



Revised Bylaws

Dated 1.21.26

ARTICLE I — NAME AND OFFICES

Section 1 — Name

The name of the Corporation is Rally Point Nonprofit Council (“the Corporation”).

Section 2 — Principal Office

The principal office shall be located at 1804 E Longhills Rd, Benton, AR 72019, or at such other location as determined by the Board of Directors.

ARTICLE II — PURPOSE

Section 1 — General Purpose

The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code. The Corporation operates as a backbone organization, providing leadership, capacity-building, coordination, and resource-sharing for nonprofit organizations and wellness professionals across the State of Arkansas.

Section 2 — Expanded Statewide Mission

The Corporation serves the broader nonprofit and wellness professional community statewide, offering leadership assistance, collaboration, and resource-sharing to strengthen organizational effectiveness and promote ethical practices. Priority populations include organizations serving Active-Duty Military, Veterans, and First Responders.

Section 3 — Mission Vectors

The Corporation executes its purposes to equip nonprofits and wellness organizations to succeed through four mission vectors:

1. **Collaborate** — Facilitate partnerships, shared learning, and networking among member organizations.
2. **Strengthen** — Build organizational capacity, operational effectiveness, and ethical standards.
3. **Mobilize** — Lead and coordinate community service initiatives, disaster response missions, and volunteer efforts statewide.

4. **Prevail** — Sustain nonprofit leaders and member organizations through wellness programs, post-traumatic growth initiatives, and resilience-building resources.
- The Rally Point Wellness Network is a core program under this vector, supporting organizations serving Active-Duty Military, Veterans, and First Responders.

Section 4 — NCOE Lease Policy

The Corporation may lease or provide space in the Nonprofit Center of Excellence (NCOE) to nonprofit organizations, wellness professionals, or mission-aligned programs. All leases shall:

1. Charge fees that are only sufficient to cover operating expenses (utilities, maintenance, insurance, administration).
2. Ensure that no officer, director, member, or staff receives any personal benefit.
3. Require tenant activities to substantially advance the Corporation's exempt purposes, consistent with federal and state law, including the Corporation's mission vectors.
4. Be documented in Board minutes and periodically reviewed to ensure ongoing compliance with nonprofit law and IRS regulations.

Section 5 — Authority and Classification

The Corporation may engage in any lawful activities reasonably related to accomplishing the purposes described above. The Corporation's activities are intended to be classified under NTEE Code S50 (Public & Societal Benefit, Capacity-Building), pending IRS approval.

ARTICLE III — MEMBERS

Section 1 — Existence of Members

The Corporation may have one or more classes of members, or no members, as determined by the Board.

Section 2 — Voting Rights

If members are authorized, the Board shall determine which classes of members, if any, shall have voting rights.

Section 3 — Admission and Termination

The Board shall adopt policies governing the admission, rights, responsibilities, suspension, and termination of members.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Authority and Responsibility

The affairs of the Corporation shall be managed by its Board of Directors, which shall exercise all corporate powers except those reserved by law.

Section 2 — Number and Qualifications

The Board shall consist of not fewer than five (5) and not more than eleven (11) directors. Directors shall demonstrate commitment to the Corporation's mission and fiduciary responsibilities.

Section 3 — Terms of Office

Directors shall serve two-year terms and may serve no more than two consecutive terms. A former director may be eligible for reappointment after a one-year absence.

Section 4 — Vacancies

Any vacancy shall be filled by a majority vote of the remaining directors. A director appointed to fill a vacancy shall serve for the remainder of the unexpired term.

Section 5 — Resignation and Removal

A director may resign at any time by written notice to the Chair. A director may be removed for cause by a two-thirds vote of the Board.

ARTICLE V — MEETINGS OF THE BOARD

Section 1 — Regular Meetings

The Board shall meet at least quarterly at times and places determined by the Board.

Section 2 — Special Meetings

Special meetings may be called by the Chair or by any two directors.

Section 3 — Notice

Notice of meetings shall be seven days for regular meetings and 24 hrs for emergency meetings.

Section 4 — Quorum and Voting

A majority of directors then in office constitutes a quorum. Actions are approved by a majority vote of directors present unless a greater vote is required by law or these Bylaws.

Section 5 - Board Resolutions

Board resolutions are required for major decisions, including:

- Election or removal of officers.
- Approval of budgets or major financial transactions.
- Amendments to Bylaws or Articles of Incorporation.
- Creation or dissolution of committees.
- Authorization of significant legal or compliance actions.
 - Dissolution of RPNC.

ARTICLE VI — OFFICERS AND EXECUTIVE DIRECTOR

Section 1 — Officers

The officers shall include a Chair, Vice Chair, Secretary, and Treasurer, elected by the Board from among its members.

Section 2 — Executive Director

The Board may employ an Executive Director to serve as the chief executive officer. The Executive Director shall not be a voting member of the Board and shall operate under Board authority and oversight.

Section 3 - Nomination and Appointment Process

- Nomination by the Executive Director:

The ED shall nominate candidates for all senior leadership staff positions, including but not limited to C-Suite Officer COO, CIO etc. as well as Operations Directors The ED must submit the nominee's qualifications, experience, and rationale for selection to the Board of Directors.

Section 4 - Board Review and Consent:

The Board shall have the authority to review and provide advice on all ED nominations.

- Approval requires a majority vote of the Board to confirm the appointment.
- If the Board does not approve a nomination, the ED must submit an alternative candidate for consideration.
- Interim Appointments:
- The ED may appoint an interim officer for a period not to exceed 90 days without prior Board approval.
- The ED must formally nominate the interim officer for permanent placement at the next scheduled

Section 5 - Nomination Board Meeting:

- If the Board determines that the urgency of the appointment warrants an emergency meeting, it may call one with proper notification in accordance with these Bylaws.

ARTICLE VII — CONFLICT OF INTEREST

The Corporation shall maintain a Board-approved Conflict of Interest Policy consistent with IRS requirements. All directors, officers, and key persons shall comply with the policy.

ARTICLE VIII — FISCAL AND RECORDS MATTERS

Section 1 — Fiscal Year

The fiscal year of the Corporation shall end on September 30 of each year.

Section 2 — Books and Records

The Corporation shall maintain complete and accurate books, records, and minutes in accordance with applicable law.

ARTICLE IV – INCLUSION, EQUITY, AND BELONGING

Section 1 - Purpose

RPNC is committed to fostering a diverse and inclusive environment where all individuals feel valued, respected, and empowered.

Section 2 - Principles

1. Inclusion: Welcoming space that celebrates diverse backgrounds and perspectives.
2. Equity: Ensuring fair treatment, access, and opportunity for everyone.
3. Belonging: Building a culture where every individual feels they belong and can contribute meaningfully.

Section 3 - Implementation

RPNC will integrate these principles into policies, practices, and decision-making processes, reviewing them regularly to maintain alignment with its commitment.

ARTICLE IX — INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Arkansas Nonprofit Corporation Act.

ARTICLE X — DISSOLUTION

Upon dissolution, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or to a governmental entity for a public purpose.

ARTICLE XI — AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds vote of the Board, provided notice of the proposed amendment is given in advance.

CERTIFICATION

These Restated Bylaws were adopted by resolution of the Board of Directors of Rally Point Nonprofit Council on January 21, 2026, and supersede all prior versions.