

HEBER-OVERGAARD COMMUNITY RESOURCE NETWORK

BYLAWS – Amended May 2024

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1. ARTICLE I – NAME

a. Name

- i. The name of this Non-Profit Organization shall be Heber-Overgaard Community Resource Network, Inc. The business of the organization may be conducted as Heber-Overgaard Community Resource Network, Heber-Overgaard Community Resource Network Inc, HOCRN Inc, or HOCRN. Also, herein known as Heber-Overgaard Community Resource Inc., HOCRN Inc, or HOCRN.

2. ARTICLE II – MISSION STATEMENT, PURPOSE AND POWERS

a. Mission Statement

- i. TO PROVIDE COMMUNITY RESOURCES FOR HEBER-OVERGAARD RESIDENTS AND VISITORS.

b. Purpose

- i. Heber-Overgaard Community Resource Network is a non-profit organization and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- ii. HOCRN's purpose is to address the needs and/or barriers of its clientele and/or coordinate the efforts of community resource network affiliates to ensure the successful collaboration of said affiliates in the effort to elevate Individuals to self-sufficiency through resource provision and case management tools. Heber-Overgaard Community Resource Network is not organized and shall not be operated for the private gain of any person. The property of the organization is irrevocably dedicated to charitable purposes and no part of the receipts, or net earnings of the organization shall be used for any activities other than its mission. HOCRN will always retain control over the contributed funds and will provide the relative information regarding its activities on its website.
 1. To maximize our impact on current or future efforts, we may seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the Internal Revenue Code. At the pleasure of the board of directors, HOCRN, may provide internships, and/or volunteer opportunities which shall provide opportunities in said activities and programs in order to have a greater impact for change.

c. Powers

- i. The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the organization is organized, and to aid and assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions, the acceptance of membership fees from participating organizations, as appropriate, defined in the Bylaws.

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d. Nonprofit Status and Exempt Activities Limitation

- i. Nonprofit Legal Status: Heber-Overgaard Community Resource Network is an Arizona non-profit public benefit organization, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.
- ii. Exempt Activities Limitation: Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity, by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Inorganization and these Bylaws.
 1. *Amended May 10, 2022
 2. Upon termination or dissolution of the Heber-Overgaard Community Resource Network, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization.
 3. The organization to receive the assets of the Heber-Overgaard Community Resource Network hereunder shall be selected by the discretion of a majority of the managing body of the Heber-Overgaard Community Resource Network and if its members cannot so agree, then recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Heber-Overgaard Community Resource Network by one (1) or more of its managing body which verified position shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.
 4. In the event that the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to this organization, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

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5. Said organization is organized exclusively for charitable, religious, educational, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. ARTICLE III – BOARD OF DIRECTORS

a. Number of Directors

- i. The Heber-Overgaard Community Resource Network shall have a board of directors consisting of 5 directors, including President, Vice President, Secretary-Treasurer and two (2) Directors. Within these limits, the board may increase or decrease the number of directors serving on the board. Each director will be assigned tasks and duties according to each person's strengths and interests.

b. Board Powers

- i. All organization powers shall be exercised by or under the authority of the board, and the affairs of HOCRN shall be managed and/or governed under the direction of the board, except as otherwise provided by law.

c. Terms

- i. For the purpose of staggering terms, half of the initial board of directors will serve a 2-year term (President & Secretary-Treasurer) and the other half will serve a 3-year term (Vice President & 2 Directors). All directors thereafter shall be elected to serve a 2-year term; however, the term may be extended until a director has been elected.
- ii. Director terms shall be staggered so that approximately half the number of directors will end their term in any given year.
- iii. The term of the office shall be considered to begin July 1 and end June 30 of the second year in office, unless the term is extended until such time as a successor has been elected.
- iv. Each director shall hold office until the expiration of the term for which he/she was elected. Directors may serve terms in succession.

d. Qualifications of Directors

- i. In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and a volunteer serving the Heber-Overgaard community.

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e. Election of Directors

- i. Additional Directors may be elected at any board meeting by the majority vote of the existing board of directors.
- ii. The election of directors to replace those who have fulfilled their term of office shall take place in June of each year.
 1. HOCRN Board of Directors Statement of interest to be e-mailed to our List of Resources by May 15th, with directions to have them returned no later than May 30th.
 2. Ballots to be e-mailed to our List of Resources by June 1st, with directions to have them returned by June 15th.
 3. Vote is ONE per individual person, family, Organization or Business.

f. Vacancies

- i. The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, removal of a director, or removal of an appointed position.
 1. Unexpected Vacancies: Vacancies on the board of directors due to resignation, death, or removal shall be filled by appointment to the board for the balance of the term of the director being replaced.

g. Removal of Directors

- i. A director may be removed by two-thirds vote of the board of directors then in office, if:
 1. The director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have power to excuse himself/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.
 2. For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.
 3. Due to nonfulfillment of duties required by board, misconduct, theft and/or misrepresentation.

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h. Manner of Acting

- i. Quorum: A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. Each director present shall have one vote. Phone, text or web-based participation is permitted. Proxies or alternates do not count towards a quorum.
- ii. Majority Vote: Except as otherwise required by law or by the articles of inorganization, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- iii. Hung Board Decisions: On the occasion that directors of the board are unable to decide based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion.
- iv. Participation: Except as required otherwise by law, the Articles of Inorganization, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephone conference call.

i. Board of Directors Meetings

- i. Meeting Location: The board may hold its meetings at, a pre-determined location within the Heber-Overgaard community or other location as determined by the board.
- ii. Regular Meeting: Regular meetings of the board may be held with notice at such time and place as it shall from time to time determine. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of the meeting need not be specified.
- iii. Special Meeting: Special meetings of the board may be called by the president, vice president, secretary-treasurer, or any two (2) other directors of the board of directors. The purpose of the meeting need not be specified.

j. Compensation for Board Service

- i. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel and meal expense to attend board meetings.

k. Compensation for Professional Services by Directors

- i. Directors are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

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I. Chairmen

- i. At all regular meetings of the board of directors, the board president, or chair of the board shall preside and conduct the affairs of the board. The executive order is as follows and is to be practiced and observed during any and all proceedings in the absence of the President: Vice-President, Secretary-Treasurer, in order as present or a chairman chosen by the board, shall preside.

4. ARTICLE IV – OFFICERS

a. Board Officers

- i. The officers of the organization shall be a Board President, Vice-President, Secretary/Treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties of other officers.

b. Term of Office

- i. Each officer shall serve a two (2) year term of office. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

c. Removal and Resignation

- i. The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party. Any resignation shall take effect at the day of the receipt of the notice. The acceptance of the resignation shall not be necessary to make it effective. In the event of death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

d. President

- i. At all times the president of the organization shall be the board president. He/she shall preside at all meetings of the members of the board; he shall have the general management of the affairs of the organization and shall perform all other duties incident to the office and shall see that all orders and resolutions of the board are carried into effect.

e. Vice President

- i. In the absence or disability of the board president the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have the powers of and be subject to all the restrictions of the board president. The vice-president shall have other such powers and shall perform other such duties prescribed by the board of directors or the board president.

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f. Secretary-Treasurer

i. The Secretary-Treasurer shall:

1. Keep, or cause to be kept a book of minutes of all meetings and actions of the directors and committees of the directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken. The secretary shall cause notice to be given of all meeting of the board of director and committees as required by the bylaws. The secretary shall have such powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in the performance of all or part of the duties of the secretary.
2. Be the lead director for the oversight of the financial condition and affairs of the organization. The treasurer shall oversee and keep the board informed of the financial condition of the organization and of the audit or financial review results. In conjunction with other director or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of other organization, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

g. Directors

- i. The Director shall serve as a member of the Executive Board; make themselves available to the committees appointed by the membership as an ad-hoc member; assist committees to meet the needs and direction of HOCRN.

h. Non-Director Officers

- i. The board of directors may designate additional Committee Person(s) and assign duties within the organization.

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5. ARTICLE V – COMMITTEES

a. Committees

- i. The board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees.
- ii. Any committee, to the extent provided in resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution may:
 1. Take any final action on matters which also requires board members' approval or committee liaison approval.
 2. Fill vacancies on the board of directors or in any committee which has the authority of the board;
 3. amend or repeal Bylaws or adopt new Bylaws;
 4. amend or repeal any resolution of the board of directors, which by its express terms is not so amendable or repeal able;
 5. appoint any other committees of the board of directors or the members of these committees;
 6. expend corporate funds to support a nominee for board of director; or
 7. approve any transaction;
 8. to which the organization is a party and one or more directors have a material financial interest; or
 9. between the organization and one or more of its directors or between the organization or any person in which one or more of its directors have a material financial interest.

b. Meetings and Action of Committees

- i. Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

c. Informal Actions by the Board of Directors

- i. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, and shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission and/or text from an e-mail address or phone number on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email, and/or text to approve actions, as long as a quorum of board members gives consent.

d. Executive Committee

- i. The executive committee is made up of the Board President, the Vice President, Secretary-Treasurer, and directors. Executive Committee meetings shall be closed, unless otherwise designated. A purpose of the Executive Board is to make decisions when time is of the essence.

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6. ARTICLE VI - CONTRACTS, CHECKS, LOANS. INDEMNIFICATION AND RELATED MATTERS

a. Contracts and other Writings

- i. Except as otherwise provided by resolution of the board or board policy. All contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the President or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the board.

b. Checks, Drafts

- i. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by a minimum of two (2) officers of the organization and in such manner as shall from time to time be determined by resolution of the board.

c. Deposits

- i. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the board or a designated committee of the board may select.

d. Loans

- i. No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

e. Indemnification

- i. Mandatory Indemnification: The organization shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the organization against reasonable expenses incurred by him or her in connection with the proceedings.
- ii. Permissible Indemnification: The organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- iii. Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the organization in these bylaws.

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- iv. Indemnification of Officers: Agents and Employees. An officer of the organization who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The organization may also indemnify and advance expenses to an employee or agent of the organization who is not a director, consistent with Arizona Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

7. ARTICLE VII – MISCELLANEOUS

a. Books and Records

- i. The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the organization shall keep a copy of the organization's Articles of Inorganization and Bylaws as amended to date.

b. Fiscal Year

- i. The fiscal year of the organization shall be from January 1 to December 31 of each year.

c. Conflict of Interest

- i. The board shall adopt and periodically review a Conflict-of-Interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. See Article 11.

d. Nondiscrimination Policy

- i. The officers, directors, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Heber-Overgaard Community Resource Network not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

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e. Bylaw Amendment

- i. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided through a motion, second and vote via e-mail or text.
- ii. That no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and, that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by majority vote of a quorum of directors at a Board meeting.
- iii. That all amendments be consistent with the Articles of Incorporation.

8. ARTICLE VIII – COUNTERTERRORISM AND DUE DILIGENCE POLICY

- a. In furtherance of its exemption by contributions to other organizations, domestic or foreign, HOCRN shall stipulate how the funds will be used and shall require the recipient to provide the organization with detailed records and financial proof of how the funds were utilized.
- b. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, HOCRN willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. HOCRN shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

9. ARTICLE IX – DOCUMENT RETENTION POLICY

a. Purpose

- i. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of HOCRN records.

b. Policy

i. General Guidelines

1. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

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2. From time to time, HOCRN may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.
 - ii. Exceptions for Litigation Relevant Documents
 1. Heber-Overgaard Community Resource Network expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or HOCRN informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
 - iii. Minimum Retention Periods for Specific Categories
 1. Corporate Documents: Corporate records include the organization's Articles of Incorporation, bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently.
 2. IRS regulations require that the Form 1023 be available for public inspection upon request.
 3. Tax Records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
 4. Employment Records/Personnel Records: State and federal statutes require the organization to keep certain recruitment, employment and personnel information. The organization should also keep personnel files that reflect performance reviews and any complaints brought against the organization or individual employees under applicable state and federal statutes. The organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

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5. Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the organization.
6. Press Releases/Public Filings: The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.
7. Legal Files: Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
8. Marketing and Sales Documents: The organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files. generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
9. Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the organization and are protected as a trade secret where the organization:
 - a. derives independent economic value from the secrecy of the information; and
 - b. has taken affirmative steps to keep the information confidential.
10. The organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.
11. Contracts: Final, execution copies of all contracts entered into by the organization should be retained. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
12. Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
13. Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
14. Insurance: Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

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15. Audit Records: External audit reports should be kept permanently. Internal audit reports should be kept for three years.

- iv. Electronic Mail, E-Mail that needs to be saved should be either:
 - 1. Printed in hard copy and kept in the appropriate file; or
 - 2. Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

10. **ARTICLE X - CODES OF ETHICS AND WHISTLEBLOWER POLICY**

a. Purpose

- i. Heber-Overgaard Community Resource Network. Requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of HOCRN to adhere to all laws and regulations that apply to the organization. The underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

b. Reporting Violations

- i. If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of HOCRN is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

c. Acting in Good Faith

- i. Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly false shall be viewed as a serious disciplinary offense.

d. Retaliation

- i. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of HOCRN and provides the HOCRN with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.
- ii. HOCRN shall not retaliate against any director, officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of HOCRN or of another individual or entity with whom HOCRN has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

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- iii. HOCRN shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of HOCRN that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

e. Confidentiality

- i. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

f. Handling of Reported Violations

- i. The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.
- ii. This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

11. ARTICLE XI – CONFLICT OF INTEREST POLICY

a. Purpose

- i. The purpose of the Conflict-of-Interest policy is to protect the interest of Heber-Overgaard Community Resource Network when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of HOCRN or might result in possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

b. Definitions

- i. Interested Person: Any director, or principal officer of the company, or member of any committee of the board, who has a direct or indirect interest, as defined below, is an interested person.
- ii. Financial Interest: A person or financial interest who:
 - 1. has a financial interest if the person has, directly or indirectly, through business, investment, or family an ownership or compensation (including income, gifts, and favors) relationship with any director, officer, or member of any committee with board of director delegated power is not necessarily a conflict of interest. Under section 11.03 (b), a person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.

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c. Procedures

i. Duty to Disclose

1. Every director, principal officer of the company, or member of any committee of the board, has a duty to disclose any ownership or not insubstantial compensation arrangement with any agency that does business or benefits from the actions of HOCRN. An interest person must be given the opportunity to disclose all material facts to the board of directors considering the proposed transactions or arrangements.

ii. Determining Whether a Conflict of Interest Exists

1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board of director meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

iii. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the meeting of the board of directors. After the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. iii) After exercising due diligence, the board of directors shall determine whether HOCRN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of HOCRN and whether it is fair and reasonable.
4. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

iv. Violations of the Conflict of Interest Policy

1. If the board of directors has reasonable cause to believe a director or ranking employee has failed to disclose an actual or possible conflict of interest, it shall inform the director or ranking employee of the basis for such belief and afford them the opportunity to explain the alleged failure to disclose.

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2. If, after hearing the director or ranking employees response and after making further investigation as warranted by the circumstances, and the board of directors determines that there was a failure to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions, including but not limited to, probationary status for a period of time as determined by the board of directors or removal from the board of directors or committees thereof or termination.

d. Records of Proceedings

- i. The minutes of the determination meeting of the board of directors shall contain:
 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of directors' decision as to whether a conflict of interest existed or possibly existed.
 2. The names of the persons who were present for discussions and votes relative to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

e. Compensation

- i. A voting member of the board of directors who receives compensation, directly or indirectly, from HOCRN for services is precluded from voting on matters pertaining to that member's compensation.
- ii. A voting member of any committee whose Jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from HOCRN for services is precluded from voting on matters pertaining to that members compensations.
- iii. The voting member of the board of directors or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from HOCRN is prohibited from providing information to any committee, committee member or director regarding compensation.

12. ARTICLE XII – AMENDMENT OF ARTICLES OF INORGANIZATION


a. Amendment

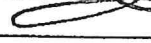
- i. Any amendment to the Articles of Inorganization may be adopted by approval of a majority vote of the board of directors.

**HEBER-OVERGAARD COMMUNITY RESOURCE NETWORK
BYLAWS – 2/2022**

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Heber-Overgaard Community Resource Network were approved by Heber-Overgaard Community Resource Network board of directors on February 2, 2022 and constitute a complete copy of the Bylaws of the corporation.

Secretary 

Date: 2/2/22 

HEBER-OVERGAARD COMMUNITY RESOURCE NETWORK
BYLAWS – 2/2022

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Heber-Overgaard Community Resource Network were approved by Heber-Overgaard Community Resource Network board of directors on February 2, 2022 and constitute a complete copy of the Bylaws of the corporation.

Amended # 37 July 2023

Secretary 
Date: 8/1/23 

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BYLAWS – Amended May 2024

CERTIFICATION OF ADOPTION OF AMENDED BYLAWS

I do hereby certify that the above stated Bylaws of Heber-Overgaard Community Resource Network were approved by Heber-Overgaard Community Resource Network board of directors on May 10, 2024 and constitute a complete copy of the Bylaws of the organization.

Secretary _____



Date _____

5/10/24