



BYLAWS OF Marsh Children's Home Acapulco, Inc.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Marsh Children's Home Acapulco, Inc. (hereinafter Marsh US).

Section 2: Marsh US is organized exclusively for charitable purposes, more specifically to help orphaned and underprivileged children in Acapulco, Guerrero, Mexico.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of Marsh US, and delegates responsibility for day-to-day operations to the officers and Committees. The Board shall have not fewer than three members. The Board receives no compensation. Additionally, members of the Board understand that the purposes of the corporation are charitable and Board members bear their own expenses.

Section 2: Meetings. The Board shall meet at least annually, at an agreed time and place. The Board may meet at the Marsh US principal location in Tucson, AZ, USA; at an agreed location in Acapulco, Guerrero, Mexico; or by teleconference.

Section 3: Board Elections. Election of new directors or election of current directors to a succeeding term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve two-year terms unless disqualified by failure to attend meetings. Board members who complete their terms are eligible for reelection.

Section 5: Quorum. A quorum must be attended by at least fifty-one percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice one week in advance. The notice shall state the purpose of the meeting.

Section 7: Officers and Duties. There shall be officers of the Board consisting of a Chair, a Vice Chair, Adjunct Chairs as required, Secretary and Treasurer. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the executive committee to preside at each executive committee meeting in the following order: Vice-Chair, Secretary, Treasurer, and Adjunct Chairs jointly. A single member may assume more than one official role, with the concurrence of a majority of the Board members. By majority vote, the Board members may designate an executive committee member who is not on the Board.

The **Vice-Chair** will chair committees on special subjects as designated by the board.

The **Adjunct Chairs** will co-chair the Fundraising Committee.



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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 Board members, 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 Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary one week in advance of a Board meeting. These nominations shall be sent out to Board members 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 Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member one week in advance and may be by email. Board members may, but are not required to, waive the notice requirement.

ARTICLE IV - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, recruitment of volunteers, etc.

The Board Chair appoints all committee chairs.

Section 2: The officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Board of Directors may, by majority vote, designate additional members of the Executive Committee who are not members of the Board.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, an overall fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the 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 membership, Board members and the public.

Section 4: Fundraising Committee. The Adjunct Chairs are co-chairs of the Fundraising Committee, which shall consist of all other Board members. The Fundraising Committee, working in conjunction with the Finance Committee, is responsible for planning and executing the primary mission of Marsh US, that is, the fundraising strategy and tactics for the benefit of orphaned and underprivileged children of Acapulco, Guerrero, Mexico.

ARTICLE V - AMENDMENTS

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



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ARTICLE V - AMENDMENTS

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

These Bylaws were approved at a meeting of the Board of Directors of Marsh US on January 5, 2007.

Signed,

Jeffrey C. Gillen
Secretary