

National Foster Parent Association

Bylaws

ARTICLE I – NAME

The name of the corporation shall be National Foster Parent Association, sometimes referred to in these bylaws as the Association.

ARTICLE II – MEMBERSHIP

SECTION I – “FOSTER PARENT” DEFINED

- A. “Foster Parent” shall be defined for purposes of these bylaws as a person licensed or recognized by a child placing agency to care for children in a family home, non-institutional in character.

SECTION 2 – TYPES OF MEMBERSHIP

- A. Regular membership

Regular membership shall be available to all foster parents, child welfare personnel and other individuals concerned with the welfare of children in the foster care system.

Regular members shall have the right to vote on all matters brought to the members of the Association and each shall receive all information and notifications about national activities of the Association.

Regular membership is obtained by registering with the NFPA and upon payment of established dues.

- B. Organizational Membership

- 1. NFPA Affiliate Membership

Affiliate membership shall be available to all local, county, regional, state or other types of foster parent associations. The benefits of this membership include auditing meetings and receiving notifications. This membership does not include corporate voting rights or individual membership enrollment for members of affiliate organizations.

2. Supporting Organizational Membership

Supporting organizational membership shall be available to organizations or agencies wishing to support the purposes and efforts of this Association. The benefits of this membership include auditing meetings and receiving notifications. This membership does not include voting rights or regular membership enrollment for members of the supporting organization or agency.

C. Honorary Membership

Honorary Membership may be awarded from time to time by the Association. Recipients of honorary memberships shall have full regular membership privileges, including right to vote on all matters brought to the members of the Association, and each shall receive all information and notifications about national activities of the Association.

SECTION 3 – DUES

Annual dues for all types of membership will be determined and set by the Board of Directors of the Association.

SECTION 4 – MEMBERSHIP YEAR

All regular, supporting and affiliate memberships shall be for a period of twelve consecutive months commencing with the month of enrollment.

ARTICLE III – OFFICERS AND DUTIES

SECTION I – ENUMERATION AND QUALIFICATIONS

A. Officers

The elected officers of the Association shall be the President, Vice-President, Treasurer and Secretary.

B. Qualifications

Qualifications for nomination to be an officer include:

1. The nominee shall be a member in good standing of NFPA
2. The nominee for President and Vice-President shall at the close of nominations, be recognized as an active foster parent, or have been recognized as a foster parent for a minimum period of three years in the past, in accordance with their

local governing body regulations, and whose home was not closed by the licensing agency with substantiated allegations.

3. The nominee shall be nominated by a Director of the current Board.
4. Nominees for President and Vice President must have served on the current NFPA Board for at least one year.

As prescribed in the current Policy and Procedures Manual:

A nominee for President must also have:

1. Proven leadership qualities
2. Basic parliamentary knowledge, or ability to obtain it

A nominee for Vice-President must also have:

1. Proven leadership qualities
2. Basic parliamentary knowledge, or ability to obtain it
3. The ability to assume the President's duties in the President's absence

A nominee for Treasurer must also have:

1. Served as Treasurer of another organization or previously provided professional accounting services
2. Knowledge of general accounting principles and practice as they pertain to non-profit corporations
3. Experience with budgets over \$50,000, preferably with non-profit organizations
4. A working knowledge of contracts and grants
5. The ability to be bonded

A nominee for secretary must also have experience in producing detailed minutes and basic computer knowledge.

SECTION 2 – DUTIES OF THE OFFICERS

Each outgoing officer must forward all records of the office to the incoming officer within the specified time frame identified in the Policy & Procedure Manual for that office.

A. President

The President shall be the chief executive officer, whose duties and responsibilities include:

1. Preside at all regular, special or called meetings of the board, executive committee and the general membership.

2. Be responsible for the general management and supervision of the affairs and operation of the association.
3. Nominate chairmen for standing committees for ratification by the Board of Directors and appoint ad hoc committees as necessary.
4. Be a member ex-officio with a vote on all the committees.
5. With the elected Treasurer, sign all contracts on obligations authorized by the Board of Directors.
6. Cast the deciding vote in the event of any tied issue at the Board of Directors or general membership meetings.
7. Officially and publicly represent the Association.
8. Perform such other duties as provided by these bylaws or as commonly appertain to the office of President.

B. Vice-President

The Vice President shall:

1. Perform the duties of the President when the President is absent or otherwise unable to serve.
2. Perform other such duties as delegated by the President.

C. Secretary

The Secretary shall:

1. Keep all the records of the Board of Directors' meetings and general membership meetings.
2. Submit to the President, members of the board and those others the President might designate, a copy of minutes taken.
3. Perform such other duties as provided by these bylaws or as commonly appertain to the office of Secretary.

D. Treasurer

The Treasurer shall:

1. Be responsible for collecting and safeguarding all the funds of the Association.
2. Be responsible for all disbursement of funds as authorized by the Board of Directors.
3. Provide financial reports to the Board of Directors no less than quarterly.
4. Submit all financial records to the Board of Directors for audit on call.
5. Make financial reports to the general membership at the annual meetings.

6. Be properly bonded at the discretion of the Board of Directors.

SECTION 3 – NOMINATIONS AND ELECTION

A. Election Process

The officers of the Board of Directors will be elected by the current Directors at the Board meeting held during the second (2nd) quarter of the calendar year. The President and Treasurer shall be elected in even numbered years. The Vice-President and Secretary shall be elected in odd numbered years. The candidate for each office receiving the plurality of Board votes cast shall be elected to that office.

B. Term of Office

The term of office for elected officers of the Association shall be for two years. New Officers and Directors will be formally acknowledged to the membership and begin their term of office on July 1 of each year.

The term of office for Directors of the Association shall be for two years.

The President and Vice President shall serve no more than three (3) consecutive two (2) year terms in the same office and will begin their term of office on July 1.

Beginning January 1, 2015, the term of office for the Board of Directors will be staggered to facilitate one half of the Directors be eligible for re-election each year. Directors shall establish a mechanism to determine which half of the Directors serve one (1) 6 month term and which half of the Directors serve one 18 month year term beginning January 1, 2015, in order to attain rotation schedule for terms beginning on July 1.

- C. New Officers and Directors will be formally acknowledged to the membership during a membership meeting or by electronic method and announced on the website.

D. Vacancies

Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors will be filled, upon recommendation of a qualified candidate by the nominations committee (or whatever committee assigned by the Board), by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

E. Resignation

A Director may resign at any time by filing a written resignation with the President of the Board.

F. Removal

The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a

statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

ARTICLE IV – BOARD OF DIRECTORS, COMMITTEES AND ADVISORY COUNCIL

SECTION 1 – AUTHORITY

The authority of the Association shall be vested in the Board of Directors, which shall be responsible for the financial health, management, public image and property of the Association. The Board of Directors shall at a minimum consist of the following members:

- A. President, Vice-President, Treasurer and Secretary;
- B. Board member at Large

The Board of Directors will consist of between eleven (11) and twenty-one (21) Directors. At least fifty-one percent (51%) of the Directors must currently be or have been foster parents who closed their homes in good standing.

- C. Chair of the Council of State Affiliates

SECTION 2 – STANDING COMMITTEES

The standing committees shall be:

- 1. Executive
 - 2. Governance
 - 3. Membership
 - 4. Finance
 - 5. Audit
 - 6. Program
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- A. The Board of Directors shall establish additional standing committees as deemed necessary to further the goals of the Association and carry out the objectives of the Board in performing its duties.
 - B. Establishment of such additional committees shall be on a motion, seconded and carried by a majority of the Directors.
 - C. Standing committee chairs have the authority to establish subcommittees as needed with notification to the Board of Directors.

- D. The Authority of each standing committee terminates and the committee dissolves every two years, on even numbered years, on June 30. (Provisions of Article III, Section 3 C will apply)

SECTION 4

All members of the Board of Directors must be regular members of the National Foster Parent Association. A majority of the Board of Directors' voting members must be current or former foster parents.

- A. Membership Requirement

Any NFPA Director whose dues are in arrears for 45 days or more will be removed from office. The Board will select a replacement to fill the remainder of the term by majority vote. If the position is the Chair of the Council of State Affiliates, the Vice-Chair will assume the position for the remainder of the term.

- B. Attendance

An NFPA Director may be removed from the Board for unexcused absence, as defined in the Policy & Procedure Manual.

SECTION 5 – BOARD MEETINGS

The Board of Directors shall meet no less than quarterly. At least one meeting per year must be in person at such location and time as the Board shall determine. The Board may, without meeting together, transact business by electronic methods or mail at the discretion of the President. The Board shall also meet at the call of any Director having the written request of six (6) additional Directors. The Executive Committee shall decide the time, method and location of any additional called meeting within a reasonable timeframe.

- A. Notice of meetings

Notice of the time and place of all meetings of the board shall be sent to each Director and member and posted on the NFPA website, for 6 month timeframes, in January and July of each year. Notification may be made electronically.

SECTION 6

The Directors of the Association may, without meeting together, transact business by mail or electronic mail by voting upon proposed Association resolution/position statements. (See Article V, Section 5 for membership voting procedure.

SECTION 7 – DUTIES

Duties of the Board of Directors shall be:

- A. To interpret and enforce the provisions of the Articles of Incorporation and bylaws of the Association.
- B. To promise by attitude and action constructive social action needed to bring about changes and improvements in child welfare systems and legislation pertaining to all children and families.
- C. To act as an information center and research body regarding constitutional matters, finance, education and legislative actions and to disseminate such information.
- D. To provide a vehicle for communication among foster parents, local foster parent associations, and child welfare agencies.
- E. To cooperate with other organizations which have similar objectives in whole or in part of those of the Association.
- F. To nominate and ratify an NFPA member to fill any unexpired or vacant office, or Director, except the office of President as provided in Article III, Section 2 – B -2.
- G. To determine need to hire personnel to further the work of the association and establish process to do so in policy and procedure.
- H. To formulate such rules and regulations as in the opinion of the Board of Directors are essential to the interests and objective of the Association.
- I. To maintain the financial health and public image of the Association.
- J. To ratify nominations of standing committee chairs.

SECTION 8 – EXECUTIVE COMMITTEE

The Executive Committee of the Association shall consist of the President, Vice-President, Treasurer, Secretary, and the Chair of the Council of State Affiliates, and one member-at-large to be elected by the Directors from the members of the Board.

The executive authority of the Association shall be vested in the Executive Committee. The Executive Committee shall be responsible for supervision and oversight to personnel matters, when applicable, and for the management, public image and property of the Association. The Executive Committee will report as directed to the Board of Directors.

SECTION 9 – QUORUM

The Board of Directors shall have a quorum when one-half (1/2) plus one of its members is present.

Except as otherwise specially provided by law, the Articles of Incorporation or these bylaws, a simple majority of those Directors present and entitled to vote shall carry the question at any Board meeting of the Association. Directors of the Association shall not be permitted to vote by proxy.

SECTION 10 – COUNCIL OF STATE AFFILIATES

There shall be a Council of State Affiliates who shall serve as an advisory council to the Board of Directors. The council shall consist of one (1) representative from each affiliated state member, said representative to be designated in writing to the Secretary annually. The representative shall be a regular member of the National Foster Parent Association.

A member of the Council of State Affiliates shall be an organization representing the interests of foster parents within their US state or territory that has the following characteristics:

- Has status as a 501(c)3 organization
- Represents the interest of foster parents and not of an individual(s)
- Agrees to adhere to the rules and bylaws of the Council and NFPA
- Defines in their articles of incorporation or bylaws that foster parents from the entire state or territory are eligible for membership in the organization
- Are paid in full as an NFPA Affiliate member

The Council shall appoint or elect a representative of the Council to serve on the Board of Directors.

SECTION 11 – COUNCIL OF LOCAL AFFILIATES

There may be a Council of Local affiliates which may serve as an advisory council to the Council of State Affiliates. The council shall consist of one (1) representative from each affiliated local member, said representative to be designated in writing to the Secretary of the Council of State Affiliates on an annual basis. The representative must be a regular member of NFPA.

SECTION 12 – BOARD MEMBER-AT-LARGE TO THE EXECUTIVE COMMITTEE

The NFPA Directors will nominate and ratify one current Director with proven leadership qualities each year to serve on the NFPA Executive Committee as member-at-large. The member-at-large must have served at least one year on the current Board. The purpose of the member-at-large is to represent the remaining members of the Board of Directors to the Executive Committee.

ARTICLE V – MEMBERSHIP MEETINGS

SECTION 1

The members of the Association shall meet annually in the second quarter of each year at such location and time as the Board of Directors shall determine.

SECTION 2

Notice of membership meeting shall be sent to the members, by mail or electronic mail, by the secretary or President's designee, and posted on the NFPA website at least thirty (30) days prior to the meeting.

SECTION 3

All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised.

SECTION 4

Except as otherwise specially provided by law, the Articles of Incorporation or these bylaws, those members of the Association who are present at the call of any meeting of the members and who are entitled pursuant to these by laws to vote at such meetings, shall constitute a quorum for the transaction of business thereat.

Except as otherwise specially provided by law, the Articles of Incorporation or these bylaws, a majority of those members present and entitled to vote shall carry the question at any meeting of the members of the Association. Members of the Association shall not be permitted to vote by proxy at any meeting of the members.

SECTION 5

The members of the Association may, without meeting together, transact business by mail or electronic mail by voting upon proposed Association resolutions/position statement(s) emailed or mailed to them by the Secretary or President's designee with the approval of the President. Such voting shall be by secure electronic methods. If within ten (10) days thereafter a majority of votes received are in favor of such resolutions/position statement(s), said resolutions/position statement(s) shall be deemed carried. Otherwise it shall fail.

ARTICLE VI – AMENDMENT

SECTION 1

The bylaws of this Association may be added to, amended or repealed, in whole or in part, by a two thirds (2/3) majority vote of Directors present at any regular or additional called meeting, where quorum has been established, provided notice of the intent to add to, amend or repeal the bylaws in whole or in part has been sent to each Director, by electronic mail or mailed to the address on file with the NFPA office, at least thirty (30) days prior to the scheduled meeting.

SECTION 2

Proposed bylaw amendments from Association members must be submitted in writing to the President for consideration by the Board of Directors.

ARTICLE VII – POLICY

SECTION 1

The Association shall be self-governing, nonprofit, nonpartisan and nonsectarian, and shall not discriminate against any person on account of sex, race, creed, religion, sexual orientation, or national origin.

SECTION 2

The Association shall solicit and receive funds for the accomplishment and furtherance of these bylaws.

SECTION 3

The Association shall not engage in any activities or exercise any powers that are contrary to law or to the primary purposes for which this Association was formed.

SECTION 4 – FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Directors in the best interest of the Association.

ARTICLE VIII – COMPENSATION

No Director or their immediate family members shall profit from, enter into a contractual agreement for profit with or receive salary from NFPA while serving as a Board member.

ARTICLE IX – DISSOLUTION

Upon the dissolution of the Association, all assets and property of the Association will be disbursed with payment being made to creditors and all remaining assets distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), i.e. other nonprofit Foster, Kinship, Adoptive or Permanent Parent Organizations.

However, if the named recipient is not in existence or is no longer a qualified recipient, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c) 3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The association will abide by all record retention requirements as required by state and federal law.

Amended

May 2008

June 2011 – revoked as of Dec. 31, 2014

Adopted November 14, 2014 effective January 1, 2015