

**BYLAWS
OF
CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC.**

ARTICLE I – OBJECTS

The object of Catholic Charities of Northwest Florida, Inc. shall be to determine and set overall policy for the Catholic Charities programs operated by the Corporation within the Diocese of Pensacola-Tallahassee. The Corporation will set policies and procedures which will govern the operation of various programs of Catholic Charities within the Diocese, subject to approval by the Bishop of the Catholic Diocese of Pensacola-Tallahassee. Duties of Board members include approving and monitoring the annual budget; reviewing the annual audits of the Corporation's offices, keeping informed of the Corporation's activities and programs, and, when appropriate, representing the Corporation in the community through presentation of the Corporation's point of view to formal and informal groups and to government bodies. In addition, the Corporation shall be empowered to accept any and all charitable contributions intended for the use and benefit of any program or office of Catholic Charities within the boundaries of the Diocese of Pensacola-Tallahassee.

ARTICLE II – POLICIES

The policies of the Corporation shall be those of a non-profit corporation, incorporated under the laws of the State of Florida, and operating in accordance with the rules and regulations of the Department of Children and Families of the State of Florida and any other governmental agencies, commissions, groups, or authorities having to do with child placing activities, adoption services, family service activities, charitable and relief services and the like. The Corporation shall issue no stock, and its officers and its officers and directors shall receive no compensation for their services as such. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers. The policies of the Corporation shall at all times also conform to the policies, rules, and regulations promulgated by the Ordinary of the Diocese of Pensacola-Tallahassee. In the event the Corporation, for any reason, is dissolved or ceases to exist, all of its assets and property, after the payment of any debts and obligations, shall go to and be the sole property of the Bishop of the Catholic Diocese of Pensacola-Tallahassee.

ARTICLE III – MEMBERSHIP

The Corporation shall have a single member, who shall be the Bishop of the Catholic Diocese of Pensacola-Tallahassee. Although the Corporation shall issue no stock, the Bishop as the sole member shall be considered to have the same rights as a sole shareholder of a non-profit corporation under Florida law.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. **Powers and Responsibilities; Officers.** The Board of Directors shall have administrative charge of the affairs of the Corporation. The affairs of the Corporation shall be managed by the following officers: Chairperson, Vice Chairperson, President & CEO, Secretary and Treasurer. Additional officers may be elected, from time to time, in accordance with the Bylaws of the Corporation if deemed necessary. Members of the Board of Directors and the Officers of the Corporation will be elected at the Annual Meeting of the Corporation in accordance with the procedures proscribed in these Bylaws, or upon appropriate notice at an announced meeting of the Board in which a quorum of the voting members of the full board has been established.

Section 2. **Number, Eligibility and Qualifications.** The Board of Directors shall consist of not more than seventeen (17) members who shall serve on a rotating basis. At minimum, the Board of Directors shall be comprised of the following: the five (5) officers of the Corporation, the immediate past-Chairperson of the Board of Directors; two (2) representatives from each of the four (4) Deaneries, who resides in that Deanery; additional at-large members, the number of which shall be determined annually by the Executive Committee; and a member of the Clergy appointed by the Bishop. The President & CEO of Catholic Charities of the Diocese shall also be an ex officio non-voting member of the Board. All members of the Board of Directors shall serve at the pleasure of the Bishop of the Diocese.

Section 3. **Term.** Except as otherwise provided herein, the term of office of the members of the Board of Directors shall be three (3) years and they shall serve from January 1 to December 31. Members may serve two (2) successive full terms, but shall not be again eligible for membership until at least one (1) year shall have elapsed after the completion of the second successive full term. Members who have been filling unexpired terms may be eligible for immediate reelection.

Section 4. **Term for Former Officers.** Upon completion of a term of office as Chairperson of the Board of Directors, one shall automatically continue as a member of the Board of Directors for a term of a maximum of two (2) years, notwithstanding any other restriction in these Bylaws relating to length of service by a Director. In addition, upon Board Resolution, any officer may serve an additional one (1) year term in conjunction with serving an additional year as such officer. Upon termination of such automatic term, such Director shall not be eligible for another term until the lapse of one (1) year, unless otherwise elected as a Director pursuant to the terms hereof.

Section 5. **Resignation and Removal of Directors.** The membership of any member of the Board of Directors shall continue until the expiration of his or her term of office, unless written resignation of such person, addressed and delivered to the Chairperson of the Board of Directors or Secretary of the Corporation, has been accepted at a regular meeting of the Board of Directors, which acceptance shall be evidenced by a vote of the majority of the Board present at any regular meeting. Notification of a planned absence from a meeting must be communicated to the President & CEO of Catholic Charities at least three (3) days prior to scheduled meeting date.

Any member of the Board who is absent from two (2) consecutive meetings without prior notification of the absence may no longer be considered a member of the Board. This vacancy will be filled as provided in Article IV, Section 7. Any question of the adequacy of any excuse for absence from any meetings shall be determined by the Executive Committee.

Section 6. **Nominations.** Except as otherwise provided herein, new members shall be proposed by either the Bishop, the President & CEO of Catholic Charities, a member of the Board of Directors, or the Nominations Committee and, after approval by the Nominations Committee, shall be submitted for election to vote of the Board of Directors.

Section 7. **Indemnification of Directors.** The Corporation shall indemnify all members of the Board of Directors to the full extent allowed by Florida law, including but not limited to the indemnification provided by 607.0831, 607.0850, and 617.028, Florida Statutes.

ARTICLE V – OFFICERS AND THEIR ELECTION

Section 1. **Term.** The officers of this Board are outlined in Article IV, Section 1, and their term of office shall be one (1) year, January 1 to December 31.

Section 2. **Election.** Officers, with the exception of the President & CEO, shall be elected at the annual meeting of the Board of Directors. No officer, other than the President & CEO shall be eligible to hold the same office for more than four (4) consecutive years.

Section 3. **Vacancies.** Any vacancy in any office shall be filled by election by the membership of the Board at any regular meeting, at which the members shall cast their vote by ballot. Nominations may be made from the floor by any member of the Board.

Section 4. **Duties and Powers.** The duties and powers of the respective officers of the Corporation, other than the Chairperson and Vice Chairperson shall be those made incumbent upon or exercised by the officers of such associations generally and as set forth in the following Sections of this Article V.

Section 5. **President.** The President shall be the chief executive officer of the Corporation, and shall be selected by and serve at the pleasure of the Board. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to said office, and shall perform all such duties as are properly required of the President by the Board of Directors.

Section 6. **Treasurer.** The Treasurer of the Corporation shall have the care and custody of all the monies and securities of the Corporation. The Treasurer shall enter in books of the Corporation to be kept by the Treasurer for that purpose full and accurate accounts of all monies received by and paid on account of the Corporation. The Treasurer shall sign such instruments as required and shall perform such duties as usually pertain to said office or as are required by the Board of Directors. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Corporation, for

the faithful performance of duties and the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property in the Treasurer's possession or under the Treasurer's control belonging to the Corporation. The Board reserves the authority to delegate the powers and duties of the Treasurer to the Chief Financial Officer of the Diocese of Pensacola-Tallahassee and his/her designee(s), notwithstanding any provision of these Bylaws to the contrary.

Section 7. **Secretary.** The Secretary of the Corporation shall be authorized to sign all meeting Minutes.

Section 8. **Indemnification of Officers.** The Corporation shall indemnify all officers of the Corporation to the full extent allowed by Florida law, including but not limited to the indemnification provided by Sections 607.0831, 607.0850, and 617.028, Florida Statutes.

ARTICLE VI – MEETINGS

Section 1. **Regular Meetings.** Regular meetings of the Board shall be held quarterly. At least two (2) weeks notice shall be provided for such meetings.

Section 2. **Special Meetings.** Additional special meetings may be called by the Chairperson of the Board of Directors with the concurrence of the Executive Committee, with at least two (2) weeks' notice.

Section 3. **Quorum.** A majority of the currently serving, voting Board members shall constitute a quorum for the purpose of transacting business at any regular or special meeting.

ARTICLE VII – NOTICES

Any notices herein provided for may be given in writing by mailing *or emailing* same to the members at their addresses as shown by the active membership roll. The addresses as shown by said active membership roll shall be considered the correct addresses of the respective members until receipt of written notice from any member to the Executive Director of any change of such member's address, specifying the new address, which new address shall be noted by the Secretary on the membership roll hereto attached.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. **Composition.** There shall be an Executive Committee, which shall be composed of the officers of the Board, and the immediate Past Chairperson of the Board of Directors together with such other additional members as may be appointed by the Board at a regularly scheduled meeting. The President & CEO shall serve as a non-voting member.

Section 2. **Powers and Duties.** The Executive Committee shall have the power and duty to transact any business of the Board between regular meetings of the Board, and such other

business as may be referred to it by the vote of the members of the Board in meeting assembled, and the Executive Board shall report at each meeting as to any business transacted by it.

Section 3. **Meetings.** Meetings of the Executive Committee shall be held at least quarterly. Such meetings shall be held every three (3) months and ideally but not necessarily between the regular meetings of the Board of Directors, and shall be held on dates set by the Chairperson of the Board of Directors and approved by a majority of the Executive Committee. Special meetings shall be held at such times as may be determined upon call of the Chairperson of the Board of Directors. Three (3) members of the Executive Committee shall constitute a quorum of said Committee.

ARTICLE IX – COMMITTEES

Section 1. **Standing Committees.** The Board of Directors or the Chairperson of the Board of Directors may create such committees as is deemed necessary and appropriate from time to time. All Committees shall report to the Board of Directors through the Executive Committee. The Chairperson of the Board of Directors shall have the authority to appoint the members of all committees. All committees must maintain minutes documenting their activities.

In addition to the Executive Committee and any other committees, there shall be four (4) Standing Committees: Audit, Finance, Nominations, and Strategic Planning.

Section 2. **Finance Committee.** The Finance Committee shall assist in the financial management of the Corporation. The Finance Committee shall be responsible for reviewing and recommending to the Board the operating budget of the Corporation, monitoring the financial condition of the Corporation, and making appropriate recommendations on financial issues concerning the Corporation to the Board.

Section 3. **Nominations Committee.** The Nominations Committee shall receive and identify prospective candidates for Board of Directors membership. Recommendations for membership to the Board may come from any source and the Nominations Committee, via the Executive Committee, will make nominations for membership for action by the Board of Directors in accordance with the provisions of these Bylaws.

Section 4. **Audit Committee.** The Audit Committee shall consist of a minimum of three (3) members, one of whom shall not be a member of the Board of Directors. The members of the Audit Committee shall be appointed by the Chairman of the Board. The Chairman of the Audit Committee shall be a member of the Board, but cannot be the Chairman of the Executive Committee or the Finance Committee. No Corporation staff, including the President/CEO of the Corporation and the CFO of the Diocese, may be members of the Audit Committee. All members of the Audit Committee shall be financially literate. The Audit Committee shall meet at least two (2) times per year and more often as necessary. The Audit Committee shall report directly to the Board of Directors and may from time to time provide information and reports to the Executive Committee and the Finance Committee. The principal role of the Audit Committee shall be to recommend an accounting firm to perform the annual independent audit,

for approval by the Board; to review and report on the annual independent audit of the Corporation, conducted by the external auditors selected by the Board; to examine the adequacy and effectiveness of the internal control systems and financial information used by the Board or by external agencies to evaluate the Corporation's fiscal affairs; to assist in special audits, and to perform other duties as assigned by the Chairman of the Board.

Section 5. **Strategic Planning Committee.** The Strategic Planning Committee will meet at least semi-annually to review and update the organization's strategic plan and make recommendations to the Executive Committee for longer term strategic needs and directions.

ARTICLE X – MISCELLANEOUS

Section 1. **Manner of Acting.** Any business may be transacted at any regular or special meeting of the Board or Executive Committee by a majority of the active members present and voting, provided a quorum is present, except as provided in Article IV and in Section 2 of the Article X.

Section 2. **Bylaws Amendments.** These Bylaws may be amended at any regular meeting of the Board by two-thirds (2/3) vote of the full voting membership of the Board, provided at least two (2) weeks notice of the substance of the proposed amendments has been given.

Section 3. **Effective Date.** These Bylaws shall be and become effective immediately upon adoption thereof by the Board.

**Amended 7/15/00*

**Amended and Approved by Diocesan Board of Directors December 18, 2008*

**Amended and Approved by Diocesan Board of Directors January 24, 2009*

**Amended and Approved by Diocesan Board of Directors August 13, 2011*

**Amended and Approved by Diocesan Board of Directors November 5, 2011*

**Amended and Approved by Diocesan Board of Directors November 9, 2013*

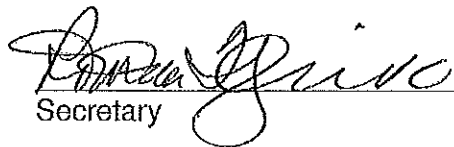
**Amended and Approved by Diocesan Board of Directors October 7, 2014*

**Amended and Approved by Diocesan Board of Directors August 25, 2016*

CERTIFICATION

I certify that the above and foregoing resolutions have been duly adopted by the the Board of Directors of CATHOLIC CHARITIES OF NORTHWEST FLORIDA, INC., a corporation duly organized and existing under the laws of the state of Florida, and that the resolutions are in full force and effect as of August 25, 2016.

WITNESS my signature as secretary of this Corporation on this 25th day of August, 2016.


Secretary