**BY-LAWS OF**

**KIDS’ CHANCE OF (State), INC.**

## ARTICLE I – REGISTERED OFFICE

 1. The initial registered office of the corporation shall be at: (street address).

 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

# ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, (State)".

# ARTICLE III – MEMBERS

1. There shall be no members, as such, of the corporation.

# ARTICLE IV - DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, (recommended no less than 5) in number, who shall be natural persons of full age, and who need not be residents of this Commonwealth. Each shall be elected by the majority vote of the other members of the Board of Directors at the annual meeting of the Board of Directors of the corporation, if his or her term has expired, and each director shall be elected for the term of two (2) years (except for the directors at the first Annual Meeting of the corporation, one half of whom shall be elected for a term of one (1) year) and until his or her successor shall be elected and shall qualify. The corporation’s charitable purpose requires broad participation from various public and private groups. Therefore, directors should represent, if possible, the following groups:
	1. An attorney who represents workers’ compensation claimants.
	2. An attorney who represents employers or workers’ compensation

 insurance carriers.

* 1. An attorney who represents plaintiffs in tort litigation.
	2. An attorney who represents defendants in tort litigation.
	3. A management representative of a (state) employer which insures its

 workers’ compensation obligations.

* 1. A labor-non-management representative.
	2. A representative of an insurance company which underwrites workers’

 compensation insurance in (state).

* 1. A health care representative in workers’ compensation cases.
	2. A vocational rehabilitation representative in workers’ compensation

 cases.

* 1. A management representative of a (State) employer which self-insures

 its workers’ compensation obligations.

* 1. A representative of an insurance brokerage company that places

 workers’ compensation coverage in (State).

2. The incorporators shall elect the initial Board of Directors of the corporation at the organization meeting.

3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by any other body.

4. The meeting of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. An annual meeting of the Board of Directors must be held when they shall elect Officers, Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.

5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten days prior to the day named for the meeting.

6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth, the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.

 The members of the Board of Directors present at the duly organized meeting at which a quorum is present can continue to be business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Board of Directors at least two days prior to the day names for the second adjourned meeting.

7. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation or other individuals. Any such committee, to the extend provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

 a. The adoption, amendment or repeal of the By-Laws.

b. The amendment or repeal of any resolution of the Board.

c. Action on matters committed by the By-Laws or resolution of the Board of

 Directors to another committee of the Board.

d. The execution of contracts binding the corporation.

8. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not (s)he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

9. The Board of Directors will serve on a voluntary basis without compensation.

10. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member of the Board for cause after an appropriate hearing.

11. The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, or if he or she fails to participate in three consecutive meetings of the Board of Directors or if he or she fails to fulfill such other requirements or qualification as the By-Laws and/or duly-promulgated regulations of the corporation may specify.

12. In addition to conducting the business and affairs of this corporation as set forth in paragraph 1 of this Article, each director is obligated to:

 a. Serve on at least one committee of the Board of Directors;

 b. Endeavor to solicit charitable contributions to this corporation;

 c. Participate in meetings of the Board of Directors;

 d. Participate in meetings of at least one committee of the

 Board of Directors.

 13. In determining whether a director should be re-elected to a new term as a director, the Board of Directors shall consider whether the director has fulfilled his or her obligations set forth in paragraph 12 of this Article.

 **ARTICLE V – OFFICERS**

(The officers section is broad and should be used as a guide. These responsibilities may be more customized to fit your own organization)

1. The executive officers of the corporation shall be chosen by the directors, and shall be a President, Vice President, Secretary, Treasurer (designated as determined), and such other officers and assistant officers as the needs of the corporation may required. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one (1) year and shall have such authority as shall from time to time be prescribed by resolution of the Board. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.
2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contact rights of any person so removed.
3. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the directors; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statue exclusively conferred on the President, to any other officer or offices of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He shall be *ex officio* a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
4. The Vice President shall act in all cases for and as the President in the latter’s absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be help for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meeting of the Board of Directors, and shall perform other such duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporation seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. He shall make or cause to be made all corporate filings, as required by law, with the Commonwealth of (State) or the U.S. Department of Treasury/Internal Revenue Service. The Board of Directors may authorize delegation of some or all of the duties of the Secretary to another individual or to a management firm.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Board of Directors may authorize delegation of some or all of the duties of the Treasurer to another individual or to a management firm.

# ARTICLE VI – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the other members of the Board of Directors.

# ARTICLE VII – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate register, giving the names of the members of the Board of Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided herein shall be kept at the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usually hours for business for any proper purpose, the register, books and records of account, and records of the proceedings of the directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

# ARTICLE VIII – TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever amount the directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

# ARTICLE IX – ANNUAL REPORT

1. The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:
	1. The assets and liabilities of the corporation as of the end of the fiscal year immediately preceding the date of the report.
	2. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
	3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
	4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

# ARTICLES X – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, by facsimile transmission, electronic mail or by telegram, charges prepaid, to this address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, facsimile, electronic mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, in the facsimile machine or electronic mail server (with confirmation of delivery) or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

# ARTICLE XI – MISCELLANEOUS PROVISIONS

1. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone, electronic mail or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
2. The fiscal year must be designated and indicated here. (The Kids' Chance of America fiscal year is July 1 through June 30)

# ARTICLE XII – AMENDMENTS

 By-Laws may be adopted, amended or repealed by the vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

Originally approved: