

CONSTITUTION AND BY-LAWS  
OF  
ABILITIES UNLIMITED OF HOT SPRINGS, ARKANSAS, INC.  
(Revised April 1973 September 1981, and January 2008,  
September 2014, October 2014, April 2015)

Notice is hereby given that the undersigned have associated themselves together for the purpose of the forming of a non-profit corporation, in compliance with the Arkansas Nonprofit Corporation Act, without capital stock under the laws of the State of Arkansas, and for that purpose have executed and adopted Articles of Incorporation, which shall include a Constitution and By-Laws, which have been duly filed with the Circuit Clerk of Garland County, Arkansas; such Articles of Incorporation being as follows, to-wit:

ARTICLE I: NAME OF CORPORATION AND PLACE OF BUSINESS

This corporation shall be known as Abilities Unlimited of Hot Springs, Arkansas, Inc. The principal place of business shall be 530 Mountain Pine Road, Hot Springs, Arkansas 71913. The registered agent of the corporation is the Executive Director as appointed by the Board of Directors.

ARTICLE II: DURATION, FISCAL YEAR, and FEDERAL TAX EXEMPTION

The period of duration for this corporation shall be perpetual. The corporation shall operate on the basis of a fiscal year, commencing July 1 and ending June 30. The corporation is intended to be, and shall be operated and conducted as, an organization which is exempt from federal income taxation under Internal Revenue Code Section 501(c)(3). No person shall have any right, title or interest in any of the property or assets of the corporation.

ARTICLE III: OBJECT AND METHOD

The charitable and educational objects of this corporation are to provide employment, training, and rehabilitation, and opportunities for personal growth for the handicapped, the disabled and the disadvantaged. By the inspiration of religion, through occupational training, and useful employment, and by skillful use of the techniques of rehabilitation social work and life guidance, this corporation shall seek to assist the handicapped, disabled, and the disadvantaged to attain the fullest development of which they are capable.

ARTICLE IV: OFFICERS

Section 1. The officers of Abilities Unlimited, Inc., shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. All officers shall serve for a term of one year.

Section 3. The officers shall be elected as follows:

A. The President shall name a nominating committee of three Directors at the April meeting.

B. The nominating committee shall submit a slate of officers for the ensuing year at the May meeting.

C. The Board of Directors, at the June meeting may nominate any additional candidates from the floor. At this meeting, the Directors shall then elect officers for the ensuing year.

#### ARTICLE V: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of eighteen members. They shall be elected in accordance with the provisions of Section 2 of this Article.

Section 2. One-third of the Board of Directors shall be elected by the Board of this corporation at the last meeting in each fiscal year to fill the vacancies of the Directors whose terms expire that year. All Directors and officers shall hold office until their successors are elected and installed and no member shall be re-elected without his express consent. Any action of this Board of Directors shall not cause any member to become personally liable for such action.

Section 3. In case of a vacancy or temporary absence of any officer, the President may appoint a member of the Board to perform the duties of such officer during such vacancy or absence, insofar as this does not conflict with the provisions of Article IX, Section 2. Vacancies on the Board of Directors may be filled by the Board, for the term of the vacancy only.

#### ARTICLE VI: DUTIES OF DIRECTORS

The Directors shall have in trust general direction, control and management of the business of the corporation. They shall have ample power to purchase and to lease, pledge, and/or sell all personal and real property, and to make such contracts and agreements on behalf of Abilities Unlimited, Inc., as they may deem needful or convenient for the successful prosecution of its purposes and operation. They shall administer any donations or bequests.

#### ARTICLE VII: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the corporation and the chairman of all standing committees; and it shall carry out the decisions of the Board of Directors and perform all duties delegated by the Board.

#### ARTICLE VIII: STANDING AND SPECIAL COMMITTEES

The President shall, subject to the approval of the Board of Directors, appoint such standing and special committees as are deemed necessary for the successful prosecution of the work of the organization, and shall also define their duties. Members of standing committees shall serve for a term of one year, or until their successors are selected. Standing and special committees shall



meet at the call of the chairman of their respective committees. The Executive Director shall be an ex-officio member of all standing committees.

#### ARTICLE IX: DUTIES OF OFFICES

##### Section 1. President

The President shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall, by virtue of his or her office, be a member ex-officio of all committees.

##### Section 2. Vice President

The Vice-President shall perform the duties of the President in the absence of the President.

##### Section 3. Treasurer

The Treasurer, in discharging his or her responsibilities for handling the funds of the Corporation, shall be governed by such conditions and restrictions as may be made by the Board of Directors, and shall perform such duties as the Board may from time to time require of him or her.

##### Section 4. Secretary

The Secretary shall attend the meetings of the Board of Directors and of the Executive Committee and shall record upon the record books of the corporation the proceedings of their respective meetings, and he, or she, shall perform such other duties as the Board shall from time to time prescribe.

##### Section 5. Executive Director

The Executive Director shall be nominated and elected by the Board of Directors of Abilities Unlimited, Inc. He, or she, shall be the executive agent of the board, and shall have active direction and management of the business and affairs of the Corporation, and shall perform such duties as may be assigned to him or her from time to time by the Board. He, or she, shall be responsible to the Board of Directors and shall report to them at regular intervals. The Executive Director shall be employed and accepted by Abilities Unlimited, Inc., and shall not be dismissed without a vote of the Board of Directors. In case of conduct prejudicial to the well being of Abilities Unlimited, Inc., he, or she or any other employee, may be suspended or dismissed by the Board of Directors.

#### ARTICLE X: MEETINGS

Section 1. The Board of Directors shall meet on the fourth Thursday of each month of the year, as well as at the call of the President or any four Directors. At the meetings of the Board, one-third of the total number of Directors, plus one, shall constitute a quorum for the transaction of

business. The time for any regular meeting may be changed by the Board or by the Executive Committee.

Section 2. Special meetings of the Executive Committee may be called by the President, or upon the written request of two of its members. At the meetings of the Executive Committee, one-third of the total number of Committee members, plus one shall constitute a quorum for the transaction of business.

Section 3. Notices of Board and Executive Committee meetings, except in emergencies or unless waived, shall be given at least twenty-four (24) hours before such meetings; provided, however, that notices of meetings at which the Constitution or By-laws are to be changed shall be in writing at least fifteen (15) days before the meeting.

Section 4. Any member of the Board of Directors who has been absent from any six meetings during the fiscal year (from July through June) shall automatically be dropped from the Board. He, or she, may be reconsidered at a later date.

Section 5. All meetings of the Board of Directors or of the Executive Committee may be adjourned to such other time and place as may be decided by those present.

#### ARTICLE XI: ANNUAL MEETING

The Annual Meeting of Abilities Unlimited, Inc., shall be held on the fourth Thursday of June each year, unless changed by a prior vote of the Board of Directors. In the event of a vacancy in the Board of Directors, or the officers of the Corporation, the remaining members of the Board may name a person to fill such vacancy.

#### ARTICLE XII: CHANGE OF CONSTITUTION AND BY-LAWS

This Constitution and these By-laws may be changed, amended, or repealed only by a majority vote of those present constituting a quorum at any regular meeting of the Board of Directors of Abilities Unlimited, Inc. In the notice of the meeting to the members, it shall be stated that the amendment, change, or repeal may be acted upon.

#### ARTICLE XIII: INDEMNIFICATION

The corporation may indemnify to the fullest extent provided by law any person made, or threatened to be made, a party to any pending, threatened or compelled, civil, criminal, administrative, or arbitral action, suit or proceeding (and any inquiry or investigation which could lead to such action, suit or proceeding) by reason of the fact that such person is or was a Director, officer or employee of the corporation or serves or served any other enterprise as a director, officer or employee at the request of the corporation. Such right of indemnification shall inure to the benefit of the legal representative of such person.

#### ARTICLE XIV

The rights herein conferred are to be in addition to, and not in derogation of, the rights conferred upon benevolent and mutual benefit associations under the provisions of the laws of the State of Arkansas.