

**AMENDED AND RESTATED
BYLAWS
OF EMPLOYEES HELPING EMPLOYEES, INC.
*January 2005***

**ARTICLE I: CORPORATION
NAME AND PURPOSE**

NAME: The name of the corporation is Employees Helping Employees, Inc. as stated in the Articles of Incorporation, Article I.

PURPOSE: Employees Helping Employees, Inc. was formed as a non-profit corporation for the purpose of assisting public service employees in financial need and addresses those situations in which there is no financial assistance available from other community social service agencies. Employees Helping Employee funds are not intended to duplicate the benefits provided by other social service organizations.

NONPROFIT OPERATION: The Corporation operates on a nonprofit basis and is an exempt organization under Section 501(c)(3) of the Internal Revenue Code. No part of the assets, property or net earnings of the corporation shall be to the benefit of any private individual, corporation or firm.

ARTICLE II: OFFICE

BUSINESS OFFICE: The Corporation will maintain its principal office within the State of Arizona. The corporation may have such other offices within or without the state of Arizona as the Board of Directors may designate or as the business of the corporation may require from time to time.

REGISTERED OFFICE: The registered office of the corporation required by the Arizona Statutes to be maintained within the State of Arizona The Board of Directors may change the address of the registered office from time to time.

REGISTERED AGENT: The registered agent of the corporation shall be the Board of Directors as shall, from time to time, designate such person.

ARTICLE III: MEMBERSHIP

This is a non-membership corporation. All voting rights shall be by the Board of Directors. Article III is not applicable.

ARTICLE IV: OFFICERS

SECTION 1. NAME, ELECTION AND TERM

The principal officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, each of who shall also make up the Executive Committee and each of who shall be directors. The Board of Directors at the first regular meeting of the Board held each calendar year shall elect the President, Vice-President, Secretary and Treasurer. Officers shall serve for a term of three (3) years and until their successors are elected. The Board of Directors may from time to time elect additional officers, as it may deem proper, who shall serve at the pleasure of the Board of Directors.

SECTION 2. REMOVAL

Any officer or agent may be removed from office by the affirmative vote of a majority of the Board of Directors at which a majority of the Board of Directors is present.

SECTION 3. VACANCIES

A vacancy in any general office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the expired portion of the term(s), by the vote of a majority at any meeting of the Board of Directors at which a quorum is present.

SECTION 4. THE SECRETARY

The Secretary shall: keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose and in general perform all duties incident to the Office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chairman or by the President of the Board of Directors.

SECTION 5. THE TREASURER

The Treasurer shall in general perform all of the duties incident to the Office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chairman or by the Board of Directors.

SECTION 6. EXECUTIVE DIRECTOR

The President, subject to approval of the Board of Directors, may appoint an Executive Director to supervise day-to-day business and affairs of the Corporation. The Executive Director shall report directly to the President. The Executive Director shall be entitled to compensation in an amount annually determined by the Board of Directors, or pursuant to a contract approved by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. BOARD REPRESENTATION

Board representation shall be four members from the state agencies and three positions at large from any government entity, private business or retirees.

SECTION 2. AFFAIRS OF COPORATION

The Board of Directors shall manage the business and affairs of the corporation. The number of directors of the corporation shall be no less than seven directors

SECTION 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Treasurer and Secretary. The Executive Committee will coordinate administrative matters of the corporation.

SECTION 4. TENURE AND QUALIFICATIONS

Each director shall hold office for a term of three (3) years, until the second bi-annual meeting of the Board of Directors following his/her election and until his/her successor shall have been elected, or until his/her prior death, resignation or removal. However, the terms of the initial directors all are staggered, such that the terms of approximately one-third of the directors shall expire each year.

SECTION 5. REMOVAL

A director may be removed from office by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors called for that purpose, at which a majority of the Board of Directors is present. A director may resign at any time by filing his/her written resignation with the Secretary of the corporation.

SECTION 6. REGULAR MEETINGS

A regular meeting of the Board of Directors shall be held the second week in the months of January, May and September. The Secretary shall schedule the time and place of such meetings.

SECTION 7. NON-ATTENDANCE

If a Board member fails to perform any of the duties required of him/her as a Board member, the Board of Directors may declare his/her office vacant and the vacancy filled as herein provided. A Director position may be declared vacant if the Director has not attended three (3) consecutive Board meetings without approval from the President. The Board of Directors may remove any member from office for failure to perform the duties thereof, after giving the officer reasonable notice and opportunity to be heard.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President. The special meeting may be held using electronic methods or by phone and is to be held within the State of Arizona.

SECTION 9. QUORUM

Except as otherwise provided by law or by these bylaws, a majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 10: VACANCIES

Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors at any meeting of the Board of Directors at which a quorum is present; provided that, in case of a vacancy created by the removal of the director by vote of the directors, the directors shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

SECTION 11: COMPENSATION

The Board of Directors shall not be paid any compensation for their services as directors of the corporation.

SECTION 12: OTHER COMMITTEES

The Board of Directors, by resolution adopted by the affirmative vote of a majority of the directors at any meeting at which a quorum is present, may designate one or more other standing or temporary committees. Committee members will include the Director assigned the responsibility and those volunteers the Director may choose to assist in accomplishing the committee mission. Each committee shall fix its own rules for governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

**ARTICLE VI:
CRITERIA FOR APPROVAL OF HARDSHIP ASSISTANCE**

SECTION 1: CRITERIA

Evaluations of applications for assistance shall be conducted in accordance with the following criteria:

- a. Applicants must explore ALL resources, i.e., family, community service organizations, churches, etc., before applying to EHE.
- b. This fund anticipates only short term, emergency help for immediate, temporary stabilization of an employee’s hardship.
- c. Appropriate documentation of need must accompany the request for assistance.
- d. All disbursements will be by check made payable to the creditor and mailed to the applicant for direct payment to the creditor. No disbursements are made to the applicant.
- e. Maximum benefit will be set by the Board of Directors each year and will be determined based on the availability of annual funds.
- e. Employee must have attained Permanent Status on the job.

**ARTICLE VII:
PERMISSIBLE ASSISTANCE, LIMITATIONS, REASONS FOR NOT BEING APPROVED**

SECTION 1: PERMISSIBLE ASSISTANCE

Upon approval of an application, and no matter what caused the financial hardship, the Employee Crisis Fund will pay one of the following:

- 1) Temporary shelter, lodging or rent for up to four (4) weeks.
- 2) Emergency Utility assistance, i.e., electric, gas, water (no telephone or cable).
- 3) Short term outpatient mental health care not covered by EAP or health insurance (maximum of six sessions per year). The employee will initiate counseling for the employee and/or immediate family member(s) (children and spouse).

- 4) Purchasing “order of protection” filing and processing (one time only) unless the court waives the fee.
- 5) Child support and custody matters filing and processing (one time only) unless the court waives the fee.
- 6) Special circumstances as deemed appropriate by the Board of Directors.

SECTION 2: LIMITATIONS

Employee Helping Employees will not pay for:

- 1) Debts (charge cards of any kind, i.e., Visa, MasterCard, American Express, etc.)
- 2) Day care expenses
- 3) Car payments, car repair bills, car registration
- 4) Delinquent tax payments
- 5) General traveling expenses
- 6) Funeral / Burial Expenses
- 7) Attorney’s fees such as legal aid, divorce, criminal
- 8) Replacing funds from lost purses, wallets, money orders
- 9) Other circumstances as deemed inappropriate by the Board of Directors.

SECTION 3: REASONS FOR NOT BEING APPROVED

Employee Helping Employees will not provide assistance when:

- 1) Applicants whose mortgages are being foreclosed on must first follow the directions provided by their mortgage company (before coming to EHE).
- 2) The same individual applies multiple times.
- 3) No verification provided.
- 4) Incomplete application.
- 5) Housing or utility costs are not in the name of the applicant.
- 6) Another community agency provides assistance.
- 7) Disciplinary action resulting in suspension.
- 8) Applicant is not “on the job,” i.e., applicant has filed for and/or is receiving short or long-term disability, industrial or workers’ compensation or applicant is on leave or leaving public service for any of the above reasons.
- 9) Childcare expenses are greater than the income of the employee.
- 10) Bankruptcy (chapter 7, the ultimate assist); exception, Chapter 13 Bankruptcy where the intent is to pay back all indebtedness.
- 11) No funds

SECTION 4: SECOND ASSISTANCE ELIGIBILITY CRITERIA

An applicant may be eligible to receive a 2nd assist in the future providing funds are available. Applicants who have never received assistance always receive FIRST priority at available funds. If funds are available, an applicant needing to apply for a 2nd assist must meet the following criteria:

1. Must have two (2) continuous years of active on the job service (with no break in service), and
2. Must contribute to the Employees Helping Employees fund through the State Employees Charitable Campaign (SECC).
3. ~~Must complete a personal development course on budgeting. A letter or certificate of completion must be included with your application for a 2nd assist. Free educational sessions on how to prepare a personal budget and how to use credit wisely is available through Money Management, Inc., telephone (602) 246-2227.~~

ARTICLE VIII: SEAL

The corporation has no corporate seal at this time.

ARTICLE IX: AMENDMENTS

BY DIRECTORS: These bylaws may be altered, amended or repealed. The Board of Directors may adopt new bylaws by the affirmative vote of two-thirds of directors present at either a regular meeting, or at a special meeting of the Board of Directors called for that purpose, at which a majority of the Board of Directors is present. No amendment of these bylaws or of the charter shall become effective, however, until approved in writing by the President. Upon approval, Amendments of the Bylaws are to be filed with the Corporation Commission.

IMPLIED AMENDMENTS: Any action taken or authorized by the Board of Directors, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specification so taken or authorized.

ARTICLE X: DISSOLUTION

In the event of dissolution of the corporation, the assets of the corporation shall be distributed as provided in the articles of incorporation.

ARTICLE XI: FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

CERTIFICATE OF ADOPTION

The undersigned president and secretary do hereby certify that the foregoing Amended and Restated Bylaws were adopted by the Board of Directors of Employees Helping Employees, Inc., at a meeting held on _____2005.

President

Secretary