

BY LAWS OF CHRIST CHILD OF NAPLES

ARTICLE 1

Name

The name of this organization shall be Christ Child Society of Naples, Florida, hereinafter referred to as Chapter, a constituent chapter of the National Christ Child Society (hereinafter referred to as NCCS)

ARTICLE 2

Object & Purpose

The Chapter shall be a not-for-profit 501(c)(3) association of volunteers, embracing members of all denominations, primarily dedicated to child welfare. Its motive and spirit shall be a love of Christ expressing itself in personal service for children and youth throughout Collier County.

ARTICLE 3

Spiritual Advisor

The Chapter shall have a Spiritual Advisor appointed by the Board of Directors.

ARTICLE 4

Members

Section 1.

Each member of this Chapter in good standing is also a member of NCCS.

Section 2.

Members in good standing will be those who have paid the designated dues, are dedicated to the purpose of service for children, and are thus eligible to hold office and or be a delegate at the national meeting.

Section 3.

There shall only be one class of membership and it shall be an Active Membership. Active Members pay the designated dues and have all rights of membership. The Board of Directors, with a majority vote, may, upon evidence of financial difficulty or other legitimate reasons, waive the fees of membership.

ARTICLE 5

Dues

Section 1.

Annual dues shall be paid according to the schedule and the amount adopted by the Board.

Section 2.

Annual dues for each member shall include the per capita dues to NCCS.

Section 3.

The fiscal year shall be from July 1 through June 30.

ARTICLE 6
Board

Section 1.

The Board of Directors shall be composed of the elected officers and other standing committee members as appointed by the President.

Section 2.

The Board shall:

- a) **have the power and authority to conduct the day to day business of the Chapter directly or through its officers as delegated to them by the Board.**
- b) **make recommendations to the Chapter.**
- c) **perform such other duties authorized by law or defined in these bylaws.**
- d) **assume duties immediately after the close of the annual meeting in April of any given year.**

Section 3.

Regular meetings of the Board shall be held either in person or by telephone communications or by e-mail once each month from November to April or at such times and places as the Board may determine on 10 days notice or less.

Section 4.

The President may call special meetings with at least 3 days notice to the members of the Board either by e-mail or other means.

Section 5.

Any meeting of the Board may be conducted by telephone or other electronic means, by which all persons participating in the meeting can hear each other and participation by a Board member pursuant to this section shall constitute presence in person at such a meeting. This meeting may be done at a notice of 10 days or 3 days for a special meeting. A vote of the Board by e-mail shall be binding as long as a quorum is attained.

Section 6.

A majority of the Board shall constitute a quorum.

ARTICLE 7
Committees

Section 1.

Committees of the Board shall be the Executive Committee, Nominating Committee and Standing Committees as appointed by the President. The President may appoint special committees for specific tasks.

The Executive Committee shall:

- a) be composed of the President and/or Co-Presidents, President Elect, Finance Director(s), Secretary(ies), Treasurer and one or two other members as shall be designated by the President and approved by the Board by simple majority at the first meeting of the year.
- b) have full authority to act between meetings of the Board.
- c) have all its actions subject to ratification of the Board.
- d) meet at the call of the President.

Appointed Board Members shall be composed of At-Large members, Membership, Fund Raising, Volunteer Coordinator, Communications, or as appointed by the President and approved by the Board.

The President shall be an ex-officio member of all Standing Committees and Special Committees except the Nominating Committee.

ARTICLE 8

Board Development Committee and Elections

The Board Development Committee (working as the Nominating Committee) shall:

- a) be composed of three to five members appointed by the President.
- b) elect the Chair who may be the immediate past President.
- c) meet in person or by electronic conference to determine a slate of qualified candidates, at least one for each office for election at the annual meeting.
- d) present its report at the April Annual meeting.

Section 1.

The Board Development Committee shall:

- a) at the Annual April meeting accept nominations from the floor if the nominee has given written consent.
- b) close the nominations and announce the names of the candidates.
- c) have the Chair call the vote by secret ballot except in a case where only one candidate for the particular office has been placed in nomination. In this case, voting may be conducted by voice.
- d) announce candidates receiving a majority of the votes cast by those present of the voting membership who shall be elected to each office.

Section 2.

The Board Development Committee (working as Nominating Committee) shall work throughout the year to develop leadership among the membership, ensure Board Training and Orientation, Board transition, and develop a code of ethics for those in leadership roles in the organization.

ARTICLE 9

Officers

Section 1.

The elected officers shall be a President, or two Co-Presidents, President Elect, Treasurer, Finance Director(s) and Secretar(ies). The Board shall not consist of fewer than 5 members, either elected or appointed.

Section 2.

To be eligible to serve as an elected officer, a member shall be a member in good standing and actively participate in the chapter.

Section 3.

Terms of office

- a) **Elected Officers** shall assume their duties immediately following the close of the Annual April meeting and shall be elected to hold office until the expiration of the term. They shall serve for a term of two (2) years and no more than a total of six (6) years. The term for elected officers may be extended only by a full board vote. The period from one annual meeting in April to the next Annual meeting in April shall be deemed to be one year.
- b) **The President and/or Co- Presidents** may serve a maximum of only two years in the same elected office. If a successor cannot be found, the existing President or Co-Presidents may continue as interim Past President(s), with approval from 100% of the Board of Directors, until a successor is elected.
- c) No officer shall hold more than one elected office at a time.
- d) A Board Member elected or appointed to hold office for an unexpired vacancy may be filled by the affirmative vote of a majority of the remaining board members.

Section 4.

Vacancy in office

- a) The President Elect shall fill a vacancy in the office of the President.
- b) A Board member elected or appointed to hold office for an unexpired vacancy may be filled by the affirmative voice vote of a majority of the remaining Board members.
- c) An officer filling an unexpired term of more than one year may be considered to have served a full term.

Section 5. Removal of a Board Member

A Board Member, either elected or appointed may be removed from office with or without cause by the affirmative vote of two thirds of the entire Board at an annual meeting or special meeting called for that purpose.

Section 6. Duties of the President

The President shall:

- a) **preside at all meetings of the membership and the Board.**
- b) **fill vacancies in office as prescribed in Article 9 Section 3e.**
- c) **appoint with the approval of the Board, the chairman of all committees except the Nominating Committee.**
- d) **appoint such other committee chairwomen as may be authorized by the Board.**
- e) **sign all contracts as required.**
- f) **be an authorized signatory on all checks.**
- g) **fulfill such duties as required by the State and Federal Government**
- h) **fulfill such other duties as may be assigned by the Board.**
- i) **appoint any and all other chairs and or committee's deemed necessary to successfully fulfill the duties and obligations of the Chapter.**
- j) **have the authority to incur a one time non-Board approved expense of up to \$1,500.00 per year with the approval of at least one other Board member. This expenditure must be reported in a timely manner to the Director of Finance and approved at next following Board meeting.**
- k) **have the authority to call a special Board of Directors meeting via telephone or e-mail for an unexpected catastrophic expenditure. This expenditure is limited to \$5,000.00 and requires approval from 2/3 of the Board of Directors.**

Section 7. Duties of the President Elect

The President Elect shall:

- a) **preside at any meeting in the absence of the President or inability of the President to serve.**
- b) **fill a vacancy in the office of the President.**
- c) **perform such other duties as may be assigned by the President or the Board.**
- d) **act as a consultant to the President in one or more activities of the Chapter.**

Section 8. Duties of the Finance Director(s)

The Finance Director(s) shall:

- a) **be custodian of all funds in the name of the Chapter in an account or accounts authorized by the Board of Directors.**
- b) **be an authorized signatory on all checks.**
- c) **pay all bills in a timely manner as authorized by the Board of Directors. All checks over \$1,000 must have two signatures.**
- d) **submit a written report of the financial status at each meeting of the Board and the Membership. These reports will include year to date actual cash receipts and disbursements compared with budgeted cash receipts and disbursements and include a balance sheet.**
- e) **submit a budget at the last Board of Directors meeting of the fiscal year for approval by the Board of Directors.**
- f) **perform all such other duties as may be assigned by the President or the Board of Directors.**
- g) **prepare and file, or hire a professional to prepare and file all State and or/Federal tax or informational forms related to finance.**
- h) **maintain the financial books and records and reconcile bank accounts.**
- i) **have the authority, with approval from the Board of Directors, to appoint a Finance Committee or individuals to oversee financial operations or assist in financial matters.**

- j) write, update and comply with Document Retention and Destruction Policy pertaining to Financial Matters.
- k) write and update Whistle Blower Policy as needed.
- l) submit for review all financial records at the close of the fiscal year.

Corporate credit card holder(s) will be the current Christ Child member who is the purchasing agent for LAYETTES. Additional corporate credit card holders, if needed, will be approved by the Board of Directors.

Section 9. Duties of the Treasurer

The Treasurer shall:

- a) have all duties assigned by the Finance Director.
- b) perform other duties as requested by the President or the Board.
- c) serve as Finance Director if there is not a Finance Director elected by the Board.
- d) have the authority, with the approval from the Board of Directors, to appoint necessary committees or individuals to take care of the Society's financial business.
- e) receive and deposit funds in an account authorized by the Board of Directors. Submit a detailed accounting of all receipts and bank deposits to the Finance Director(s).
- f) keep a detailed list of all donors.
- g) submit a written report for each Board of Directors and General Membership meeting. These reports will include previous asset balances, most current income and expenses and current asset balances.
- h) be an authorized signatory on all checks.

Section 10. Duties of the Secretary(ies)

The Secretary(ies) shall:

- a) record the minutes of all meetings of the Board and of the Membership.
- b) furnish a copy of the minutes of the meeting to each Board member and to such other persons as directed by the President or the Board within 10 days of the meeting.
- c) be custodian of the bylaws and all records of the Chapter.
- d) fulfill such other duties as may be assigned by the President of the Board.

Section 11. Duties of Immediate Past President

The Immediate Past President shall continue to serve on the Executive Committee and be a member of the Board until succeeded by the next serving Immediate Past President. The Immediate Past President shall serve on the Board Development and Nominating Committee and may be elected Chair. The Immediate Past President shall perform other duties as requested by the President.

Section 12. Advisor to the President and the Board of Directors

Upon completion of her duties as Immediate Past President, the person holding this position may remain on the Board of Directors for one more year as a Committee Chair or chair a standing committee at the request of the President as long as her consecutive time as a board member shall not exceed 10 years with the approval of the Board.

ARTICLE 10

Meetings

Section 1.

Regular meetings shall be held each month from November through April unless otherwise determined by the Board or the President

Section 2.

The Annual Meeting shall be held in April or such other month as the Board of Directors shall designate by a majority vote, for the purpose of electing and installing officers, receiving reports, and for conducting such other business that comes before it.

Section 3.

Special meetings may be called by the President, by the Board or by request of a simple majority of the members of the Chapter. The purpose of such a meeting shall be stated in the call.

ARTICLE 11

Delegates

In accordance with the bylaws of NCCS, the President or her alternate and one other delegate shall represent the Chapter at the biennial convention of NCCS. Two alternate delegates shall also be selected. The delegates shall have the right to cast votes on behalf of the Chapter.

ARTICLE 12

Website

The CCSN website shall be www.christchildnaples.org

It shall be updated and monitored by a person designated by the Board of Directors. Any e-mail sent to the website shall be directed to an officer designated by the President.

ARTICLE 13

Indemnification

Section 1. Persons entitled to Indemnification:

Each present, former and future director, officer, agent, or employee, to the extent not otherwise covered by the jurisdiction of the persons seeking indemnification, the Organization shall indemnify and hold harmless, to the full extent permitted or authorized under the laws of the State of Florida and other applicable law, as amended from time to time, with respect to all suits, liabilities, and expenses arising in connection with the performance of her or his duties if she acted in good faith and in a manner she reasonably believed to be in, or not opposed to the best interests of the Organization or its members. The Officers of the Organization shall sign a conflict of interest form at the beginning of the year. For purposes of this Article 13, Section 1, agents of the Organization shall include all members of the Organization when acting as such and volunteers when acting in such capacity or arising out of her status as such.

Section 2. Further Indemnification:

The Organization shall purchase and maintain insurance on behalf of Directors, Officers and the Organization against liability asserted against and incurred by such person in any such capacity or arising out of his/her status as such, whether or not the Organization would have power to indemnify such persons against such liability under the preceding paragraph in Section 1.

Section 3. Procedure:

Any person seeking indemnification hereunder shall follow such prescribed procedures as the Board of Directors of the Organization and applicable laws require.

ARTICLE 14

Section 1. Dissolution

In the event of dissolution, the dissolution shall be conducted in accordance with the statutes of the State of Florida and Section 501(c)(3) of the Internal Revenue Code, and after payment of all liabilities, then property and assets of this Organization, if any, shall be distributed to the NCCS. The Board shall act as trustees for winding up the affairs of the Chapter. Upon dissolution the charter shall be returned to NCCS.

ARTICLE 15

Section 1. Parliamentary Authority

These rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and useful and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE 16

Section 1. Emblem

The emblem of NCCS is the image of the Christ Child encircled by the words "Christ Child Society-Laborare est Orare" may be used by the Chapter for use on official documents, stationery, membership cards, promotional material and other items authorized by NCCS.

ARTICLE 17

Section 1. Prohibition Against Discrimination

The Christ Child Society of Naples, Florida shall not discriminate in membership, services or otherwise, based upon the religion, race, national origin, age, sex, sexual orientation, height, weight or marital status of any person.

ARTICLE 18

Section 1. Amendment

These bylaws may be amended, altered or repealed and new By-laws may be adopted by the vote or written consent of a majority of the entire Board of Directors, provided that verbal or written notice specifying the proposed changes shall be given to all voting members not less than 30 days in advance of the date of the action which is to be taken by the Board of Directors.

ARTICLE 19

ADOPTION OF AMENDED AND RESTATED BYLAWS

These amended and restated bylaws were duly adopted at the meeting of the Board of Directors.

Dated: April 18, 2013

Christ Child Society of Naples, Florida

Attest: Sharon Ochs, Secretary

Christchildbylaws04/28/04
amended April 2013