

**FAMILIES IN GLOBAL TRANSITION
A NON-PROFIT CORPORATION
BYLAWS**

ARTICLE I: NAME AND OFFICES

1.1: The name of the Corporation is: Families in Global Transition, hereinafter referred to as "FIGT," or "the Corporation." FIGT was incorporated in the State of Texas on November 27, 2001, with tax-exempt status as a 501(c)(3) non-profit corporation.

ARTICLE II: PURPOSES

2.1: Purpose: To promote the positive value of the international experience, and to empower the family unit and those who serve it before, during and after international transitions.

2.2: Other Purposes: To do any and all other acts or things incidental to or in connection with the general purposes here in above set forth or in advancement thereof as permitted by the Texas Non-Profit Corporation Act.

2.3: Limitations: None of the income or net earnings of FIGT shall inure to the benefit of, or be distributed to, any of the Corporation's Directors, officers or any other person connected thereto, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services contracted for and rendered, and to make payments and distributions in furtherance of its stated corporate purposes.

ARTICLE III: IRS 501(C)3 TAX EXEMPTION PROVISIONS

3.1: Purposes: This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

3.2: Limitations: No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. FIGT may, however, petition members of the Legislature, or other State Officials, regarding legislation affecting the operation and/or funding of FIGT. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities permitted (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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ARTICLE IV: MEMBERSHIP:

4.1: Classification: There shall be four classifications of membership: Individual, Organization, Student, and Honorary.

4.2: Qualifications and Privileges:

(a) Individual members are from the worldwide community interested or actively involved in empowering families, and those who serve them, in global transition and shall be eligible to vote, hold elected office, and serve on committees.

(b) Organization Members shall be organizations, companies, or institutions interested in supporting and promoting FIGT. Each Organization member will have one (1) voting member. Benefits of membership may be available to all employees of the Organization member. Any person employed by an Organization member may serve on committees and may serve in elected office. Membership dues for Organization members will be established by the Board of Directors and may vary based on size, annual revenue, or any other characteristic or benefit level.

(c) Student members shall be full-time students, either at the undergraduate or graduate level. Student members shall not be eligible to vote or hold elected office, but may serve on volunteer task forces and committees. The Board of Directors may set the requirements for a member to be considered a full-time student.

(d) Honorary members shall be individuals who have received approval by the board of directors in recognition of their outstanding contribution to FIGT. Honorary members shall be excluded from voting and holding elected office but may serve on volunteer task forces and committees.

4.3: Payment of Dues and Termination

(a) Any individual eligible for membership may become a member upon completion of application and payment of first annual dues to the treasurer. Honorary members shall be exempt from paying dues.

(b) All members shall pay annual dues on the anniversary date of membership in the organization.

(c) In the event any member shall become delinquent in the payment of dues for thirty (30) days, such member shall be notified of the delinquency; if such a delinquency continues for a period of thirty (30) days after such notice, such delinquent member shall automatically be declared in default and be suspended from this organization until such time as the dues are paid. Said member shall not receive any benefits of the organization during this suspension.

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4.4: Annual Meeting

(a) Time, Location, Notification: An Annual Members' Meeting of FIGT shall be held annually in conjunction with FIGT's Annual Conference. The location and time of the Annual Members' Meeting shall be published in advance of the meeting in appropriate FIGT publications.

(b) Purposes: The Annual Members' Meeting shall be held for the purpose of announcing FIGT's financial status based on its current audited financial statements, for the delivery of the President's Annual Report, and for the reporting of other information and the conduct of such other business as the Board of Directors may determine is important to FIGT and its Members.

4.5 Communication with Members: All members will be responsible for updating their membership records with their address, phone number, and email address. Any of this contact information may be used for official business.

ARTICLE V: BOARD OF DIRECTORS

5.1: Powers: Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

5.2 Eligibility – Members of the board of directors must be a member in good standing and able to serve in elected office under the guidelines of the membership classifications of these bylaws.

5.3: Duties: It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their mailing and email addresses with the Executive Director of the Corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

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5.4: Compensation: Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

5.5: Composition: The number of Directors comprising the Board of Directors shall be no less than seven (7), and no more than twenty (20).

5.6: Change in Number: The number of Directors comprising the Board may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director without his/her written consent. Any Directorship to be filled by reason of any increase in the number of Directors shall be elected by the vote of the majority of the Directors comprising the entire Board before such increase becomes effective.

5.7: Election: The Directors shall be nominated by the Board of Directors annually no more than one hundred (100) days and no less than sixty (60) days before the end of the fiscal year from a slate of nominees put forth by the Nominating Committee as prescribed in Article VII, 7.3. As outlined in Article XIII, 13:3, the Board of Directors shall post a slate of Candidates to the membership of FIGT twenty-five (25) days prior to the scheduled election and the membership may petition via as stated in Article 13.3,. A term of office shall normally be for two (2) years; however, Directors may be re-elected to succeed themselves; provided further any Director who has served two (2) full two (2) year terms shall not be eligible to again be a Director until one (1) year has passed from the last day of his/her second consecutive two (2) year term unless granted a waiver to continue as a Director by a majority vote of the Board.

5.8: Term: A full term of office shall officially commence on October 1 and end on September 30. A term of office shall normally be for two (2) years; however, Directors may be re-elected to succeed themselves; provided further any Director who has served two (2) full two (2) year terms shall not be eligible to again be a Director until one (1) year has passed from the last day of his/her second consecutive two (2) year term unless granted a waiver to continue as a Director by a majority vote of the Board. Restated, a Director may serve a maximum of four consecutive years with one-year respite at the conclusion of said four years before returning as a Director.

5.9: Replacement Directors: Replacement Directors shall be elected by the Board of Directors from nominees submitted to the Nominating Committee by the Nominating Committee and/or individual Board members. When placing the name of a prospective Director in nomination for election to the Board, the sponsoring Director shall first submit a Board of Directors Nomination Form to the Nominating Committee who will in turn consider the submission and contact the nominee. The Nominating Committee will obtain the consent and a brief resume of the nominee. The Nominating Committee will also interview the nominee. Each resume shall

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be reviewed by the Board prior to voting. When filling vacancies on the Board, consideration shall be given to membership diversity and any needs of the Board for individuals with special talents.

5.8: Removal of Directors: Any Director may be removed, with or without cause, by a two-thirds (2/3) vote by ballot, at any regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the Director subject to such vote is given at least twenty-four (24) hours notice prior to the meeting. Any Director who does not attend three (3) consecutive scheduled and at least one-half (1/2) of the regular and special meetings of the Board in any calendar year may be removed by a majority vote of the Board.

5.9: Any vacancy on the Board of Directors caused by death, resignation or otherwise shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

5.10: Quorum: A quorum shall consist of fifty percent (50%) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

5.11: Majority Action As Board Action: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

5.12: Meetings and Attendance: The Board shall hold regular meetings annually, with the date and location of the next meeting to be set at least thirty (30) days in advance. Special meetings of the Board may be called by the President on two (2) days notice to each Director personally, by mail, e-mail, or Fax addressed to the last known address at the Corporation. Special Meetings may also be called by any three (3) Directors in a like manner, and on like notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting on the grounds that the meeting was not lawfully called or convened.

5.13: Place of Meetings: Meetings shall be held at places, times, and by methods which may be designated from time to time by resolution of the Board of Directors.

5.14: Conduct Of Meetings: Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, , by the Vice President of the Board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Board shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding

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officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the parliamentary authority of these Bylaws, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

5.15: Statement of Purpose of Meeting: Neither the business proposed to be transacted nor the purpose of any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting except for notices required under Article 4.8: "Removal of Directors,".

5.16: Non-liability Of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

5.17: Indemnification By Corporation Of Directors And Officers: The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

5.18: Insurance For Corporate Agents: Except as may be otherwise provided under provisions of law, the Board of Directors are required to adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

5.19: Written Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting provided: (i) a consent in writing setting forth the action so to be taken is signed by all members of the Board, or (ii) an affidavit prepared and signed by the President and one other Officer setting forth the action so to be taken and affirming that consent for such action has been verbally obtained from each voting member of the Board.

ARTICLE VI: EXECUTIVE COMMITTEE

6.1: Composition: The Executive Committee shall be composed of the President, Vice-President, the Secretary, and the Treasurer. By a majority vote, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

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6.2: The Executive Committee shall have and may exercise the powers of the Board in the management of the Corporation's affairs except in the following matters and except where action of the Board is required by statute or the Corporation's Articles of Incorporation or by these Bylaws:

- (a) Amending the Articles of Incorporation;
- (b) Amending, adopting or repealing these Bylaws;
- (c) Electing or removing Officers and/or Board Members; or
- (d) Dissolving the Corporation.

6.3: Meetings and Quorum: Meetings of the Executive Committee shall be called by the President or by any two (2) members of the Executive Committee. Any three (3) members shall constitute a quorum.

ARTICLE VII: STANDING COMMITTEES

7.1: Listing of the Committees: In addition to the Executive Committee described in Article V, there shall be a Nominating Committee, duties of which are described in Section 7.3.

7.2: Formation of Additional Committees: The President may, with the approval of the Board or the Executive Committee, designate one or more committees as deemed necessary for the management of FIGT. Each committee shall consist of one (1) or more Directors, and shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation as designated by the President. Such committees may be co-chaired by an individual who is not a member of the Board, however, all business must be conducted under the authority and oversight of the Director. Any members of a committee who are not also members of the board shall act in an advisory capacity to the board.

7.3: Nominating Committee: A Nominating Committee shall consist of a Director (Committee Chair) plus four (4) voting members, appointed by the Board to serve during the succeeding Board year. The Nominating Committee shall recommend to the Board of Directors at least thirty-five (35) days prior to the scheduled Annual Election Meeting, a slate of Officers and Directors, (to succeed those whose terms are expiring) for the succeeding year. Vacancies that occur on the Nominating Committee shall be filled by the Board. No officers shall be eligible to serve on this committee. In addition to its role in identifying, screening and selecting individuals to serve in various FIGT capacities, this committee shall proactively encourage participation by prospective leaders, and, shall promote the development of leadership skills and an understanding of procedural issues for the benefit of FIGT.

ARTICLE VIII: OFFICERS AND DUTIES

8.1: Officers' Designation and Terms: The officers of the Corporation shall consist of the President, the Vice-President, the Secretary and the Treasurer, and any other such officers as

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may be deemed necessary. Two (2) or more offices may be held by the same person with the exception of the offices of the President and Secretary, or the President and Treasurer. All officers shall be Directors of FIGT. The term of office shall be for two (2) years and shall begin at the close of the Annual Election Meeting. No officer may serve more than two (2) consecutive terms in the same office, unless approved by the Board. Respective terms will commence at the Annual Board of Directors Meeting prior to the end of the Fiscal Year.

8.2: Vacancies: A vacancy shall be filled by a majority vote of the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

8.3: Duties and Powers: The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these Bylaws, those assigned by the Board which normally pertains to the office, and the parliamentary authority adopted herein. These duties and powers shall include, but not be limited to the following:

(a) The President shall:

- (1) Be the principal officer of FIGT;
- (2) Preside at all meetings of the Board of Directors and the Executive Committee;
- (3) Co-sign all promissory notes and contracts or authorize Executive Director to do so;
- (4) Appoint standing committee chairpersons and members, and create special committee(s) and appoint chairpersons and members thereof as the need arises;
- (5) Serve as an Ex-officio member of every committee; and,
- (6) Assume such other duties as may be assigned by the Board of Directors, or the Executive Committee.

(b) The Vice-President shall:

- (1) Assume such duties as may be assigned by the President, the Board of Directors, or the Executive Committee;
- (2) In the absence of the President, preside at all Board of Directors and Executive Committee meetings;
- (3) In the absence of the President, create special committees and appoint chairpersons and members thereof as the need arises; fill vacancies on standing committees; and,
- (4) Be an Ex-officio member of the committees under his/her direction.

(c) The Secretary shall:

- (1) Over see the preparation of/be responsible for the minutes of meetings and maintain one (1) copy of the minutes of each official Board meeting in a permanent binder as the official record of FIGT;
- (2) Prepare and mail meeting notices to Board members and Advisory members; and,

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(3) Assume such other duties as may be assigned by the President, Board of Directors or the Executive Committee.

(d) The Treasurer shall:

- (1) Be the custodian of all funds;
- (2) Present a financial report at each meeting of the Board of Directors;
- (3) Co-sign promissory notes and contracts or authorize Executive Director to do so;
- (4) Disburse funds as authorized by the Board of Directors after reasonably satisfying him/herself as to the validity of the recipient;
- (5) Any payments, including electronic payments, for amounts greater than \$5,000 shall require written approval from approved signors via email in advance of payment. If payment is by check, the check shall be co-signed by two (2) Board-approved signors.
- (6) Collaborate with the Executive Director to fulfill aforementioned duties as needed; and
- (7) Assume such other duties as may be assigned by the President, Board of Directors, or the Executive Committee.

8.4: Removal: Any officer elected by the Board or appointed by the President may be removed by the Board whenever in its judgment the best interests of FIGT will be served thereby. Any officer may be removed, with or without cause, by a two-thirds (2/3) vote by ballot, at any regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the Director subject to such vote is given at least twenty-four (24) hours prior to the meeting.

8.5: Bonds: The Board may by resolution require any and/or all of the Officers to be bonded to the Corporation with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective office(s) and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE IX: EXECUTIVE DIRECTOR

9.1: Authorization: The Board shall hire or contract for the services of an Executive Director to manage its operations, and to assist in the coordination of its tasks. This position may be filled by an employee, or, by an independent contractor. The Executive Director shall not be a Director, and shall have no voting rights on any committee.

The Executive Director shall:

- (a) Liaise with the Board of Directors to manage and coordinate the operation of the organization;
- (b) Manage accounts receivable, accounts payable, and bank accounts as directed by the Treasurer;

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- (c) Pay bills, deposit funds and reconcile bank statements; (4) Co-sign or sign promissory notes and contracts as authorized by the Treasurer, and/or the President;
- (d) Coordinate annual conference planning logistics and venue negotiations;
- (e) Attend all meetings of the Board as an ex officio member;
- (f) Assume such other duties as may be assigned by the President, Board of Directors, or the Executive Committee.

ARTICLE X: FINANCIAL MATTERS, AND EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

10.1: Execution of Instruments: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2: Fiscal Year: The fiscal year of the Corporation shall be established by the Board to encompass the period November 1 to October 31. The books of account of the Corporation shall be balanced at the close of the fiscal year.

10.3: Depository: All funds of the Corporation shall be deposited to the credit of the Corporation in the general or special account(s) in such bank(s) or other depositories as the Board may from time to time select, or as may be selected from time to time by any Officer or Officers of the Corporation to whom such power is delegated by these Bylaws. Majority Board approval is required for the opening and closing of such account(s). Any checks drawn on an account of the Corporation for amounts of less than \$5,000 shall require the single signature of the Executive Director, or his or her designee. Any checks for amounts of \$5,000 or over shall be co-signed by the Treasurer, or his or her designee, and the Executive Director.

10.4: Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

10.5: Loans: The Corporation shall not make any loans inconsistent with the purposes stated in its Articles of Incorporation or the laws of the State of Texas. No loans shall be made by the Corporation to its Officers or Directors or other entities. All loans must be authorized pursuant to a duly adopted resolution of the Board.

10.6: Dividends: No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its Directors or Officers.

ARTICLE XI: CORPORATE RECORDS, REPORTS AND SEAL

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11.1: Maintenance Of Corporate Records: The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

11.2: Directors' Inspection Rights: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

11.3: Right To Copy and Make Extracts: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

11.4: Periodic Reports: The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

11.5: Corporate Seal: The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE XII: ELECTRONIC MEETINGS

12.1: Authority for Electronic Meetings: Standing Rules regarding the policies and procedures may be adopted and revised as needed for electronic participation and/or voting in all FIGT meetings without revision to these Bylaws, provided, however that that they not limit the access or voting rights of any Director or participant.

12.2: Methods: These methods include, but are not limited to: teleconferences, video conferences, text-based chat rooms, and other means as may become available in the future, so long as such means provide for simultaneous communication, or, that they reasonably provide for access and voting rights of each prospective participant.

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12.3: Recording Electronic Meetings: Teleconferences and other forms of meetings may be recorded on tape or by other means. Each participant irrevocably gives his or her consent and grants the acting Secretary the express right to record meetings.

12.4: Quorum: In the case of teleconferences, videoconferences, or text-based chat rooms a quorum shall be established through a roll call. In the case of an email meeting, quorum shall be established by email messages from each member of the meeting.

12.5: Votes: Votes are taken by roll call, general consent, or, by email.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

13.1: Nominations: The Nominating Committee shall continually screen and consider the qualifications of potential candidates for membership of the Board and Officers of FIGT. The Nominating Committee, after interviewing, and obtaining the consent of each candidate, shall distribute to each Board member at least thirty-five (35) days prior to the Annual Election Meeting at which an officer or Board member is to be elected, a notice setting forth the following:

(a) A proposed single slate of candidates for any Officer position to be filled; and

(b) At least one (1) candidate for each of the Board positions to be filled, setting forth the terms of each, where appropriate.

13.2: Election must take place no more than one hundred (100) and no less than sixty (60) days before the end of the fiscal year.

13.3: Posting Slate of Candidates to the Membership: The slate of Director candidates must be posted by the Board of Directors no less than twenty-five (25) days prior to the scheduled Annual Election Meeting. Unless 5% of the membership petitions for an alternative slate, the slate will be deemed accepted for election. Petitions from the membership must be received by the Executive Director via postal or electronic mail at least five (5) business days prior to the scheduled Annual Election Meeting.

ARTICLE XIV: INDEMNIFICATION

14.1: Indemnification: The Corporation shall indemnify and hold harmless any Officer or Director, or former Officer or Director of the Corporation for expenses and costs, including reasonable attorney's fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason of his or her being or having been such an Officer or Director, except in relation to matters as to which he or she shall have been guilty of gross negligence or misconduct in respect to the matter in which indemnity is sought.

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ARTICLE XV: NONDISCRIMINATION

15.1: The Officers and Directors and any employee(s) and/or members of committees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, creed, color, religion, disability, sexual orientation, gender identity and expression, marital status, political opinions or affiliations, veteran status, ancestry or national or ethnic origin.

ARTICLE XVI: STANDING RULES

16.1: Standing Rules: The Board may adopt such Standing Rules and procedures as to the operation of the affairs of the Corporation as it deems appropriate. Any such rules and /or procedures may thereafter be amended from time to time by the Board by a majority vote.

16.2: Adoption of Changes: Changes to Standing Rules shall become effective immediately upon passage. However, Standing Rules which limit access to meetings or voting rights shall require a two-thirds majority vote of the Board, and shall not become effective for thirty (30) days following the vote.

16.3: Conflicts: In the event of a conflict between Standing Rules and other authorities, the Standing Rules shall be subject to Federal or State laws, the Articles of Incorporation of this Corporation, and, by these Bylaws.

ARTICLE XVII: BUSINESS ETHICS

17.1: Business Ethics: The Corporation shall maintain the highest ethical standards in the conduct of its business, and will not tolerate activities that do not support these standards. To merit and maintain the complete confidence of the media, sponsors and the public, the Corporation must promote and protect its reputation as highly ethical and responsible organization. All Officers, Directors and Advisory members will conduct themselves accordingly, and perform their duties in accordance with reasonable business practices. Officers, Directors and Advisory members who violate this policy may be subject to removal.

ARTICLE XVIII: DISSOLUTION

18.1: Dissolution: Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

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ARTICLE XIX: AMENDMENT OF BYLAWS

19.1: Subject to the power of the members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a two-thirds (2/3) majority vote of the Board of Directors.

19.2: Amendments: Amendments, alterations, or repeal of these Bylaws may be made in writing by a vote of a two-thirds majority (2/3) vote of the members of the Board; provided, however, that the proposed amendment, alteration, or repeal shall have been presented in writing at least thirty (30) days prior to the meeting.

ARTICLE XX: PARLIAMENTARY AUTHORITY

20.1: Parliamentary Authority: The Standard Code of Parliamentary Procedure by Robert's Rules of Order, revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these Bylaws, or by special rules of procedure adopted by the Board of Directors.

ARTICLE XXI: CONSTRUCTION AND TERMS

21.1: Conflicts: If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

21.2: References: All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation, filed with an office of this state and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

SIGNATURES