

BYLAWS OF Came to Pass Recovery Inc.
(An Arizona Nonprofit Corporation)
Adopted 02/03/2020

ARTICLE I: NAME

1.1 Official Name. The official name of this corporation is **Came to Pass Recovery Inc.**

1.2 Assumed Name. For purposes of advertising and promotion, the corporation may utilize an assumed name "**The Final Project**" as registered with the Arizona Corporation Commission. However, the official name shall remain the binding corporate name for all legal and business transactions.

ARTICLE II: PRINCIPAL OFFICE

2.1 Principal Office. The principal office of the corporation shall be located in Scottsdale, Arizona. The Board of Directors may change the location of the principal office to another location within or outside the State of Arizona.

2.2 Other Offices. The corporation may establish additional offices at any place or places as determined by the Board of Directors.

ARTICLE III: OBJECTIVES AND PURPOSES

3.1 Mission. The mission of **Came to Pass Recovery Inc.** is to provide support, resources, and advocacy for individuals and families affected by substance use disorders. We believe in recovery, we fight stigma, and we build healthier communities.

3.2 Vision. A world where substance use disorder is treated as a health issue, not a moral failing, and where everyone has access to effective treatment and support for recovery.

3.3 Principles. The corporation is guided by the following principles:

- **Compassion First:** Leading with empathy to ensure every person served feels valued and heard.
- **Equity and Inclusion:** Prioritizing marginalized communities and dismantling systemic barriers.
- **Transparency and Accountability:** Handling every donation and initiative with integrity to ensure maximum impact.
- **Community Empowerment:** Equipping individuals with the tools to regain independence and build sustainable futures.

3.4 Nonprofit and Nonpartisan Status. This corporation is organized exclusively for charitable, educational, and advocacy purposes under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the corporation's activities shall consist of

carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV: DEDICATION OF ASSETS

4.1 Dedication of Assets. The properties and assets of this corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation shall inure to the benefit of any private person or entity, or any member, director, or officer of the corporation, except as permitted by law.

4.2 Dissolution. Upon dissolution or liquidation of the corporation, all remaining assets shall be distributed to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code and dedicated to similar charitable purposes.

ARTICLE V: MEMBERSHIP

5.1 No Statutory Members. The corporation shall not have any members within the meaning of the Arizona Nonprofit Corporation Act.

5.2 Nonstatutory Members. The Board of Directors may, at its discretion, admit individuals to one or more classes of nonvoting members. Such members shall have such rights and obligations as the Board of Directors may determine.

ARTICLE VI: BOARD OF DIRECTORS

6.1 Powers. The activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of day-to-day operations to an Executive Director, committees, or other persons, but the ultimate authority shall remain with the Board.

6.2 Number of Directors. The Board of Directors shall consist of no fewer than three (3) and no more than fifteen (15) directors, as determined by the Board.

6.3 Qualifications. Each director shall be at least eighteen (18) years of age and shall demonstrate a commitment to the mission and principles of the corporation. The Board shall strive to include individuals with diverse skills, backgrounds, and perspectives.

6.4 Term of Office. Each director shall serve a term of three (3) years and may serve no more than three (3) consecutive terms, unless otherwise determined by the Board.

6.5 Vacancies. Vacancies on the Board may be filled by a majority vote of the remaining directors. A director appointed to fill a vacancy shall serve the remainder of the term of the director they are replacing.

6.6 Removal. A director may be removed with or without cause by a two-thirds (2/3) vote of the directors then in office, provided that the director has been given written notice of the proposed removal and an opportunity to be heard.

6.7 Meetings. The Board shall hold regular meetings at least quarterly and may hold special meetings as needed. Meetings may be conducted in person, by telephone, or through electronic means, provided all directors can participate fully.

6.8 Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business.

6.9 Compensation. Directors shall not receive compensation for their services but may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE VII: OFFICERS

7.1 Officers. The officers of the corporation shall include a Chairperson, Vice Chairperson, Secretary, and Treasurer, and such other officers as the Board may determine.

7.2 Election and Term. Officers shall be elected by the Board of Directors and shall serve one-year terms, with eligibility for re-election.

7.3 Duties. The duties of the officers shall be as follows:

- **Chairperson:** Preside over Board meetings and oversee the general management of the corporation.
- **Vice Chairperson:** Assist the Chairperson and assume their duties in their absence.
- **Secretary:** Maintain corporate records and ensure proper notice of meetings.
- **Treasurer:** Oversee the financial affairs of the corporation and ensure proper financial reporting.

ARTICLE VIII: COMMITTEES

8.1 Committees. The Board may establish committees to assist in the management of the corporation's affairs. Each committee shall have the powers and responsibilities delegated to it by the Board.

8.2 Executive Committee. The Board may establish an Executive Committee, consisting of the Chairperson, Vice Chairperson, Secretary, and Treasurer, to act on behalf of the Board between meetings, subject to limitations set by the Board.

ARTICLE IX: INDEMNIFICATION

9.1 Indemnification. To the fullest extent permitted by the Arizona Nonprofit Corporation Act, the corporation shall indemnify its directors, officers, employees, and agents against all expenses, liabilities, and losses (including attorneys' fees, judgments, fines, and amounts paid in settlement) reasonably incurred by them in connection with any legal proceeding in which they are involved by reason of their service to the corporation, provided that they acted in good faith and in a manner they reasonably believed to be in the best interests of the corporation.

9.2 Advancement of Expenses. The corporation may advance expenses incurred by a director, officer, employee, or agent in defending a legal proceeding, provided that the individual agrees to repay the advanced amounts if it is ultimately determined that they are not entitled to indemnification.

9.3 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against them and incurred by them in such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE X: CONFLICT OF INTEREST

10.1 Conflict of Interest Policy. The Board of Directors shall adopt a conflict-of-interest policy to ensure that all decisions made by the corporation are in its best interest and free from any undue influence. Directors, officers, and key employees shall disclose any potential conflicts of interest and refrain from voting on matters where a conflict exists.

10.2 Disclosure. Any director, officer, or key employee who has a financial interest in a transaction or arrangement involving the corporation must disclose the nature and extent of their interest to the Board of Directors or the appropriate committee.

10.3 Recusal. Any individual with a conflict of interest shall not participate in the discussion or vote on the matter, except to provide factual information or answer questions.

ARTICLE XI: DISSOLUTION

11.1 Dissolution. In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code and dedicated to similar charitable purposes.

11.2 Prohibition of Inurement. No part of the net earnings or assets of the corporation shall inure to the benefit of any private individual, director, officer, or member.

ARTICLE XII: AMENDMENTS

12.1 Amendment of Bylaws. These bylaws may be amended, repealed, or restated by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed amendment has been given to all directors at least ten (10) days prior to the meeting.

12.2 Amendment of Articles of Incorporation. Any amendment to the Articles of Incorporation shall require approval by a two-thirds (2/3) vote of the Board of Directors and, if required by law, approval by the members of the corporation.

ARTICLE XIII: LOANS TO DIRECTORS AND OFFICERS

13.1 Prohibition on Loans. The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless such loan or guarantee is permitted by the Arizona Nonprofit Corporation Act.

13.2 Advancement of Expenses. Notwithstanding the prohibition in Section 13.1, the corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of their duties, provided that the director or officer would be entitled to reimbursement for such expenses under the corporation's policies or these bylaws.

ARTICLE XIV: FISCAL YEAR

14.1 Fiscal Year. The fiscal year of the corporation shall begin on January 1st and end on December 31st of each year, unless otherwise determined by the Board of Directors.

ARTICLE XV: CONSTRUCTION AND DEFINITIONS

15.1 General Rules of Construction. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Arizona Nonprofit Corporation Act shall govern the construction of these bylaws.

15.2 Gender Neutrality. All references in these bylaws to the masculine, feminine, or neuter gender shall be interpreted to include all genders.

15.3 Singular and Plural. The singular number includes the plural, and the plural number includes the singular, unless the context clearly requires otherwise.

15.4 Severability. If any provision of these bylaws is determined to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

ARTICLE XVI: CORPORATE SEAL

16.1 Corporate Seal. The corporation may, but is not required to, adopt a corporate seal. If adopted, the seal shall be circular in form and shall bear the name of the corporation and the year of its incorporation.

ARTICLE XVII: NONDISCRIMINATION POLICY

17.1 Nondiscrimination. The corporation shall not unlawfully discriminate against any person in its practices on the basis of race, color, national origin, ancestry, sex, sexual orientation, age, religion, creed, gender identity or expression, physical or mental disability, marital status, veteran status, military service status, or any other characteristic protected by state or federal law.

17.2 Equal Opportunity. The corporation is committed to providing equal opportunity in all aspects of its operations, including employment, volunteer service, and access to programs and services.

ARTICLE XVIII: BOARD FINANCIAL CONTRIBUTION POLICY

18.1 Financial Commitment. All members of the Board of Directors are expected to contribute financially to the corporation, either through direct giving or by raising funds from other sources, in accordance with the corporation's Policy on Board Giving.

18.2 Annual Contribution. The Board shall establish guidelines for the minimum annual financial contribution expected from each director, which may include both personal contributions and funds raised from external sources.

18.3 Review of Policy. The Board shall review the Policy on Board Giving annually to ensure it aligns with the corporation's financial needs and fundraising goals.

ARTICLE XIX: ADVISORY COUNCILS

19.1 Establishment of Advisory Councils. The Board of Directors or the Executive Director (with the advice and consent of the Board) may establish one or more Advisory Councils to provide advice and recommendations on matters related to the corporation's mission and programs.

19.2 Role of Advisory Councils. Advisory Councils shall have no authority to exercise control over the management or operations of the corporation. Their role shall be solely advisory in nature.

19.3 Membership. Members of Advisory Councils shall not be considered members of the Board of Directors and shall have no voting rights or authority to bind the corporation.

19.4 Governing Policies. Each Advisory Council shall operate in accordance with bylaws, charters, or other policies adopted by the Board of Directors.

CERTIFICATE OF SECRETARY/CEO

I, the undersigned, hereby certify that I am the duly elected, qualified, and acting Secretary/CEO of Came to Pass Recovery Inc., an Arizona nonprofit corporation. I further certify that the foregoing Bylaws were duly adopted as the official Bylaws of the corporation by its Board of Directors on 02/03/2020.

Dated: 02/03/2020

Graciela Del Moral



CEO

Katherine Escobar



Secretary
