

REVISIONS – APPROVED ON 25 FEBRUARY 2016
AMENDED AND RESTATED
BYLAWS OF
CHILDFUND ALLIANCE

ARTICLE I - Directors

1 General Powers

The business and affairs of the Corporation shall be managed by the Board of Directors.

2 Number of Directors

The number of Directors will be determined from time to time in accordance with this paragraph 2 of Article I.

Directors shall be designated and appointed in the following manner:

- (a) Each Affiliated Organization shall be entitled to designate at least one Director.
- (b) Any Affiliated Organization with a Membership Interest greater 20% shall be entitled to designate a total of two Directors.
- (c) Any Affiliated Organization with a Membership Interest greater 30% shall be entitled to designate a total of three Directors.

In the event that a Membership Interest of an Affiliated Organization changes in a way which changes its entitlement to designate additional members by reference to sub-paragraph (b) or (c) above, any change in the number of Directors designated by that Affiliated Organization shall take effect from the annual meeting following that change in Membership Interest.

For purposes of these Bylaws, the term "Membership Interest" shall mean, with respect to each Affiliated Organization, the percentage determined by dividing the Audited Net Revenues of such Affiliated Organization by the Audited Net Revenues of all of the Affiliated Organizations. "Audited Net Revenues" shall mean revenues as set forth in the most recent audited financial statements (converted into U.S. dollars at the applicable exchange rate on the date of determination) from all sources for all Services but excluding revenues received from other Affiliated Organizations as fundraising contributions toward Program Services operated or delivered by the Affiliated Organization. "Services" shall mean and include raising funds and promoting the provision of humanitarian services to needy children and their families on a charitable basis ("Promotional Services") and actually providing humanitarian assistance to needy children and their families on a charitable basis ("Program Services").

3 Appointment of Directors

Directors shall be elected or appointed for four-year terms by the Affiliated Organizations of the Corporation in accordance with the Articles of Incorporation.

4 Meetings

An annual organizational meeting of the Board of Directors shall be held each November for the purpose of electing officers and transacting such other business as may come before the meeting. A further regular meeting of the Board of Directors shall be held each May. Other meetings of the Board may be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called by the Chairman, the Secretary or any two Directors representing different Affiliated Organizations.

The Board of Directors at its discretion may permit others to attend or be heard at board meetings.

5 Notice of Meetings

Notice of the annual meeting or any regular meeting of the Board shall be given at least six weeks prior to the date of the meeting. Notice of any other meeting shall be provided to each Director by email at least two weeks before the date of the meeting or as otherwise agreed by Directors.

6 Quorum and Voting Requirements

Two-thirds of the Directors constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present. Except for the elections of the Chairman and the Vice Chairman, all matters acted on by the Board of Directors must be approved by 75% of the Directors and by Affiliated Organizations representing not less than 75% of the Membership Interests at the time the vote is taken. In the event an Affiliated Organization has more than one director and where:

- (a) Such Directors do not vote in the same manner, the Membership Interest of such Affiliated Organization shall be voted for or against the matter under consideration as agreed upon by such Directors, and if such Directors cannot agree then the Membership Interest shall be voted in the same proportion as such Directors have voted; or
- (b) One or more Directors are absent from the meeting, the Membership Interest of such Affiliated Organization shall be deemed voted for or against the matter under consideration in the same proportion as the directors from the Affiliated Organization that are present at the meeting have voted.

7 Actions Without Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

8 Vacancies

If a Director vacates his or her office before completion of the term for which he or she was designated his or her replacement to complete the term shall be designated by the organization that had originally designated the Director.

ARTICLE II - Officers

1 General

The officers of the Corporation will consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer, and, if deemed advisable by the Board of Directors, one or more Assistant Secretaries and Assistant Treasurers. The Chairman and the Vice Chairman each will be elected by simple majority vote of the Board of Directors for a two year term at the annual meeting of the Board. The Chairman may thereafter serve up to four consecutive terms, after which he or she is ineligible for re-election to that position for two years. There is no limit on the number of consecutive terms that the Vice Chairman may serve. Voting for the Chairman and Vice Chairman shall each require an affirmative vote of a simple majority of all the Directors.

Election of the Chairman will take place before the election of the Vice Chairman. Following the election of the Chairman, the Vice Chairman shall be elected. The Chairman shall designate a Secretary and a Treasurer who may be the same person and need not be a director.

2 Secretary-General

The Board may appoint a Secretary-General who shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The Secretary-General shall supervise all other officers, agents and employees, if any, of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer.

3 Vice Chairman of the Board

In the event of the death, resignation or removal of the Chairman, the Vice Chairman of the Board shall immediately be named, without further action of the Board, as Chairman of the Board. The Vice Chairman will serve in that position until the next regular or special meeting of the Board.

4 Secretary

The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give notice of any meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

5 Treasurer

The Treasurer shall have responsibility for all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Board of Directors.

6 Assistant Officers

Assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers.

ARTICLE III - Committees

1 Board Committees

By resolution the Board may establish committees of the Corporation, In establishing any committee, the Board must specify its composition, powers, responsibilities and limitations. The Chairman, after consultation with the Board, shall appoint the chairman or co-chairmen of each such committee so established. The other members of the committee shall be appointed by the chairman or chairmen of the committee and the Board shall be informed of such appointments.

ARTICLE IV - Miscellaneous Provisions

1 Fiscal Year

The fiscal year of the Corporation shall be July 1- to June 30.

2 Amendment of Articles of Incorporation and Bylaws

The power to alter, amend or repeal the Articles of Incorporation and the Bylaws of the Corporation or to adopt new Articles of Incorporation or Bylaws shall be vested in the Board of Directors, but no such action shall be effective until approved by 75% of the members of the Board of Directors and by the Affiliated Organizations representing not less than 75% of the Membership Interests existing at the time of the applicable vote.