



**BY-LAWS
OF
CENTER FOR GUARDIANSHIP
CERTIFICATION, INC.**



**ARTICLE I
NAME**

The Name of this Corporation is the CENTER FOR GUARDIANSHIP CERTIFICATION, INC.

**ARTICLE II
OFFICES**

The Corporation shall have and continuously maintain an office and a statutory agent whose office is identical with such office, and may have such other offices as the Board of Trustees may from time to time determine.

**ARTICLE III
PURPOSES**

The purpose of the Center for Guardianship Certification is:

- A. To develop and administer a credentialing process for guardians and guardianship agencies.
- B. To address issues related to renewal, suspension and revocation of credentials for guardians and guardianship agencies.
- C. To encourage, support and foster best practices in the provision of guardianship services.

**ARTICLE IV
STRUCTURE**

- A. The Corporation shall consist of a ten (10) to fourteen (14) member Board of Trustees.
- B. The Board of Trustees shall consist of those individuals as hereinafter defined in Article V, entitled "Board of Trustees".

**ARTICLE V
BOARD OF TRUSTEES**

SECTION 1. MANAGEMENT.

The management, direction and control of the properties, operations and activities of the Corporation shall be vested in the Board of Trustees and may be delegated to professional staff.

SECTION 2. COMPOSITION AND TERM.

- A. The Number of voting Trustees shall be nine (9) to thirteen (13).
- B. The President of the Board of Directors of the National Guardianship Association, or their designee, will serve as an Ex-Officio, non-voting member of the Board of Trustees.
- C. The term of office of a Trustee shall be three (3) years, except for the offices of President-Elect, President, and Immediate Past President. Except for the Immediate Past President, no Trustee may serve for a term or terms of more than six (6) consecutive years, except that a person appointed to fill a Trusteeship vacancy of less than eighteen (18) months shall be eligible to serve six (6) consecutive years thereafter. If the currently-sitting President is unable to ascend to the Immediate Past President position the following year, the Nominating Committee may choose to nominate the current Immediate Past President to serve an additional one year term following the expiration of their position. Furthermore, regardless of time or election, a person shall be eligible for additional term(s) after being off the Board for a period of one (1) year.
- D. Each Trustee shall hold office for the term for which elected and until a successor shall have been elected and qualified.



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SECTION 3. QUALIFICATIONS AND NOMINATIONS.

- A. All Trustees must be committed to the purposes of the Corporation.
- B. The Nominating Committee shall ensure there are nine (9) to thirteen (13) voting members of the Board of Trustees in accordance with the procedures established by that Committee and approved by the Board of Trustees.
- C. At least one Trustee shall be a Public Representative, defined as follows: An individual who is not certified by the Corporation.
- D. Two of the trustees shall be the Chair of the NCG Committee and the Chair of the NMG Committee.
- E. If the nominating committee deems it is in the best interest of the Corporation, any currently sitting Officer may be nominated to serve one additional term in their same position.
- F. All Trustees shall hold the interests of the CGC as their primary concern, regardless of their other affiliations and interests.
- G. A majority of the currently-sitting Board of Trustees shall be certified through CGC.

SECTION 4. VACANCIES

- A. Any Trustee who is absent from two (2) meetings during any 12 month period shall be presumed to have resigned from the Board of Trustees and a vacancy shall be declared in relation to the seat occupied by said Trustee. Upon a request by the Trustee the Board may choose to waive the presumption.
- B. Any vacancy occurring in the Board of Trustees caused by the death, resignation, or appointment of any of the Trustees, except an elected President and Immediate Past President, shall be directed to the Nominating Committee to be filled. The Nominating Committee, with the approval of the Trustees, will fill the position vacated, taking into consideration the representation being fulfilled by that position.
- C. When a vacancy occurs in the office of the President during the term of office, the President-Elect shall ascend to the office of President and serve the remainder of that term.
- D. When a vacancy occurs in the office of the President-Elect or Treasurer during the term of office, the Nominating Committee, with the approval of the Board, shall appoint a successor within 30 days who shall serve the remainder of that term.
- E. When a vacancy occurs in the office of the Immediate Past President during the term of office, the position shall remain unfilled during the remainder of the term.

SECTION 5. POWERS.

- A. The Board of Trustees shall determine the general policies for the operation and control of the Corporation and its various activities.
- B. The Board of Trustees shall have direction of all funds of whatever character held for the benefit of the Corporation; shall have full and complete power, in the name of the Corporation, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Corporation, and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the Officers of Corporation to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating said purpose, of any of them. No contracts of the Corporation shall be valid unless authorized or approved by the Board of Trustees.



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SECTION 6. DUTIES.

- A. The Board of Trustees shall consider and adopt an annual budget and control the revenue and expenditures not covered by the annual budget.
- B. The Board of Trustees shall conduct fund-raising activities, including but not limited to grant writing and development of a credentialing program.
- C. The Board of Trustees shall endeavor to acquire funds for the conduct of the activities of the corporation.
- D. The Board of Trustees shall at all times endeavor to work in a cooperative manner with any organization that furthers the purposes of the Corporation.

SECTION 7. MEETINGS AND QUORUM

- A. Regular meetings of the Board of Trustees shall occur no less than three times per year. Special meetings may be called by the President of the Board, or by any three (3) members of the Board. The Executive Director shall give not less than ten (10) days notice of any regular meeting or special meeting, and, if mailed, such notice shall be deemed to be delivered when deposited in the US mail, postage pre-paid and addressed to the last known address of the member of the Board.
- B. The Trustees may participate in and act at any meeting through the use of a conference telephone or other communication equipment, including e-mail, by means of which all persons participating in the meeting are able to communicate with each other. Participation in such meeting shall constitute attendance and presence in person.
- C. Sixty percent (60%) of the members of the Board of Trustees shall constitute a quorum.
- D. The annual meeting of the Board of Trustees shall be held at the last meeting of each fiscal year or as soon thereafter as the Board may direct by resolution.

**ARTICLE VI
OFFICERS**

SECTION 1. OFFICERS.

- A. The voting Officers of the Corporation shall be President, President-Elect, Treasurer, and Immediate Past President. The Board of Trustees, by resolution, may create such additional offices from time to time as it may consider advisable. No two (2) offices may be held by the same person. No Officer may serve simultaneously as a National Guardianship Association Officer.
- B. The Executive Director of the Corporation shall serve as a non-voting Officer.
- C. The voting Officers of the Corporation shall be put forth by the Nominating Committee and elected annually by the Board of Trustees at the annual meeting, except the offices of President and Immediate Past President.
- D. The President-Elect shall automatically ascend to the office of President, unless appointed to that position. The President shall automatically ascend to the office of Immediate Past President.
- E. The term of office for the President-Elect, President, and Immediate Past President is one year.
- F. The Treasurer position will be chosen from among the current Board of Trustees by the Nominating Committee and brought forth to the Board of Trustees for consideration at the annual meeting each year.



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- G. Any Officer elected by the Board of Trustees may be removed from that office by the Board of Trustees whenever, in its judgment, the best interests of the Corporation would be served thereby. Such procedure shall comply with Robert's Rules of Order.

SECTION 2. DUTIES OF OFFICERS.

- A. The President shall preside at the meetings of the Board of Trustees, and shall also perform such other duties as the Board of Trustees may from time to time assign. The President may sign on behalf of the Corporation all instruments which the Board of Trustees has authorized to be executed.
- B. The President-Elect, in the absence of the President or in the event of his inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.
- C. The Treasurer shall receive monthly reports from staff upon reconciliation including the statement of financial position, statement of income and expense by program, deposit detail, comparison of budget to actual, and comparison of actual expenses for the current year to previous year expenditures, as well as the monthly reconciliation report for each account. The Treasurer will report on the cash position of the Corporation at Board meetings. All financial matters and transactions as kept for the Corporation by bonded staff will be addressed by the Executive Director. The Treasurer shall require that the Corporation's books of account be audited and/or reviewed at the discretion of the Board of Trustees by an independent Certified Public Accountant selected by the Board of Trustees.
- D. The Immediate Past President shall provide counsel and historical perspective to the Board of Trustees and the Executive Committee, as needed.

**ARTICLE VII
EXECUTIVE DIRECTOR**

The Board of Trustees may appoint an individual to act as the Executive Director. Said Executive Director shall be a non-voting Officer of the Board of Trustees. The Executive Director shall be subject to the direction of the Board and President and shall be responsible for the day-to-day management, direction and control of the Corporation. Day-to-day management includes, but is not limited to, ensuring that a true and accurate record is kept of all Board meetings and that notices are duly given in accordance with the Bylaws or as required by law. The Executive Director shall have the authority and power to deal with any and all matters of the Corporation including its interrelationship with all other entities.

**ARTICLE VIII
COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE.

- A. The Executive Committee shall consist of the President, President-Elect, Treasurer, and Immediate Past President.
- B. The Executive Director is a non-voting member of the Executive Committee, and attends the meetings.
- C. The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the Corporation between meetings of the Board of Trustees and until such time as the Board of Trustees can ratify those decisions; provided, however, that the Executive Committee shall not have the authority of the Board of Trustees in reference to amending,



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altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings there for; or adopting a plan for the distribution of the assets for the Corporation.

SECTION 2. SPECIAL COMMITTEES.

The President, with the approval of the Board of Trustees, shall have the power to establish and appoint special or ad hoc committees, including the Chair thereof, as may be deemed necessary or expedient for properly conducting the affairs of the corporation, and may vest such committees with such powers as the Board may deem advisable. Special committees shall serve until the purpose for which they were created has been accomplished. The President shall be an ex officio member of each special committee. Each such special or ad hoc committee shall be Chaired by a member of the Board of Trustees or a past member of the Board of Trustees. Examples of special committees could be National Certified Guardian Committee, National Master Guardian Committee, etc.

SECTION 3. STANDING COMMITTEES AND MEMBERSHIP.

The standing committees of the organization are as follows: Executive Committee, Nominating Committee, Finance Committee, and Bylaws and Procedures Committee. With the approval of the Board of Trustees, individuals, not otherwise involved in the Corporation, may be appointed as members of any standing, special or ad hoc committee by the Chair of the Committee.

SECTION 4. COMMITTEE MEETINGS AND PROCEDURES.

Each Committee shall establish its own rules of organization and procedure and otherwise conduct its affairs so long as no action by a Committee conflicts or otherwise violates the Articles of Incorporation, By-Laws of the Corporation or the laws of the State in which CGC is incorporated. Committees will follow Robert's Rules of Order.

SECTION 5. CONTROL BY BOARD OF TRUSTEES.

All Committees, standing or otherwise, shall be subject to the control and direction of the Board of Trustees and shall make such reports from time to time as the Board of Trustees or President may request.

**ARTICLE IX
FISCAL YEAR**

The Fiscal year of the Corporation shall begin the first day of January and shall end on the thirty-first day of December.

**ARTICLE X
AMENDMENTS**

These By-Laws may be altered, amended, or repealed at any time by vote of not less than two-thirds of the Board of Trustees present provided there is a quorum at any regular or special meeting thereof; provided, however, that no alteration, amendment or repeal of any of these By-Laws shall be valid unless written notice of the subject of the proposed amendment shall be mailed to each member of the Board not less than twenty-one (21) days prior to the date of the meeting.



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**ARTICLE XI
DISSOLUTION**

In the event of dissolution of the Corporation, the funds and assets of the Corporation, after payment of all obligations, shall be distributed to an organization which is qualified under Sections 501(c)(6) and 509 (a) (1) or (2) which has purposes and objectives similar to the Center for Guardianship Certification as the Board of Trustees shall determine.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS, TRUSTEES AND EMPLOYEES**

The Corporation shall indemnify its Trustees and Officers and hold them harmless to the maximum extent permitted by law and to the maximum extent of available insurance coverage held by the Corporation. Adequate insurance will be purchased by the Corporation to cover the Trustees and Officers.

**ARTICLE XIII
EFFECTIVE DATE**

These By-Laws shall become effective as of the 1st day of August, 1999.

Adopted: August 1, 1999
Amended: November 2003
Amended: December 2006
Amended: August 2007
Amended: January 2009
Amended: August 2011
Amended: February 2013
Amended: May 2013
Amended: August 2015
Amended: October 2018
Amended: July 2019