



CHILDREN'S ADVOCACY  
CENTER OF DELAWARE

*A safe place where healing begins*

**AMENDED AND RESTATED BYLAWS OF  
THE CHILDREN'S ADVOCACY CENTER OF DELAWARE**

**January 16, 2013**

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**OF**  
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ARTICLE I

OFFICES

Section 1. Office. The principal office of the Corporation shall be located at 611 South DuPont Highway, Suite 201, Dover, Delaware 19901, or such other place as the Board (as defined below) may from time to time determine.

Section 2. Other Offices. The Corporation may also have offices at such other places, within or without the State of Delaware, as the Board may from time to time determine.

ARTICLE II

MEMBERSHIP

Section 1. Members. The Corporation shall have two classes of members, known as the "Voting Members" and the "Advisory Board Members" (together, the "Members"). The Voting Members shall be identified as set forth in the Certificate of Incorporation. Subject to Section 5 of this Article II, the Advisory Board Members shall include the most senior ranking member of each Delaware governmental entity that utilizes the services of the Corporation, or any delegate identified by such Advisory Board Member to act in his or her stead, and such other persons as the Board of Directors may from time to time identify, all of whom shall be listed as Advisory Board Members

in the books and records of the Corporation. There shall be no more than 50 Members at any particular time, and there shall be no membership dues, fees, other charges or assessments against Members in their capacity as such.

Section 3. Meetings of Members; Quorum; Action. Meetings of the Members for any purpose or purposes may be called at any time by the Board or the Chair. Any such meeting may be held either within or without the State of Delaware on such date and at such time and place as are designated in the notice of the meeting. Notice of any meeting of the Members shall state the date, time and place of the meeting, the purpose or purposes for which the meeting is called and shall otherwise be provided in like manner and upon like notice as provided for any special meeting of the Board. A majority of the Voting Members shall constitute a quorum at any meeting of Members. The affirmative vote of a majority of the Voting Members present in person or represented by proxy at any meeting of Members and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number of Members is required by applicable law.

Section 4. Waiver of Notice. A waiver of notice of meeting by a Member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 5. Resignation; Removal. Any Advisory Board Member may resign by notifying the Chair, Vice Chair or Secretary/Treasurer in writing. Any Advisory

Board Member acting as such due to his or her affiliation with a Delaware governmental entity that utilizes the services of the Corporation (or any delegate acting as such in such Advisory Board Member's stead) shall be deemed to have tendered his or her resignation to the Board of Directors upon the termination of such Advisory Board Member's affiliation with such Delaware governmental entity and shall thereupon cease to be an Advisory Board Member. An Advisory Board Member may be removed at any time with or without cause by the Board of Directors.

### ARTICLE III

#### DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by and under the direction of its governing body, which shall be known as its "Board of Directors" or "Board." Individual members of the Board shall be known as "Directors." Advisory Board Members are not Directors as the term is used herein, but may attend meetings of the Board and may consult with and advise the Board about matters to be voted upon.

Section 2. Number and Qualifications. Unless otherwise provided in the Certificate of Incorporation, the Board may from time to time establish by resolution the number of authorized Directors, provided that the number of authorized Directors shall not be less than eight (8) and not more than twenty-five (25) individuals, each of whom, to be qualified, shall reside in or near, or shall otherwise be closely identified with, the State of Delaware. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Any Director who fails to attend three successive meetings of the Board of Directors without notification to the Chair, Vice Chair or Secretary/Treasurer shall automatically cease to be qualified as a Director.

Section 3. Election and Term of Office. Directors shall be elected by the Voting Members at the annual meeting of Members to be held at such time as may be determined by the Board. Each Director shall remain in office until his or her successor is duly elected and qualified or until his or her earlier death, resignation, retirement, removal or disqualification. The Board of Directors shall be classified with respect to the time for which they severally hold office into three classes, as nearly equal in number as possible. The Class I Directors shall serve for a term expiring at the annual meeting of Members of the Corporation currently scheduled to occur in 2014; the Class II Directors shall serve for a term expiring at the annual meeting of Members currently scheduled to occur in 2015; and the Class III Directors shall serve for a term expiring at the annual meeting of Members currently scheduled to occur in 2016. At each annual meeting of Members, the successors of the class of Directors whose term expires at that meeting shall be elected by the Voting Members to hold office for a term expiring at the annual meeting of Members to be held in the third year following the year of their election.

Section 4. Resignations. Any Director may resign at any time, orally or in writing, by notifying the Chair, Vice Chair or Secretary/Treasurer. Such resignation shall take effect at the time it is submitted or at such later time, if any, as may be therein specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Annual Meeting. The Board of Directors may hold a meeting for the purpose of organization and the transaction of other business, if a quorum is present, without notice of such meeting, at the place of the annual meeting of Members, promptly following such meeting. Such meeting may be held at any other time and place specified in a notice given as provided in Section 6 of this Article III for special meetings of the Board of Directors.

Section 6. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such places and times as may be fixed from time to time by resolution of the Board of Directors; and, unless otherwise required by resolution of the Board of Directors, notice of any such meeting need not be given. The Chair, Vice Chair or the Secretary/Treasurer may call, and upon written request signed by any two Directors the Secretary/Treasurer shall call, special meetings of the Board of Directors.

Section 7. Notice of Special Meetings. Notice of any special meeting of the Board shall be given to each Director in writing by first-class mail upon four (4) days' notice or by facsimile, electronic mail or other means of electronic communication upon 48 hours' notice. Any such notice given in writing shall be addressed to each Director at such Director's address as it is shown upon the records of the Corporation or at the facsimile number, electronic mail address or other address as may have been given to the Corporation by the Director for purposes of such notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the U.S. mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means.

Section 8 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 9. Quorum. Unless a greater number is required by applicable law, a majority of the Directors in office, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section 10. Board Action. Except as otherwise expressly required by law or by these By-laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Unless otherwise restricted by the certificate of incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with applicable law.

Section 11. Filling Vacancies. If any vacancy occurs in the Board of Directors, whether caused by death, resignation, disqualification or removal from office or otherwise, or any new directorship is created by the Board, a majority of the Directors then in office, even if less than a quorum, may choose a successor or fill the newly

created directorship, and the Director so chosen shall remain in office until his or her successor is duly elected and qualified.

Section 12. Participation in Meetings by Conference Telephone. Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment (so long as such equipment is available at the meeting place) by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 13. Compensation of Directors. The Directors of the Corporation shall serve without compensation for services rendered by them in their capacity as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts as approved by the Board of Directors.

#### ARTICLE IV

#### COMMITTEES

Section 1. Executive Committee of the Board of Directors. The Board of Directors, by vote of a majority of Directors present at a meeting at which a quorum is present, may designate an Executive Committee of the Board, including the Chair, Vice Chair, Secretary/Treasurer to serve at the pleasure of the Board. Except for the power to fill vacancies in the Board of Directors, amend By-Laws, remove officers, and subject to any limitations under applicable law, such Executive Committee shall have and exercise, during the intervals between meetings of the Board of Directors, the authority of the

Board of Directors in the management of the Corporation. All action by the Executive Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to control and alteration by the Board, provided that no rights of any third person shall be prejudiced thereby. A vacancy in the Executive Committee caused by death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors at any regular or special meeting.

Section 2. Other Committees of the Board of Directors. The Board of Directors, by a vote of a majority of Directors present at a meeting at which a quorum is present, may from time to time designate one or more committees to serve at the pleasure of the Board with such lawfully delegable powers and duties as the Board of Directors shall prescribe. The Board shall elect a Director or Directors to serve as the member or members of such committee, designating, if it desires, other Directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. Advisory Board Members may also be designated to one or more committees and may consult with and advise the committee about matters to be voted upon.

A vacancy in any committee caused by death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors at any regular or special meeting.

Section 3. Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; a majority of the members shall constitute a quorum unless the committee shall consist of one member, in which event

one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by a committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary/Treasurer and Executive Director, each to have such duties or functions as are provided in these By-laws or as the Board of Directors may from time to time determine. Such officers shall be chosen from among the Directors and shall be elected by each newly elected Board of Directors from a slate of candidates presented by a Nominating and Corporate Governance Committee. The Board of Directors may elect such other additional officers or assistant officers as the Board of Directors may from time to time determine.

Section 2. Term. The officers of the Corporation (including such officers, if any, as may occupy any additional offices created by the Board of Directors), shall be chosen annually by, and shall serve at the pleasure of, the Board. Each officer shall remain in office until his or her successor is duly elected or until his or her earlier death, resignation, retirement, removal or disqualification.

Section 3. Removal. Any officer may be removed either with or without cause by resolution passed by a majority of the Directors in office at any regular or special meeting of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time, orally or in writing, by notifying the Chair, Vice Chair or Secretary/Treasurer. Such resignation shall take effect at the time it is submitted or at such later time, if any, as may be therein specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 6. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform such duties as from time to time may be assigned by the Board of Directors.

Section 8. Vice Chair. At the request of the Chair, or in his/her absence, at the request of the Board of Directors, the Vice Chair shall perform all duties of the Chair and so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 9. Secretary/Treasurer. The Secretary/Treasurer shall have oversight of the custody and maintenance of all monies and securities of the Corporation and shall cause the Corporation to keep regular books of account. The Secretary/Treasurer shall make, or may delegate such authority to make, such disbursement of the funds of the Corporation as are proper and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Secretary/Treasurer shall issue all authorized notices for, and shall keep the minutes of, all meetings of the

Board of Directors. The Secretary/Treasurer shall have oversight of the corporate minute books and shall have such other duties and powers as are commonly incident to the office or may from time to time be assigned by the Board of Directors.

Section 10 Executive Director. The Executive Director shall be the chief executive officer of the corporation and shall be paid such compensation as shall be approved by the Board of Directors. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, the Executive Director shall have general control and supervision of the affairs and operations of the corporation, keep the Board of Directors fully informed about the activities of the corporation and see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall manage and administer the corporation's business and affairs and shall perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation, including the responsibility for the day-to-day management of the business and affairs of the corporation. The Executive Director shall have primary responsibility for directing the activities of any of the corporation's staff members. The duties of the Executive Director shall include, but not be limited to, the following:

- (a) overseeing the development and implementation of the strategic plan to advance the corporation's mission and objectives;
- (b) overseeing the corporation's day-to-day activities to ensure the efficient and cost-effective utilization and management of its resources;
- (c) planning, developing and implementing funding strategies;
- (d) promoting the corporation and its mission;

- (e) preparing and delivering to the Board of Directors a proposed budget for each fiscal year for its approval at the annual meeting of the Board of Directors;
- (f) executing any documents necessary to carry out the daily responsibilities of the corporation, including the execution of all material contracts or other instruments authorized by the Board of Directors; and
- (g) with the advice of counsel and other advisors, ensuring, to the best of his or her ability, that the corporation conducts its activities in accordance with applicable state and federal laws.

## ARTICLE VI

### CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Execution of Contracts. The Board of Directors, except as otherwise required by these By-laws, may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation, and all notes and other evidences or indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trusts companies or other depositories as the Board of Directors may select or as may be

selected by an officer or officers, agent or agents, of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

## ARTICLE VII

### MISCELLANEOUS

Section 1. Corporate Seal. The Board of Directors shall provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary/Treasurer.

Section 2. Reliance upon Books, Reports and Records. Each Director, each member of any committee designated by the Board of Directors and each officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including report made to the Corporation or any of its officers by an independent certified public accountant or by an appraiser selected with reasonable care.

Section 3. Fiscal Year. The fiscal year of the Corporation shall terminate at the end of business on the last day of June and the following fiscal year shall begin on the next day thereafter, unless some other fiscal year is specified by resolution of the Board of Directors.

Section 4. Time Periods. In applying any provision of these By-laws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

## ARTICLE VIII

### INDEMNIFICATION AND ADVANCEMENT

Section 1. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or officer of the Corporation or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article VIII, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors.

Section 2. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys’ fees) incurred by a Covered Person in defending any proceeding in advance of its final

disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VIII or otherwise.

Section 3. Claims. If a claim for indemnification (following the final disposition of such proceeding) or advancement of expenses under this Article VIII is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VIII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these By-laws, agreement, vote of Members or disinterested Directors or otherwise.

Section 5. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person

may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6. Amendment or Repeal. Any repeal or modification of the provisions of this Article VIII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

Section 7. Other Indemnification and Advancement of Expenses. This Article VIII shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

## ARTICLE IX

### AMENDMENTS

Section 1. Amendments. Unless otherwise provided in the Certificate of Incorporation, these By-laws may be amended, altered or repealed by the Board of Directors or by the affirmative vote of a majority of the Members entitled to vote generally in the election of Directors. No amendment, alteration, change or repeal of these By-laws shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

