



NATIONAL COUNCIL OF  
JUVENILE AND FAMILY COURT JUDGES

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**BYLAWS**

**OF THE**

**NATIONAL COUNCIL OF JUVENILE AND  
FAMILY COURT JUDGES**

Effective  
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**BYLAWS  
OF THE  
NATIONAL COUNCIL OF JUVENILE  
AND FAMILY COURT JUDGES**

These Bylaws state the general corporate and governance structure of the National Council of Juvenile and Family Court Judges (hereinafter referred to as “the Council”). To the extent any resolution or policy statement conflicts with the Bylaws, the Bylaws shall prevail.

**ARTICLE I. STATUS AND PURPOSE.**

- A. Non-Profit Status.** The Council is a nonprofit corporation organized under Chapter 82 of the Nevada Revised Statutes. Unless otherwise provided in the Articles of Incorporation or in the Bylaws, the Council may exercise any power or authority conferred on nonprofit public benefit corporations by law.
- B. Purpose.** The Council is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary objects and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote such other charitable objects and purposes as determined by the Board of Directors, in its discretion including:
- (a) To improve the administration of justice by, and the standards, practices and effectiveness of the juvenile and family courts and other courts exercising jurisdiction over families and children;
  - (b) To inform persons and agencies about the law and the legal system and to otherwise assist persons and agencies, including governmental agencies, which deal with or affect juvenile and family courts and other courts exercising jurisdiction over families and children;
  - (c) To educate persons serving in or otherwise connected with juvenile and family courts and other courts exercising jurisdiction over families and children and other interested members of the public in developments and approved principles relating to such courts and in knowledge of the law and the legal system in general;
  - (d) To engage in educational and research activities in furtherance of the foregoing objectives.

**ARTICLE II. MEMBERSHIP.**

The Council encourages and supports diversity in its membership, committees, Board of Directors, and Executive Committee.

- A. Qualifications.** The Membership shall consist of the following types:

**Sec. 1. Active Membership.** Any present or former judge, judge-elect, referee, commissioner or other designated judicial officer exercising or who has exercised juvenile jurisdiction or jurisdiction over families and children in any court shall be eligible to be an Active Member of the Council. This includes any presiding or appellate judge eligible to exercise or having exercised jurisdiction over family or juvenile cases. Any state or territorial organization of juvenile court or family court judges may affiliate with the Council by enrolling its members in a body and paying the required Membership fees,

whereupon such Members also shall be Active Members. Each Active Member shall have the right to vote on every question authorized for Members by these Bylaws.

**Sec. 2. Life Membership.** Effective August 1, 2007, any person who has served as President of the National Council of Juvenile and Family Court Judges shall be enrolled as a Life Member without membership fee. Effective July 18, 2017, any person who would otherwise qualify as an Active Member and holds Retired status from an elected or appointed judicial office, may enroll as a Life Member upon payment of the Life Membership fee. Except as otherwise provided in these Bylaws, each Life Member shall have all the rights and privileges of an Active Member.

**Sec. 3. Sustaining Membership.** Any person, firm, corporation, foundation, or association may become a Sustaining Member of the Council by making an annual contribution and meeting the eligibility requirements as set by the Board of Directors. Except as otherwise provided in these Bylaws, each Sustaining Member shall have all the rights and privileges of an Active Member.

**Sec. 4. Associate Membership.** Any person, not qualified to be an Active Member, may, with the approval of the Board of Directors, become an Associate Member of the Council upon payment of the annual Associate Member fee. Each Associate Member shall have the privilege of attending the meetings of the Members but shall not have the rights to vote or hold office in the Council.

**Sec. 5. Honorary Membership.** Any person may, in recognition of outstanding service and contribution to the furtherance of the purposes of this Council, be elected an Honorary Member of the Council upon recommendation of the Executive Committee and approval at the next meeting of the Board of Directors. An Honorary Member shall not be required to pay a membership fee. Each Honorary Member shall have the privilege of attending the meetings of the Members but shall not have the rights to vote or hold office in the Council unless eligible to do so as an Active Member or Life Member.

**Sec. 6. Student Membership.** A currently enrolled student at an institution of higher education who is not qualified to be an Active Member may become a Student Member upon approval of the President. The Council may enter into an agreement with an institution of higher education to provide Student Membership to any number of its students. Student Membership may be had upon payment of the annual Student Member fee or under the student's institutional agreement with the Council. A student membership may extend one year beyond graduation if the institution of higher education's membership is current. A Student Member shall receive publications of the Council, as determined by the Membership Committee, and shall have the privilege of attending meetings of the Members but shall not have the rights to vote or hold office in the Council.

**B. Membership Fees.** All categories of membership fees shall be established by the Board of Directors.

**C. Resignation.** Any Member may resign from membership by giving written notice to the Secretary of the Council. Upon termination of Membership for any cause, that fact shall be recorded in the Membership Book. All rights and privileges of a Member in the Council shall cease upon termination of Membership.

**D. Membership Book.** The Council shall keep a Membership Book containing the name, address and class of each Member and the date of admission to and termination of Membership.

### **ARTICLE III. MEETINGS OF MEMBERS.**

**A. Annual Conference.** The members shall meet at an Annual Conference of the Members of this Council. The meeting shall be held each year at a time and place determined by the Executive Committee.

**B. Special Meetings.** Special meetings of the Members may be called by the President, or in the case of the President's absence, death, or disability, by the President-Elect, or by a majority of the Directors, or by at least twenty percent (20%) of the voting Members.

**C. Notice of Meetings.** Notice of all meetings of the Members shall be given at least ten (10) days but not more than ninety (90) days before the date of such meeting. The notice shall be given to each member by mail at the address maintained in the Membership Book. All notices shall state the date, time, place, and purpose of the meeting. Such notices may be given by announcement in any official publication of the Council mailed to each member entitled to notice. Notice may be given by e-mail at an address provided by the member. If mailed, the notice of the meeting shall be deemed to be delivered five (5) days after deposited in the United States mail. Failure to receive proper notice of a meeting by any voting Member shall not invalidate any meeting. Notice shall be deemed to be waived by any Member who attends and participates in the meeting and may be waived, in writing, by any Member either before or after such meeting.

**D. Voting.** Each Active Member, Life Member, and Sustaining Member shall be entitled to vote on each matter properly submitted to the Members for their vote, consent, waiver, release or other action. Wherever any action by the Membership is required, such action shall, unless required by the Bylaws, be by majority vote of the total number of Active, Life, and Sustaining Members, voting in person or by proxy, at a meeting of the Members.

A proxy may be given to any named Active, Life or Sustaining member attending the Annual Conference. Proxies must be registered with Council staff by noon on the day prior to the day of the General Business Meeting during the Annual Conference.

**E. Quorum.** Twenty-five percent (25%) of the total number of voting Members registered at a duly authorized meeting of the Members shall constitute a quorum. A majority of the voting Members present at a meeting, whether or not a quorum is present, may recess such meeting from time to time.

**F. Rules of Procedure.** The rules contained in the most recent edition of Roberts' Rules of Order shall govern the conduct of meetings of the Members in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

### **ARTICLE IV. DIRECTORS.**

**A. Qualifications for Judicial Directors.** Each person seeking nomination for the office of Judicial Director must possess the following minimum qualifications at the time of election:

- 1) Be a current Active member in good standing of the Council for at least one (1) full year;
- 2) Be sitting as a judicial officer at the time of application for his or her first term as Director;
- 3) Have previously attended an Annual Conference or equivalent Council event in any capacity (e.g., participant, faculty, observer) within the last three (3) years;

- 4) Have submitted a completed application in a time and manner prescribed by the Nominating Committee;
- 5) Certify that he or she will comply with the Individual Responsibilities of a Director, as outlined in Article IV. C. and the Standards of Conduct as currently issued by the Board of Directors;
- 6) In addition, the Nominating Committee will consider additional relevant factors, including but not limited to:
  - Participation on committees
  - Drafting of articles or publications
  - Serving as faculty at conferences or workshops
  - Participation on other advisory groups
  - Diversity in all its forms, including race, ethnicity, national origin, gender, sexual orientation, socio-economic status, religion, age, disability status, profession, geography, and jurisdiction, and commitment to the principles of the Council's Diversity Policy Statement
  - Attributes of collaborative leadership, seeking and valuing working with a diverse group of people with varied expertise
  - Financial support of the organization
- 7) Any person seeking nomination for a first term as Director shall provide the names of two Active members as references.

**B. Qualifications for Private Sector Directors.** Each private sector candidate seeking nomination for the office of Director must possess the following minimum qualifications at the time of election:

- 1) Must be a Sustaining member of the Council and remain in good standing;
- 2) Have submitted a completed application in a time and manner prescribed by the Development Committee;
- 3) Certify that he or she will comply with the Individual Responsibilities of a Director as outlined in Article IV. C. and the Standards of Conduct as currently issued by the Board of Directors;
- 4) Additional relevant factors or attributes that may be considered include, but are not limited to:
  - Participation on other boards
  - Diversity in all its forms, including race, ethnicity, national origin, gender, sexual orientation, socio-economic status, religion, age, disability status, profession, geography, and jurisdiction, and commitment to the principles of the Council's Diversity Policy Statement
  - Financial support of the organization
  - Expertise or experience in areas such as business, finance, investment, fundraising, philanthropy, marketing, public relations, government relations, technology, insurance, legal, academic/research, former youth, victim, professional or volunteer involved in the juvenile and family court system
  - Governance experience or senior executive level experience guiding organizations
  - Attributes of collaborative leadership, seeking and valuing working with a diverse group of people with varied expertise

- 5) Any private sector candidate seeking nomination for a first term as Director shall provide the names of two references, including one Active member or Principal Staff member, as defined herein, of the Council.

**C. Individual Responsibilities of Directors.** Each person serving as a Director, judicial and private sector, shall have the following responsibilities:

- To attend all Board of Directors meetings;
- To adhere to the Council's Standards of Conduct as issued by the Board of Directors;
- To participate on Council committees as appointed by the Council President, Chief Executive Officer, or the Chief Financial Officer and Chief Program Officers (hereinafter "Principal Staff");
- To contribute financially to the Council on an annual basis;
- To provide fiscal oversight and accountability to ensure that Council resources are used wisely and consistent with federal and private funding requirements;
- To make efforts to increase the membership of the Council;
- To assist in developing leadership for the Council through recruiting or mentoring members to serve on the Board of Directors, with consideration for achieving diversity and the governance skills needed on the Board;
- To adhere to the Mission and Vision Statements of the Council;
- To adhere to and support decisions made by the Board of Directors;
- To adhere to the Council's Conflict of Interest Policy and to file annually the acknowledgment and disclosure forms;
- To serve as an ongoing ambassador of the Council in public and private contexts; and
- To fulfill any commitments made to represent the Council in any capacity, and where such representation is supported by the Council, to bear financial responsibility for any costs incurred due to inability to fulfill such commitment.
- To assist in planning fund raising and solicit contributions on behalf of the Council from other judges over whom the judge does not have supervisory or appellate authority in accordance with ABA Model Rule 3.7 unless expressly prohibited by the judge's state judicial authority or other rule, code or law;
- To engage private and public organizations who have an interest in promoting the law, the legal system, or the administration of justice by and through the mission of the Council including planning, participating, and lending one's judicial title to any fund raising event sponsored by such organization authority in accordance with ABA Model



Rule 3.7 unless expressly prohibited by the judge's state judicial authority or other rule, code or law.

**D. Collective Responsibilities.** All Directors, acting as a Board, shall have the following responsibilities:

- To make and change rules, policies and procedures not inconsistent with law, or with these Bylaws, for the management and control of the Council and its affairs, and of its officers, employees, and agents.
- To sell or otherwise to dispose of any real or personal property, rights, or privileges belonging to the Council, whenever the Board of Directors determines in its discretion that such a disposition would promote the interests of the Council.
- To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.
- To supervise and direct the officers, Chief Executive Officer, and agents of the Council and to ensure that their duties are properly performed.
- To appoint and remove at its pleasure any and all officers, Chief Executive Officer, and agents of the Council, and to prescribe their duties in a manner not inconsistent with these Bylaws, and to fix their compensation.
- To borrow money and otherwise incur indebtedness and to enter the terms and amount of such indebtedness in the minutes of the Board of Directors, and to evidence such indebtedness by the note of the Council, and otherwise give security for the payment of such indebtedness.
- To cause to be kept a complete record of all the minutes, acts and proceedings of the Board, and to cause an annual inspection or audit of the accounts of the Council to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets and liabilities of the Council and its financial condition.
- To amend, alter, and repeal these Bylaws or any part thereof, in accordance with these Bylaws.
- In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board of Directors may exercise all such other lawful powers of the Council and do all such lawful acts and things in the furtherance of the Council's business.
- To plan fund raising events of the Council or of private and public organizations interested in promoting the law, the legal system, or the administration of justice by and through the mission of the Council, and solicit contributions from other judges over whom the judge does not have supervisory or appellate authority to promote and effectuate the mission of the Council, unless expressly prohibited by the judge's state judicial authority or other rule, code or law;

- To engage private and public organizations who have an interest in promoting the law, the legal system, or the administration of justice by and through the mission of the Council including planning, participating, and lending one's judicial title to any fund raising event sponsored by such organization, unless expressly prohibited by the judge's state judicial authority or other rule, code or law.

The failure to comply with the Responsibilities of Directors shall be considered by the Nominating Committee in recommending a second term for a Director. Also, the failure to meet the Responsibilities of Directors may be referred to the Conduct Committee for review as outlined in Article VIII. E. 2., and may constitute a basis for removal of a Director as outlined in Article VII. C.

**E. Election of Directors.**

- 1) **Judicial Directors.** Judicial Directors shall be elected by the Members entitled to vote under these Bylaws.
  - a. The election of Judicial Directors shall be held at the Annual Conference of Members, or if not then elected, or if the Annual Conference be not held as provided therefore in these Bylaws, then at a special meeting called for that purpose.
  - b. The Nominating Committee shall begin accepting written notice of intent from all eligible Members who intend to seek election as a Judicial Director six (6) months prior to the Annual Conference.
  - c. A list of all persons who have advised the Nominating Committee of their intention to seek election as a Judicial Director shall be published thirty (30) days before the Annual Conference.
  - d. At all elections of Judicial Directors the candidates nominated by the Nominating Committee along with any candidates nominated at the general meeting, who are in compliance with Article IV. A. requirements, shall be voted upon in a single ballot and the candidate or candidates receiving the greatest number of votes shall be elected. If there is a tie vote among the candidates after the casting of three ballots, the Presiding Officer will be called upon to cast a vote in order to break the tie so that a winner can be declared.
- 2) **Private Sector Directors.** Private Sector Directors shall be elected by the Board of Directors.
  - a. Election of Private Sector Directors may be conducted at any regularly scheduled meeting of the Board of Directors, or at a special meeting called for that purpose.
  - b. The Development Committee may accept applications for Private Sector Directors at any time, and may propose candidates to the Board after consultation with the Executive Committee and Principal Staff. Candidates for Private Sector Directors must meet the qualifications stated in Article IV. B.
  - c. The election of such Directors to the Board shall be confirmed by the affirmative vote of a majority of the Directors. If there is a tie vote after the casting of three ballots, the Presiding Officer will be called upon to cast a vote in order to break the tie.
  - d. Names of all Private Sector Directors elected to the Board shall be published within thirty (30) days following election.

**F. Number and Term of Office.** The number of Directors shall be no less than one (1) and no more than twenty-nine (29), including up to ten (10) Private Sector Directors, in the Board of Directors' discretion. Judicial Directors shall mean individuals who meet the qualifications in Article IV. A. Private Sector Directors shall mean individuals who meet the qualifications in Article IV. B. The term of office of Directors shall be three (3) years with terms staggered to assure that approximately one-third (1/3) of the

Directors are elected each year. No person may serve more than two (2) full three (3) year terms as Director, whether or not the terms are served consecutively, except the filling of one (1) unexpired term does not count toward the two (2) term limitation. No person shall be entitled to be elected to more than one (1) unexpired term. Notwithstanding the above, any Director may extend board tenure beyond the two-term limit for up to three additional years if holding the office of President-Elect, President or Immediate Past President.

**G. Executive Committee.** The Executive Committee shall be composed of all the Officers of the Council. The Executive Committee shall have and exercise the authority of the Board of Directors in accordance to the powers delegated to it by the Board of Directors, these Bylaws, and the authority to consent and approve of all management decisions by the Chief Executive Officer. The Executive Committee shall act only in the intervals between meetings of the Directors, and shall be subject to the control and direction of the Directors. The Executive Committee shall act at a meeting by a majority of its members or without a meeting by a writing or writings signed by all its members. An act or authorization of any act by the Executive Committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Directors. If the Executive Committee takes action which would otherwise need to be taken by the Board of Directors, it must communicate that action to the Board of Directors promptly. The Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Notwithstanding the above, the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any Director, the Chief Executive Officer or any Principal Staff or department director of the Council; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Council; authorizing the voluntary dissolution of the Council or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Council; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

To the extent not inconsistent with these Bylaws, the Board of Directors may, in its sole discretion, further define and delineate the roles and duties of the Executive Committee.

**H. Compensation.** No Director, including Executive Committee members, shall receive compensation for their services but may be reimbursed for allowable expenses actually and reasonably incurred on behalf of the Council. Only the President may be reimbursed for expenses that may be considered compensation by the IRS and result in the issuance of a 1099. Such expenses must be for legitimate, reasonable business expenses, and must be pre-approved by the Audit Committee to ensure that the expense is necessary, reasonable, and complies with public trust and transparency as appropriate for a non-profit organization.

## **ARTICLE V. MEETINGS OF DIRECTORS AND OTHER MATTERS CONCERNING DIRECTORS.**

**A. Meetings.** An annual meeting of the Board of Directors shall be held during the Annual Conference. The Board of Directors shall hold meetings at a time and place as fixed by the Board, or as fixed by the President. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the request of any five (5) Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise specified in these Bylaws or in the policy for Establishing Public Policy, as a general rule a simple

majority of those voting at a meeting shall be necessary to carry a proposed action. An abstention shall not count in favor of or in opposition of a proposed action, nor shall it impact a quorum.

**B. Notice of Meetings of Board of Directors.** Notice of the date, time and place of each meeting of the Directors shall be given at least five (5) days but not more than ninety (90) days before the date of such meeting to each Director. The notice need not specify the purposes of the meeting. The notice may be given either by mail, electronic or oral communication. If mailed, such notice shall be deemed to be delivered five (5) days after being deposited in the United States mail. Notice shall be deemed to be waived by any Director who attends and participates in the meeting and may be waived, in writing, by any Director either before or after such meeting.

**C. Place of Meetings.** Meetings of the Board of Directors may be held within or outside the State of Nevada.

**D. Action by Directors without a Meeting.** Any action which may be taken at a meeting of the Directors may be taken without a meeting if the majority of the Board of Directors votes in writing to authorize such action. Any such writing shall be filed with or entered upon the records of the Council.

**E. Electronic Conference.** The Board of Directors or any Committee thereof may conduct a meeting and Directors may participate in a meeting through electronic communications, video conferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially. The Executive Committee shall have the ability to authorize other methods of communication. Individual Directors may not participate electronically in more than fifty percent (50%) of the Board meetings per year, excluding those conducted solely by electronic means.

## **ARTICLE VI. OFFICERS.**

**A. Officers of the Council and Term.** Officers of the Council shall be the President, Immediate Past President, President-Elect, Treasurer and Secretary. The Board may, at its discretion, establish other Offices or Officer positions with a vote of two-thirds (2/3) of the currently seated Board of Directors. Officers shall serve one (1) year terms and shall hold office until their successors take the oath of office. No person may succeed himself or herself in the office held, except that a person holding the office of Treasurer or Secretary may stand for election for a second one-year term in that office, and succeed themselves for that additional term. Persons applying for office of Treasurer or Secretary must have sufficient time remaining within their term limits as a Director, as stated in Article IV.F. Number and Term of Office.

**B. Election.** All Officers, except the Immediate Past President and President, shall be chosen annually by a majority vote of the Directors at a meeting of the Directors prior to the election of Directors by the Membership. No person shall be eligible to become an Officer unless he or she has completed at least two (2) years' service as a member of the Board of Directors.

- 1) Applications or nominations for Officer positions shall be due to the President (either by post-mark or receipt of fax or email transmission) not less than sixty (60) days before the Annual Conference. The specific date for each year shall be forwarded to eligible Board members in January of each year.
- 2) A list of all persons who have advised the President of their intention to seek election as an Officer shall be published thirty (30) days before the Annual Conference.

- 3) Candidates should apply or nominations should be made in letter format (maximum three (3) pages), which shall be shared with all Board members for their review prior to the meeting during Annual Conference.
- 4) Board members shall vote for the offices of President-Elect, Treasurer, and Secretary. Voting shall be conducted by confidential ballot and votes shall be counted by a past president or by some other person appointed by the President for that purpose who is not a candidate for any Officer or Director position.
- 5) Each office shall be filled by majority vote of the Directors and Officers, excluding the President. If after the first ballot there is no majority, the candidate with the lowest number of votes will be eliminated. If there is a tie for the lowest number of votes, the Directors and Officers will vote to break the tie. If the two candidates tie again, the President shall break the tie. The candidate receiving the most votes moves forward to the second ballot. If no candidate receives a majority in the second ballot, the process repeats. The process shall repeat until two candidates remain. At that time, if there is a tie between the two candidates, the President shall cast the deciding vote.

### **C. Duties.**

**Sec. 1. President.** The President or any other Officer designated by the President shall preside at all meetings of the Members and Directors of the Council. The President shall oversee the implementation of all resolutions of the Board of Directors, assign duties to the other Officers of the Council as appropriate and perform such other duties as set forth in these Bylaws. The President shall also have such other powers and duties as may from time to time be prescribed by the Board of Directors.

**Sec. 2. Immediate Past President.** The Immediate Past President shall perform such duties as may from time to time be assigned to him or her by the President.

**Sec. 3. President-Elect.** The President-Elect shall perform such duties as may from time to time be assigned by the President. In any circumstance where the President fails to or is unable to discharge the duties of office, those duties shall devolve upon the President-Elect, who shall serve until the President resumes his or her duties.

**Sec. 4. Treasurer.** The Treasurer shall collect all dues and other monies belonging to the Council. The Treasurer shall be custodian of the monies of the Council which shall be disbursed under the authority of the Council. The Treasurer shall make a quarterly report to the President of all expenditures and receipts, and shall submit a report of such expenditures at each regular or special meeting of the Board of Directors. The Treasurer shall serve as chair of the Finance Committee. The Treasurer shall make a report to the Membership at the Annual Conference. The Treasurer shall perform such other duties as may from time to time be assigned by the President or the Board of Directors.

**Sec. 5. Secretary.** The Secretary shall be the custodian of the records and archives of the Council and shall preserve and keep a record of all Council business and meetings. The Secretary shall attend to providing all Notices required by law, these Bylaws or Resolutions of the Board of Directors. The Secretary shall serve as chair of the Membership Committee. The Secretary shall perform such other duties as may from time to time be assigned by the President or the Board of Directors.

To the extent not inconsistent with these Bylaws, the Board of Directors may, in its sole discretion, further define and delineate the roles and duties of any or all of the Officers.

**D. Individual Responsibilities of Officers.** Each person serving as an Officer shall have the following responsibilities:

- To attend all Executive Committee and Board of Directors meetings;
- To adhere to the Council's Standards of Conduct;
- To participate on Council committees as requested by the Council President, Chief Executive Officer, or Principal Staff;
- To contribute financially to the Council on an annual basis;
- To make efforts to increase the membership of the Council;
- To adhere to the Mission, Vision and Diversity Statements of the Council;
- To adhere to and support decisions made by the Board of Directors;
- To adhere to the Council's Conflict of Interest Policy and to file the acknowledgment and disclosure forms annually and as changes in circumstance may require;
- To serve as an ongoing ambassador of the Council in public and private contexts;
- To fulfill any commitments made to represent the Council in any capacity, and where such representation is supported by the Council, to bear financial responsibility for any costs incurred due to inability to fulfill such commitment; and
- To attend all, or substantially all, of the designated national conferences of the Council, currently the National Conference on Juvenile Justice and the Annual Conference, and to perform such duties as may be reasonably necessary to support the staff in the performing their duties and to perform such duties as may be assigned by the President.

The failure to comply with the Responsibilities of an Officer shall be considered by the Board of Directors in voting for election to another office. Also, the failure to meet the Responsibilities of Officers may be referred to the Conduct Committee for review as outlined in Article VIII. E. 2., and may constitute a basis for removal of an officer as outlined in Article VII. C.

**ARTICLE VII. VACANCIES, RESIGNATION, REMOVAL AND DISQUALIFICATION.**

**A. Vacancies.**

**Sec. 1. Officers.** If a vacancy occurs in the office of President, the President-Elect shall move into that office. If a vacancy occurs in any other office, a special election may be held by a majority vote of the Directors. After electronic or other notice to the Board, candidates shall apply and election proceed according to established process. Election shall be held at the next regularly scheduled meeting of the Directors, at a conference call meeting of the Board of Directors called for that purpose, or, when necessary, by conducting an electronic vote of the Directors to proceed under the rules for an action

without a meeting. If the office of Immediate Past President becomes vacant, the position will remain vacant until the next Annual Conference.

**Sec. 2. Judicial Directors.** If a Judicial Director position becomes vacant, the office shall presumptively remain vacant until the next Annual Conference, unless the Executive Committee determines it is necessary to fill the vacancy or the number of Directors falls below the minimum required. If so determined, the vacancy will be filled from a list of viable, qualified candidates interviewed by the Nominating Committee at the previous Annual Conference, according to established recommendation and election process. A majority vote of the remaining Directors is required to fill the vacancy until the next Annual Conference, at which time the vacancy will be voted upon by the members with other open Judicial Director positions to fill the remainder of the unexpired term.

The voting Members shall have the right to fill such unexpired term of office (whether or not the same had been temporarily filled by the remaining Directors) at any meeting of the Members called for that purpose.

**Sec. 3. Private Sector Directors.** If a Private Sector Director position becomes vacant, the office shall be filled by a majority vote of the remaining Directors, at such time a viable candidate becomes available and is recommended by the Development Committee.

The provision for breaking a tie as outlined under Article VI. B. 5. of these Bylaws will also apply to this section.

**B. Resignation.** Any Officer or Director may resign at any time by giving written notice to the Secretary of the Council.

**C. Removal and Suspension.** Any Officer or Director may be removed from office by a vote of two-thirds (2/3) of the entire Board of Directors, voting in any manner prescribed by the Board. It is expected that Directors shall attend all Board meetings. If two (2) consecutive meetings are missed, the Board of Directors may vote for removal of the absent Director. If three (3) consecutive meetings are missed, the Director is automatically removed from the Board of Directors. A Director is not eligible for a second term of Board service if he or she has not attended fifty percent (50%) of the meetings during the first term. Exceptions to the above may be made for good cause, as shall be determined by the President, who shall then report such circumstances to the Board.

The President, with the concurrence of the Executive Committee, may suspend a Director while a violation of any of the Individual Responsibilities of Directors as outlined in Article IV. C. is being considered by the National Council Conduct Committee or any conflict of interest or competing interest is being considered by the Audit Committee if deemed to be in the best interests of the Council. That suspension will last until the Director is cleared of any alleged violation, the violation is cured, or the Director is removed pursuant to this section.

**D. Disqualification.** If an Officer or Judicial Director is removed from judicial office, or is defeated for election or retention as a judicial officer, he or she is no longer eligible to serve in the position of Officer or Director if he or she is not eligible under the laws of his or her home state to serve as a judicial officer. Judicial officers who retire, resign, or take senior status will be eligible to serve in the position of Officer or Director if he or she is otherwise qualified to serve as a judicial officer.

## ARTICLE VIII. COMMITTEES.

**A. Introduction.** Much of the work of the Council is done through its committees. Committees may be established by the Board of Directors or the President as may be deemed proper, and such committees may be delegated such powers and authority, as, in the discretion of the Board of Directors, it deems proper; provided, however, that such authority shall not be inconsistent with the provisions of these Bylaws nor any other authority delegated to any other committee created by these Bylaws, or by the Board of Directors. The Board of Directors shall establish committees which have or may exercise the powers of the Board; otherwise the President may establish committees as needed. The various types of Council committees are delineated below. Each Committee shall establish a charter, consistent with the Vision and Mission of the Council, to guide its process and its work, and clarify the role of Committee members. To the extent any committee charter conflicts with the Bylaws, the Bylaws shall prevail.

Committees may conduct business by conference call, in-person meetings, email or other electronic means. Action may be taken by email or electronic vote, provided the opportunity for discussion is given during a conference call or meeting, or waived by a majority of committee members.

**B. Board Committees.** The President may recommend the establishment of committees to assist the Board of Directors in its work, subject to the approval of the Board. However, such committees shall have only the authority as established by the Board and all action taken by a committee shall be approved by the Board of Directors. All members of the Board of Directors shall be appointed to a Board Committee.

- 1) The President, in consultation with the other members of the Executive Committee, shall appoint members to the Board Committees each year, and shall have authority to remove such members at his or her discretion.

Board Committees shall be comprised of current members of the Board of Directors, but may also include past Board members, other members of the Council, and such Council staff as are deemed necessary for the committees. A majority (51%) of those appointed to any Board committee shall be current Board members. Staff who serve on such committees shall be non-voting members.

- 2) To the extent possible, there shall be continuity in membership with terms of two (2) years revolving, so that one-half of each committee is appointed annually.
- 3) Each Board Committee shall have as the chair a current member of the Board of Directors.
- 4) Board Committees shall serve and take direction from the President and Board of Directors, and shall provide written reports to the Board for every regularly scheduled Board meeting.
- 5) The President, Immediate Past President and President-Elect shall be *ex officio* members of all Board Committees, shall be considered when determining a quorum, and shall have the same powers and duties, including without limitation, the right to vote as do other members of such committees.
- 6) The President may appoint advisors to assist as needed (advisory members), but such advisors shall not be voting members of Board Committees.
- 7) When in-person meetings are funded, only current Board members who serve on Board committees are funded for attendance, except where funded participation of others is determined necessary on a case-by-case basis and approved by the President.



- 8) Each committee shall be supported by a member of the Council's staff who will work closely with the chair of the committee, but who will ultimately be responsible to the Council's Administration as designated by the Chief Executive Officer.

Each year the President shall appoint members to the following standing Board Committees:

- Development
- Diversity
- Finance
- Governance
- Legislative
- Membership

**C. Advisory Committees.** Advisory Committees shall be appointed for the purpose of advising the Principal Staff regarding the work of the Council as related to its mission. The committees shall assist in creating and developing policy for recommendation to the Board of Directors, and may present ideas to the Principal Staff for consideration. The Principal Staff shall present current developments and goals to the Advisory Committees to elicit their guidance on funding and substantive work. Each Advisory Committee shall hold a minimum of one meeting per year. Whenever possible, an in-person meeting shall be held. Committees may also consider other means that may be more expedient such as by conference call or other electronic communication, particularly if more than one meeting is convened in any year.

Advisory Committees shall be appointed as outlined herein, except that the Advisory Committee for the National Center for Juvenile Justice (NCJJ) shall be known as the Board of Fellows.

- 1) Each year, the President, in consultation with the other members of the Executive Committee and the Principal Staff, shall appoint members of the Advisory Committees, with consideration to experience and expertise related to subject matter of the committee. With cause, the President shall have the authority to remove an Advisory Committee member.
- 2) All Advisory Committees shall include only members of the Council.
- 3) Ideally Advisory Committees shall range in size from 10-22 members, but may have fewer members. The size of each Advisory Committee shall be determined in consultation with the Principal Staff.
- 4) Each Advisory Committee shall have as the chair or vice-chair a member of the Board of Directors.
- 5) No authority of the Board of Directors may be delegated to an Advisory Committee.
- 6) The President and President-Elect shall be *ex officio* members of all Advisory Committees, shall be considered when determining a quorum, and shall have the same powers and duties, including without limitation, the right to vote as do other members of such committees.
- 7) Each Advisory Committee shall provide a written report to the Board for every regularly scheduled Board meeting.

Each year, the President shall appoint the following Advisory Committees:

- Family Violence and Domestic Relations
- Child Welfare and Juvenile Law
- National Center for Juvenile Justice (Board of Fellows)

The Chair of an Advisory Committee may appoint subcommittees as needed during the year, in consultation with Principal Staff. Subcommittees need not be made up entirely of Advisory Committee members.

**D. Council Subject Committees.** Subject Committees exist to advise and inform the Board, Administration, Principal Staff, and the membership on substantive areas of law, procedure, practice or projects relevant to the mission and vision of the Council.

- 1) Each year the President, in consultation with the other members of the Executive Committee, shall decide which Subject Committees shall continue to exist and which new committees shall be created.
- 2) The President, in consultation with the other members of the Executive Committee, shall appoint persons to the Subject Committees.
- 3) Subject Committees shall include members of the Council but may also include non-members. Non-members may not constitute more than one-quarter (1/4) of the committee. The President shall only appoint a member of the Council as chair of the committee.
- 4) No Authority of the Board may be delegated to a Subject Committee.
- 5) The President and President-Elect shall be *ex officio* members of all Subject Committees, shall be considered when determining a quorum, and shall have the same powers and duties, including without limitation, the right to vote as do other members of such committees.
- 6) Subject Committees shall meet in-person when funding permits but shall endeavor to consider other convenient means to meet.
- 7) Each committee shall be supported by a member of the Council's staff who will work closely with the chair of the committee, but who will ultimately be responsible to the Council's Administration as designated by the Chief Executive Officer.
- 8) Each Subject Committee will provide a written report on its work to the Board for every regularly scheduled Board meeting.

**E. Special Standing Committees.** These are permanent committees which serve the Council and which have special criteria delineated in these Bylaws.

**1) Nominating Committee.** The President, in consultation with the Executive Committee, shall appoint members of the Nominating Committee for the purpose of recommending a slate of Judicial Officer Directors to be voted upon by the membership at the Annual Conference.

- a. The Nominating Committee shall consist of the President, Immediate Past President and President-Elect who shall serve as *ex officio* members, in addition to four (4) other members of the Council.

Except for the *ex officio* members listed above, no member of the Nominating Committee may be a candidate for any position on the Board of Directors for that year.

- b. *Ex officio* members of the Nominating Committee shall be considered when determining a quorum, and shall have the same powers and duties, including without limitation, the right to vote as do other members of the committee.
- c. The Nominating Committee will consider diversity in all its forms, including race, ethnicity, national origin, gender, sexual orientation, socio-economic status, religion, age, disability status, profession, geography, and jurisdiction.
- d. The Nominating Committee shall establish a charter and procedures to guide its process and its work, and shall publish its procedures six (6) months prior to the Annual Conference each year.

**2) National Council Conduct Committee.** There shall be established a National Council Conduct Committee to review matters arising under, and to render advice regarding, the Standards of Conduct and the NCJFCJ Director Duties and Responsibilities Agreement.

- a. The Conduct Committee shall be comprised of five (5) members, each of whom is a former President of the National Council of Juvenile and Family Court Judges, but who has not been President for at least three (3) years preceding his or her appointment to the committee. If any such appointee shall decline or be unable to serve and there are no other qualified former Presidents willing and able to serve, the President shall appoint any former officer or former member of the Board of Directors to complete the five (5) member committee.
- b. The members of the Conduct Committee shall serve staggered terms of three (3) years each. The President shall appoint two (2) members pursuant to paragraph (1) above for three (3) year terms, one (1) member for a two (2) year term, and two (2) members for a one (1) year term.
- c. At the expiration of each member's term, the President shall select his or her successor.

**3) Audit Committee.** There shall be established an Audit Committee which shall have the following mission:

- To represent the Board of Directors in overseeing the establishment and implementation of appropriate accounting policies and internal controls so that financial reporting is accurate and reliable in order to avoid fraud;
- To assess business risk for the Council and to determine whether the Council is planning adequately for those risks;
- To select the audit firm to conduct an independent audit of the Council's financial statements;
- To review and approve the audit scope, fees, and final report and recommend approval to the Board of Directors;
- To review published documents containing the Organization's financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements (including tax returns);

- To monitor the roles of the Board, Council Administration and internal or external auditors to ensure the Council follows good financial governance practices;
  - To review litigation and other legal matters that may affect the Council's financial condition and monitor compliance with business ethics and other policies; and
  - To review and determine conflicts of interest of Members, Officers, Directors and employees of the Council and, if it is determined that a conflict exists, make recommendations to the President regarding actions to be taken, including sanctions. The President may impose a sanction recommended for a Member, Director or Officer or may impose a different sanction, which may include suspension, if deemed appropriate in his or her discretion. If the recommendation is removal from the Board of Directors, Article VII. C. of these Bylaws shall apply. The Chief Executive Officer shall determine all actions to be taken with employees, consistent with established employment policies and procedures.
- a. Each year the President, in consultation with the other members of the Executive Committee, shall make recommendation to the Board of Directors for membership of the Audit Committee. The Board shall appoint the members of the Audit Committee.
  - b. The number of committee members shall be determined by the President and may include persons who are not Directors of the Council or employees, who are appointed to provide the Committee financial or other expertise. The remaining members, including the Chair, shall be current or former members of the Board of Directors. All members of the Audit Committee shall be voting members.
  - c. The President, Immediate Past President and the President-Elect shall be *ex officio* members of the Committee, shall be considered when determining a quorum, and shall have the same powers and duties, including without limitation, the right to vote as do other members of the Committee.
  - d. The Committee shall schedule a minimum of two meetings per year. Meetings may be scheduled in-person as needed, in addition to meeting by other convenient means.
  - e. The Audit Committee shall operate in accordance with a Charter that is approved by the Board of Directors.
  - f. The Audit Committee shall provide a written report on its work to the Board for every regularly scheduled Board meeting.

**4) Past Presidents Committee.** There shall be established a Past Presidents Committee each year with the following mission:

- To develop relationships and joint work with other judicial organizations that share similar missions and goals as the Council;
- To develop relationships to further the efforts of the Council to positively impact practice and national policy; and
- To assist the Council in reviewing and monitoring its policy statements, public policy, and resolutions for relevance and areas that should be discussed and addressed.

- a. Membership of the Past Presidents Committee shall include any Past President in good standing who is able and willing to serve.
- b. The Immediate Past President shall serve as Chair of the Committee, and shall have the same powers and duties, including without limitation, the right to vote as do other members of the Committee.
- c. The Committee shall meet regularly by conference call or other electronic means, and in person as circumstances may allow.
- d. The Past Presidents Committee shall operate in accordance with a Charter that is approved by the Board of Directors.
- e. The Past Presidents Committee shall provide a written report on its work to the Board for every regularly scheduled Board meeting.

5) **NCJFCJ Amicus Council.** There shall be established an Amicus Council to promote the organization and assist with fundraising efforts and increase visibility of the NCJFCJ in local communities, their respective states, and nationally.

The NCJFCJ Amicus Council shall operate in accordance with its Charter, as adopted by the NCJFCJ Board of Directors.

- 1) The President, in consultation with the Chief Executive Officer, shall appoint members of the Amicus Council.
- 2) Amicus Council members are Sustaining Members of the Council.
- 3) The President shall appoint the Chair of the Amicus Council.
- 4) No authority of the Board of Directors may be delegated to the Amicus Council.
- 5) The Amicus Council shall have a liaison to the Board of Directors who shall provide a report at one meeting of the Board each year.

#### **ARTICLE IX. CHIEF EXECUTIVE OFFICER AND STAFF.**

**A. Chief Executive Officer, Professional Staff and Employees.** The Board of Directors shall employ a Chief Executive Officer, and assign to that individual the authority for management and operation of the organization, and is the only employee with the authority to bind the organization, within the scope of his or her employment and as directed by the Board of Directors. The Chief Executive Officer may employ professional staff and such other employees as are necessary or desirable to carry on the business of the Council under the oversight of the Board of Directors and the President. Nothing in these Bylaws should be construed to limit the authority of the Chief Executive Officer to remove professional staff or other employees. The Chief Executive Officer shall not assume any authority specifically designated to the Board of Directors in these Bylaws.

**B. Evaluation.** The Executive Committee shall be responsible for establishing a policy, process and timing for evaluation of the Chief Executive Officer, and for coordinating the evaluation annually, with the assistance of staff as necessary and appropriate. The Board of Directors shall have an opportunity to

provide input into the Chief Executive Officer's performance, and the President shall annually report to the Board and provide an executive summary on the Chief Executive Officer evaluation.

**C. Removal.** The Chief Executive Officer, after due notice and hearing, may be removed by the Board of Directors, whenever in its judgment the best interest of the Council shall be served, but such removal shall be without prejudice to the contract rights, if any, of the person removed, and such removal shall be made only with the affirmative vote of a majority of the then members of the whole Board of Directors voting in person or by mail ballot.

## **ARTICLE X. AMENDMENTS AND EXTRAORDINARY TRANSACTIONS.**

**A. Amendments to the Bylaws or Articles of Incorporation.** Except as provided in Paragraph B of this Article, the Bylaws and Articles of Incorporation may be amended as follows:

- 1) Proposed changes to the Bylaws or Articles of Incorporation should be submitted to the Governance Committee for consideration and recommendation to the Board of Directors. Any member of the organization may submit to the Governance Committee suggestions for changes or amendments to the Bylaws or Articles of Incorporation for consideration by the committee.
- 2) The Governance Committee will present proposed amendments, along with a recommendation, to the Board of Directors at their next meeting. Amendments should be considered and approved or disapproved by majority vote of the Directors.
- 3) Bylaws or Articles of Incorporation amendments approved by the Board of Directors should be noticed to voting members of the Council thirty (30) days prior to the Annual Conference membership meeting.
- 4) Provided a quorum is present, Bylaws or Articles of Incorporation amendments will be considered effective if two-thirds (2/3) of voting members approve.
- 5) A petition signed by twenty percent (20%) of voting members of the Council can place any proposed amendment to the Bylaws or Articles of Incorporation on the agenda for voting upon at the Annual Conference membership meeting, provided that the petition is presented to the President sixty (60) days prior to the Annual Conference membership meeting. Notice to the voting membership must be provided thirty (30) days prior to the meeting.
- 6) Notwithstanding the above, except as provided in Paragraph B of this Article, the Bylaws or Articles of Incorporation may also be amended at any time by a vote of two-thirds (2/3) of the currently seated Board of Directors provided that the Board has noticed and solicited input from the membership thirty (30) days prior to voting on the proposed amendment.

**B. Sale or Other Disposition of Assets, Merger, Consolidation, Dissolution.** All Extraordinary Transactions (as defined below) must be authorized and approved by a majority of both (1) the Board of Directors, and (2) the Voting Members at a meeting called for such purpose where a quorum is present. For purposes of these Bylaws, the term "Extraordinary Transactions" shall mean each of the following: (a) any lease, exchange, transfer, mortgage or other disposition of all, or substantially all, the assets of the Council (provided, that the Directors shall have the power to abandon such proposed sale, lease, exchange, transfer, or other disposition, subject to the contract rights of third persons, if such power of abandonment is conferred upon the Directors by the terms of the transaction or by the same vote of the voting Members and at the same or any subsequent meeting of the voting Members at which the

transaction is authorized by the Members), (b) any merger or consolidation of the Council into another corporation, provided, however, that the surviving or new corporation, as the case may be, resulting from such merger or consolidation must be a corporation, either domestic or foreign, organized for charitable and/or educational purposes, (c) confession of a judgment against the Council, (d) any assignment for the benefit of creditors or filing of a voluntary petition under the federal Bankruptcy Code or state insolvency law on behalf of the Council, (e) any action in contravention of these Bylaws or the Council's Articles of Incorporation, and (f) approval of the voluntary dissolution of the Council or revoking proceedings therefore.

#### **ARTICLE XI. INDEMNIFICATION.**

**A. Discretionary Indemnification.** The Council may indemnify, as provided by this Section, each Director and Officer, the Chief Executive Officer, employee, and each person who is serving or has served at its request as a trustee, director, officer or employee of another corporation (whether non-profit, or for profit), against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which he or she was, is, or may be made a party by reason of being or having been such trustee, director, officer, or employee of the Council ("Indemnified Party"). The Directors shall determine in their sole and absolute discretion whether to indemnify the Indemnified Party at a meeting at which a quorum consisting of Directors who neither were nor are parties to or threatened with any such action, suit or proceeding is present, provided that (a) such Indemnified Party was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of their duty to the Council or such corporation of which he or she is or was a trustee, director, officer or employee, (b) such Indemnified Party acted in good faith in what he or she reasonably believed to be the best interest of the Council, and (c) in any matter the subject of a criminal action, suit or proceeding, the Indemnified Party had no reasonable cause to believe that his or her conduct was unlawful. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Indemnified Party may be entitled apart from the provisions of this Article XI.

**B. Required Indemnification.** To the extent that a Director, committee member, officer, employee, or agent of the Council has been successful in the defense of any action, suit, or proceeding referred to in subsection (A) above or in the defense of any claim, issue, or matter therein, he or she shall be indemnified by the Council against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. The indemnification provided under this Section shall continue notwithstanding that such person has ceased to be a Director, committee member, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators.

**C. Limitation on Indemnification of Organization Managers in Certain Cases.** Notwithstanding the foregoing provisions of this Article XI, no indemnification by the Council of a person who is an organization manager within the meaning of Internal Revenue Code Section 4946(b) shall be made with respect to such person's defense in a judicial or administrative proceeding involving Subtitle D, Chapter 42 of the Internal Revenue Code or state laws relating to mismanagement of funds of charitable organizations unless:

- 1) Such person is successful in such defense or such proceeding is terminated by settlement and he or she has not acted willfully and without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42, and
- 2) The expenses indemnified do not include taxes, penalties, or the expenses of correcting any transaction pursuant to said Chapter 42.

**D. Insurance.** The Council shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer or designated agent of the Council, or is or was serving at the request of the Council as trustee, director, officer, employee or designated agent of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Council would have the power to indemnify them against such liability under the provisions of this Article or of Chapter 82 of the Nevada Revised Statutes, as may be amended from time to time.

#### **ARTICLE XII. OFFICES AND FILING.**

The principal office of the Council shall be located in the State of Nevada, County of Washoe, and the City of Reno. The Council may have such other offices, either within or without the State of Nevada, as the Board of Directors may determine or as the Officers of the Council may require from time to time.

The Council shall have and continuously maintain in the State of Nevada a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Nevada.

The Secretary shall, by the end of January of each year, file or cause to be filed with the Nevada Secretary of State a list of the Officers and Directors of the Council and their addresses, together with a designation of the Council's registered agent. The Secretary shall certify such list.

#### **ARTICLE XIII. FISCAL YEAR.**

The fiscal year of the Council shall be the twelve (12) month period ending on the 30th day of September, or ending on such other date as may from time to time be provided by the Board of Directors.

#### **CERTIFICATE OF SECRETARY**

I, Barbara Mack, do hereby certify that I am the duly elected and acting Secretary of NATIONAL COUNCIL OF JUVENILE AND FAMILY COURT JUDGES, a Nevada non-profit corporation; and that the foregoing Bylaws, comprising twenty-three (23) pages, constitute the original Bylaws of said Corporation as duly adopted by the Board of Directors on November 14, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation on November 14, 2019.

  
\_\_\_\_\_  
Barbara Mack, Secretary