

**FOURTH AMENDED BYLAWS
OF
PREVENT CHILD ABUSE, NORTH CAROLINA INC.
A North Carolina Non-Profit Corporation**

PREAMBLE

Prevent Child Abuse, North Carolina Inc. (the “**Corporation**”) was formed by filing Articles of Incorporation with the office of the North Carolina Secretary of State on or about January 23, 1979. The Board of Directors of the Corporation (“**Board**”), after confirming the satisfaction of the requisite corporate formalities for amendment and receiving the requisite waiver from the Board for any known or unknown requirements for amendment not satisfied, by affirmative vote received at a duly-called and attended meeting of the Board held on November 14, 2014 and on behalf of all of the Board members, known and unknown Directors (after significant discussion and review of the rights, interests, benefits, liabilities and responsibilities of such Directors), adopted the following Amended and Restated Bylaws (“**Bylaws**”) to amend, restate and replace, in all respects, all prior bylaws of the Corporation, in order to accurately set forth the rights, duties and obligations of the Corporation and the Board..

ARTICLE I

Offices and Purpose

Section 1. Name. The name of this Corporation shall be Prevent Child Abuse, North Carolina Inc. hereinafter referred to as the Corporation.

Section 2: Principal Office: The principal office of the Corporations shall be located in such place as is designated by Resolution of the Board.

Section 3. Registered Office and Registered Agent. The Corporation shall have and continuously maintain, in the State of North Carolina, a registered office and a registered agent whose office is identical with the registered office. The registered office and registered agent shall be as approved by the Board and set forth in the records of the office of the North Carolina Secretary of State, as required by law.

Section 4. Other Offices. The Corporation may have offices at such places, either within or outside the State of North Carolina, as the Board Directors may from time to time determine or as the affairs of the Corporation may require.

Section 5. Purpose. The purpose of the Corporation is to prevent child abuse and neglect, work to strengthen families in North Carolina and to execute the affairs of the Corporation.

Section 6. Non-profit Corporation: Charitable and Education. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina (the "Act"), shall operate exclusively

for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereinafter amended.

ARTICLE II

Membership

The Corporation shall have no members. All persons who were at any time previously members of the Corporation shall cease to be members as of the date and time of adoption of these Bylaws, and shall have no right, title or interest in or to the Corporation, nor to the assets and properties of the Corporation.

ARTICLE III

Board of Directors

Section 1. General Powers. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the property, affairs and business of the Corporation shall be managed by the Board.

Section 2. Purpose of the Board. The Board is responsible for the overall direction and policy of the Corporation and delegates responsibility of day-to-day business operations to the President/CEO of the Corporation.

Section 3. Number, Qualification and Term.

(a) Board Membership: The number of persons on the Board shall be at least ten (10), but shall not exceed twenty-five (25), not including ex officio Directors, such number to be determined annually by the Board at its final meeting of the fiscal year. Directors are expected to attend at least fifty percent (50%) of all Board meetings annually, either in person, through web-based technology, by teleconference, or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

(b) Board Composition:

(1) Terms: The Board shall be comprised of individual Directors. Each Director is elected to a three-year term and may serve a maximum of three consecutive three-year terms. The duration of a Director's term shall be calculated from the first day of the fiscal year following the Director's election to the Board. In the event a Director is elected to the Board prior to the start of the next fiscal year, the Director shall hold office for the additional period of time until the next fiscal year begins, upon which the three-year calculation of the Director's term shall commence. The Director shall hold office for the entire three-year term, calculated by the fiscal year, or until his or her death, resignation, retirement, removal or disqualification, if such occurs before the of the Director's current term. In the event a Director serves three consecutive terms, the Director will be eligible for re-election to the Board only after a period of one fiscal year off the Board.

(2) Qualifications: A Board member shall be deemed qualified if their qualifications are approved by a majority of the Board eligible to vote on the election. At minimum, Board members must be at least 18 years of age, actively support the mission and vision of the organization and be willing to attend at least fifty percent (50%) of board meetings annually.

(3) Election: A Director may not vote on his or her own election and must not be present during the discussion and vote on his or her Director position. Each Director shall be elected by a majority vote of the Board Members eligible to vote on the election.

(4) Duties: Each Director shall discharge his duties as a Director, including his duties as a member of any committee of the Corporation, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Corporation.

(5) Resignation: Directors may resign at any time on written notice to the Chair of the Board, the Secretary of the Board or the President/CEO of the Corporation. A resignation is effective upon receipt of the written notice by the appropriate person(s) unless the notice specifies a later effective date or subsequent event upon which it will become effective.

(6) Removal of Directors and Officers: Any Director or Officer may be removed with or without cause at any time by the vote of the majority of the then serving Directors.

(7) Vacancies:

(a) In the event of any vacancy occurring in the Board by death, resignation, disqualification, or otherwise, the remaining Directors shall continue to act. Vacancies shall be filled for the unexpired term by a vote of a majority of the Board at any meeting of the Board.

(b) Any Director elected to fill a predecessor Director's vacancy shall hold office for the unexpired portion of the term of the predecessor Director. Successor Director's shall be eligible to serve two (2) additional terms through the election procedures set forth in Article III, Section 3(b)(3).

(c) A Director may be elected to fill a vacancy that will occur at a specific future date (by reason of a resignation effective at a later date or otherwise) but the new Director shall not take office until the predecessor Director vacates his office.

(8) Ex Officio Positions: The Board may include *ex officio* positions, who shall not be Directors nor have the authority of Directors, but who shall attend meetings of the Board unless excused by the Directors. The President/CEO shall be an *ex officio* position on the Board.

Section 4. Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or Officers are Director or Officers, or

have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such Director(s) or Officer(s) are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- (a) The material facts as to such Director(s) or Officer(s) interest in such contract or transaction and as to any such common Directorship, Officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Director or Officer even though the disinterested Directors are less than a quorum; or
- (b) The material facts as to such Director(s) or Officer(s) interest in such contract or transaction and as to any such common Directorship, Officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

The Board may, from time to time, develop a conflict-of-interest policy not inconsistent with these Bylaws, and require each Director to consent to and affirm his agreement with such policies.

Section 5. Compensation. Directors shall not receive any compensation for their services on the Board; provided, however, that nothing in this Section 5 shall be construed to preclude any person who is a Director from also serving the Corporation in another capacity and receiving compensation therefore.

Section 6. Certain Director Liability. In addition to other liabilities that may be imposed by law upon Directors, a Director shall be subject to the following liabilities:

- (a) A Director who votes for or assents to the making of a loan or guaranty or other form of security is personally liable to the corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid, or for any liability of the corporation upon the guaranty, if it is established that he did not perform his duties in compliance with N.C. General Statute § 55A-8-30 or that the loan or guaranty was made in violation of N.C. General Statute § 55A-8-32.
- (b) A Director who votes for or assents to a distribution made in violation of N.C. General Statute § 55A Article 13 and Article 14, or the articles of incorporation or these bylaws is personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating N.C. General Statute § 55A Article 13 and Article 14, or the articles of incorporation if it is established that he did not perform his duties in compliance with N.C. General Statute § 55A-8-30. In any proceeding commenced under this section, a Director has all of the defenses ordinarily available to a Director under the law, the articles of incorporation and these bylaws.
- (c) A Director held liable under subsection (a) or (b) of this Section is entitled to:
 - (1) Contribution from every other Director who could be held liable under subsection (a) or (b) of this section for the unlawful loan or distribution; and
 - (2) Reimbursement from each person

for the amount he accepted knowing the unlawful loan or distribution was made in violation of N.C. General Statute § 55A-8-32, Article 13, or Article 14, or the articles of incorporation of the Corporation.

(d) No action shall be brought against the Directors for liability under this Section after three years from the time when the cause of action was discovered or ought to have been discovered through reasonable diligence.

Section 7. Committees. The Board may appoint, in its discretion, ad hoc and/or advisory committees as needed to meet the objectives identified by the Board. Membership on said committees shall not be deemed membership on the Board.

ARTICLE IV

Board of Directors Meetings

Section 1. Place of Meetings. The Regular and Annual meetings of the Board may be held at the principal office of the Corporation or at such other place within the State of North Carolina, as shall be designated in the notice of the meeting.

Section 2. Regular Meetings. The Board of Directors shall meet at least four (4) times a year with one of the four meetings being the annual meeting as outlined in Section 3 of this Article IV.

Section 3. Annual Meeting. An annual meeting of the Board shall be held at a time and place determined by the Board.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President/CEO, the Chair, or by twenty percent (20%) of the Directors then in office. The person or persons authorized to call special meetings of the Board may designate any place, either within or without the State of North Carolina, as the place for holding a special meeting.

Section 5. Attendance at Regular, Annual or Special Meeting. Directors are expected to attend at least fifty percent (50%) of all Board meetings annually either in person, through web-based technology, by teleconference, or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 6. Notice. Written notices of regular meeting, setting forth the time and place of the meeting shall be sent to each Director at least five (5) business days before such meetings. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each Director at least twenty-four hours before the meeting. This notice may be given either personally, by electronic mail, by U.S. Mail or by other means of delivery to the address of each Director appearing on the books of the Corporation.

Section 7. Waiver of Notice. A Director may waive, in writing, notice of a regular or special meeting of the Board either before or after the meeting, and his or her waiver shall be deemed the equivalent of giving notice. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. Attendance of a Director at a meeting shall constitute

waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened. Any business transacted without waiver or proper notice as stated herein will be deemed void.

Section 8. Quorum. The attendance of at least fifty percent (50%) of the Directors will be deemed a Quorum. Directors of the Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business; provided, if less than a quorum of the Directors shall be present at the time and place of any meeting, the Directors present may adjourn the meeting from time to time until a quorum shall be present, and notice of any adjourned meeting need not be given.

Section 9. Actions by the Board. Except as otherwise expressly provided by the Act, or by the Articles of Incorporation, or by these Bylaws, the lawful action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board.

- (a) Each Director present at a meeting shall be entitled to one vote on a matter requiring Board approval at all meetings of the Board of Directors.
- (b) All voting at meetings of the Board of Directors shall be by voice or a show of hands, except where otherwise specified, or where a written ballot is requested by a majority of those Directors present and entitled to vote at such meeting.

Section 10. Presumption of Assent: A Director who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting, or his dissent or abstention from the action is otherwise entered in the minutes of the meeting, or unless he either files his written dissent to such action with the Secretary before the adjournment thereof or forwards his written dissent by registered mail to the Secretary immediately after the adjournment of the meeting. The right to dissent is not available to a Director who voted in favor of such action.

Section 11. Action by Directors Without Meeting. Any action required or permitted by the Act to be taken by the Board at an annual, regular, or special meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the Directors, whether done before or after the action so taken, and filed with the minutes of the proceedings of the Board. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 12. Delegation of Duties. Whenever an Officer of the Board is absent or whenever for any reason the Board of Directors may deem it desirable, the Board, by Resolution, may delegate the powers and duties of an Officer to any other Officer or Officers or to any Director or Directors.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Corporation shall consist of a Chair of the Board of Directors, a Vice Chair of the Board, a Secretary of the Board, a Treasurer of the Board a President/CEO

of the Corporation, and any Vice Presidents of the Corporation appointed from time-to-time by the President/CEO of the Corporation. Any two or more offices may be held by the same person, but no Officer may act in more than one capacity where action of two or more Officers is required.

Section 2. Election and Term. The Board of Directors, initially and at the Board meeting immediately preceding the start of the fiscal year, shall elect from among the Directors the Chair, Vice Chair, Secretary, and Treasurer. Elections of the Chair, Vice Chair, Secretary, and Treasurer must occur at least once a year. If necessary to fill offices that have become vacant, the Board may elect Officers at any regular meeting. An Officer may not vote on his or her own election and must not be present during the discussion and vote on his or her Officer position. The Chair, Vice Chair, Secretary, and Treasurer must each be elected by a majority of the Board eligible to vote on the election.

The Chair, Vice Chair, Secretary, and Treasurer's terms shall begin upon the next fiscal year and that Officer shall hold office for one fiscal year or until his or her death, resignation, retirement, removal or disqualification, if such occurs before the end of that Officer's term, or until his or her successor has been elected and qualified. The Chair, Vice Chair, Secretary, and Treasurer are limited to two consecutive one-year terms, to begin and end with the first meeting of each fiscal year. Once an Officer's term expires, he or she shall continue to serve as a Director until his or her Director term expires.

Section 3. Qualifications. An Officer shall be deemed qualified if their qualifications are approved by a majority of the Board eligible to vote. At minimum, the Chair, Vice Chair, Secretary, and Treasurer must be at least 18 years of age, actively support the mission and vision of the organization, be willing to attend at least fifty percent (50%) of board meetings annually, and be a duly elected Director of the Company for the entirety of the Officer's term.

Section 4. Duties of the Chair. The duties of the Chair of the Board of Directors shall be to:

- (a) Preside at all meetings of the Board of Directors;
- (b) Appoint committees and their chairpersons;
- (c) Act as chairman and member of the Executive Committee and serve in an *ex officio* position/capacity of all standing committees;
- (d) Provide leadership to the Corporation to define its mission and establish policies that assure legal compliance, financial responsibility and completion of the goals of the Corporation;
- (e) Work closely with the President/CEO to advise or assist in the operation of the Corporation as necessary or advised; and to
- (f) Perform such other duties as prescribed by the Board of Directors.

Section 5. Duties of the Vice Chair. At the request of the Chair, or in the event of the Chair's absence, death, inability or refusal to act, the Vice Chair will have all the powers and be subject to perform the duties of the Chair. The Vice Chair shall be a member of the Executive Committee. The Vice Chair shall perform such other duties and have such authority as from time to time may be assigned to him/her by the Board.

Section 6. Duties of the Secretary. The Secretary shall keep the minutes of the meetings of the Board and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall maintain and authenticate the records of the Corporation and shall be

custodian of the records, books, reports, statements, certificates and other documents of the Corporation and the seal of the Corporation, and see that the seal is affixed to all documents requiring such seal. In general, the Secretary shall perform all duties and possess all authority incident to the office of Secretary, and shall perform such other duties and have such other authority as from time to time may be assigned by the Board. The Secretary shall be a member of the Executive Committee. An Assistant Secretary may be appointed by the Board, who may be a member of the staff, who shall perform such duties of the Secretary, as directed by the Secretary and by the President/CEO.

Section 7. Duties of the Treasurer. The Treasurer shall have supervision over the funds, securities, receipts, and disbursements of the Corporation. The Treasurer shall in general perform all duties and have all authority incident to the office of the Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted by the Board. The Treasurer may be required to give a bond for the faithful performance of his/her duties in such form and amount as the Board may determine. The Treasurer shall be a member of the Executive Committee and Chair the Operations Committee.

Section 8. Duties of President/CEO. In conjunction with the duties set forth under Article VII, the President/CEO shall be the chief executive Officer of the Corporation and shall be primarily responsible for the implementation of policies and actions of the Board. He or she shall have authority over the general management of the Corporation in accordance with the Act, the Articles of Incorporation and these Bylaws, subject only to the ultimate authority of the Board. He or she may sign and execute instruments in the name of the Corporation as a further written expression of action adopted and authorized by the Board, except in cases where the signing and the execution thereof be expressly delegated by the Board or these Bylaws to some other Officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he or she shall perform all duties incident to the office of the President/CEO and such other duties as from time to time may be assigned to him or her by the Board. The President/CEO position is a non-voting Officer of the Board.

Section 9. Duties of Vice Presidents. Vice Presidents, if any, and as appointed from time-to-time by the President/CEO, shall have such powers and duties as may be assigned to him or her by the President/CEO. Vice Presidents are non-voting Officers of the Board.

Section 10. Compensation of Officers. The President/CEO of the Corporation and Vice President(s) of the Corporation may be paid such reasonable compensation as authorized by the Board of Directors and President/CEO in the case of the Vice President(s). Other Officers shall not receive any compensation for their services on the Board; provided, however, that nothing in this Section 9 shall be construed to preclude any person who is an Officer from also serving the Corporation in another capacity and receiving compensation therefore.

ARTICLE VI

Committees

Section 1. Appointments of Committee Chair. From the current Directors serving on the Board in office, the Chair shall appoint a Committee Chairman for all existing committees with the approval of the Executive Committee, as defined in Article V, Section 3(b), or the Board.

Section 2. Membership. In consultation with the Chair, the Committee Chair shall select the other members of their respective committees. There shall be at least one Board Director on each committee. Unless otherwise designated in these Bylaws, the term of committee membership for the committee chair and committee members shall be one year, beginning and ending with the first month of the fiscal year.

Section 3. Standing Committees. The Standing Committees, which shall be in existence at all times, shall consist of an Executive Committee and an Operations Committee. Notwithstanding the duties assigned below to each committee, and other than the Executive Committee, the members of the Committee and the Committee's activities shall be subject to the supervision and oversight of the Board of Directors.

(a) **Executive Committee:** The Chair, Vice Chair (if any), Secretary, Treasurer and Committee Chairs shall constitute the Executive Committee. The President/CEO shall serve as an *ex officio* member of the Executive Committee, with no power to vote, and shall attend all meetings of the Executive Committee unless excused by the Chair. In the event of an emergency, this Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors, subject to the limits prescribed under subsection (ii) of this Section, in the governance of the Corporation during intervals between meetings; including establishing and implementing a formal and systematic process of evaluating the performance of the Corporation's President/CEO. A quorum of 1/2 of the Executive Committee members will be required, and the Chair of the Board will chair the Executive Committee.

(i) Duties of the Executive Committee: Duties of the Executive Committee shall include:

- Setting of performance benchmarks with the President/CEO annually;
- Conducting performance review and evaluation annually of the President/CEO, using subjective input from both Directors and organizational staff added to an assessment of whether the CEO has met the objective benchmarks set forth each fiscal year;
- Setting compensation for the President/CEO within the parameters of the Corporation's salary ranges as approved by the Board;
- Recommending to the Board, for its ratification, the hiring, dismissal, performance evaluation, and compensation of the President/CEO.
- Shall be responsible for on-going review and recommendations to enhance the constant and future viability of the Board. Key focus will be in the following board governance areas: roles and responsibilities, composition, knowledge, effectiveness, and leadership of the Board; and
- Ensure the development of the Corporation's strategic plan on a periodic basis.

(ii) Limitation of Powers. The Executive Committee shall have no power to:

- Authorize distributions;
- Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;

- Elect, appoint or remove Directors, or fill vacancies on the Board or on any of its committees;
- Adopt, amend, or repeal the Articles of Incorporation or these Bylaws; or
- Hire or terminate the President/CEO;
- Approve any loan, borrowing or other extension of credit for the benefit of the Corporation, or from the Corporation for the benefit of another; or
- Authorize or make any expenditures or series of related expenditures on behalf of the Corporation in excess of Ten Thousand Dollars (\$10,000) (individually or in the aggregate) at any time.

(b) **Operations Committee:** The Operations Committee shall be chaired by the Treasurer and its members shall be appointed pursuant to Section 2 of this Article VI. The Operations Committee shall have general responsibilities for the preparation of budgets, review of all interim and annual financial statements and audits, review internal fiscal policies and make policy recommendations as it pertains to fiscal allocations. The Operations Committee shall review and update the personnel policies and procedures of the Corporation and make any recommendations to the Board for revisions to such personnel policies as it deems necessary. The Operations Committee shall review these By-Laws and make any recommendations for changes to the Board of Directors as needed.

Section 4. Other Committees. By resolution adopted by a majority of the Directors then in office (provided a quorum is present), the Board may designate one or more additional committees to further the purpose of the Corporation, but which committees shall not exercise the authority of the Board or the Corporation, but rather shall assume such responsibilities or provide such services which shall be defined from time to time by the President/CEO or the Board Chair. The Board may at any time and from time to time elect to not maintain any one or more of the committees. The following committees are in existence at this time and are adopted by the Board.

(a) **External Relations Committee:** The External Relations Committee shall be chaired by a Director appointed by the Board Chair and members shall be appointed pursuant to Section 2 of this Article VI. The members shall have the responsibility of developing and implementing plans to raise resources and build relationships which support the Corporation's strategic plan, as well as to ensure the fiscal health of the Corporation and for increasing awareness of the Corporation's accountability to its mission.

(a) **Program & Policy Committee:** The Program and Policy Committee shall be chaired by a Director appointed by the Board Chair and members shall be appointed pursuant to Section 2 of this Article VI. The members shall have the responsibility for reviewing and recommending effective programs as well as advancing public policies which are consistent with the Corporation's strategic plan.

Section 5. Removal.

(a) Any member of the Executive Committee may be discharged or removed by action of a majority of the Directors then in office (provided a quorum is present).

(b) Any member of any standing or other appointed committee may be discharged or removed by the chairperson of such committee, by the Chair, the President/CEO or the Board.

ARTICLE VII

President/CEO

Section 1. Appointment. The Board shall appoint the President/CEO after considering recommendations from the Executive Committee. The President/CEO shall serve as the Corporation's chief executive Officer and shall be responsible to the Board.

Section 2. Responsibilities and Limitations. The President/CEO shall be responsible and accountable to the Board for carrying out the Corporation's mission as defined by the Board. The President/CEO shall have the full authority to make all necessary operational decisions and take all necessary actions. Acting within this authority, the President/CEO shall not perform any act, or allow or cause to be performed, any act that is unlawful, insufficient to meet commonly accepted business and professional standards that would be employed by a reasonable, prudent person, in violation of contractual standards or requirements set forth by funding sources or regulatory bodies, in violation of the Act, the Articles of Incorporation or these Bylaws, or contrary to explicit Board restraints on the President/CEO. The President/CEO shall serve as a non-voting member of the Executive Committee.

Section 3. Relationship with Board. The Board and the President/CEO shall work closely together in a mutually supportive manner, within their respective roles, in full recognition that their joint contributions are the key to the Corporation's continuing success.

Section 4. Employment. The Executive Committee shall recommend to the Board, for its ratification, the hiring, dismissal, performance evaluation, and compensation of the President/CEO.

Section 5. Vice Presidents. The President/CEO may appoint one or more Vice Presidents to serve in such positions with such duties as the President/CEO may assign from time to time. In the event the President/CEO is unable to perform any of his/her duties as President/CEO, one or more of such then current Vice Presidents may be appointed by the Board to fulfill such duties as directed by the Board.

ARTICLE VIII

Financial Matters of the Corporation

Section 1. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any Officer(s) of the Board or agent(s) as ratified by the Board to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by Resolution of the Board

pursuant to this Section of these Bylaws. Any authorized Officer of the Board or Board approved agent of the Corporation so may effect Board designated loans or advances for the Corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any such Officer or agent, when authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation any real property and all stocks, bonds, other securities, and other personal property at any time held by the Corporation, and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances. No loan, guaranty, or other form of security shall be made or provided by the Corporation to or for the personal benefit of its Directors, Officers, or employees of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time for the benefit of the Corporation in such banks or trust companies or with such bankers or other depositories as the Board may select, or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be given the Board.

Section 4. Checks and Drafts. All notes, drafts, acceptances, checks and endorsements or other evidences of payment of money, issued in the name of the Corporation, shall be signed by the President/CEO, the Chair or the Treasurer, or in such other manner as the Board from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the President/CEO, Chair or Treasurer or by any Officer or agent of the Corporation who may be designated by resolution of the Board if required and in such manner as such resolution may provide.

Section 5. Gifts. The President/CEO, Chair or Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise to be used for the general purposes or for any special purposes of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be established from time to time by resolution of the Board.

Section 7. Bond. Any Officer or agent of the Corporation authorized to disburse corporate funds may be required to give bond if required by the Board of Directors.

ARTICLE IX

General Provisions

Section 1. Corporate Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board.

Section 2. Notice; Waiver of Notice. Whenever any notice is required to be given under the Act, the Articles of Incorporation, or these Bylaws, if not specifically provided for otherwise herein, it may be communicated in person (unless written notice is specifically required by the Act, the Articles of Incorporation, or these Bylaws), by certified mail (return receipt requested), by electronic mail, by facsimile transmission or by overnight delivery via a reliable overnight carrier (FedEx, UPS, etc.). Written notice is

effective at the earliest of the following: (a) when received; (b) three (3) days following deposit in the United States mail, certified mail - return receipt requested, if mailed with postage thereon prepaid and correctly addressed; (c) when the transmission is sent, if sent between the hours of 8:00 a.m. and 4:00 p.m. EST by electronic mail correctly addressed or by confirmed facsimile transmission; or (d) on the next day if sent by reliable overnight, next day delivery if mailed with postage thereon prepaid and correctly addressed. For purposes of this Section 3, a "business day" shall mean any weekday (Monday through Friday) other than a day recognized as a legal holiday by the United States federal government or the State of North Carolina, and any notice received on a day other than a business day shall be deemed to be received on the next business day. A Director may waive notice otherwise required by the Act, the Articles of Incorporation, or these Bylaws, before or after the date and time stated in such notice, by delivery of a written waiver of such notice signed by such Director to the Corporation for filing or inclusion with the minutes or corporate records, or, to the extent provided by the Act, by attendance at the meeting to which such notice relates.

Section 3. Resolutions. As set forth under the Act, these Bylaws, and as otherwise may be required, the Board may adopt resolutions which will govern the Board and the Corporation. Resolutions of the Board may be approved and ratified by a majority of the Board (provided a quorum is present) present at any scheduled meeting. Resolutions must be recorded in writing and signed by an Officer of the Board. The Secretary of the Board shall maintain all current and past resolutions entered into by the Board. Resolutions may be repealed by the Board provided a quorum is present at any scheduled meeting.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and a record of all actions taken by the Board of Directors and any Committees thereof. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his agent or attorney for any proper purpose at any reasonable time. The Corporation shall keep a copy of the following records at the Corporation's principal office:

- (a) Its Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect. Such Articles shall be filed with the appropriate government agency.
- (b) These Bylaws, all amendments to them currently in effect, and all past amendments.
- (c) All Resolutions adopted by the Board.
- (d) A list of the names and business addresses of its current Directors and Officers.
- (e) Minutes of the Board and its meetings.

Section 5. Meeting Regulation. Upon demand of any Director or member of any committee, and unless otherwise provided for herein or in the Act, all meetings of the Directors (including annual, special and other) and of any committee shall be governed by the most current edition of Robert's Rules of Order.

Section 6. Nondiscrimination. The Corporation is an equal employment opportunity employer, and it is the Corporation's policy to maintain a working environment free of discrimination, intimidation, and harassment. All decisions regarding employment and selection of Officers and Directors of the Corporation shall be based on merit, qualifications, and abilities without regard to race, color, creed, religion, sex, national origin, age (as protected by the Age Discrimination in Employment Act), physical/mental disabilities (as defined by the Americans with Disabilities Act), veteran status, or any other characteristic protected by state or federal law. This commitment to equal treatment applies to all aspects of employment and selection, including, but not limited to: selection, training, assignment, promotion, and compensation, benefits, transfer, and performance evaluation, administration of

personnel policies, discipline, and discharge. All applicants are extended an equal opportunity to gain employment, and all employees are extended an equal opportunity to progress in their fields of endeavor.

ARTICLE X

Indemnification

Section 1. Officer, Director, Employee and Agent Indemnification. Every person who is or shall have been a Director, Officer, employee or agent of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Director or Officer. Costs and expenses shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement. Every person who is or shall have been a Director, Officer, employee or agent of the Corporation shall be indemnified and held harmless by the Corporation for the above described actions taken during the time that person held office to the fullest extent authorized by the "Act".

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 of this Article hereof is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Advance Payment of Expenses. The right to indemnification conferred in Section 1 of this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance through its final disposition; provided, however, that, if the Act so requires, the payment of expenses incurred by a Director, Officer, employee or agent in his capacity as such (and not in any other capacity in which service was or is rendered by such person while a Director, Officer, employee or agent including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article or otherwise.

Section 4. Non-exclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, these Bylaws, any agreement, the vote of disinterested Directors, or otherwise.

Section 5. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the Act.

Section 6. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Director, Officer, employee and agent of the Corporation, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE XI

Amendments

Section 1. Amendment to Bylaws. These Bylaws may be amended by Resolution by a majority of the Directors in office at the time the amendment is adopted (provided a quorum is present); provided, however, that at least five (5) days notice in writing shall be given of the intention to amend these Bylaws at such meeting; and such notice shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

(The Next Page Is the Certificate of Acknowledgement)

CERTIFICATE OF ACKNOWLEDGEMENT

I, Corporate Secretary, do hereby certify that I am the duly elected and qualified Secretary of **PREVENT CHILD ABUSE, NORTH CAROLINA INC.**, a North Carolina non-profit corporation (the "**Corporation**"), and that the foregoing is a true and correct copy of the Amended and Restated Bylaws adopted by the unanimous vote of the Board of Directors, acting for themselves and on behalf of all known and unknown Directors of the Corporation, as of this 14th day of November 2014.

IN WITNESS WHEREOF, I have affixed my name as Secretary as of this 6th day of February 2015



Prevent Child Abuse North Carolina
Secretary of the Board of Directors