

RECOVERY MINISTRIES OF THE EPISCOPAL CHURCH, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I. NAME

The name of the Corporation shall be RECOVERY MINISTRIES OF THE EPISCOPAL CHURCH, INC. hereinafter referred to as “the Corporation”.

ARTICLE II. PURPOSES

The Corporation is organized as a non profit entity pursuant to Florida law and will be operated exclusively for religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law). In furtherance of these purposes, the Corporation will offer a spiritual response to the dependency on alcohol and other drugs, which our culture fosters, by implementing the Resolution of Alcoholism of the General Convention of the Episcopal Church of 1979 as recommended in three sections of the Church Pension Fund publication, *Alcoholism and the Church – A Call to Action*, and other subsequent recommendations of the Episcopal Church..

ARTICLE III. MEMBERS

SECTION 1 – CATEGORIES OF MEMBERS: The Corporation shall have the following categories of members:

- 1.1 *Individual:* Any individual who supports the goals and activities of the Corporation is eligible for individual membership.
- 1.2 *Parish/Institution:* Any Episcopal Church Parish or any Institution that supports the goals and activities of the Corporation is eligible for membership. The Parish or Institution shall designate one representative who will be responsible for voting and eligible for membership benefits.
- 1.3 *Diocese:* Any Episcopal Diocese is eligible for membership. Each diocese shall designate one representative who will be responsible for voting and eligible for Membership benefits.
- 1.4 *Lifetime:* Any individual who supports the goals and activities of the Corporation is eligible by paying a sum as determined by a majority of the Board of Directors at that time, and is not subject to further annual dues.

SECTION 2 – DUES: The Board of Directors shall set the annual dues amount from time to time payable to the Corporation by members of each category of membership. Dues for all members shall be payable on or before the anniversary date of their membership.

SECTION 3 – VOTING MEMBERS – GOOD STANDING: A current dues-paying member is a member in good standing and entitled to vote on matters brought before the membership.

ARTICLE IV. MEETING OF THE MEMBERS

SECTION 1 – NOTICE: Regular or special membership meetings may be held within or without the State of Florida upon not less than ten (10) days written or printed notice, delivered personally, by mail or by electronic means to each member entitled to vote at such meeting, subject to waiver of notice as may be provided by the

Florida Law. Such notices shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Regular meetings shall be held at least once each year or more often as established by the Board of Directors. Special meetings may be called by the President or a majority of the Board of Directors.

SECTION 2 – ANNUAL MEETING: The Annual Meeting of the members shall be held during the period beginning April 1st and ending October 31st.

SECTION 3 – VOTING: Each current dues-paying member shall be entitled to one (1) vote, regardless of his/her category of membership. Voting on all matters may be conducted by mail or by electronic means.

SECTION 4 – QUORUM: At a regular or special meeting of members, one seventh (1/7) of the membership entitled to vote shall constitute a quorum. Unless otherwise specified in these bylaws, the affirmative vote of a majority of the members present shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1 – COMPOSITION OF THE BOARD: The Corporation's affairs shall be managed by a board of directors composed of twelve (12) directors, except as provided in Article VIII, Section 1.1.

SECTION 2 – ELECTION OF DIRECTORS:

- 2.1 A Nominations Committee shall make nominations for the members of the Board of Directors. The Nominations Committee shall be appointed annually by the Executive Committee by the Fall Board Meeting and approved by the Board of Directors.
- 2.2 All members of the Corporation shall be informed of the names and addresses of the members of the Nominations Committee and be invited to send recommendations to the committee. In selecting nominees for the board of Directors, the Nominations Committee shall give due consideration to both geographic and membership representation. Only current dues-paying members are eligible for nomination.
- 2.3 Ballots for the candidates for the Board of Directors shall be mailed, or delivered by electronic means, along with a brief biographical resume of all nominees, to all voting members of the Corporation, and for the ballots of voting members to be counted, must be returned to the assigned agent of the Corporation within thirty (30) days of the date of the ballots' sending. In the event no more nominees are presented than there are vacancies on the Board, such balloting may be dispensed with and the nominees will be elected by acclamation at the Annual Meeting.
- 2.4 Each voting member may cast one (1) vote for each of the positions that are open, provided however that no one (1) member may cast more than one (1) vote per nominee, regardless of his/her category of membership.

SECTION 3 – TERMS OF OFFICE: The terms of office for twelve (12) elected members of the board of Directors shall be for three (3) years, except as provided in Article VIII, Section 1.1, and staggered so that four (4) members shall be elected each year at the Annual Meeting. Directors' terms shall commence on January 1st of the year following election to office, extending until December 31st, three years later.

No member of the Board of Directors may serve more than two (2) consecutive terms or six (6) consecutive years (in the event a director is filling a vacancy on the Board). A past member of the Board of Directors may

be elected to the Board following a minimum of one (1) year of being off the Board. A member of the Board of Directors is expected to attend a majority of the meetings in any year to maintain membership on the Board. Unless excused by the President, failure to do so is tacit resignation and automatic termination of that Member's position.

SECTION 4 – REMOVAL OF DIRECTORS:

Any Director may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors in office whenever in their judgment the best interests of the Corporation will be served thereby.

SECTION 5 – DUTIES OF THE DIRECTORS: Directors shall be responsible for, (1) setting policy and overseeing the implementation of the policy by the officers and staff, (2) approving all policy statements issued on behalf of the organization, (3) approving the selection of all staff, (4) approving an annual budget, (5) approving the selection of committees composed of Directors and/or members of the Corporation, (6) approving the selection of the registered agent of the corporation and, (7) devising and carrying into operation such measures as they may deem proper and expedient to promote the objectives of the Corporation.

SECTION 6 – VACANCIES: During the period between annual elections, vacancies in terms, whether caused by death, resignations, or by any other reason, shall be filled through appointment by the Executive Committee, subject to approval by a majority of the Board of Directors. The election may be held by mailed or electronically transmitted methods and the majority will be calculated by counting the total number of ballots returned within fifteen (15) days of their submission. Members so elected shall serve until the expiration of the term for which they are elected and are eligible for election to additional terms, provided that the total number of years does not exceed six (6).

SECTION 7 – COMPENSATION: Directors shall not receive compensation for their service as Directors of the Corporation. Directors may be reimbursed for their expenses incurred in carrying out the purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Directors are expected to provide funds for their attendance at all Board and Membership meetings, or to have those expenses provided.

SECTION 8 – CHAIR OF THE BOARD: The President of the Corporation shall be the Chair of the Board and shall preside at all meetings of the Board of Directors, the Executive Committee and the Annual Meeting.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1 – NOTICE: Regular or Special meetings of the Board of Directors may be held within or without the State of Florida upon not less than fifteen (15) days notice to each director, either personally, by mail, telephone or electronic means.

SECTION 2 –MEETINGS:

2.1 Annual Meeting: The Annual Meeting of the Board of Directors shall be held during the period beginning April 1st and ending October 31st, to coincide with the Annual Meeting of the membership.

2.2 Regular Meetings: In addition to annual Meetings, the Board of Directors may determine the time and place for additional Regular Meetings.

2.3 Special Meetings: Special meetings of the Board of Directors may be called by the Chair or by the written

request of at least three (3) Directors. A Special meeting may be conducted electronically. No proxies may be voted.

2.4 Unless otherwise specified in these bylaws, neither the business to be transacted, nor the purpose of any Annual, Regular, or Special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 3 – QUORUM: At all Annual, Regular or Special meetings of the Board of Directors, one third (1/3) of the Directors shall constitute a quorum. Unless otherwise specified in these bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4 – ACTION WITHOUT A MEETING: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to the action to be taken is obtained from a majority of the Directors of the Board. The vote on action to be taken may be held by mailed or electronically transmitted methods and the majority will be calculated by counting the total number of ballots returned within fifteen (15) days of their submission.

ARTICLE VII. COMMITTEES

SECTION 1 – EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Officers of the Corporation. They shall exercise the authority of the Board of Directors in the management of the Corporation, provided that the committee shall not have the authority to take any action on a matter that these bylaws provide shall be taken by a vote of the Directors then in office.

SECTION 2 – ADVISORY COUNCIL: The Advisory Council shall be comprised of non-board members interested in working to support the mission of the corporation. Members of the Council shall be appointed by the Executive Committee and approved by the Board of Directors. The duties of the Advisory Council are: (1) to advise the Board of Directors in its efforts to become more widely known in the Episcopal Church; (2) to be an informational resource to the Board of Directors in accomplishing the Corporation's mission of education about addictions and recovery from them; (3) to help with fundraising for specific purposes or projects (e.g. the funding of a major publication); and, such other duties as may be determined by the Board of Directors. The Immediate Past President shall serve as the Council's liaison to the Board of Directors.

SECTION 3 – OTHER COMMITTEES: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by the President or by a resolution of the Board of Directors.

ARTICLE VIII. OFFICERS OF THE CORPORATION

SECTION 1 – OFFICERS:

1.1 The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, the Immediate Past President and such other officers as the Board of Directors may elect from time to time. Any two (2) or more offices may be held by the same person except the offices of the President and Secretary, provided that no officer may act in more than one (1) capacity where action of two (2) or more officers is required. The Immediate Past President may serve an additional year if that person's regular term has expired.

1.2 An Officer must be a member of the Board of Directors of the Corporation.

SECTION 2: ELECTION AND TERM OF OFFICERS: The officers of the Corporation shall be elected at the fall meeting of the Board of Directors by an affirmative vote of a majority of the Directors in office. Each officer so elected shall hold office for a term of one (1) year, beginning January 1st of the year following his/her election and until December 31st of that year, or until his/her successor shall be elected and qualified, or until removed as provided therefor. Officers of the Corporation may serve consecutive terms.

SECTION 3 – REMOVAL OF OFFICERS OR AGENTS: Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors in office whenever in their judgment the best interests of the Corporation will be served thereby.

SECTION 4 – VACANCIES: With the exception of the office of President, any vacancy occurring in an office of the Corporation may be filled by the affirmative vote of a majority of the Directors then in office. Any officer so elected to fill his/her vacancy shall be a current member of the board and shall be elected for the unexpired term of his/her predecessor in office.

SECTION 5 – COMPENSATION: Unless otherwise provided by a majority of the Board of Directors no officer shall receive compensation for his/her duties as such officer. However, agents or employees of the Corporation may be compensated as specified by a resolution of the Executive Committee.

SECTION 6 – BONDS: The Board of Directors may, by resolution, require any officer, agent or employee of the Corporation to give bond to the Corporation with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and may require any of them to comply with such other conditions as may be required from time to time by the Board of Directors. The premiums for all such bonds shall be paid by the Corporation.

SECTION 7 – DUTIES OF THE PRESIDENT: The President shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Board of Directors are dutifully executed.

SECTION 8 – DUTIES OF THE VICE PRESIDENT(S): In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President(s), unless otherwise directed by a resolution of the Board of Directors, shall become President of the Corporation and shall perform the duties of the President. If the Corporation has more than one Vice-President, the Executive Committee shall elect one of the Vice-Presidents as President.

SECTION 9 – DUTIES OF THE SECRETARY: The Secretary or delegate acting under the direction of the Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. The Secretary or delegate acting under the direction of the Secretary shall have general charge of the Corporation's books and records. The Secretary shall sign instruments as may require attestation or secretarial signature. The Secretary or delegate acting under the direction of the Secretary shall keep a register of the Post Office address and email address of each Director and Officer of the Corporation which shall be furnished to the Secretary by each Director and Officer. The Secretary or delegate acting under the direction of the Secretary shall keep at the Corporation's registered office in the State of Florida, a record of the names and addresses of all the Corporation's members. The Secretary or delegate acting under the direction of the Secretary shall in general perform all duties incident to the office of Secretary and such duties as shall be assigned to the Secretary from time to time by the President or the Board of Directors.

SECTION 10 – DUTIES OF THE TREASURER: The Treasurer or delegate acting under the direction of the

Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer or delegate acting under the direction of the Treasurer shall keep full and accurate accounts of the finances of the Corporation and shall cause a true statement of the assets and liabilities of the Corporation as of the close of each fiscal year, all in reasonable detail, to be made and filed at the Corporation's principal office within one (1) month after the end of each fiscal year. The Treasurer, together with such delegates as the Treasurer may choose, shall keep on a cash basis a detailed ledger of all receipts and disbursements of funds by the Corporation, which ledger shall be kept at the principal office of the Corporation or at such other place as is authorized by the Board of Directors, and which shall be opened to inspection by any member of the Corporation, Board of Directors and any other person having a legitimate interest in the information contained herein.

ARTICLE IX. CONTRACT, LOANS, CHECK AND DEPOSITS

SECTION 1 – CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to special instances.

SECTION 2 – LOANS: No loans shall be contracted that encumber the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3 – CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 4 – DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE X. GENERAL PROVISIONS

SECTION 1 – WAIVER OF NOTICE: Whenever any notice is required to be given to any Directors or other person under the provisions of these bylaws, the Articles of Incorporation or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 2 – VOTING UPON SHARES OF OTHER CORPORATIONS: Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of shareholders of any corporation in which this Corporation may hold shares, and any such meeting may possess and exercise all of the rights and powers incident to ownership of such shares, which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer such powers upon any other person, and may revoke any such powers as granted at its pleasure.

SECTION 3 – AUDITORS:

3.1 At the discretion of the Board of Directors, a certified public accountant may be employed to audit the books of the Corporation for any fiscal year of the Corporation and at such other time or times, and to furnish certified reports on such audits. A copy of such audit report will be available at the Annual Meeting of the Directors.

3.2 A compilation by a Certified Public Accountant shall be furnished annually to the Board of Directors.

SECTION 4 – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS: No member, director, officer, employee or person connected with the Corporation or any other private individual shall receive at any time, any of the net earnings or pecuniary profits from the operations of the Corporation. The Corporation may, however, make payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be approved by the Board of Directors. Upon dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, the remainder shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future U.S. Revenue Law).

SECTION 5 – EXEMPT ACTIVITIES: Notwithstanding any other provision of these bylaws, no member, director, officer, employee, agent or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a nonprofit organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Revenue Law) and the Florida Code Annotated.

SECTION 6 – FISCAL YEAR: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE XI. ADOPTION, AMENDMENTS

SECTION 1 – ADOPTION OF BY LAWS: These bylaws may be adopted by a majority vote of the initial directors appointed at the corporation's organizational meeting.

SECTION 2 – AMENDMENT OF BY LAWS: These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of either a majority of the membership of the Corporation or a majority of the Directors then in office, provided that written notice of the proposed amendment has been given to all members of the Corporation and to all members of the Board of Directors at least ten (10) days in advance of the meeting and further provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications as a nonprofit corporation under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Revenue Law) and the Florida Code Annotated.

ADOPTED 2/1/2008