

**BYLAWS  
OF  
FLORIDA NETWORK OF YOUTH AND FAMILY SERVICES, INCORPORATED**

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

**Section 1**

The name of this corporation shall be the Florida Network of Youth and Family Services, Incorporated, hereinafter referred to as the “Network.”

**Section 2**

The Network is a not-for-profit membership organization incorporated in the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

**Section 3**

The Network shall conduct business as (a) a not-for-profit corporation under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue Code, and (b) a not-for-profit corporation, contributions to which are deductible under Section 170(c)(2) of the U.S. Internal Revenue Code of 1986, or any other corresponding provision of any future U.S. Internal Revenue Code.

**Section 4**

The Network shall have its principal office(s) in Leon County, Florida. The specific location shall be determined by the Board of Directors of the Network.

**ARTICLE II – AIMS AND PURPOSES**

**Section 1**

**MISSION STATEMENT:** The Network values young people and therefore creates safe pathways to their future by building strong families and communities.

**Section 2**

**VISION:** Florida will be a safe place where all young people reach their full potential.

**Section 3**

**CORE VALUES:**

- a. Family – The Network is committed to keeping youth and families together and to strengthening family systems.
- b. Quality – The Network is dedicated to ensuring the highest standards of practice within its programs and its organization.

- c. Youth Development – The Network values young people as vital resources and partners in finding solutions. The Network cultivates a young person’s strengths and assets in all of its programs and services.
- d. Safety and Support – The Network believes prevention and early intervention services are powerful, not only in keeping young people from committing crimes and families from being unsafe, but as catalysts for youth to realize their full potential and make a successful transition to adulthood. The Network values the collective wisdom, energy and expertise that working together as member agencies affords in striving toward the Network’s vision, adhering to the Network’s mission and reaching the Network’s goals. The Network believes the whole is always greater than the sum of the parts in making Florida a safer place for children and their families.

## **ARTICLE III – FISCAL AFFAIRS**

### **Section 1**

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

### **Section 2**

The Board of Directors shall devise ways and means of meeting the financial needs of the Network. It shall, prior to the beginning of each fiscal year, prepare or cause to be prepared, an estimated budget of annual operating expenses. It shall also prepare or cause to be prepared classifications of membership and fix the amount of annual dues applicable to each classification. The Board may from time to time adjust said classifications, and dues amounts, in order to equalize and reconcile the total dues collection with the total budget amount.

The Treasurer shall thereupon collect from each member of the Network on the same basis each member’s proportionate part of said total budget, as annual dues, in accordance with the classifications and dues amount as fixed and approved by the Board of Directors. The Board shall annually audit or cause to be audited the books and accounts of the Network.

### **Section 3**

The Network is organized and operated exclusively for charitable purposes within the meanings of section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding provisions of any future United States Internal Revenue law. The Network will not carry on any activities not permitted by these provisions.

No part of net earnings will inure nor be to the benefit of or be distributable to its Directors or Officers, other private individuals, or organizations organized and operating for a profit. However, the Network will be authorized and empowered to pay reasonable compensation to its Board of Directors/Officers and employees

for services rendered and to make payments and distributions in furtherance of the Network's charitable purposes.

In no event shall the Network engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code and the applicable rules and regulations there under. The Network will not carry on any activities not permitted by these provisions.

#### **Section 4**

In the event of dissolution or termination of the Network, either by formal action or vote of its members, and at such time the Network has assets remaining after the payment of all expenses, debts and obligations, such assets shall be disposed of and conveyed in such manner so that no member of the Network directly or indirectly receives any financial benefit because of such action. The decision to take such action on dissolution or termination of the Network and any decision regarding disbursement of any remaining assets shall be made by majority vote of all members of the Network in a duly called meeting for such purpose.

### **ARTICLE IV – MEMBERSHIP**

#### **Section 1**

The Network shall have the following membership classifications:

- a. Full Organizational Members. Any local government entity or public or private incorporated not-for-profit entity recognized by the Internal Revenue Service under Section 501(c)(3) of the Code that is contracted with the Florida Network in the State of Florida to provide services to at-risk youth and/or families that supports the Mission, Vision and Values of the Network and pays the designated dues.
- b. Associate Organizational Members. Any local government entity or public or private incorporated not-for-profit entity recognized by the Internal Revenue Service under Section 501(c)(3) of the Code or an individual that provides services to at-risk youth and/or families or supports a prevention/diversion philosophy as well as associations, coalitions and advocacy organizations that support the Mission, Vision and Values of the Network and pay the designated dues.
- c. Individual Members. Any individual who supports the Mission, Vision and Values of the Network and pays the designated dues.
- d. Corporate Members. Any business, corporation or foundation that supports the Mission, Vision and Values of the Network and pays the designated dues.

## **Section 2**

The benefits and privileges of the classes of membership shall be as follows:

- a. Organizational Members in good standing shall be entitled to the following benefits and privileges:
  - 1) Voting rights as designated in these Bylaws;
  - 2) Invitation to the Annual Membership Meeting, and other special events;
  - 3) Invitation to the Quality Improvement Meetings;
  - 4) Non-contract funded technical assistance and training;
  - 5) Access to relevant and actionable information and special publications;
  - 6) Executive and legislative branch advocacy;
  - 7) Support letters and data to accompany proposals and grants; and
  - 8) Inclusion in new service opportunities via grants and other funding sources for children and families.
  
- b. Associate Organizational Members in good standing shall be entitled to the following benefits and privileges:
  - 1) Reduced rates on technical assistance and training;
  - 2) Invitation to the Annual Membership Meeting;
  - 3) Access to relevant information and special publications.
  
- c. Individual and Corporate Members in good standing shall be entitled to the following benefits and privileges:
  - 1) Invitation to the Annual Membership Meeting and other special events
  - 2) Access to relevant and actionable information and special publications

## **Section 3**

Each applicant for any level of membership shall submit a membership application in the form set by the Board of Directors. The Membership Committee will review such applications and report their recommendations to the Board. Acceptance of an applicant for membership complying with the provisions of this section shall be by majority vote of the Board of Directors.

Upon acceptance, a new member shall pay the dues for its/his/her membership category.

#### **Section 4**

The Board of Directors shall annually determine dues for the classifications of membership. In determining the dues structure, the Board of Directors shall consider a member's budget for services to youth and families in Florida. In any event, dues for Associate Organizational Members shall be less than the dues for Full Organizational Members. Current members will submit an Annual Renewal form by September 1<sup>st</sup> of each year.

Membership dues shall be paid within 90 days of the beginning of fiscal year, although there may be allowances for quarterly payments. If dues are not paid after 90 days, the member will be in default and will cease to be entitled to any of the benefits of the Association until such dues are paid.

Members of any classification who resign from membership shall remain responsible for payment of the current year's dues unless such resignation is received within thirty (30) days following the annual billing of dues.

#### **Section 5**

Members of any classification may be terminated by the Board of Directors for cause which shall include but not be limited to: (a) conduct deemed by the Board of Directors to be harmful to the purposes and goals of the Network; (b) conduct determined by the Board of Directors to be unbecoming of a member of the Network; (c) non-payment of applicable dues and fees; (d) illegal activity as a Member of the Board; or (e) failure to meet Board member responsibilities. Upon receipt of a complaint relating to any member, the Executive Committee shall within thirty (30) days conduct an investigation of the complaint and make written recommendations to the Board of Directors for resolution of the complaint.

The Board of Directors may approve, modify or reject the recommendations of the Executive Committee based on the Board's review of the facts and evidence. The Executive Committee may suspend a member pending resolution of the complaint, provided, however, that no such suspension shall last more than thirty (30) days.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1**

For the purposes of carrying out the objectives, orderly processes and policies of the Network as determined by any meeting of the members, there is created a Board of Directors composed of fifteen (15) persons, none of whom may be affiliated in any way with a member of the Network, and each of whom shall share the Mission, Vision and Values of the Network, be over the age of 21 and be of good moral character. In the election of the directors, every effort shall be made for the composition of the Board to reflect diversity of gender, race, ethnicity, professional and business affiliations and expertise, and geographic and demographic regions of the State of Florida. Three additional non-voting,

ex-officio director seats shall be filled by representatives of the Executive Advisory Roundtable. The membership terms of the Board of Directors will be three years.

## **Section 2**

The Board shall meet at least three (3) times annually and otherwise as often as it deems necessary or upon call of the Chairman or a majority of the Board members. Written notice of each meeting of the Board of Directors stating place, date and hour of the meeting shall be given by the Chairman to each director by hand delivery, U.S. mail or electronic mail. Any special meeting of the Board of Directors shall specify the purpose of the meeting.

A majority of the Board of Directors present at any meeting shall constitute a quorum for the transaction of business and, except as otherwise provided in these Bylaws, the action taken by a majority of the members of the Board present at a properly held meeting shall be the action of the Board. In the absence of a quorum, a meeting shall be adjourned until such time as a quorum may be obtained. A member of the Board of Directors may give another Board member his/her written proxy on any issue except where an absentee ballot is required to vote for the election of officers at the Annual Meeting.

## **Section 3**

The Board of Directors shall have the following powers and duties:

- a. Be responsible for the general supervision and management of the Network.
- b. Be the program development, advocacy and policy-making body of the Network and shall adopt, modify and revoke such policies and procedures as the Board may deem necessary and appropriate, provided, however, that such policies and procedures shall not be effective until ratified by majority vote of the Full Members at the next meeting of the membership.
- c. Develop and approve the dues structure for the classes of membership.
- d. Approve the uses and expenditures of dues and other raised funds and donations to the Network.
- e. Advocate, initiate and support action designed to continually improve the quality of services to children, youth and families in need.
- f. Screen, interview and evaluate applicants for President and Chief Executive Officer of the Network when this position is vacant and after such process shall make the decision to hire an President and Chief Executive Officer based upon a two-thirds (2/3) vote of the Board. The President and Chief Executive Officer shall serve at the pleasure of the

Board of Directors and shall have such powers and perform such duties as may be provided in these Bylaws or as the Board of Directors may from time to time determine. Termination of the President and Chief Executive Officer shall be made by two-thirds (2/3) vote of the Board of Directors, except for termination for cause as defined in the employment agreement between the Network and President and Chief Executive Officer.

- g. Govern the contracting and business affairs of the Network. The directors shall have voting and oversight authority on all business matters of the Network.
- h. Enter into contracts, develop methodologies for allocation of government funds as requested by the government agency and shall be custodian of property of the Network.
- i. Employ such professional personnel as required to administer the affairs of the Network and to prescribe their duties and terms of employment, provided, however, that the President and Chief Executive Officer shall be responsible for the selection and supervision of the individuals filling the authorized positions.
- j. Set policies that govern travel and reimbursement of travel expenditures.

#### **Section 4**

- a. A member of the Board of Directors may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified in the notice.
- b. Any Director may be removed with or without cause by the Board of Directors by two-thirds (2/3) vote of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that the notice of intention to consider said removal has been given to each Board member.

#### **Section 5**

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors at the next scheduled meeting of the Board upon recommendation of the Nominating Committee.

#### **Section 6**

Directors shall serve for a term of three years, beginning at the conclusion of the Annual Meeting following their election, or until the qualification of their successors. No Director shall serve more than six consecutive years without a waiting period of one year to be eligible for nomination again. However, if the Chairperson is in office during the last year of his/her term, he/she may serve one additional year as Immediate Past Chairperson before being required to

begin that one-year waiting period. Regardless of the number of consecutive terms any person shall have served as a member of the Board of Directors, such person shall be eligible to be a member of the Board when serving as an officer of the Corporation.



## **ARTICLE VI – MEMBERSHIP MEETINGS; VOTING**

### **Section 1**

The Network shall hold an Annual Membership Meeting and shall notify in writing all classifications of membership at least thirty (30) days in advance. The Annual Membership Meeting shall be held at a time and place designated by the Board of Directors. A quorum at any meeting of the members of the Network shall be a majority of the Full Organizational Members as of the end of the fiscal year immediately preceding any meeting. Each Full Organizational Member, as defined in these Bylaws, shall be entitled to one vote at any meeting or on any issue to come before the membership. Voting by proxy at any membership meeting shall not be permitted.

### **Section 2**

The Board of Directors or the Chairman may call special meetings of the membership at any time. Ten (10) days' prior written notice of the holding of any special meeting shall be given to all classification of membership, other than a special meeting to amend the Articles or Bylaws.

### **Section 3**

The Chairman of the Board of Directors may submit any action which may be taken at any annual or special meeting of members to a vote without a meeting by written ballot or electronic means, as provided in this section. The Network shall provide each member entitled to vote with a ballot setting forth the proposed action, providing an opportunity to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the Network. Distribution of the action to be taken may be done by written ballot or electronic means and shall indicate the number of responses needed for the ballot to be valid, as well as the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. This section shall be interpreted and applied in accordance with Florida law then in force and effect.

### **Section 4**

- a. Members of the Board of Directors may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- b. Any action required to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing or by electronic communication to that action. Such written consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board. A faxed copy of an executed consent or

consent transmitted using other electronic means shall have the same force and effect as an original. Such consent may be executed in counterparts.

- c. Except where otherwise specified, as used in these Bylaws or the Articles of Incorporation of the Network, the term “electronic means” shall include, but not limited to, computerized electronic communications approved by the Board, including electronic mail.

## **ARTICLE VII – OFFICERS**

### **Section 1**

The officers of the Network shall be a Chairman, Vice Chairman, Secretary, and Treasurer. These positions shall be elected by majority vote of the Directors at the annual meeting of the Board.

The term of office of each officer named in this paragraph shall be for one year and until his/her respective successor is elected or appointed and qualified. No person may be elected to serve as a Board officer in the same position for more than 3 consecutive terms.

### **Section 2**

The Board of Directors is empowered to create such other positions, and to make appointments to fill the same, as may be necessary from time to time.

The Chairman shall preside at all meetings of the Network and of the Board of Directors, and shall have general direction of the affairs of the Network. The Chairman shall, with the advice of the Board of Directors, annually appoint the chairman and members of all committees of the Network. The Chairman shall be a voting *ex officio* member of all committees.

### **Section 3**

The Vice Chairman shall chair the Membership Committee and In the event of the absence or disability of the Chairman, shall perform the duties of that office.

### **Section 4**

The Secretary shall keep or cause to be kept a record of the proceedings of all meetings of the Network and of the Board of Directors, and an accurate record of the membership. The Secretary shall issue calls for all meetings of the Network and the Board of Directors. The Secretary shall be responsible for the efficient and secure implementation of any electronic ballots or official communications, approved by the Board. In such matters the Secretary shall use all reasonable and available means to insure necessary privacy to members of the Network. In the event of the disability or absence of the Chairman and Vice Chairman, the Secretary shall perform the duties of the Chairman; if necessary until the next

meeting of the Network unless the absence is terminated or disability is corrected by such higher officer.

### **Section 5**

The Treasurer shall collect or cause to be collected all funds owing or coming to the Network keep an accurate itemized account of all receipts of the Network and disburse or cause to be disbursed the same under the direction of the Board of Directors. The Treasurer shall deposit or cause to be deposited all funds as received in a bank or financial institution approved by the Board of Directors, to the credit of the Network. At least annually the Board of Directors shall approve a plan submitted by the Treasurer showing the procedures and controls for the receipt and disbursement of Network funds. The Treasurer shall be bonded for the faithful discharge of his/her duties in a sum and with such surety and conditions as required by the Board of Directors. The Treasurer shall present to the Board of Directors a full report of his/her official acts and a summary report of the financial condition of the Network whenever requested to do so. The Treasurer shall annually distribute to the members a summary financial statement prepared by the Network's auditors and shall, upon written request from a member, provide that member an audit report.

### **Section 5**

A vacancy in any office, except that of the Chairman, because of resignation or any other cause, shall be filled for the unexpired portion of the term of that office by a director elected by majority vote of the Board of Directors. In the event of a vacancy in the office of Chairman, the Vice Chairman shall succeed to that office for the unexpired portion of the term without further election.

## **ARTICLE VIII – COMMITTEES**

### **Section 1**

#### **Committees**

The Board of Directors may create such committees as occasion and necessity require. All committees shall be composed of at least three members, and each shall be charged with duties and responsibilities usually appertaining to the work indicated by their respective names, or as may be outlined and defined by the Board of Directors. All committee chairs shall submit written minutes to the President and Chief Executive Officer within thirty (30) days of a meeting for dissemination to the Board of Directors. Committee meeting minutes may include recommendations for action on the part of the Board of Directors. Committee chairpersons shall present the recommendations in person at the Board of Directors.

### **Section 2**

#### **Standing Committees**

There are hereby created the following standing committees: (1) Finance, (2) Audit (3) Membership, (4) Nominating and (5) Executive.

- a. The Finance Committee shall be chaired by the Treasurer and include four other members of the Board.
- b. The Audit Committee shall be appointed by the Chairman and shall include at least two other members of the Board of Directors
- c. The Membership Committee shall be chaired by the Vice Chairman and shall include at least two other Board members. The Membership Committee shall, based on individual qualifications, give due consideration to any names submitted by any member and attempt to maintain a geographical balance on the Board of Directors. All nominees must have expressed in writing to the President and CEO their willingness to serve prior to their nomination The Membership Committee will also oversee Membership development including member recruitment, review of member applications.
- d. The Nominating Committee will be appointed by the Chairman and be responsible for making recommendations for officers. The names of the Nominating Committee members shall be distributed to the membership at least thirty (30) days prior to the initial meeting of the committee, with reasonable notice of any subsequent meetings. The report of the Nominating Committee shall be distributed at least ten (10) days prior to the annual meeting.
- e. The Executive Committee shall be composed of the following officers of the Network: the Chairman, the Vice Chairman, the Secretary, Treasurer and immediate Past Chairman. It shall be the duty of the Executive Committee to act for and on behalf of the Board of Directors in the interim between Board meetings on those matters of an emergency nature or not requiring Board action. An Executive Committee meeting may be held by electronic means, including but not limited to, telephone, facsimile, computer electronic mail, teleconference, and videoconference, at the direction of the Chairman. When requested by the President and Chief Executive Officer or the Chairman the Executive Committee shall provide guidance and counsel relating to the general direction of the affairs of the Network and the routine daily operations of the Network. In any and all actions taken by the Executive Committee there shall be no attempt to usurp the authority of the Board of Directors and it shall take no action which would normally require Board approval.
- f. Other committees may be appointed as the need arises.

## **ARTICLE IX – EXECUTIVE ADVISORY ROUNDTABLE**

### **Section 1**

The Executive Advisory Roundtable shall serve as an adjunct to the Board of Directors and is composed of the chief executive (or designee) of each Full Organizational Member in good standing. The Roundtable will make policy recommendations to the Board of Directors, take part in the development and fulfillment of Network goals and objectives, discuss matters relevant to member needs, and enhance the opportunity of member networking.

### **Section 2**

Three members of the Roundtable will be chosen as representatives to serve on the Board as ex officio, non-voting members. The representatives will reflect the diverse geography of Florida as well as the diversity in the member organizations.

## **ARTICLE X– CONFLICT OF INTEREST**

Members of the Board of Directors shall serve on a voluntary basis and shall not receive a salary or other financial compensation for their services as directors. However, the Board of Directors may elect to allow payment for those actual expenses incurred while in the performance of their duties.

Board members shall not contract for services with the Network. In addition, Board members shall not contract for services or accept donations from any company or business entity, its owner, employees, or officers that has responsibility for or engages in activities of contract management and monitoring for compliance of services provided through the Children and Family in Need of Services (CINS/FINS) contract.

Board members shall not accept gifts, favors, or remuneration for personal gain from any individual, agency, corporation, or organization, which does business with the Network.

No Board member shall participate in the selection, award, or administration of a purchase from or contract with a vendor where to his or her knowledge any of the following has a financial interest in that purchase or contract: (a) the Board member or his/her employee, officer or agent, (b) any member of the Board member's family, (c) the Board member's partner, (d) an organization in which any of the above is an officer or employee, or (e) a person or organization with whom any of the above is negotiating or has any arrangement concerning prospective employment.

Each Director shall sign a conflict of interest statement provided by the Association prior to service on the Board of Directors.

Directors who personally or professionally become aware of a potential conflict of interest shall: 1) so notify the Board of Directors and 2) abstain from voting on issues involving such recognized potential conflict.

No employee of the Association, whether in a salaried or voluntary position, may serve as an Officer or member of the Board of Directors of the Association.

Failure to follow these guidelines may result in a request for resignation from the Board.

Any exceptions to this policy must be within the actions relative to competitive bidding and will be documented and approved by the Board.

## **ARTICLE XI – INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

Any person, or his heirs, or personal representative who is made or threatened to be made a part to any threatened, pending or completed action or proceeding brought by any party or parties other than the Network, whether civil, criminal, administrative or investigative, because he or his testator or intestate is or was a director, officer, employee, agent, volunteer or member of any duly constituted committee of the Network, or serves or served any other corporation or enterprise in any capacity at the request of the Network, shall be indemnified by the Network and the Network will advance related expenses, to the full extent permitted by law. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person or his heirs or personal representative may be entitled. The Network will, if possible, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying these persons. The insurance, if possible, will be for the benefit of all directors, officers, employees, volunteers or members of any duly constituted committee. All references in this Article to a director, officer, employee or agent of the Network shall be deemed to include any volunteers or members of any duly constituted committee, director, officer, employee or agent of any corporation of which the Network owns a majority of the voting stock. Such officer, employee or agent of the subsidiaries of the Network shall be deemed to be serving at the request of the Network.

## **ARTICLE XII – FAIR TRADE PRACTICES**

### **Section 1**

No member of the Network shall enter into any contract, combination or conspiracy in restraint of trade or commerce, or aids to commerce, nor to prevent competition therein; no member shall monopolize, nor attempt to monopolize, nor combine or conspire with any other person or persons to monopolize any part of trade or commerce; no member shall enter into any agreement to boycott, coerce

or intimidate any person, nor engage in any act of boycott, coercion or intimidation; no member shall engage in unfair methods of competition, or any unfair or deceptive acts or practices in the conduct of the business of the members.

### **Section 2**

The Network may from time to time adopt and promulgate rules of fair practice concerning the business conduct of its members, which rules may be amended or changed from time to time as conditions may warrant. No rule shall be adopted, nor shall any change be made in any existing rule until a copy of such rule or change has been sent to each member of the Network prior to the meeting at which action is to be taken. Such rule or such change must receive a two-thirds (2/3) vote of the Full Organizational Members to make such rule or such change effective.

### **Section 3**

The interpretation and application of the Articles of Incorporation, the Bylaws and all rules of the Network shall be vested in the Board of Directors.

## **ARTICLE XIII – PARLIAMENTARY PROCEDURE**

*Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure for the Network not specifically covered by its Articles of Incorporation or Bylaws

## **ARTICLE XIV – AMENDMENTS**

Any proposed amendment, along with the date it is to be voted upon shall be presented to the Board of Directors at least one week prior to the meeting at which it is to be considered, or may be presented at a regularly scheduled Board meeting prior to the meeting at which it is to be voted upon. A two-thirds vote of those present is required for ratification.

## **ARTICLE XV – DISSOLUTION**

Upon dissolution of the Network, it shall be the obligation of the Board of Directors to see that all just debts and claims of the Network are paid. Any state or federal funds remaining shall be returned to such funders. Any private funds remaining shall be distributed to one or more charitable or educational organizations recognized by the Internal Revenue Service as being exempt from taxation under Section 501(c)(3) of the Code selected by the Board of Directors.

**Adopted by the Board of Directors: June 15, 2012**

**Adopted by the Membership: July 26, 2012**

**Amended:**