

NEW YORK STATE CITIZENS' COALITION FOR CHILDREN, INC.
THE CORPORATION BY-LAWS
AS AMENDED FEBRUARY 1, 2016

ARTICLE I

NAME

The name of this organization is the New York State Citizens' Coalition for Children, Inc. (the "Corporation").

The Corporation may affiliate with or support any organization with compatible goals.

ARTICLE II

PURPOSE

Section 1. Purpose. The purpose of the Corporation is to provide information, support and advocacy to foster, kinship and adoptive families in New York State. The Corporation may not operate any adoption or foster care placement programs.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501 of the Internal Revenue Code of 1954 and shall not carry on activities not allowed to be carried on by a 501(c)(3) corporation.

Section 2. Objectives. The Corporation seeks to serve and to learn from those who belong to the adoption, kinship and foster care constellations, including birth parents, foster parents, adoptive parents, individuals who joined their family through adoption, and individuals who spent time in foster care, as well as foster care, kinship and adoption professionals and advocates.

The Corporation also seeks:

- (i) to bring together adoptive, foster and kinship parent groups throughout the State in order to educate the community at large concerning the right of every child to stability, well-being and permanence.
- (ii) to promote the establishment and foster the development of an active communications network of adoptive, foster and kinship parent groups and other concerned individuals and organizations throughout the state;
- (iii) to serve as a forum for discussing and addressing issues affecting children in adoptive, foster care and kinship families;

- (iv) to assist in organizing and providing technical support for the development of parent groups;
- (v) to provide opportunities for foster parents, adoptive parents, birth parents, kinship families, professionals and advocates to learn about the issues affecting children in foster care and those in adoptive and kinship families;
- (vi) to educate the general public concerning the needs of children and youth in foster care or kinship families and children and youth who were adopted;
- (vii) to advocate public and administrative policies which further the best interests of children and their families;
- (viii) to conduct research and disseminate information in the fields of adoption, kinship, foster care, children's rights and related subjects; and
- (ix) to do any other act or thing within the limits of law, these by-laws, and the Certificate of Incorporation which is incident to or connected with the foregoing purpose or advancement thereof.

ARTICLE III

MEMBERSHIP

Section 1. Membership Composition. The Corporation seeks membership from individuals belonging to the adoption, kinship and foster care constellations, including birth parents, foster parents, adoptive parents, kinship parents, individuals who joined their family via adoption or kinship, foster care alumni and related professionals and advocates.

To the extent possible, the membership should reflect the different categories, including: kinship, guardianship, private domestic, foster care/waiting child, and international families. The Board may establish any criteria for membership as it deems appropriate.

Section 2. Membership Classes. The Corporation shall have the following classes of members:

- a. *Board*. The Board of directors of the Corporation then in office shall comprise the "Board" class of members. The Board shall have voting rights given to them by these by-laws.

b. *Parent Groups.* All foster, kinship and adoptive parent groups with goals similar to that of the Corporation shall comprise the “Parent Groups” class of members. The Parent Groups shall have the voting rights given to them by these by-laws. When a Parent Group is sponsored by an agency, the Parent Group representatives must act as “parents first” not as agency representatives or employees at the Corporation meetings and functions.

c. *Members at Large.* Any individual, agency, corporation, or organization which supports the purpose of the Corporation shall comprise the “Members at Large” class of members. Members at Large shall have voting rights given to them by these by-laws. Members at Large may represent the Corporation at meetings or other functions as directed by the President or Executive Director and assume other appropriate duties as directed by the President or Executive Director.

Section 3. Membership and Membership Fees. Admission and continuity of membership of Parent Groups and Members at Large shall be dependent upon annual payment of the respective membership fee for each type of member. Membership fees will be set by the Board.

Section 4. Liability and Responsibility. The Corporation shall not assume any obligations nor shall it be responsible or liable for any actions of any parent group, organization or individual member by reason of granting membership in the Corporation, and the Corporation shall have no control over the separate individual affairs of such parent group, organization or individual member.

No individual member group may speak for the Corporation unless said comments have been approved by the Board or Executive Director.

Section 5. Equal Opportunity. There shall be no discrimination on the basis of race, religion, gender, age, sexual orientation, national origin, gender identity, disability or any other class protected under the applicable local, state and federal anti-discrimination laws in regard to the Corporation membership.

Section 6. Subtitle Use by Member Organizations. A member organization shall be entitled to use the subtitle, “Member organization of the New York State Citizens’ Coalition for Children, Inc.” However, this and all other rights and privileges of members shall cease upon termination of membership.

Section 7. Termination. Upon the occurrence of any act or conduct by a parent group, organization or individual member, which is contrary to the purpose and objectives of the

Corporation, the Board will conduct a hearing. The Board may terminate membership with subsequent notification to the Corporation. Termination of membership may be appealed at the next Annual Meeting of the Board. Request for appeal of terminated membership must be done in writing to the Executive Director thirty (30) days prior to the Annual Meeting of the Board.

Section 8. Annual Membership Meetings.

a. In accordance with these by-laws, the members shall hold an annual meeting (“Annual Membership Meeting”) to elect Advisory Committee Members, to receive the report described in Article V, Section 3 of these by-laws, to transact other business assigned to the members and pursuant to the agenda described in paragraph (c) hereof. The Annual Membership Meetings shall be held on such dates and in such places as may be set by the President of the Board (“President”) and will ordinarily coincide with the Corporation annual statewide training conference.

b. The Corporation welcomes and encourages attendance at its Annual Membership Meeting by more than one representative per Parent Group and by its Members at Large. Attendance by the Board is welcomed and encouraged.

c. The President shall be responsible for the agenda for the Annual Membership Meeting, which shall include but not be limited to: elections for members of the Advisory Committee, described in Article VI, presenting information on the Corporation’s advocacy, legislative updates and the Corporation’s financial standing. In addition, the agenda shall include time for members to: suggest areas for adoption, kinship and foster care advocacy, conference topics and speakers, and the needs of children in foster care, adoptive, kinship and foster families.

The Executive Director will present a report on the Corporation programs and activities.

Section 9. Notice. Written notice of the place and time of any meeting shall be given to each member entitled to vote at the meeting by electronic mail, facsimile, first class mail or personal delivery not less than two (2) weeks before the date of the meeting.

Section 10. Voting and Action by Members. Class members shall have voting privileges as follows: The Board shall have full voting rights afforded members under the New York Not-For-Profit Corporation Law (“N-PCL”). Parent Groups and Members at Large shall only have the voting rights expressly given to them by these by-laws.

Section 11. Quorum for Annual Membership Meetings. A quorum for the Annual Membership Meeting shall consist of at least one/tenth of members entitled to vote therein. Decisions require approval of a simple majority of members entitled to vote present at the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall act as management for the Corporation and shall have all powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these by-laws. It will be the responsibility of the Board to provide general leadership, to act as a steering committee for the Corporation, to assure that the organization's financial needs are being achieved, purposes are adhered to, to set advocacy agenda, to provide guidance and supervise the activities of the Executive Director.

The Board will establish priorities and policies, establish committees as necessary, review and approve the annual budget submitted by the Finance Committee, and review work plans and reports of all committees. These specified duties are not to exclude other activities from Board consideration and action.

Each member of the Board shall receive a copy of the Board contract during the interview process for the Board. This contract shall outline in detail the duties and expectations of the Board members. Board contracts shall be signed upon joining the Board. Board members shall make one half of the required financial commitment/donation at the start of their Board term or the Annual Meeting of the Board for officers continuing their term. The remainder of the financial commitment/donation is due at the end of the Corporation's fiscal year.

Board members shall actively participate on at least one committee.

Board members must attend a minimum of one fundraising event annually.

Board members must promote the Corporation's mission, programs, activities in their communities. Board members shall be invited to Annual Membership Meetings and Advisory Committee meetings. While attendance at such meetings is encouraged it is not mandatory. Board members must report any conflict of interest to the President.

Board members shall not be financially compensated by the Corporation for fulfilling their duties as Board members or providing other services for the Corporation.

Section 2. Number. The number of directors constituting the entire Board shall be between 3 and 15 (the “Entire Board”). The Entire Board shall consist of the total number of directors entitled to vote that the Corporation would have if there were no vacancies. The Board may increase or decrease the number of directors from time to time, but no decrease shall shorten the term of any incumbent director or reduce the number of directors to fewer than three.

Section 3. Election and Term of Office. At the Annual Meeting of the Board, the Board shall elect directors for a term of two (2) years. Except in the case of death, resignation or removal under these by-laws, directors shall hold office until the expiration of their terms and the election of their successors. Directors may serve an unlimited number of consecutive terms.

To ensure continuity on the Board, elections for directors will be held in alternating years: half the directors will be elected one year and the other half will be elected the next year.

Section 4. Removal. The Board, by vote of a majority of the Entire Board, may remove any director for cause at any regular or special meeting of the Board called for that purpose, provided there is a quorum of not less than a majority of the Entire Board present at the meeting. Cause shall be defined by the Board, in its sole discretion.

Section 5. Resignation. A director may resign from office at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6. Vacancies and Newly Created Directorships. The Board, by vote of a majority of the directors then in office, may elect directors to fill any newly created directorships and any vacancies on the Board. The directors so elected shall serve until the next Annual Meeting of the Board and the election of their successors.

Section 7. Meetings of the Board. The Board shall meet no less than six times per year (an annual retreat for strategic planning, if any, may, at the election of the Board, be deemed to be a Meeting of the Board), either in person, telephone, electronically or online, as called by the President. Board meeting agendas shall include current needs of the organization, reports from the Treasurer, Corporation Committee chairpersons, and follow-up with progress from past agenda items and any other matters deemed relevant by the Board Members.

Board minutes will include only attendance, Board resolutions, the votes taken, any specific statement of dissent requested by a Board member, referrals of matters to staff or a Board committee and a list of the reports provided.

Section 8. Annual Meeting of the Board. The Board shall meet no later than February 15th of each year (“Annual Meeting of the Board”). The agenda for the Annual Meeting of the Board shall include, but not be limited to:

- a. Conducting elections for all available Board positions.
- b. Each Corporation Committee Chairperson shall present a plan for their committee the upcoming year.
- c. The Board shall review the feasibility of the Board having an annual retreat for strategic planning.

Section 9. Special Meetings. The President or any three (3) members of the Board may call a Board meeting at any time deemed necessary.

All special meetings may be called by written, telephone, facsimile or electronic mail notice at least three (3) days prior to the meeting.

Section 10. Quorum and Voting. A quorum for Board meetings (whether regular or special) shall consist of a simple majority of the Entire Board. Decisions made at Board meetings require approval of a simple majority of Board members present, if a quorum is present. However, in accordance with the N-PCL, the following actions may be taken only if authorized as specified:

- a. the purchase of real property or the sale, mortgage, lease, exchange or other disposition of the Corporation’s real property must be authorized by vote of (1) a majority of the Board or (2) a majority of a committee authorized by the Board; if authorized by a committee, the committee shall report to the Board any actions taken no later than the next regularly scheduled meeting of the Board;
- b. if the real property to be purchased, sold, mortgaged, leased, exchanged or otherwise disposed of constitutes all, or substantially all, of the assets of the Corporation, the transaction must be authorized by vote of two-thirds of the Entire Board, or, if there are twenty-one or more directors, by vote of a majority of the Entire Board; or
- c. a petition for judicial dissolution or the revocation of voluntary dissolution proceedings must be authorized by vote of a majority of the directors then in office.

Section 11. Action by the Board.

a. Any action required or permitted to be taken by the Board or by any of its committees may be taken without a meeting if all members of the Board or the committee consent in writing (including by electronic mail) to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the meetings of the Board or committee.

b. Participation of one or more directors by conference telephone, electronic video screen or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Section 12. Policies. The Board shall adopt a conflict of interest policy and an investment policy.

ARTICLE V

OFFICERS AND EMPLOYEES

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and any other officers elected by the Board. The officers of the Corporation may also include up to a maximum of eleven (11) Members at Large of the Corporation. No person may hold the offices of both President and Secretary.

Section 2. Election and Terms of Office. The officers will be elected at the Annual Meeting of the Board. The officers shall serve a two-year term subject to re-election. Officers may be elected to an unlimited number of terms.

To ensure continuity on the Board, elections for specified offices will be held in alternating years: President, Secretary, and half of the Members at Large in one year, alternating with Vice President, Treasurer, and the other half of the Members at Large the next year.

Section 3. President. The President shall preside at all Board and Annual Membership Meetings and set agendas and calendar for all Board and Annual Membership Meetings. Between Board meetings, the President shall maintain contact with the Executive Director at least once a month. The President shall also plan a budget with the Finance Committee, appoint standing and ad hoc committee members and serve as ex-officio member of all committees. Together with the Treasurer, the President shall present the annual report of directors described in Article V, Section 6 of these bylaws and required by N-PCL § 519.

Section 4. Vice President. The Vice President shall serve as chairperson to the Governance Committee, oversee committees as assigned by the President and assume other duties as directed by the President. The Vice President shall also assist the President with duties as needed with the understanding that the Vice President will assume the position of the President for the remainder of the unexpired term when it becomes vacant and the Vice President is voted into the position.

Section 5. Secretary. The Secretary shall record and prepare minutes of Board meetings unless delegated to another Board member or Executive Director. He or she shall maintain up-to-date by-laws of the Corporation and a list of committee membership and up-to-date contact information. The Secretary shall ensure that all Board minutes and Corporation Committee reports are filed in the Corporation permanent records. Additionally the Secretary shall assume other appropriate duties as directed by the President.

Section 6. Treasurer. The Treasurer shall ensure that financial matters are handled responsibly in accordance with applicable laws, regulations, these by-laws, and good business procedures. The Treasurer shall also work with the Executive Director to assure timely preparation and submission of appropriate government and financial reports for the Corporation as required by law, regulation, or these by-laws. He or she shall present financial updates at all Board meetings and prepare and present annual income and expense statements and annual budget at the first Board meeting following the end of the Corporation's fiscal year. The Treasurer will also serve as chairperson of the Finance Committee and assume other appropriate duties as directed by the President. Together with the President, the Treasurer shall present the annual report of directors required by N-PCL § 519 showing:

- a. the assets and liabilities of the Corporation as of a twelve month fiscal year terminating not more than six months prior to the meeting;
- b. the principal changes in assets and liabilities during that fiscal year;
- c. the revenues or receipts of the Corporation for that fiscal year; and
- d. the expenses or disbursements of the Corporation during that fiscal year; and
- e. the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The report shall be verified by the President and Treasurer, by a majority of the directors, or certified by a public accountant and filed with the minutes of the annual meeting. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York that includes the information specified above.

Section 7. Attendance. Officers with unexcused absences from 50% or more of the meetings held during a year may be replaced by the Board.

Section 8. Vacancies. A vacancy in any office may be filled by Board appointment upon recommendation from the Governance Committee for the remainder of the unexpired term.

Section 9. Removal. Any officer elected or appointed may be removed by the Board whenever the best interests of the Corporation would be served.

Section 10. Executive Director. An Executive Director may be appointed and supervised by the Board. The Executive Director is responsible for the day to day activities of the Corporation.

Section 11. Employees and Other Agents. The Board may appoint employees and other agents to serve at the pleasure of the Board and have the authority, perform the duties and receive the compensation, if any, determined by the Board. The Executive Director is responsible for hiring (upon the approval of the Board) and supervising any of the Corporation's staff.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Corporation. The Board may create committees, including Finance, Personnel, Development/Fundraising, Personnel, Marketing/Communications, Governance, and Advocacy committees (the "Corporation Committees"). No such committee shall have the authority to bind the Board and shall not be part of the management of the Corporation. Chairperson for each committee shall be determined at the Annual Meeting of the Board. Chairperson must be a member of the Board. Members of the Advisory Committee may participate on Corporation Committees as volunteers. Advisory Committee members with an interest in participating on an Corporation Committee should contact the President. While participation in Corporation Committees is encouraged, the Board is under no obligation to comply with every request.

Section 2. Committee Membership. Membership on committees, other than the Advisory Committee, will be determined at the Annual Meeting of the Board. Memberships on committees may change between the Annual Meeting of the Board with the approval of the President.

Section 3. Work Plan and Reports. Each committee chairperson shall provide an annual work plan at the Annual Meeting of the Board. Each committee shall keep minutes of their meetings. The minutes of the committees shall be emailed to the Secretary after its contents are reported to the Board. The Committee Chairperson shall summarize the activity of the committee at each Board meeting. If the Committee Chairperson cannot attend the Board meeting, the chairperson shall request another committee member to present the summary to the Board. The President may ask for and receive updates of a committee's work from a Committee Chairperson at any time the President deems it necessary to have an update. This update may be done verbally or in writing.

Section 4. Finance Committee. The Finance Committee shall (i) review the procedures for maintaining the financial records of the Corporation, (ii) make recommendations regarding all financial affairs, including financial management, audits, budgeting, and resource development for the Corporation, (iii) work with the Executive Director and President to develop a proposed budget, (iv) monitor program and administrative budgets, (v) present the Form 990 to the Board for approval and (vi) review all income and expense statement prepared by the fundraising/development committee for their events.

Section 5. Governance Committee. The Governance Committee shall (i) determine the annual needs of the Board for representation, expertise and connections, (ii) identify and cultivate potential Board candidates, (iii) recommend candidates to the Board and prepare a list of nominations to the Board, (iv) provide orientation of new Board members, (v) annually review the Board members' contract and expectations, and make suggestions for changes when necessary to the Board, (vi) Be responsible for reviewing the Corporation's by-laws and make recommendations for changes to the Board as needed and (vii) review the Performance of all Board members four (4) months prior to the end of their term and discuss with them their continued interest in participating on the Corporation's Board.

Notice of Board nominations must be sent at least two (2) weeks in advance of the Annual Meeting of the Board. If a resignation occurs during a term of office, the Governance Committee shall recommend to the Board a replacement to serve until the next election.

Section 6. Personnel Committee. The Personnel Committee shall (i) oversee and review personnel policies, including job descriptions, for the Corporation employees and other personnel-related issues as may arise, (ii) work with the President to conduct the annual review of the Executive Director and give recommendations on review of the Corporation employees by the Executive Director, (iii) make recommendations for employee compensations to the Board and (iv) conduct job searches as needed under the direction of the Board or delegate job searches for positions other than Executive Director to the Executive Director.

Section 7. Advocacy Committee. The Advocacy Committee shall (i) work with the Executive Director and the Advisory Committee to develop an advocacy agenda, (ii) collect the documentation on laws, research and, statistics necessary to promote advocacy issues and (iii) Advocacy Committee members shall attend advisory committee meetings and Annual Membership Meetings whenever possible. The Advocacy Committee with the Executive Director shall decide which individuals can act as advocates representing the Corporation at meetings.

Section 8. Development/Fundraising Committee. The Development/Fundraising Committee shall (i) design, organize, and monitor fundraising events for the Corporation, (ii) propose an annual resource development plan to the Annual Meeting of the Board and (iii) provide income and expense statements for all fundraising events to the Treasurer in a timely manner. A minimum of 50% of the Development/Fundraising committee shall be Members at Large.

Section 9. Marketing/Communications Committee. The Marketing/Communications Committee shall promote the Corporation and its programs with the goal of increasing attendance at Corporation events, increasing donations to the Corporation, increase traffic at the Corporation's website, increase the Corporation membership and promoting the Corporation advocacy agenda.

Section 10. Advisory Committee. The role of the Advisory Committee is to advise the Executive Director and the Board on the needs of children in foster care, foster families, kinship families, adoptive families and relative caregivers.

a. *Membership.* The membership of the Advisory Committee and the Executive Director shall be responsible for nominations to the Advisory Committee and members of the Advisory Committee shall be elected as described in Article III, Section 8 of these By-laws. Nominees to the Advisory Committee must have current membership in the Corporation. Members of the Advisory Committee shall consist of members of foster, adult adoptees, adoptive and kinship parents support groups, individuals who were in foster care, kinship or adoptive families or adoption, kinship and foster care advocates. Individuals on the Advisory Committee who are employed by an adoption, kinship or foster care agency must represent the needs of children in foster care, foster care, kinship and adoptive families, relative caregivers and not the needs of an agency.

The Advisory Committee shall have a Chairperson, Secretary, Eastern & Western Vice Chairpersons and up to sixteen (16) Members at Large.

b. *Term.* Advisory Committee members shall serve two (2) year terms subject to re-election. To ensure continuity of the Advisory Committee elections for specific officers shall be held in alternating years: Chairperson, Eastern Vice Chairperson and up to half the members of the Advisory Committee, and the following year Secretary, Western Vice Chairperson and up to other half of the members of the Advisory Committee.

c. *Duties:*

- (1) The Chairperson of the Advisory Committee is responsible for communication to advisory committee members between meetings.
- (2) The Secretary of the Advisory Committee is responsible for taking minutes of meetings and providing copies of the Advisory Committee meetings to the Executive Director, Secretary of the Board, and Advisory Committee members in a timely manner.
- (3) Members shall promote the Corporation programs and membership in their respective communities. Members shall be invited to the Corporation fundraising activities but are under no obligation to attend the meetings. Members are required to make at least one monetary donation per calendar year that is personally meaningful. Members of the Advisory Committee may participate on Corporation Committees. Advisory Committee

members with an interest in participating on a Corporation Committee should contact the President or Executive Director.

d. *Advisory Committee Meeting.* The Executive Director in consultation with the Chairperson is responsible for setting the agenda for the Advisory Committee meetings. The agenda should be distributed to advisory committee members ten (10) days in advance of the meetings. Advisory Committee members may suggest additions/changes to the agenda in writing to the Executive Director up to two (2) working days prior to the Advisory Committee meeting. The agenda for the Advisory Committee meetings shall include, but not be limited to:

- (1) the Corporation's advocacy agenda,
- (2) Annual conference needs and highlights,
- (3) Resources available to children in foster care, foster, kinship and adoptive families and relative caregivers.
- (4) Additions/changes to the Corporation programs and websites.

Advisory committee members shall be encouraged by the Executive Director to provide feedback in all areas on the agenda and be given the opportunity to suggest areas for adoption, kinship and foster care advocacy, conference topics and speakers, as well as to the needs of children in adoptive, kinship and foster families.

The Advisory Committee shall meet at least two (2) times a year. Meetings may be either in person, telephone, electronically or online. One meeting must be an annual meeting of the Advisory Committee and held in conjunction with the annual training conference.

The Executive Director in consultation with the Chairperson is responsible for the scheduling of the Advisory Committee meetings and notifying all Advisory Committee members of the meetings a minimum of two (2) weeks in advance of the meetings.

e. *Special Meetings of the Advisory Committee.* The Executive Director may call a special meeting at any time deemed necessary by the Executive Director or the Board. Should an Advisory Committee member feel a need to have a special meeting prior to the next scheduled Advisory Committee meeting, the Advisory Committee member can make a request for a meeting in writing to the Executive Director outlining the issue that needs immediate attention. The request for the meeting shall be reviewed by the Executive Director and the Chairperson and if deemed necessary the Executive Director shall schedule a special meeting of the Advisory Committee.

f. *Advisory Committee Quorum.* No quorum is needed for the advisory committee meetings to be held. Decisions made at advisory committee meetings require approval of a simple majority of the Advisory Committee members present.

g. *Advisory Committee Participation and Vacancies.* To ensure that the Advisory Committee positions are filled by individuals who have the time to serve on the Advisory Committee, Advisory Committee members must participate in a minimum of 50% of Advisory Committee meetings held during a year. Failure to participate in 50% of the Advisory Committee meetings held during a year shall result in the member not being allowed to remain on the Advisory Committee. Vacancies on the Advisory Committee may be filled by the agreement of the Advisory Committee and the Executive Director for the remainder of an unexpired term.

h. *Advisory Committee Removal.* Any member of the Advisory Committee may be removed by the Executive Director in consultation with the Chairperson whenever the best interests of the Corporation would be served. The Executive Director in consultation with the Board may remove the Chairperson whenever the best interests of the Corporation would be served. Advisory Committee members that fail to make an annual monetary donation will be removed from the Advisory Committee.

Section 11. Ad Hoc Board Committees. Ad hoc committees may be established by the Board as needed for a specific purpose. The President will appoint the chairperson and members of the committee.

ARTICLE VII

FINANCES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

Section 2. Contracts. The Board may authorize any officer or officers (in addition to the officers so authorized by these by-laws) or the Executive Director to enter into any contract or execute the delivery of any instrument in the name of the Corporation. Such authority may be general or confined to a specific instance.

The Corporation may enter into contractual arrangements with a Parent Group or a Member at Large. The Corporation's liability shall not extend beyond the written terms of such agreements as ratified by the Corporation.

Section 3. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the appropriate officer(s) or Executive Director in such a manner as shall be specified by the Board.

Section 4. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such financial institutions as recommended by the Treasurer and designated by the Board.

Section 5. Gifts. The Corporation may accept any contribution, gift, or bequest for a general purpose or for any specific purpose of the Corporation.

Board members are expected to make an annual contribution in accordance with the dollar amount agreed upon in their Board contract. Advisory Committee members are expected to make an annual contribution that is personally meaningful.

Section 6. Limitations. No part of the net earnings of the Corporation shall inure to or be payable to or for the benefit of any private person or individual or anyone connected to the Corporation.

The Corporation advocacy activities shall be directed towards educating legislators, agencies, and the public on the needs of children and youth in foster care, foster families, kinship families, adoptive families and relative caregivers and suggest services to elevate problem areas. The Corporation may write letters of support for legislation. Notwithstanding the foregoing, no part of the activities of the Corporation shall attempt by any means to participate in or intervene in political campaigns on behalf of any candidate for public office, and the Corporation advocacy activities shall not exceed limitations set forth in the Internal Revenue Code of 1986, as amended, for the organizations exempt under Section 501(c)(3).

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its Annual Membership Meetings, Corporation Committees

meetings and Board meetings. The Corporation financial books shall be kept in accordance with applicable standards and annual audits shall be done in accordance with standard accounting practices. The Corporation shall keep at its principal office a record with the names and addresses of its officers and members. All books and records may be inspected by any Board member for any proper purpose at any reasonable time. Copies of books, records, and correspondence shall be made available in a timely manner to any Board member upon request.

ARTICLE IX
CONDUCT OF MEETINGS

The conduct of all official meetings of the Corporation will be in accordance with the most recently revised Robert's Rules of Order unless they are in conflict with provision of these by-laws, which take precedence.

ARTICLE X
DISSOLUTION

In the event of dissolution from whatever cause, all assets remaining after the settlement of all obligations of the Corporation shall be disposed of by the Board in accordance with guidelines in the certificate of incorporation of the Corporation.

ARTICLE XI
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XII

RATIFICATION AND AMENDMENT

These by-laws shall be ratified in writing by two-thirds (2/3) of the Board and shall take effect from the date of adoption.

Amendment of the by-laws may be made at any annual or special meeting of the Board (to the extent the quorum requirements set forth above are met), provided, however, that notice of the proposed amendment is contained in the notice of such meeting. Unless otherwise specified in the amendment, the amendment takes effect from the date of adoption.

Amended: 4/5/81, 8/26/82, 4/17/83, 4/12/86, 11/21/87, 5/6/89, 4/17/97, 7/26/03, 5/5/11, 5/9/13, 5/8/14, 10/13/14. 2/1/2016.