OATH Recovery, Inc.
Bylaws

ARTICLE 1 - Name and Purpose

SECTION 1
The incorporated name of the organization is OATH Recovery, Inc. (hereinafter "Corporation").

SECTION 2
The Corporation shall be organized and operated as a nonprofit Corporation under the provisions of the Georgia Nonprofit Corporation Code. The Corporation was formerly known as “The Okefenokee Alliance for the Homeless, Inc.” and was incorporated November 19, 2018. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically to raise awareness for and to develop a community-wide commitment to the advocating for and addressing the needs of individuals and families experiencing homelessness or substance use disorder in Brantley, Pierce, and Ware Counties in Georgia.

SECTION 3
We embrace change with open minds and open hearts. We are committed to supporting individuals in Brantley, Pierce, and Ware counties affected by homelessness, substance use disorders, and other hardships. Our mission is rooted in the belief that every person deserves the power of choice, the strength of encouragement, and access to a continuum of care that fosters self-sufficiency.

SECTION 4
We envision a community where education, opportunity, harm reduction, and recovery work in unison to prevent homelessness and substance use disorder.

SECTION 5
The Corporation shall comply with all federal and state statutes of non-discrimination, and will not discriminate based on race, color, national origin, sex or age.

ARTICLE 2 – Membership

The corporation shall not have members but shall be managed by a Board of Directors.

ARTICLE 3 – Board of Directors

SECTION 1
The authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors, and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these by-laws, state statutes, common law, court decisions or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors. Board members shall have such additional duties as required by law or specified by a resolution of the Board of Directors.

SECTION 2
All members of the Board of Directors shall be elected by its existing members for three (3) year terms. Except that in setting the term of an initial appointment a term of less than 3 years may be selected in order to stagger the terms of office of board members. Officers of the Board of Directors shall be elected annually.

SECTION 3
The Board of Directors shall consist of no fewer than nine (9) and no more than seventeen (17) Members.

SECTION 4
The Board of Directors shall serve without compensation, except as allowed by these Bylaws. No person who is an employee of the Corporation shall serve as a Director.

SECTION 5
A majority of voting Directors currently serving will constitute a quorum. Except as otherwise provided in these Bylaws, when a quorum of members is present, the vote of a majority of the Directors present shall be an act of the Board.

SECTION 6
Each member of the Board shall have equal standing and shall have one vote in all matters of business brought before the Board. Matters of business may be brought to the Board members when they are present at meetings, by letter, or by email. Action taken without a meeting shall be subject to a quorum. The action must be evidenced by one or more written consents describing the action taken, signed by no fewer than a quorum, and delivered to the secretary-treasurer for inclusion in the minutes for filing with the corporate records reflecting the action taken.

SECTION 7
Meetings of the Board shall be held at least quarterly (four times each fiscal year). The annual meeting of the Board will be the first meeting of the fiscal year.

SECTION 8

Minutes, including a record of attendance, shall be maintained by the Board. Minutes will be signed by the Secretary and approved at a subsequent Board meeting and retained as part of the Corporation's official records.

SECTION 9
In addition to in-person attendance, members may attend the meeting telephonically or by videoconference. Persons attending the meeting telephonically or by videoconference shall count towards a quorum.

SECTION 10
Members who do not attend a minimum of 50% of the regularly scheduled meetings of the Board each fiscal year may, at the discretion of the Board, be deemed to have resigned their Board membership, and the resulting vacancy may likewise be filled at the discretion of the Board.

SECTION 11
The Board should conduct an annual self-assessment in November and at the same time review the performance of the employees of the Corporation.

SECTION 12
The written resignation of a Director shall be effective immediately upon receipt by the Chairperson of the Board of Directors.

SECTION 13
Any Director may be removed for cause by a vote of a two-thirds (2/3) majority of the Board of Directors at: (i) a regularly scheduled Board meeting or (ii) a special meeting of the Board called for that purpose provided that in either case, ten (10) days prior written notice of the proposed action is given to the entire Board.

SECTION 14
No employee or regularly scheduled volunteer of the Corporation, or the spouse, child, parent, sibling, relative by blood or marriage of comparable degree, or living in the same household in a committed, romantic relationship with an employee of the Corporation shall serve as a Director. Directors must resign from the board of directors prior to being given consideration for employment or regularly scheduled volunteer opportunities with the Corporation. A former Director shall be ineligible for employment with the Corporation for a period of one (1) year from the date of resignation from the Board.

No former employee of the Corporation shall be eligible to serve as a Director for one (1) year after cessation of employment with the Corporation.

The Board may waive this one-year illegibility period from serving as a Director where it is determined by a 2/3 majority vote of the Board that the addition of the former employee would be in the best interest of the Corporation. In making the best interest determination,

the Board members may consider the following: 1)The former employee's performance and dedication to the Corporation's goals, objectives and mission while he or she was employed by the Corporation, 2) Whether the former employee's new occupation or affiliation will further diversify the composition of the Board, and 3) Whether the former employee's new occupation or affiliation will potentially provide the Corporation with additional resources to effectuate the Corporation's goals, objectives, and mission.

Article 4
Officers and their Duties

SECTION 1
The Board Chair will nominate two (2) current members of the Board of Directors to serve as the Nominating Committee. The Nominating Committee shall present a complete slate of nominees for new and renewing Board members at the Board meeting at the annual meeting of each year. Recommendations from the Nominating Committee shall be made known to the Board in writing before the slate is presented and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present. The nominee for an office who receives a vote of at least 51% of a quorum, shall be declared elected.

SECTION 2
The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer.

SECTION 3
The terms of the Chairperson, Vice Chairperson, Secretary and Treasurer shall be for one year from January 1 through December 30 of the following year or until their successors are elected.

SECTION 4
The officers of the Board shall be elected by the Directors of the Board.

SECTION 5
The Chairperson shall preside at the meetings of the Board. The Chairperson shall be responsible for carrying out the policies of the Corporation as set by the Board of Directors and shall perform all the duties usually incident to this office. The Chairperson shall be the chief executive officer of the Corporation. The Chairperson shall not vote, except in the event of a tie. The Chairperson shall be an ex-officio member of all committees of the Corporation.

SECTION 6
The Vice Chairperson shall preside at meetings of the Board in the absence or disqualification of the Chairperson. The Vice Chairperson shall assist the Chairperson to further the aims and purposes of the Corporation. In the event of inability of the Chairperson

to serve for any reason, the Vice Chairperson shall become the chief executive officer of the Corporation until action by the Board. The Vice Chairperson shall be an ex-officio member of all committees of the Corporation.

SECTION 7
The Treasurer shall give oversight to the receiving and disbursement of the funds of the Corporation, render a full report of the financial status of the Corporation at the Annual Meeting and all meetings of the Board of Directors, keep the Chairperson and Board advised of any pertinent facts pertaining to the finances of the Corporation, and sign all checks disbursing funds of the Corporation upon receipt of an authorized bill or invoice. Working with the Finance Committee, the Treasurer shall conduct an annual financial review of the Corporation finances and prepare an annual budget to be submitted to the Chairperson and the Board of Directors for the Annual Meeting of the Board. The Chair appoints at least two (2) and no more than four (4) members from the Board of Directors to serve on the Finance Committee.

SECTION 8
The Secretary shall take minutes of all Board Meetings and keep a record of membership attendance. The Secretary will distribute minutes of board meetings to all officers for approval and subsequently distribute the board meeting minutes to all board members and to the collaborative members at their meetings. The Secretary is responsible for maintaining the official records of the Corporation. In addition, the Secretary, under the supervision of the Chairperson, shall prepare an annual report summarizing the activities and financial health of the organization for presentation at the Annual Meeting.

ARTICLE 5
Committees

SECTION 1
The Corporation shall maintain the following standing committees:

a. Peer Advisory Committee- This committee shall be composed of between 4 and 8 members from the communities served by the Corporation, more than fifty percent of which shall be persons living in recovery from substance use disorder, with the remainder being persons with a history of lived experience with homelessness. The committee shall advise the Board of Directors regarding programming, peer support, and service delivery to persons experiencing homelessness or substance use disorder. The members shall be nominated by the Chairperson of the Directors and confirmed by a majority vote of the Board of Directors. The committee will nominate a member of the Peer Advisory Committee to act as its chair, which shall be confirmed by a majority vote of the Board of Directors. Once confirmed, the chairperson of the Peer Advisory Committee shall be an ex-officio member of the Board of Directors. The Peer Advisory Committee shall meet at least monthly.

b. Operational Affairs Committee- The Board Chair will nominate a person from the Board of Directors to act as chair of the committee. The committee shall establish policies and procedures for the operation of the Corporation.
c. Community Engagement Committee- The Board Chair will nominate a person from the Board of Directors to act as chair of the committee. The committee shall be responsible for the communications, public relations, volunteering, advocacy, and education efforts of the organization.
d. Fundraising Committee- The Board Chair will nominate a person from the Board of Directors to act as chair of the committee. All members of the Board of Directors shall serve on the committee. The committee shall be responsible for planning and implementing the fundraising efforts of the Corporation.
e. Nominating Committee- The Board Chair will nominate two (2) current members of the Board of Directors to serve as the Nominating Committee. The Nominating Committee shall present a complete slate of nominees for new and renewing Board members at the Board meeting at the annual meeting of each year. Recommendations from the Nominating Committee shall be made known to the Board in writing before the slate is presented and voted on.
f. Finance Committee- The Treasurer shall conduct an annual financial review of the Corporation finances and prepare an annual budget to be submitted to the Chairperson and the Board of Directors for the Annual Meeting of the Board. The Chair appoints at least two (2) and no more than four (4) members from the Board of Directors to serve on the Finance Committee.

SECTION 2
The Board may establish other ad hoc or standing committees in order to effectively accomplish the purposes and mission of Corporation. The duly appointed members of each committee, whether ad hoc or standing, shall be entitled to vote on actions taken within the committee to which they are appointed. Persons who are not members of the Board of Directors may be recruited by the Board to serve on any ad hoc or standing committee for their expertise or skills or for their experience, provided that the non-Director members serving on ad hoc or standing committees of the Board shall be confirmed by a majority vote of the Board of Directors and shall serve at the pleasure of the Board of Directors. The chairperson of each ad hoc or standing committees shall be confirmed by a majority vote of the Board of Directors.

SECTION 3
Any member of a committee may be removed for cause by a vote of a two-thirds (2/3) majority of the Board of Directors at: (i) a regularly scheduled Board meeting or (ii) a special meeting of the Board called for that purpose provided that in either case, ten (10) days prior written notice of the proposed action is given to the entire Board.

SECTION 4

All committees, whether standing or ad hoc, shall act within scope of the authority conferred upon them by either these bylaws or their commission. Actions duly approved by a majority of a committee may be presented to the Board of Directors for adoption without the need for a second.

SECTION 5
All committee meetings shall be open to any member of the Board of Directors. Persons who do not serve as members of the Board of Directors who are authorized by the Board of Directors and these bylaws to serve as a member of a committee shall be authorized to attend any committee meeting, unless otherwise restricted by the rules of order, but shall not participate in any vote taken for a committee of which they are not a member. The Chairperson of the Board of Directors shall serve as an ex-officio member of any committee formed pursuant to these bylaws.

SECTION 6
All committees, whether ad hoc or standing, shall maintain minutes of their meetings that are included in the records of the Corporation. All committee minutes shall be available for review by the Directors or committee members.

SECTION 7
No person who is an employee of the Corporation shall serve as a voting member of any committee or as the chairperson of any committee. Employees may attend committee meetings and participate in the work conducted by committees.

ARTICLE 6
Conflicts of Interest/Exempt Activities

SECTION 1
The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a 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.

SECTION 2
1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Corporation or with any entity or individual with which the Organization has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article 6, Section 3, Item 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3:

1. Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/ she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
   a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discuss ion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   c. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.
   d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
   a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4
The minutes of the governing board and all committees with board delegated powers 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating 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.

SECTION 5
1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6
Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7
To ensure the Corporation operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8
When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 7
Finance

SECTION 1
The Corporation’s fiscal year will be from January 1 of a given year until December 31 that same year.

SECTION 2
An independent certified public accountant shall be retained to make an annual examination and accounting of the Corporation’s condition and operations and submit a report of the same to the Board.

SECTION 3
The annual estimated income and expense budget of the Corporation shall be prepared by the Finance Committee (or the Executive Director, when that Office is filled as the Chairperson's designee) in conjunction with financial management staff and submitted to the Board for approval prior to the beginning of each fiscal year.

ARTICLE 8
Contractual Authority

Unless otherwise provided by these Bylaws or by resolution of the Board authorizing all such action, all contracts made in the name of the Corporation shall be signed on behalf of the Corporation by the Chairperson, or in his/her absence, the Vice Chairperson or the Executive Director. The signature of such Officer shall be attested, and the corporate seal shall be affixed to the document.

ARTICLE 9
Indemnification against Liability

Every person now or hereafter a Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation to the full extent as permitted or required under Georgia law. In addition, she/ he shall be indemnified further against all liabilities, judgments, fines, penalties and other costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred in connection with or resulting from any action, suit, proceeding or claim to which s/he may be made a party by reason of being or having been a Director, Officer, employee or agent of the Corporation, except in relation to matters as to which she/ he shall finally be judged in such action, suit or proceeding to be liable by reason of his/ her gross negligence or willful misconduct in the performance of his/ her duties as Board member, Officer, employee or agent.

ARTICLE 10
Dissolution

SECTION 1
The Corporation may be dissolved in accordance with the laws of the State of Georgia. Notice of the proposed action shall be mailed to each Director not less than thirty (30) days before the meeting of the Board of Directors. A resolution to dissolve the Corporation shall be adopted by two third (2/3)'s majority vote of the Directors present.

SECTION 2
The Board shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of its assets in accordance with the Articles.

ARTICLE 11
Notification of Attorney General

SECTION 1
The Secretary of the Corporation shall notify the attorney general of the State of Georgia when dissolution, indemnification, merger, removal of directors, and the sale of assets (as defined in the Georgia Nonprofit Corporation Act) occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

a. Dissolution.
   1. In the event of dissolution, the secretary shall give the Attorney General written notice that the Corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.
   2. The Corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice required to the Attorney General or until the Attorney General has consented in writing to the

dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.

3. When the Corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the Corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets, and an indication of what assets each received.

b. Indemnification. The secretary of the Corporation must give the Attorney General written notice of its proposed indemnification of a director. The Corporation may not indemnify a director until 20 days after the effective date of the written notice.
c. Merger. The secretary of the Corporation must give the Attorney General written notice of a proposed merge r of the Corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.
d. Removal of Directors. The secretary of the Corporation must give written notice to the Attorney General if the Corporation commences a proceeding to remove any director by judicial proceeding.
e. Sale of assets. The secretary of the Corporation must give written notice to the Attorney General 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the Corporation a written waiver of this subsection.

ARTICLE 12
Prohibited Transactions

SECTION 1

a. Prohibition against Sharing in Corporation Earnings. No director, officer, employee, committee member, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent the Corporation's payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as determined by the board of directors.
b. Notwithstanding any other provisions of these bylaws, no director , officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.
c. Other Prohibitions. Neither the Corporation, nor its directors, nor its officers have any power to cause the Corporation to do any of the following with Related Parties:

1. Make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
2. Sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.
3. For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a Corporation directly or indirectly controlled by the person giving.

SECTION 2
Notwithstanding any other provisions of these bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

SECTION 3
Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article 10 of these bylaws.

ARTICLE 13
General Provisions

SECTION 1
A quorum shall consist of at least 51% of the filled positions on the board or committee.

SECTION 2
These Bylaws may be amended, supplemented or superseded only by an affirmative vote of at least two-thirds (2/3) of the Board of Directors and provided that they are given at least thirty days written notice of such proposed amendments. These Bylaws shall not be amended to conflict with the Articles of Incorporation.

SECTION 3
The Chairperson shall determine the rules of order. If requested by one Board member, Robert's Rules of Order will be followed and with Robert's Rules of Order in effect the Board may determine its rules of order.

SECTION 4
All Board meetings shall be open to the public. Minutes shall be taken and open to public inspection.

SECTION 5

Activities of the Corporation will be reported through the local media and public distribution.

ATTESTED
The undersigned certify that the foregoing Bylaws of the Corporation have been approved and duly adopted by the authority of the Board of Directors, this 13th day of November, 2025. The effective date of these Bylaws of the Corporation shall be January 1, 2026.

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Kenneth A. Taft, Chairperson

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Dawn Deen, Secretary