. The Board of Directors may appoint such other standing and such as *ad hoc* committees as the Board shall from time to time determine to be necessary and desirable for the successful conduct of the business of the corporation.

Section 4.2 Audit Committee: The Audit Committee shall consist of at least three (3) members, two thirds (2/3) or more of whom shall be Directors who are not currently officers. The committee shall recommend a person or persons to review and/or audit the books and records of the corporation, or if appropriate, recommend the engagement by the Board of Directors of an independent public accountant, and shall oversee the annual audit and any special reviews and audits and perform such other duties as are normally performed by audit committees of corporations.

Section 4.3 Executive Committee: The Executive Committee shall consist of the Officers and such other members as are appointed by the Board of Directors. The Committee shall have authority to act in the event of emergency as provided by applicable statute or as authorized by the Board of Directors as to specific matters described in the authorizing resolution. Actions by the Executive Committee shall be brought before the Board of Directors for review and approval at the next regularly scheduled meeting of the Board of Directors.

Section 4.4 Finance Committee: The Finance Committee shall be chaired by the Treasurer and shall have responsibility for annual preparation and presentation to the Board of Directors of income and expense budgets for all aspects of the business of the Corporation and for advising the Board of Directors on the financial aspects of all actions proposed to the Board of Directors.

Section 4.5 Nominating Committee: The Nominating Committee shall consist of not less than three (3) Directors.

Article 5 – Amendment, Compensation, Dissolution

Section 5.1 Amendment of Articles and Bylaws: The Bylaws and the Articles of Incorporation may be amended from time to time by the affirmative vote of a majority of the directors serving on the Board of Directors. Any such amendment shall be presented to and the vote thereon taken at the Annual Meeting, any regular meeting or a special meeting.

Section 5.2 Compensation: Officers and Directors of the corporation shall server without compensation, awards, perquisites of value or honoraria of any kind but out of pocket expenses may be reimbursed according to policy and practice established by the Board of Directors.

Sections 5.3 Dissolution Distribution: In the event of the dissolution or final liquidation of the Corporation, after payment of all lawful debts and liabilities of the Corporation, or after making provisions for the payment thereof, The Board of Directors shall distribute or turn over the residual assets of the corporation to any non-profit corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code or as a corporation to which ontributions are deductible under section 170(c)(2) of the Internal Revenue Code, or any other future provisions, of the Code corresponding to those sections, which shall be approved by the Board of Directors or a Court of competent jurisdiction.

Article 6 – Fiscal Year

Section 6.1 The fiscal year for the corporation shall be the calendar year.

Article 7 – Indemnification of Directors and Officers

Section 7.1 Indemnity: The Corporation shall, except as may be prohibited by applicable law, indemnify every officer and member of the Board of Directors of the Corporation against any and all reasonable expenses (including but not limited to reasonable attorney’s fees) incurred by or imposed upon such officers or members of the Board of Directors in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal including, without limitation, the settlement of any such action, suit or proceeding, if approved by the then existing Board of Directors) to which he/she may be made a party by reason of being or having been an officer or member of the Board of Directors of the Corporation, whether or not such person is an officer or a member of the Board of Directors of the Corporation at the time such expenses are incurred. The officers and members of the Board of Directors of the Corporation shall have no personal liability with respect to any contract, borrowing or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall, to the extent not prohibited by applicable law, indemnify and forever hold each officer and member of the Board of Directors free and harmless from and against any and all liability to others on account of any such contract, borrowing or commitment.

Section 7.2 Expenses: Expenses incurred by any person who was a party or is a party or who is threatened to be made a party to any civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he is or was an officer or member of the Board of Directors of the Corporation in defending3ending such action, suit or proceeding, shall be paid by the Corporation in advance of the final disposition of such action suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereunder or under the applicable law.

Section 7.3 Insurance: Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or member of the Board of Director, or former officer or member of the Board of Directors, may be entitled, and such indemnification shall inure to the benefit of the heirs, executors and administrators of such indemnified person. The Corporation may purchase and maintain officer's and director's liability on behalf of any such persons. If such insurance is not available, or is not obtainable at a cost which the Board of Directors determines to be reasonable, the Board of Directors may otherwise reserve or fund the obligations set forth in this Article 7.

Approved by the Board of Directors on the 28th day of October, 2015.

Board Secretary