

BYLAWS OF
HARALSON COALITION FOR CHILDREN, YOUTH AND FAMILIES, INC.
Incorporated under the laws of the State of Georgia
Revised 01/17/13

ARTICLE ONE
Name, Location, and Offices

1.1 Name. Haralson Family Connection Authority, dba Haralson Family Connection Coalition.

1.11 This corporation was revised in 1999 by Georgia Legislative Act to create the Haralson County Family Connection Authority; to provide for programs to benefit the children and families of Haralson County; to provide for the appointment of members; to provide for terms, duties, and powers; to authorize the authority to receive and expend funds; to provide for an executive committee, coordinator, and annual report; to provide for review; to provide for related matters; to provide an effective date; to repeal conflicting laws; and for other purposes.

1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical, with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code. The location of the registered office shall be:

First National Bank of Haralson County
P.O. Box 528
Buchanan, GA 30113

1.3 Other Offices. The principal office of the corporation shall be located in Haralson County, Georgia. The corporation may have other offices at such place or places, within or outside Haralson County, Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO
Goals, Purposes, Powers, and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Community Partnership Organization. In accordance with the Georgia Policy Council for Children and Families Act, O.C.G.A. § 49-5-250, et. seq., the corporation was created as a community partnership organization to serve the needs and interests of children and families in Haralson County, Georgia. The goals the corporation seeks to achieve, and the charitable purposes and powers of the corporation are set forth below. The corporation was provided Legislative Authority by the Georgia Legislation under H.B. 920, 1999.

a. Goals. The corporation seeks to achieve five (5) important goals for the benefit of children and families in Haralson County: improved child health, improved child development, improved family functioning, improved school performance, and improved family economic capacity.

b. Purposes. The corporation shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Those purposes shall include, without limitation, the following:

- (1) To jointly achieve a core set of results for children and families defined jointly by the corporation and the Georgia Policy Council for Children and Families (“Council”) created under Section 49-5-253 of the Georgia Code;
- (2) To develop, adopt, submit to the Council for approval, and from time to time amend, a comprehensive plan for public and private agencies to deal effectively with the problems of children, youth, and families in Haralson County in order to achieve the goals and objectives described in the articles of incorporation of the corporation, in these bylaws, and in Section 49-5-251 of the Georgia Code;
- (3) To coordinate, evaluate, and provide services and assistance in implementing and carrying out the comprehensive plan developed by the corporation under the preceding paragraph; and
- (4) To contract with public and private agencies for the charitable purposes described in the articles of incorporation of the corporation and these bylaws and for such public and private agencies to provide programs and services for children, youth, and families in order to carry out the provisions of the comprehensive plan developed by the corporation.

c. Powers. In furtherance of its charitable goals and purposes as a community partnership organization, the corporation shall have full power and authority:

- (1) To have a corporate seal and alter the same at its pleasure;
- (2) To acquire, hold, and dispose of in its own name by purchase, gift, lease, or exchange, on such terms and conditions and in such manner and by such instrument as it may deem proper, real and personal property of every kind, character, and description, but the corporation shall not have the power to acquire any real or personal property by condemnation or eminent domain;
- (3) To procure insurance against any loss in connection with its property and other assets of the corporation;
- (4) To make contracts and to execute all instruments necessary or convenient in connection therewith;
- (5) To adopt, alter, or repeal its own articles of incorporation and bylaws, rules, and regulations governing the manner in which its business may be transacted and in which the power granted to it may be enjoyed, as the corporation may deem necessary or expedient in facilitating its business;

- (6) To receive, accept, and utilize gifts, grants, donations, or contributions of money, property, facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity of from the State of Georgia or any agency, instrumentality, or political subdivision thereof or from the United States or any agency or instrumentality thereof;
- (7) To select, appoint, and employ professional, administrative, clerical, or other personnel and to contract for professional or other services and to allow suitable compensation for such personnel and services;
- (8) To make contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (9) To make contributions for other charitable purposes;
- (10) To distribute property exclusively for charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws, or in accordance with determinations made by the Board of Directors pursuant to the articles of incorporation and bylaws of the corporation;
- (11) To provide any and all services for children, youth, and families on behalf of public or private agencies as may be reasonably necessary or desirable to carry out effectively programs and services called for by the comprehensive plan developed by the corporation under the Georgia Policy Council for Children and Families Act;
- (12) To do all things necessary or convenient to carry out the powers and purposes of the corporation which are expressly provided for in the Georgia Policy Council for Children and Families Act; and
- (13) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to achieve the goals of the corporation and to carry out any of its purposes, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by community partnership organizations under the Georgia Policy Council for Children and Families Act and by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall not be limited in its capacity of service to children and families in Haralson County, Georgia, but shall have full power and authority to engage in charitable programs and activities on behalf and for the benefit of such children and families.

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation Georgia Legislative Act, H.B. 920, and these bylaws.

ARTICLE THREE

Membership

3.1 Membership. Membership in this corporation is open to residents of the area of Haralson County, who are interested in furthering the purposes and functions of the corporation, who are willing to subscribe to the articles of incorporation and bylaws, and who otherwise are qualified under the provisions set forth in the governing instruments of the corporation. The members of the corporation shall consist of members of the Initial Board of Directors whose names are set forth in the articles of incorporation filed with the Secretary of State of Georgia on April 1, 1992, together with such other persons as may become members in accordance with these bylaws.

3.2 Classes of Membership. The organization shall have two classes of members. The designation of such classes are voting members and non-voting members. Voting members must evidence a continuing interest in the affairs of this agency, and attend the meetings of the group regularly. If a member misses three (3) consecutive meetings, the Executive Committee should contact the member to determine if he or she is unable to continue as an active member with the goal of a mutual understanding on future membership. If the member does not evidence an intent to continue active support, the Executive Committee will bring a recommendation to the full Board for the proper action. Voting members are then eligible to vote on policy changes, election of board members, financial matters and other actions and specific issues before the organization. Advisory members may attend any meeting and address any issue before the organization but are ineligible to vote.

3.3 Qualifications of Voting Members. Any person who is a local elected official of a governing body in Haralson County, Georgia, a representative of the business community in that county, a representative of a public agency in that county under the state departments which have ex officio members upon the Council, other than the Georgia Office of Planning and Budget, a member of the board of a civic organization or private social service provider in that county, or an advocate for children and families in that county, shall be eligible for voting membership in the corporation. The member representatives of public agencies include the Departments of Family and Children Services, Public Health, Mental Health, Juvenile Justice. Other member representatives include public education agencies, recreation, council on aging, developmental disabilities, faith community, private nonprofit, consumers, housing authority, community action, educational partnership, hospital, law enforcement, and other groups as shall be added by majority vote of the Board of Directors from time to time.

3.4 Ascertaining Qualifications of All Classes of Membership. The Board of Directors is empowered to provide such means of ascertaining the qualifications of prospective members of each class of membership as it may deem necessary or desirable. The Board of Directors may delegate the powers conferred by this section to such committee as it may designate.

3.5 Election of Members. Except in the case of the initial members designated in section 3.1 above, members of the corporation shall be elected by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present at the time.

3.6 Voting Rights. Only active members in good standing of the corporation shall be entitled to vote and then only on matters submitted by the Board of Directors of the corporation to a vote of the membership. Each such member shall be entitled to one vote on each such matter unless otherwise determined by the Board of Directors. Advisory and honorary members shall have no voting rights, but shall be entitled to be heard at any meeting of the members.

3.7 Termination of Membership. By the affirmative vote of a majority of all the directors then in office, the Board of Directors of the corporation may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall fail to comply with rules of the corporation. No suspension or expulsion of a member or termination of membership shall be made by the Board of Directors unless written notice of such proposed action and the grounds therefore shall have been given to such member at least thirty (30) days prior to the taking of such action and, in the discretion of the Board of Directors of the corporation, such member shall have been afforded a reasonable opportunity for explanation and for correction.

3.8 Resignation. Any member may resign by filing a written notice of resignation with the secretary of the corporation, the chairperson of the membership committee, or with such other person as the Board of Directors shall designate from time to time.

3.9 Reinstatement. Upon written request signed by a former member and filed with the secretary of the corporation or with the chairperson of the membership committee or with such other person as the Board of Directors of the corporation shall designate from time to time, the Board of Directors may reinstate such former member to membership upon such terms and subject to such conditions as they shall determine. However, no former member shall be eligible for reinstatement unless such former member otherwise meets all applicable qualifications and requirements for membership.

3.10 Transfer of Membership. Membership in the corporation shall not be transferable or assignable.

3.11 Standards of Conduct. Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the corporation. Any member in violation of any such ethical standards of conduct shall be subject to such sanctions as the Board of Directors of the corporation may determine in its discretion, including termination or suspension of membership.

ARTICLE FOUR

Meetings of Members

4.1 Place of Meetings. Meetings of the members may be held at any place within or outside Haralson County, Georgia, as set forth thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principal office of the corporation.

4.2 Quarterly Meetings. A quarterly meeting of members shall be held on the third Thursday in January, April, July, and October, with notice being given to the membership, for the purpose of transacting any and all business that may properly come before the meeting. If such business is not transacted on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Board of Directors in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible.

4.3 Substitute Quarterly Meetings. If the quarterly meeting is not held at the time designated in Section 4.2, any business which might properly have been acted upon at that meeting may be acted upon at any subsequent members' meeting held pursuant to these bylaws.

4.4 Notice of Quarterly Meetings. Unless waived as contemplated in Section 7.2 or by attendance at the meeting, notice of the time and place of such quarterly meeting shall be given by the secretary by mailing a copy thereof to each member or delivering same to him or her in person, or to its office in the case of an organization which is a member, not less than ten (10) days before such meeting.

4.5 Special Meetings: Notice. Special meetings of the members may be called at any time by the Chair or by the Board of Directors. Special meetings of the members or a special meeting in lieu of the annual meeting of the members shall be called by the corporation upon the written request of no fewer than ten percent (10%) of the members. Notice of the time, place and purpose of any special meeting of the Directors shall be given by the secretary at least forty-eight (48) hours before the meeting.

4.6 Waiver. Attendance by a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven (“Notice and Waiver”).

4.7 Quorum. At all meetings of the members, the presence, in person, of twenty percent (20%) of the members entitled to vote thereat (as determined by the Board of Directors) shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the members entitled to vote who are present at any meeting shall determine any matter coming before the meeting unless a different vote is required by statute, by the articles of incorporation, by the bylaws, or by the Board of Directors. At a meeting at which a quorum is present, the members may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.8 Proxies. Members shall not be entitled to vote by proxy.

4.9 Presiding Officer. The chair, or, in the absence of the chair, the vice chair of the corporation shall preside at all meetings; or in the absence of both the chair and the vice chair, a presiding officer shall be chosen by the members present. The secretary of the corporation shall act as secretary of all meetings of the members, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

4.10 Adjournments. Any meeting of the members, whether or not a quorum is present, may be adjourned by a majority of the voting members present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

4.11 Telephone and Similar Meetings. Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.12 Action by Members Without a Meeting. Any action required by statute to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a written ballot which meets the requirements of O.C.G.A. § 14-3-708 is delivered to every member entitled to vote on the matter, and such matter is approved by at least as many members as would be required to approve the matter at a meeting at which a quorum was present and the number of votes cast was the same as the number of votes cast by ballot.

ARTICLE FIVE
Board of Director's

5.1 Authority and Responsibility of the Legislative Authority, Board of Directors.

(a) The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the “Legislative Authority” and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors. The Legislative Authority shall also be referred to as the “Board of Directors”.

(b) The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation and auxiliaries and other groups organized to support and benefit the corporation, shall determine the corporation's policies or changes therein; and shall actively prosecute the corporation's purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation, as expressed in the articles of incorporation and these bylaws.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, trustee, officer, director, or other private person or individual.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an executive director, collaborative coordinator, or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

5.2 Initial and Regular Boards of Directors. The initial directors of the corporation shall be the seven (7) persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on April 1, 1992. The members of the Initial Board of Directors named in the articles of incorporation shall serve until their respective successors are elected and have qualified. Succeeding the initial directors, the regular Board of Directors shall consist of not less than fourteen (14) members, which number shall include the executive officers of the corporation, together with such other directors as may be elected from time to time in accordance with these bylaws. The Board of Directors is authorized to fix the precise number of directors by resolution adopted from time to time by a majority of all of the directors then in office. Members of the Board of Directors shall be elected on the basis of their knowledge of the charitable needs and interests of the communities served by the corporation, on the basis of their standing in those communities and their access to governmental bodies and agencies, businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the corporation, and on the basis of activity in and representation of public institutions which are concerned with the charitable needs of those communities. The Board of Directors shall represent the broad interests of the public, and members of the Board of Directors shall reflect a broad

cross-section of the views and interests of the communities served. Subject to the foregoing qualifications, the Board of Directors of the corporation shall be composed of residents of the area of Haralson County, Georgia, who represent at a minimum local elected officials of governing bodies in that county, persons in the business community in that county, public agencies in that county under the state departments which have ex officio members upon the Council, other than the Georgia Office of Planning and Budget, boards of civic organizations and private social services providers in that county, and advocates for children and families in that county.

5.3 Manner of Election and Term of Office. The regular directors of the corporation shall be elected at the annual meeting of the Board of Directors of the corporation by a vote of the directors as provided in Article Six of these bylaws. Each director so elected shall take office as of the close of such annual meeting and shall continue in office for a term of two (2) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

(a) As is provided in the Legislative Authority the governing Board shall be composed of members as follows:

- (1) Two (2) members shall be appointed by the Haralson County legislative delegation to serve for an initial term of two (2) years, which members shall be selected from the fields of legislative, media, and child advocacy;
- (2) Three (3) members shall be appointed by the judge of the Juvenile Court of Haralson County to serve for an initial term of one (1) year, which members shall be selected from the fields of religion, benevolent organizations, and social work;
- (3) Two (2) members shall be appointed by the commissioner of Haralson County to serve for an initial term of two (2) years, which members shall be the commissioner or a designee and a consumer of family services;
- (4) One (1) member shall be appointed to serve for an initial term of one year by each of the governing authorities of the cities of Waco, Buchanan, Bremen, and Tallapoosa;
- (5) Two (2) members shall be appointed by the Haralson County Chamber of Commerce who shall represent business and shall serve for an initial term of one (1) year;
- (6) One (1) member shall be appointed by the Haralson County Board of Health and shall serve for an initial term of one (1) year;
- (7) The directors or administrators or their designees from the following entities: District Department of Human Resources Public Health Division, Haralson County Department of Family and Children Services, Tallapoosa Housing Authority, Bremen Housing Authority, Buchanan Housing Authority, Bremen City School System, Haralson County School System, Floyd College, Higgins General Hospital, Carroll Technical Institute, Tallapoosa E.O.A., and Haralson County Mental Health;
- (8) One (1) attorney shall be appointed by the local bar association and shall serve for an initial term of two (2) years; and
- (9) The authority shall be authorized to select additional members consistent with the purposes of the authority who shall serve for an initial term of two (2) years.

(b) Following the initial terms of office, except as specified in the Legislative Authority, all appointments shall be made for a term of two years and until a successor is appointed and qualified. Members of the authority shall be eligible for reappointment.

(c) All appointments to the authority shall be made within 60 days after the effective date of this Act. Persons appointed to serve on the Haralson County Family Connection Authority shall be Haralson County residents except those persons filling the professional positions outlined within this Act who may or may not be county residents.

Except for members serving by virtue of their offices as outlined in the Legislative Act.

5.4 Nominations. The nominating committee, acting in accordance with Section 11.1 of these bylaws, shall present to the directors before the annual meeting, one nomination for each seat on the Board of Directors which is vacant or about to expire. Additional nominations may be made from the floor at the annual meeting by directors of the corporation who are entitled to vote.

5.5 Removal. Any director may be removed for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

5.6 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired portion of the departing director's term, and may be elected or appointed to up to two (2) additional terms consecutive to this service if the term of the previous director had one (1) year or less to run.

5.7 Committees of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, which number shall always include the chairperson of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Ten ("Committees of Directors").

5.8 Compensation. Directors shall not be compensated for service as directors. However, nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the corporation.

5.9 Conflict of Interest. Possible conflict of interest situations may arise in the business of the organization. Any such possible conflict of interest situations will be discussed using the following guidelines.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE SIX Meetings of the Board of Directors

6.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside

Haralson County, Georgia, as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

6.2 Annual Meeting; Notice. An annual meeting of the Board of Directors shall be held at such place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 7.2, notice of the time and place of such annual meeting shall be given by the secretary not less than ten (10) nor more than fifty (50) days before such annual meeting.

6.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary not less than seven (7) nor more than thirty (30) days before such regular meeting.

6.4 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the chairperson or by any three (3) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary at least forty-eight (48) hours before such meeting.

6.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven (“Notice and Waiver”).

6.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

6.7 Vote Required for Action. Except as otherwise provided in these bylaws, the vote of a majority of directors at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw are provided for in Article Fifteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 5.6 of these bylaws.

6.8 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

6.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted other than by

announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SEVEN

Notice and Waiver

7.1 Procedure. Whenever these bylaws require notice to be given to any member or director, the notice shall be given in accordance with this Section 7. 1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, property addressed, to the addressee's last know principal place of business or residence;
- (2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

7.2 Waiver. A member or director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the member or director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's or director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding or transacting business at the meeting and does not thereafter voice for or assent to action taken at the meeting.

ARTICLE EIGHT

Officers

8.1 Contributors. All persons and organizations who shall make any donations or contributions of money or property to the corporation shall receive from the Board of Directors a certificate or other evidence of appreciation in such form as the Board of Directors shall prescribe. Such persons and organizations shall not, as donors or contributors to the corporation, be entitled to vote or otherwise to participate in the affairs of the corporation. The Board of Directors may establish various classes of such

donors or contributors, each such class designated according to size of gift or contribution. The Board of Directors shall also be authorized to recognize persons and organizations who make gifts or contributions to or for the benefit of the corporation in such manner as the Board of Directors shall determine.

ARTICLE NINE

Officers

9.1 Number and Qualifications. The executive officers of the corporation shall consist of a chair, one or more vice chairs, a secretary, a treasurer and no more than five (5) other members selected by the Board of Directors. At no time shall the number of Officers exceed nine (9) and no fewer than seven (7). The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not

be required to have any officers other than a chairperson, a secretary, and a treasurer. Any two (2) or, more offices may be held by the same person.

9.2 Election and Term of Office. The executive officers of the corporation, per Article 9.1 above, shall be elected at the annual meeting of the Board of Directors of the corporation and shall serve for one year, and while holding such offices, the chair, the vice chair, the secretary, and the treasurer shall serve as members of the Board of Directors of the corporation. Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Directors under Section 9.1 of these bylaws shall serve at the will of the Board of Directors and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. See Section 11.1 (“Nominating Committee”).

9.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

9.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

9.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

9.6 Chair. The chair shall be the chief executive officer of the corporation and, as such, shall exercise general supervision of all operations and personnel of the corporation, subject to the control of the Board of Directors. The chair shall preside at all meetings of the Board of Directors and shall serve as chair, with right to vote, of any executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. The chair shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the chair shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The chair shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers

and employees of the corporation shall be under his or her supervision and control during such interim. The chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

9.7 Vice Chairs. The vice chairs, in the order of their seniority, unless otherwise determined by the chair or by the Board of Directors, shall, in the absence or disability of the chair, perform the duties and have the authority and exercise the powers of the chair. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

9.8 Collaborative Coordinator.

(a) The Collaborative Coordinator shall be the chief staff officer of the corporation, subject to the control of the Board of Directors and of the chair. As such, the collaborative coordinator shall supervise

and have general charge of the operations of the corporation and shall assist the officers in carrying out the policies, programs, orders, and resolutions of the Board of Directors.

(b) The books and financial records of the corporation shall be kept under the supervision of the collaborative coordinator. All monies due and payable to the corporation from any source whatsoever shall be received by him or her and deposited by him or her to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate. He or she shall keep or cause to be kept proper account of all such monies received and all monies disbursed on behalf of the corporation and of all records in connection therewith.

(c) The collaborative coordinator shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall keep the Board of Directors and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs of the corporation.

(d) The collaborative coordinator shall supervise employees of the corporation, and shall have general charge of an operating functions and activities of the corporation.

(e) The collaborative coordinator shall act as spokesperson for the corporation and represent and conduct public relations contacts. He or she shall promote the development of effective private philanthropy on behalf of the corporation and develop and conduct relations which will broaden interest in the corporation. He or she shall be responsible for searching out and obtaining charitable gifts and bequests on behalf of the corporation; and under the guidance of the Board of Directors, the collaborative coordinator shall develop and implement plans to attract funds to add to the corporation's endowment and with which to make distributions in furtherance of the charitable purposes of the corporation.

(f) The collaborative coordinator shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe.

9.9 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for the purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary shall be under the supervision of the chair. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

9.10 Assistant Secretaries. The assistant secretaries, in the order of their seniority, unless otherwise determined by the chair or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

9.11 Treasurer.

(a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation or have such funds disbursed, as ordered by the Board of Directors, and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

9.12 Assistant Treasurers. The assistant treasurers, in the order of their seniority, unless otherwise determined by the chair or by the Board of Directors, shall, in the absence of disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

ARTICLE TEN Committees of Directors

10.1 Executive Committee. By resolution adopted by a majority of the directors in office, the Board of Directors may designate from among its members an executive committee consisting of three (3) or more directors, including the chair and vice chairs of the corporation, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the

management of the affairs of the corporation (Exception: The positions of Secretary and Treasurer may be filled from the community, rather than from the current board membership, as it is not deemed that a prior particular knowledge of the organization is critical to the ability to do the work of these positions). However, the designation of an executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. The executive committee shall keep the Board of Directors fully informed both of its activities and of the affairs of the corporation, and all actions of the executive committee shall be reported to the Board of Directors not later than at the meeting of the Board of Directors next succeeding such action.

10.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the corporation. Any member of any committee may be

removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

10.3 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

10.4 Chair. One member of each committee shall be appointed chair thereof.

10.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

10.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

10.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE ELEVEN

Special and Standing Committees

11.1 Nominating Committee. The chair, after consultation with the Board of Directors, shall appoint a nominating committee consisting of at least three (3) directors of the corporation and such other persons as the chair may select. The nominating committee shall nominate candidates for those directorships and offices of the corporation which are vacant or about to expire, as provided in these bylaws, and report such nominations to the members of the Board of Directors before the March semi-annual meeting. Additional nominations may be submitted at any time up to and during the annual meeting, and said nominations shall be voted upon by the directors in accordance with these bylaws. The nominating committee shall also be responsible for maintaining and evaluating the bylaws of the corporation on an ongoing basis and for proposing amendments to the bylaws to the Board of Directors as required.

11.2 Finance and Investment Committee. The chair, after consultation with the Board of Directors, may appoint a finance and investment committee consisting of the treasurer of the corporation, at least three (3) other directors, and such other persons as the chair may select. The finance and investment

committee shall have responsibility for planning the corporation's financial affairs, including the short-term and long-term budgets of the corporation, the investment and management of the assets of the corporation, and distributions and disbursements of funds, and such other financial matters as may be assigned to it from time to time. In its budgetary functions, the finance and investment committee shall review, approve, and administer the development of current and long-term budgets of income and expenditures of the corporation, recommend such budgets for approval, and review and report on actual performance against approved budgets. It shall assure that the accounting records, procedures, and reports of the corporation are adequate to enable this committee effectively to meet its budgetary and financial responsibilities. The finance and investment committee shall also have responsibility for overseeing, reviewing, evaluating, and approving the management and investment of the assets of the corporation. No personal liability shall attach to any member of the finance and investment committee for losses resulting from the exercise in good faith of his or her judgment in any decisions affecting the finances or the investments of the

corporation, or from the exercise of his or her judgment in the purchase or sale of securities and the investment of assets of the corporation.

11.3 Special Committees. The chair, after consultation with the Board of Directors, shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable and which are not in conflict with any other provisions of these bylaws; and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

11.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

11.5 Chair. One member of each committee shall be appointed chair thereof.

11.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

11.7 Quorum. Unless the Board of Directors directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

11.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE TWELVE

Contracts, Checks, Deposits, and Funds

12.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

12.2 Checks, Drafts, Notes, Etc. All checks, 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 or officers, agent or agents, of the corporation and in such other manner as may from time to time be

determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chair or a vice chair of the corporation.

12.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

12.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE THIRTEEN
Indemnification and Insurance

13.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employer, director, or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

13.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 13.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE FOURTEEN
Miscellaneous

14.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names of addresses of the directors and any other information required under Georgia law.

14.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

14.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

14.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

14.5 Georgia Code. All references in these bylaws to sections of the Georgia Code shall be considered references to the Official Code of Georgia Annotated (O.C.G.A.), as from time to time amended.

14.6 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible.

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

14.7 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

14.8 Relation to Articles of Incorporation and Legislative Authority. These bylaws are subject to, and governed by, the articles of incorporation and the legislative authority.

ARTICLE FIFTEEN Amendments

15.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

15.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office.

ARTICLE SIXTEEN Tax-Exempt Status

16.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE SEVENTEEN Adoption of Bylaws

The Haralson Coalition for Children, Youth and Families, Inc. was organized under the laws of the State of Georgia as of April 1, 1992. These bylaws were adopted by resolution of the Initial/Amended Board of Directors of the corporation, and became effective, as of October 2, 1997.

Amendment History:

These bylaws were amended September 2, 1999 and March 2, 2000.

R. T. McBrayer, Sr., Chair

ATTEST:

Brenda Baker, Secretary

These are the revised Bylaws of the Haralson Coalition for Children, Youth and Families, Inc., adopted by resolution of the Revised Board of Directors, effective as of the 16th day of July, 2009. Article sections 4.2-4.4 being altered at this time.

Anne Chaffin, Chair
Date: July 16, 2009

Betty Candler, Secretary

These are the revised Bylaws of the Haralson Coalition for Children, Youth and Families, Inc., adopted by resolution of the Revised Board of Directors, effective as of the 16th day of July, 2009. Article sections 9.1 & 9.2 being altered at this time.

Anne Chaffin, Chair
Date: April 15, 2010

Betty Candler, Secretary

These are the revised Bylaws of the Haralson Coalition for Children, Youth and Families, Inc., adopted by resolution of the Revised Board of Directors, effective as of the 19th day of January, 2011. Article section 10.1 being altered at this time.

Anne Chaffin, Chair
Date: January 19, 2011

Betty Candler, Secretary

These are the revised Bylaws of the Haralson Coalition for Children, Youth and Families, Inc., adopted by resolution of the Revised Board of Directors, effective as of the 17th day of January, 2013. Article section 5.9 being voted on, approved, and added at this time.

Bill Anderson, Chair
Date: January 17, 2013

Betty Candler, Secretary

