

BYLAWS OF Foster Change

EIN 81-2786971

Article I: Name and Purpose

Section 1: Name

The name of this organization shall be "Foster Change."

Section 2: Purpose

Foster Change is a Nevada corporation and a 501c3 nonprofit membership organization dedicated to supporting foster, adoptive, and kinship families with current or previous involvement with the Nevada Division of Child and Family Services as explained on <https://dcfs.nv.gov/Programs/CWS/> The organization's mission is to be the voice of foster, adoptive, and kinship parents and advocate for local and state policy improvements to serve children better.

To this end, the association shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

No substantive part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501 (c) 3.

Upon dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of a future federal tax code, or shall be distributed by the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II: Membership

Section 1: Eligibility

Membership in Foster Change is open to all foster, adoptive, and kinship families with current or previous involvement with Family Services in all three regions in the state of

Nevada. (Excerpt from <https://dcfs.nv.gov/Programs/CWS/> - Nevada's child protective/welfare system ostensibly functions as three regional services areas: the Rural Region operates as a state supervised and state (DCFS) administered delivery system, and the Northern and Southern Regions operate as state-supervised – county administered (WCHSA and CCDFS) child welfare delivery systems.)

Section 2: Rights and Responsibilities

All members shall have the right to attend membership meetings, participate in the election of board members, and voice their opinions and concerns. Members are responsible for upholding the mission and values of Foster Change.

Section 3: Membership Dues

Membership dues may be established by the Board of Directors, with the approval of the membership. The Board shall determine the amount of dues and the frequency of payment.

Section 4: Termination of Membership

Membership may be terminated by resignation or expulsion for just cause. Expulsion requires a two-thirds vote of the Board of Directors. Members who close their licenses, without finalizing adoption or guardianship with a child, shall disclose to Foster Change and will discontinue membership rights.

Article III: Board of Directors

Section 1: Composition

The affairs of Foster Change shall be managed by a Board of Directors consisting of a President, Treasurer, Secretary, and additional directors as deemed necessary by the Board. The Board shall include foster, adoptive, and kinship parents who are members of Foster Change.

Section 2: Qualifications

To serve as a Director, an individual must be a current Foster Change member in good standing. The Director must be nominated by the membership and voted in by a majority of completed ballots. (With the singular exception in regards to the treasurer seat, who may be filled by a professional in the field of fiscal management and may hold an honorary membership to Foster Change.) Ballots will be provided to all active membership participants, however only completed ballots returned within the posted/communicated allotted time, will be considered into the count of quorum.

Section 3: Powers

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Nevada, to conduct affairs of the Corporation in accordance with these bylaws. The Board of Directors may be a general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

Section 4: Election and Term of Office

The President, Treasurer and Secretary shall be elected annually by the membership at a membership meeting. The term of office for each board position shall be one year. Board members may serve up to three (3) consecutive terms.

Section 5: Duties and Responsibilities

- a) President: The President shall preside over meetings, provide leadership to the Board, and represent Foster Change in external affairs.
- b) Treasurer: The Treasurer shall oversee the financial matters of Foster Change, maintain financial records, and provide regular reports to the Board and membership.
- c) Secretary: The Secretary shall maintain accurate records of meetings, handle correspondence, and perform other duties as assigned by the Board.
- d) Member at Large/Chairs: The Member at Large/Chairs will perform all duties incident to the position and any other duties that may be required by these bylaws or prescribed by the Board of Directors. This position includes voting rights.

Section 6: Removal and Vacancies

A board member may be removed from office for just cause (see appendix) by a two-thirds vote of the Board. In a vacancy, the Board may appoint a replacement until the next annual election.

Section 7: Board Member Attendance

Any Board member who fails to attend 4 (four) out of 12 (twelve) meetings within the year (or 25% of total meetings) and have not notified the President will be deemed to have abandoned the members' seat on the Board of Directors and can be automatically recommended for removal from the Board.

Excused absences include but are not limited to the following:

Family Emergencies

Illness (including immediate family)

Death in Family

Work

Emergency Meetings called with less than 7 days notice

The Board member must notify the President 24 hours prior to the meeting, unless, in extreme circumstances, within 48 hours of absence.

Section 8: Board Members Ethics Clause and Open Investigations

(a) No member of the Foster Change Board of Directors can have a verified abuse report or have

had their foster parent license revoked for just cause.

(b) Any Board Member whose home falls under investigation will have a pause placed on their seat. Board Members are expected to self disclose any investigation and report back to the President when their investigation has been concluded. If any investigation is substantiated, the Board Member will be removed from the Board.

(c) All board members are expected to sign an affidavit of good moral character (see appendix) and adhere to that agreement for the duration of their terms. Signatures will be due at the first board meeting after elected to board.

Section 9. Compensation

Directors shall receive no compensation for their service as Directors

Article IV: Meetings

Section 1: Membership Meetings

Membership meetings shall be held at least once a year, and the Board of Directors may call additional meetings as necessary. Notice of meetings shall be given to the membership at least two weeks in advance.

Section 2: Board Meetings

The Board of Directors shall meet regularly to conduct the business of Foster Change. The Board shall determine the frequency of board meetings. Notice of board meetings shall be given to the directors at least one week in advance. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors, including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors. The Board of Directors must meet a minimum of four (4) times annually.

Section 3: Special Meetings

The majority of the Board of Directors may call special meetings. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof. No other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

Section 4: Quorum

A quorum for board meetings shall consist of a majority of the directors. Quorums will not be upheld in any membership meetings. In membership meetings where an election or voting takes place, the total membership in attendance shall be representative of the entire membership body.

Section 5: Voting

Voting may take place during regularly scheduled meetings, special meetings, annual

meetings and via email as needed. A quorum must be in place to vote. A majority is needed for a vote to pass.

Article V: Advisory Committee

Section 1: Composition

Foster Change shall have an Advisory Committee consisting of child and family-serving organizations that support the mission and goals of Foster Change. Supporting organizational membership shall be available by appointment, to organizations or agencies wishing to support the purposes and efforts of this Association. The benefits of this membership include attending membership meetings and receiving notifications. This membership does not include voting rights or regular membership enrollment for members of the supporting organization or agency. Appointment to the Advisory Committee shall be in accordance with Policy FCPOL-01.

Section 2: Role and Responsibilities

The Advisory Committee shall provide guidance, support, and expertise to the Board of Directors and contribute to the strategic direction of Foster Change and will agree to send one organizational representation to each meeting. The Advisory Committee shall select a representative to attend Board meetings and act as a liaison between the Board of Directors and the Advisory Committee.

Section 3: Advisory Committee Ethics Clause and Open Investigations

(a) Any member organization of the Foster Change Advisory Committee must maintain their ethical good standing (see appendix) in the community and with the child welfare agency in their County or Region.

Section 4: Removal and Vacancies

Any Advisory Committee organization may be removed from the committee for just cause (see appendix) by a two-thirds vote of the Board of Directors. Any Advisory Committee Organization may be removed when in violation of the Ethical Good Standing clause, as referenced in the appendix.

Section 5. Compensation

Committee members shall receive no compensation for their service. Member organizations may be entitled to apply for Foster Change grants when available, as expressed in Policy FCPOL-02.

Article VI: Amendments

A two-thirds vote of the membership present at a membership may amend these bylaws.

Article VII – Restriction on Actions

Section 1: Assets and Earnings

All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earning shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Advisory Board or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes outlined in Article II of these bylaws.

Section 2: Activities

Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501 (c)3, Internal Revenue Code, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170 (c) 2, Internal Revenue Code, or the corresponding provision of any future federal law. The corporation shall have no capital stock, pay no dividends, and distribute no part of its net income of assets to any Directors, Officers, and private property of the subscribers. Directors or Officers shall not be liable for the debts of the Corporation.

ARTICLE VIII– Contract, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, and persons authorized by these bylaws to enter into any contract on behalf of the corporation.

Section 2: Checks, Drafts, and Orders of Payment

All checks, drafts, notes, orders of payment, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by a general resolution of the Board of Directors.

Section 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 4: Gifts

The Directors, collectively or individually, any officer or designated agent may accept gifts,

contributions, bequests, or devise any property on behalf of the Corporation.

Section 5: Loans. No Director, Officer, or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE IX – Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization with like-minded goals and objectives. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE X– Statement of Nondiscrimination

Notwithstanding any provision by these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant based on sex, gender, gender expression, gender identity, sexual orientation, age, race, color, ethnicity, religion, or national origin.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on May 30th, 2023.
(Amended by Board of Directors on August 12, 2023 and on May 21, 2024.)