

**APPROVED ON November 13 2024 and Effective as of January 1, 2025**

**AMENDED AND RESTATED  
BYLAWS OF  
CHILDFUND ALLIANCE**

**SECTION I – Member Council**

**1 Voting**

The Member Council will perform the advisory role described in the Articles of Incorporation and as further described in Paragraph 2 of this Section I. Except as provided in the following sentence, any matter requiring the vote approval of the Member Council will require the approval of representatives from at least 75% of the Affiliated Organizations, with each Affiliated Organization having one vote. A vote to adjourn a meeting of the Member Council or notice a meeting a meeting of the Member Council will require the approval of at least a majority of the Affiliated Organizations, with each Affiliated Organization having one vote.

**2 Advisory Role**

Subject to the Board's obligation to respond to any recommendation by the Member Council in Section III, Paragraph 9, the Member Council will provide advice and recommendations to the Board of Directors and Officers of the Corporation. Such advice and recommendations shall include, without limitation, advice and input on the following matters:

- (a) Development and implementation of the Corporation's strategic plan;
- (b) The Corporation's annual budget and operating plan;
- (c) The addition of Affiliated Organizations;
- (d) Program quality and reputational risks that affect the Corporation and its Affiliated Organizations;
- (e) Feedback on the engagement of the membership and their satisfaction with the organization; and
- (f) As vacancies arise, recommendations to the Board of Directors on officer appointments, including, the Secretary-General.

To assist the Board of Directors in ensuring it properly evaluates any recommendations of the Member Council, the Member Council will submit all such recommendations in writing to the Chair of the Board of Directors and, where the recommendation would not present a conflict of interest for the person filling the role of Secretary-General, to the Secretary-General.

**3 Member Council Representative Appointment and Removal**

Each Affiliated Organization will appoint its chief executive (or equivalent) to represent such Affiliated Organization on the Member Council. Only the Affiliated Organization appointing a representative to the Member Council will have authority to remove or replace such representative; provided, however, if an Affiliated Organization withdraws from membership pursuant to Section 5 of the Affiliation Agreement, its representative will be deemed to have withdrawn from the Member Council.

#### **4. Meetings; Chair of the Member Council**

Meetings of the Member Council shall be held from time to time when called by written notice by either (i) the Chair of the Member Council or (ii) a majority of the representatives serving on the Member Council. The Member Council shall elect a Chair of the Member Council from among the Member Council representatives by a vote of representatives from at least 75% of the Members, with each Member having one vote. No person serving on the Board of Directors will be eligible to serve as Chair of the Member Council. The Chair of the Member Council shall preside at meetings of the Member Council but shall not be an officer of the Corporation when acting in this capacity.

#### **5 Notice of Meetings**

Notice of the any meeting of the Member Council shall be given at least ten (10) and not more than sixty (60) days prior to the date of the meeting. Notice may be provided to each representative serving on the Member Council to the email address on record with the Corporation. Any individual representative may agree to waive the notice requirements in the first sentence and will be deemed to have provided such a waiver if they attend a Member Council meeting.

#### **6 Quorum and Voting Requirements**

A majority of the representatives then serving on the Member Council will constitute a quorum, subject to the voting requirements in Paragraph 1 of this Section I.

#### **7 Actions Without Meeting**

Any action that may be taken at a meeting of the Member Council may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by representatives of the Member Council representing at least 75% of the Affiliated Organizations and shall have the same force and effect as an in-person vote.

#### **8 Conduct of a Meeting.**

A meeting of the Member Council need not be in person and may be conducted in whole or in part through the use of any means of communication by which all members of the Member Council participating may simultaneously hear each other during the meeting, including, without limitation, via teleconference or videoconference. A member of the Member Council participating in a meeting by this means is deemed to be present in person at the meeting.

#### **9 Committees of the Member Council**

The Member Council by resolution, may establish committees of the Member Council pursuant such additional rules as may be established from time to time by the Member Council. Any

such committee may make recommendations to the Member Council on matters within the scope of the Member Council's role under Section I, paragraph 2 above.

## **SECTION II – Members**

### **1 Voting**

A vote to adjourn a meeting or notice a meeting will require the approval of at least a majority of the Members, with each Member having one vote. All Reserved Decisions will require the vote set forth in the Articles of Incorporation.

### **2 Reserved Decisions**

As provided in the Articles of Incorporation, a Member vote is necessary to approve Reserved Decisions. A Reserved Decision will be approved by the Members if approved by the vote required under the Articles of Incorporation.

### **3 Authorized Representative Appointment and Removal**

Unless another representative is appointed by a Member pursuant to the next paragraph, the person representing a Member on the Member Council will also be such Member's authorized representative for purposes of any Member meeting.

In lieu of their Member Council representative, each Member may appoint an authorized representative to represent it at a Member meeting by delivering written notice to the Secretary-General, in form adopted from time to time by the Corporation and signed by the Member appointing such designated individual authorized to represent the Member a meeting of the Members.

The corporation shall be entitled to conclusively rely on (i) the vote of any Member Council representative if no other representative is appointed and, (ii) if a separate representative is appointed, the vote of any such appointed representative, for purposes of a Member vote or Member meeting. Any such person described in the previous sentence will be deemed to have express direction to vote on behalf of their organization.

### **4. Meetings; Chair of the Meeting; Joint Meetings of the Board and Members**

There will be no regularly scheduled meetings of the Members. Meetings of the Members shall be held from only when called by written notice of the Chair of the Board of Directors, or a majority of the Members. Where the Members desire to call a meeting of the Members, a notice for such meeting signed by a majority of the Members will suffice to demonstrate the approval of the majority of the Members. The Chair of the Board of Directors shall serve as the chair of any meeting of the Members. While the Chair of the Board of Directors will preside at meetings of the Members, he or she shall not be an officer of the Corporation when acting in this capacity.

For the avoidance of doubt, any person or group of persons entitled to call a meeting of the Members may also call a joint meeting of the Board of Directors and Members with respect to any matter that constitutes a Reserved Decision requiring approval of the Members under

the Articles of Incorporation. The notice of such meeting shall be delivered to Members in accordance with Section II, paragraph 5 of these Bylaws and to directors in accordance with Section III, paragraph 5 of these Bylaws, and the notice shall identify the purpose of the meeting. Any joint meeting of the Board of Directors and Members may be conducted in any matter permitted under Section II, paragraph 8 of these Bylaws. For the avoidance of doubt, any matter requiring approval of the Board of Directors or Members under the Articles of Incorporation shall continue to require such approval but such approval may be obtained at a joint meeting of the Board of Directors and Members.

## **5 Notice of Meetings**

Notice of the any meeting of the Members shall be provided to each Member to the email address on record with the Corporation. Any Member may agree to waive the notice requirements in the first sentence and will be deemed to have provided such a waiver if they attend a Member meeting.

## **6 Quorum and Voting Requirements**

A majority of the Members will constitute a quorum, subject to the voting requirements in the Articles of Incorporation and Paragraph 1 of this Section II.

## **7 Actions Without Meeting**

Any action that may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by Members holding the requisite vote and shall have the same force and effect as an in-person vote.

## **8 Conduct of a Meeting.**

A meeting of the Members need not be in person and may be conducted in whole or in part through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting, including, without limitation, via teleconference or videoconference. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

# **SECTION III - Directors**

## **1 General Powers**

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

## **2 Number of Directors**

The Board of Directors shall consist of no less than three (3) and no more than ten (10) individuals, pursuant to the Articles of Incorporation, with the number, as long as it is within that range, to be adjusted from time to time by resolution of the Board of Directors.

Directors need not be residents of the Commonwealth of Virginia.

Each SC Director will be elected and replaced as provided in Article 4, Section (e) or the Articles of Incorporation. If an SC Director vacates his or her office before completion of the term for which he or she was designated, a replacement will be appointed by the Significant Contributor which originally elected such SC Director.

If a Direct Election Director vacates his or her office before completion of the term for which he or she was designated, the balance of the departing Direct Election Director's term shall be filled by the Board of Directors.

A person will not be eligible to serve as a Director if (i) he or she is then serving on the Member Council or is a chief executive or equivalent of an Affiliated Organization or (ii) he or she has served for three years and has not been extended in office by the Board of Directors.

To ensure continuity, the Board of Directors shall endeavor to ensure that no more than 1/3 of the Directors are replaced each year at any election of Directors. To assist with continuity, without any vote of the Members the Board of Directors:

- (i) by a vote of a majority of the Directors then in office may approve the extension of the term of any individual Director then in office for up to two (2) additional one-year terms for a total term of 3 years; and
- (ii) by a vote of seventy-five percent (75%) of the Directors then in office may approve the extension of the term of any individual Director to 4 years.

Direct Election Directors shall be elected at each annual meeting of the Members to succeed those Direct Election Directors whose terms were not extended by the Board of Directors and to fill any vacancies then existing. In accordance with the provisions of the Articles of Incorporation, Directors shall hold their offices until their successors are elected and qualify.

### **3 Nomination of Directors; Nominations Committee**

The Nominations Committee will be a permanent committee of the Board of Directors. The Nominations Committee shall consist of at least two Directors to be appointed by the Board, for such terms of office as the Board may determine but not to exceed their term as a Director. The Chair of the Member Council from time to time may serve as a non-voting observer to the Nominations Committee, provided that his or her Affiliated Organization is not already represented on the Nominations Committee.

The purpose of the Nominations Committee is to seek potential director nominee suggestions from the Members and to make recommendations for the slate of Direct Election Directors as vacancies arise because a Director's term was not extended by the Board of Directors pursuant to these Bylaws. Each year the Nominations Committee shall make recommendations for each Direct Election Director vacancy expected to arise. SC Directors shall be directly elected by SC Contributors without the need for any action by the Nominations Committee.

The Nominations Committee's recommendations shall be made with a view to ensuring that the Board's composition reflects certain competencies and skills valued by the Board of Directors (the "Nomination Criteria"). Only the Board of Directors may adopt, approve or modify the Nomination Criteria, but the Board of Directors may elect to include any criteria

suggested by the Nominations Committee, the Member Council or the officers. Matters that may be addressed in the Nomination Criteria, may be skills matrices (including certain core skills), sector knowledge, leadership experience, other relevant experience (be it, legal, corporate, political, climate, information technology, human resource or other), diversity (regional, gender, age, etc.), suggestions by Affiliated Organizations and Member Council, tenure and continuity on the Board of Directors.

The Nominations Committee may reserve up to two Direct Election Director board seats for Independent Directors. All other Direct Election Director nominees shall be selected by the Nominations Committee from among various candidates suggested by Members. In addition to each Significant Contributor's right to directly elect an SC Director, the Nominations Committee may consider a Direct Election Director nominee recommended by such Significant Contributor who otherwise satisfies the then-current Nomination Criteria.

For purposes of these bylaws, an "Independent Director" means a person who, at the time of his or her nomination, does not have (i) financial, professional, employment, or other relationship with the Corporation or any Affiliated Organization or a familial relationship with a person who has any of the foregoing interests, or (ii) any other interest in the Corporation or any Affiliated Organization which would reasonably be expected to affect adversely the objectivity of such person if serving as a Director.

#### **4 Meetings**

An annual meeting of the Board of Directors shall be held each year for the purpose of electing officers and transacting such other business as may come before the meeting.

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 Chair of the Board of Directors, the Secretary or any two Directors.

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

The Chair of the Member Council shall be entitled to receive notice of all meetings of the Board of Directors and to attend as a non-voting observer.

#### **5 Notice of Meetings**

Notice of the any meeting of the Board of Directors shall be given at least one (1) and not more than sixty (60) days prior to the date of the meeting. Notice may be provided to each Director to the email address on record with the Corporation. Any Director may agree to waive the notice requirements in the first sentence and will be deemed to have provided such a waiver if they attend a meeting of the Board of Directors.

The Chair of the Member Council shall be entitled to receive notice of all meetings of the Board of Directors and to attend as a non-voting observer.

#### **6 Quorum and Voting Requirements**

A majority of the Directors then in office 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. For the Board of Directors to submit any amendment to the Articles of Incorporation, Bylaws or Affiliation Agreement to the Members, such amendment must have received the approval of at least 75% of the Directors in office at the time the vote is taken. All other matters not requiring Member approval may be approved by a majority of the Directors at a meeting where a quorum is present.

## **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 in office 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 and Removal**

If a Director vacates his or her office before completion of the term for which he or she was designated, a replacement may be nominated by the Nominations Committee, subject to the rights of Significant Contributors, and elected by the Board of Directors to fill the balance of the term of the vacant seat.

The Members may remove any director or directors other than an SC Director from office at any time, with or without cause, by vote required for such removal under the Articles of Incorporation at a meeting of the Members called in the manner permitted under Section II, paragraph 4 for such purpose. Any Member meeting called for the purpose of removing one or more directors shall state that the purpose of the meeting is to remove one or more directors. The notice of a Member meeting to remove directors shall be delivered to the Members pursuant to Section II, paragraph 5 and each of the director or directors proposed to be removed to the email address on record with the Corporation for such director at least five (5) days prior to the date of the Member meeting. A Member meeting to remove one or more directors may be conducted in any manner that a Member meeting may be conducted under Section II, paragraph 5. The directors to be removed will be given the opportunity to participate in the meeting by the same methods as the Members are given to participate; provided, however, that the director's refusal or inability to participate will not invalidate any Member action taken at such meeting.

## **9 Member Council Recommendations; Disputes**

The Board of Directors shall evaluate all recommendations made by the Member Council and delivered to the Board of Directors and Secretary-General in writing in the manner required under these Bylaws, taking into account each member of the Board of Director's requirement to discharge his or her duties as a Director in accordance with his or her good faith business judgment as to the best interests of the corporation.

The Board of Directors may elect to adopt, modify, table for further information or reject any recommendation made by the Member Council and will notify the Chair of the Member Council of any such decision in writing. If the Board of Directors elects to modify or reject any



recommendation made by the Member Council, the notification to the Member Council will include a written explanation of such modification or rejection.

If the Board of Directors has modified or rejected any recommendation of the Member Council, the Member Council by a majority vote may elect to deliver a notice of dispute (the "Dispute Notice") to the Board of Directors. Upon receipt of a Dispute Notice, the Chair of the Member Council and the Chair of the Board of Directors shall, within a reasonable time not to exceed 60 days from the date of the Dispute Notice, meet in person, by telephone or by any communications methodology that allows each to hear the other simultaneously (the "Principals Meeting"). The purpose of the Principals Meeting will be to come to a proposed resolution of the dispute that is the subject matter of the Dispute Notice. The Principals Meeting shall continue for a period of time equal to the lesser of three (3) hours or the time necessary to come to a proposed resolution of the dispute that is the subject matter of the Dispute Notice. If the Principals Meeting does not resolve the dispute, the Chair of the Member Council and the Chair of the Board of Directors shall promptly select, by mutual agreement, a professional mediator experienced in mediation of disputes related to governance and nonprofit enterprises (the "Mediator"). The Chair of the Board of Directors and the Chair of the Member Council, shall, within a reasonable time not to exceed 60 days from the date of their selection of the Mediator conduct a mediation with the Mediator, in person, by telephone or by any communications methodology that allows each to hear the other simultaneously along to attempt to resolve the matter that is the subject of the Dispute Notice. The mediation shall continue until the earlier of the resolution of the dispute or three hours unless the Chair of the Board of Directors and Chair of the Member Council mutually agree to end or extend the mediation or reconvene it at a later date. If the Chair of the Board of Directors and the Chair of the Member Council believe they have come to an agreement that resolves the dispute either in a Principals Meeting or a mediation, such resolution shall become effective when approved by the Board of Directors by the requisite vote to take such action under the Articles of Incorporation or these Bylaws. If the Chair of the Board of Directors and the Member Council are unable to resolve the dispute via the above-described Principals Meeting or mediation processes, the Board of Director's decision on the matter will stand but such recommendation of the Member Council may be resubmitted at the earliest of (i) the conclusion of the next Board of Directors election, (ii) following the next resignation and replacement of a Director, or (iii) any other change in composition of the Board of Directors.

The Board of Directors may adopt from time to time additional policies or methodologies designed to resolve disputes between the Board of Directors and Member Council regarding Member Council recommendations.

## **10 Conduct of a Meeting.**

A meeting of the Board of Directors need not be in person and may be conducted in whole or in part through the use of any means of communication by which all members of the Board of Directors participating may simultaneously hear each other during the meeting, including, without limitation, via teleconference or videoconference. A member of the Board of Directors participating in a meeting by this means is deemed to be present in person at the meeting.



## **SECTION IV – Committees of the Board of Directors**

### **1 Nominations Committee**

The Nominations Committee shall have the responsibility and authority described in Section II, Paragraph 3 and shall be composed only of members of the Board of Directors.

### **2. Other Committees**

In addition to the Nominations Committee, the Board, by resolution, may establish committees of the Board of Directors of the Corporation. In establishing any additional committee, the Board must specify the chair and/or vice chair of such additional committee, and must specify the composition, powers, responsibilities, and limitations. Any committee that is composed of persons who are not members of the Board of Directors will not have any authority to take action or approve any action on behalf of the Corporation but may make recommendations to the Board of Directors or any committee composed entirely of members of the Board of Directors for approval of such action.

## **SECTION V – Secretariat (Officers under Virginia law)**

### **1 General**

The secretariat of the Corporation will consist of a Chair of the Board of Directors, the Secretary-General, a Vice Chair of the Board of Directors, and a Treasurer, and, if deemed advisable by the Board of Directors, one or more Secretaries, Assistant Secretaries and Assistant Treasurers each of whom shall be elected and may be removed by the Board of Directors. The term “secretariat” is used by the Corporation in lieu of the term “officers” and any use of the term “secretariat” will have the same meaning as the term “officers” under Virginia law. For the avoidance of doubt, no person filling the role of chair, vice chair or similar role of any committee of the Board of Directors or the Member Council will, when acting in such capacity, be an officer of the Corporation. The Chair of the Board of Directors and the Vice Chair of the Board of Directors each will be elected by simple majority vote of the Board of Directors for a term of the lesser of two years or the remaining balance of their term on the Board of Directors at the annual meeting of the Board of Directors.

Election of the Chair of the Board of Directors will take place before the election of the Vice Chair of the Board of Directors. Following the election of the Chair of the Board of Directors, the Vice Chair of the Board of Directors shall be elected.

### **2 Chair of the Board of Directors**

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors. Once elected as provided in Section V, Paragraph 1, the Chair of the Board of Directors will serve in that position until the next regular or special meeting of the Board of Directors.

### **3 Vice Chair of the Board of Directors**

In the event of the death, resignation or removal of the Chair of the Board of Directors, the Vice Chair of the Board of Directors shall immediately be named, without further action of

the Board of Directors, as Chair of the Board of Directors. The Vice Chair of the Board of Directors will serve in that position until the next regular or special meeting of the Board of Directors.

#### **4 Secretary-General**

The Secretary-General 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, and have all other powers and duties that pertain to the position of chief executive officer. In addition, the Secretary-General shall:

- (a) organize, facilitate support for, prepare for, and participate in (but not vote at) Member Council meetings;
- (b) manage the process and coordinate the development and/or review and revision of the Corporation's strategic plan for Board of Directors' approval from time to time;
- (c) lead the preparation and implementation of the Corporation's strategic plans;
- (d) prepare and develop the annual operating plans and/or budgets;
- (e) promote and advocate for the Corporation's profile, representation, and influence in global, UN and other multilateral forum; and
- (f) fulfill such other duties and responsibilities as may be prescribed from time to time by the Board of Directors.

#### **5 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. If at any time a person is not serving in this office, the Board of Directors shall designate a person to fill the role of Secretary at any meeting of the Board of Directors or for purposes of any meeting of the Members.

#### **6 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.

#### **7 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.

## **SECTION VI – Miscellaneous Provisions**

### **1 Fiscal Year**

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

### **2 Capitalized Terms**

Capitalized Terms not defined in these Bylaws will have the meaning given to them in the Articles of Incorporation.

### **3 Amendment**

These Bylaws may be amended or amended and restated by a vote, whether in person or by written consents, of at least seventy five percent (75%) of the members of the Board of Directors (voting on a per capita basis, i.e., each director has one vote) and a vote, whether in person or by written consents, of at least seventy five percent (75%) of the Members (voting on a per capita basis, i.e., each Member has one vote).