

**BY-LAWS OF  
Sozo Recovery Centers**

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**ARTICLE I**  
**Name, Form of Organization and Purposes**

- Section 1.1      The name of this corporation is **Sozo Recovery Centers**
- Section 1.2      The corporation is organized as a non-profit corporation under the Arkansas Non-profit Corporation Act and as a tax-exempt organization under Section 501 c (3) of the Internal Revenue Code. As amended.
- Section 1.3      The corporation shall have no members.
- Section 1.4      The corporation is exclusively for charitable and educational purposes within the meaning of section 501 c (3) of the Internal Revenue Code.
- Sozo Recovery Centers** will work to promote the awareness and prevention of alcohol and drug abuse throughout the State by promoting education, health and wellness for citizens of Arkansas.
- Section 1.5      The defined service area for the **Sozo Recovery Centers** includes the entire State of Arkansas.

**ARTICLE II**  
**Offices**

- Section 2.1      The principal office of this corporation shall be located in Garland County, Arkansas, **Sozo Recovery Centers** may open branch offices as the need requires and as voted upon by the board of directors.

**ARTICLE III**  
**Board of Directors**

- Section 3.1      The activities, business and property of the corporation shall be controlled and managed by a board of directors. All corporate powers of the corporate powers of the corporation shall be vested in and exercised by the board of of directors.
- Section 3.2      The board of directors shall consist of not less than five (5) or no more than fifteen (15) directors.
- Section 3.3      The term of office shall be three (3) years. Directors may be re-appointed to the board for additional (3)-year terms.
- Section 3.4      A vacancy occurring on the board of directors may be filled by a majority vote of the remaining directors. The term of a director elected to fill a vacancy shall expire at the end of the unexpired term that such director is filling.
- Section 3.5      A director may resign by delivering written notice to the board of directors of the corporation.
- Section 3.6      A director may be removed without cause by the vote of two-thirds (2/3) of the directors.
- Section 3.7      No member of the board of directors shall receive any salary of emolument of office from the corporation, other than reimbursement of expenses when authorized by the Board.



## ARTICLE IV

### Meetings of Directors

- Section 4.1 Meetings of the board of directors shall be held as often as needed at a place and time set by the board of directors. One regular meeting during each quarter must be held.
- Section 4.2 One annual meeting of the board of directors shall be held at a place and time set by the board of directors.
- Section 4.3 The chairman of the board may call special meetings of the board of directors at such time and place and for such purpose as the said chairman of the board shall designate. Special meetings of the board of directors shall be called upon the written request filed with the secretary by one-third (1/3) of the members of the board. This request shall designate the time, place and purpose of the meeting. Discussion shall be limited to designated purpose of the meeting.
- Section 4.4
- a) Written notice stating the place, date and time of regular meetings shall be emailed no less than seven (7) days before the date of the meeting to each director of the corporation.
  - b) Notice of the annual meeting shall be given in the same manner as a regular meeting.
  - c) In the case of a special meeting, written notice stating place, date, time and the specified purpose of such meeting shall be emailed no less than seven (7) days before the date of the meeting to each director.
- Section 4.5 A quorum of the board of directors consists of 51% of elected board members. No business shall be transacted unless a quorum is present when the vote is taken.
- Section 4.6 Robert's Rules of Order (Revised) shall govern all meetings of the board of directors, except when in conflict with these bylaws, in which case these bylaws shall govern.
- Section 4.7 Whenever any notice is required to be given by these bylaws or the Articles of Incorporation of this corporation or any of the corporation laws of the state of Arkansas, 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 deemed equivalent thereto.

## ARTICLE V

### Officers

- Section 5.1 The officers of the board of directors shall be a Chairman, Vice-Chairman, Secretary, Treasurer and such other offices as may be authorized by the board of directors. All officers shall be members of the board of directors and shall be elected by the board of directors. Officers shall serve a one (1) year term. Any officer may be re-elected to successive terms.
- Section 5.2 **The Chairman** shall preside at meetings of the board of directors and shall serve as an ex-officio member of all standing committees (except for the Executive Committee) and shall appoint all committee chairpersons; and shall perform other duties as may be properly required by the board.
- Section 5.3 In the absence or disability of the Chairman, the **Vice-Chairman** shall perform the duties of the Chairman; provided, however, that in case of death, resignation, disqualification or disability of the Chairman, the board of directors may declare the office vacant and filled by the Vice-Chairman.
- Section 5.4 **The Secretary** shall attend all meetings of the board of directors and shall be authorized to sign legal documents on behalf of the board of directors, which are consistent with Board policy and actions of the board of directors or the Executive Committee of the board of directors. The Secretary shall have custody of the Corporate Seal.

Section 5.5      **The Treasurer** shall keep full and accurate accounts of the finances of the Corporation and make reports quarterly to the board of directors.

Section 5.6      In the event of the absence or inability of any officer or officers of the corporation to act, or any person therein authorized to act in his place, the board of directors may delegate the powers and duties of any officers to another officer or director until a new officer has been elected.

#### **ARTICLE VI Committees**

Section 6.1      The Executive Committee shall consist of the four (4) principal officers of the corporation and President. The Chairman of the board shall serve as the chairman of the Executive Committee and shall preside at all of its meetings. The Executive Committee shall act on behalf of the board of directors between meetings of the Board and shall immediately report its actions to the Board. The Executive Committee may recommend agenda items and offer background information for the board of directors' meetings, and during Board meetings monitor format of proposed action and serve as "institutional memory" of the Corporation, in addition to other responsibilities.

Section 6.2      **Other Committees.** Additional committees may be designated by the Board of Directors with membership appointed by the chairman of the Board or by resolution of the Board.

#### **ARTICLE VII General Provisions**

Section 7.1      The fiscal year for this corporation shall begin on the first day of January.

Section 7.2      The board of directors shall have the power to select one or more banks to act as depositories for the funds of the corporation and determine the manner of receiving, depositing and disbursing such funds, the forms of checks and the person or persons signing the checks.

Section 7.3      A vote of two-thirds (2/3) of the members of the board of directors shall be required for dissolution of the Corporation.

Section 7.4      **Dissolution of Corporation.** In the event that this corporation shall be dissolved, all assets which it shall then have on hand, after provision for its lawful charges and obligations, shall be distributed by the board of directors for one or more exempt purposes within the meaning of section 501 c (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to another charitable organization exempt under section 501 c (3) of the Internal Revenue Code of 1986, the federal government, or to state and local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located.

Section 7.4      The board of directors shall have exclusive jurisdiction over the distribution of assets, including any assignment or granting of the use of the corporate name.

Section 7.5      These bylaws may be altered or amended by an affirmative majority vote of the directors present at any regular meeting or any special meeting called for such purpose.