**By-Laws**

## Of The

**Children’s Advocacy Centers of North Carolina, Incorporated**

**(A Chapter of the National Children’s Alliance)**

# ARTICLE I – NAME

The name of this organization shall be the Children’s Advocacy Centers of North Carolina, Incorporated, hereinafter referred to as CACNC.

# ARTICLE II – PURPOSE/MISSION

The Children’s Advocacy Centers of North Carolina is a statewide organization networking to support local communities by promoting and assisting the development, growth and continuation of children’s advocacy centers in order to better serve abused and neglected children and their families.

# ARTICLE III – MEMBERSHIP

 Section 1. NCA (National Children’s Alliance) Accredited Children’s Advocacy Centers. A program which is accredited by the National Children’s Alliance will be eligible to become a member of CACNC. Each accredited member will have one vote on matters brought before the membership.

 Section 2. The Board of Directors of CACNC shall have the power to define membership categories and determine the membership criteria for all membership categories other than criteria for accredited members.

Section 3. Provisional members as defined by the CACNC Board of Directors shall have one vote on matters brought before the membership.

Section 4. Applications. All applications for membership in the corporation shall be approved or denied by a majority vote of the Board of Directors.

Section 5. Membership Dues. Membership dues shall be established by a majority vote of the Board of Directors.

 Section 6. Termination of Membership. Any member may, by notice in writing to the Board of Directors of the Corporation, resign from membership and upon termination of membership for any cause, such fact shall be recorded in the roster. The Board of Directors may revoke the membership of any member by majority vote of the Board of Directors. All rights and privileges of a member of CACNC shall cease on termination of their membership. The Executive Director will inform the Board of any member who has failed to pay dues within 90 days of notice. The Board may revoke membership for failure to pay dues within 90 days.

 Section 7. Membership Records. Records of membership status will be maintained by the Secretary of CACNC.

 Section 8. Meeting Notification. All members of CACNC shall receive notification of official meetings at least two weeks prior to the meeting. Time and place of meetings will be determined by the Board of Directors.

 Section 9. Annual Meeting. The annual meeting of members shall be held at a time and place determined by the Board of Directors and members will be notified in writing of the time and place of this meeting.

#  Section 10. Quorum. A majority of voting members constitutes a quorum.

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# ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers: Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as permitted by statute, by the Articles of Incorporation or by these Bylaws.

 Section 2. Number and Qualifications. The Board of Directors shall consist of no less than 11 and no more than 21 Directors which number shall be designated from time to time by the Board of Directors. The Board of Directors shall consist of no less than 4 and no more than 14 CAC Directors from accredited CAC’s.

 Section 3. Selection of Directors and Term of Office. Directors shall be selected in the following manner:

(i) Nominations for the Board of Directors will be solicited from the membership and from the current Board of Directors at the beginning of each calendar year. The Board Development Committee will review the nominations and present a slate to the Board of Directors. Upon approval by the Board of Directors the slate will be presented to the membership for election by ballot before May 30 of each year.

(ii) Elected Directors shall serve a three year term. No elected Director shall serve more than two (2) consecutive 3 year terms, unless a longer time is required to complete a term as officer of CACNC.

Section 4. Filling of Vacancies. Any vacancy occurring on the Board of Directors shall be filled for the unexpired term of a Director whose resignation, death, or removal caused said vacancy by vote of the remaining Directors.

Section 5. Removal. A Director may be removed at any time: (a) with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining Directors at a regular meeting, special meeting called for the purpose of considering such removal of the Director; or (b) upon failure of the Director to attend regular meetings of the Board of Directors. A Director will be notified of their removal from the Board by letter from the Executive Committee.

Section 6. Meetings. The Board of Directors shall meet at least three times a year. Special meetings shall be called by the President when necessary. When a problem or question requires immediate action outside of a regular meeting time, action may be taken by telephone conferencing, email, and fax or by written correspondence.

 Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 8. The Board of Directors will serve without compensation for time invested. Reimbursement for expenses and travel will be awarded when funding is available and upon a quorum vote of the Board.

Section 9. Conflict of Interest. No member of the Board of Directors shall have any business relationship or conflict of interest with the Corporation without prior approval of the Board of Directors. Directors who are aware of potential or real conflicts of interest shall disclose the information to the Board. The Board of Directors shall decide in advance what business relationships are in the Corporation’s best interest. If a conflict of interest arises between a Board member’s volunteer or paid occupation and Board action, the member will declare the conflict and abstain from discussion and voting on the issue and number representing a quorum will be reduced accordingly.

Section 10. Voting. Members of the Board of Directors who cannot attend a scheduled meeting may send their votes by email or fax to the CACNC office. Electronic votes must be received in the CACNC office by 5:00pm on the day before the regularly scheduled meeting. The secretary of the Board will verify each ballot.

# ARTICLE V – OFFICERS

Section 1. General. The Board of Directors shall elect a President, a Vice-President, Secretary and Treasurer. Officers must be members of the Board of Directors. No one individual shall hold more than one (1) office at any one time.

Section 2. Terms of Office. The term of office for all officers shall be one (1) year. An individual shall not serve in the same office for a consecutive period of more than two (2) year.

Section 3. Removal. Any officer may be removed from office, either with or without cause, any time by affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors, upon receiving a recommendation of the candidates from the Board Development Committee, except the Vice-President shall fill a vacancy in the office of the President and in that case, a new Vice-President shall be elected for the unexpired portion of the term.

Section 4. Officers. The officers of CACNC shall have the following powers and duties.

The President shall:

1. preside over all meetings of the Executive Committee, the Board of Directors and at the Annual Membership Meeting;
2. be an ex-officio member of all committees;
3. with the advice of the Executive Committee, appoint all committee chairpersons; appoint all advisory and ad hoc committees as deemed necessary; and
4. with the Executive Director, serve as spokesperson for CACNC.

The Vice-President shall:

1. in the absence or disability of the President, perform the duties of the President and shall perform such duties as may be delegated to him or her from time to time by the Board of Directors or by the President;
2. in the event of the incapacity, death or removal of the President, assume the office of the President for the unexpired term thereof, and a new Vice-President shall be elected; and
3. serve as the Chair of the Board Development Committee.

The Secretary shall:

1. review, edit and forward signed, approved minutes of all meetings of the Board of Directors and the Executive Committee to the Executive Director;
2. ensure that the Executive Director maintains and safeguards the records of CACNC in a professional manner; and
3. perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

The Treasurer shall:

(i) ensure that a financial report, to include an annual independent audit, will be made available to the Board and membership annually;

(ii) make all records available for inspection or audit by authorized persons; render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer, and of the financial condition of CACNC;

(iii) serve as the Chair of the Finance Committee; and ensure that the Executive Director prepares an annual budget for the ensuring fiscal year to be presented and sanctioned by the Board of Directors;

1. ensure compliance with CACNC fiscal policy and procedures; and
2. perform such other duties as are incident to the office or may be delegated to that office by the President or by the Board of Directors.

# ARTICLE VI– EXECUTIVE COMMITTEE

 Section 1. The Executive Committee of the Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer and Immediate Past-President. Each member of the Executive Committee shall have one vote on any matter properly brought before the committee.

Section 2. In addition to other powers delegated to the Executive Committee by the by-laws or by resolution of the full board of Directors, the Executive Committee is empowered to interpret and to implement existing Board policies while handling all business in the interim between meetings of the Board, provided that all action taken by the Executive Committee be submitted for ratification to the board at its next meeting.

Section 3. The Executive Committee shall meet as deemed necessary by the President or upon request by three (3) or more members of the Executive Committee.

Section 4. The Executive Committee shall serve as the Personnel Committee.

Section 5. Four (4) of the five (5) members of the Executive Committee shall constitute a quorum for the transaction of business.

**ARTICLE VII- 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 Corporation 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 contracts on behalf of the Corporation.

 Section 2. Personnel. The Executive Director may employee and supervise such other staff as is deemed necessary as authorized by the Board of Directors to carry on the business of the Corporation.

 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 Directors 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, creed, sex or national origin.

# ARTICLE VIII – COMMITTEES

Section 1. The president may appoint members of the Board of Directors or others to serve on one or more committees. The President will appoint a chairperson for the committees and at any time may appoint additional members thereto. Committee chairpersons must be members of the Board of Directors. The members of any such committee shall serve as such at the pleasure of the Board of Directors. Such committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meeting of the committee and other matters relating to procedure.

 Section 2. Board Development Committee. The Committee shall receive nominations from the Board of Directors and the membership, review, and submit a proposed slate of officers and directors to the Board.

Section 3. Finance Committee. Safeguard the assets of CACNC and provide accountability to funding sources. Review the annual budget, advise the Board of Directors and Executive Committee on investment policies and ensure that an annual independent audit is conducted.

Section. 4. Personnel. Review personnel policies, conduct formal review of grievances and make recommendations to the Executive Director, and review the performance of the Executive Director, annually.

 Section 5. Ad Hoc Committees will be formed and members appointed by the President when deemed necessary.

# ARTICLE IX – FISCAL MATTERS

Section 1. The fiscal year of the Corporation shall begin on July 1 and end on June 30.

# ARTICLE X - IDEMNIFICATION

Every director, officer, board member or employee of the Children’s Advocacy Centers of North Carolina, and such others as may be specified from time to time by the Board of Directors, shall be indemnified by the incorporation, against all liabilities, judgments, awards, costs and expenses, including without limitation, counsel fees, imposed or reasonably incurred in or in connection with any proceeding to which he or she may be a party or become involved by reason of being or having been a director, officer, board member, or employee of the corporation, or in any settlement thereof made with the consent or approval of the Board of Directors, except in such cases where the officer, board member, or employee is adjudged guilty of willful misfeasance, misconduct, or nonfeasance in the performance of duties.

# ARTICLE XI – NON-LIABILITY

 To the extent permitted by law: (a) the corporation, its directors, officers and board members shall not be liable to its members for acts or omissions to act or any statements or any omissions or errors therein published or circulated by CACNC, or by its directors, officers and board members acting in said capacities; and (b) each present and future member shall be deemed to have expressly released CACNC, its directors, officers and board members of and from any and all liability; (1) for such acts, omissions to act and such statements, and (2) any agreements, contracts obligations, acts or plans entered into or undertaken by the corporation, on behalf of its members.

**ARTICLE XII – AGENTS AND REPRESENTATIVES**

Section 1. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors sees fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.

**ARTICLE XIII – NON-DISCRIMINATION**

Section 1. The corporation shall maintain a policy by which no person shall be discriminated against because of race, age, sex, religion, or national origin.

# ARTICLE XIV – AMENDMENTS

Section 1. These By-laws shall not be altered, amended or repealed unless by and with the consent and approval of two-thirds (2/3) of the Board of Directors at a duly called and convened meeting of the Board of Directors; provided, however, that any such alteration, amendment or repeal shall have been reviewed at a previous meeting of the Board of Directors and provided further that written notice shall be given to each voting member at least thirty (30) days in advance of the meeting at which such vote shall take place and such written notice shall include the purpose of such meeting and the proposed alteration, amendment or repeal of the By-laws.

**As Amended June 10, 2009**