

## **AMENDED AND RESTATED BYLAWS**

### **OF**

### **THE BRIDGE CENTER FOR HOPE A Louisiana Nonprofit Corporation**

The following amends and restates in its entirety the Bylaws of THE BRIDGE CENTER FOR HOPE, a Louisiana Nonprofit Corporation dated March 21, 2016, as amended on January 9, 2019, February 5, 2019, December 19, 2019 and January 21, 2020.

#### **ARTICLE I PURPOSE**

- Section 1: Mission. The Bridge Center for Hope (hereinafter referred to as the “Corporation”) is organized exclusively for the purpose of providing pathways to treatment for people experiencing behavioral health issues and to link providers to create an integrated continuum of care from prevention to rehabilitation, and for any charitable, religious, educational, and scientific purposes, including, for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (hereinafter referred to as the “Code”).
- Section 2: Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Louisiana Nonprofit Corporation Law; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Code section 501(c)(3) or as a corporation contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2).

#### **ARTICLE II PRINCIPAL AND REGISTERED OFFICES**

- Section 1: Principal Office. The principal office of the Corporation shall be located at 728 North Blvd, Baton Rouge, LA 70802-5264, or at such place in Baton Rouge, Louisiana as the Board of Directors may from time to time designate.
- Section 2: Registered Office. The registered office of the Corporation shall be located at 728 North Blvd, Baton Rouge, LA 70802-5264, or at such other place in Baton Rouge, Louisiana as the Board of Directors may from time to time designate.

**ARTICLE III**  
**MEMBERS**

Section 1: Qualifications of Members. The voting members of this Corporation shall consist of the Board of Directors as that Board shall from time to time be constituted (the “Members”). Each such Member shall be entitled to one (1) vote at any such meeting. Other classes of voting or non-voting Members may be established from time to time by the Board of Directors.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1: Powers of the Board. The Corporation shall act by and through its Board of Directors (the “Board” or “Board of Directors”). The Board may delegate its powers as it sees fit, subject to restrictions imposed by and consistent with the Articles of Incorporation, these Bylaws, applicable Louisiana law, and federal statutes and regulations applicable to organizations exempt from federal income taxation and described in Code section 501(c)(3) or the corresponding provision of any future federal tax code. The Board’s powers include, but are not limited to, the power to guide policy, hire staff, and make spending decisions.

Section 2: Number of Directors. The Board shall have up to twenty (20), and no fewer than three (3) persons (each, a “Director”), provided that if there shall be fewer than three Members, there need be only as many Directors as there are Members.

Section 3: Election and Term of Directors. At the first meeting of the Membership of the Corporation, the Members shall elect successor Directors, such that roughly half of the Directors are elected to serve an initial term of two (2) years and roughly half elected to serve a term of one (1) year, beginning at the adjournment of that first meeting and continuing through the expiration of their respective terms, or until their successors have been elected and qualified. At each subsequent annual meeting of the Membership, the Members shall elect Directors to serve a term of two (2) years and three (3) years (roughly half of the Directors elected will serve two (2) year terms while the other half shall serve three (3) year terms) beginning at the adjournment of that annual meeting and continuing through the expiration of their respective terms or until their successors have been elected and qualified. There is no limit to the number of terms to which a Member can be reelected as a Director.

- Section 4: Director Selection. The Board of Directors shall authorize a nominating committee to recruit, evaluate and submit a slate of potential directors for approval to the Members at the annual Membership meeting. The Board of Directors shall select the nominating committee. In its selection process, the nominating committee will endeavor to fulfill the mission of the organization by making sure that the composition of the Board of Directors is representative of its Members geographically, economically and organizationally. The nominating committee shall establish selection rules, which include methods of obtaining Membership input in order to fulfill this goal.
- Section 5: Resignations of Directors. A Director may resign at any time by delivery of written notice to the Board. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chair shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office unless otherwise determined by the Board.
- Section 6: Removal of Directors. A Director may be removed as a Director at any time with or without cause by the affirmative vote of not less than three-fourths (3/4) of the Directors then in office at a special meeting of the Board called expressly for the purpose of considering such removal.
- Section 7: Annual Meeting of Directors. The annual meeting of the Board shall be held in the fourth quarter of the year at a time and place as the Board shall determine.
- Section 8: Special Meetings of Directors. Special meetings of the Board may be called by the Chair, or a majority of the Directors then serving.
- Section 9: Notice of Directors' Meetings. Official meetings of the Board or its committees require notice to Directors by email, mail, or telephone to each member of the Board not less than forty-eight (48) hours before such meeting. Notice of any meeting of the Board may be waived by any or all persons entitled to notice. A Director may waive notice by filing a written waiver filed with the Secretary before, at, or after such meeting.
- Section 10: Quorum of Directors. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and 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. If a quorum is present when a meeting of the Board of Directors is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as

fixed above, until adjournment, notwithstanding the withdrawal of enough directors who leave less than a quorum as fixed above, or the refusal of any director present to vote. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, 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.

- Section 11: Proxies. Any Director absent from a meeting of the Board or any committee thereof, may be represented by any other director or Member, who may cast the vote of the absent Director according to the written instructions, general or special, of the absent Director. Proxies may not, however, be counted in the determination of a quorum.
- Section 12: Board Actions by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing, electronic or otherwise, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.
- Section 13: Board Meetings by Electronic Communication. Directors of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.
- Section 14: Compensation and Expenses of Directors. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are reimbursable with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.
- Section 15: Honorary Boards and Advisory Committees. The Board may elect or appoint any person to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation and may create such honorary boards or advisory committees and appoint to them such persons as the Board deems appropriate in its sole discretion. Persons serving in such advisory and honorary capacities shall not exercise any of the powers granted to the Board of Directors by law or in these Bylaws or in the Articles of Incorporation of the Corporation.
- Section 16: Fiduciary Relationship of Directors. Directors and officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its

Members and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

Section 17: Attendance Policy. Directors of the Corporation are expected to attend regularly scheduled and Special Board Meetings. Any Board Member who fails to attend two regularly scheduled Board Meeting in a row, or a total of three Board Meetings in the calendar year, may be subject to a vote for removal by Board motion and a vote of 2/3 of the Board of Directors attending the meeting at which such motion is made.

## **ARTICLE V** **COMMITTEES**

Section 1: Establishment of Committees. The Board of Directors shall establish an Executive and Nominating Committee. The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) Directors and, except for the Executive and Nominating Committees, may include non-Board members. Each Committee with power to act for the Board shall have as the Chairperson a member of the Board. The Board Chair shall appoint committee members and committee chairpersons. Such committee or committees shall have such name or names as may be set in the Articles of Incorporation or these Bylaws, or as may be determined, from time to time, by the Board of Directors. The designation and appointment of any such committee and the delegation of authority to the committees shall not relieve the Board of Directors, or any individual Member of the Board of Directors, of any responsibility imposed upon it or him by law. Any vacancy occurring in any such committee shall be filled by the Board Chair.

Section 2: Executive Committee. The following directors shall serve on the Executive Committee: Chair, Vice-Chair, President, Secretary, Treasurer and Immediate Past Chair. The Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation during the intervals between the meetings of the Board and shall fix its own rules of procedure. Such Executive Committee shall keep a record of its proceedings, which shall be reported to the full Board of Directors. The designation and appointment of any such Executive Committee and the delegation of authority to the Committee shall not relieve the Board of Directors, or any individual Member of the Board of Directors, of any responsibility imposed upon it or him by law. Any vacancy occurring on the Executive Committee shall be filled by the Board of Directors, but the Chair may designate another director to serve on the Executive Committee pending action by the Board of Directors. The Executive Committee shall hold

office during the term of the Board of Directors constituting it, unless otherwise ordered by the Board of Directors.

Section 3: Nominating Committee. The Nominating Committee shall be comprised of at least two (2) Directors, one of which shall serve as Chair of the committee, chosen by the Board Chair and confirmed by the Board of Directors. The Committee shall prepare a slate of director candidates for consideration at the annual meeting of the Board.

Section 4: Powers of Committees of the Board. The Corporation may act through Committees of the Board, subject to Section 5 of this article. Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board adopted from time to time.

Section 5: Limits to Committee Powers. Notwithstanding any provision of this Article V or these Bylaws to the contrary, no Committee shall have any power to:

- a. fill vacancies on the Board or any of its Committees;
- b. amend the Articles of Incorporation;
- c. adopt, amend, or repeal the Bylaws;
- d. approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business;
- e. initiate, discontinue, or settle litigation on behalf of the Corporation;  
or
- f. approve a proposal to dissolve the Corporation.

Section 6: Procedures. All Committees other than advisory committees shall have the same requirements for Meetings and the Transaction of Business as those set forth in the Articles of these Bylaws entitled "Board of Directors" and "Conflicts of Interest" with respect to the conduct of business by the Board, except that Committees shall not be required to hold annual meetings. All Committees shall be required to take and record minutes of its meetings.

## **ARTICLE VI**

### **OFFICERS OF THE BOARD OF DIRECTORS**

Section 1: Officers. The Board shall elect a Chair, a Vice Chair, President, a Vice President, a Secretary and a Treasurer, and may elect such other officers and agents as may be necessary for the business of the Corporation. The Board may, in addition to the foregoing, at the annual or any other Board meeting, appoint any other officers and agents, the appointment of which they deem expedient or necessary and may also appoint one person to perform the duties of more than one office. The duties of the officers shall be such as are imposed by these Bylaws and from time to time prescribed by the Directors. All officers shall serve in such capacity at the pleasure of the Board without prejudice to any other contractual relationship they may have with the Corporation.

Section 2: Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board, except for those persons named initial officers. In the case of vacancies, officers shall be elected as soon thereafter as convenient and fill the unexpired portion of the term unless otherwise determined by the Board. The Nominating Committee shall present a slate of officers for Board approval. Each person so elected shall hold office for the term for which he is elected, not to exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 3: Resignation of Officers. Any officer or agent may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 4: Removal of Officers. An officer may be removed by the Board of Directors, pursuant to Article IV, Section 6 of these Bylaws, at a meeting whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5: Powers and Duties of Officers. Subject to the authority and control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and shall perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board of Directors, not inconsistent with these Bylaws, and, to the extent not so provided, as generally pertain to their respective offices.

a. Chair. The Chair shall be a Director of the Corporation and will preside

at all meetings of the Board. The Chair shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties as on occasion shall be assigned by the Board.

- b. Vice Chair. The Vice Chair shall be a Director of the Corporation and will preside at meetings of the Board in the absence of or request of the Chair. The Vice Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board.
- c. President. The President shall be a Director of the Corporation and the Chief Executive Officer of the Corporation with general management of the Corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the Board of Directors are carried into effect and to direct the other officers in the performance of their duties; shall have the power to execute all authorized instruments; and shall generally perform all acts incident to the office of the President or which are incumbent upon the President under the provisions of the Articles of Incorporation and these Bylaws. The President may delegate authority and responsibility, but such delegation of authority shall not relieve the President of any responsibility imposed upon the President by law, the Articles of Incorporation or these Bylaws and the President shall remain fully accountable to the Board of Directors.
- d. Vice President. The Board of Directors may select and appoint one or more Vice Presidents. If the Board of Directors appoints more than one Vice President, each Vice President shall have such powers and shall perform such duties, as shall be assigned to the person by the Board of Directors or by the President (subject to the powers and supervision of the Board), and in the order determined by the Board, shall in the absence, inability or refusal to act by the President, perform the President's duties and exercise the President's powers, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the President.
- e. Secretary. The Secretary shall be a member of the Board. The Secretary shall send notice of all meetings of the Board of Directors; shall keep the minutes of all such meetings, shall have charge of the Corporation's seal; shall authenticate the Corporation's records, shall perform, in general, all the duties incident to the office; and have such other powers and perform such other duties as may be assigned by the Board.



f. Treasurer. The Treasurer shall be a member of the Board. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all of the Corporation's funds and securities; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and have such other powers and perform such other duties as may be assigned by the Board.

Section 6: Agents and Employees. The Board of Directors may from time to time, in its sole discretion, appoint agents and employees who shall have such authority and shall perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any. The appointment of a person as an agent or employee shall not itself create contract rights.

Section 7: Compensation of Agents and Employees. The Corporation may pay reasonable compensation to its agents and employees for services rendered and as authorized and fixed by the Board of Directors, or if the Board delegates such power, then as authorized and fixed by the Board's delegatee. The Corporation may reimburse all officers, agents and employees for their reasonable expenses actually incurred. The Board may require officers, agents and employees to give security for the faithful performance of their duties, for which they shall be reimbursed.

Section 8: Fiduciary Relationship of Officers. Officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its Members and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

## **ARTICLE VII** **IMMUNITY AND IDEMNIFICATION**

Section 1: Indemnification. The Corporation shall indemnify, and advance expenses to, its Directors, officers, employees, and agents to the maximum extent permitted by Louisiana law, as such may be amended from time to time. The Corporation shall procure not less than \$2,000,000 of directors and officers insurance coverage. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance, or share such premium cost to the

extent so doing would constitute an act of self-dealing as defined in Code section 4941(d). Directors and Officers shall be immune from civil liability resulting from any error, act or omission made in the exercise of such person's policy or decision-making responsibilities if such person acted in good faith and within the scope of his/her official functions and duties, unless such damage or injury was caused by the reckless, willful or wanton misconduct of such person. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VIII** **FINANCIAL ADMINISTRATION**

- Section 1: Fiscal Year. The Fiscal Year of the Corporation shall begin on January 1 and end on December 31.
- Section 2: Checks. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.
- Section 3: Deposit and Endorsement of Funds. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.
- Section 4: Investment of Funds. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law

regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Code section 501(c)(3).

Section 5: Annual Financial Report. Annually, at a meeting of the Board of Directors, there shall be presented a written report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating no more than six months prior to said meeting; (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. An abstract of this report shall be entered in the minutes of the meeting of the Board of Directors and the report itself shall be filed with the records of the Corporation. Beginning with Fiscal Year 2018, the Corporation shall have its financials audited annually.

#### **ARTICLE IX** **BOOKS AND RECORDS**

Section 1: Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

#### **ARTICLE X** **AMENDMENTS**

Section 1: Amendment of Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by not less than a two-thirds (2/3) vote of the Board provided that a copy of the proposed amendment has been included in the notice of meeting.

#### **ARTICLE XI** **CONFLICTS OF INTEREST**

Section 1: Conflicts of Interest. The term “conflict of interest” includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other “disqualified person” (including a person or entity related to or controlled by the Director, or otherwise defined in Code section 4958(c)(1)). In the event that there is a

question whether a conflict exists, the issue shall be determined by a majority vote of the Directors other than the affected Director present and voting. It shall not be a "conflict of interest" for any Director to vote on any question related to school financing which shall, in a positive or negative manner, affect the Director's municipality or constituency.

Section 2: Adoption of Additional Policies and Procedures. No Director or officer may engage in any excess benefit transaction as defined in Code section 4958. The Board shall comply with the provisions of applicable Louisiana law, as amended, regarding "conflicting interest" transactions. The Board may adopt appropriate policies and procedures to implement this Section 2, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

Section 3: Disclosure. Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board and shall file written disclosure with the Secretary.

Section 4: Recusal. No Director shall discuss or vote on any matter that would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter and shall not be physically present in the room at the time any vote is taken thereon.

## **ARTICLE XII** **DISSOLUTION**

Section 1: Dissolution. Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the Board shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or shall be distributed to the federal government, or to state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

APPROVED: