AMENDED BYLAWS
for
ADVOCATES FOR CHILDREN AND YOUTH, INC.
A Maryland Nonstock Corporation
/includes amendments through 6/25/09

ARTICLE I
Name/Purpose/Offices

SECTION 1: Name. The name of this Maryland nonstock corporation shall be Advocates for Children and Youth, Inc. ("ACY").

SECTION 2: Purpose. The principal purposes for ACY's existence are:

a. To identify problems, promote policies and programs that improve results for Maryland children in measurable and meaningful ways, and evaluate the effectiveness of programs and policies for the children and youth of Maryland.

b. To foster and support "charitable and educational purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of the Internal Revenue Code as may be enacted from time to time.

c. To exercise all powers which a corporation organized as a non-stock Corporation under the laws of the State of Maryland is authorized to exercise.

SECTION 3: Promotion of a State System. ACY shall promote the following principles for Maryland's system of services and programs for children and families (the "System").

a. The System shall be centered around the needs and strengths of the individual child and family. Services shall include comprehensive prevention and intervention services that ensure a healthy and stable home environment for children and their families.

b. The System shall provide community-based services, a single point of entry and case management services, including procedures for monitoring and evaluating services to children and their families.

c. The System shall seek input of children, families and services providers at all stages in the development and delivery of services to children and families.
d. The System shall be guided by the premise that "All children can learn". The System shall guarantee that all children throughout the State receive the same quality education and that this education be designed to prepare them to lead productive adult lives.

e. The System shall ensure that all children receive comprehensive health care services. The services shall be accessible to families and include outreach and health education.

f. The System shall ensure that state funding of services shall support and facilitate the above stated principles.

SECTION 4. Offices. The principal office of ACY is located at 34 Market Place, 5th Floor, Baltimore, Maryland 21202. ACY may have additional offices at such places as the Board of Directors may determine or the business of ACY may require.

ARTICLE II
Members

Pursuant to Section 5-204 of the Maryland Corporations and Associations Code, ACY shall not have members, but shall conduct its business through its Board of Directors as provided for herein and in its Articles of Incorporation.

ARTICLE III
Directors

SECTION 1: General Powers. The business and affairs of ACY shall be managed by its Board of Directors, which shall exercise all powers of ACY.

SECTION 2: Number, Tenure and Qualifications. ACY shall have a Board of Directors of at least thirteen (13) and not more than twenty-five (25) Directors. The vacancies on the Board of Directors created by the expiration of the Directors' terms of office shall be filled through election at the annual meeting of ACY's Board of Directors. Each Director shall serve for three years, except that beginning as of the effective date of these Bylaws, the Directors shall be divided into three (3) classes which shall be as equal in number as practicable; the first class to serve for a one-year term, the second class to serve for a two-year term, and the third class to serve for a three-year term. At the expiration of the initial term for each class, the subsequent terms for members of that class shall be three years. Membership in such classes shall be determined by the Directors holding office as of the effective date of these Bylaws. Directors may serve three (3) consecutive terms. A person who has served as a Director for three (3)
consecutive terms must then be a non-member of the Board of Directors for at least one (1) year before that person can be reelected to the Board of Directors for another term.

SECTION 3: Vacancies, Increase and Removal. Any vacancy occurring in the Board of Directors may be filled at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors, even if that majority constitutes less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director position to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of the majority of the Directors then in office or by an election at any regular or special meeting of the Directors called for that purpose, and his or her classification shall be determined by the Board of Directors. At a meeting called expressly for that purpose at a regularly scheduled Board Meeting or at any annual meeting, any Director may be removed, after having been given due notice, with or without cause, by a vote of two-thirds of the majority of the Directors then entitled to vote at the election of Directors. In addition, any member of Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to adhere to Board policies or to meet the minimum participation requirements established by the Board.

SECTION 4: Quorum. One-third (1/3) of the number of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5: Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times a year, one of which shall be the Annual Meeting. Special meetings of the Board of Directors may be called by the President or by a quorum of Directors through written notice of the time and place of the meeting. The purpose or purposes for which a special meeting is called shall be given to each Director not less than seven (7) days before the date of the meeting, either personally or by mail, or at the direction of the President, the Secretary, or the Directors calling the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States Mail addressed to the Director at his or her address as appears on the books of the ACY, with postage prepaid. No notice need be given of any adjourned meeting of the Board of Directors, provided the time and place thereof are announced at the meeting at which the adjournment is taken and provided that the adjournment is not for more than five (5) days. Any business may be transacted at any adjourned meeting which might have been transacted at the meeting for which notice was given. All meetings of the Board of Directors shall be held in accordance with existing laws regarding nonstock and nonprofit corporations in the State of Maryland.

SECTION 6: Telephone Meetings. Members of the Board of Directors may participate in a meeting by means of a conference telephone call or similar communications if all persons participating in the meeting can hear each other at the same time.
Participation in a meeting by these means shall constitute presence in person at the meeting.

SECTION 7: Informal Consent, Proxies. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors. No proxies may be voted at meetings of the Board of Directors by another member of the Board of Directors.

SECTION 8: No Compensation. The Directors shall serve without compensation, except that the Board of Directors shall have the right to authorize the reimbursement of expenses incurred for the benefit of ACY.

ARTICLE IV
Officers

SECTION 1: Officers. The officers of ACY shall consist of a President/Vice President(s), Secretary, and Treasurer, each of whom shall be chosen upon the expiration of the term of their predecessor in office by an affirmative vote of a majority of the Board of Directors at the annual meeting. Unless removed in accordance with the procedures established by law and these Bylaws, the officers shall serve for two years or until their respective successors are elected and qualify. The Board of Directors may elect or appoint such assistant officers as may be deemed necessary by the Board of Directors, and such assistant officers or agents shall serve until the next succeeding annual meeting or until their respective successors are elected and qualify.

SECTION 2: Powers and Duties. The officers of the ACY shall exercise and perform the respective powers, duties and functions as hereafter designated, all duties commonly incident to their respective offices, and other duties as the Board of Directors may designate.

a. President. The President shall be the chief executive officer and spokesperson for ACY unless the Board of Directors has designated an Executive Director. The President shall observe and report to the Board of Directors upon the execution of the orders and resolutions of the Board of Directors, shall cause to have executed on behalf of ACY all corporate documents, shall coordinate the activities of all committees which the Board of Directors shall from time to time create, and shall be an ex-officio Member of all committees which the Board of Directors may from time to time create, shall preside at meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time prescribe.
b. Vice President. In the absence or disability of the President, the Vice President shall perform all of the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall have such other powers and duties as may be prescribed by the Board of Directors.

c. Secretary. The Secretary shall give notice of all meetings of the Board of Directors, and shall keep accurate minutes of all meetings of the Board of Directors. The Secretary shall keep, or cause to be kept, a record of the names and addresses of the Board of Directors of ACY, and shall be responsible for the delivery of notices of meetings. The Secretary shall be the custodian of the records of ACY and of the seal of ACY and shall attest to the affixing of the seal of ACY when so authorized by the Board of Directors.

d. Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have the responsibility, care and custody of the funds, stock certificates and securities, bonds, valuable instruments, papers and documents of ACY. The Treasurer shall be chief financial officer of ACY and shall keep, or cause to be kept, accurate and complete books of account, including a record of receipts and disbursements, of ACY's financial transactions, which shall be the property of ACY, and shall render financial reports and statements of financial condition whenever so requested by the Board of Directors, or of legally constituted local, state or federal governmental agencies.

e. Other Officers. In the absence or disability of the Secretary or Treasurer, an assistant officer appointed by the Board of Directors may perform all duties of the respective officers and, when so acting, shall have all the powers of and be subject to all the restrictions of the respective officer.

f. Staff Assistants. The Board of Directors, the Executive Committee or the Executive Director may direct that staff assistants of ACY be available to assist any of the officers in executing the duties assigned to that office under these Bylaws.

SECTION 3: Removal/Resignation. Any officer or agent may be removed by an affirmative vote of a majority of the Board of Directors, whenever in its judgment the best interests of ACY will be served thereby. The election or appointment of any officer or agent shall not of itself create any contract rights. Any officer of the corporation may resign at any time by giving written notice of the resignation to the Board of Directors, the president or the secretary. Any resignation shall take effect at the time specified or, if the time when it shall become effective is not specified, immediately upon its receipt. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation.

SECTION 4: Vacancies. Any vacancy occurring in any office may be filled by the President or by an affirmative vote by the majority of the Board of Directors.
SECTION 5: Annual Report. The president or other executive officer of the corporation shall prepare or cause to be prepared annually a full and correct report of the affairs of the corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which report shall be submitted at the annual meeting and filed within 20 days thereafter at the principal office of ACY in the State of Maryland.

ARTICLE V
Executive Director

The Board of Directors shall employ an Executive Director to act as the chief administrative officer of ACY. The Executive Director shall administer ACY in a manner consistent with the policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The Executive Director shall not be a member of the Board of Directors and shall serve at the will of the Board of Directors.

ARTICLE VI
Professional Advisory Board

The Board of Directors may establish a Professional Advisory Board with no less than five (5) Members representing various disciplines relating to the needs of children and youth. Professional Advisory Board Members, if any, shall be elected in accordance with procedures established by the Board of Directors and shall serve such terms of office as the Board of Directors shall determine. Members of the Professional Advisory Board shall perform their professional advisory duties as the Board of Directors shall determine, consistent with the purpose, policies, and standards of ACY. The Professional Advisory Board, or a member thereof, may be invited to attend, and report at, a meeting of the Board of Directors.

ARTICLE VII
Committees

SECTION 1: Number, Tenure and Duties. The President may appoint or designate such committees and members to such committees as may be deemed necessary. The members of any such committees shall serve for such terms of office as the Board of Directors shall determine. The members of any such committees shall perform such duties and functions as the Board of Directors shall determine.

SECTION 2: Standing Committees. The President shall appoint members to the following Standing committees of ACY: Executive Committee, Finance/Operations
Committee, Development Committee, Committee on Trustees and Public Policy Committee. The general duties of these committees are:

a. **Executive Committee.** The President, Vice President, Secretary and Treasurer, and other members of the Board to be chosen at the discretion of the President shall constitute the Executive Committee. The Executive Director may be invited to all meetings of the Executive Committee. The Executive Committee shall supervise the work of the Executive Director, act in an advisory capacity to the Executive Director and other members of the staff, have general supervision of the affairs of ACY between meetings of the Board of Directors and perform such other duties as the Board of Directors may assign the committee. At each meeting of the Board of Directors, the Executive Committee shall report on actions taken by it.

The Executive Committee shall meet at the call of the President or upon the request of at least three of its members. The Committee may take action by conference telephone call, provided that such action is approved by a majority of the members of the Executive Committee and the result of the vote is recorded in the minutes of the next meeting of the Executive Committee.

In the event that ACY needs to take action on a matter in between the dates designated for meetings of the Board of Directors, and it is not feasible to call a special meeting of the Board of Directors, any three or more available members of the Executive Committee shall constitute a quorum of that Committee for the full conduct and management of the affairs and business of ACY. Thereafter, at the next meeting of the Board of Directors, the Board shall ratify the actions of the Executive Committee.

b. **Finance/Operations Committee.** The Finance/Operations Committee shall advise the Board of Directors concerning all financial matters affecting ACY, including matters related to the funds, securities and investments of ACY. The Treasurer shall chair the Committee. Functions of the committee include: (1) preparation of the annual budget, (2) review of the annual financial plan, (3) monitoring of budget and actual expenditures, (4) preparation of budget modifications based on changing program needs, (5) review status reports on funding programs, (6) review specific projects, and (7) oversee all administrative activities. Committee members shall include the President, Treasurer and such other officers or members of the Board of Directors, as appointed by the Board of Directors from time to time.

c. **Personnel Committee.** The Personnel Committee shall recommend personnel policies to the Board of Directors in all areas of employee relations including job descriptions, compensation, benefits, performance evaluations and dismissal actions. The Personnel Committee shall conduct an annual evaluation and salary review of the Executive Director, which shall take place no later than May 31 of each year. Committee
members shall include the President, Treasurer and such other officers or members of the Board of Directors, as appointed by the Board.

d. Development Committee. The Development Committee shall advise the Board of Directors concerning fundraising activities of ACY. The Fundraising Committee shall develop and implement an annual fundraising plan.

e. Committee on Trustees: The Committee on Trustees shall recruit potential Board of Directors members and recommend their election to the Board of Directors. The Committee on Trustees shall consist of at least three (3) Directors appointed by the President. No Director shall be appointed to the Committee on Trustees whose term expires at the next annual meeting of the Members of ACY. The Committee on Trustees shall nominate the Directors subject to election at the next Annual Meeting. The Committee on Trustees shall submit its nominations to the Secretary of ACY no later than thirty (30) days prior to the Annual Meeting so that the Secretary may notify the Board of all names of the nominees. Nomination for any Directors subject to election at the Annual Meeting may be made by any Director.

f. Public Policy Committee. The Public Policy Committee shall be responsible for the development of viable and effective public policy recommendations for the federal, state and local levels. Recommendations must be based on the mission and philosophical premises of the ACY and must be approved in principle by the Board.

SECTION 3: Telephone Meetings. Members of a committee may participate in a meeting by means of a conference telephone call or similar communications if all persons participating in a meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

SECTION 4. Informal Action by Committees. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, if a written consent to such action is signed by each member of the committee and such written consent is filed with the minutes of proceedings of such committee.

ARTICLE VIII
Local Chapters

In order to meet the needs of different geographic areas or population groups, local chapters may be organized with written approval of plans by the Board of Directors of the ACY. Only such functions as are essential to accomplishing well defined goals will be duplicated in the local chapters, and final responsibility for their activities will remain with the Board of Directors of ACY.
ARTICLE IX
Contracts, Loans, Checks and Deposits

SECTION 1: Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of ACY and such authority may be general or confined to specific instances.

SECTION 2: Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ACY shall be signed by such officer or officers, agent or agents of ACY and in such manner as shall be determined by the Board of Directors.

SECTION 3: Deposits. All funds of ACY not otherwise used shall be deposited to the credit of ACY in such banks, trust companies or other depositories as the Board of Directors may designate. The moneys of ACY shall be deposited in interest bearing accounts or savings certificates at such banks or depositories as may be designated by the Board of Directors or invested in such bonds, securities or investments as may be authorized by a majority of the Directors attending any meeting at which a quorum of Directors is present. Such income may be deposited, pending disposition, in such checking accounts as the Board of Directors may authorize. Disposition of the principal amount of such deposits or investments may be authorized only by the affirmative vote of the majority of all of the Directors. No funds of ACY may be distributed except for the purposes, and subject to the restrictions, set forth in the charter and these Bylaws.

SECTION 4: Bonds. The Board of Directors may require, at any time, that the Treasurer or Executive Director, or any other officer, agent or employee responsible for the funds of ACY, to furnish a surety bond in such amount as may be determined by the Board of Directors.

ARTICLE X
Accounting/Fiscal Year

The accounting procedures of ACY shall comply with general accounting principle and shall comply with the requirements of any federal or state agency or foundation providing funds for any program. The books of accounts and the annual financial statement shall be audited annually by an independent certified public accountant selected by the Board of Directors.

The Board of Directors shall have the power to fix the fiscal year of ACY by a duly adopted resolution. At the effective date hereof, the fiscal year begins on July 1 and ends on June 30 of the following year.
ARTICLE XI

Seal

SECTION 1: Seal. ACY’s corporate seal shall have inscribed thereon the name of ACY, the year of its organization and the words "Incorporated in Maryland". The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

SECTION 2: Affixing Seal. Whenever ACY is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulations relating to a corporate seal to place the word "(CORPORATE SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of ACY.

ARTICLE XII

Indemnification

To the maximum extent permitted by Maryland law, as in effect, but as limited by Section 4941 of the Internal Revenue Code of 1986 and regulations, as amended, ACY shall indemnify and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (i) any individual who is a present or former director or officer of ACY, or (ii) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of ACY. ACY may, with the approval of the Board of Directors, provide such indemnification and advancement of expenses to a person who served a predecessor of ACY in any of the capacities described in (i) or (ii) above and to any employee or agent of ACY or a predecessor of ACY. Neither the amendment nor repeal of this section, nor the adoption or amendment of any other provision of the Bylaws or charter of ACY inconsistent with this section, shall apply to or affect in any respect the applicability of the preceding paragraph to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given pursuant to the charter or Bylaws of ACY or pursuant to applicable law, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express
purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE XIV
Dissolution

In the event that the activities of ACY are deemed to be unnecessary or redundant, ACY may be declared inactive in accordance with procedures required by applicable Maryland state laws. This provision does not preclude any other means of dissolution as provided by state laws.

ARTICLE XV
Amendments

These Bylaws may be amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of ACY not inconsistent with the policies of the law, or the Articles of Incorporation. In the event any portion of these Bylaws is subsequently rendered invalid by act of the General Assembly of Maryland, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the terms hereof.

The foregoing are certified as the Amended Bylaws of ADVOCATES FOR CHILDREN AND YOUTH, INC., adopted by the Officers and Board of Directors on this twenty-fifth day of June, 2009.

__________________________________________________________
Name: Landa McLaurin
    President

__________________________________________________________
Name: Jeffery Cohen
    Secretary

__________________________________________________________
Name: Robert Whelen
    President

__________________________________________________________
Name: Ramal Moreland
    Treasurer