



BYLAWS
of Child Care Aware® of America
A California Nonprofit Public Benefit Corporation

TABLE OF CONTENTS

ARTICLE I Office and Governing Law	2
ARTICLE II Membership	2
ARTICLE III Meetings of Members	4
ARTICLE IV Board of Directors	8
ARTICLE V Committees	12
ARTICLE VI Officers	15
ARTICLE VII Councils	18
ARTICLE VIII Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation: Purchase of Liability Insurance	19
ARTICLE IX Execution of Corporate Instruments; Corporate Records	20
ARTICLE X Amendments	20
ARTICLE XI Construction and Definitions	21

ARTICLE I

Office and Governing Law

Section 1. Principal Office

The principal office of Child Care Aware® of America (the “Corporation”) shall be located within or without of the Commonwealth of Virginia, as determined by the Board of Directors.

Section 2. Governing Law

The Corporation is a California nonprofit public benefit corporation, and as such, is governed by the California Nonprofit Public Benefit Corporation Law (the “Act”).

ARTICLE II

Membership

Section 1. Classes of Membership

The Corporation shall have two classes of membership: Voting Members and Nonvoting Members.

A. Voting Members

Voting Members shall be community-based or state network organizations that deliver child care resource and referral (“CCR&Rs”) services as defined by the Corporation, and other categories of organizational members as determined by the Board of Directors. These members shall have the right to vote on matters as outlined in these Bylaws.

Each Voting Member shall have the right to cast one (1) vote on each matter brought before the membership. Each Voting Member shall designate an individual to act on behalf of the Voting Member (the “Voting Member Representative”) and shall provide the name of the Voting Member Representative to the Corporation at least ten (10) days in advance of any meeting of the Voting Members or membership vote.

B. Non-Voting Members

Nonvoting Members shall include individuals and other entities that support the mission of the Corporation but do not meet the criteria for voting membership. Nonvoting members may participate in organization activities and access certain benefits as determined by the Board of Directors but shall not have voting rights.

Section 2. Resignation and Termination of Membership

A. Member Resignation and Expiration

A member may resign at any time by providing written notice to the Corporation. The resigning member shall not be relieved from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees incurred prior to the effective date of resignation. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

B. Cause for Termination

The occurrence of any of the following events may be cause for termination of a membership:

1. The failure of the member to pay dues or fees applicable to the current membership term by the membership expiration date.
2. The failure of the member to continue to meet the applicable requirements and qualifications for membership.
3. The determination by the Board of Directors that the member's organization, structure or goals could materially adversely affect the tax-exempt status of the Corporation.
4. Conviction of a Nonvoting Member, or of a senior executive of a Voting Member, of a felony, or of any action with the intent to bring harm to, or with the probable effect or result of bringing harm to, a child or minor.
5. Violation by the member of any code of conduct or other standards and requirements of membership adopted by the Board of Directors.

Termination of a membership shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred prior to the effective date of termination.

C. Procedures for Termination

No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to the following procedures. Any expulsion, termination or suspension not in accord with this section shall be void and without effect.

1. A notice of the proposed termination shall be sent by prepaid first-class or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the action to be taken, the reasons for the action, and the date, time, and place of the hearing provided for in subparagraph (2) below. Such notice shall be sent at least fifteen (15) days before the proposed effective date of termination.
2. The member whose membership is subject to termination shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed termination. The hearing will be held by the Board of Directors.
3. Following the hearing, the Board must determine whether the membership should be terminated, or whether the member should instead be suspended or sanctioned in some other way. The decision of the Board shall be final.

Section 3. Transfer of Memberships

Memberships are non-transferable and may not be sold or assigned. All rights of membership cease on the member's death or dissolution.

ARTICLE III

Meetings of Members

Section 1. Place of Meetings

Meetings of the membership shall be held at any place within or outside the State of California, or by electronic means.

Section 2. Annual Meeting

There shall be an annual meeting of members each year at the time and place fixed by the Board of Directors or otherwise designated in the notice of the meeting, which time shall be noticed to the members as provided in Section 4 of this Article III. The Board shall determine whether to hold elections of Directors at the annual meeting or without a meeting by written ballot. In addition to the election of the Directors, reports of the affairs of the Corporation shall be considered at the annual meeting, as well as any other business that is within the power of the members.

Section 3. Special Meetings

A special meeting of the members for any lawful purpose or purposes may be called at any time by the Chair of the Board or by the Board of Directors, or by five percent (5%) or more of the Voting Members. Upon request in writing that a special meeting of members be called, which request must be directed to the Chair of the Board, Chair-Elect, or Secretary by any person (other than the Board of Directors) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the Voting Members that a special meeting will be held at a time fixed by the Board, which time must be not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request.

Section 4. Notice

Written notice of each annual or special meeting shall be given to each Voting Member, at least ten (10) business days – and no more than ninety (90) calendar days – before the meeting date. If notice is sent by mail using a method other than first-class, or certified mail, it must be sent at least twenty (20) calendar days in advance.

Notice may be delivered by electronic communication, by mail, or by other means of written communication, with charges prepaid, at the Voting Member's address appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice.

Notice shall state the place, date, and time of the meeting, and, if applicable, any means of electronic transmission by which Voting Members may participate.

For annual meetings, the notice must include any matters known at the time of notice that will be submitted to the Voting Members for action. Unless otherwise required by the Act, any proper matter may be presented at the meeting for action, whether or not included in the notice.

For special meetings, the notice must include a description of the general nature of the business to be transacted, and no business not included in the notice may be transacted at such meeting.

Section 5. Quorum of Voting Members

A quorum for conducting business at any member meeting is one-third (1/3) of the Voting Members, present in person or by proxy.

Section 6. Adjourned Meeting and Notice

Except as provided below, when a members' meeting, either regular or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to each Voting Member who, on the record date for the

adjourned meeting, is entitled to vote at the adjourned meeting.

Section 7. Record Date

Unless Board of Directors sets a different record date, the record date for determining the members entitled to notice of, to vote at, or to take action at any meeting of members or to cast ballots, will be that specified by the Act.

When a record date is fixed, only Voting Members of record at the close of business on that date are entitled to notice of and to vote at any such meeting, to cast written ballots, to receive any report, or to exercise other membership rights.

Section 8. Voting Act of the Members

- A. Except as may be otherwise provided in the Articles of Incorporation or these Bylaws, each Voting Member shall be entitled to one vote through its Voting Member Representative on each matter submitted to a vote of the Voting Members.
- B. Voting at a meeting of the members may be by voice vote or by ballot, except an election for directors, which must be by written ballot either at the meeting or without a meeting, at the discretion of the Board.
- C. If a quorum is present, the affirmative vote of the majority of the Voting Members represented at the meeting and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles of Incorporation, or these Bylaws.

Section 9. Voting by Proxy

Voting Members shall be permitted to vote by proxy, by providing a written authorization signed by the Voting Member giving another person power to vote on behalf of the Voting Member. Voting Members participating by proxy shall be deemed present in person at meetings for purposes of quorum.

Section 10. Participation by Remote Communication

At the Corporation's discretion, meetings of members may be held entirely or partially by electronic means, provided reasonable measures are taken to ensure Voting Members can participate, read or hear the proceedings, and vote on matters presented. Members participating electronically under these conditions shall be deemed present and eligible to vote.

The Corporation may also send notices, ballots, and other official communications electronically only to members who have provided prior written consent to receive such communications in that format.

Members who do not provide consent to the use of those means of transmission will receive materials by another permitted method.

Section 11. Approval by Written Ballot

- A. Any action that may be taken at any meeting of Voting Members, whether annual or special, may be taken without a meeting if the Corporation distributes a written ballot to every Voting Member. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable deadline by which the ballot must be received to be counted.
- B. A written ballot vote shall be valid only if the number of votes cast by the deadline equals or exceeds the quorum required for a meeting, and the number of affirmative votes is sufficient to approve the action at a meeting with the same as the number of votes cast.
- C. Ballots shall be solicited in a manner consistent with the notice requirements of Section 4 of this Article III, and pursuant to the requirements of the Act. Ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall for non-election matters state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. Ballots may be distributed and returned via electronic transmission.
- D. Once submitted, written ballots may not be revoked.
- E. The provisions of this Section 11 only apply to written ballots used in place of a meeting. It does not apply to votes conducted by ballot during an in-person or virtual meeting of members.

Section 12. Action Without a Meeting

Any action required or permitted to be taken by the members may be taken without a meeting, if all Voting Members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13. Acceptance of Ballots and Proxy Appointments

If the name signed on a ballot, consent, waiver, or proxy appointment corresponds to the name of a Voting Member, the Corporation, if acting in good faith, is entitled to accept the ballot, consent, waiver, or proxy appointment and give it effect as the act of the Voting

Member. If the name signed on a ballot, consent, waiver, or proxy appointment does not correspond to the record name of a Voting Member, the Corporation, if acting in good faith, is nevertheless entitled to accept the ballot, consent, waiver, or proxy appointment and give it effect as the act of the Voting Member if any of the following occur: (1) the Voting Member is an entity and the name signed purports to be the Voting Member Representative; or (2) the name signed purports to be that of an attorney-in-fact of the Voting Member and if the Corporation requests, evidence acceptable to the Corporation of the signatory's authority to sign for the Voting Member has been presented with respect to the ballot, consent, waiver, or proxy appointment.

ARTICLE IV

Board of Directors

Section 1. Powers

Subject to the provisions of the Act and any limitations in the Articles of Incorporation and these Bylaws relating to actions required to be approved by the Voting Members, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors

The authorized number of Directors of the Corporation shall be sixteen (16).

Section 3. Composition of the Board of Directors

The Board of Directors shall be made up of Directors who represent the Corporation as follows:

1. Four (4) representatives of CCR&Rs;
2. Twelve (12) at-large Directors.

An individual may not simultaneously serve as the Representative of a Voting Member and on the Board of Directors.

Section 4. Nomination and Election of Directors

The Board Development Committee, the composition of which shall be as set forth in Article V, shall work to ensure a well-balanced, diverse, and highly functioning Board of Directors.

In advance of each annual election of Directors, the Board Development Committee shall develop a slate of candidates for election to the Board, with a candidate proposed for each vacant seat on the Board of Directors. The Board Development Committee shall ensure that the nominee for each vacant seat on the Board complies with the requirements for the composition of the Board, as set forth in Section 3 of this Article, and meets all other qualifications prescribed for Directors.

- i. The Board Development Committee shall issue a call for nominations to the Voting Members as defined in Article II at least sixty (60) days in advance of preparing the election slate.
- ii. At least thirty (30) days in advance of the date on which notice of the election of Directors must be submitted to the Voting Members, the Board Development Committee shall prepare the election slate and present it to the Board of Directors.
- iii. The Board of Directors will approve or provide comments to the Board Development Committee on the election slate within fifteen (15) days of receipt.
- iv. Following the Board's approval of the election slate, the election slate shall be submitted to the Voting Members along with notice of the meeting at which the Directors will be elected or if election is to be held by written ballot, along with such written ballot.
- v. The election period shall remain open for thirty (30) days when conducted via written ballot.

Directors shall be elected by the Voting Members, upon the affirmative vote approving the slate of candidates by a majority of the Voting Members voting where a quorum is satisfied.

Section 5. Terms of Office

Each Director shall serve a three (3) year term, and until his or her successor is elected and qualified, unless the Director is earlier removed or resigns from office. Directors may serve two (2) consecutive terms.

At the expiration of a Director's final allowed term, if the Director is currently serving in, or is elected concurrent to the expiration to, an officer position that requires Board service, such Director's term may extended.

Section 6. Vacancies and Removal

A. Removal by Board

The Board may declare the office of a Director vacant, and thereby remove, any Director who:

- i. Has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty prescribed by the Act;

- ii. Has missed two (2) or more consecutive meetings of the Board of Directors without extenuating circumstances;
- iii. Has failed or ceases to meet any of the required qualifications for serving as a Director, including but not limited to becoming ineligible for service due to a change in employment status.

B. Removal by Members

The Voting Members, by the affirmative vote of a majority of the votes represented and voting at a meeting at which a quorum is present, or by written ballot, may remove a Director without cause.

C. Resignation

Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

D. Vacancy

Except for vacancies created by the removal of a Director by the Voting Members pursuant to subsection (b), vacancies may be filled by the approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; or (2) the affirmative vote of a majority of the Directors then in office at a duly noticed meeting. In the event of a vacancy created by the removal of a Director by the Voting Members, the Board Development Committee shall nominate a candidate for each vacancy, and such candidate(s) shall be elected by the affirmative vote of a majority of the Voting Members voting where a quorum is satisfied.

Section 7. Place of Meetings

Meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated by the Board in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation.

Section 8. Remote Participation in Meeting

At the discretion of the of the Chair of the Board or any other Director calling the meeting, Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation.

Such participation constitutes presence in-person at a meeting if each Director participating in the meeting: (a) can hear and can communicate with all of the other Directors concurrently; and (b) is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 9. Annual and Regular Meetings

Regular and annual meetings of the Board shall be held at such times as are fixed by the Board of Directors. Annual and regular meetings may be held without notice if the time and place of the meeting are fixed by the Board.

Section 10. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the Chair-Elect, the Secretary, or any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or communicated to each Director by telephone or electronically, at least forty-eight (48) hours prior to the time of the holding of the meeting or by first-class mail (mailed at least 4 days in advance), with charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of the Corporation.

Section 11. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or any approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. Such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Action at a Meeting: Quorum and Required Vote

Presence of a majority of the number of Directors in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or the Act. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such a meeting, subject to any applicable requirement of approval by a greater number or a disinterested majority.

Section 13. Adjourned Meeting and Notice

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four

(24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 14. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. For the purpose of this section only, “all members of the Board” does not include any “interested director” as defined in Section 5233 of the Act.

Section 15. Fees and Compensation

Directors shall not receive compensation for serving in the capacity of Directors, but may receive reasonable reimbursement for expenses incurred in connection with service on the Board, pursuant to any policies adopted by the Board.

ARTICLE V

Committees

Section 1. Committees of the Board

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board shall determine the responsibilities of each committee, consistent with these Bylaws and the Act. The Chair of the Board shall appoint members of all Committees of the Board.

Unless a committee’s charter provides for a more restrictive term or term limit, members of all Board committees other than Executive Committee shall serve for no more than two consecutive three-year terms. If a member of a Board committee ceases to be a Director of the Corporation, such member’s committee term shall also immediately cease.

Any such Committee of the Board, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no Committee of the Board, regardless of Board resolution, may:

- (a) Approve any action that, under the Act, also requires the affirmative vote of the Voting Members.
- (b) Fill vacancies on the Board of Directors or in any Committee of the Board.

- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal Bylaws or adopt new Bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other Committees of the Board of Directors or the members of such committees.
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Directors than can be elected.
- (h) Approve any transaction between the Corporation and one or more of its Directors in which the Director or Directors have a material financial interest, except as provided by Section 5233 of the Act.

Section 2. Advisory Committee

The Board of Directors may, by resolution, designate one or more advisory committees or time-limited task forces whose membership need not be composed entirely of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate certain powers and authority to any such committee, except that the Board may not delegate any of the powers enumerated in Section 1 of this Article V.

Section 3. Meetings and Actions of the Committees

Except as otherwise set forth herein, meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Sections 7 through 14 of Article IV of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members.

In addition, the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation's records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 4. Composition and Responsibilities of the Executive Committee

The Executive Committee shall be composed of the Chair of the Board, Chair-Elect, Secretary, and Treasurer of the Corporation. The Past Chair may attend and participate in meetings of the Executive Committee in an advisory, non-voting capacity. The Chair of the Board shall serve as chairperson of the Executive Committee. The Executive Committee shall review the performance of the Chief Executive Officer. Except for the power to amend the Articles of Incorporation and Bylaws and the powers enumerated in Section 1 of this Article V, the Executive Committee shall have the right to exercise all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and oversight of the Board of Directors.

Section 5. Composition and Responsibilities of the Board Development Committee

The Board Development Committee shall be an advisory committee. The members of the Board Development Committee shall be composed of the Chair of the Board, Chair-Elect, one Board Member who also serves on the CCR&R Council, one Board Member who also serves on the State Network Council, and one At-Large Board Member. Other than the Chair of the Board and Chair-Elect, members shall be appointed by the Chair of the Board.

The Chair-Elect shall serve as the chairperson of the Board Development Committee.

The Board Development Committee shall develop a slate of candidates for annual elections, as set forth in Article V, Section 1. The Board Development Committee shall also provide proper orientation and support for all Board members, including the continued enhancement of the capabilities of existing members through trainings.

Section 6. Composition and Responsibilities of the Finance Committee

The Finance Committee shall be an advisory committee and shall consist of up to six (6) members. The Treasurer of the Board of Directors shall serve as the Committee Chair of the Finance Committee, and the Chair of the Board and Chief Executive Officer shall serve in an ex officio, non-voting capacity. At least two voting members of the Finance Committee, including the Chair of the Committee, must be members of the Board of Directors. The remaining members of the Finance Committee need not be members of the Board of Directors. The Finance Committee shall provide counsel and oversight of financial operations of the Corporation and ensure the development of appropriate financing strategies, budget preparation, investment performance, and fiscal controls including the review of financial reporting to the Board of Directors. The Finance Committee will also oversee loss exposure, reserve fund management, and asset control.

Section 7. Composition and Responsibilities of the Audit Committee

The Audit Committee shall be an advisory committee and shall be composed of at least four (4) individuals who are not serving on the Finance Committee, and none of whom shall be staff members of the Corporation. At least three (3) of which shall be members of the Board of Directors. No more than fifty (50) percent of the Audit Committee members may concurrently serve on the Finance Committee. The Chair of the Board shall appoint one of the Board members to serve as the Chair of the Committee, provided that the Chair of the Audit Committee is not also serving on the Finance Committee. The Chair of the Board shall serve on the Audit Committee in an ex officio, non-voting capacity. Audit Committee members will be considered independent as long as they do not accept any consulting, advisory, or other compensatory fee from the Corporation, and are not affiliated persons of the Corporation, its subsidiaries or management. Audit Committee members may not receive any compensation from the Corporation greater than that received as a Director.

The Audit Committee will oversee the financial reporting process to ensure the balance, transparency and integrity of published financial information. The Audit Committee will also review: 1) the effectiveness of the Corporation's internal financial control and risk management system; 2) the independent audit process, including recommending the appointment and assessing the performance of the external auditor; and 3) the Corporation's process for monitoring compliance with laws and regulations affecting financial reporting and its code of conduct.

Section 8. Composition and Responsibilities of the Strategic Oversight Committee

The Strategic Oversight Committee shall be an advisory committee and shall be composed of at least eight (8) members, at least four (4) of which shall be members of the Board of Directors. One (1) of the Board of Directors shall also serve on the CCR&R Council, one (1) shall also serve on the State Network Council, and two (2) shall be at-large members. At least two (2) additional members of the Strategic Oversight Committee shall work in a community-based Child Care Resource & Referral organization or State Child Care Resource & Referral Network. The Chair of the Board shall appoint one of the Board members to serve as the Chair of the Committee. The Chair of the Board and Chief Executive Officer shall serve on the Strategic Oversight Committee in an ex officio, non-voting capacity. The Strategic Oversight Committee shall advise the Board on the development, implementation, and evaluation of the organization's overall strategic objectives for program, policy, research, and membership, ensuring they align with the overall strategic goals set by the Board.

ARTICLE VI

Officers

Section 1. Officers

The officers of the Corporation shall consist of the Chair, the Chair-Elect, the Secretary, the Treasurer, and the Past Chair.

Section 2. Election and Appointment of Officers; Terms

The Chair, Chair-Elect, Secretary and Treasurer shall be elected from among the members of the Board of Directors, by the vote of the Board of Directors as follows:

- i. The Chair of the Board shall call for officer nominations from among the Board of Directors.
- ii. Directors shall have thirty (30) days to nominate Officers.
- iii. The Chair of the Board shall prepare and distribute the officer slate to the Board of Directors within ten (10) days of the close of the nominations period.
- iv. Directors shall have thirty (30) days to vote for Officers.
- v. Officers shall be announced to the Board of Directors and Voting Members within ten (10) days of the close of the voting period.

The Chair of the Board shall serve as Chair for a two (2) year term and is limited to one (1) term in office. Following the completion of the term as Chair, the Chair shall serve in the position of Past Chair for one (1) term of one (1) year.

The Chair-Elect shall serve for the same two (2) year term as the Chair of the Board, followed by a two (2) year term as Chair, subject to formal confirmation by the Board of Directors. In the event the Chair-Elect office is vacated, the new appointee will complete the remainder of the term.

The Secretary and Treasurer shall serve two (2) year terms, and may serve a maximum of two (2) consecutive terms.

No officer can serve in more than one office concurrently.

The Board of Directors may appoint, and may empower the Chair of the Board or another officer to appoint, such other officers as activities of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 3. Removal of Officers

All Officers may, subject to any claim for breach of contract based on any contractual arrangements between any such Officer and the Corporation, be removed at any time at the discretion of the Board of Directors. The Officer to be removed shall be provided with notice of the proposed removal, and the opportunity to be heard at the meeting called for the purpose of removing the Officer. Any Officer may be removed by the affirmative vote of a majority of the Board present and voting at a meeting at which a quorum is satisfied, with the Officer whose removal is proposed abstaining from the vote.

Section 4. Resignation

Any Officer may resign at any time by given written notice to the Board of Directors of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such Officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified at the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancy

Except as otherwise set forth herein, upon the removal, resignation, death, or incapacity of any Officer, the Board of Directors, or the Chair of the Board in cases where the Chair of the Board has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy. If the vacancy occurs in the Chair office, then the Chair-Elect shall serve as Chair of the Board for the remainder of the term.

Section 6. Duties of the Chair

The Chair of the Board shall, if present, preside at all meetings of the Board and the Executive Committee, act as a liaison between the Board and the Chief Executive to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board.

Section 7. Duties of the Chair-Elect

The Chair-Elect may assume and perform the duties of the Chair of the Board in the absence or disability of the Chair or whenever the office of the Chair is vacant.

The Chair-Elect shall have such titles, perform such other duties, and have such other powers as the Board of Directors, or the Chair of the Board shall designate from time to time. The Chair-Elect shall serve for the same two (2) year term as the Chair followed by a two (2) year term as Chair, subject to formal confirmation by the Board of Directors.

Section 8. Duties of the Secretary

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, in a place accessible to the Board of Directors and senior staff, minutes or actions taken at all meetings of the Board of Directors, Committees of the Board, and members.

The Secretary shall keep, or cause to be kept, at the principal executive office a record of the members of the Corporation, showing the names of all members, their addresses, and the class of membership held by each.

The Secretary shall give, or cause to be given, notice of all meetings of the members, of the Board of Directors, and of the Committees of the Board required by these Bylaws or by the Act to be given, shall keep the seal of the Corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 9. Duties of Treasurer

The Treasurer is responsible for oversight of the financial affairs of the Corporation. The Treasurer shall keep and maintain, or cause to be kept maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, and shall render, or cause to be rendered, to the Chair of the Board and Directors, whenever they request it, an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The Treasurer shall serve as Chair of the Finance Committee.

Section 10. Duties of the Chief Executive

The Board may hire a Chief Executive (who may be referred to as the “Chief Executive Officer” and/or “President”) who shall be the general manager of the Corporation, but shall not be deemed to be an officer of the Corporation by virtue of their position. Subject to the oversight of the Board and to such supervisory powers as may be given by the Board to the Chair of the Board, the Chief Executive shall supervise, direct, and control the Corporation's day-to-day activities, business and affairs. The Chief Executive shall be empowered to hire, supervise, and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive shall determine in their sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive may delegate their responsibilities and powers subject to the control of the Board. The Chief Executive shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

Councils

Section 1. State Network Council

The Council of State Networks shall consist of representatives of the State Network members. Each State, Territory, Tribal or Sovereign Nation, and the District of Columbia may recommend to the Board of Directors for approval one (1) member to the State Network

Council through a self-determined process, provided that the member is also a Voting Member of the Corporation.

The Chair of the Board will appoint the Chair of the Council of State Networks from among the State Council members, at least one (1) of whom shall also be a member of the Board of Directors. The Council of State Networks is responsible for representing the views of the State Network Leadership to the Corporation's Board of Directors, including identifying state issues and recommending priorities from the field that the Corporation needs to address.

Section 2. CCR&R Council

The CCR&R Council shall consist of community-based CCR&R leaders, with no more than one member from each State, Territory, Tribal or Sovereign Nation, and the District of Columbia serving on the CCR&R Council. Each State, Territory, Tribal or Sovereign Nation, and the District of Columbia may recommend to the Board of Directors for approval one (1) member to the CCR&R Council through a self-determined process, provided that the member is also a Voting Member of the Corporation and is not serving as the State Network Council representative. The Chair of the Board will appoint the Chair from among the CCR&R Council members, at least one (1) of whom shall also be a member of the Board of Directors. The CCR&R Council is responsible for representing the views of the membership to the Corporation's Board of Directors, including identifying local issues and recommending priorities from the field that the Corporation needs to address.

ARTICLE VIII

Indemnification of Directors, Officers, Employees,

and Other Agents of the Corporation:

Purchase of Liability Insurance

The Corporation shall, to the maximum extent permitted by the Act, indemnify each of its Directors and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an Officer of the Corporation and shall advance to such Director or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Act. For purposes of this Article VIII, a "Director" or an "Officer" of the Corporation includes any person who is or was a Director or an Officer of the Corporation, or is or was serving at the request of the Corporation as a director or an officer of another corporation, or other enterprise, or was a director or an officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the

Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Act.

The Corporation shall purchase and maintain insurance on behalf of its Directors and Officers against any liability asserted against or incurred by the Directors or Officers in such capacity or arising out of the Directors' or Officers' status as such whether or not the Corporation would have the power to indemnify the Director or Officer against that liability under the provisions of the Act; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director or Officer of the Corporation for a self-dealing transaction.

ARTICLE IX

Execution of Corporate Instruments; Corporate Records

Section 1. Execution of Corporate Instruments

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by Act, and such execution or signature shall be binding upon the corporation.

Section 2. Maintenance and Inspection of Corporate Records

The Corporation shall keep at its principal office, all books and records of its accounts; minutes of the proceedings of its members, Board of Directors and Committees of the Board; a list of all members; and any other records required to be maintained by the Corporation pursuant to the Act. The Corporation's records shall be open to inspection by the members, and the members shall be permitted to use such records as permitted pursuant to the Act.

ARTICLE X

Amendments

Section 1. Power of Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Voting Members present and voting at a meeting of the members at which a quorum is present, or acting by written ballot where a quorum is satisfied.

ARTICLE XI

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, all gendered references are intended to be inclusive of all genders, and singular terms include their plural counterparts, and vice versa. The term 'person' includes both natural individuals and legal entities, such as corporations.