**FATHERS AND FAMILIES RESOURCE-RESEARCH CENTER, INC.**

BYLAWS

**ARTICLE I. NAME AND PURPOSE**

 Section A. Name. The name of the organization shall be the Fathers and Families Resource-Research Center, Inc., dba: Fathers and Families Center (hereinafter referred to as the Corporation).

 Section B. Purpose. The Corporation provides programs and services which engage fathers in the lives of their children through expanding the life options which foster healthy families. Through its efforts to assist and support fathers in increasing economic and personal self-sufficiency through education, job training and placement, team parenting skills development and community involvement, the Corporation will contribute to the strengthening of families and the community in which they live. Through the implementation and evaluation of its programs and services, the Corporation will also be a recognized leader in the development of the field of Fatherhood and Families practice, research and public policy.

 Section C. General. The Corporation is a not-for-profit corporation organized and incorporated to the laws and regulations of the State of Indiana.

The principal offices of the Corporation shall be located in Marion County, Indiana, or in such other location as may be determined by the Board of Directors.

The Corporation shall be organized and operated exclusively for charitable and educational purposes which are consistent with the mission of the Corporation, and which are consistent with the regulations governing organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future tax code pertaining to such organizations.

Nothing herein shall authorize the Corporation directly, or indirectly, to engage in or include among its programs any of the activities beyond the limits of the law governing organizations of this type. No substantial part of the activities of the Corporation shall be conducted for the purpose of attempting to influence legislation, or to engage in any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE II. GOVERNANCE**

 Section A. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, all of whom shall be unpaid volunteers, with the exception of the President/CEO who will be a paid employee of the Corporation. No member of the Board of Directors shall receive a compensation or personal gain from the Corporation for any service he/she performs as a Director. Members of the Board may be reimbursed for actual expenses reasonably incurred in attending meetings and in rendering service to the Corporation in the administration of its affairs.

1. The number of members on the Board of Directors shall be not less than nine (9) or more than twenty-one (21). Any director may be removed from office with cause by affirmative vote of two-thirds majority of the entire Board of Directors at any regular meeting or at a special meeting of directors specifically called for the purpose of considering the removal of the named member.
2. The term of the Directors shall be for three (3) years, with no Director serving more than two (2) consecutive full terms, unless waived at the Annual Board Meeting. Board member terms are staggered to prevent substantial turnover in one year. .
3. The Board of Directors shall meet no less often than semi-annually in regular session, with at least one of these meetings occurring during the month of November, and at such other times as may be deemed necessary by the Executive Committee, or upon written request from a majority of the Board.
4. The Executive Committee shall meet at the call of the Chair of the Board. The Executive Committee will have the power to act on behalf of the Board in the management of the business affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to these matters: a) approve any action that, under the Indiana Nonprofit Corporations Act of 1991, the Corporation’s Articles of Incorporation or these Bylaws also requires approval of the Board of Directors; b) elect, appoint or remove directors or fill vacancies on the Board of Directors; c) adopt, amend, or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws; d) approve a plan of dissolution; merger; sale; pledge; or transfer, of all or substantially all of the Corporation’s assets; e) approve any self-dealing transaction; and f) approving an annual budget.
5. A quorum of the Board of Directors shall be a majority of the current members.
6. Vacancies which occur on the Board of Directors, or among the Officers, may be filled at the discretion of the Board of Directors for the remainder of the unexpired term, upon the recommendation of the Nominating Committee.
7. The Chair of the Board and the President/CEO shall be the only individuals authorized to represent the Corporation in the issuance of official positions unless such authorization is delegated by the Chair of the Board, the Board or the President/CEO.

**ARTICLE III. OFFICERS**

 Section A. General. The Officers of the Corporation, who will also comprise the Executive Committee, shall be members of the Board of Directors. There shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. The President/CEO, by virtue of his/her position, shall also be an Officer of the Corporation, and an ex-officio (non-voting) member of the Executive Committee, with the authority vested in him/her by the Board of Directors.

 Section B. Nomination of Officers. The Chair of the Board will appoint the Chair of the Nominating Committee who will be a board member. Nomination of officers shall be made by the Nomination Committee which shall submit its report not later than thirty (30) days in advance of the Annual Meeting of the Board of Directors.

 Section C. Election and Term of Office. The Officers shall be elected by the Board of Directors at its Annual Meeting in November of each year to one (1) term of two (2) years. Vacancies may be filled at any meeting of the Board of Directors, providing appropriate notice has been given to each Director of the existing vacancy. Each Officer shall hold office during the following calendar year, for one (1) term of two (2) years, or until his/her successor shall have been elected and shall have qualified, or until his/her death, resignation or removal.

 Section D. Chair of the Board. The Chair shall be the Corporation’s chief volunteer officer and shall preside at all meetings of the Board of Directors and the Executive Committee and will carry out such duties as are usually ascribed to the office. The Chair of the Board, along with the President/CEO, shall serve as the official spokespersons for the Corporation.

 Section D. Vice Chair. The Vice Chair shall assist the Chair of the Board in the fulfillment of the duties of that office, and will act as the chief volunteer officer of the Corporation in the absence or inability of the Chair to complete those duties.

 Section E. Treasurer. The Treasurer shall have oversight of the Corporation’s financial affairs and records. The Treasurer may convene an ad hoc Finance Committee as needed In coordination with the President/CEO, the Treasurer and the Finance Committee will prepare and present to the Board of Directors an annual budget to govern the expenditure and generation of funds to support the programs and services of the Corporation.

 Section F. Secretary. The Secretary shall, in coordination with the President/CEO, maintain the official records of the Corporation, the minutes of meetings of the Board of Directors and Executive Committee, and all other legal and historical records necessary.

 Section G. President/CEO. The President/CEO will be authorized to manage the financial affairs of the Corporation, within the budgetary directions as established by the Board of Directors, and will be authorized to execute all bonds, notes, contracts or other instruments pertaining to the business of the Corporation, within the administrative guidelines as established by the Board of Directors. The President/CEO shall be responsible for:

1. Giving leadership to the organization and operation of the Corporation’s office, developing both short and long- range objectives, plans and policies for approval of the Board of Directors and/or the Executive Committee, and implementing the approved policies;
2. Coordinating and directing the administrative activities of the Corporation’s office, and preparing financial, operating and informational reports for the Board of Directors and the Executive Committee, with respect to the effectiveness and progress of policies and plans;
3. Selecting and appraising the performance of the staff in the Corporation’s office; and
4. Representing the Corporation in coordinating its efforts with other organizations or agencies regarding the scope of joint undertakings, public relations, resource development and operations.

**ARTICLE IV. COMMITTEES**

 Section A. Standing Committees. There shall be four standing committees of the Board of Directors. The Chairs of the Standing Committees shall be members of the Board. The Standing Committees are:

1. Executive
2. Nominating
3. Strategic Planning and Compliance
4. Fund Development

Section B. Executive Committee. The Executive Committee shall consist of the Officers of the Corporation. All Committee members must be members of the board. The Executive Committee shall be responsible for completing annual reviews of CEO performance and compensation.

The Executive Committee shall meet bi-monthly. The Chair shall be the Chair of the Board of Directors. A majority of the Committee shall constitute a quorum.

Section C. Nominating Committee. The Nominating Committee shall consist of no fewer than three (3) members. All committee members must be members of the Board.

Members of the Committee shall be elected by the Board of Directors following the election of officers and directors at the Corporation’s Annual Meeting.

The Committee shall consist of an odd number of members whose terms are not expiring at the Annual Meeting in the years they serve on the Committee.

The Nominating Committee shall meet as frequently as is necessary. The Chair shall be appointed by the Chair of the Board of Directors. The Committee shall nominate persons for election as (a) directors, (b) officers and (c) the Nominating Committee. A majority of the Committee shall constitute a quorum.

 Section D. Strategic Planning and Compliance Committee. The Strategic Planning and Compliance Committee shall consist of no fewer than three (3) members, all of whom must be members of the Board. The Chair of the Board shall appoint the Chair of the Strategic Planning/Compliance Committee.

Strategic Plan Monitoring: The Committee shall:

* Establish a process for development, approval and modification of the strategic plan.
* Review with the Board key issues, options and external developments impacting the annual work plan and/or strategic plan.
* Review the Corporation’s specific policies and plans and ensure annual Board review and approval.
* Annually review the Articles of Incorporation and the Bylaws and recommend appropriate changes as necessary to the Board of Directors

 Section E. Fund Development Committee. The Fund Development Committee shall consist of no fewer than three (3) persons, including the Chair. The Chair of the Board of Directors shall appoint the Chair of the Fund Development Committee.

The Committee has the primary responsibility for matters pertaining to securing the financial resources necessary to assure that the operations and development needs of the Corporation are met. The committee will work with the President/CEO to create a financial development plan, identify prospective donors and funding sources, cultivate and encourage funding for all programs and services, and assist the President/CEO on matters relating to grants proposal development.

The Committee assumes the primary responsibility for assisting the Corporation’s staff in planning and implementing a strategy for increasing public recognition and awareness of the programs and services available through the Corporation, enhancing public awareness of the need for its programs and building a supportive constituency for the Corporation among its client base, community and human service organizations, and the general public.

 Section F. Ad Hoc Committees. Committees other than the Standing Committees may be constituted, from time to time, by the Chair of the Board for the purpose of performing specific functions outside the scope of the standing committees. The Chair shall determine the size of such Ad Hoc Committees and the terms of their existence and shall appoint the members and the chairs thereof. The majority of the members of each Ad Hoc Committee shall constitute a quorum, and the act of a majority of a quorum present at a meeting of such committee shall constitute the act of the committee.

 Section G. Advisory Councils. The Board of Directors may establish as many Advisory Councils as it deems feasible to assist and advise the Board of Directors in certain areas, including professional matters, long range program planning, volunteer management, and public education. The Chair shall appoint the chairs and members of such Councils.

**ARTICLE V. FISCAL YEAR**

 Section A. The fiscal year of the Corporation shall be January 1 to December 31.

**ARTICLE VI. OPERATIONS AND MANAGEMENT**

 Section A. The daily operations and management of the Corporation shall be under the direction of the President/CEO, within the policies and guidelines as established by the Board of Directors. The President/CEO shall be employed by and be responsible to the Board of Directors. The Chair of the Board shall be designated as the immediate supervisor of the President/CEO.

 Section B. The financial records of the Corporation shall be maintained and reported using methods consistent with approved standards of financial accounting and reporting for not-for-profit corporations. The financial records of the Corporation shall be audited on an annual basis by an independent accountant selected by the Board of Directors at its Annual Meeting. Funds belonging to the Corporation shall be deposited in a bank and in such accounts as directed by the Board of Directors, which shall establish such guidelines as determined to be necessary regarding the management and disbursement of those funds.

 Section C. The Board of Directors shall authorize the employment of such professional, program and administrative personnel as may be required to conduct the business of the Corporation, and for which adequate resources can be made available to compensate and support such personnel. The President/CEO shall have the authority and responsibility to employ, supervise (directly or through delegation), and terminate all personnel of the Corporation. The Board of Directors shall authorize the chart of staff organization, personnel policies and procedures and shall authorize, through the annual budget, the compensation of personnel.

**ARTICLE VII. CONFLICT OF INTEREST**

 Section A. From time to time, certain discussions and decisions of the Board of Directors may create potential or actual conflicts of interest for one or more members of the Board of Directors. Such potential or actual conflicts of interest should be noted by the affected Director prior to the discussion or consideration of those issues, and the affected member should excuse himself/herself from further participation in the Board’s activities regarding the issue. All members of the Board of Directors, at the time of their election to the Board, shall be required to sign a resolution relating to the identification and handling of conflicts of interests.

**ARTICLE VIII. MEETINGS OF THE CORPORATION**

 Section A. The Annual Meeting of the Corporation shall be held in November of each year. At that meeting, elections of officers, directors and Nominating Committee members, the adoption of the annual budget, amendments to the Articles of Incorporation and Bylaws, the adoption of bank resolutions, the selection of auditing firms and other business of the Corporation shall be conducted. Unless otherwise specified by action of the Board of Directors, the membership of the Corporation shall be the members of the Board of Directors and the President/CEO.

Section B. Special meetings of the Board of Directors may be called by the Chair of the Board. Notice of the time and place of the special meeting shall be served personally upon or telephoned to each Director at least seven (7) days in advance of the meeting, or mailed, telecopied, or e-mailed to each Director at his or her usual place of business or residence at least fourteen (14) days prior to the time of the meeting. In lieu of such notice, Directors may sign a written Waiver of Notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a Director in person at any such special meeting shall constitute a valid and binding waiver of notice.

**ARTICLE IX. DISSOLUTION**

 Section A. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to members of the Board of Directors. The Corporation may be dissolved by a two-thirds (2/3) vote of the Board of Directors at a special meeting called specifically for the purpose of dissolution.

Upon the dissolution of the Corporation and after payment, or provision is made for the payment, of all liabilities and debts of the Corporation, the assets of the Corporation shall be distributed to such organizations whose missions are consistent with those of the Corporation and that are organized and operated exclusively for public, charitable, religious, scientific, testing for public safety, literary or educational purposes, which purpose then qualifies them for exemption from federal income tax and other provisions of Section 501 (c)(3) of the Internal Revenue Code, as amended, and is then qualified to them for deductions under Section 170 (c), Section 2055 (a)(2), Section 2522 and Section 2106 (a)(2) of the Internal Revenue Code as amended.

**ARTICLE X. AMENDMENTS**

 Section A. The Articles of Incorporation and Bylaws of the Corporation may be amended by a two-thirds (2/3) vote of the members of the Board of Directors. Directors must be given at least thirty (30) day notice of a special, regular or annual meeting of the Board at which an alteration, amendment or repeal of the Bylaws or Article of Incorporation will be considered. Such notice shall be accompanied by a draft of the proposed change to the Bylaws or Articles of Incorporation; provided, however that the Board shall have full power and authority to adopt different language than contained in such draft in altering, amending or repealing the bylaws or Articles of Incorporation. Proposed amendments to the Articles of Incorporation or Bylaws must be submitted in writing to the Secretary who will then provide the appropriate notice to the Board.

**ARTICLE XI. DIVERSITY**

Section A. The Corporation believes in fairness and equality and recognizes the value of inclusiveness by encouraging the full participation of all individuals in fulfilling its mission while demonstrating its principles. The Corporation recognizes the strength of diversity by acknowledging and celebrating a society of different individuals, cultures and perspectives whose knowledge, skills, talents and experiences enrich and strengthen the Corporation and us as a people. The Corporation believes in and practices equal opportunity in its operations, community engagement, employment, and decision-making. It is an expectation that not only the staff, but all individuals engaging with the Corporation will demonstrate respect toward all others while interacting with or acting in an official capacity for the Corporation.

**Amended, Restated and Approved by the Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_.**