

BY-LAWS
OF
VOICES FOR CHILDREN, INC.

ARTICLE I.

NAME

The name of this Corporation shall be VOICES FOR CHILDREN, INC.

ARTICLE II.

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the Corporation is located at 2851 Meadow Lark Drive, San Diego, San Diego County, California 92123. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on the By-Laws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices

The Board of Directors may at any time establish branch or subordinate offices any place or places where the Corporation is qualified to do business.

ARTICLE III.

PURPOSE

The purpose of this Corporation shall be to:

- (a) Recruit, train and supervise Case Assessors who review the court records of dependent children;
- (b) Recruit, train and supervise Court Appointed Special Advocates, and others as appropriate, who will facilitate the movement of dependent children through the court process;

- (c) Educate the general public and those persons, offices, and institutions concerned with service delivery to dependent children regarding the needs of children in placement;
- (d) Facilitate improvement of communications among and service delivery by those persons, agencies and institutions concerned with service delivery to children in placement.

ARTICLE IV.

NON-PARTISAN ACTIVITIES

This Corporation has been formed under the California Non-Profit Public Benefit Corporation Law for the public purposes described above, and it shall be non-profit and non-partisan. The activities of the corporation shall comply with all laws and regulations with respect to influencing legislation.

ARTICLE V.

MEMBERSHIP

This Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE VI.

DIRECTORS

Section 1. Number of Directors

The authorized number of Directors shall be no fewer than five (5) and no more than thirty (30). Directors need not be residents of the State of California or members of the Corporation.

Section 2. Powers

Subject to the provisions of the California Non-Profit Corporation Law and any limitations in the Articles of Incorporation and these By-Laws relating to action required

to be approved by the Board of Directors, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Without limiting the foregoing general powers, the Directors shall have the following powers:

- (a) To select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws; and fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations as deemed necessary.
- (c) To change the principal executive office of the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
- (d) To borrow money and incur indebtedness for the purposes of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 3. Election and Term of Office

Board members may serve up to five (2 year) terms. Board members must then resign for one year. Each Director, including a Director elected to fill a vacancy or elected at a special Board of Directors meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The Governance Committee shall present a proposed slate of Board members at a Board meeting. As soon as reasonably possible, the Board will take action on the slate. The Board members will be installed no later than July. Notwithstanding the foregoing, the Vice Chair and Immediate Past Chair shall be ex officio Board members to whom the term limits do not apply.

Makua, Friends of Voices for Children, will be entitled to one board position on the Voices for Children Board of Directors. This position shall be a one year term which may be renewed .

Section 4. Vacancies

Any vacancy or vacancies on the Board of Directors shall result from the following: death, resignation, expiration of term of office, or removal of any Director; the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order of judgment of the court to have breached a duty under Sections 5230 and following of the California Non-Profit Corporation Law.

Any Director may resign, which resignation shall be effective on giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective. No Directors may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

No one serving on the Board of Directors at any time may be an interested person. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Attendance

Any Director, at the discretion of the Executive Committee, who is absent from three (3) regularly scheduled meetings of the Board of Directors in any one fiscal year, shall be subject to removal by the Board of Directors, in accord with Section 11 of this Article.

Section 6. Place of Meetings

Regular meetings of the Board of Directors shall be held at any place that has been designated from time to time by the resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Any meeting, regular or special may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 7. Special Meetings

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

Notice of the time and place of the special meetings shall be given to each Director by one of the following methods: (1) by personal delivery or written notice; (2) by first-class mail, postage paid; (3) by telephone communication or either directly to the Director or to, a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (4) by facsimile; or (5) by E-mail. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or E-mail shall be delivered, telephoned, or sent at least 48 hours before the time set for the meeting.

The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

The transactions of any meeting of the Board of Directors, however called and noticed and whenever held, shall be as valid as though a meeting had been held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold such meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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

Section 8. Quorum

A majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 9 of this Article VI.

Section 9. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 10. Standard of Conduct

Pursuant to Section 5231 of the California Non-Profit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner which Director believes to be in the best interests of Voices for Children, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers of Voices for Children whom the Director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (3) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence.

Provided that, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 11. Removal

A Director may be removed from office by the vote of a majority of the Directors.

Section 12. Compensation

Directors shall serve without compensation.

ARTICLE VII.

OFFICERS

Section 1. Officers

The officers of this Corporation shall be a Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the Chair, may hold more than one of these offices.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors. Vacancies or new offices created may be filled for the unexpired portion of the term and they may be filled at any meeting of the Board of Directors.

Each officer shall hold office for a term not shorter than one year unless the officer shall resign, be removed, or become ineligible to continue to serve in such capacity. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice.

Section 3. Chair

Subject to the control of the Board of Directors, the Chair shall have general supervision, direction and control of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board of Directors and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chair shall serve a term of office, not shorter than one year, after which he/she shall remain an ex officio Director for an additional one-year term of office as Immediate Past Chair. At the end of the Chair's prescribed term, the Vice-Chair shall automatically succeed to the office of Chair. If the office of Chair should become vacant because of resignation, removal disqualification, or any other cause, the Vice Chair then in office shall succeed to the office of Chair.

Section 4. Vice Chair

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and in so acting shall have all the powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The Vice Chair shall serve a term of office, not shorter than one year, after which he/she shall automatically succeed to the office of Chair for one-year term of office as such, and thereafter to an additional one-year term as Immediate Past Chair.

Section 5. Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and the Executive Committee, shall assure that the minutes of all meetings of other committees are prepared and filed with the records of the Corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6. Treasurer

The Treasurer shall be responsible for all funds of the Corporation. Such funds shall be paid out only on the check of the Corporation signed by the Chair, or Treasurer, or by such officers as may be designated by the Board of Directors as authorized to sign the same.

The Treasurer shall work with the Chair in the development of fiscal policies and practices to assure a true and accurate account of all receipts and expenditures, and in general, shall perform all the duties incident to the office of Treasurer or chief financial officer and such other duties as may from time to time be assigned by the Board of Directors.

Section 7. Immediate Past Chair

The Immediate Past Chair shall be an ex officio member of Board of Trustees for a one-year term, and an ex officio member of the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-laws. In the event both the Chair and Vice Chair are absent, the Immediate Past Chair shall act and perform all of the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair as provided in Section 3 of this Article VII.

ARTICLE VIII

COMMITTEES

Section 1. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Committees may include non Board members. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which, under the Non-Profit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board of any committee;
- (d) amend or repeal By-Laws or adopt new By-Laws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees;
- (g) approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

Section 2. Executive Committee

There shall be an Executive Committee of the Board consisting of the officers, the President/CEO, as an ex-officio member, and at the discretion of the Executive Committee, one or more standing committee chairpersons or one or more Board members-at-large. The President/CEO shall be without vote. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except the following:

- (a) The approval of any action for which the California Non-Profit Corporation Law also requires the approval of a corporation.
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board.

- (c) The amendment or repeal of these By-Laws or the adoption of new By-Laws.
- (d) The appointment of committees of the Board or the members thereof.
- (e) The approval of any self-dealing transaction.

Section 3. Governance Committee

The Governance Committee shall consist of a chairman who is appointed by the Chair. Additional members, no fewer than two, will be selected by the Executive Committee with the approval of the Board of Directors.

Section 4. Meetings

Meetings of any committee may be called by or at the direction of the Chair, the Chairman of the Committee or a majority of the members of the Committee, to be held at such time and place as shall be designated in the notice of the meetings.

Notice of the time and place of any meeting of any committee shall be given at least four days prior thereto in the same manner as Special meetings under Article VI, Section 7.

A majority of the members of any Committee shall constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of any committee present at a meeting at which a quorum is present shall be the act of the committee.

No action of any committee shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the committee may be taken without a meeting if a consent in writing shall be signed by each member of the Committee entitled to vote.

Section 5. Auxiliary Groups

The Board of Directors shall implement, as appropriate any Auxiliary Groups such as Makua and Young Professionals Organization.

Section 6. Community Advisory Council of Voices for Children

The Board of Directors may form a Community Advisory Council (CAC) to advise the Board on such matters, including but not limited to, fundraising, public relations and other issues as determined by, the Board. Under no circumstances shall the Community Advisory Council supersede the Board of Directors' authority. The Council shall meet semi-annually or on such other schedule as determined by the Council. The Chair of the Board may appoint a Board Member to serve as the Council Chair, Membership on the Community Advisory Council is for a two year renewable term.

ARTICLE IX.

RECORDS AND REPORTS

Section I. Maintenance and Corporate Records

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board, and Committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 2. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report

Not later than 120 days after the close of the Corporation's fiscal year, an annual report will be sent to the Board of Directors. Such report shall contain the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE X.

MISCELLANEOUS

Section 1. Definition of Terms

References to Directors, officers, or agents, respectively, shall include past, present and future Directors, officers or agents whether or not so serving at the time of incurring the expenses or liabilities referred to herein, and their personal representatives.

- (a) Director or Officer shall include any Director or officer of the Corporation.
- (b) Agent shall include any person authorized by the Corporation to enter into agreements for and on behalf of the Corporation in the Corporation's name.
- (c) Action shall (except where otherwise specifically indicated in Section 2 hereof) include any civil, criminal or administrative action, suit, proceeding or claim, threatened or pending, in which a Director, officer or agent may be involved as a party or otherwise, by reason of failing to serve as such Director, officer or agent; or by reason of anything done or omitted by them as such Director, officer or agent, or alleged to have been so done or omitted.
- (d) Determination by Independent Legal Counsel means a determination in the form of a written opinion addressed to the Board of Directors, by legal counsel appointed as provided in Section 3 of this Article, that indemnification of a Director, officer or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 2 of this Article.

Section 2. Indemnification.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law. In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. Appointment of Independent Legal Counsel

In the event a situation arises which may give rise to the need for appointment of independent legal counsel under Section 2 of this Article, the Board of Directors, by a majority vote of those Directors not parties to the action, whether or not a quorum, shall appoint independent legal counsel to make the written determinations provided for in Section 2 of this Article. If all members of the Board of Directors are a party to the action, appointment of independent legal counsel shall be made by the counsel for the Corporation.

Section 4. Discretionary Insurance

The Corporation shall upon affirmative vote of a majority of its Board of Directors, purchase commercial insurance for the benefit of a Director, officer or agent against all or any part of the expense liabilities or settlement payments arising from actions against such Director, officer, or agent, whether or not the Corporation would have the power to indemnify such Director, officer or agent against such expenses or liability under Section 2 of this Article. Such insurance may, but need not be, for the benefit of all Directors, officers and/or agents.

Section 5. Liability for Determinations

The Corporation and its Directors, members and agents shall not be liable to anyone for making or refusing to make any payment under Section 2 of this Article, in reliance on the written opinion of independent counsel as provided in those actions.

Section 6. Other Rights

The foregoing indemnification provisions shall be in addition and may be claimed without prejudice to any other rights which any director, officer or agent may have.

Section 7. Advance Payment of Expenses

Expenses incurred by a Director, officer or agent in defending an action may be paid by the Corporation in advance of the final disposition of such action if

- (a) The Board or independent legal counsel appointed pursuant to Section 3 of this Article shall determine that such person has met the applicable standard of conduct set forth in Section 2 hereof; and
- (b) Such person gives a written undertaking to repay the amount advanced unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

A R T I C L E X I .

AMENDMENTS

These By-Laws may be amended or repealed by the vote of at least two-thirds of the Board of Directors present at any meeting at which a quorum is present, provided written notice of intention to amend the By-Laws has been given to the Board members at least two weeks before the meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of VOICES FOR CHILDREN, INC., a California nonprofit corporation, and the above By-Laws of this Corporation, consisting of _____ pages, are the By-Laws of this Corporation, as amended and adopted at a meeting of the Board of Directors, held on _____

Date: _____

Jill Skrezna
SECRETARY
VOICES FOR CHILDREN, INC.