

**BY LAWS
OF
OUACHITA CHILDREN'S CENTER, INC**

Original By Laws: December 1977

Amendment Dates: March 1995

October 1998

May 2002

November 2003

October 2008

March 2009

September 2009

November 2011

July 2012

November 2013

March 2014

September 2015

March 2017

**ARTICLE I
NAME AND OFFICES**

Section 1. Name. The Name of the Organization is Ouachita Children's Center. Herein after, the organization may be referred to as OCC.

Section 2. Principal Office. The Principal Office of the organization is 339 Charteroak, Hot Springs, Arkansas 71901.

Section 3. Other Offices. The Ouachita Children's Center may also have such other offices within the State of Arkansas as the Board of Directors may, from time to time, designate, and as the business and affairs of the organization may require.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The Ouachita Children's Center is a nonprofit corporation formed, is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The Ouachita Children's Center is organized for the purposes set forth in its Articles of Incorporation, dated November 7, 1977, and filed with the State of Arkansas on November 10, 1977.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Ouachita Children's Center and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board of Directors shall select and employ the Executive Director of OCC and shall prescribe his/her duties.

The Board of Directors shall be responsible for, but not limited to: (1) the adequacy and quality of client care; (2) the financial solvency of OCC and the appropriate use of funds; (3) the implementation of standards set forth in the rules and By Laws.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of not less than nine (9) or more than fifteen (15) members. Directors need not be residents of the State of Arkansas.

The term of office for a Director is three (3) years with one third of the directors elected each year. In the event of an unexpired term, a Director may be elected to a term of less than three years. Each Director is eligible to serve two (2) consecutive three (3) year terms or a total of seven and one-half (7-1/2) years consecutively.

Board members shall be selected as follows: Resumes for nominees shall be collected by the Board Development Committee which shall also conduct interviews of candidates. At its May Board meeting or by electronic mail, a list of candidates shall be presented to the Board for its review and election. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors. Electronic mail ballots will be accepted if presented on the same day as the board meets in May. Newly elected Directors will be seated at the July meeting.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office. Any Director who fails to attend three (3) consecutive Board meetings without a valid excuse may be asked to resign.

Section 4. Annual and Regular Meetings. The Board of Directors shall designate one meeting per year as its annual meeting. The Board of Directors will meet bi-monthly in July, September November, January, March and May. Standing Committees including the Executive Committee will meet bi-monthly in August, October, December, February, April and June or as needed. The Board of Directors may by resolution prescribe the time and

place of such other regular meetings.

The Secretary or his/her appointee will notify the Board members in writing ten (10) days in advance of regular meetings and an agenda, approved by the Chair, will be included.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, within the greater Hot Springs, Arkansas area as the date, hour, and place for holding any special meeting of the Board called by them. For action items requiring a vote, a quorum shall consist of sixty-six and two thirds (66.66%) of the current seated board members.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, email, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the Ouachita Children's Center. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum and Proxies. Sixty-six and two thirds (66.66%) of the current seated board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Proxies shall not be permitted.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Ouachita Children's Center in any other capacity and receiving compensation therefor.

Section 10. Informal Action. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by two-thirds of the Directors. Such action may take place via electronic mail.

Section 11. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chair or Secretary of the Ouachita Children's Center or by presenting his written resignation at an

annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office. (c) Any member of the Board who is absent from two (2) consecutive board meetings without notification to the Board Chair may be terminated by a majority vote of a quorum.

ARTICLE IV

REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of Board members of each Standing Committee shall be not less than one (1) appointed by the Chair. The Chair will report the appointments at the next regular board meeting and members shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors. A member of the Professional Staff, appointed by the Executive Director, shall serve as an ex-officio member of each committee.

Section 3. Officers. The Chair may designate from among the members of each regular committee a Chairman of such committee, and such other committee officers as the Chair may determine. The Chairman and any other officers of each such committee shall have such duties as the Chair prescribes. Committee Chairmen will provide written notes of committee meetings, including any recommendations requiring board action, to the Executive committee or the Board of Directors.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Chair.

Section 5. Meetings & Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee and with the exception of the Executive Committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee. Standing Committees will meet at least six (6) times a year in the months in which there is no regularly scheduled Board meeting or as needed. Other committees will meet as often as necessary in order to accomplish the task assigned.

Section 6. Rules & Responsibilities. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors. The responsibility of each committee is separately described and is appended to these By Laws but not considered as part of such.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

Section 8. Standing Committees. The eight (8) Standing Committees of the Board are: Finance, Audit, Executive, Board Development, Strategic Initiatives, Program & Personnel, Funds Development Committee, and Risk Management. Membership and responsibilities of each Standing Committee are appended to these By Laws, but are not considered as part of such.

Section 9. Executive Committee. The Executive committee shall be composed of the Chair of the Board, Vice Chair, Secretary, Treasurer and the Chairperson of each of the remaining Standing Committees. The Executive Director of OCC serves as an ex-officio member without vote. The immediate past-Chair serves as an ex-officio member. A quorum of the Executive Committee shall consist of sixty-six and two thirds (66.66%) of the current seated Executive Committee members, not including the ex-officio members. The Executive committee shall meet as needed to conduct routine business of OCC and shall report its action for approval by the full board at its next regularly scheduled meeting. Special meetings of the Executive Committee may be called by a quorum of the Executive Committee or by the Chair.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of Ouachita Children's Center shall be a Chair, Vice Chair, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every May meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his/her successor shall have been duly elected and qualified.

The Nominating Committee shall be comprised of three (3) Board Members, who have served on the Board of Directors for at least one (1) year, with at least (1) year remaining in their term on the Board. A member of the Nominating Committee cannot serve more than two (2) consecutive years on the committee.

The Nominating Committee shall present a slate of proposed officers at the regular May Board meeting. Nominations may be accepted from the floor. Vote will be by paper ballot. The successful candidate for any office must receive a majority of the votes cast. Officers will assume their offices at the July Board meeting

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the organization would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair has oversight of the business and affairs of OCC, provides direction and structure for the Board and works closely with the Executive Director. He/she may sign, with the Secretary or any other proper Officer of OCC authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he/she shall perform all such other duties as may be stated in these By Laws and be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. In the event the death, resignation or removal of the Chair, the person who serves as Vice Chair shall assume the office of Chair until the Board of Directors elects a successor to the Chair and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep or cause to have kept the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors

Section 8. Treasurer. The Treasurer shall be responsible for oversight of all funds and securities of Ouachita Children's Center, working closely with the Business & Finance Manager. The Treasurer shall present or cause to have presented financial reports to the Board of Directors at board meetings and other meetings as requested; shall serve as chair of the Finance Committee; and perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

ARTICLE VI PROFESSIONAL STAFF/EXECUTIVE DIRECTOR

Section 1. Executive Director. The professional qualifications for the position of Executive Director are set forth by the Board of Directors. The Executive Director of the Ouachita Children's Center is employed by the Board of Directors and is selected by an affirmative two-thirds (2/3) votes of the full, current Board of Directors. The Executive Director attends Board meetings, is an ex-officio member of the Board but has no voting

privilege. The Board of Directors shall perform at least an annual performance review of the Executive director which review will include the terms of employment.

Section 2. Responsibilities of Executive Director. The Executive Director is responsible for the general administration of OCC within the By Laws, guidelines, policies and rules and regulations prescribed by the Board of Directors. A full job description is appended to these By Laws but is not considered as part of such.

Section 3. Professional Staff. The Executive director is responsible for employing professional staff in accordance with employment policies. All staff receives an annual review. The Executive Director shall conduct at a minimum an annual performance review of all management level staff. The Executive Director may delegate to other key management professional staff the review of their respective staffs. All reviews on all professional staff are to be documented and maintained in the employee's personnel file.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the OCC in addition to or in place of the Officers so authorized by the By laws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the OCC and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the OCC, shall be signed by such Officer or Officers and/or agent or agents of the OCC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Ouachita Children's Center shall be deposited from time to time to the credit of the Ouachita Children's Center in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Ouachita Children's Center any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the OCC. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Arkansas and any other relevant jurisdiction.

ARTICLE VIII BOOKS AND RECORDS

The Ouachita Children's Center shall keep correct and complete books and records of

account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX FISCAL YEAR

The fiscal year of Ouachita Children's Center shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Arkansas or under the provisions of the Articles of Incorporation or the Bylaws of the Ouachita Children's Center, a waiver thereof in writing signed by the person or persons entitled to such notice, or acknowledged as received if by electronic mail whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice

ARTICLE XI AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting. Votes may be cast by email to the Board Secretary or Chair in the event the Director has an excused absence from the meeting at which such vote is to be taken. Email votes must be received no later than noon the day of the meeting.

ARTICLE XII PARLIAMENTARY AUTHORITY

Any rules of parliamentary procedure not covered by these By Laws shall be governed by the latest edition of 'Robert's Rules of Order'.

ARTICLE XIII DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service code and also in accordance with Arkansas code annotated 4-28-101 et seq., or

shall be distributed to the federal or state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of Arkansas.

ARTICLE XIV INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement penalties, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affect the right of an indemnified officer, director or employee under this Article shall apply to such officer, director, or employee with respect to those acts of omissions which occurred at any time prior to such amendment or repeal.

Attested to as the By Laws of Ouachita Children's Center, dated September 28, 2015

Carol Freeland, Chair

Raymond Wright, Secretary

