

**BY LAWS OF PREVENTION PARTNERSHIPS FOR CHILDREN, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

ARTICLE I MEMBERSHIP

The Corporation shall have as its sole member the Children's Services Council of Palm Beach County ("CSC").

ARTICLE II OFFICES

The principal office of the Corporation in the State of Florida shall be located in the County of Palm Beach. The Corporation may have other such offices, either within or without the County of Palm Beach, State of Florida, as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time.

ARTICLE III PURPOSES

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to support system coordination in Palm Beach County by capacity building of individuals and organizations and creating opportunities for system integration.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Authority: The affairs of the Corporation shall be managed by a governing body to be known collectively as the Board of Directors, which shall have autonomous authority for the conduct of the Corporation. Board members shall be governed by Chapter 112, Florida Statutes (Code of Ethics).

Section 2. Number, Election and Term of Office: The number of Directors of the Corporation shall always be the same as the number of Board members on the CSC Board ("Council"). The Directors of the Corporation (the "Directors") shall consist of the same people as are the then current members of the Council and their tenure as Directors shall be co-terminus with their tenure on the Council.

Section 3. Authorities: The Board of Directors shall exercise the powers and perform its duties pursuant to Sections 617.0302 and 617.0801 of the Florida Statutes, and subsequent amendments, and as otherwise provided in the Articles of Incorporation and by these Bylaws not inconsistent therewith.

Section 4. Compensation: Directors shall serve without compensation.

Section 5. Meetings: The Board of Directors shall meet at least once a year, in February. This meeting will also serve as the annual meeting of the Board of Directors. Additional meetings may be called by majority vote of the Board of Directors, or by the Chair.

Notice of meetings shall be made by the CSC Council Liaison (via e-mail to each Director at least seven (7) days prior to the date of the meeting. All meetings of the Board of Directors or any committee of the Corporation are public meetings and subject to Chapter 286, Florida Statutes, unless such meetings are exempt from the requirements of Section 286.011, Florida Statutes or any other applicable exemption contained now, or in the future, in Florida law.

Section 6. Officers: The Corporation shall have four (4) officers, including a Chair, a Vice Chair, a Treasurer, and a Secretary. Each officer shall be nominated annually by the members of the Board and approved by a majority vote of the Board at its annual meeting and shall serve a one (1) year term. Duties of each officer are listed below.

Section 7. Fiscal Year: The fiscal year of the Corporation shall be from October 1st September 30th.

Section 8. Voting and Quorum: Each member shall have one vote which may only be exercised by the member and not by proxy or designee. A quorum shall consist of a simple majority of the serving Directors present at the meeting. Unless a greater number is expressly required by statute or regulation, by the Articles of Incorporation, or by these Bylaws, every act on or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Board members may not abstain from voting on any matter that comes before the Council unless there is or appears to be a possible conflict of interest under Section 112 Florida Statutes or the juvenile judge determines that a matter coming before the Council may result in a conflict relating to his/her duties as a juvenile judge.

Section 9. Public Records: The minutes of the board or any committee of the Corporation shall be promptly recorded, and such records shall be open to public inspection pursuant to the provisions of Chapter 119, Florida Statutes, unless otherwise exempt by applicable Florida law. Similarly, the records of the Corporation shall be subject to Chapter 119, Florida Statutes, as "public records" and shall be available for public inspection and copying absent an exemption in Florida law.

Section 10. Employment of Staff: The Board of Directors may retain, or cause to be retained, paid staff as necessary to undertake the day-to-day business of the Corporation, consistent with the policies and directions set by the Board, providing that said staff exhibit appropriate qualifications for the position which they are to hold. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks.

Section 11. Fiscal Management:
The Board of Directors shall use, to the extent applicable, the fiscal policies of CSC, and complete an annual audit and review of revenues and expenses. The Board shall engage professional accounting assistance and advice as needed in the preparation of the annual budget and provide ongoing guidance during the year.

Section 12. Committees: The Board of Directors may form amongst its members one or more committees, from time to time, to assist in the gathering of information, performance of tasks, or other duties related to the general performance and attainment of the purposes of the Corporation. If so formed, such committees shall be subject to the form, responsibilities, duties, terms, and limitations set by the Board of Directors.

ARTICLE V OFFICERS

Section 1. Number: The officers of the Corporation shall be as follows: Chair, Vice Chair, Secretary and Treasurer. The term of an officer shall be one (1) year, and an officer may serve for as many successive terms as nominated and approved. Officers shall be nominated by the members of the Board of Directors at the annual meeting and approved by a majority vote present at such meeting. A person may hold two (2) positions as officer, except that one (1) person may not be both Chair and Secretary.

Section 2. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote of the Board of Directors present at a meeting whenever, in its judgment, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Chair with concurrence of the majority of the Board present at a meeting, for the unexpired portion of the term.

Section 4. Chair: The Chair shall preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or with other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors have authorized to be executed, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other officer or agent of the Corporation. In general, the Chair shall perform all the duties usually pertaining to the office of Chair.

Section 5. Vice Chair: The Vice Chair shall perform the duties of the Chair in the absence or inability of the Chair and shall perform such other duties as the Board shall require.

Section 6. Treasurer: The Treasurer shall assist in the oversight of all funds of the Corporation. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Chair, or by the Board of Directors.

Section 7. Secretary: The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, and in general shall perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the Board of Directors.

Section 8. Chief Executive Officer: The Chief Executive Officer (CEO) of the Corporation shall be the CEO of CSC and shall have general and active management powers over the business of the Corporation. To the extent they are applicable, the CEO shall have the same duties, responsibilities and obligations as reflected in Article VIII of the Bylaws of CSC.

ARTICLE VI RULES OF ORDER

Robert's Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Board of Directors.

ARTICLE VII RECORDS

Correct and complete records of all meetings of the Board of Directors, and copies of all correspondence, resolutions, audits, reports, plans, printed or electronic materials, grants, income and expenditures, and all other documents pertaining to Corporation business, shall be maintained by the CSC Council Liaison and CSC Records Custodian. Records will be maintained in a manner safe from theft, fire, water, corruption or other damage, consistent with record retention requirements of Florida law.

ARTICLE VIII CONTRACTS, PAYMENTS, DEPOSITS AND FUNDS

Section 1. Contract: The Board will constitute the contracting agent for the Corporation unless such role is otherwise delegated by the Board. It may, when acting as a body, make contracts, execute and deliver any instruments in the name of the Corporation, and sue and be sued in the name of the Corporation.

Section 2. Checks or Electronic Funds Transfers: All checks, and electronic funds transfers, or other evidences of indebtedness issued in the name of the Corporation shall be signed consistent with the policies and procedures of CSC.

Section 3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories consistent with the procedures and practices of CSC.

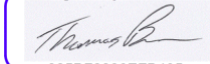
ARTICLE IX POLICIES AND PROCEDURES

The policies and procedures of the Board shall be the policies of the Council and CSC, to the extent they are applicable.

ARTICLE X AMENDMENTS

The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a vote of a majority of the members of the Board of Directors.

APPROVED AND ADOPTED by the Prevention Partnerships for Children, Inc. On February 22, 2007, May 28, 2015 and September 15, 2025.

Signed by:

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Thomas Bean, Chair