

Arkansas Coalition for Obesity Prevention
A NOT-FOR-PROFIT CORPORATION BY-LAWS
Revised 2016

ARTICLE I. PURPOSES

The corporation is organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code exclusively to prevent obesity and obesity related diseases by increasing the percentage of Arkansans of all ages who have access to healthy and affordable food and who engage in regular physical activity.

ARTICLE II. MEMBERSHIP

Membership in this organization shall be open to all who are interested in reducing the prevalence of obesity in Arkansas. Membership shall be declared by individuals and/or organizations to the Executive Committee.

ARTICLE III. ANNUAL AND REGULAR MEETINGS FOR THE CORPORATION

The annual meeting of the Members shall be held after the close of the fiscal year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The Board of Directors shall determine and fix the date, time and place of each annual meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Arkansas, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon as reasonably practical. At the annual meeting the officers of the Corporation shall report on the activities and financial condition of the Corporation. Other regular meetings of the Members may be held at such dates, times and places as shall be determined by the Board of Directors or the Executive Committee.

SECTION 1: PLACE OF MEETING

Unless otherwise prescribed by statute, the Board of Directors may designate any place, either within or without the State of Arkansas, as the place of meeting for any annual or regular meeting of the Members.

SECTION 2: NOTICE OF MEETING

Unless otherwise prescribed, written or electronic notice stating the place, date and time of the meeting, the matter or matters for which the meeting is called, shall be given either by regular mail, by electronic mail, by facsimile transmission, or in person to each Member of record entitled to vote at such meeting, not less than five (5) days before the date of the meeting.

SECTION 3: LIST OF MEMBERS TO VOTE

After setting the record date for a meeting, the Secretary shall prepare an alphabetical listing of the names of all of the Members of the corporation who are entitled to notice of the Members' meeting, which list must show the address of and number of votes each Member is entitled to vote. The Members list must be made available for inspection by any Member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting at the corporation's principal location or at a place or on a website identified in the meeting notice in the city where the meeting will be held.

SECTION 4: QUORUM

Unless otherwise provided by Board of Directors, ten percent (10%) of the votes entitled to be cast on a matter represented in person or by proxy shall constitute a quorum for purposes of such matters at any meeting of Members. A majority of the votes cast at any meeting at which a quorum is present shall decide every question or matter submitted to the Members at such meeting, unless otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. Cumulative voting in the election of Directors shall not be permitted. Unless one-third (1/3) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of Members are those matters that are described in the meeting notice. For the purposes of the Board of Directors meetings, fifty percent in attendance shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than fifty percent is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 5: ACTION BY BALLOT

Any action that may be taken at any annual, regular or special meeting of Members maybe taken without any meeting if the corporation delivers a written or electronic ballot to every Member entitled to vote on the matter. The written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

SECTION 6: PROXIES

Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its effective date, unless the proxy expressly provides for a longer period not to exceed three (3) years. A duly executed proxy shall be revocable. A Member may revoke any proxy by attending the meeting and voting in person or by filing with the Secretary of the corporation an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Proxies shall be dated and shall be filed with the records of the meeting.

SECTION 7: ADJOURNMENTS

Any meeting of Members, annual and regular, at which a quorum is present, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

SECTION 8: ORGANIZATION

Meetings of Members shall be presided over by the Chair of the Board of Directors or the Chair Elect, or in the absence of the foregoing persons by a presiding officer designated by the Board of Directors, or in the absence of such designation by a presiding officer chosen at the meeting. The Secretary shall act as secretary of the meeting, but in the absence of the Secretary the presiding officer of the meeting may appoint any person to act as secretary of the meeting.

SECTION 9: RESIGNATION OF MEMBERS

Any Member may resign from the Corporation by delivering a written resignation to the Chair or Secretary of the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The affairs, activities and operation of the Corporation shall be managed by its Board of Directors.

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS

The number of Directors of the Corporation shall be not less than five (5) or more than 15. The initial Directors shall be those persons elected by the current Executive Team, and any others elected by the initial Directors, who shall serve as Directors until the election of their successors at the first annual meeting of the Members. Thereafter, the following criteria for tenure and qualifications shall apply. There shall be up to 15 Directors as determined by the Board of Directors. Directors shall be elected by the Members at the annual meeting thereof. Each Director shall hold office for a term of office until, three years with a maximum of six years of continuous service allowed. After two consecutive terms a Director shall not be eligible for re-election for at least one year unless a candidate cannot be found to replace the current Director. Directors may be reelected.

SECTION 3: CONFLICT OF INTEREST TRANSACTION

The affirmative vote of a majority of the Directors present at a meeting when 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. Upon disclosure of the material facts of the transaction and the Director's interest therein, a Conflict of Interest Transaction may be authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors then in office who have no direct or indirect interest in the transaction. However, a Conflict of Interest Transaction may not be authorized, approved or ratified by less than a majority of the entire Board of Directors. A "Conflict of Interest Transaction" is a transaction with the Corporation in which a Director has a direct or indirect interest. For purposes of this Section a Director has an indirect interest in a transaction: (i) if the Director has a material interest in an entity that has a direct interest; or (ii) the Director is a general partner in a partnership, a manager of a limited liability company, or a director, officer or trustee of another entity that has a direct interest. The Board may impose additional requirements on Conflict of Interest Transactions by a resolution adopting a Conflict of Interest Policy.

SECTION 4: ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Any action taken shall be effective when the last Director has signed the consent, unless the consent specifies a different effective date, which effective date shall control. Consent delivered by facsimile transmission or electronically shall constitute a valid signed consent. A consent signed has the effect of a meeting vote and may be described as such in any document.

SECTION 5: TELEPHONIC MEETINGS

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 6: REMOVAL OF DIRECTORS

A Director may be removed with cause by the vote of a majority of the Directors present at a meeting which is called for the purpose of removing a Director and for which the meeting notice states that the purpose or one of the purposes, of the meeting is removal of a Director. The Director shall be entitled to appear before and be heard at such meeting. However; any Director may be removed immediately by the Executive Committee whenever in its judgment the best interests of the Corporation will be served thereby.

SECTION 7: VACANCIES

Any vacancy occurring in the Board of Directors may be filled at a regular board meeting by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office or until the selection, nomination and confirmation of a successor Director whichever occurs first. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election by the Members. Any Director who fails to attend three (3) regular Board meetings in a Board year without a valid excuse as determined by the Chair shall be considered for all purposes as having resigned as Director.

SECTION 8: CHAIR AND CHAIR ELECT

The Chair of the Board of Directors shall preside at all meetings thereof, and in the Chair's absence the Chair Elect shall preside. The Chair and Chair Elect shall also serve on the Executive Committee as more fully set forth herein.

SECTION 9: COMPENSATION

No compensation shall be paid to the Directors, as such, for their services, but under policies established by Resolution of the Board, a Director may be reimbursed for actual expenses incurred in attending each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore within the constraints of the Arkansas law and the federal law relating to charitable organization tax exempt under 501(c)(3) of the Code.

ARTICLE V. OFFICERS

SECTION 1: OFFICERS

The officers of the Corporation will be a President, (who may also be referred to as the Chief Executive Officer), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. In the absence of a President, the Chair may serve also as President upon appointment to that office by the Board of Directors. Any of those officers may also be Directors, provided that no such officer who is a salaried employee of the Corporation may serve as a voting member of the Board of Directors. The same individual may simultaneously hold more than one office in the Corporation, but no individual may act in more than one capacity where action of two or more officers is required. Such other officers and assistant or subordinate officers as may be deemed necessary may be elected or appointed by the Board of Directors. The Board also may delegate to any officer the power to appoint any assistant or subordinate officers and to prescribe the duties and authority thereof.

SECTION 2: ELECTION AND TERMS OF OFFICE

The officers of the Corporation shall be elected by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the officer's death, term expires, resignation, or removal in the manner hereinafter provided.

SECTION 3: REMOVAL

The President may be removed by the Executive Committee whenever in its judgment the best interests of the Corporation will 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: PRESIDENT

The President shall be the Chief Executive Officer of the Corporation, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and the President shall in general perform all duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. SECRETARY

The Secretary shall: (a) keep the minutes of the proceedings of the Executive Committee, Board of Directors and Full Coalition meetings and place records on the website; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7: TREASURER

The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors and in accordance with the financial control procedures duly adopted by the Board of Directors; (c) provide a report on the financial condition of the corporation at the annual meeting of the Directors and at such other times as may be requested by the Board of Directors; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VI. COMMITTEES

SECTION 1: ESTABLISHMENT

The Board of Directors may establish, instruct, and discharge one or more committees of the board. A committee may be established either as a standing committee or as an ad hoc committee for a special purpose. Each committee established by the Board of Directors shall consist of two or more Directors each of whom shall serve at the pleasure of the Board of Directors. The creation of each committee and the appointment of members shall be approved by the Board of Directors.

SECTION 2: POWERS

The Board of Directors may delegate such of its powers as it deems necessary to such committees as it may from time to time establish; provided, however, that a committee of the Board may not (i) authorize distributions; (ii) approve the dissolution, merger or the sale, pledge or transfer of all or substantially all

of the Corporations assets; (iii) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or (iv) adopt, amend or repeal the articles or bylaws; or (v) approve the annual budget. Any committee may exercise such of the Board's authority as the committee is granted by the Board of Directors.

SECTION 3: MEETINGS AND ACTIONS

The provisions of these Bylaws shall apply to govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of each committee and its members. Pursuant to those provisions, the chair of each committee shall fix the time and place of its meetings, shall provide for the recording of minutes of committee meetings, and shall promptly report the committee's actions and recommendations to the Board of Directors. If the committee chair is unable or otherwise fails to perform those duties, the Chair of the Board of Directors may take such actions as are necessary to ensure that the committee's responsibilities are fulfilled, including without limitation the replacement of the committee chair.

SECTION 4: EXECUTIVE COMMITTEE

There shall be a standing committee to be known as the Executive Committee. The members of the committee shall consist of the President, the Chair, the Chair Elect, the Secretary and the Treasurer of the Corporation and the immediate past-Chairperson. The Executive Committee may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation as allowed under the Arkansas Nonprofit Corporation Act of 1993. The Executive Committee shall maintain regular minutes of their proceedings and report the same to the Board of Directors at each regular meeting of the Board. The Executive Committee will be responsible for nominations of the President, Directors, and Workgroup Team members.

SECTION 5: WORKGROUP COMMITTEES

There shall be standing committees to be known as the Workgroup Committees. These committees shall be responsible for recruiting members and developing work-plans. The Workgroup Committees represent the goals and projects of the coalition. They will consist of the general membership of the coalition. Members will self-select into committees based on their interest and expertise. Chairs and/or co-chairs will be elected every other year by the Executive Committee and will serve as Directors on the Board of Directors. Committees will have specific projects/goals and will report progress at the general meetings. Committees may be added or deleted as needed and current Committees are as follows:

ACCESS TO HEALTHY FOODS:

The workgroup focuses on increasing healthy eating opportunities for all Arkansans. Strategies include educating stakeholders and policymakers about ways to impact Arkansans' access to healthy and affordable foods; supporting policies and legislation to increase Arkansans' consumption of fruits, vegetables and whole grains; assisting communities in reducing food insecurity and hunger among Arkansans; and increasing breastfeeding initiation and duration.

BUILT ENVIRONMENT:

The workgroup supports city and town planners to promote physical activity by developing pedestrian and bicycle friendly neighborhoods that offer convenient, pleasant, and safe non-motorized links between residences, schools, shopping, and recreational facilities. Active lifestyles can be encouraged by incorporating well designed, mixed-use development that permits a high quality of life with little need for a car to conduct daily activities.

EARLY CHILDHOOD AND SCHOOLS:

The workgroup promotes collaboration with parents and communities to create a unified environment that promotes healthy eating and physical activity.

WORKSITE WELLNESS:

The workgroup empowers employers to combat obesity in the workplace. This workgroup is responsible for collaborating with local, state, and national resources to identify best practices for workplace obesity intervention programs to decrease obesity and related chronic diseases across Arkansas.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1: CONTRACTS

The Board of Directors may authorize by resolution 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 specific instances.

SECTION 2: LOANS

No loans shall be made by the Corporation to its Directors or officers. Any Directors who vote for or assent to the making of a loan to a Director or officer, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof in accordance with the provisions of the Arkansas Nonprofit Corporation Act of 1993. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3: CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness 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 from time to time be determined by resolution of the Board of Directors.

SECTION 4: DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be January 1st through December 31st.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors and the Members at any regular meetings thereof. Unless the amendments are unanimously adopted by the Directors acting without a meeting hereof or unless notice is waived, the Corporation shall provide ten (10) days written notice to the Directors that the amendment will be voted upon at the meeting of the Board of Directors, and the notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment of the Bylaws, and the notice shall also contain or be accompanied by a copy or a summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the Directors in office at the time the amendment is adopted. Any amendment must also be approved by the Members by a vote of two-thirds (2/3) of the Members present at a regular called with the same notice requirements as specified in this Article for Directors, unless the Members take action on the amendment by written ballot in accordance with these Bylaws.

CERTIFICATE

I, the undersigned, hereby state and certify that the foregoing is a true, correct and conformed copy of the Bylaws of ARKANSAS COALITION FOR OBESITY PREVENTION duly adopted by the Board of Directors of said organization on the 27th day of July 2015, and further amended in 2012 and that the same have not been altered, modified, amended or repealed in any respect and remain in full force and effect on this date.

BOARD SIGNATURES