

BYLAWS
Camden Community Alliance & Resources, Inc

ARTICLE I
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is Camden Community Alliance & Resources, Inc.,

Section 1.02. Purpose. The Corporation is organized for charitable and educational purposes of promoting the well-being of children and families.

ARTICLE II
MEMBERS

Section 2.01. Membership. Membership shall be open to the public with representation from Corporations, Social Service Agencies, Individuals, and Community Partners.

Section 2.02. Qualifications. Membership may be granted to any individual, corporation, social service agency, individual or community partner that supports the mission and purposes of the organization. Membership is granted after attending two or more collaborative meetings.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all Board members, may suspend or expel a member.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Executive Director.

Section 2.05. Annual Board Meetings. The annual membership meeting shall be held in May each year. A minimum of 51% of the board members must be present in person or by proxy to constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the Chairperson or at the request of at least 25% of the board members by mail, telephone, or electronic communication to each member not less than three (3) days before such meeting. The membership shall elect directors at the annual meeting.

Section 2.06. Regular Collaborative Meetings. The collaborative shall hold at least four (4) meetings per year. Meetings shall be at such dates, times and places as the Board shall determine.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure.

The Board shall consist of not less than four (4) and not more than seventeen (17) directors. A nominating committee, appointed by the president, shall present to the Board of Directors at the February meeting a slate of directors to fill vacant and/or expiring positions. Additional nominations may be considered from the floor. The new slate of Directors shall be elected at the May meeting of the Board. The term of office for Directors shall be two years with no limit on the number of terms served as a board member.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Regular Board Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05. Notice. Meetings may be called by the Chairperson or at the request of at least 51% of the Directors by mail, telephone, or electronic communication to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.06. Quorum. Fifty-one percent (51%) of the Directors constitute a quorum. They may attend meetings either in person, through teleconferencing, or through any other electronic means of communication. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, the meeting shall be adjourned.

Section 3.07. Participation in Meeting by Conference Telephone or electronic communications. Members of the Board may participate in a meeting through use of conference telephone or electronic methods of communication, so long as members participating in such meeting can hear and/or see each other's remarks

Section 3.08. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval by the Board as specified in the policies and procedures

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board at the annual meeting. In the case of vacancies, appointments shall be made in accordance with Section 3.02. as soon as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected. Officers may serve in the same position for no more than two successive terms.

Section 4.03. Resignation. Any officer may resign by filing written notice to the Secretary of the Corporation, or in the event of a vacancy of or resignation by the Secretary, to the Board of Directors.

Section 4.04. Removal. By a majority vote, an officer may be removed by the remaining Directors at a board meeting, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The President is an ex-officio member of all committees. The President shall have voting rights as a member of the Board of Directors and the Executive Committee.

Section 4.06. Vice-President. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a director of the Corporation and shall record the minutes of all meetings of the Board of Directors and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall report to the Board of Directors at each regular board meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Committees as necessary for the operations of the Corporation.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks and bills shall be signed or endorsed as outlined in the Policies and Procedures Manual.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select. Deposits and collections for those accounts shall be handled as required by the Policies and Procedures Manual.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice.

Amended Bylaws adopted unanimously by the **Family Connection of Camden County/CCAR on September 23, 2002**

Celenda Perry, recorder