



BY-LAWS

ARTICLE 1 – NAME OF ORGANIZATION

The name of the organization shall be Narrow Path Outreach Incorporated.

ARTICLE 2 – CORPORATE PURPOSE

Section 1. Non-Profit General Purpose.

Narrow Path Outreach Incorporated is a community outreach organized exclusively for charitable and religious purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose.

Our purpose is to positively impact the lives of the children, youth, adults and families within the community through programs, activities and partnerships that develop mind, body and spirit. The general programs include charity, discipleship, counseling, education and mentorship.

Section. 3 Specific Limitations on Activities.

- a. No substantial part of the activities of Narrow Path Outreach Incorporated shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Narrow Path Outreach Incorporated shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- b. Narrow Path Outreach Incorporated shall not carry on any other activities not permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - MEMBERS

Section 1: Definitions.

- a. Member means one having Membership rights in this corporation in accordance with the provisions of its articles of incorporation or bylaws.
- b. Incorporators are one or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Department of State for filing.

Section 2: Membership.

- a. Narrow Path Outreach Incorporated shall have one class of Members consisting of the Initial Incorporator and such other persons as the Members admit to Membership.



- b. The Members can appoint and remove Officers and directors at any time. The Members can overrule any vote, decision, or recommendation by the Board of Directors. Proposed veto's must be submitted to the Secretary of the Members and be sent out with the regular notice of meeting. A permanent veto can only occur by a majority vote of Members at a duly convened meeting.
- c. The Members may establish any additional criteria for Membership. No person shall become a Member unless approved by a majority of the Members. Such approval may be denied for any reason deemed sufficient by the Members even though the applicant may meet the stated criteria for Membership. Membership in various programs (tutoring, mentoring, etc.) does not warrant membership in Narrow Path Outreach Incorporated. Members must apply for membership, be vetted, and approved via a majority vote by current members.

Section 3: Regular Meetings.

Meetings shall be held as determined by the Members.

Section 4: Annual Meetings.

The annual meeting of the Members shall be held as determined by the Members.

Section 5: Quorum.

A majority of all Members shall constitute a quorum for the transaction of business at the meeting.

Section 6: Vote.

Each Member shall be entitled to one vote.

Section 7: Expulsion of Members.

Any regular Member can be expelled from Membership upon a majority vote with or without any cause. This shall take place at a duly convened meeting of the Members, provided that written notice of the intention to expel have been provided in the notice. No Member shall be expelled without having the opportunity to be heard at such a meeting. The Initial Incorporator cannot be expelled.

Section 8: Incapacitation.

In the event all Members become incapacitated or otherwise unavailable, the Board can select replacement Members.



ARTICLE 4. BOARD OF DIRECTORS

Section 1: Definition.

According to the Florida Not for Profit Corporations Act, “Board of Directors” means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.

Section 2: Size, Role and Qualifications.

- a. Size. The Board shall have up to eleven, but no fewer than three Members.
- b. Role. The role of the Board is to:
 1. Oversee activities,
 2. Develop strategic and organizational planning,
 3. Provide oversight and financial management,
 4. Develop fundraising and resources
 5. Oversee the programs and services, and
 6. Promote the public image of Narrow Path Outreach Incorporated.
- c. Qualifications. Directors must be natural persons who are 18 years of age or older, but need not be residents of this state or Members of the Narrow Path Outreach Incorporated. Board Members must successfully complete the application given by the Members.

Section 3: Officers and Duties.

- a. Chairperson of the Board. The Chair shall convene regularly scheduled Board meetings. This person provides leadership to the Board and is responsible for and represents the Board.
- b. Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that corporate records are maintained.
- c. Treasurer. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Members and the public. The Treasurer shall present the annual budget to the Board for approval.
- d. All Board Members. All Board Members are expected to prepare for, attend, and conscientiously participate in Board meetings. They should make the Board aware of resources to develop collective action to fully achieve the mission of Narrow Path Outreach Incorporated. All Board Members are also expected to follow the bylaws, policies, and Board resolutions of Narrow Path Outreach Incorporated.
- e. The Executive Director and President shall be on the board and can vote except for on monetary matters where this is a conflict of interest.



Section 4: Appointments and Terms.

Board Members can serve for a period of three years but can be reappointed by Members. Officers can serve for a period of two years but can be reelected by current Board Members. New Board Members can be nominated by current Board Members.

Section 5: Resignation.

- a. An Officer or Board Member may resign at any time by delivering notice to Narrow Path Outreach Incorporated. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and Narrow Path Outreach Incorporated accepts the future effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.
- b. Any Director that resigns from the board is not eligible to stand for reelection until the next bi-annual meeting at which Directors are elected.
- c. A resigning Director shall turn over all records of Narrow Path Outreach Incorporated in his or her possession to the Board of Directors within 72 hours of their resignation.
- d. If a resigning Director fails to relinquish his or her office or turn over records as required under this section, upon application of any Member, the circuit court in the county where Narrow Path Outreach Incorporated's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records.

Section 6: Removal of Directors

- a. A Board Member or Officer can be expelled or suspended if all other Board Members agree to the removal.
- b. A removed Director shall turn over all records of Narrow Path Outreach Incorporated in his or her possession to the Board of Directors within 72 hours of their removal.
- c. If a removed Director fails to relinquish his or her office or turn over records as required under this section, upon application of any Member, the circuit court in the county where Narrow Path Outreach Incorporated's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records.

Section 7: Meetings.

The Board shall meet at least once quarterly, at an agreed upon time and place. This can be in person or online. The Board Members are expected to attend at least 75% of the meetings.

Section 8: Quorum.



The majority of the Board Members shall constitute a quorum for transacting official business of Narrow Path Outreach Incorporated. When Members are unable to be physically present, they may fully participate by teleconference or videoconference. The technology must enable board Members to hear the other Member(s) not physically present and enable the Member(s) not physically present to hear the board discussion.

Section 9: Notice.

An official Board meeting requires that each Board Member have written notice (including text, email, message, and/or mail) at least one week in advance.

Section 10: Vacancies.

When a vacancy on the Board exists, nominations for new Members may be received from present Board Members by the Secretary at least two weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the old Board Member's term.

Section 11: Special Meetings.

Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member postmarked two weeks in advance.

Section 12: Compensation.

The Board receives no compensation other than reimbursement of reasonable expenses.

Section 13: Liability of Board Members.

A Member of Narrow Path Outreach Incorporated is not, as such, personally liable for any act, debt, liability, or obligation of Narrow Path Outreach Incorporated.

ARTICLE 5. COMMITTEES

Section 1: Committee Formation.

The Board of Directors, and/or the President, by resolution adopted by a majority of the full Board of Directors, may designate committees.

ARTICLE 6. CONFLICTS OF INTEREST

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect Narrow Path Outreach Incorporated's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of Narrow Path Outreach Incorporated or might result in a possible excess benefit transaction. An excess benefit transaction is a transaction in which an



economic benefit is provided by an applicable tax-exempt organization, directly or indirectly, to or for the use of a disqualified person, and the value of the economic benefit provided by Narrow Path Outreach Incorporated exceeds the value of the consideration received by Narrow Path Outreach Incorporated. This policy is intended to supplement but not replace any applicable state and federal laws conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. **Interested Person.** Any Director, Officer, or Member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Narrow Path Outreach Incorporated has a transaction or arrangement,
 - 2. A compensation arrangement with Narrow Path Outreach Incorporated or with any entity or individual with which Narrow Path Outreach Incorporated has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Narrow Path Outreach Incorporated is negotiating a transaction or arrangement.
- c. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are less than or equal to \$25. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **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 board delegated powers considering the proposed transaction or arrangement.
- b. **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 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.
- c. **Procedures for Addressing the Conflict of Interest include:**
 - 1. An interested person may make a presentation at the board or committee meeting, but 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 chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board or committee shall determine whether Narrow Path Outreach Incorporated 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.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Narrow Path Outreach Incorporated'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.

d. Violations of the Conflicts of Interest Policy

1. If the 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.
2. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the 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. Compensation

- a. A voting Member of the Board who receives compensation, directly or indirectly, from Narrow Path Outreach Incorporated for services is precluded from voting on matters pertaining to that Member's compensation.
- b. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Narrow Path Outreach Incorporated for services is precluded from voting on matters pertaining to that Member's compensation.

ARTICLE 7. BOOKS, RECORDS AND FINANCES

Section 1: Record Keeping of Board Meetings

- a. Narrow Path Outreach Incorporated shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.



- b. Narrow Path Outreach Incorporated shall keep a list of the names of the persons who were present for discussions and votes, the content of the discussion, and a record of any votes taken.
- c. Board Resolutions should be included in the minutes. A Board resolution is a formal document that identifies the result of any votes or decisions the Board makes regarding Narrow Path Outreach Incorporated. This includes but is not limited to:
 - 1. When a new Member is voted into the Board.
 - 2. When and/or if Narrow Path Outreach Incorporated wants to expand, hire, or let go of a large number of workers.
 - 3. and/or any other major decision that will affect the Narrow Path Outreach Incorporated in a significant way.

Section 2: Record Keeping for Conflicts of Interest Meetings

- a. The minutes of the Board and all committees with board delegated powers shall contain 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's or committee's decision as to whether a conflict of interest in fact existed.
- b. The minutes of the Board and all committees with board delegated powers shall contain 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 3: Tax Year

A fiscal tax year is a period of 12 consecutive months ending on the last day of any month except December. The fiscal year for Narrow Path Outreach Incorporated tax year is March 30 to March 30.

Section 4: Net Earnings

No part of the net earnings of Narrow Path Outreach Incorporated shall inure to the benefit of, or be distributable to its Members, trustees, Officers, or other private persons, except that Narrow Path Outreach Incorporated 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 Article 2 hereof.

Section 5. Annual Statements

Each Director, Officer and Member of a committee with 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 Narrow Path Outreach Incorporated 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.

ARTICLE 8. AMENDMENTS

Section 1. Bylaws

These Bylaws may be amended when necessary by a majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular notice of meeting. This applies to all sections except for Article 3 section 7 which cannot be amended.

Section 2. Articles of Incorporation

The Articles of Incorporation of Narrow Path Outreach Incorporated may be amended only by a majority of all Board Members at a duly convened meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular notice of meeting.

ARTICLE 9: EMERGENCY BYLAWS

- a. The Board of Directors of Narrow Path Outreach Incorporated may adopt bylaws to be effective immediately only in an emergency. The emergency bylaws may make all provisions necessary for managing Narrow Path Outreach Incorporated during an emergency, including:
 1. Procedures for calling a meeting of the Board of Directors;
 2. Quorum requirements for the meeting; and
 3. Designation of additional or substitute Directors.
- b. The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession if during such emergency any or all Officers or agents of Narrow Path Outreach Incorporated are for any reason rendered incapable of discharging their duties.
- c. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
- d. Corporate action taken in good faith in accordance with the emergency bylaws:
 1. Binds Narrow Path Outreach Incorporated; and
 2. May not be used to impose liability on a corporate Director, Officer, employee, or agent.



- e. An emergency exists for purposes of this section if a quorum of Narrow Path Outreach Incorporated's Directors cannot readily be assembled because of some catastrophic event.

Date Adopted: 8/15/2020

Omolara Akomprah - Director

Derick Akomprah - Director

Tosha Cohen - Director

Oluwaseun Kudaisi - Director

Queshonda Kudaisi – Incorporator and Executive Director

Vivian Yakpo Newton - Director

Deborah Olabisi - Director

Haley Pridgeon - Director