BYLAWS
AMENDED as of August 4, 2022
NORTHERN NECK COURT APPOINTED SPECIAL ADVOCATES, INC.

ARTICLE I

Name and Principal Office

The name of this organization shall be Northern Neck Court Appointed Special Advocates, Inc. The non-profit Corporation shall be referred to as Northern Neck CASA or Corporation in these Bylaws.

The principal office of the Northern Neck CASA shall be located in the Northern Neck in the Commonwealth of Virginia.

ARTICLE II

Purpose

Northern Neck CASA was organized exclusively to aid neglected and/or abused children and for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The primary purpose of the Northern Neck CASA is to provide court appointed volunteers to act as advocates for children who are the subject of judicial proceedings involving allegations that the child is abused and/or neglected. The Program shall provide services in accordance with the Code of Virginia, Article 5, §9.1-151A to children who are subjects of judicial proceedings involving allegations that the child is abused, neglected, in need of services or in need of supervision, and for whom the juvenile and domestic relations district court judge determines such services are appropriate.

ARTICLE III

Board of Directors

Section 1. General Powers: Its Board of Directors shall manage the affairs of the Northern Neck CASA.

Section 2. Number: The number of the Directors shall be no greater than fifteen and no less than seven.

Section 3. Tenure and Qualifications: The Board of Directors shall be constituted as follows:

(a) The term of the Directors shall be two (2) years except those who serve in their ex-officio capacity shall not have a limit on term.
(b) Other than ex-officio Directors, no director may serve more than two (2) consecutive terms. The period of ineligibility for a Director shall be one (1) year.

(c) Each Director shall be entitled to one (1) vote.

Section 4. Vacancies:

(a) Any Director who fails to attend three (3) Board meetings per organization year (unless excused) may be considered for all purposes as having resigned his or her position.
(b) A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Compensation: Directors shall not receive any compensation for serving as Directors, but may receive compensation for other services they perform for the Corporation.

Section 6. Meetings:

(a) There shall be an annual meeting of the Board of Directors in June of each year.
(b) The Board of Directors shall meet at least four times per year at a date and place to be determined by the Board. Other meetings of the Board of Directors may be called by or at the request of the president or by written request of one-third (1/3) of the members of the Board of Directors at least one week prior to the time fixed for the meeting. The person or persons authorized to call a meeting shall fix the time and place of such meeting in the notice of such meeting.

Section 7. Notice:

(a) Notice of the annual meeting shall be given in writing to all members no less than thirty (30) days in advance of such meeting.
(b) Notice of any meeting of the Board of Directors, except the annual meeting, shall be given at least seven (7) days prior to the meeting by written notice delivered, either personally, by e-mail or by mail, to each Director. If mailed, the notice shall be deemed delivered when deposited with postage prepaid in the United States Mail.

Section 8. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE IV

Officers

Section 1. Officers: The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election and Term of Office: The officers of the Northern Neck CASA shall be elected annually by the Board of Directors at its annual meeting and shall assume the duties of their office at the beginning of the new fiscal year (July 1). Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified. No person may serve for more than two (2) consecutive years in any one office of the Corporation, with the exception of the office of Treasurer.

Section 3. Removal: Any officers elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of Northern Neck CASA would be served thereby.

Section 4. Vacancies: A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of Northern Neck CASA and shall supervise and control all of the business and affairs of Northern Neck CASA. The President shall preside at all meetings of the Board of Directors and shall appoint committee chairpersons in consultation with the Executive Committee. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have the authority to establish *ad hoc* committees and to appoint members of the Board of Directors to serve on the Standing and *ad hoc* committees. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President: In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors. In the event of a vacancy in the office of the President, the Vice President shall serve.

Section 7. Secretary: The Secretary shall keep or cause to be kept a record of the meetings of the Board of Directors and its Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the Corporate records, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8. Treasurer: The Treasurer shall ultimately have charge and custody of and be responsible for all funds and securities of Northern Neck CASA; receive and give receipts for monies due and payable to Northern Neck CASA from any source whatsoever and deposit all monies in the name of the Corporation in such banks, by the Board of Directors; and, in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. The Treasurer shall also assist the Executive Director with the preparation and submission of the Northern Neck CASA budget which shall be submitted sixty (60) days prior to the beginning of the Northern Neck CASA's fiscal year. The Treasurer and/or Director shall also be responsible for securing an audit for Northern Neck CASA, completion of said audit within six (6) months of the end of the fiscal year.

ARTICLE V

Executive Director

The Board of Directors shall have authority to employ and discharge the Executive Director upon such terms and conditions as the Board may determine. The Executive Director shall be the chief administrative officer of the Northern Neck CASA and shall be responsible to the Board of Directors for the management of the Northern Neck CASA. Such additional staff or volunteers as provided for by the Board of Directors through its personnel policy may assist the Executive Director. The Executive Director shall have the authority to employ and discharge any staff or volunteers as authorized by the Board of Directors. The Executive Director shall be an ex-officio member of the Board of Directors.

ARTICLE VI

Committees

Section 1. Standing Committees:

(a) Executive Committee – The Executive Committee shall be composed of the President, the Vice President, the Secretary, and the Treasurer. The President shall serve as Chairperson of the Executive Committee. The Executive Committee shall review the recommendations of the Board's committees, make recommendations to the Board, authorize expenditures of no more than $1,000.00 of unbudgeted funds per meeting, and conduct emergency business as necessary. The Executive Committee shall report its actions to the Board of Directors at the next meeting of the Board.

(b) Nominating Committee – The Nominating Committee shall be composed of no fewer than two (2) members of the Board of Directors. The President shall designate one (1) member of the Nominating Committee to be chairperson. The Nominating Committee shall be appointed by the President at least sixty (60) days prior to the annual meeting and shall request suggestions for officers and members of the Board of Directors. At least thirty (30) days prior to the annual meeting, the Nominating Committee shall submit a written report to the Board of Directors presenting a slate of candidates for each office and for all other vacancies on the Board of Directors. The Nominating Committee shall propose one candidate for each office, provided the consent of the nominee has been obtained in advance. Any member of the Board may make nominations in addition to those submitted by the Nominating Committee to the Board of Directors from the floor. The Nominating Committee may be requested by the Executive Committee to nominate persons to fill any vacancies on the Board of Directors in the offices of the Boards.

(c) Fund Development Committee – The Fund Development Committee shall be responsible for identifying sources of funding to underwrite the Corporation's activities; for developing annual and long-range plans for fund development; and for planning and facilitating fundraising initiatives, events and activities.

(d) Board Development Committee – The Board Development Committee shall be responsible for soliciting new directors to serve on the Board of Directors; for providing training/development opportunities for current members of the Board of Directors; and for facilitating long range/strategic planning for the Corporation.

(e) Community Education Committee – The Community Education Committee shall be responsible for preparing and disseminating information to the public concerning the Corporation; for sponsoring public relations activities and events to educate the public concerning the Corporation; for maintaining a database of volunteers, donors and other supporters of Northern Neck CASA and for supporting the activities of the Fund Development Committee.

(f) All other standing committees shall be established as deemed necessary by the Board of Directors or at the discretion of the President.

Section 2. *Ad Hoc* Committees: The President and/or Board of Directors may appoint *ad hoc* committees as deemed necessary to meet the needs of the Corporation.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the Board of Directors.

Section 4. Removal: Any member of the committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of Northern Neck CASA shall be served by such removal.

Section 5. Vacancies:

(a) Any committee member who fails to meet Board meeting attendance requirements as set forth in Article III, Section 4(a) shall be considered for all purposes as having resigned his or her position and shall be notified that the vacancy will be filled as set forth in (b), below.

(b) Vacancies in the membership on any committee because of death, resignation, removal, disqualification or otherwise, will be filled by appointments made in the same manner as provided in the case of an original appointment.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year: The fiscal year of the Northern Neck CASA shall be July 1 to June 30.

Section 2. Books and Records: Northern Neck CASA shall keep correct and complete books and records of account with respect to all financial transactions (including income and expenditures) of the Northern Neck CASA program in accordance with generally accepted accounting principles. Based on these records, the Board of Directors shall annually prepare or approve a report of financial activity of Northern Neck CASA for the preceding fiscal year. The report must conform to generally accounting practices as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue and expenses, and changes in all funds. All records, books and annual reports of financial activity of Northern Neck CASA shall be kept at the registered principal office of the Corporation in the Commonwealth of Virginia for at least three (3) years after the closing of each fiscal year. Northern Neck CASA shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. Northern Neck CASA may charge for the reasonable expense of preparing a copy of a record.

Section 3. Waiver of Notice: Whenever any notice required to be given under the provisions of the law or under the provisions of the Bylaws, a waiver thereof, in writing signed by the person or persons entitled to such notice whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Checks and Payments: All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by the Board of Directors, be signed by one of the following: the President, the Vice President or the Treasurer, or other such officers as may be expressly authorized by the Board to do so.

Section 5. Indemnification: The Corporation shall indemnify, to the extent permitted by applicable law, any present or former Director, Officer, employee, or agent for expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of his or her being or having been such official, except in relation to matters as to which he or she shall be finally adjudged to be liable (i) of willful misconduct, or (ii) gross negligence in performing his or her duty to the Corporation. Such indemnification shall be not deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or these Bylaws, or under any insurance purchased by the Corporation, or otherwise. The Board of Directors may cause the Corporation to procure and maintain insurance in such forms as the Board may deem necessary or desirable to further the purposes of this Section. In addition, Virginia Code Section 13.1-870.1, as in effect on the date of the adoption of these Bylaws, is hereby incorporated by this reference into these Bylaws and the liability for compensated offers and directors shall be one (1) dollar.

ARTICLE VIII

Amendments

The Board of Directors shall have the power to alter, amend or repeal these Bylaws at any meeting of the Board of Directors by a vote of two-thirds (2/3) of the members present, provided that a quorum is present and that written notice of the proposed change is given at least thirty (30) days prior to such meeting.

ARTICLE IX

Parliamentary Procedures

Roberts Rules of Order, Newly Revised, shall be used to govern the conduct of meetings of the Board of Directors where not inconsistent with these Bylaws.

The above Bylaws were approved by the Board of Directors of Northern Neck CASA on the 4th day of August, 2022.

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Kelsie Daniels, Secretary, Board of Directors