

**AMENDED AND RESTATED BYLAWS  
OF  
PREVENT CHILD ABUSE HABERSHAM, INC.**

**BE IT RESOLVED** by the members of the Board of Directors of Prevent Child Abuse Habersham, Inc., a Georgia non-profit corporation, that upon the affirmative vote of two-thirds (2/3) of the total number of Directors comprising the Board of Directors at a regular meeting of the Corporation on November 20, 2015 and the Directors having waived any notice requirement, that the By-laws of the Corporation, as amended, January, 2012, be and are hereby amended and restated as follows:

**ARTICLE I: THE CORPORATION**

1.1 Name

The name of the Corporation shall be PREVENT CHILD ABUSE HABERSHAM, INC.

1.2 Mission, Vision, Purpose, and Goals

The Mission of the Corporation is to prevent child abuse and neglect in all forms before it occurs.

Our Vision is that the citizens of Habersham County will look to us as the leading community partner in child abuse prevention and as a change agent for the implementation of child protective policies with a commitment to helping families realize their full potential to raise healthy children free of abuse and neglect.

The Purpose of the Corporation is to provide leadership, support, and coordination for the prevention of child abuse and neglect in Habersham County. This will be accomplished through the delivery of high quality child abuse prevention programs at the lowest possible cost.

The Goals of the Corporation will establish policies and administer programs based upon the following goals:

- A. Stimulate greater public awareness and education about the ways child abuse can be prevented;
- B. Promote and implement child abuse and neglect prevention programs;
- C. Advocate for public and private sector policies and programs aimed at prevention of child abuse and neglect;
- D. Build relationships with individuals, groups, and organizations currently or potentially interested in families and child abuse and neglect prevention;
- E. Educate and strengthen the supporters, Board of Directors, Advisory Board, and committees of Prevent Child Abuse Habersham, Inc.; and,
- F. Develop the financial and other resources necessary to protect the families and children of Habersham County by carrying out effective prevention programs.

### 1.3 Equal Opportunity

There shall be no discrimination on the basis of race, religion, sex, national origin, sexual orientation or disability with regard to membership in the Corporation or in the providing of services or programs by the Corporation.

## **ARTICLE II: PARAMOUNT DIRECTION**

The Corporation shall, at all times, be operated in such manner that it qualifies as an exempt organization as said term is referred to in Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The Corporation is not organized and shall not be operated for pecuniary gain or profit but is organized under, and shall engage in only lawful acts and activities which may be engaged in by corporations organized under the Georgia Nonprofit Corporation Code. These Bylaws shall be interpreted accordingly.

## **ARTICLE III: BOARD of DIRECTORS**

### 3.1 Powers of Directors

The Board of Directors (hereinafter, sometimes also referred to as the “Board” or the “Directors”) shall have the entire management and control of the property, business and affairs of the Corporation. The Board is responsible to employ an Executive Director who shall be responsible to the Board for administration and management of all programs and services of the Corporation. The Executive Director shall also be known as the Chief Executive Officer (CEO) of the Corporation. The Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this designation of authority is not inconsistent with the laws of the state of Georgia, with the Articles of Incorporation of the Corporation, with these Bylaws, or with any duties, obligations, or restrictions imposed on the operation, management, property, business and affairs of corporations qualifying as tax-exempt entities Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and related provisions.

### 3.2 Number of Directors

The board shall include no fewer than fifteen (15) nor more than thirty (30) members.

### 3.3 Election and Term

Except as otherwise provided in Article VIII hereof, in regards to Officers each Board member may serve as a Director one (1) three (3) year term. Each successive three (3) year term is renewable by a majority vote of the Board.

### 3.4 Nominations and Elections

A Nominating Committee of five (5) members, two (2) of whom shall not then be Directors, shall be elected by the Board of Directors. Nominations shall be solicited from the Directors by

an open procedure which shall be made known to the Board. At the annual meeting, the Nominating Committee shall present a slate of nominees to be voted on by the Board.

#### **ARTICLE IV: EXECUTIVE DIRECTOR**

##### **4.1 Duties**

The Executive Director, an employee of the corporation, shall be responsible for the administration of the Corporation, including implementation of the policies of the Corporation, implementation of all orders and resolutions of the Board of Directors, and general and active management of the programs, personnel, and financial affairs of the Corporation. The Executive Director has the authority to hire, supervise, and dismiss all other employees of the Corporation. The Executive Director shall submit a report on the status and activities of the Corporation at each Board and/or Executive Committee meeting. The Executive Director shall have the authority to enter into contracts, agreements or instruments on behalf of the Corporation. The Executive Director is an ex officio, non-voting member of the Board and all Board committees.

##### **4.2 Performance Evaluation and Compensation**

The Executive Committee, in accordance with the Executive Director Compensation Policy, shall prepare a written evaluation of the Executive Director's performance at least annually and shall make recommendation as to the Executive Director's salary.

##### **4.3 Removal**

The Executive Director may be removed, with or without cause, by a majority vote of the Directors then serving whenever in its judgment the best interests of the Corporation will be served thereby.

##### **4.4 Succession**

Upon removal or resignation of the Executive Director, the Board of Directors shall implement the Emergency Succession Plan policy in order to fill the position in a timely manner.

#### **ARTICLE V: BOARD of DIRECTORS MEETINGS**

##### **5.1 Annual and Regular Meetings**

The Board of Directors shall hold an annual meeting for the purpose of electing new officers and Directors and transacting other business. The date of the annual meeting of the Directors shall be held in November, on a date to be announced, unless otherwise determined by the Board. In addition to the annual meeting five (5) regular meetings of the Board of Directors shall be held at such time, place, and date as designated by the Directors or by the President of the Corporation. Written notice of all regular meetings, together with minutes of the preceding regular meeting, and other Board of Directors communications, shall be provided to each Director at least five (5) business days before the date of such meeting.

## 5.2 Special meetings

Special meetings of the Board of Directors may be held at such time and place as may be prescribed by the President of the Corporation or at the request of a majority of the Directors, provided notice thereof is given pursuant to Article VII hereof.

## 5.3 Meeting via Conference Telephone or Similar Communications Equipment

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## 5.4 Quorum of Directors

The presence in person of fifty percent (50%) plus one (1) of the members of the Board of Directors as consulted at a particular time shall constitute a quorum for the transaction of business at such time. When a quorum is present at any meeting, then, except as otherwise provided by law or by these Bylaws, a majority of the Directors present thereat shall decide any question properly brought before such meeting.

## 5.5 Action Taken by Directors Without a Meeting

Any action required by these Bylaws, or by any statute or other law to which the Corporation shall be subject, which is to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at a meeting of the Directors or a committee, may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a quorum of the Directors, or as the case may be, by all the members of the committee, and filed with the minutes of the proceedings of the Board or the committee. Such consent shall have the same force and effect as an unanimous vote, and may be stated as such in any documents filed with courts of competent jurisdiction or the Secretary of State under the Georgia Nonprofit Corporation Code.

# **ARTICLE VI: SUPPORTERS**

## 6.1 Supporters

All persons, corporations and other entities who subscribe to the statement of purpose and goals and provide financial, in-kind, or volunteer support to Prevent Child Abuse Habersham, Inc. may be provided the opportunity to participate in the activities of the organization as described below in Article VI, Section 2.

## 6.2 Responsibilities

All supporters of the Corporation may be invited to:

- A. Actively participate on task force or committees;
- B. Communicate needs and concerns to the Board of Directors and Executive Director of this organization;
- C. Make recommendations to the Board of Directors on policy and program issues;

D. Provide financial support, in-kind services

Each individual supporter is eligible to propose a name to the Nominating Committee for election to the Board of Directors of this Corporation. The Board of Directors will vote to have the final decision on any recommendations.

### 6.3 Equal Opportunity

There shall be no discrimination on the basis of race, religion, sex, national origin, or handicap with regard to supporters or the provision of services in and from Prevent Child Abuse Habersham, Inc.

## **ARTICLE VII: NOTICES**

### 7.1 Methods of Giving Notice

Whenever any notice is required to be given to any member or Director under the provisions of any statute, the Articles of Incorporation of the corporation or these Bylaws, it shall be given in writing, and shall state the place, date and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called. In the event of a meeting of the members, the notice shall be delivered not fewer than ten (10) nor more than sixty (60) days before the date of the meeting. In the event of a meeting of the Directors, the notice shall be delivered at least two (2) days prior to the date of the meeting. Notices shall be delivered either personally, by first class mail, by private carrier (including, without limitation, private carrier or overnight delivery services) by facsimile transmission, or by electronic mail, by or at the direction of the President, the Secretary, or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States' mail with first class postage thereon prepaid, addressed to the member at his/her business or residence address; if otherwise delivered, such notice shall be deemed to be delivered when deposited with the private carrier or when sent by facsimile transmission or electronic mail, if duly addressed to the member at his business or residence address.

### 7.2 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of any statute, the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

### 7.3 Attendance as Waiver

Attendance at a meeting shall of itself constitute waiver of (i) notice of any and all objections to the place or time of the meeting or the manner in which it has been called or convened unless such attendance is solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business; and (ii) any and all objections to consideration of a particular matter at the meeting that is not within the purpose or purposes

described in the meeting notice, unless, in the case of a members' meeting, a member objects to considering the matter when it is presented.

## **ARTICLE VIII: OFFICERS**

### **8.1 Number, Term, and Election**

The officers of this Corporation shall be a President/Chief Volunteer Officer, a President-Elect, a Secretary, and a Treasurer/Chief Financial Officer (CFO). The officers shall be elected by the Board of Directors at its annual meeting. At such annual meeting, the Nominating Committee shall propose at least one (1) name for each officer's position. The Secretary and Treasurer shall serve for a term of two (2) years and may be re-elected for additional terms to the office held the previous year. The President-Elect shall automatically assume the office of President following one (1) year term as President-Elect. The President shall serve a one-year term and automatically serve as a board member for one (1) year following the term of presidency. If the President has a year remaining from a previous, uncompleted term, it is served simultaneously with their Past President year. During this year the immediate past President will be ineligible to hold any other office.

### **8.2 Eligibility of Officers**

Any Director who has served at least one year as a Director of the corporation is eligible to be an officer of the corporation.

### **8.3 Additional Officers and Agents**

The Board of Directors, in its discretion, may appoint one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers or agents as it may deem advisable and prescribe the duties thereof. Additionally, the Executive Director of the Corporation shall serve as the Chief Executive Officer (CEO) of the Corporation.

### **8.4 President/Chief Volunteer Officer**

The President shall be the Chief Volunteer Officer of the Corporation and, when present, shall preside at all meetings of the members, Board of Directors and the Executive Committee. The President/Chief Volunteer Officer shall be an ex-officio member of all committees of the Board with the exception of the Nominating Committee. The President/Chief Volunteer Officer shall appoint all committees except the Nominating Committee. He/She shall perform all the duties commonly incident to his/her office and shall perform such other duties as the Board of Directors shall designate.

### **8.5 President-Elect**

The President-Elect shall preside in the absence of the President/Chief Volunteer Officer or whenever the President/Chief Volunteer Officer temporarily vacates the chair; in case of resignation of the President/Chief Volunteer Officer, the President-Elect shall assume the position of the President/Chief Volunteer Officer for the remainder of the unexpired term. In such case the President-Elect shall continue in the office of President/Chief Volunteer Officer for

one (1) year following the end of the unexpired term. The President-Elect shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or the President/Chief Volunteer Officer.

#### 8.6 Secretary

The Secretary shall attend and keep accurate minutes of all meetings of the members and the Board of Directors, shall perform all the duties commonly incident to his/her office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. The Secretary shall provide the completed minutes of each meeting within ten (10) calendar days of the meeting for which these minutes were taken. In his/her absence at any meeting, an Assistant Secretary or a Secretary Pro Tempore shall perform his/her duties thereat. The Secretary, an Assistant Secretary, and any Secretary Pro Tempore, shall be sworn to the faithful discharge of their duties. The Secretary shall also be responsible for the filing of all required reports.

#### 8.7 Treasurer/Chief Financial Officer

The Treasurer/CFO shall, subject to the order of the Board of Directors, have the responsibility of the money, funds, valuable papers and documents of the Corporation, shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to his/her office.

The Executive Director/CEO shall keep an accurate record of the checking account and the receipt of funds, shall have the duty to keep and render accurate accounts of all receipts and disbursements and made available to the Treasurer/CFO for monthly reconcile. The Executive Director/CEO and The Treasurer/CFO shall be authorized to sign checks, drafts, or other obligations for the payment of money.

The Treasurer/CFO and Executive Director/CEO will oversee the budget process and must review and approve the budget before taking it to the Board of Directors for approval. The Treasurer/CFO, being an officer for the corporation, will be a member of the Executive committee and will chair the Finance & Audit committee.

### **ARTICLE IX: RESIGNATION, REMOVAL, AND VACANCIES**

#### 9.1 Resignation

Any Director or officer of the Corporation may resign at any time by giving written notice to the Corporation, to the Board of Directors, or to the President of the Board. Any such resignation shall take effect at the time specified therein or, if the time be not specified therein, upon its acceptance by the Board of Directors.

#### 9.2 Removal

The members, at any meeting called for the purpose, by vote of a majority of the entire Board, may remove from office any Director elected or appointed by the members failure to adhere to the principles and standards of the Corporation. The Board of Directors, by vote of not less than

two-thirds (2/3) of the entire Board, may remove from office any officer or agent elected or appointed by it for failure to perform his or her duties as described in these Bylaws.

### 9.3 Vacancies

If the office of any Director becomes vacant by reason of death, resignation, removal, disqualification, or otherwise, the Directors may, by vote of a majority of a quorum, at the next regular Directors meeting, choose a successor or successors who shall hold office until the next annual meeting of the members. If the office of any officer or agent becomes vacant by reason of death, resignation, removal, disqualification, or otherwise, the Directors may, by a vote of a majority of a quorum at the next regular Directors meeting, choose a successor or successors to hold office for the unexpired term.

## **ARTICLE X: COMMITTEES**

### 10.1 Appointment

Members of the committees created by these Bylaws (individually, a “Committee” and, collectively, the “Committees”) shall be appointed by the President/Chief Volunteer Officer and confirmed by the Board of Directors. Each Committee shall have at least three (3) members, at least one of whom shall be a Director. Vacancies occurring on any committee for any reasons shall be filled by the President/Chief Volunteer Officer.

### 10.2 Executive Committee

The officers elected at the annual meeting of the members plus the immediate past President of the Corporation shall constitute the Executive Committee which shall act on behalf of the Board of Directors between meetings of the Board. The Executive Committee shall be subject at all times to the control and direction of the Board, except in the execution of those duties assigned to the Executive Committee in these Bylaws. The Executive Committee shall keep full minutes of each of its meetings and report the same to the next meeting of the Board.

### 10.3 Nominating Committee

The Nominating Committee shall be composed of five (5) members, two (2) of whom shall not then be members of the Board of Directors. The Nominating Committee shall formulate and present, (i) at the annual meeting of members, a slate of nominees for vacant seats on the Board of Directors and (ii) at the annual meeting of the Board of Directors, a slate of nominees to hold the officer positions.

### 10.4 Program and Planning Committee

The Program and Planning Committee shall be responsible for making recommendations to the Board for the development, coordination, and evaluation of the programs of the Corporations.



#### 10.5 Finance Committee

The Finance Committee shall oversee the preparation of budgets, oversee the annual revenues and expenditures, review internal fiscal policies and make policy recommendations, arrange for the annual audit of the books and records of the Corporation, and shall carry out such other duties as may be assigned by the Board.

#### 10.6 Public Awareness Committee

The Public Awareness Committee shall be responsible for the public relations functions of the Corporation and the development of a plan for public awareness of the incidence, causes, nature, effects, and prevention of child abuse.

#### 10.7 Fundraising Committee

The Fundraising Committee shall be responsible for the Top Chef & Wine Tasting Competition Benefit, the major fundraiser, held each winter. They will solicit sponsors, auction items, and conduct planning and implementation of the event. A chair or co-chairs will be selected by the committee annually.

#### 10.7 Other Committees

Committees to carry out other functions and activities of the Corporation consistent with these Bylaws may be established by the Board of Directors as it deems appropriate. The President/Chief Volunteer Officer may appoint ad hoc committees, sub-committees or task forces whenever necessary.

#### 10.8 Advisory Board

The Advisory Board functions like a standing committee of the formal Board. Members serving on the Advisory Board have no legal responsibilities and the member's main responsibility is to provide advice and recommendations to PCAH's governing Board of directors and Management. It cannot compel the Board of Directors or staff to act on its recommendations or feedback. The Advisory Board works toward a specific goal and its members have skills that complement those of governing board members. Activities that the Advisory Board typically focuses on are fund raising, technical assistance, assessment of a program's impact and serving as a public advocate for the organization. One person will act as the Liaison Officer and shall be a member of the Board and the Advisory Board; call meetings of the Advisory Board no less than once per year, report to each board as appropriate any communications from both boards.

### **ARTICLE XI: INDEMNIFICATION**

#### 11.1 Right of Indemnification

Each person who, at any time, serves as an officer, Director or member of any committee appointed by the Board of Directors of the Corporation or, at the request of the Corporation, as an officer or Director of another corporation or member of any committee appointed by the Board of Directors of such other corporation shall, together with his heirs and legal

representatives, be indemnified in accordance with the provisions hereinafter contained for any liability or expense he may incur as a result of his so serving or as a result of any action taken or not taken by him in such capacity. Such person shall be indemnified whether or not he was serving as officer, Director or committee member at the time such liability or expense was incurred. To the extent permitted by the Georgia Nonprofit Corporation Code, such indemnification shall be of any liability or expense such person shall incur in connection with, or as a result of, any, threatened, pending or completed civil, criminal, administrative or investigative action, suit, proceeding or appeal, regardless whether or not brought by, in the name of, or on behalf of, the Corporation. It is the intent of this Article XI to provide indemnification of the officers and Directors of the Corporation to the full extent permitted under the Georgia Nonprofit Corporation Code.

### 11.2 Standards of Conduct

To be entitled to the indemnification hereinabove provided, such person shall have acted, or shall have refrained from acting, in good faith and with reasonable belief that such acting, or refraining from acting, was not contrary to the best interests of the Corporation. If such indemnification is sought with respect to any criminal action or proceeding, such person shall also have had no reasonable cause to believe his acting, or refraining from acting, was unlawful. The determination that such person has met these standards of conduct and that indemnification of such person is permissible shall be made as set forth in Section 14-3-855 of the Georgia Nonprofit Corporation Code. Further, a Director's conduct with respect to an employee benefit plan, for a purpose he believed in good faith to be in the interests of the participants in, and beneficiaries of, the plan, shall be deemed to be conduct satisfying the requirement of this Section 11.2.

### 11.3 Indemnified Expenses

The liability and expense for which indemnification is herein authorized shall include, but shall not be limited to, amounts of judgments, fines and penalties, and reasonable counsel fees and other reasonable expenses. Further, the Corporation may advance expenses as provided in Section 14-3-853 of the Georgia Nonprofit Corporation Code.

## **ARTICLE XII: GENERAL PROVISIONS**

### 12.1 Seal

The seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation and, at the discretion of the Board of Directors, the year of incorporation and the state of incorporation, and may also, at the discretion and designation of the Board of Directors, consist of a flat-faced circular die with only the word(s) "Corporation" or "Corporate Seal" thereon. The seal and its attestation may be lithographed or otherwise printed on any document and shall have, to the extent permitted by law, the same force and effect as if it had been affixed and attested manually.

## 12.2 Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31 of the same year.

## 12.3 Books and Records

There shall be kept at the office of the Corporation (i) correct and complete books and records of account, (ii) minutes of the proceedings of the meetings of the Board of Directors, (iii) a current list of the names of the officers and Directors of the Corporation and their residence and business address, (iv) a certified copy of the Corporation's Certificate of Incorporation, (v) a copy of these Bylaws, and (vi) annual balance sheets and statements of receipts and disbursements from the date of incorporation.

# **ARTICLE XIII: CONTRACTS, CHECKS, DRAFTS, FUNDS**

## 13.1 Fiscal Policy

The Corporation is solely responsible for the collection, solicitation, and management of funds used to carry out its purposes.

## 13.2 Contracts

The Board may authorize any officer(s)/agent(s) to enter into contracts or execute or deliver an instrument in the name of or on behalf of the Corporation. Such authority relates to the conduct of business and affairs and may be limited or general. The CEO will notify the Executive Committee of grant awards within 30 days of award notification.

## 13.3 Checks and Drafts

All checks and drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such a manner, as shall from time to time be determined by Bylaws or resolution of the Board.

# **ARTICLE XIV: AMENDMENTS**

The Bylaws of the Corporation, other than Article II (Paramount Direction) may be amended, added to, or repealed by the Board of Directors by a vote of two-thirds (2/3) of the Directors, provided notice of the proposed change is given in notice of the meeting or notice thereof is waived in writing. Anything in these Bylaws to the contrary notwithstanding, ARTICLE II SHALL NOT BE AMENDED OR REPEALED.

Amended Bylaws – Adopted the 20<sup>th</sup> Day of November, 2015.