

**Bylaws of  
Networking to Help Children, Inc.**

**Article I:  
Office and Purpose**

**Section 1 – Registered Office.** The registered office of Networking to Help Children, Inc., a Florida not-for-profit corporation (“Corporation”), shall be located in the County of Palm Beach, 616 Inlet Rd North Palm Beach, Florida 33408.

**Section 2 - Other Offices.** The Corporation may also have offices at such other places, either within or outside the State of Florida, as the Board of Directors of the Corporation (the “Board of Directors” or “Board”) may from time to time determine or as the business of the Corporation may require.

**Section 3 – Vision, Mission, and Core Values.**

**Vision:** Our vision is to build a collaborative ecosystem where nonprofits working with children and families are equipped with resources, partnerships, and support to achieve their missions and transform lives.

**Mission:** We are committed to connecting and uplifting nonprofits that support children and families, using the power of networking to create a community of collaboration, growth, and shared resources

**Core Values:**

- **Collaboration** - We believe in the power of working together. By creating partnerships and encouraging cooperation, we amplify the collective impact of nonprofits serving children and families.
- **Empowerment** - We are committed to providing nonprofits with the resources and connections they need to thrive, empowering them to create long-term change in their communities.
- **Integrity** - We hold ourselves and our partners to the highest ethical standards, ensuring transparency, trust, and accountability in all that we do.
- **Community-Centered** - We are dedicated to strengthening communities by supporting the nonprofits that work directly with children and families.
- **Inclusivity** - We celebrate diversity and ensure that all voices are heard. We are committed to creating an inclusive environment where every nonprofit serving children and families can thrive, regardless of background or circumstances.

**Section 4 - Fiscal Year.** The fiscal year of the Corporation shall be January 1 through December 31 of each calendar year, unless otherwise fixed by majority vote of the Board of Directors.

## **Article II Directors**

**Section 1 – Powers.** All corporate powers shall be exercised by or under the authority of the Board of Directors of the Corporation, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors must be a natural person, regardless of race, creed, color, gender, language, religion, disability, age, national origin, marital status, sexual orientation or any other status protected by law other than to achieve a representation of all major segments of the population we serve who are over the age of eighteen (18) years, and are not required to reside in the State of Florida.

**Section 2 - Compensation.** All Directors shall serve in such a capacity without compensation. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payments shall preclude any Director from serving in any other capacity and receiving compensation therefrom.

**Section 3 - Number, Election & Term.** According to the State of Florida, this Corporation shall have a minimum of three (3) voting Directors and a maximum of twelve (12) voting Directors. The number of Directors of the Corporation may be revised from time to time by majority vote of the Board of Directors. Any decrease in the number of Directors shall not shorten the term of an incumbent Director. Directors shall thereafter be appointed by a majority of the Board. Each Director (other than as set forth above) shall hold office for a term of three (3) years and or until their successor shall have been elected and qualified or until their earlier resignation or, removal from office, or death. Nothing herein contained shall be construed to prevent the appointment of a Director to succeed themselves as long as it does not exceed the lifetime term outlined herein.

**Section 4 - Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board of Directors, or by the sole remaining Director, as the case may be. A Director elected to fill a vacancy shall hold office for the unexpired term of their predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the board of Directors, but only for a term of office continuing until the next election of Directors.

**Section 5 - Removal of Directors.** At a meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the full Board of Directors. In addition, any Director who is absent from three (3) consecutive meetings within a one (1) year period without the prior consent of the Chair of the Board of the Corporation shall be removed by a majority vote of the Directors present at any regular or special Board meeting. In addition, if the Board has established financial requirements or annual dues for Directors, a Director shall be automatically removed for nonpayment of such annual dues. Board members removed pursuant to this section shall not continue to serve on the Board and such removal shall create a vacancy.

**Section 6 - Quorum and Voting.** A majority (51%) of the number of voting Directors then serving shall constitute a quorum for the transaction of business at any meeting of Directors. If a quorum is present

when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors. Voting can be conducted at regular meetings, at special meetings, or without a meeting, at any place in or out of the State of Florida as may be designated from time to time by the Board of Directors, in writing, via email, or teleconferencing, or by any other medium of acceptable communication available to all Board members. This vote will be retained with, and be made part of, the record of the Minutes of the Corporation.

**Section 7 – Deemed Assent.** A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken, is deemed to have assented to the action taken unless: (a) the Director objects at the beginning of the meeting (or promptly upon their arrival) to the holding of the meeting or transacting specified business at the meeting; or (b) the Director votes against, or abstains from, the action taken.

**Section 8 - Meetings.** General, regular, and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or outside of without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting. Board meetings shall be held at least quarterly. Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone or video conference or similar communication medium available to all voting members through which all persons participating may simultaneously hear each other during the meeting. Participation by these means constitutes presence in person at the meeting.

**Section 9 - Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting, so long as the date, time and place of such meetings are fixed by the Board of Directors. Notice of all board meetings shall be sent via electronic mail, US Postal mailed by first class mail, or delivered by fax, or any kind of reasonably acceptable electronic communication, to each Director at least three (3) calendar days before the date of the meeting, which notice shall in the case of special meetings state generally the business to be taken up at the meeting.

**Section 10 - Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given to a Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at, or the purpose of, the special meeting.

**Section 11 - General Standards for Directors.** A Director shall discharge their duties as a Director, including their duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner they reasonably believe to be in the best interests of the Corporation.

- A. In discharging their duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or

expert competence; or (c) a committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

- B. A Director is not acting in good faith if they possess knowledge about the matter that makes relying on otherwise acceptable information unjustifiable.

A Director is not liable for any action taken as a Director, or any failure to take any action if they performed the duties of their office in compliance with this section. All Directors will receive a Board of Directors orientation.

**Section 12 - Director Conflicts of Interest.** Directors, their affiliates, or associated companies are prohibited from engaging in any contracts or transactions with the Corporation. This restriction applies to the Corporation, its Directors, any other corporation, firm, association, affiliates, immediate family members, or entities in which one or more Directors serve as Directors or officers or have a financial interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, affiliates, immediate family members, or entity in which one or more of its Directors are Directors or officers, or are financially interested, shall be entered into.

**Section 13 – Give/Get Policy.** All board members are expected to financially support the organization through a combination of personal contributions ("give") and fundraising efforts ("get"). Each board member is responsible for contributing a minimum of \$500 and raising a minimum of \$2,500 annually, by soliciting contributions from others. Each board member's contributions will be tracked and reviewed regularly by the Board Chair or Executive Director to ensure compliance with this policy.

**Section 14 - Non-Voting Directors.** Non-voting members of the Board of Directors will include, but not be limited to, the Executive Director of the Corporation.

### **Article III Officers**

**Section 1 – Executive Officers.** The Executive Officers of the Board shall include have a Chairperson of the Board, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers, if any, as may be deemed necessary or desirable may be appointed by the Board of Directors from time to time.

**Section 2 - Term.** Each officer shall hold office for a term of one (1) year, unless otherwise outlined in the sections below or until their successor shall have been elected and qualified. Nothing herein contained shall be construed to prevent the election of an officer to succeed themselves.

**Section 3 - Duties.** The officers of the Corporation shall have the following duties:

- A. Board Chair shall preside at all meetings of the Board of Directors and shall have general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors and shall have general charge and supervision of the assets and affairs of the Board of Directors. The Board Chair shall have direct supervision over the Executive Director of the Corporation; they may sign and execute, in the name of the Board of Directors, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which

the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Board of Director or to dissolve the Corporation. The Board Chair shall act as the Corporation's spokesperson and representative in any matter pertaining to the activities of the Corporation. The Chair shall enforce the Bylaws and perform all duties incident to the position and office, and which are required by law. **The term of the Board Chair is three (3) years.**

- B. The Vice Chair shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the Chair of the Board, the Vice Chair shall have the powers and shall exercise the duties of the Chair of the Board. **The term of the Vice Chair is three (3) years.**
- C. The Secretary shall have custody of and maintain all the corporate records except the financial records; shall ensure that the minutes of the Board and committee meetings are accurately recorded and filed; shall perform such other duties as are prescribed by the Board of Directors or the Chair of the Board; and shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. The Secretary shall be custodian of the records of the Corporation and shall witness all documents on behalf of the Corporation.
- D. The Treasurer shall render accounts thereof at the regular meetings of the Board of Directors and whenever else required by the Board of Directors or the Chair of the Board; shall work with the Finance Committee (if and when established by the Board of Directors) and appropriate staff to develop and monitor financial policies and procedures and the annual budget; and shall perform the duties incident to the office of a treasurer of a corporation as well as such other duties as are prescribed by the Board of Directors or the Chair of the Board. **The term of the Treasurer is four (4) years.**

**Section 4 - Resignation of Officer.** An officer may resign at any time by delivering written notice to the Board Chair or Secretary. The resignation shall be effective upon receipt unless the notice specifies a later effective date. If the resignation is effective at a later date and the Board accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date, provided that the Board of Directors provides that the successor officer does not take office until the future effective date.

**Section 5 - Removal of Officer.** The Board of Directors may remove any officer at any time with or without cause, if in its judgment, the Board finds that the best interests of the Corporation will be served by the removal of that officer or agent of the Corporation. The Board of Directors (or any committee or officer authorized by the Board of Directors) may fill a vacancy which occurs in any office for the unexpired portion of the term.

**Section 6 - Compensation.** The officers of the Corporation shall not be compensated by, or enter into employment agreements with, the Corporation, except to reimburse the officer for expenses reasonably incurred in their duties as such officer and approved by the Board of Directors.

## **ARTICLE IV**

### **Executive Director**

#### **Section 1: Position Description.**

(a) The Executive Director shall serve as the chief executive officer of the Corporation and shall have general and active management of its affairs, subject to the control of the Board of Directors.

(b) The Executive Director shall be responsible for implementing the policies and decisions of the Board and shall exercise all powers and perform all duties as may be prescribed by the Board.

## **Section 2: Appointment and Removal**

(a) The Executive Director shall be appointed by the Board, and the terms and conditions of employment shall be determined by the Board.

(b) The Executive Director may be removed from office with or without cause by a majority vote of the Board.

**Section 3: Duties and Responsibilities.** The duties and responsibilities of the Executive Director shall include, but not be limited to:

(a) Providing leadership and direction for the Corporation in accordance with the mission and goals set by the Board.

(b) Overseeing the day-to-day operations of the Corporation, including hiring and supervision of staff.

(c) Developing and recommending policies and programs to the Board for approval.

(d) Serving as the primary liaison between the Corporation and external stakeholders, including donors, partners, and the community.

(e) Preparing and presenting regular reports to the Board on the Corporation's activities, financial status, and other relevant matters.

**Section 4: Authority.** The Executive Director shall have the authority to act on behalf of the Corporation in all matters, subject to the policies and directives established by the Board. This authority includes, but is not limited to, entering contracts, hiring, and terminating staff, and making financial decisions within the budget approved by the Board.

**Section 5: Performance Evaluation.** The Board shall conduct regular performance evaluations of the Executive Director, taking into consideration the achievement of organizational goals, leadership effectiveness, and adherence to Board policies. The Board shall establish and enforce annual Key Performance Indicators which shall be reviewed annually.

**Section 6: Compensation.** The compensation and benefits of the Executive Director shall be determined by the Board and may be reviewed annually.

**Section 7: Succession Planning.** The Board shall establish a succession plan for the Executive Director to ensure a smooth transition in the event of a vacancy in this position.

**Section 8: Conflict of Interest.** The Executive Director shall disclose any potential conflicts of interest and adhere to the organization's conflict of interest policy.

**Section 9: Status.** The Board shall enter into a contractual arrangement with the Executive Director who may serve as an external 1099 Independent Contractor or a W2 Employee. No matter the status, the performance measures outlined in Section 5 above must be maintained.

## **ARTICLE V COMMITTEES**

**Section 1 - Committees.** The President of the Board of Directors may designate such Standing and Ad Hoc committees as it deems necessary to operate in support of the Board of Directors. The President of the Board of Directors shall appoint the committee chair from the members of the Board. The committee chairs may appoint their members; the Board of Directors reserves the right to approve the committee members. These committees may include but are not necessarily limited to the following:

**Executive Committee.** The President of the Board of Directors may appoint from among its members an Executive Committee is comprised of the President, and delegate to this committee the power to make recommendations to the Board of Directors on any of the matters on which the Board of Directors may act. This committee will be made up of the President, Vice President, Secretary, and Treasurer. The Executive Committee provides leadership oversight and assists in decision-making between board meetings.

**Program/Grants Committee.** The Board Chair may appoint, from among its members, a Program/Grants Committee chairperson to oversee the selection of the grant cycle applications. This committee is responsible for reviewing and approving grantee applications.

**Finance Committee.** The Treasurer shall serve as the chair of the Finance Committee. The Board Chair may appoint from among its members a finance committee chairperson to run the finance committee and appoint its members and delegate to this committee the power to make recommendations to the Board of Directors on any of financial matters on which the Board of Directors may act.

**Ad Hoc Committees.** At any time or for any reason, the Board Chair may appoint an Ad Hoc Committee to address the need of any short-term project or task force. Duties may include, but not be limited to, nominations, governance and board training, and fundraising.

## **Article VI Conflict of Interest**

**Section 1 – Purpose.** The purpose of this Conflict of Interest Policy (“Conflict Policy”) is to protect the tax-exempt Corporation's interest when it is contemplating a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code, as amplified by Section 53.4958-3 of the Internal Revenue Service (“IRS”) Regulations, and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code, as amplified by Section 53.4958 of the IRS Regulations.

This Conflict Policy is intended to supplement but not replace any applicable Florida and/or federal law applicable to nonprofit and charitable organizations which govern conflict of interest.

1. Definitions:
  - a. "Interested person" - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  - b. "Financial interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement or
    - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
    - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial.
    - iv. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists in accordance with this policy.
2. Each Director must have on file with the official records a signed Conflict of Interest form. This form must be completed annually.

## **ARTICLE VII Rules of Order**

"Robert's Rules of Order," latest revised edition, shall be the parliamentary authority for all meetings and matters not specifically covered by these Bylaws.

## **ARTICLE VIII Amendments to Bylaws**

Amendments or other changes to these Bylaws may be proposed by a majority vote of resolution of the Board or by motion at any regular or special meeting thereof, of the Board after proper notice. Any such proposed amendment or other change shall take effect upon an affirmative vote of a majority of the Board or at such other time as specified in such resolution or motion.

## **ARTICLE IX Indemnification**

**Section 1 - Rights to Indemnification.** Any person (including heirs, executors, administrators, or estate): (a) who is or was a Board member; (b) who is or was an officer, agent, or employee of the Corporation with agreed indemnity; or (c) who serves at the Board's request in a similar role for another entity with agreed indemnity, shall be indemnified to the fullest extent allowed by law, against fines, liabilities, settlements, losses, damages, costs, and expenses, including attorney's fees, arising from their role or status. If this Article or any portion of it is invalidated on any grounds by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

**Section 2 - Insurance.** The Corporation must purchase and maintain Directors and Officers insurance on behalf of the Board of Directors. Active insurance must remain in place as long as the Corporation is a viable organization.