



By-Laws

FreeTHEM Incorporated

By-Laws (March 1st, 2016)

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FreeTHEM Incorporated
NON-PROFIT CORPORATE BYLAWS

ARTICLE 1
NAME

1.1 Name

The name of this corporation shall be FreeTHEM Incorporated. The business of the corporation may be conducted as FreeTHEM Incorporated.



ARTICLE 2

PURPOSES

2.1 Purposes

FreeTHEM Inc., is a Nonprofit established to assist, Youth and their families from the effects of drug dependence exposure; Learning to recognize they are valuable assets and essential individuals; to grow and Love starting in Waterbury, CT and eventually Nationwide.

By Youth of caregivers that have drug dependence exposure we do not only refer to the Youth, but also to their blood relatives and/or caregivers from the effects of drug addiction exposure to anyone directly or indirectly.

FreeTHEM Inc. may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, governmental agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

Notwithstanding any other provision of these by-laws, FreeTHEM Inc. shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under the Connecticut Revised Nonstock Corporation Act (Section 33-1000 to 33-1290).



ARTICLE 3

MEMBERSHIP

3.1 Membership

The Corporation shall have no members.

ARTICLE 4

DIRECTORS

4.1 General Powers

The management and control of the affairs of FreeTHEM Inc. shall be vested in its Board of Directors. Directors shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

4.2 Number & Qualifications

The Board shall consist of not less than three (3) or more than fifteen (15) Directors, the specific number to be set by resolution of the Board. Directors must be at least twenty one (21) years of age. Directors shall be sought who have experience or working interest in areas such as finance, real estate, human resources, event management, and/or possess a specific skill necessary to chair and oversee the Community Committees of the Corporation, and work with Community Committee members to arrive at agreed-upon proposals for presentation to the full Board. This Corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race physical handicap gender, ancestry, religion, or sexual orientation.



4.3 Election & Term of Office

The initial Directors named and not named in the Articles of Incorporation shall serve until the third annual meeting. At the third annual meeting, one third of Directors shall be elected to one-year terms, one-third to two-year terms, and the remaining Directors to three-year terms. At subsequent annual meetings, Directors shall be elected to three-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ARTICLE 5 OFFICERS

5.1 Number & Qualifications

The officers shall be President, Vice President, Secretary, Treasurer, Advisor, and such other Officers and assistant Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices.

5.2 Election & Term of Office

The Board at the annual meeting shall elect Officers each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.



5.3 President

The President shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer, or any other proper Officer authorized the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these by-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

5.4 Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice President shall in general perform all duties incident to the office of Vice President and such other duties as may be assigned by the President or the Board from time to time.

5.5 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.



5.6 Treasurer

If required by the Board, the Treasurer shall give a bond, at the expense of the Corporation, for faithful discharge of his or her duties in such sum and with such sureties as determined by the Board. The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and 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 into such banks, credit unions, trust companies, or depositories as selected by the President or the Board from time to time.

5.7 Advisor

In the absence of the Vice President, the Secretary, and/or the Treasurer; or in the event of their inability or refusal to act, the Advisor shall perform the duties of the Vice President, the Secretary, and/or the Treasurer and when acting shall have all the powers, and be subject to the restrictions placed on those positions. In the case of simultaneously absences of the President and the Vice President, or in the event of their simultaneously inability or refusal to act, the Advisor shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Advisor shall assist all Officers by ensuring their quality and integrity in all aspect of their duties. The advisor shall in general perform all duties incident to the office of Advisor and such other duties as may be assigned by the President or the Board from time to time.



ARTICLE 6

COMMITTEES

6.1 Executive Committee

The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

6.2 Other Committees

The Board may establish and empower such standing Community Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Committee decisions must be approved by the Board prior to enactment.



ARTICLE 7

PROCEDURE

7.1 Meetings

The annual meeting of the Board shall be held during the winter months for the purpose of electing Directors and transacting such business as may properly come before the meeting. Regular meetings of the Board shall be held twice a month (the second meeting being held by telephonic or electronic means) on the second and fourth Thursday of each month at seven (7) in the evening or as established by the Board. Special meetings of the Board may be called by or at the request of the President, any two Directors, or a majority of paid staff of the corporation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at the principal office of the Corporation or at such other place within the State of Connecticut designated by the Board or persons entitled to call a meeting. Attendance at meetings of the Board may, in special situations, be by telephonic or electronic means.

7.2 Notice

Unless otherwise stated in this by-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to these by-laws, or at the dissolution of the Corporation, shall be given to the appropriate Director or committee members not less than fifteen (15) days prior to the date of the meeting. Any notice required under the provisions of these by-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.



7.3 Quorum

A majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

7.4 Procedure

All meetings shall be conducted according to the standard parliamentary procedure. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each Board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting, or by telephonic or electronic means. Unless otherwise provided for in these by-laws, the act of those present in person or in proxy or by telephonic or electronic means at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.



7.5 Resignation

Any Director, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

7.6 Removal

The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination.

7.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these by-laws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.



ARTICLE 8 **ADMINISTRATION**

8.1 Fiscal Year

The fiscal year shall be the calendar year or such other period as determined by the Board.

8.2 Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and, at its registered office, the name and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

8.3 Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

8.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.



8.5 Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board

8.6 Deposits

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



ARTICLE 9 MISCELLANEOUS

9.1 Offices

The principal office of the Corporation shall be located in New Haven County of the State of Connecticut. The Corporation may also have offices at such other places within the State of Connecticut as its business and activities may require and as the Board may, from time to time designate.

9.2 Indemnifications

The Corporation may indemnify to the fullest extent permitted by Connecticut State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgements, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Connecticut State law.



9.3 Amendment

These by-laws may be amended by two-thirds vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the by-laws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the Connecticut Revised Nonstock Corporation Act (Section 33-1000 to 33-1290).

9.4 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

ADOPTION OF BY-LAWS

FreeTHEM Inc. Nonprofit Board of Directors on _____ adopted the forgoing by-laws.

Secretary



FreeTHEM Inc.

*Learn * Grow * Love*