

CHILDREN INCORPORATED

BYLAWS

Article I – Directors:

1.1 General Powers:

The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporations managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number:

The number of directors of the Corporation shall be not less than seven (7) and not more than thirteen (13). The number of directors may be increased or decreased from time to time by the Board of Directors.

1.3 Election and Term:

Additional or successor directors shall be elected in the manner and for the term set forth in the Articles of Incorporation. No individual shall be appointed or elected without the individual's prior consent. Directors shall be eligible to serve multiple consecutive three-year terms; however, directors must be approved by vote for each term in addition to their first one. Directors are to state their intention to serve an additional term at least six months prior to the conclusion of the active one. The board shall then re-elect the directors for another term prior to the start of the next.

1.4 Removal; Resignations; Vacancies:

The Board of Directors may remove any director, with or without cause. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors. Any director may resign by providing written notice to the Chair of the Board of Directors or, in the case of the Chair, to the Executive Committee of the Board of Directors. Resignations shall be effective upon receipt of such notice or, if a later date is specified in the notice, at such later date. A vacancy on the Board of Directors, including a vacancy resulting from the removal or resignation of a director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

1.5 Meetings:

The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Chair or the Board of Directors. Regular meetings shall be held at least quarterly on a schedule to be adopted by the Board of Directors. Special meetings may be called by the Chair and shall be called by the Secretary upon the request of three directors. If the place of meeting is not designated in the notice of a meeting, it shall be held at the principal office of the Corporation. The "annual meeting" of the

Board of Directors shall be the first regular meeting of the Board of Directors in each calendar year.

The “annual meeting” shall be the only one wherein guests may attend and interact with board members during a board meeting setting. During the first twenty minutes of the “annual meeting,” invited guests, or those approved to attend the meeting in advance, will be allowed to make presentations or proposals to the board; however, all guests will be required to leave at the conclusion of the allotted time so that the board may conduct the business of the Corporation in a closed setting.

1.6 Notice of Meetings:

Notice of meetings of the Board of Directors shall be given to each director at least three weeks in advance of each Board meeting by any form of written or electronic communication by which notices may be provided under the Virginia Nonstock Corporation Act. Any such notice shall set forth the time and place of the meeting.

1.7 Waiver of Notice:

A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director’s attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.8 Quorum; Voting:

A majority of the number of directors in office immediately before a meeting begins, provided such number satisfies the range fixed in Section 1.2 of these Bylaws, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the actions taken.

1.9 Electronic or Telephonic Meetings:

The Board of Directors may penult any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may effectively communicate. These include communication by telephone, email, or other electronic means. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.10 Action Without Meeting:

Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent, unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.11 Compensation and Expenses:

No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

Article II – Committees of Directors:

2.1 Committees:

The Board of Directors may create one or more committees and may appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees:

To the extent specified by the Board of Directors, each committee may exercise the authority delegated to it by the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Committee Meetings; Miscellaneous:

The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well, except that meetings of committees may be called on three days' prior notice.

Article III – Officers:

3.1 Officers:

The officers of the Corporation shall include a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be members of the Board of Directors and, in the discretion of the Board of Directors, one or more other officers or assistant officers who

shall have such titles and exercise such duties as may be deemed necessary or advisable to carry on the business of the Corporation. The Board may designate one or more of such other officers or assistant officers as the Chief Executive Officer and/or Chief Operation Officer of the Corporation.

3.2 Election; Term:

Officers shall be elected by the Board of Directors. The Chair, Vice Chair, Secretary, and Treasurer shall be elected at regular or special meetings of the Board of Directors and shall serve multiple consecutive three-year terms, unless they resign or are removed by the Board of Directors. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective. Vacancies may be filled by approval at any meeting of the Board of Directors. An individual elected to fill a vacant officer position shall serve for the balance of the unexpired term, and then may be elected to serve additional terms.

3.3 Removal of Officers:

The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 Chair:

The Chair shall preside at all meetings of the Board of Directors. The Chair shall serve as an ex-officio member of all standing committees. The Chair or his/her designee shall represent the Corporation to the public and facilitate collaboration with other organizations. Subject to the overall direction of the Board of Directors, the Chair may hire, appoint, and discharge employees and agents of the Corporation; may make and sign deeds, mortgages, deeds of trust, notes, leases, powers of attorney, contracts, and agreements in the name and on behalf of the Corporation; shall have power to carry into effect all directions of the Board of Directors; and may delegate duties and responsibilities to other officers and employees of the Corporation. For example, the President and Chief Executive Officer of the Corporation may make and sign deeds, mortgages, deeds of trust, notes, leases, powers of attorney, contracts, and agreements in the name and on the behalf of the Corporation, with an affirmative majority vote by the Board members.

3.5 Vice Chair:

The Vice Chair shall oversee the legal and policy requirements of the Board of Directors. The Vice Chair shall perform the duties of the Chair in his/her absence.

3.6 Secretary:

The Secretary shall maintain the official correspondence of the Board, including minutes of all meetings of the Board of Directors.

3.7 Treasurer:

The Treasurer shall work with the Corporation's staff to oversee adequate and appropriate internal controls, and assist with the development of the annual budget and analyze financial reports, as needed. The Treasurer shall work closely with the President

and Chief Executive Officer and the Controller of the company to make sure that adequate and accurate financial reports are provided to the Board of Directors.

Article IV – Conflicts of Interest:

4.1 Duty of Directors, Officers, and Employees:

The directors, officers, and employees of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the director, officer, or employee.

4.2 Interest:

For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Corporation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Corporation. Relationships and dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation shall not constitute interests under this Article.

4.3 Full Disclosure:

Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the Board of Directors at the first meeting of the Board after the conflict occurs, and, in any case before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to – or potentially adverse to – the Corporation's interest.

4.4 Standards and Procedures:

- (a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist.
- (b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interest and such proposed contract, transaction, or arrangement.
- (c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.
- (d) If a conflict of interest is deemed to exist, the person having the conflict of interest shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions or deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Corporation.

- (e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.
- (f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested director or directors, that:
 - (i) the proposed contract, transaction, or arrangement is in the Corporation's best interest and for its own benefit; and
 - (ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Corporation.
- (g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participating, and that a quorum was present. The Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

4.5 Corrective and Disciplinary Action:

The violation of this Conflict of Interest Policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.

Article V – Miscellaneous Provisions:

5.1 Fiscal Year:

The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination, it shall be from July 1 of each year through June 30 of the following year.

5.2 Interpretation:

For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

5.3 Amendments:

These Bylaws may be amended or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors. A two-thirds majority vote of all directors then in office shall be required to amend or repeal these Bylaws or adopt any new Bylaws.

Amended: February 2018

Board Members' Signatures:

Liz Collins, *Chair*: *Liz Collins*

Shantell Malachi, *Vice Chair*: *S Malachi*

Lynn Clayton, *Secretary*: _____

Kesia Gwaltney: *[Signature]*

Victor Rogers: *[Signature]*

Kindall Stevenson: _____

Allyson Petty Wiggins *Allyson Petty Wiggins*

Gabrielle Pearman *Gabrielle Pearman*

Charlotte Dean *Charlotte Dean*

Martina Allen *Martina Allen*

Emily McDuffie *Emily A McDuffie*