

BYLAWS OF THE EXTENSION, INC.

ARTICLE I: NAME, CORPORATE SEAL, AND FISCAL YEAR

Section 1. Name

The name of this corporation shall be "The Extension, Inc." (hereinafter referred to as The Extension,). It was founded in 1987 as the Marietta-Cobb Winter Shelter; it was incorporated in 1991; the name was changed to The Extension, Inc., in 1995. Its principal offices shall be at 1507 Church Street Extension, Marietta, Georgia. The Board of Directors may change the location of the principal office and may also designate additional offices where needed.

Section 2. Corporate Seal

The Board of Directors shall have power to adopt and alter the seal of the Corporation.

Section 3. Fiscal Year

The fiscal year of the Corporation, unless otherwise determined by the Board of Directors, shall be July 1 through June 30 of each year.

ARTICLE II: PURPOSE

Section 1. Scope of Purpose

We answer God's call to reach out to individuals and families by providing emergency winter shelter, addiction therapy and outreach services, including residential and outpatient treatment, as well as, other counseling services, in order to facilitate their independence from chemical addiction.

The purpose of this Corporation shall be:

- A. To provide addiction recovery services to individuals and families for the purpose of facilitating permanent solutions to their problems. This will include but not be limited to counseling, housing, and supportive services.

B. To provide outreach services for homeless persons to include but not be limited to weather contingency shelter on extremely cold nights, and initiatives with the homeless community to encourage self-sufficiency.

C. To cooperate with other human service providers in the delivery of services to addicted persons, homeless, at-risk and other indigent populations.

D. To conduct all activities within the qualification for corporations exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended, and to expend or apply the assets of the Corporation for such purposes.

Section 2. Areas of Service

This corporation may establish branches and provide for the conduct and maintenance of Corporation work in one or more sections of Georgia and in surrounding states. All branches and subdivisions established by the Corporation shall be under the control and direction of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Length of Service

Each Board Member will serve a three-year term and may succeed themselves for one additional term with Board approval. Board members may serve a third term after a year's absence from the Board. Upon request of the member to the Executive Committee and recommendation of the Executive Committee, any provision of this Section may be waived by a two-thirds vote of the Board members present and voting.

Section 2. Prospective Board Members

Prospective board members shall be made known to the Vice-Chair who will then guide them through a process designed to facilitate a thorough understanding of the organization, its mission, and those

it serves. The Executive Committee reserves the right to consider new members at anytime.

Section 3. Nomination of New Board Members

Upon completion of the orientation process, the Vice-Chair will bring the nomination of the prospective board member to the Executive Committee. Following their approval, the Executive Committee will forward the nomination to the board for a proxy vote subsequent to any request for discussion. Following the recommendation of the Executive Committee, the board reserves the right to dismiss, by majority vote, any member so deemed necessary.

Section 4. Powers

The Board of Directors shall have power to establish the policy of The Extension, Inc. in all its details. No contract, debt, or obligation exceeding \$500.00 shall be binding unless contracted under the authority of the Board of Directors or as included in approved budgeted items. They shall:

Fill all vacancies in elective offices.

Ensure The Extension, Inc. shall be protected from illegal actions by those persons having access to the Corporation's funds or other assets.

Approve or reject any club or other group activity, beyond that of day-to-day operations, carried on in connection with or for the benefit of The Extension, Inc.

Cause to have the Treasurer's books audited each year by an outside accountant. The fiscal year of The Extension, Inc. shall be from July 1st through June 30th of the following year.

Section 5. Removal

Board Members may be removed for reasons addressed in Article III Section 6 or for any other cause determined by the Board of Directors.

Section 6. Member Status

Any Board Member not in attendance for two (2) consecutive regular scheduled Board meetings shall be placed on "Inactive Board Member" status.

Inactive Board Members shall not be permitted to vote on any matter of Board Business. An inactive Board Member may be reinstated to active status upon affirmative vote of the majority of the Active Board Members present at the regularly scheduled Board meeting. Any such reinstatement shall be effective immediately following the affirmative vote for reinstatement.

Any Board Member who remains on inactive status for two (2) regularly scheduled meetings following written notice of change to inactive status shall be removed from the Board of Directors unless a majority of the Board Members approve an extension of time.

Any reference to "Board of Directors" in this document applies strictly to those with active status unless otherwise noted.

Article IV: Officers

Section 1. Election of Officers

At the May Board of Directors meeting or in any case by May 31st, a slate of Officers including Chairperson, Vice-Chair, Secretary, Treasurer shall be elected by plurality from the current Board of Directors. A Nomination Committee of no less than three Board Members shall be appointed by the Chairperson during the February Board meeting or in any case by February 28th. The Nomination Committee shall present to the Board of Directors at the regularly scheduled May Board Meeting, a list of persons nominated to each office, one name for each place to be filled and derived from the current Board of Directors. Nominations may be taken from the floor. These Officers shall serve for one year or until their successors are elected, with the exception of the Chairperson, who shall serve a three year term. The Chairperson can only serve one three year term unless at least one year has passed since his/her previous term. If there is a vacancy in the Chairperson's position, the Vice Chair will fill the role through the remainder of the fiscal year and be eligible to be elected to a three year term beginning with the start of the following fiscal year. A Member-at-Large shall be appointed by the Chair to serve on the Executive Committee. The Board shall fill all vacancies in unexpired terms.

Section 2. Duties of Officers

- A) The Chairperson shall:
 - 1. Preside at all meetings of Board of Directors, Executive Committee, and Annual Meetings.
 - 2. Appoint all standing and special Committee Chairs and Committees deemed necessary by the Board.
- B) The Vice-Chair shall:
 - 1. Preside in the absence of the Chair.
 - 2. Perform in his/her absence the duties of the Chair.
 - 3. Be considered the next likely Chairperson.
 - 4. Provide for on-going training of Board Members.
 - 5. Guide new Board Members through their orientation.
- C) The Member-at-Large shall:
 - 1. Serve as an additional representative of the Board in the deliberations of the Executive Committee.
 - 2. Perform other duties as assigned by the Chairperson.
- D) The Secretary shall:
 - 1. Keep minutes at all meetings of the Executive Committee, Board of Directors, and Annual Meetings.
 - 2. Cause all Directors to be notified of their elections and all Committee Chairs of their appointment, if they are not present at the time of election or appointment.
 - 3. Cause all Board Members to be notified of meetings at least ten days prior to the meeting.
 - 4. Cause the seal and important documents of The Extension, Inc. to be preserved.
- E) The Treasurer shall:
 - 1. Cause the funds and securities belonging to The Extension, Inc. to be maintained in accordance with the directions and policies of the Board of Directors.
 - 2. Cause to keep a detailed account of receipts and disbursements and give a monthly and yearly report to the Board of Directors, with copies to Executive Committee Members and other Board Members as requested.

ARTICLE V: MEETINGS

Section 1. Regular Meeting

The Board of Directors will hold regular meetings at least four times each calendar year at such place and time as may be designed by the Board Chair. Notice of regular meetings will be made via email or by a means deemed appropriate by the Board Chair.

Section 2. Annual Meeting

There shall be an Annual Meeting of The Extension, Inc on a date determined by the Board Chair. The purpose of the meeting shall be to:

Develop fellowship among members.

Enlist Member's assistance in carrying out the program for the coming year.

Notice of the Annual Meeting will be made via email or by a means deemed appropriate by the Board Chair.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the Board Chair, by a majority of the board, or by a request of a majority of members at a membership meeting. The object of any special meeting must be stated in the call and no other business may be transacted. The Secretary or someone designated by the Board Chair shall keep a record of attendance and minutes of the meeting. Notice of special meetings will be made via email or by a means deemed appropriate by the Board Chair.

Section 4. Open to Public

All meetings of the Board of Directors shall be open to the public. During any meeting, the Board of Directors may choose to enter "executive session," at which time only the members of the Board of Directors and any invited guests will be allowed in the session.

Section 5. Quorum

A quorum for transacting business shall constitute 50% of the number of Directors serving on the Board plus one. The quorum must be met immediately before the meeting begins. Board members may participate by telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Voting

Voting at meetings may be by ballot, voice, or show of hands at a meeting of the Board in which a quorum is present. A simple majority affirmative vote of the directors voting is required to pass a motion before the Board. The Board Chair may elect to vote or abstain.

Alternatively, voting may also be conducted electronically, between meetings, at the discretion of the Board Chair. To facilitate electronic voting, all members shall be required to provide the Board Chair and the Board Secretary with a valid e-mail address, and shall immediately update the Board Chair and the Board Secretary with any changes to their e-mail address. The Board Secretary shall maintain a full list of directors' current e-mail addresses.

To request an electronic vote, the Board Chair or a staff person at the behest of the Board Chair shall send an e-mail to all directors (at their e-mail addresses as shown on the list maintained by the Board Secretary), requesting a vote on a Motion or Resolution. Such e-mail requesting a vote must contain the full text of the Motion or Resolution on which the Board Chair is requesting a vote, with the subject line noting "VOTE REQUESTED" (or some equivalent phrase). In any e-mail requesting a vote on a Motion or Resolution, the Board Chair or a staff person at the behest of the Board Chair may provide a specific date and time to serve as a deadline for directors to respond with their electronic votes; any e-mail requesting a vote on a Motion or Resolution shall provide directors with no less than 24 hours to respond, and if no deadline is specified by the Board Chair or a staff person at the behest of the Board Chair may, directors shall have 24 hours to respond. Directors may respond to any e-mail requesting a vote with an e-mail stating "Yes" (or some equivalent but clear expression of consent) or "No" (or some equivalent but clear expression of refusal), and by providing an electronic signature; any director submitting a vote by e-mail must send their e-mail vote to at least the Board Chair or a staff person at the behest of the Board Chair may (though directors are free to provide their e-mail vote to other directors, as well). At the expiration of the deadline specified by the Board Chair or a staff person at the behest of the Board Chair may, the Board Chair or a staff person at the behest of the Board Chair may shall tally all e-mail votes received from the directors, and forward all e-mail votes to the Board Secretary; only votes submitted before the deadline shall be counted. A simple majority affirmative vote of all directors is required to pass a Motion or Resolution electronically. The Board

Chair or a staff person at the behest of the Board Chair may shall promptly notify the directors, via e-mail, of the outcome of any electronic vote.

Copies of the Board Chair's e-mail or the email of a staff person at the behest of the Board Chair may circulating any Motion or Resolution for electronic voting, and all e-mail votes sent in response to the Board Chair's e-mail or a staff person at the behest of the Board Chair may, must be printed and maintained in paper form for inclusion in the minutes to be voted on at the next official meeting of the Board of Directors."

Section 7. Robert's Rule of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised will be the authority for all questions of procedure at any meeting of The Extension.

ARTICLE VI. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Officers and the Immediate Past Chair, and the Member-at-Large. The Chairperson of the Board of Directors shall be Chairperson of the Executive Committee and the Secretary of the Board of Directors shall be Secretary of the Executive Committee. The Executive Committee shall act for the Board of Directors in the interim between Board meetings, but shall not have authority or power to reconsider or reverse any action or policy of the Board. It shall report all its actions to the next regular meeting of the Board of Directors. It shall be charged with the responsibility of establishing policies and procedures of The Extension, Inc. concerning finance, planning, personnel, recruitment, and public relations, and shall propose to the Board of Directors any changes to the by-laws of this organization.

ARTICLE VII. COMMITTEES

Section 1. Committee Structure

The Chairperson may establish Committees at his or her discretion. The Chairperson from the Board of Directors shall appoint committee Chairs. Committee Chairs shall report as the need arises to the Board of Directors, and if requested to the Annual Meeting. Each

Committee shall have the power to appoint subcommittees for carrying on the work assigned to it.

Section 2. Committee/Chairperson Relationship

The Chairperson is an ex-officio member of all Committees except the Nomination Committee and shall be notified of each meeting.

Section 3. Executive Director/Committee Relationship

The Executive Director shall serve as a non-voting, ex-officio member of all Committees. Upon request of any Committee Member, he/she shall retire from any Committee Meeting.

Section 4. Committee Powers

No Committee other than the Executive Committee shall enter any contract or incur any indebtedness or financial obligations of any kind on behalf of The Extension, Inc., except under the authority of the Board of Directors. The Executive Committee may delegate to the Executive Director certain powers.

ARTICLE VIII. EMPLOYED STAFF

Section 1. Executive Director

The Board of Directors shall employ the Executive Director. He/she shall be chief administrator and shall be a non-voting, ex-officio member of the Board of Directors. Upon request of any Board Member, he/she shall retire from any Board Meeting. He/she shall be on call for advice for all Committees of the Board of Directors. The Executive Director shall make monthly reports of activities at The Extension, Inc. to the Board of Directors.

Section 2. Other Staff

The Executive Director in accordance with the policies of the Board shall employ all other members of the staff. The Executive Director, subject to approval of the Board of Directors shall designate their duties. A copy of these job descriptions shall be on file in The Extension, Inc. offices and one copy given to the employee when he/she is hired.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Extension, Inc. in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order The Extension, Inc. may adopt.

ARTICLE X. AMENDMENTS

These by-laws may be amended at any regular or special meeting of the Board of Directors, provided that written notice of any proposed amendment shall have been mailed, emailed or hand delivered to all the Directors at least ten (10) days prior to the meeting at which it will be discussed and voted. The proposed amendment shall require a two-thirds majority vote of Board Members present and voting, and the vote shall be entered in the Minutes of the meeting.

ARTICLE XI. DISSOLUTION

In the event that The Extension, Inc. disbands, all liabilities and obligations are satisfied, all monies remaining in the treasury of The Extension, Inc. shall be transferred to charitable organizations as determined by the Board of Directors.

ARTICLE XII. PERSONAL LIABILITY & INDEMNIFICATION

Section 1. Corporate Liability

The Members of the Board of Directors shall not be held personally liable for any debt, obligation or liability of the Corporation. All persons, corporations or other entities contracting with, extending credit to, or having any claim against the corporation may only look to the funds and property of the Corporation for the payment of any such claim or contract for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification of Directors

The corporation shall indemnify and hold harmless each of its Directors and Officers and each member of any committee appointed pursuant to the by-laws of the Corporation against all contractual and other liabilities to others arising out of contracts made by, or other acts of, such Directors, Board, Officers or committee members, arising out of their status as Directors, Board, Officers or committee members, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, Board or committee member may be involved by virtue of such persons being or having been such Director, Officer, Board or committee member; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or fraud in the performance of his duties as such Director, Officer, Board or committee member, or (b) any matter settled or compromised, unless in the opinion of independent counsel selected by or in a manner determined by the Board, there is not reasonable ground for such persons being adjudged.

Section 3. Indemnification Against Expenses

To the extent that the Board, a Director, Officer of the Corporation, or member of any committee appointed pursuant to these by-laws has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 2 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

Section 4. Expenses of Defense of Legal Action

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer or committee member to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 5. Non-exclusion of Indemnification

The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any status, agreement, vote of members of the Corporation or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such right of indemnification shall continue as to a person or entity who has ceased to be a Director, an Officer of the Corporation, or a member of such committee, and shall insure to the benefit of the heirs, executors, administrators, personal representatives, successors and assigns of such person or entity.

ARTICLE XIII. Interpretation and Conflicts

Section 1. Interpretation of By-laws

In the event there shall be two interpretations of any part of these by-laws, one which would be illegal or invalid, and another which would be legal or valid, then the interpretation which would be legal or valid shall be used. In any legitimate controversy to the interpretation of any part of these by-laws, the decision of the Board of Directors to the proper interpretation of those parts in controversy shall be final and binding.

Section 2. Resolution of Conflicts

In the event that any part of these by-laws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation in conflict shall be valid. In the event that any part of these by-laws shall conflict with any other part of these by-laws, then the conflicting provision containing the strictest provision shall be valid. In the event any part of these by-laws shall conflict with purposes of The Extension, then the conflict shall be resolved in favor of the interpretation carrying forth the purposes of The Extension. In the event that any part of these by-laws might disqualify the Corporation from maintaining status as an organization described in Section 501(c)(3) of the Internal Revenue

Code, then such part shall be null, void and of no force and effect to the extent necessary, so that the Corporation will be an organization as described in Section 501(c)(3).