



CHILDREN'S ADVOCACY
CENTER OF DELAWARE

A safe place where healing begins

**AMENDED AND RESTATED BYLAWS OF
THE CHILDREN'S ADVOCACY CENTER OF DELAWARE**

Adopted February 11, 1999
Editing corrections completed March 5, 1999
Revisions Adopted February 8, 2001
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ARTICLE I: MEMBERS

Section A. Number

There shall be no more than 50 members of the Corporation

Section B. Membership

The membership of the Corporation shall consist of (1) members of the Board of Directors as constituted from time to time; (2) members of the Advisory Board which shall be composed of the most senior ranking individual of each Delaware governmental entity which utilizes the services of the Corporation or his or her delegates, and such other persons as the Board of Directors may elect.

Section C. Funds

There shall be no membership dues, fees, other charges, or assessments against members.

Section D. Transfer of Membership

No membership shall be assigned or transferred either voluntarily or involuntarily or by operation of law, except with the consent and approval of the Board of Directors; nor shall any membership or membership rights of a member be assigned, transferred, alienated, or encumbered in any manner by any means whatsoever.

Section E. Termination of Membership

Any member may withdraw from the Corporation by written resignation delivered to the Chairman or Secretary of the Board. The membership of any Advisory Board governmental member who holds government office by virtue of election or appointment terminates when the member is removed from that governmental office and his or her elected or appointed successor then takes his or her place on the Advisory Board. Any Director who fails to attend three successive meetings without notification to the Chairman or Secretary of the Board may be removed by a majority vote of Board Members in attendance at any meeting. Any member may be removed with or without cause at any meeting of the Board of Directors by a vote of the majority of the Board.

Section F. Notice of Meetings

Notice of meetings shall be given not fewer than ten (10) and not more than thirty (30) days before the date of such meeting, but notice may be waived by any member. Notice may be given by mailing the same to the usual business or residence address of each member or by sending a facsimile to the usual business or residence facsimile number or by sending an electronic mail message. All such notices shall state the time, place, and purposes of the meeting. At any meeting at which a majority of Directors shall be present, even though without any notice or waiver thereof, any business may be transacted. Presence at any meeting shall constitute a waiver of notice for that meeting.

Section G. Voting

Only members of the Board of Directors shall be entitled to vote upon any matters brought before the membership. Each Director shall be entitled to one vote, in person or proxy executed in writing, on each matter properly submitted for their vote, consent, waiver, release, or other action. Except as otherwise specifically provided in these Bylaws or as required by law, action approved by the affirmative vote of a majority of the Directors present at a meeting shall be the action of the membership. Members of the Advisory Board may consult with and advise the Board of Directors about any matter to be voted upon.

Section H. Quorum

Except as otherwise provided in the Certificate of Incorporation, these Bylaws or required by law, the action of a majority of the Directors present at a meeting shall be a quorum and the action of the Board.

ARTICLE II. DIRECTORS

Section A. Powers and Duties of the Board of Directors

1. Except as otherwise provided in the Certificate of Incorporation or in these Bylaws, all the powers, duties and function of the Corporation conferred by the Certificate of Incorporation, these Bylaws, or law, statutory or otherwise, shall be exercised, performed or controlled by the Board of Directors. From time to time, the Board of Directors may delegate to members of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

2. The Board shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board to carry out the aims and purposes of the Corporation, and, to this end, to manage and control all of its property and assets.

3. The Board 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 Corporation's purposes.

4. The Board is authorized to engage such persons including an executive director and staff, and attorneys, trustees, custodians and agents, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for such services and expenses thereof.

Section B. Number and Qualification

The Board of Directors shall consist of not less than eight (8) or more than twenty-five (25) individuals who shall reside in or near or otherwise be closely identified with the State of Delaware. Such number may be increased or decreased by amendment of these Bylaws. Members of the Board of Directors shall be proposed and elected on the basis of knowledge of the civic, moral or other charitable needs of the Delaware community consistent with the purpose and mission of the Corporation, and on the basis of activity in or representation of the community or charitable institutions. Members of the Board shall serve without compensation except for reasonable expenses incurred for the Corporation.

Section C. Term Limitations

The terms of the Directors shall be such that the term of one-third of the Board will expire in each of three successive years. The term of successor directors shall be for three years, except in the case of Directors elected to fill vacancies occasioned by death, resignation or removal of a Director before the expiration of such Director's appointed term in which case the Director appointed to fill such vacancy shall be for the unexpired term of such Director's predecessor. No person shall succeed himself or herself as Director after serving three full consecutive three-year terms. Notwithstanding that limitation, any person elected as the Chairman, Vice Chairman, the Secretary or the Treasurer of the Board may serve out his or her term of that office despite the three term limitation set forth above.

Section D. Election of Officers

A Nominating Committee appointed by the Chair from the members of the Corporation shall present a slate of officers for vote at the Annual Meeting. The nominees shall be for one year terms as Chair, Vice Chair, Secretary and Treasurer. There shall be no limitation on the number of terms an officer may serve.

Section E. Vacancies

Vacancies caused by death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by a majority vote of the Directors present. A vacancy may only be filled by a person who possesses the qualifications referred to in Section B of this Article II.

Section F. Meetings

1. An Annual Meeting of the Board of Directors for the election of officers and the transaction of such business as may properly come before the meeting shall be held in the Spring of each year at a time set by the Chair. The Board shall hold regular meetings at such time and place as may be fixed by the Board or at such time and place as may be fixed by the Chair. Special meetings of the Board shall be called by the Chair upon the request of two Directors.

2. Members of the Board of Directors or any committees thereof may participate in a meeting of the Board or such committee by means of a conference telephone or video phone or similar communication equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE III. COMMITTEES

Section A. Executive Committee

The Board of Directors by resolution adopted by a majority present, may designate an Executive Committee of the Board, including the Chairman and Vice Chairman, to serve at the pleasure of the Board for a term of one year. Except for the power to fill vacancies in the Board of Directors, such Committee shall have and exercise, during the intervals between meetings of the Board, the authority of the Board of Directors in the management of the Corporation. A majority of the members of the Executive Committee present at any meetings shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and

transactions. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of any third person shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board.

Section B. Other Committees

The Board of Directors, by resolution adopted by a majority of the Directors present, may designate such other committee or committees of the Board as the Board may deem appropriate. Such committee or committees shall consist of at least one (1) or more Directors, other members of the Corporation, and such other individuals as the Board may deem appropriate. A Director member of each such committee shall serve as the Chair. A majority of the members of such committee present at any meeting shall constitute a quorum. In the event of any vacancy, by resignation or otherwise, the Board shall appoint another individual to fill such vacancy.

ARTICLE IV. INDEMNIFICATION

A Director, officer or member of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the adoption of these Bylaws of which this Section is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

To the maximum extent permitted by the Delaware General Corporation Law and the Internal Revenue Code, as from time to time amended, the Corporation shall indemnify its currently acting and its former Directors, officers and members against any and all liabilities and expenses incurred in connection with their services in such capacities. The Corporation may indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, employee or agent of another corporation, partnership joint venture or other enterprise. The Corporation shall advance expenses to its Directors and may advance expenses to other indemnified persons if any. The Corporation may by bylaw, resolution or agreement make further provision for indemnification of Directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Certificate of Incorporation or Bylaws inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any Director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

ARTICLE V. SUNDRY PROVISIONS

Section A. Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 unless some other fiscal year is specified by resolution of the Board of Directors.

Section B. 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 Board of Directors and committees having any of the authority of the Board. The Board of Directors may engage the services of a recognized auditing firm to review the Treasurer's books and statements, and to prepare annually, or more frequently if required, an operating statement, balance sheet and tax returns.

Section C. Seal

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Delaware" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Corporation.

Section D. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, only by vote or the written assent of a majority of the Board of Directors in office.

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