BYLAWS OF THE CHILDREN’S ADVOCACY CENTERS

OF WASHINGTON

## ARTICLE I: NAME

Section 1. The name of this Association shall be the Children’s Advocacy Centers of Washington (CACWA)

# ARTICLE II: PURPOSE

Section 1. The purpose of the Association is to: 1) support the development, growth and continuation of Children’s Advocacy Centers (CACs)/ multi-disciplinary teams involved in the field of reported child abuse through the provision of technical assistance, training and networking opportunities; 2) gain statewide consistency in the investigation, prosecution and treatment of child abuse while acknowledging and supporting local diversity; 3) coordinate efforts of statewide organizations and agencies involved in child abuse intervention; and 4) promote the prevention of child abuse.

# ARTICLE III: MEMBERSHIP

Section 1. Membership

Membership in CACWA is open to anyone who supports the purpose of CAC WA as stated in Article II.

Section 2. Categories of Membership

Categories of memberships will include Full, Developing and Support members.

A Full Member is a Children’s Advocacy Center that is accredited by the National Children’s Alliance.

A Developing Member is a program or Children’s Advocacy Center that does not meet NCA standards of accreditation. At a minimum, these members must represent an agency or group that is developing a Children’s Advocacy Center in their community.

Full and Developing members shall have voting rights at official meetings of the Association’s membership.

A Support Member is any agency, program or individual who indicates 1) their support and commitment to the Children’s Advocacy Center movement, and 2) their willingness to improve the response to child abuse in Washington State. These members shall not have voting rights.

In all cases, to be considered an active member of CACWA, annual dues must be paid and current.

Section 3. Application for Membership

Individuals or organizations may apply for membership by completing an application form and submitting the form to CACWA. The Executive Committee shall review applications and recommend to the Board of Directors whether or not the applicant shall be admitted to membership.

Section 4. Membership Records

Records of membership status will be maintained by the Executive Director of the Association. Updates will be forwarded to the Chair of the Membership Committee and the Secretary of the Association.

Section 5. Meeting Notification

All members shall receive written notification of membership meetings. Time and place of meetings will be determined by the Board of Directors.

Section 6. Annual Meeting

The annual meeting of members shall be held no later than May of each year. The annual meeting will be for the purpose of electing at-large Board Members and Officers, or transaction of other business which may come before the voting membership, as well as providing education and networking.

Section 7. Special Meetings

Special meetings of the membership may be called by the Board of Directors or the Executive Committee or 25 percent of the voting membership.

Section 8. Quorum

A simple majority of voting members constitutes a quorum. When approved by the Board of Directors, vote on an immediate issue may be taken by phone, fax or

E-mail without calling an emergency meeting. All voting members must be notified of the outcome of the vote. If a simple majority cannot be reached, the Board of Directors can vote on matters that are deemed necessary.

Section 9. Membership Communication

Written communication to all members of CACWA will take place at least on an annual basis.

# ARTICLE IV: DUES

Section 1. Association dues shall be paid by each member at the beginning of each calendar year. The amount of dues shall be set by the Board of Directors and voted on by the membership at the annual meeting.

**ARTICLE V: BOARD OF DIRECTORS**

Section 1. Management

The business affairs of the Association shall be managed by its Board of Directors and carried out, through delegated authority, by the Executive Director of

CACWA. The Board of Directors has the sole authority to hire or otherwise engage an Executive Director, define the responsibilities, and supervise the work of that position.

Section 2. Number of Directors

The number of Directors constituting the Board of Directors shall be no less than six (6) and no greater than thirteen (13).

Section 3. Positions

Up to six (6) positions shall be allotted to Children’s Advocacy Centers in Washington State that are accredited by National Children’s Alliance and are in good standing with CACWA. These positions will be selected by the Advisory Committee. Each position is entitled to one vote.

Up to seven (7) positions shall be allotted to community members not representing CACs. These members shall be elected to the board by the CACWA membership at the annual membership meeting or at any other meeting if there is a vacant position.. Community members shall not have a fiduciary relationship with an accredited center in Washington State and are entitled to one vote each.

A Director may not appoint a proxy to vote or otherwise act for the Director in conducting CACWA business.

To be considered in good standing with CACWA, board members must be in compliance with the current approved Board Contract.

Section 4. Meetings

The Board of Directors shall meet every other month; one meeting of which will be on the same date and at the same place as the annual membership meeting. Special meetings may be called by the Board, Executive Committee, or two-thirds (2/3) of the active membership when necessary. When a problem or question requires immediate action outside of a regular meeting time, action may be taken by telephone conferencing, E-mail, fax, or by written correspondence. A simple majority of the seated Board of Directors will constitute a quorum.

Section 5. Terms

 Term limits will be three years, and apply to all board members.. A board member may be elected to no more than two (2) consecutive terms.

 Any vacancy occurring on the Board of Directors may be filled for the unexpired term by a vote of the remaining Directors. Individuals elected to fill an unexpired term will be considered to be in their first term.

Section 6. Director Removal

 A Director may be removed at any time:

A. With or without cause, by the affirmative vote of a two-thirds (2/3) majority of the remaining Directors at a regular meeting, or a special meeting called for the purpose of considering such removal of the Director and/or

B. For failure to comply with Board Member Contract.

Section 7. Compensation

The Board of Directors will serve without compensation for time invested.

 Reimbursement for travel expenses may be awarded when funding is available

Section 8. Conflict of Interest Statement.

No member of the Board of Directors shall have any personal business relationship or conflict of interest with the Association without prior approval of the Board of Directors. The Board of Directors shall decide in advance what business relationships, if any, are in the Association’s best interest.

# ARTICLE VI: OFFICERS

Section 1. The Board of Directors shall elect a Chairperson, a Chair-elect, a Secretary and a Treasurer. No one individual shall hold more than one (1) office at any one time.

Section 2. The term of office of all officers shall be for one (1) year. An individual shall not serve in the same office for a consecutive period of more than two (2) terms. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a two-third (2/3) 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 candidates from the Nominating Committee, except the Chair-elect shall fill a vacancy in the office of the Chairperson and, in that case, a new Chair-elect shall be elected by the voting membership for the unexpired portion of the term. Individuals elected to fill an unexpired term will be considered to be in their first term.

Section 3. The officers of the Association shall have the following powers and duties:

A. The Chairperson shall be the principal executive officer of the Association and shall have in his or her charge the general direction and promotion of the Association’s affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Association. The Chairperson shall:

1. preside over all official meetings of the Association;
2. be an ex-officio member of all committees except Nominating;
3. appoint all committee chairpersons with the advice of the Executive Committee;
4. appoint all advisory and ad hoc committees deemed necessary;

B. The Chair-elect shall:

1. in the absence or disability of the Chairperson, perform the duties of the Chairperson and shall perform such duties as may be delegated to that office from time to time by the Board of Directors or by the Chairperson; and
2. in the event of the incapacity, death, or removal of the Chairperson, assume the office of Chairperson, for the unexpired term thereof, and a new Chair-elect shall be elected.
3. assume the duties of Chairperson at the end of the current Chairperson’s term(s).

C. The Secretary shall:

1. maintain the minutes of all meetings of the Board of Directors and the Executive Committee;
2. make such reports and perform such duties as are incident to the office or which may be delegated to them by the Chairperson or by the Board of Directors;

D. The Treasurer shall:

1. render to the Chairperson, Executive Committee, or Board of Directors at such times as may be requested an account of the financial condition of the Association; and
2. perform such other duties as are incident to the office or as may be delegated to that office by the Chairperson or by the Board of Directors.

**ARTICLE VII: EXECUTIVE COMMITTEE**

Section 1. The Executive Committee of the Board of Directors shall be composed of the Chairperson, Chair-elect, Secretary and Treasurer. 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 Bylaws 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 Chairperson or upon request by two or more members of the Executive Committee

Section 4. Three of the four members of the Executive Committee shall constitute a quorum for the transaction of business.

**ARTICLE VIII: ADVISORY COMMITTEE**

Section 1. The Advisory Committee shall be composed of one representative from each full member Children’s Advocacy Center. This committee is formed for the purpose of advising the Board of Directors on matters of importance to the Association.

Section 2. The Advisory Committee shall elect six (6) members of the committee to serve on the Board of Directors. The committee may prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to procedure.

**ARTICLE IX: COMMITTEES**

Section 1. The Chairperson may appoint members of the Board of Directors, or others, to serve on one or more committees listed below, may appoint a chairperson for the committees, and at any time may appoint additional members thereto. Committee chairpersons shall 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 and aid the officers of the Association 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 meetings of the committee and other matters relating to procedure.

Section 2. The standing committees of the Board shall include: Public Policy and Advocacy Committee, Marketing & Awareness Committee, Membership Committee, and Growth and Development Committee. A Nominating Committee shall also be appointed as needed. The Nominating Committee shall be tasked with presenting to the Board of Directors a slate of officers and directors at the regular board meeting preceding the annual meeting of the voting membership. At the annual meeting the slate will be presented as nominees; additional nominees may be received from the floor.

Section 3. Ad Hoc Committees will be formed and members appointed by the Chairperson when deemed necessary.

**ARTICLE X: FISCAL MATTERS**

Section 1. The fiscal year of the Association shall begin on July January 1 and end on December 31..

**ARTICLE XI: INDEMNIFICATION**

Section 1. Due to the independent nature of the membership and the mission of support and networking with Children’s Advocacy Centers and their staff, the Association shall not be responsible for any actions taken or statements made by members as representatives of their individual agencies and/or advocacy center programs.

Section 2. Directors shall not be liable for monetary damages for conduct as a director undertaken in good faith on behalf of the Association. Such indemnification shall not extend to actions, lack of action, or transactions from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. The Association shall maintain Directors and Officers insurance.

**ARTICLE XII: AGENTS AND REPRESENTATIVES**

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

**ARTICLE XIII: NON-DISCRIMINATION**

Section 1. The Association shall maintain a policy by which no person shall be discriminated against because of race, age, sex, religion, color, national origin, marital status, handicap, disability, sexual preference or any other protected status.

**ARTICLE XIV: GENERAL GOVERNING RULES**

Section 1. Roberts Rules of Order Newly Revised shall govern all meetings in situations that are not covered by these bylaws.

**ARTICLE XV: AMENDMENTS**

Section 1. These bylaws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s), date and time of the meeting are provided to each Board member at least 15 days prior to said meeting.