

FRIENDS OF OSCEOLA CHILDREN, INCORPORATED

BY LAWS

Article 1 Offices

The principal office of the corporation shall be in Osceola County, Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously.

Article 2 Directors

Section 1 Annual Meeting

The purpose of the annual meeting of Directors is to elect new Directors, Corporate Officers and to transact such matters as may properly come before the Board of Directors. The annual meeting of the Directors of the Corporation shall be held at the times and places designated by the President of the corporation. The annual meeting of the Directors for any year shall be no later than thirteen (13) months after the last annual meeting of the Directors. However, failure to hold an annual meeting in a timely manner shall in no way affect the terms of the officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 2 Special Meetings

Special meetings of the Directors may be called by the President or by a majority of the Board of Directors then in office. The purpose of each Special Meeting shall be stated in a notice and may only include purposes which are lawful and proper for the Directors to consider.

Section 3 Place of Meetings

The Board of Directors may designate any place, within Osceola County, Florida, as a place of meeting for any meeting of the Directors. If no designation is made, then the place of the meeting shall be the principal office of the Corporation, if applicable, in Osceola County, Florida.

Section 4 Notice of Meetings

Written or printed notice stating the place, day and hour of the meeting and, in the case of Special Meetings, the purpose or purposes for which the meeting was called, shall be delivered personally or by mail not less than five (5) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President of the corporation. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Directors and Officers at the address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5 Action Without Meetings

Any action of the Directors may be taken without a meeting, without a vote, if a formal consent in writing setting forth the action so taken is signed by the Directors of a majority of the outstanding votes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Directors who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action is a sale or exchange of assets, then the transaction shall be noted in the minutes of the following, scheduled meeting.

Section 6 Directors Quorum and Voting

Unless required in the Articles of Incorporation, a majority of the Directors appearing in person shall constitute a quorum at the meeting of Directors. After a quorum has been established at the Directors' meeting, the subsequent withdrawal of Directors so as to reduce the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Directors at the meeting may adjourn the meeting from time to time without further notice until a quorum is present. Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Directors.

Section 7 General Powers

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the contents herein, provide corporate powers which may be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation which shall be controlled by the Board of Directors.

Section 8 Number, Election and Tenure

The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, however, shall not be less than seven (7) as stated in the Articles of Incorporation. The number of Directors may be increased Or decreased from time to time by election in accordance with these Bylaws. Directors shall be elected by the Directors at the annual meeting of Directors or a Special Meeting and shall serve two years until their successors have been elected and qualified or the Director is reelected.

ARTICLE 3 Officers

Section 1 Officers - The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. The President of the Corporation shall serve as the Chairman of the Board for the term elected. Any two or more offices may be held by the same person. A failure to elect a President, Vice President, Secretary or Treasurer shall have no effect on the existence of the corporation.

Section 2 Election and Term of Office - The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers is not held at

such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office for one Year until his successor shall have been duly elected and shall have qualified, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3 Removal -Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4 Vacancies - Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5 Duties -The Chairman of the Board, or the President if there is no Chairman of the Board, shall preside at all meetings of the Board of Directors. All Officers of the corporation shall be responsible to monitor those executives with duties that are respective to those officers. All Officers shall have those powers or duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

ARTICLE 4 EXECUTIVE AND OTHER COMMITTEES

Section 1 Creation of Committees - The Board of Directors may, by resolution passed by a majority of the whole board, designate an Executive Committee and one or more other committees.

Section 2 Executive Committees -The Executive Committee (if there is one) shall consult with and advise the Operational Officers of The Corporation in the management of its business and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3 Other Committees - Such other committees shall have such functions and may exercise such power of the Board of Directors as can be legally and lawfully delegated and to the extent provided in the resolution or resolutions creating such committees or a special committee. Any other committee that shall be formed without a resolution of the Board of Directors shall be responsible to relay specific data the majority of the Board of Directors for a vote.

Section 4 Meetings - Regular meetings of the Executive committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon one day's notice to the other members of such committee, or on such shorter notice as may be

agreed to in writing by each of the other members, upon forming such committee or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

Section 5 Vacancies - Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 6 Minutes - The Executive committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. All minutes of committee meetings shall become Permanent record of minutes, at such time as the committees report to the Board of Directors on the subject of their committee work.

Section 7 Compensation - Members of the Executive Committee and other committees may be paid compensation in accordance with the provisions of these Bylaws only, pertaining to compensation of Directors.

ARTICLE 5 Fiscal Year

The fiscal year of the Corporation shall be for a period selected by the Board of Directors as the taxable year of the Corporation for Federal Income tax purposes.

ARTICLE 6 Amendments

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors; provided that a majority of the Board of Directors are present for a vote, and that a majority of the Board of Directors vote in agreement for any change.

ARTICLE 7 Corporate Seal

The Board of Directors shall provide a Corporate seal which shall be circular in form and there shall be inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

ARTICLE 8 Proxy Voting

Voting by proxy shall not be permitted at the Board of Directors meetings or any other committee meetings, as described in these Bylaws and the Articles of Incorporation.

ARTICLE 9 Specific Duties of Members

Members of the board, agree to:

- 1) Promote the need for volunteers to represent children as Guardians Ad Litem
- 2) Assist in resolution of interagency issues
- 3) Assist in resolution of grievances

- 4) Provide input on policy development and program evaluation
- 5) Review funding requests from Guardians Ad Litem on behalf of children's needs
- 6) Assist with holiday events designed to enhance the lives of Osceola County children.