



**Ronald McDonald
House Charities®**
Arkansas & North Louisiana

**BYLAWS
OF
RONALD MCDONALD HOUSE CHARITIES
OF ARKANSAS & NORTH LOUISIANA, INC.**

AN ARKANSAS NONPROFIT CORPORATION

AMENDED AND RESTATED ON OCTOBER 10, 2024

**ARTICLE I
OFFICES**

1.1 Principal Office. The principal office of Ronald McDonald House Charities of Arkansas, Inc. & North Louisiana, Inc., an Arkansas nonprofit corporation (the "RMHCAR-NLA"), shall be located at 1501 W. 10th Street, Little Rock, AR 72202, or at such other location as may be chosen by the Board of Directors (defined herein).

1.2 Other Offices. RMHCAR-NLA may have such other offices as the Board of Directors from time to time may provide or as the business of RMHCAR-NLA may require.

**ARTICLE II
PURPOSE AND OBJECTIVES**

2.1 Purpose of RMHCAR-NLA. RMHCAR-NLA provides essential services that remove barriers, strengthen families and promote healing when children need healthcare.

2.2 Nondiscrimination Policy. RMHCAR-NLA shall not discriminate on the basis of race, color, national or ethnic origin, religion or gender in its corporate function, nor shall it discriminate on the basis of race, color, national or ethnic origin, religion or gender in its employment of staff, volunteers or those that RMHCAR-NLA serves through its programs.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 General Powers. The business and affairs of RMHCAR-NLA shall be managed by a Board of Directors appointed as hereinafter provided.

3.2 Appointment of Board of Directors. Persons shall be appointed to the Board of Directors by affirmative vote of the majority of the then-current members of the Board of

Directors. Any member of the Board of Directors may refer a person to the Governance Committee for consideration as a member of the Board of Directors. The Governance Committee shall nominate a person for election to the Board of Directors.

3.3 Number of Directors. The Board of Directors shall consist of no less than three (3) members and no greater than thirty-three (33) members. The number of members of the Board of Directors shall be determined by resolution of the members then serving on the Board of Directors; provided, however, no member of the Board of Directors may be removed because of a reduction in the size of the Board of Directors, instead, no new person may be appointed or reelected to the Board of Directors until a sufficient number of persons have left the Board of Directors to create a vacancy based on the approved size of the Board of Directors.

3.4 Term of Office. Except as provided in Section 3.17, all persons appointed to the Board of Directors shall serve a term of three (3) years, expiring on the third December 31st after appointment. A term shall begin on the January 1st following a person's election to the Board of Directors unless the motion appointing such person expressly states an earlier start date and there is a then-current vacancy on the Board of Directors.

3.4.1 *Special Provisions for Maintaining the Minimum Size of the Board of Directors.* In no event shall the Board of Directors fall below the minimum required number of three (3) members. In the event that the Board of Directors has not elected a sufficient number of people to maintain the minimum number, then the terms of the three (3) most junior members, determined by length of service, of the Board of Directors whose terms would otherwise expire (the "Survival Members") shall automatically be extended for one (1) year intervals (notwithstanding the general prohibition on serving more than two (2) consecutive terms) until the Survival Members elect a sufficient number of successors to the Board of Directors to maintain the minimum required size or wind up RMHCAR-NLA. In the event any of the Survival Members tenders a written resignation prior to the appointment of a sufficient number of successor members, RMHCAR-NLA shall automatically begin winding up and dissolution of RMHCAR-NLA and all then-current members of the Board of Directors shall remain members of the Board of Directors, without option to resign, until the completion of the wind up and dissolution of RMHCAR-NLA.

3.5 Term Limits. Except as otherwise expressly set forth in these Bylaws, no member of the Board of Directors shall serve more than two (2) consecutive terms. However, if a member is the Board Chair at the time his or her second consecutive term would otherwise expire, such person may be elected to a third consecutive term but may not be elected to a fourth consecutive term. A term-limited person may only return to the Board of Directors after remaining off the Board of Directors for a period of at least one (1) full calendar year (the "Post-Term Limit Year"). For the purpose of clarity, in the event that the Preceding Chair serves in an advisory capacity to the Executive Committee during a year that such Preceding Chair would otherwise be term-limited by the requirements of this Section 3.5, then such year shall qualify as

the Post-Term Limit Year, meaning that such Preceding Chair shall qualify for re-election to the Board of Directors for the next calendar year.

3.6 Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly at a time and place established by the Board Chair or by resolution of the Board of Directors for the transaction of such business as may come before the meeting. At the last regular meeting of the year, to the extent it has not already done so at an earlier meeting of the Board of Directors during the year, the Board of Directors shall elect officers, elect successor members of the Board of Directors and transact such other business as may properly be brought before the meeting. The last regular meeting of the year shall be considered the "Annual Meeting". The time and place of additional regular meetings may be fixed by the Board Chair or by resolution of the Board of Directors.

3.7 Special Meetings. A special meeting of the Board of Directors may be called by the Board Chair. A special meeting shall also be called by the Secretary upon request by: (i) any two (2) officers; or (ii) by members of the Board of Directors comprising at least twenty-five percent (25%) of the then Board of Directors. A special meeting shall only consider such matters as specifically stated in the request for the special meeting, and may only be held if not less than 48 hours' notice of the meeting has been provided in advance of the meeting with the time and place of the meeting specified in the notice of meeting.

3.8 Notice of Meetings. A notice of each regular meeting shall be given to the members of the Board of Directors not less than thirty (30) days prior to the meeting; provided, additional notice of regular meetings shall not be required if a schedule for regular meetings is announced to the Board of Directors in advance at a regular meeting and recorded in the minutes of the Board of Directors (if the announced schedule did not identify the time or place for such regular meetings, then the time and place shall be communicated to the Board at least three (3) days prior to the regular meeting). Attendance at a meeting shall be deemed a waiver of any defect in notice unless a protest is entered, in which case, if such protest is legitimate, the meeting shall be ineffective. Notice shall be in writing delivered personally or mailed to each member of the Board of Directors at his or her business address on file with RMHCAR-NLA, or by facsimile or electronic (*i.e.*, e-mail) transmission to the facsimile number or electronic mail address on file with RMHCAR-NLA.

3.9 Minutes of Meetings. The Secretary, or his or her designee, shall be responsible for the recording of all minutes of all meetings of the Board of Directors. One (1) copy of the minutes shall be kept by the Secretary in the minutes file.

3.10 Quorum. A quorum of one-third (1/3) of the total number of members then serving on the Board of Directors must be present to conduct on behalf of RMHCAR-NLA; provided that in the event the Board of Directors is comprised of seven (7) or fewer members, a quorum shall be one-half (1/2) of the total number of members then serving on the Board of Directors. No business may take place at a meeting with less than a quorum except to schedule a time and place for another meeting.

3.11 Manner of Acting. The affirmative vote of a majority of the members of the Board of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. Proxy voting shall not be permitted, and any vote by proxy shall be void and of no effect. All meetings, debates, votes and other procedures of the Board of Directors shall be conducted according to the current edition of *Robert's Rules of Order*.

3.12 Action Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved by each member of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each member of the Board of Directors, and included in the minutes filed with the corporate records reflecting the action taken. Any action taken under this Section shall be effective when the last required member of the Board of Directors has signed the consent, unless the consent specifies a different effective date, which effective date shall control. A consent may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute the same document. A consent delivered by facsimile or other electronic transmission shall constitute a valid signed consent (an e-mail from the member with a response such as "agreed", "affirmed" or "aye" shall be sufficient consent). A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

3.13 Electronic Participation Permitted. Members of the Board of Directors, or any Committee (defined herein) commissioned by the members of the Board of Directors, may participate in a meeting of the Board of Directors or such Committee, as applicable, by means of conference telephone, video conference or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

3.14 Powers and Duties of Directors. The Board of Directors shall have control and management of the affairs, business and property of RMHCAR-NLA.

3.15 Resignation of Directors. A member of the Board of Directors may resign at any time except as expressly stated in these Bylaws by tendering a written resignation to the Board Chair or Chief Executive Officer.

3.16 Removal of Directors. A member of the Board of Directors may be removed with or without cause by the vote of a majority of the Board of Directors present at any meeting.

3.17 Vacancies. The Board of Directors is not required to fill vacancies unless necessary to maintain the minimum number of members. The Board of Directors, by express vote, may elect a person to complete the term of member who leaves the Board, in which case, such person shall consequently serve less than a full-term and such partial term shall be considered to be such person's first term for purposes of the term limits even if the person being replaced was within his or her second term. Unless the Board of Directors expressly states in the election of a person that the intent is to complete another person's term, all elections to the Board of Directors shall be considered an election to a new term.

3.18 Committees. The Board Chair and Chief Executive Officer each shall have the authority to appoint any members of the Board of Directors and/or officers or other persons who are not officers or members of the Board of Directors, in any number, to a permanent committee identified in Section 3.19 or a committee otherwise established by the Board of Directors by majority vote of the members thereof (each a "Committee"). Multiple Committees may exist at any one time. A Committee duly appointed by the Board of Directors or Board Chair shall serve for a term of one (1) year or until the task for which such Committee was commissioned has been completed, whichever occurs earlier. A Committee may be delegated authority by the Board of Directors as necessary to complete the task for which such Committee was commissioned.

3.19 Permanent Committees.

3.19.1 There shall be a permanent Executive Committee (the "Executive Committee") composed of (A) all officers of RMHCAR-NLA, (B) up to two (2) members of the Board of Directors, such members to be selected as follows: (i) one (1) such member may be selected by the Board Chair to serve on the Executive Committee for a period determined by the Board Chair, and (ii) one (1) such member may be selected by the Chief Executive Officer to serve on the Executive Committee for a period determined by the Chief Executive Officer and (C) for the year following the year in which such person no longer serves as the Board Chair, the Preceding Chair. The Executive Committee shall complete such tasks and be delegated such authority as the members of the Board of Directors shall decide by resolution thereof. For the purpose of clarity, in the event the Preceding Chair is subject to the term limit of Section 3.5 herein, the Preceding Chair may still serve on the Executive Committee in an advisory capacity, including by attending and providing input at meetings of the Board of Directors, though such term-limited Preceding Chair may not cast a vote during meetings of the Board of Directors. In such case, the year during which the Preceding Chair serves in an advisory capacity on the Executive Committee, but does not formally serve on the Board of Directors, shall qualify as the Post-Term Limit Year required by Section 3.5 herein.

3.19.2 There shall be a permanent Finance and Audit Committee (the "Finance and Audit Committee"). The Board Chair shall have the authority to appoint members of the Board of Directors and/or officers or other persons who are not officers or members of the Board of Directors, in any number to the Finance and Audit Committee. The Treasurer shall be a member of the Finance and Audit Committee and shall act as chair of the Finance and Audit Committee.

3.19.3 There shall be a permanent Governance Committee (the "Governance Committee"). The Vice Chair shall act as the chair of the Governance Committee and shall have the authority to appoint members of the Board of Directors in any number to the Governance Committee. The Governance Committee shall have the primary responsibility for (i) nominating persons for election to the Board of Directors, (ii) nominating officers of RMHCAR-NLA for election by the Board of Directors and (iii) review and maintenance of the policies of RMHCAR-NLA.

3.19.4 There shall be permanent Development Committee (the "Development Committee"). The Board Chair shall have the authority to appoint members of the Board of Directors and/or officers or other persons who are not officers or members of the Board of Directors, in any number to the Development Committee. The Development Committee shall

have the primary responsibility for providing strategy and assistance in implementing the fundraising activities required to raise annual operational budget funding for the organization.

3.20 Advisory Board Members. The Board of Directors may appoint one or more individuals as advisory members of the Board of Directors to advise, assist and support RMHCAR-NLA. Advisory members shall serve for such duration as the Board of Directors shall determine. Advisory members shall be permitted to attend meetings of the Board of Directors, but shall not have voting privileges. Advisory members of the Board of Directors may resign or be removed by the Board of Directors at any time for any reason or for no reason.

ARTICLE IV OFFICERS

4.1 Corporate Officers. The officers of RMHCAR-NLA shall be the Board Chair, Vice Chair, Preceding Chair, Secretary, Treasurer, Chief Executive Officer and such other officers and assistant officers as may be deemed necessary and who shall be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may, if prudent, be held by the same individual. The Chief Executive Officer shall not be a member of the Board of Directors.

4.2 Election and Term of Office. All officers, except the Chief Executive Officer and Preceding Chair, shall be elected by the Board of Directors at the annual meeting. The term of office for each officer, except the Chief Executive Officer and Preceding Chair, shall be for one (1) year unless earlier removed by a majority vote of the Board of Directors or unless such officer earlier resigns. The Chief Executive Officer shall serve until removed by majority vote of the members of the Board of Directors. The Preceding Chair shall automatically be the most immediate past Board Chair who is also serving as a member of the Board of Directors. The officers serving at the time of execution of these Bylaws shall serve the remainder of their existing terms. Officers shall be allowed to serve any number of consecutive terms so long as such person (except the Chief Executive Officer) is still eligible to be a member of the Board of Directors, subject to the limitation in Section 3.4 above.

4.3 Removal. Any officer may be removed by majority vote of the members of the Board of Directors whenever, in the Board of Directors' judgment, the best interests of RMHCAR-NLA will be served thereby.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term during which such vacancy occurred.

4.5 Powers and Duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors, or as otherwise provided in these Bylaws. In the absence of such specifications, the basic duties of the officers shall be as follows:

(a) *Board Chair.* Unless the Board of Directors determines otherwise, the Board Chair shall serve as the Board Chair for two (2) years and shall preside at and manage all

meetings and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Board Chair shall perform such other duties as otherwise provided in these Bylaws.

(b) *Chief Executive Officer.* The Chief Executive Officer shall be the principal executive officer of RMHCAR-NLA and, subject to the control of the Board of Directors, shall supervise and control the day-to-day business and affairs of RMHCAR-NLA and perform all other duties as may be prescribed by the Board of Directors. He or she may sign, when duly authorized by resolution of the Board of Directors or Section 4.6 of this Article, any deeds, mortgages, bonds, contracts or other instruments or items. He or she may be an employee of RMHCAR-NLA.

(c) *Vice-Chair.* The Vice-Chair shall assist the Board Chair in the general conduct of the affairs of the Board Chair, shall serve in the absence of the Board Chair with the same force and effect, shall serve as the chair of the Governance Committee and may be appointed as a Committee chair for any other Committee. Unless the Board of Directors determines otherwise, the Vice Chair shall serve as the Vice Chair for two (2) years.

(d) *Preceding Chair.* The Preceding Chair shall assist the Board Chair and Vice-Chair with any transitional activities related to the changing of officers or members of the Board of Director and shall serve on the Executive Committee during the term of the Board Chair immediately following such person having served as Board Chair. In the event the Preceding Chair is subject to the term limits of Section 3.5 herein during the year where such Preceding Chair serves on the Executive Committee, such Preceding Chair may attend meetings of the Board of Directors in an advisory capacity, but shall not be permitted to vote on matters presented to the full Board of Directors.

(e) *Secretary.* The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of RMHCAR-NLA, if any, and see that the seal of RMHCAR-NLA is affixed, where necessary, to all documents the execution of which on behalf of RMHCAR-NLA under the seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chief Executive Officer or by the Board of Directors. The Secretary does not have to be a member of the Board of Directors.

(f) *Treasurer.* The Treasurer shall: (a) manage the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of RMHCAR-NLA, and shall deposit all funds and other valuables in the name and to the credit of RMHCAR-NLA in depositories designated by the Board of Directors; (b) oversee the disbursement the funds of RMHCAR-NLA as ordered by the Board of Directors, and prepare financial statements as it directs; (c) if required by the Board of Directors, give RMHCAR-NLA a bond (in such form, in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his or her office and for the restoration to RMHCAR-NLA, in the case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to

RMHCAR-NLA; and (d) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chief Executive Officer may from time to time delegate. In no event shall the Treasurer have authority to disperse funds from a depository without the express authority of the Board of Directors. The Treasurer shall serve as the chair of the Finance and Audit Committee and must be a member of the Board of Directors.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 Contracts. The Board of Directors may authorize any officer(s), or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of RMHCAR-NLA.

5.2 Loans. No loans shall be contracted on behalf of RMHCAR-NLA and no evidences of indebtedness shall be issued in its name unless expressly authorized by a resolution of the Board of Directors.

5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of RMHCAR-NLA, shall be signed by such officer(s), or agent(s), of RMHCAR-NLA and in such manner as shall from time to time be determined by resolution of the Board of Directors or as otherwise directed in these Bylaws.

5.4 Deposits. All funds of RMHCAR-NLA not otherwise employed shall be deposited from time to time to the credit of RMHCAR-NLA in such banks, trust companies or other depositories as selected by the Board of Directors.

ARTICLE VI FINANCES

6.1 Funds. All funds of RMHCAR-NLA shall be under the oversight of the Board of Directors.

6.2 Budgeting. Prior to the beginning of each fiscal year, the Chief Executive Officer and the Treasurer shall prepare a budget for the coming year, which will be presented to the Board of Directors for its consideration and approval.

ARTICLE VII BOOKS AND RECORDS

7.1 Books and Records. RMHCAR-NLA shall keep correct and complete books and records and shall also keep minutes of the proceedings of its Board of Directors, and shall keep, at the principal office, a record giving the names and addresses of the members of the Board of Directors. All books and records of RMHCAR-NLA may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time. All books and records must comply with the law and regulation adopted pursuant thereto.

7.2 Audits. The Board of Directors shall contract with a qualified outside accounting firm to conduct an annual financial audit of RMHCAR-NLA.

ARTICLE VIII INDEMNIFICATION

8.1 General Indemnity Obligation. RMHCAR-NLA shall indemnify and defend any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, claim or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of RMHCAR-NLA, by reason of the fact that such person is or was a director, officer, employee or agent of RMHCAR-NLA, or is or was serving at the request of RMHCAR-NLA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against expenses (including reasonable attorneys' fees), damages, judgments, penalties, interest, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, claim or proceeding, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of RMHCAR-NLA; and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of RMHCAR-NLA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful. Furthermore, to the extent that a director, officer, employee or agent of RMHCAR-NLA has been successful on the merits or otherwise in defense of any action, claim, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such director, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including reasonable attorney fees.

8.2 Authorization of Indemnity. Any indemnification under this Article, unless ordered by a court, shall be made by RMHCAR-NLA only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or

(b) If such a quorum is not available, or even if obtainable and a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

8.3 Expenses. Expenses incurred by a director or officer in defending a civil or criminal action, claim, suit or proceeding may be paid by RMHCAR-NLA in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director, officer or employee is not entitled to be indemnified by RMHCAR-NLA as provided for in this

Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in a person's official capacity and as an action in another capacity while holding such office.

8.4 Insurance. RMHCAR-NLA shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of RMHCAR-NLA, or is or was serving at the request of RMHCAR-NLA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not RMHCAR-NLA would have the power to indemnify such person against such liability under the provisions of this Article.

8.5 Continuing Obligation. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX FISCAL YEAR

The fiscal year of RMHCAR-NLA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X SEAL

Unless required by any applicable law, no seal shall be required to authenticate any act of RMHCAR-NLA or Board of Directors.

ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended or repealed in whole or in part by the affirmative vote of a majority of the Board of Directors.

CERTIFICATION OF ADOPTION

The foregoing bylaws of RMHCAR-NLA have been duly adopted this 10th day of October, 2024, by action of the Board of Directors of RMHCAR-NLA pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Chair of the Governance Subcommittee of RMHCAR-NLA on such date.

DocuSigned by:

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A. Cale Block
Chair, Governance Subcommittee