

## BYLAWS

### FOSTERING HOPE

1. **NAME.** The name of this corporation is Fostering Hope (the “Corporation”).

2. **MEMBERS.** 2.1 Membership. 2.1.1 The member(s) or members of the Corporation will at any point in time consist of the individual(s) designated according to the terms of this paragraph 2.1. Each individual designated as a member will be a member until the earlier of his death, legal incapacity, resignation or removal. Membership is not transferable and is personal to each individual.

2.1.2 The initial member of the Corporation is William Dunlap.

2.1.3 During any period of time that William Dunlap is not a member of the Corporation (which will include upon his death), the successor members will be:

- (A) Bailey Dunlap;
- (B) Lane Riggins.

2.1.4 Notwithstanding these provisions for successor members to William Dunlap, if William Dunlap resigns his membership or becomes legally incapacitated, he thereafter during any period of time in which he has legal capacity will have the right to designate himself as a member of the Corporation (individually and not by attorney-in-fact, guardian or other agent) and this designation will act as a resignation of all the other members. The previous sentence may not be amended by any successor membership without the consent of William Dunlap (or his attorney-in-fact, guardian or other authorized agent).

2.2 Voting Rights. Each member of the Corporation in good standing will be entitled to one vote on all actions for which members will have a right to vote. The remaining affairs, business and property of the Corporation will be managed and controlled by the Board of Directors without the membership being entitled to vote on such matters. Members may vote by properly appointed and effective proxy.

2.3 Removal. Any member may be removed from the membership of the Corporation for the willful violation of or failure to comply with the Articles of Incorporation, these Bylaws or other rules and regulations of the Corporation and for other good cause. The removal may only occur after a hearing before the full membership. Written notice of the removal will be given to the member at least fifteen (15) days prior to the expulsion. A member will be entitled to a hearing before the full membership not less than five (5) days before the effective date of the removal. The notice will include a statement of the reason or reasons why the removal of the member is proposed. At this meeting, the member whose removal is sought will be given the opportunity to appear in person (and with counsel if desired) to make any defense he deems appropriate. After such investigation, deliberation and discussion as the full membership deems appropriate, a vote will be taken on whether the member will be removed. A member will be expelled only by an affirmative two-thirds vote of the members, including the member to be removed.

2.4 Annual Meetings. The annual meeting of the membership of the Corporation for the purpose of electing Directors and such other business as may properly come before the meeting will be held at the principal office of the Corporation on the second Tuesday in January (or other date in January designated by the Board at least twenty (20) days prior to such meeting) of each year if such date is not a legal holiday. If such date is a legal holiday, then the meeting will be held on the next succeeding day.

2.5 Notice of Annual Meetings. Notice of the time, place and purpose of the annual meeting will be served, either personally or by mail, not less than ten (10) nor more than sixty (60) days before the meeting upon each member whose name appears upon the books of the Corporation. If notice is made by mail, the notice will be directed to the member at his address as it appears on the books of the Corporation, unless the member has filed with the Secretary of the Corporation a written request that notices intended for his be mailed to some other address. In this event, the notice will be mailed to the address designated by the member.

2.6 Special Meetings. Special meetings of the membership may be called by a Member, the President or the Board of Directors. Notice requirements of such meetings will be the same as those required for annual meetings.

2.7 Quorum. At any meeting of the membership, the presence of a majority of the members in person or by proxy will be necessary to constitute a quorum for all purposes except as otherwise provided by Arkansas law. The act of a majority of the members present at any meeting in which there is a quorum will be the act of the full membership, except as may be otherwise specifically provided by Arkansas law or by these Bylaws. In the absence of a quorum, or when a quorum is present, the meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting in which a quorum is present, any business may be transacted which may have been transacted at the meeting as originally notified.

2.8 Informal Action. The membership may take valid action without a meeting, if either before or after the action is taken, one or more written consents describing the action taken are signed by each member of a majority of the members and notice of such action is given to each member not signing such consent. Any written consent executed under this Section 8 will be delivered to the Corporation and made a part of the corporate records. Action taken under this section is effective when the last necessary member signs the consent, unless the consent specifies a different effective date.

2.9 Waiver of Notice. Whenever under Arkansas law, the Articles of Incorporation or these Bylaws, the Corporation, the Board of Directors or any committee is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, this action may be taken without notice or without the lapse of the period of time, if before or after the action is completed, such requirements are waived in writing by the member or members (or their attorney-in-fact) entitled to such notice or entitled to participate in the action to be taken.

3. **DIRECTORS.** 3.1 General Powers. The business and property of the Corporation will be managed and controlled by the Board of Directors.

3.2 Number. The Board of Directors of the Corporation will be comprised of not fewer than three (3) nor more than ten (10) persons.

3.3 Director Qualification. Only persons over the age of eighteen (18) years who agree to be bound by the Articles of Incorporation, agree to be bound by the Bylaws, agree to be bound by the other rules and regulations of the Corporation as adopted from time to time and are interested in the furtherance of the charitable purposes of the Corporation are eligible to become or remain a Director of the Corporation.

3.4 Term. The initial Directors will serve until the close of the first annual meeting of the Directors. Each other Director will assume office at the close of the annual meeting at which the Director's election is declared and will serve for a term of one (1) year and thereafter until the Director's successor is elected and qualified. A Director will be elected by a majority vote of the members voting either in person or by proxy at the annual meeting of the membership of the Corporation.

3.5 Vacancies. If a vacancy in the Board of Directors occurs, including a vacancy created by an increase in the number of Directors, the vacancy will be filled for the unexpired portion of the term by affirmative vote of the majority of the remaining Directors. Any Director so elected by the Board of Directors will hold office until the expiration of the term he was elected to fill, or thereafter until the election and qualification of his successor.

3.6 Meetings. The Board of Directors will meet annually, immediately after the annual membership meeting, for the election of officers. If a quorum of the Directors is present, no prior notice of the meeting will be required to be given. Regular meetings may be held as designated by the Board.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President and must be called on written request of any two members of the Board.

3.8 Notice of Meetings. Except as otherwise provided, notice of all meetings of Directors will be given by mail at least two days before or by personal service at least one day before the meeting to the usual business or residence address of the Director. Regular meetings of the Board of Directors may be held without notice at the time and place designated by the Board. Any business may be transacted at any meeting of the Directors. Notice of any meeting or service of the notice may be waived in writing before or after the meeting by a Director or by attendance at the meeting. Inadequate notice of the meeting which has not been waived will invalidate any action taken at the meeting.

3.9 Chairman. At all meetings of the Board of Directors, the President, or in his absence, a chairman chosen by the Directors present will preside.

3.10 Quorum. At all meetings of the Board of Directors, a majority of the Directors will be sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board of Directors, except as may be otherwise specifically provided by the Articles of Incorporation, these Bylaws or Arkansas law. If at any meeting there is less than a quorum present, a majority of those present may

adjourn the meeting without further notice to any absent Director and may take such other and further action as may properly come before the meeting.

3.11 Informal Action. The Board of Directors may take valid corporate action without a meeting, if either before or after the action is taken, one or more written consents describing the action taken are signed by each Director of such majority and notice of such action is given to each Director not signing such consent. Any written consent executed under this section will be delivered to the Corporation and made a part of the corporate records. Action taken under this section is effective when the last necessary Director signs the consent, unless the consent specifies a different effective date.

3.12 Compensation. Directors will receive no compensation for their services as Directors. The Board of Directors will have the power in its discretion to contract for and to pay to Directors rendering services to the Corporation in a non-Director capacity reasonable compensation for the services.

3.13 Powers. Except as are otherwise provided by the Bylaws and Arkansas law, all corporate powers will be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, these powers as determined appropriate.

3.14 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

3.15 Removal. The members may remove one or more Directors elected by them without cause. A Director elected by members may be removed by the members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the director at a meeting to elect directors.

3.16 Committees. The Board of Directors may by resolution designate one or more committees which will consist of two or more Directors and which will have and may exercise the powers granted by the Board of Directors in the resolution. Such committees will be named by the Board of Directors by resolution.

3.17 Annual Report. The Board of Directors will present at the annual meeting of members a report showing in appropriate detail a general statement of the affairs of the preceding year, a report of the financial condition of the Corporation and a report on the condition of the facilities. This report may be waived by the membership.

4. **OFFICERS**. 4.1 Number. The officers of the Corporation will be the President, Vice President, Secretary, Treasurer, and such other officers or assistant officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two or more offices may be held by the same person.

4.2 Election, Term of Office and Qualifications. The President will be elected for a term of one year by the Board of Directors from among their number, and the other officers will be elected for terms of one year by the Board of Directors from among any persons, including their number, as the Board of Directors may determine appropriate.

4.3 Vacancies. If an office becomes vacant by death, resignation, removal, disqualification or other event, the vacancy will be filled by affirmative vote of the majority of the Directors then in office. The officer elected will serve until the election and qualification of his successor.

4.4 President. The President will preside at all meetings of members and of the Board of Directors. He will have general supervision, direction and control of the affairs of the Corporation and will perform other duties as may be assigned to him by the Board of Directors.

4.5 Vice President. At the request of the President, or in the event of his absence or disability, the Vice President in order of seniority of election will perform the duties and possess the powers of the President. A Vice President will perform other duties as may be assigned to him by the Board of Directors.

4.6 Secretary. The Secretary will have charge of those books and records of the Corporation as the Board of Directors may determine. She will attend and keep the minutes of all meetings of the Board of Directors and members of the Corporation. She will keep a record containing the names of all persons who are members of the Corporation and their addresses. This record will be open for inspection as required by law. He may sign with the President or other officers for the Corporation any documents as authorized by the Board of Directors. She will perform other duties as may be assigned to her by the Board of Directors.

4.7 Treasurer. The Treasurer will have the custody of those funds, property and securities of the Corporation as the Board of Directors may determine. He may be required to give bond for the performance of his duties as the Board of Directors may require. He will oversee the deposit of all monies and other valuables to the name and credit of the Corporation in the designated depositories. The Treasurer will be in charge of all accounting functions of the Corporation and preparation of financial reports of the Corporation. He will perform all other duties as may be assigned to him by the Board of Directors.

4.8 Removal. Any officer may be removed from office by the affirmative vote of a majority of the Board of Directors whenever in its best judgment the best interests of the Corporation would be served. Removal will be without prejudice to the contract rights, if any, of the person removed.

5. **MISCELLANEOUS.** 5.1 Agents and Representatives. So far as may be consistent with these Bylaws, the Board of Directors may appoint agents and representatives of the Corporation with powers, and to perform acts or duties on behalf of the Corporation, as the Board of Directors may deem appropriate, to the extent authorized by law.

5.2 Execution of Instruments and Deposit of Funds. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to a specific instance. Unless so authorized by the Board of

Directors, no officer, agent or employee will have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable pecuniarily for any purpose or amount.

5.3 Amendment by Members. The members will have power to make, alter, amend and repeal the Bylaws of the Corporation by an affirmative two-thirds vote of the members.

5.4 Exempt Activities. The actions of the members, directors, officers, employees, committee members and all other persons acting on behalf of the Corporation will be subject to the prohibitions and requirements of the Articles of Incorporation concerning an organization exempt under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

5.5 Generic Noun Reference and Headings. Whenever the context of these Bylaws requires, pronouns or other terms expressed in one number and gender will include the other number and gender. The headings in these Bylaws are inserted for convenience only and are not a part of the Bylaws.

5.6 Code Section Reference. References to Code Sections or to the “Code” are to the Internal Revenue Code of 1986, as amended, the regulations interpreting those Code sections or corresponding sections of future Federal tax codes and regulations.

DATED: June 19, 2023.

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Lane Riggins, Secretary/Treasurer