Resolution 2023-02

**A Resolution of the Executive Board of Directors of Fannin County**

**Family Connection, Inc., Amending the Corporation’s Bylaws**

**Resolved** by the Executive Board of Directors of Fannin County Family Connection, Inc. as follows:

Section 1. This resolution amends certain sections of the Fannin County Family Connection, Inc., Bylaws (hereinafter “Bylaws”).

Section 2. Section 1.1, entitled “Name,” is amended as follows:

* 1. **Name**.The name of this corporation shall be “Fannin County Family Connec­tion, Inc.” Hereinafter Fannin County Family Connec­tion, Inc. shall be referred to as “Family Connec­tion” or “the corporation.”

Section 3. With the exception of section 1.1, references to “Fannin County Family Connection” in all remaining sections shall be amended to “Family Connection” or “the corporation,” as appropriate.

Section 4. Sections 1.3 and 2.2(c)(13) are amended by deleting the words “Board of Trustees” and substituting the words “Family Connection Executive Board.”

Section 5. Section 3.1, entitled “Authority and Responsibility of the Fannin County Family Connection Executive Board,” is amended by inserting a new section 3.1(b) and renumbering existing sections 3.1(b) and (c) accordingly. The new section 3.1(B) shall read as follows:

(b) *Noninterference with Administration.* Except for the purpose of investigation and inquiry or as otherwise provided in the bylaws of the corporation, no member of the Executive Board of Directors shall attempt to control or direct the Executive Director or any member of the staff in the discharge of the duties entrusted to them, except by vote of the Board at a duly constituted meeting. Notwithstanding the foregoing, staff members shall give members of the Executive Board such information regarding the corporation as may be requested and the members of the Executive Board may express their views fully and freely and discuss with the Executive Director anything pertaining to appointment, removal, performance or duties of any member of the staff.

Section 6. Section 3.3, pertaining to the Family Connection Executive Board and entitled “Manner of Election and Term of Office” is deleted and the following language is substituted:

3.3.  **Manner of Election and Term of Office.** Executive board members may be elected at any time during the year. A board member’s term of office shall continue until the adjournment of the second annual meeting following his or her election. Board members may be reelected for subsequent terms. The terms of office of board members Theresa Dillard, Sherry Echelberger, Jane Kimzey, Tom Niswander, Gordon Riddoch, and Candace Youngberg will expire on the adjournment of the 2024 annual meeting and the terms of office of board members James Brumbelow, Robert Gleadal, Michael Kilpatrick, Chris Martinez, Anna Speesen and James Yacavone will expire on the adjournment of the 2025 annual meeting; thereafter, these board members may be reelected for subsequent terms.

Section 7. Section 5.2, pertaining to the officers of the corporation and entitled “Election and Term of Office” is deleted and the following language substituted:

5.2. **Election and Term of Office.** The executive officers of the Executive Board, which include the chair, vice chairs, secretary, and treasurer, shall be elected at the annual meeting and shall serve until the next annual meeting and thereafter until their successors have been elected, or until their earlier death, resignation, removal, retirement, or disqualification. Executive Board Officers may be re-elected for subsequent terms.

 Section 8. Section 5.7, entitled “Executive Director,” is amended by deleting section 5.7(d) and renumbering the remaining sections accordingly and by inserting the language of deleted section 5.7(d) at the end of section 5.8, entitled “Secretary,” so that section 5.8 shall read as follows:

5.8. **Secretary.** The secretary shall attend all meetings of the Fannin County Family Connection Executive Board and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept by the executive director. The secretary or the chair shall give, or cause to be given, notice of all meetings of the Fannin County Family Connection Executive Board. The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Executive Board or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

Section 9. Section 6.1, entitled “Nominating/Membership Committee,” is amended by changing the name of the committee to “Nominating and Bylaw Committee.

Enacted \_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2023.

Attest:

TC Dillard

Secretary, Board of Directors