

BYLAWS OF THE GRANTED WISH FOUNDATION

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be **The Granted Wish Foundation**. It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

Section 2 – Purpose: The Granted Wish Foundation is organized exclusively for charitable purposes.

The Purpose of this corporation is:

- **To provide wish fulfillment for disadvantaged or disabled individuals and families.**

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Definitions: The Board of Directors of The Granted Wish Foundation shall be known as “The Board of Governors” and generally referred to herein as, the “Board.” The members of the Board shall be known as “Governors.”

Section 2 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the organization, and delegates responsibility of the day-to-day operations to the Executive Director, staff and committees. **The Board shall have up to 5, but not fewer than 3 Governors.** The Governors shall receive no compensation other than reasonable expenses. The Board shall not have more than one or 10% (whichever is greater) directly or indirectly compensated person(s) serving as a voting Governor(s). Compensated Governors shall not serve as the Board’s Chair or Treasurer.

Section 3 – Terms: All Governors shall serve a one-year term, but are eligible for re-election for up to five consecutive terms. The Chair of the Board shall serve five-year terms with an unlimited number of consecutive terms.

Section 4 – Meetings and notice: The Board shall have a minimum of three evenly-spaced meetings per year of the full Board with a majority in attendance, with face-to-face participation. A conference call of the full Board can substitute for one of the two meetings of the Board. An official Board meeting requires that each Governor have written notice at least two weeks in advance and shall be held at an agreed upon time and place.

Section 5 – Board elections: During the last quarter of each fiscal year of the corporation, the Board shall elect Governors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of Governors, called in accordance with the provisions of these Bylaws.

Section 6 – Election procedures: New Governors shall be elected by a majority of Governors present at such a meeting, provided there is a quorum present. Governors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 – Quorum: A quorum must be attended by at least two-thirds of Governors for business transactions to take place and motions to pass.

Section 8 – Officers and Duties: There shall be three Officers of the Board, consisting of a Chair, Secretary, and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Secretary, Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Governor, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Governors and the public, as necessary.

Section 9 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Governors from present Governors two weeks in advance of a Board meeting. These nominations shall be sent out to the Governors with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Governor's term.

Section 10 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Governor shall be terminated from the Board due to excess absences, which shall mean more than one unexcused absence from Board meetings in a year. A Governor may be removed for other reasons by a three-fourths vote of the remaining Governors.

Section 11 – Special meetings: Special meetings of the Board shall be called upon the request of the Chair or by request of one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Governor at least two weeks in advance.

ARTICLE III – COMMITTEES

Section 1 – Committee formation: The Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Chair shall appoint all committee chairs.

Section 2 – Executive Committee: The three Officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and shall be subject to the direction and control of the full Board.

Section 3 – Finance Committee: The Treasurer is the chair of the Finance Committee, which shall include up to three other Governors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Governors. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Governors and the public, as necessary.

ARTICLE IV – DIRECTOR AND STAFF


Section 1 – Executive Director: The Executive Director shall be hired by the Board. The Executive Director will conduct the day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Governors and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE V – AMENDMENTS

Section 1 – Amendments: These Bylaws may be amended when necessary by a vote of two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

This amended version of the bylaws were approved at a meeting of the board of governors by a two-thirds majority vote on **March 15, 2011**.


Secretary

3/15/11
Date