**BY-LAWS**

**ARTICLE I - NAME**

The name of this Nebraska Alliance of CACs as registered with the State of Nebraska is The Nebraska Alliance of Child Advocacy Centers, also referred to as the Nebraska Alliance. It was incorporated under the laws of the State of Nebraska as a nonprofit, public benefit Corporation on January 25, 2007.

**ARTICLE II – MISSION STATEMENT**

To enhance Nebraska’s response to child abuse.

**ARTICLE III - PURPOSE**

**Section 1: Purpose**

The Nebraska Alliance of Child Advocacy Centers is a membership organization composed of Children’s Advocacy Centers, multidisciplinary child abuse teams, and individual supporters of child advocacy. The purpose of the Nebraska Alliance is to provide a means whereby:

A. Represent a collaborative effort among our CAC membership, staff and our governing entity

B. Provide support services and training to emerging and existing CACs and multi-disciplinary teams (MDTs)

C. Assist with the development, continuation, and enhancement of the CAC model throughout Nebraska

D. Facilitate a collaborative statewide network dedicated to a coordinated and comprehensive response to child abuse,

E. Ensure that quality performance standards, as set by the National Children’s Alliance, are met in all Child Advocacy Centers and the multidisciplinary team approach is used in alleged child sexual abuse and physical abuse cases, and

F. Serve as a leading resource within Nebraska in regard to child abuse issues and the children’s advocacy center model.

**Section 2: Non-Profit Corporation**

The Nebraska Alliance of Child Advocacy Centers shall be non-commercial, non-sectarian, and non-partisan. The purposes for which the association is organized are exclusively charitable within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE IV – LOCATION**

The Nebraska Alliance shall have its registered office within the State of Nebraska.

**ARTICLE V – MEMBERSHIP**

**Section 1: Categories of Membership**

There shall be five categories of Program Membership/Affiliation eligible for membership in the Nebraska Alliance. All members agree with and support the mission and purpose of the Nebraska Alliance. The Board of Directors will determine eligibility for membership of each category**.** The following is a description of each membership category:

1. Accredited Member: Children’s Advocacy Centers that have met the ten Standards of Accreditation and are accredited by National Children’s Alliance. Each Child Advocacy Center program must maintain compliance of the ten Standards of Accreditation.
2. Associate/Developing Member: Children’s Advocacy Centers that are working toward but have not yet achieved implementation of all Standards for Accreditation by National Children’s Alliance. An Associate/Developing Member must obtain full accreditation by the National Children’s Alliance within 2 years of association with the Nebraska Alliance of Child Advocacy Centers.
3. Affiliate Member: A multidisciplinary team member that is working to improve services for abused children.
4. Satellite Member: Child friendly facilities that offer forensic interviews and victim advocacy services under the sponsorship and oversight of an accredited member.
5. Individual Member: Individuals who support the CAC/MDT model and the mission of the Nebraska Alliance.

**Section 2: Program Membership Year**

Membership shall be for one year or less commencing on the first day of the fiscal year and ending on the last day of the fiscal year.

## **Section 3. Membership Dues**

Members shall pay annual dues to belong to the Nebraska Alliance based upon their category of membership. The Board of Directors shall have the authority to set the membership due amounts. Invoices will be provided to members prior to the beginning of the fiscal year.

**Section 4. Membership Record**

Records of membership status shall be maintained by the Secretary of the Nebraska Alliance. The records will contain the name of the center, address, category of membership, person or person(s) who represent the center at membership meetings and date of admission to membership of each member.

**Section 5. Revocation of Membership**

Membership can be revoked by the Board of Directors at a board meeting for the following reasons:

1. Failure to renew Nebraska Alliance membership.
2. Member not in good standing with National Children’s Alliance or the Nebraska Department of Health and Human Services.

**Section 6: Resignation of Membership**

Any member desiring to resign from membership shall submit the resignation in writing to the Board Secretary, who shall present it to the Executive Committee for action. Upon termination of membership for any cause, such fact shall be recorded in the roster and all rights and privileges of membership shall cease.

**Section 7. Membership Meetings**

Membership shall meet quarterly, therefore, four times per year. Due to inclement weather, a membership meeting may be cancelled. Special meetings of the membership, for any purpose, unless otherwise prescribed by statute, may be called by the Chair, by a majority of the Board of Directors or by 51% of the Accredited Members.

**ARTICLE VI - BOARD OF DIRECTORS**

**Section 1: Authority**

The governing body of the Nebraska Alliance shall be a Board of Directors. The Board of Directors shall have the power and duties of a Board of Director under Nebraska law. The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees.

**Section 2. Confidentiality**

The Board of Directors shall hold in confidence all pertinent information relating to the business operations and provision of membership services of the organization and shall not violate the confidential relationships between the Board, staff, and members of the Nebraska Alliance.

**Section 3. Number**

Members of the Board shall be representatives of the Nebraska Alliance. The number of Board Members constituting the Board of Directors of the Nebraska Alliance shall not be less than 5 and no greater than 15. The number of Board Members shall be an odd number to alleviate any issues related to voting that is tied.

**Section 4: Representation**

The Board of Directors shall have representation from all NCA Accredited Child Advocacy Centers in Nebraska. Each Child Advocacy Center shall determine who shall represent the Center on the Board. Board Member term limits do not apply to the Child Advocacy Centers’ Board Members. Additional Board Members shall be professional community members who are able to provide expertise in identified areas. Board Members shall be representative of individuals concerned and supportive of child victims’ rights and will share the mission and goals of the Nebraska Alliance. The Nebraska Alliance is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, disability, gender, sexual orientation, ethnicity, religion or age.

**Section 5: Selection of Non-Child Advocacy Center Board Members, Terms of Office**

Board Members shall be selected in the following manner:

1. Each year, an ad-hoc Board Nominating Committee shall present to the Board – in person, via mail, e-mail or any combination thereof - a slate of new Members to fill seats that have expired or are vacant. Board Members shall be elected by majority vote of the Board via mail, e-mail or any combination thereof, in the Fourth quarter of the fiscal year and prior to the final meeting of the Board of Directors in the fiscal year. Written or printed notice of the upcoming election of Board Members shall be delivered not less than ten (10) and no more than (30) calendar days prior to collection of ballots, either in person, by mail or e-mail, by or at the direction of the Chair or Secretary.
2. Following the election of new Board Members, the Board of Directors shall affirm the election results at its final meeting of the fiscal year.
3. Elected Board Members shall serve for one (1) two-year term and are eligible to serve up to three (3) consecutive two-year terms or a total of six (6) consecutive years commencing on January 1 following their election or on such other date as the Board Members may specify, or until their earlier death, resignation, retirement, disqualification or removal from office. In the event of an increase in the number of Members on the Board, additional Board Members shall be elected for such terms as the Board shall specify.
4. No elected Board Member shall serve more than three (3) consecutive two-year terms or six (6) consecutive years, except the Chair may continue as a Board Member while holding such office until the next election of Officers. Elected Board Members who have served for six (6) consecutive years are eligible for nomination to serve again after a one year period of separation.
5. Exception to the term limits shall be applied upon 2/3 vote of the Board of Directors.
6. Terms for the Nebraska Alliance Board Directors serving in a Nebraska Alliance Member category shall end when the Board of Directors’ employment ends at the Member’s CAC for any reason.

**Section 6: Filling of Vacancies**

Any vacancy occurring in the Board of Directors resulting from the death,resignation, retirement, disqualification or removal from office, may be filled by the decision of the remaining Board with a quorum present during any meeting of the Board of Directors. If appointed to fill a vacant Board position, the appointee shall serve for the remainder of the unexpired term of the Board Member being replaced. The period during which a Non-Child Advocacy Center Board Member is fulfilling a vacancy shall not count toward designated term limits.

**Section 7: Resignation**

A Board Member may resign at any time by giving written notice of such resignation to the Board of Directors, and such resignation shall be effective immediately upon delivery.

**Section 8: Removal**

Any Board Member may be removed at any time:

* With cause, by the affirmative vote of two-thirds (2/3) of the remaining Board Members at a regular meeting of the Board or a special meeting properly called for the purpose of considering such removal of the Board Member;

In the event a Board Member is removed under the provisions of this article, written notice shall be given to the Director being removed. The Board of Directors shall be responsible for replacement of this Board Member.

**Section 9: Board Member Duties**

1. Establish and implement policies for the administration and operation of the Nebraska Alliance.
2. Receive and act on reports from Committees of the Board, or its Officers.
3. Ensure that the Nebraska Alliance is able to carry out the goals and objectives established in the strategic plan.
4. Approve, support, and set policies governing any solicitation of funds in the name of the Nebraska Alliance.
5. Assume responsibility and direction for the financial operation of the Nebraska Alliance, including approval of the annual budget.
6. Assist in fundraising for the Nebraska Alliance.
7. Ensure all affairs of the Nebraska Alliance are conducted in compliance with federal, state and local laws.
8. Any and all other duties consistent with the purpose and mission of the Nebraska Alliance.

**ARTICLE VII – BOARD OF DIRECTOR MEETINGS**

**Section 1: Board Meetings**

A schedule of Board meetings will be determined at the 1st meeting of each year. The Board shall hold at least four (4) regular meetings each calendar year at such place and time as may be designated by the Board of Directors.

**Section 2: Special Meetings**

Special meetings of the Board of Directors may be called at any time necessary by the Chair or upon request by two or more directors. Such notice shall state the purpose of the proposed meeting and the date, time and place of such meeting. Business transacted at such meeting shall be confined to the announced agenda.

**Section 3: Notice of Meetings**

Notice of regular and special meetings shall be given at least 10 days in advance of such meeting. Notice may be given by mail or by e-mail but such notice shall be kept for records.

**Section 4: Voting**

At all meetings of the Board of Directors, each voting Board Member present may cast one vote on any motion coming before the Board. The presence of a majority of the Board of Directors will constitute a quorum at any meeting. Proxy voting will be allowed. Electronic or telephonic voting may be allowed to ensure full participation when necessary.

**Section 5: Quorum**

For purposes of conducting the business of the Nebraska Alliance, a quorum must be present. A quorum is determined to be at least 51% of the Board Members. Once a meeting has started and a quorum has been declared then business may be conducted and may continue until such time as the meeting is adjourned.

**Section 6: Attendance**

Attendance at Board Meetings is critical. If a Board Member misses a significant number of meetings, then the Chair shall contact the member to determine the member’s ability to fulfill his/her obligation to the Board.

**Section 7: Minutes**

Board and committee minutes shall be prepared by the Nebraska Alliance Secretary or designee. They are to be presented for approval at the next regular meeting.

**ARTICLE VIII – OFFICERS**

**Section 1: Officers**

The elected Officers of the Nebraska Alliance of Child Advocacy Centers shall be Chair, Vice-Chair, Secretary and Treasurer and other such officers with duties as may be prescribed by the Board. The Nebraska Alliance staff shall not serve as Officers or members of the Board of Directors.

**Section 2: Election and Term**

An ad-hoc Board Nominating Committee shall generate a slate of officers for election, which shall be distributed to all Board Members in advance of the election. Additional nominations for officers shall be accepted prior to election. The officers shall be elected by the Board of Directors at the final board meeting of the fiscal year, and their term shall start upon their election.

1. Elected officers shall serve for a term of two (2) years.
2. No officer may serve for longer than two (2) consecutive terms or four (4) years in the same office.

**Section 3: Vacancy**

In the event a Board Officer vacancy should occur resulting from the death,resignation, retirement, disqualification or removal from office, the Board of Directors shall be responsible for filling the vacancy per the process outlined in Article VII, Section 6. If appointed to fill a vacated officer position, the appointee shall serve for the balance of the unexpired term of the officer being replaced. The period during which an officer is fulfilling a vacancy shall not count toward designated term limits.

**Section 4: Resignation**

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, and such resignation shall be effective immediately upon delivery.

**Section 5: Removal**

Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Nebraska Alliance Board of Directors then in office.

**Section 6: Transfer of Documents**

Any officer or Committee Chairman who leaves or is removed from their position, shall forward all the Nebraska Alliance documents to their successor or to the current Chair of the Board of Directors in a timely fashion.

**Section 7: Duties of Elected Officers**

1. The Chair of the Board shall:
	1. Assure to the facilitation of all meetings of the Board of Directors.
	2. Exercise general supervision over the interest and welfare of the Nebraska Alliance.
	3. Appoint all committee chairs and members.
	4. Oversee implementation of the strategic plan.
	5. Perform other such duties as may pertain to the office of the Chair.
2. The Vice Chair of the Board shall:
	1. Act as the Chair in his/her absence.
	2. Assist the Chair with specified duties.
	3. Perform other such duties as may pertain to the office of the Vice-Chair.
3. The Secretary of the Board shall:
	1. Record and edit minutes of the Board of Directors and Executive Committee meetings, in conjunction with appropriate staff.
	2. Oversee files and notebook of essential records, including Articles of Incorporation and By-laws, agendas, minutes, attachments, committee membership, and all attendance records.
	3. Minutes shall be retained by the Nebraska Alliance and may be accessed by any Board member as needed. The Minutes are the Official record of actions taken and approved by the Board of Directors of the Nebraska Alliance.
	4. Perform other such duties pertaining to the office of the Secretary as the Chair or the Board may assign him/her.
4. The Treasurer of the Board shall:
	1. Oversee, in conjunction with the Executive Director, the fiscal management of the Nebraska Alliance.
		1. financial reports for each meeting of the Board of Directors
		2. appropriate state and federal reports, other such forms and papers as required by law
		3. financial records for inspection or audit by authorized persons
	2. Perform other such duties pertaining to the office of the Treasurer as the Chair or the Board may assign him/her.

**ARTICLE IX – EXECUTIVE DIRECTOR**

**Section 1: General**

The Board of Directors shall have authority to employ and/or discharge an Executive Director based upon such terms and conditions that the Board may determine. The Executive Director shall be the Chief Operating Officer of the Nebraska Alliance and shall be responsible to the Board of Directors for the management of all programs and staff. The Executive Director shall have the authority to execute contract for services on behalf of the Nebraska Alliance of Child Advocacy Centers. The Executive Director shall serve as the principal point of contact for the Child Advocacy Centers and will provide conflict resolution between centers. The Executive Directorshall carry out the policies established by the Board of Directors; provide direct support to the Officers of the Nebraska Alliance in operation of the organization; and shall serve as a non-voting member of the Board of Directors and all committees.

**Section 2: Personnel**

The Executive Director may employ and supervise such other staff as is deemed necessary as authorized by the Board of Directors to carry on the business of the Nebraska Alliance.

**Section 3. Employment and Qualifications.**

The Executive Director shall be employed by the Board of Directors upon the recommendations of the Executive Committee. Candidates for the position of Executive Director shall possess such educational, experiential and similar qualifications as the Board of Directors shall designate. The Board of Directors shall impose no requirement in regard to, or otherwise discriminate on the basis of the candidate’s race, age, color, sex, sexual orientation, religion, disability, or national origin.

**Section 4. Compensation Review**

The Board of Directors shall review any benefit packages of the Executive Director and staff. Compensation of the Executive Director shall be determined by the Board of Directors based on comparable analysis so that compensation is just and reasonable. The Officers of the Board of Directors are responsible for conducting an annual performance and compensation review for the Executive Director.

**ARTICLE X – COMMITTEES**

**Section 1. Executive Committee**

The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary, and Treasurer. The Executive Committee shall administer the affairs, conduct meetings and carry out the purpose of Nebraska Alliance between meetings of the Board of Directors.

The Executive Committee shall not have the authority to amend, alter or repeal the By-laws; elect or remove any Board Member or Officer; amend the articles of incorporation; authorize the sale, lease, or exchange of property and assets of the Nebraska Alliance; or amend, alter, or repeal any resolution of the Board of Directors.

The Board of Directors may grant the Executive Committee authority to take action on specific items as deemed by the Board.

**Section 2: Other Committees**

The Board of Directors may designate one or more ad hoc committees by a resolution adopted by a majority of the Board Members present at a meeting at which a quorum is present. Each committee shall have identified leadership and an identified task(s) to accomplish.

1. Membership- Committee chairpersons, appointed Chair by the person or persons authorized to appoint the members thereof, must be members of the Board of Directors and shall act as a liaison between the committee and the Board of Directors. Each committee must include at least one CAC Director from an Accredited Center. The members of any such committee shall serve at the pleasure of the Board of Directors. Such committees shall advise with and aid the Officers of the Nebraska Alliance in all matters designated by the Board of Directors.
2. Term- Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such person shall cease to qualify as a member thereof.
3. Minutes- Each committee shall keep accurate minutes of meetings and make reports to and at the Board of Directors’ meetings.
4. Quorum- Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall by the act of the committee. Recommendations made to the Board of Directors by any committee are subject to the Board of Directors approval. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of the meetings of the committee and other matters relating to its procedure.
5. Vacancies- Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
6. Removal- Any member thereof may be removed by the Board of Directors whenever in their judgment the best interests of the Nebraska Alliance of Child Advocacy Centers shall be served by such removal.

**ARTICLE XI – PARLIAMENTARY PROCEDURE**

*ROBERT’S RULES OF ORDER NEWLY REVISED* shall be the authority for all questions of procedure at any meetings of the Nebraska Alliance, to include meetings of the Board of Directors, Committees, and Membership.

**ARTICLE XII – MINUTES AND RECORDS**

The Board of Directors shall keep correct and complete books and official records of account, minutes of the proceedings of its board meetings, and committee meetings; which shall be kept at the registered or principal office. All books and records may be inspected at any reasonable time by any board member for any proper purpose except that records of interviews, reports of interviews and other confidential and/or client identifying information shall not be available to members of the board unless said board member is a part of the investigative or treatment team and then only pertinent information needed for services/review shall be made available.

**ARTICLE XIII – POLICIES AND PROCEDURES**

The Nebraska Alliance shall adopt and maintain a Policies and Procedures Manual as necessary for operation. Such manual shall contain more specific guidelines for personnel, grievance procedures, job descriptions and shall also incorporate into policy all required federal and/or state regulations that govern operation and ability to secure funding for the Nebraska Alliance.

**ARTICLE XIV – FISCAL MATTERS**

**Section 1: Fiscal Year**

The fiscal year of the Nebraska Alliance shall be January 1st through December 31st, unless otherwise designated by the Board.

## **Section 2. Funds**

The Board of Directors authorizes the Treasurer, or the Executive Director to make purchases, track funds, and manage assets for the Nebraska Alliance as outlined in the annual budget.

**Section 3. Audit**

The financial records of the Nebraska Alliance shall be reviewed or audited annually by an independent certified public accountant as determined by the Board of Directors, or as otherwise required by law.

**Section 4. Contracts.**

Through approval of the full Board of Directors, the Board may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Nebraska Alliance of Child Advocacy Centers, and such authority may be general or confined to specific instances.

## **Section 5. Revenues**

The Nebraska Alliance may solicit and receive revenue from any source as may be permitted by law, including, but not limited to, donations, gifts, and grants from private and public foundations and governmental units, so long as such revenue is used only to effectuate the purposes of the Nebraska Alliance.

**ARTICLE XV – COMPENSATION**

No compensation shall be paid to any Officer, member of the Board of Directors, or member of any Committee for services as a member of the Board or a Committee. By resolution of the Board, reasonable, out-of-pocket expenses, required to perform the work of the Nebraska Alliance may be reimbursed. Further, a Board member may be authorized to be reimbursed for expenses involved in travel and/or training when such attendance and travel is requested by the Alliance. In addition, Board Members serving the organization in a contracting or consulting capacity may be allowed to receive compensation.

**ARTICLE XVI -- CONFLICT OF INTEREST**

All members of the Board of Directors shall, on an annual basis, provide a written statement of disclosure attesting to the absence or existence of any financial and/or legal interest he or she may have currently or potentially as it relates to the Nebraska Alliance. In a case where actions by the Board of Directors could or potentially would constitute a conflict of interest as a result of such declared personal financial or legal interest of a Board Member, that member shall abstain from voting and from attempting to influence the vote of any other Board Member and shall abide by the Nebraska Alliance’s Conflict of Interest Policy.

**ARTICLE XVII – IDEMNIFICATION**

The Nebraska Alliance shall have the power to indemnify and hold harmless any Board Member, Officer or employee from any suit, damage, claim, judgment or liability arising out of or asserted to arise out of, conduct of such person in his/her capacity as a Board Member, Officer or employee (except in cases of willful misconduct by such person). The Nebraska Alliance shall procure and provide such liability insurance coverage for such purpose.

**ARTICLE XVIII – NON-DISCRIMINATION**

## **Section 1. Non-Discrimination**

The Nebraska Alliance of CACs is committed to a policy of fair representation in membership on the Board of Directors, in employment practices, volunteer opportunities, or the delivery of programs or services and shall not discriminate on the basis of race, disability, medical condition, gender, marital status, sexual orientation, ethnicity, national origin, religion, veteran status or age.

**Section 2. Cultural Competency and Diversity**

The Nebraska Alliance of Child Advocacy Centers shall promote policies, practices that are culturally competent. Cultural competency is defined as the capacity to function in more than one culture, requiring the ability to appreciate, understand and interact with members of diverse populations within the local community.

**ARTICLE XIX – DISSOLUTION**

Upon the dissolution of the Nebraska Alliance and after the payment or the provision for payment of all liabilities of the Nebraska Alliance, the Board of Directors shall dispose of all of the assets exclusively for the purposes of the Nebraska Alliance or to any organization that is then qualified as tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of jurisdiction in the county in which the principal office of the Nebraska Alliance is located.

**ARTICLE XX – AMENDMENTS**

The Board of Directors shall review these By-laws at least every three years. The Board of Directors may amend these By-laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least ten (10) calendar days, any number of amendments or an entire revision of these By-laws may be submitted and voted upon at a single meeting of the Board. After such meeting upon receiving a majority vote of the members of the Board of Directors, the Board-recommended amendments shall be subsequently approved by the membership for the change to take effect at any meeting of members at which a quorum is present, provided that notice of such amendments has been mailed to the members not less than ten (10) calendar days prior to the meeting. In addition, these By-laws may be amended by a consensus decision of the full members conducted by conference call, mail, email, fax, or any combination thereof.

*Original passage: 2007*

*Board and Membership Revised and Approved: August 21, 2011*

*Board and Membership Revised and Approved: February 2015*

**CERTIFICATION**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chair of the Nebraska Alliance of Child Advocacy Centers, hereby certify that the above and foregoing constitutes a true and correct copy of the original By-laws of the Association and that all provisions are in full force and effect and have not been revoked or rescinded.

This the \_\_\_\_\_\_\_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_\_

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Chair, Nebraska Alliance of Child Advocacy Centers

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Secretary, Nebraska Alliance of Child Advocacy Centers

Witness