



AMENDED AND RESTATED BYLAWS

CHILD ADVOCATES OF MONTGOMERY COUNTY, Inc.

ARTICLE I NAME

Section 1: The name of this corporation is Child Advocates of Montgomery County, Inc., operating locally as CASA, hereinafter referred to as "CASA Child Advocates" or the "Corporation."

Section 2: Its principal place of business is Montgomery County, Texas.

ARTICLE II NON PROFIT CORPORATION

Section 1: The Corporation is a Texas non-profit corporation organized under the Texas Non-Profit Corporation Act and maintains exempt status under 501 (c)(3) of the Internal Revenue Code.

ARTICLE III PURPOSE

Section 1: The purposes for which CASA Child Advocates formed are:

- (a) To provide trained volunteers, who are appointed by the court as guardians *ad litem*, to conduct and investigate to the extent necessary to determine the best interest of the child/children who are under the court's jurisdiction.
- (b) To monitor the progress of assigned cases in accordance with the orders of the Court.
- (c) To educate the community on the issues associated with child abuse and neglect.

Section 2: CASA Child Advocates is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes; however, no part of the assets of CASA Child Advocates shall otherwise financially benefit any individual.

Section 3: CASA Child Advocates shall not participate in, nor contribute to, any political campaign on behalf of any candidate for public office.

ARTICLE IV DURATION

Section 1: The period of duration of this corporation is perpetual.

ARTICLE V BOARD OF DIRECTORS

Section 1: The Board of Directors, hereafter alternatively the "Board," is responsible for the overall policy and

direction of CASA Child Advocates, and may delegate responsibility for day-to-day operations to the Executive Director of the Corporation, hereafter “ED,” and to Committees of the Board.

Section 2: No Director shall receive compensation for services rendered to CASA Child Advocates.

Section 3: The Board shall have the authority to employ or discharge the ED of CASA Child Advocates, and shall be responsible to set compensation for the position.

Section 4: The Board shall consist of at least nine (9), but not more than sixteen (16) Directors. Fifteen Directors shall be regular Directors, and, one Director may be appointed by the Board to serve as “Director Emeritus”. Regular Directors and the Director Emeritus shall have the same rights and duties, except as follows: (i) the Director Emeritus must be the liaison for CASA Child Advocates to the CYO; (ii) the term limits of two terms of three years each described in Section 7, below, do not apply to the Director Emeritus; and, (iii) the term of the Director Emeritus shall end, without regard to the remaining term measured from appointment, sixty (60) days after the Board determines that (a) the CYO ceases to operate, (b) a Director liaison to the CYO from CASA Child Advocates is not reasonably required, or, (c) a Director liaison to the CYO is not in the best interest of CASA Child Advocates. The term “CYO” shall be the program or programs as designated by the Board, from time to time, which benefit and further the interest of youth who age out of the foster care system.

Section 5: The directors shall be elected by the Board at a time and place determined by the Board. The Board may set staggered terms of one, two and three years for each position filled by election.

Section 6: The terms of office for the Directors shall be a three (3) year term measured from the date of election.

Section 7: No Director shall serve on the Board for more than two six consecutive years, without regard to the number of terms. However, a Director may be appointed to a term which begins on the effective date of appointment and expires, without further notice, immediately upon the closure of the first duly noticed and called Board meeting of the following Fiscal Year (“Interim Term”). One or more persons may be appointed as Directors with an Interim Term prior to appointment to a specified term of one, two or three years term. The appointment of a Director to an Interim Term does not obligate the Board to appoint said Director to a full term. A Director with an Interim Term is a full Director with all rights and privileges thereto, and, is bound by the same rules and ethics requirements of a Director serving a full term. An Interim Term shall not count as term when considering the term limits imposed on Directors in Section 7 of these Bylaws.

- (a.) A former Director who leaves the Board by resignation or at the end of two (2) consecutive terms may not be reappointed to serve as a Director until one (1) calendar year has elapsed from the date of that departure.
- (b.) A person serving on the Board as the Champions for CASA Representative or Advocate Member may not serve on the Board for more than six (6) consecutive years.

Section 8: None of the Directors shall be professionally engaged in the delivery of social and/or legal services to children served by CASA Child Advocates.

Section 9: Members of the Board who are active advocates or who become active advocates serve under the provisions of Section 1 above and do not in their capacity as a Board Member act as an advocate.

Section 10: Board members may be removed upon a vote of a three-quarters (3/4) majority of the full Board then currently serving. The Board may also remove the Champions of CASA Representative or the Advocate member upon a vote of three-quarters (3/4) of the full Board then currently serving.

Section 11: Resignations from the Board should be communicated to the Board Chair and the Secretary, and become final upon acceptance by the Board or, if no action is taken by the Board to accept the resignation, upon the expiration of 30 days from the date of the resignation.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1: The Board shall meet in person at least quarterly each year, at a time and place designated by the Chair. Additional in-person meetings of the Board may be called by the Chair. In addition, the chair shall call a meeting within seven (7) days of receiving a written request for a board meeting signed by 1/3 of the Board members. Such meeting shall be called and presided over by the Vice Chair if no action is taken by the Chair in response to such request.

Section 2: Notice of each meeting of the Board shall be given in person, mailed or provided electronically to each Director not less than seven (7) days prior to the date of the meeting.

Section 3: The quorum for all meetings of the board is 51% or greater of the total membership of the Board. This quorum requirement continues through the meeting and no action can be taken when a quorum is not present. So long as a quorum is present, any action may be taken by a majority of those present, unless a greater percentage of votes is required by the Bylaws.

Section 4: Except as provided in this Section 4, all votes of the Board must be made in person except in circumstances approved by the Board Chair such as the use of telephone conference or electronic means at the time of the meeting. Proxy voting is permitted as follows: (i) the Director wishing to grant a proxy to another Director must inform the Chairman of the Board in advance of the meeting for which the proxy will be given, (ii) grant the proxy in writing, stating any limitations thereto, with a copy to the Chairman of the Board and the Director given the proxy, and, (iii) no board member may grant a proxy at any more than two (2) meetings in any fiscal year.

Section 5: Upon approval of the Board, a Director may be granted a Leave of Absence not to exceed six (6) months. If the Board grants a Director a Leave of Absence, the Director on leave will not be included in the calculation of a quorum, however at no time may the Board fall below 9 active members. Leaves of Absence do not suspend the calculation of terms of office.

Section 6: Any Director who has been absent three (3) consecutive meetings, or who, during the course of a calendar year misses more than one-half of the meetings, shall be considered to have submitted a resignation from the Board. Such resignation shall be acted on by the Board and, if accepted, the board member shall be deemed to have resigned and the Board shall move to replace that Director if such resignation brings the number of Board members below the required number of members (Art V, Section 4).

Section 7: At least annually, each Board member shall attend at least one Educational Program or Board Orientation as defined in National and Texas CASA Standards. The ED, in consultation with the Chair, shall design and implement these programs. Any Board member who fails to meet this requirement for two (2) consecutive years shall be considered to have submitted a resignation from the Board. Such resignation shall be acted on by the Board and, if accepted, the board member shall be deemed to have resigned and the Board shall move to replace that Director if such resignation brings the number of Board members below the required number of members (Article IV, Section 4).

ARTICLE VII OFFICERS

Section 1: The Officers of the Board of CASA Child Advocates shall be the Chair, Vice Chair, Treasurer, Secretary, and Past Chair, so long as the Past Chair remains on the Board.

Section 2: The Officers shall be elected by the Directors, at a meeting determined by the Board, to serve for a term of one (1) year commencing November 1.

Section 3: Any vacancies occurring in any office, except the position of Past Chair, may be filled by the Board.

Section 4: Any Officer may be removed by the Board in the sole judgment of the Board.

Section 5: The Officers shall perform the duties prescribed by these Bylaws and shall assume such additional duties as may be prescribed by the Chair:

- (a) Chair: The Chair presides at meetings of the Board and the Executive Committee, and shall be an *ex officio* member of all committees. The Chair shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Board.
- (b) Vice Chair: The Vice Chair shall perform such duties as may be assigned by the Chair. The Vice-Chair, in the absence or disability of the Chair, shall have and exercise the powers of the Chair. The Vice Chair shall serve as the chair of the Governance, Planning & Policy Committee of the Board.
- (c) Treasurer: The Treasurer shall have oversight of all funds received by CASA Child Advocates from any source whatsoever. All such funds shall be deposited in depositories as approved by the Board. The Treasurer shall develop and submit an Annual Budget in conjunction with the ED. The ED and Treasurer shall be responsible to assure the Corporation operates under a Financial Control Policy to be approved by the Board. The Treasurer shall provide monthly financial reports to the Board and provide quarterly financial reports as may be required by grantors. Additionally, the Treasurer and ED shall review and monitor the financial accounting systems of the organization, file an annual audit report with the Board of Directors, and advise the Board of Directors of financial implications of actions being considered.
- (d) Secretary: The Secretary shall see that the attendance and minutes of the Board and Executive Committee are kept, shall assure that notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall be custodian or assign a custodian of all CASA Child Advocates records, shall keep a list of the names and current addresses of all Directors and, in general, perform all duties incident to the office of Secretary. The Secretary shall monitor the attendance of the Board at meetings, Educational Programs and Board Orientations, and shall notify the Board and the individual Director prior to any meeting, Educational Program or Board Orientation at which a Director's failure to attend will result in a deemed resignation of that Director pursuant to Articles VI, Sections 6 and/or 7.
- (e) Past Chair: The Past Chair serves only if still a member of the Board of Directors and shall perform duties assigned by the Chair. This position can only be filled by the individual who was the immediate predecessor to the current Chair, without regard to whether the chair has been appointed to more than one term.

ARTICLE VIII COMMITTEES

Section 1: The Standing Committees are the Executive Committee, the Governance, Planning & Policy Committee, the Finance & Compliance Committee, the Development Committee, and the Legislative Advocacy Committee.

Section 2: Ad hoc Committees may be created at any time, as deemed appropriate by the Chair or the Board. Such committees shall have powers and duties as the Board Chair or Board may determine, so long as they do not conflict with these Bylaws.

Section 3: The Executive Committee shall consist of the Officers of CASA Child Advocates and Committee Chairs.

- (a) The Chair of the Board of Directors shall serve as Chair of the Executive Committee.
- (b) The Executive Committee, provided a majority of Directors serving on the Committee concur, shall have all the power and authority of the Board except that it shall not have the authority:

- i. To select members of any Standing Committee;
- ii. To fill any officer vacancy;
- iii. To approve the annual budget of CASA Child Advocates;
- iv. To employ or discharge the ED;
- v. To fill vacant positions on the Board;
- vi. To remove Board members for any reason;
- vii. To act on behalf of the Corporation with regard to decisions to be made by the Corporation with regard to Article XIV herein.

(c) The Executive Committee shall report any of its actions to the Board at the next meeting of the Board.

Section 4: The Finance & Compliance Committee shall consist of the Treasurer and at least two additional Board Members as appointed by the Board Chair.

- (a) The Committee shall be chaired by the Treasurer.
- (b) The Finance & Compliance Committee shall be responsible for assuring all necessary financial activities are undertaken, CASA Child Advocates is in compliance with all regulatory and grant requirements, and for such other matters as may be assigned by the Board Chair, the Board or as defined in the Committee Charter.

Section 5: The Governance, Planning & Policy Committee shall consist of the Vice Chair and at least two additional Board Members as appointed by the Board Chair.

- (a) The Committee shall be chaired by the Vice Chair.
- (b) The Committee shall serve as the Board Nominating Committee, provide a biennial review of the policies and Bylaws and act on such other matters as may be assigned by the Board Chair, the Board or as defined in the Committee Charter.

Section 6: The Development Committee shall consist of the Vice Chair, the Champions of CASA Representative, the ED, the Development Director and at least one additional Board Member as appointed by the Board Chair.

- (a) The Committee shall be chaired by such Board member as may be designated by the Board Chair.
- (b) The Committee shall be responsible for developing funding resources and other activities as defined in the Committee Charter.

Section 7: The Legislative Advocacy Committee shall consist of the ED and at least one Board Member as appointed by the Board Chair.

- (a) The Committee shall be chaired by such Board member as may be designated by the Board Chair.
- (b) The Committee shall be responsible for such other matters as may be assigned by the Board Chair, the Board or as defined in the Committee Charter.

Additional responsibilities and activities are defined in the Committee Charter.

ARTICLE IX

PARLIAMENTARY PROCESS DURING MEETINGS

Section 1: The meetings shall be conducted in accordance with Robert's Rules of Order (revised) to the extent which they are not inconsistent with these Bylaws.

Section 2: For all other purposes Robert’s Rules of Order (revised) is advisory only.

**ARTICLE X
BYLAW REVIEW, AMENDMENTS**

Section 1: The Board of Directors shall review these Bylaws annually at the first regularly scheduled meeting of the fiscal year.

Section 2: The Board shall have the power to alter, amend or repeal these Bylaws at any meeting of the Board by a vote of two thirds (2/3) of the Directors present, provided that written notice of the proposed change is given to each Director at least seven (7) days prior to such meeting.

**ARTICLE XI
WAIVER OF NOTICE**

Section 1: Whenever any notice is required to be given under the provisions of the Texas Non-profit Corporation Act or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting of the Board by any Board Member shall be deemed as a waiver of any complaint as to the notice of that meeting.

**ARTICLE XII
FISCAL YEAR**

Section 1: The fiscal year of CASA Child Advocates shall begin on the first day of November and end on the last day of October of each year.

**ARTICLE XIII
INDEMNIFICATION AND DEFENSE**

Section 1: Should an event occur directly or indirectly related to their position with CASA Child Advocates, the Officers, Directors, volunteers, agents and employees of the Corporation may be defended and indemnified according to the provisions below and as authorized by and in accordance with the Texas Non-Profit Corporation Act, Article 1396-2.22A, Vernon's Ann., Texas Civil Statutes, as amended, and in accordance with the organization's Articles of Incorporation and these Bylaws.

- (a) CASA Child Advocates, in civil actions, shall advance reasonable and necessary expenses, including legal fees, court costs and related fees and costs. Civil cases include administrative or regulatory actions that are not classified as criminal under Texas law.
- (b) CASA Child Advocates, in criminal actions, shall exercise discretion as to whether or not to approve the advancement of reasonable and necessary expenses, including legal fees, court costs and related fees and costs reasonably necessary.

Section 2: In accordance with the Texas Non-Profit Corporation Act, Article 1396-2.22A, Vernon's Ann., Texas Civil Statutes, as amended, the Board shall put in place an insurance program it deems appropriate and necessary to protect Officers and Directors of the Corporation, and such other agents, employees, volunteers and others as it deems appropriate.

ARTICLE XIV

NON LIABILITY

Section 1: To the extent permitted by law, the Officers, Directors, agents, volunteers and employees of the Corporation shall not be liable to other persons affiliated with the Corporation, or others, for acts or omissions to act or any statement or any omission or error therein published or circulated by the Corporation or by its Directors, Officers, or Board members acting in their capacities. Each present and future member of the Board and any other person affiliated with the Corporation shall be deemed to have expressly released the Corporation, its Directors, Officers, volunteers, employees, agents and Board members of and from any and all liability for such acts, omissions to act and such statements, and any agreements, contract obligations, acts or plans entered into or undertaken by the Corporation on behalf of its members or others.