



BYLAWS

CHILD ADVOCACY NETWORK OF MONROE COUNTY, INC.*

ARTICLE I Name and Mission

This corporation shall be known as “Child Advocacy Network of Monroe County, Inc.”(*) and exists as a chartered local coalition of the Michigan Committee for Prevention of Child Abuse and a designated council of the Children’s Trust Fund. The mission of C.A.N. is to promote community awareness through programs, initiatives and general education concerning the physical, social and emotional well being of children and families in Monroe County.

ARTICLE II Purposes

The purposes of the Child Advocacy Network of Monroe County, Inc. are:

- A. To create a coalition of diverse services, agencies, programs and concerned citizens, which will provide coordination and assistance in development of programs, services and resources concerned with children and families and for the prevention and treatment of child abuse and neglect within Monroe County.
- B. To provide cooperation in achieving the objectives of the Michigan Committee for Prevention of Child Abuse and of the National Committee for Prevention of Child Abuse.
- C. To continually assess local needs and advise agencies, governing bodies and the public, of these needs.
- D. To assist in the development, implementation, and maintenance of a multi-disciplinary suspected child abuse and neglect team.

ARTICLE III

Board of Directors

Section 1. Composition

There shall be a Board of Directors with membership as follows:

- (a) The Directors of each of the following local agencies shall appoint one representative per the CTF legislation Tier 1 Criteria and Indicators document, #6; the County Department of Human Services, the Department of Public Health, the Department of Mental Health, the Probate Court and the Office of the Prosecuting Attorney. CTF and the local council also request representation from: Local Law Enforcement, School Districts, and Agencies whose focus is treatment or prevention of abuse and neglect, other local groups, agencies or businesses who are invested in the mission of the C.A.N. Council. In addition, all Executive Committee officers shall be members of the Board of Directors.
- (b) Each representative will be asked to sign an annual letter of commitment to the C.A.N. Council of Monroe County assuring attendance and quorum for all meetings.
- (c) Prospective new agency representatives will be required to wait until the annual meeting which takes place in October of each year, to sign the annual letter of commitment to become a Board Of Directors representative; subject to the approval of the existing Executive Committee representatives.
 - (1) Prospective new agency representatives may attend any of the regularly scheduled Board Of Director's meetings as a non-voting attendee.
- (d) Replacement representatives from a previously engaged group, business or agency may sign the annual letter of commitment to become a Board Of Directors representative immediately following the resignation of the previous representative from the Board Of Directors and subject to the approval of the existing Executive Committee representatives.

Section 2. Term of Office

- (a) **Representatives:** The appointed representatives shall serve for two years beginning November 1st to October 31st of the following year.
- (b) The Representatives shall sign an annual letter of commitment.
- (c) The Nominations and Membership Committee shall request the Director or representative of each stated department listed in Article III, Section 1(a) to appoint or re-appoint a representative to the Board of Directors when an appointed representative's term expires or upon resignation by said representative. Each representative shall continue to hold office until his/her successor has been duly qualified and appointed.
- (d) Each prospective, designated or replacement Board Of Directors representative is subject to the approval of the existing Executive Committee.

Section 3. Duties and Powers

- (a) All corporate powers shall be vested in and exercised by the Board of Directors.
- (b) The Board of Directors shall manage the business and affairs of the Child Advocacy Network of Monroe County and shall have responsibility for establishing the policies of the Corporation.
- (c) All Board members are expected to attend regularly scheduled board meetings and to participate as a member or chairperson of a standing committee listed in Article V, B and C or an ad hoc committee.

Section 4. Regular Board of Directors Meetings

Regular meetings of the Board of Directors shall be held at least quarterly each year. The Board shall provide reasonable advance notice of the time and place of regular meetings to the representatives. All meetings of the Board of Directors shall be open to members of the Child Advocacy Network of Monroe County, except that during discussion or votes concerning personnel matters, non-representatives may be excluded.

Section 5. Annual Meeting

An Annual Meeting shall be held for the purpose of electing executive committee officers and transacting such other business that should come before the general membership. The Board shall provide notice to the total membership of the time and place of the Annual Meeting.

Section 6. Quorum

Simple majority based on current Board of Directors membership list with the intent of having one vote per representative group with the exception of those members who are on the Executive Committee; designee may vote on behalf of their group, business or agency.

Section 7. Special Meetings

A special meeting of the Board of Directors may be called by the President of the Board, or shall be called by the President upon receipt of a written request signed by five representatives. Notice of each special meeting shall be given to each member of the Board of Directors by mail not less than three days prior to such meeting or by telephone not less than 24-hours prior to such meeting. All special meetings of the Board shall be open to members of the Child Advocacy Network of Monroe County except that during discussion or votes concerning personnel matters, non-representatives may be excluded.

Section 8. Executive Committee

An Executive Committee shall be constituted by the President, President-Elect, Secretary, Treasurer, Immediate Past-President and the Chairperson from each of the Standing Committees listed in Article V; B. The Executive Committee shall set the Board agendas, may transact such other business necessary between meetings of the Board, and may assume such other powers and responsibilities as may be delegated by the Board of Directors. The Executive Committee shall meet on a quarterly basis or as requested by the President to conduct necessary business between meetings of the Board. The Executive Committee will be responsible for filing all state and federal forms which can include but are not limited to: the Michigan LARA non-profit report (October), the CT15 (June), IRS Form 990 (April), and all other financial reports necessary to ensure the legal standing of the organization. The Executive Committee may authorize expenditures necessary for the business operation of Child Advocacy Network of Monroe County up to \$500.00.

- (a) Executive Committee Quorum – Simple majority of Executive Committee members.

Section 9. Standing or Special Committees

Representatives and non-representatives may be appointed to serve on any standing or special committee. The Board of Directors may not delegate to any committee any of the powers, duties, and responsibilities conferred upon the Board of Directors as a whole, and may not delegate to any committee member, not a representative, any of the powers, duties or responsibilities of a representative.

Section 10. Compensation

Representatives as such shall not receive any compensation for their services provided that nothing herein contained shall be construed to preclude any representative from serving the corporation in any other capacity and receiving compensation.

Section 11. Reimbursements

A representative or member may receive reimbursement for reasonable expenses incurred for the Child Advocacy Network of Monroe County as approved by the Executive Committee prior to incurring the expense.

Section 12. Removal and Resignation

The resignation of a representative from the Board of Directors shall be effective upon the receipt by the Board or at a subsequent time set forth in the notice of resignation.

Section 13. Vacancies

With the exception of any vacancy occurring in the Executive Committee, representative vacancies shall be filled by the membership process listed in Article III, Section 2 and Article VI.

ARTICLE IV

Officers

Section 1. Officers

There shall be five Officers of the Corporation Board of Directors/Executive Committee. The President, President-Elect, Immediate Past President, Secretary and Treasurer.

Section 2. Election and Terms of Office

- A. The President-Elect, Secretary, and Treasurer, shall be elected by a majority vote of the membership at the Annual Meeting. The previous President-Elect shall assume the office of President; the previous President shall assume the office of immediate Past President.
- B. The term of office shall be for two years from November 1st to October 31st of the following year, except that each officer shall hold office until his/her successor has been duly qualified and elected.
- C. Vacancies among officers may be filled for the unexpired portion of the term by majority vote at any meeting of the Board of Directors.
- D. Any officer of the Corporation may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3. Duties

- A. President
 - 1. Shall be the principal executive officer of the Corporation.
 - 2. Shall, in general, supervise and control all meetings of the Members, Board of Directors, and Executive Committee.
 - 3. Shall be the spokesperson and liaison for the Corporation.
 - 4. Shall receive and distribute mail.
 - 5. Shall maintain a master file of correspondence and activities of the Corporation.
 - 6. Shall be the custodian of the corporate records of the Corporation.
 - 7. Shall perform all duties incident to the office of President and such other duties as prescribed by the Board of Directors from time-to-time.
 - 8. Shall serve as an ex-officio member of all Committees of the Corporation except for the Executive Committee, which the President shall chair.
 - 9. Shall serve as the Corporation liaison to other community groups or boards as directed by the Board of Directors.
 - 10. May delegate any and all of the above duties to the President-Elect or to any other members of the Executive Committee or the Board.
 - 11. May sign with the Secretary or any other proper Office of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation.

B. Immediate Past-President

1. Shall serve on the Board of Directors and the Executive Board.
2. Shall assume duties of the Corporation as delegated by the President.

C. President-Elect

1. Shall in the absence of the President perform the duties of the President as requested by the Corporation Board of Directors.
2. Shall perform the duties of the President either upon request of the President or the Corporation Board of Directors.
3. May perform other duties as assigned by the President or the Board of Directors.
4. Shall complete and submit the annual CTF grant application with guidance and recommendations from the Board of Directors and other Executive Committee members.
5. Shall complete and submit all C.A.N. Council reporting in EGrAMS including but not limited to the bi-annual narrative report and the CTF grant application as necessary.
6. Shall be the lead Executive Committee Officer in organizing and updating the Strategic Plan every (3) years, per CTF guidelines with the Board Of Directors.

D. Treasurer

1. Shall receive and have custody of, and keep account of, all monies, funds and property of the Corporation.
2. Shall make certain all expenditures are made in accordance with the Corporation Board of Directors.
3. Shall submit regular reports to the Corporation Board of Directors.
4. Shall be authorized to sign, endorse, and deliver in the name of the Corporation for its purposes, checks, notes, drafts and other documents.
5. Shall perform, in addition, such other duties as delegated by the Corporation President or Board of Directors.
6. Shall, if required by the Corporation Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
7. Shall be a member of the Finance Committee.
8. Shall see to the completion of all quarterly financial reporting in EGrAMS as well as all necessary state and federal forms including but not limited to: the Michigan LARA non-profit report in October, the CT15 in June, and the IRS Form 990 in April, and all other financial reports necessary to ensure the legal standing of the organization.

E. Secretary

1. Shall keep all records of the Corporation including the minutes of the meetings of the members, Board of Directors, and Executive Committee, in one or more books provided for that purpose.
2. Shall see that all notes are duly given in accordance with the provisions of these Bylaws and/or as requested by law.
3. Shall keep a register of the post office address of each member, which shall be furnished by the membership committee.
4. Shall assist the President and Treasurer in maintaining the records of the activities by the Corporation President of Board of Directors.

ARTICLE V
Committees

A. At least one member of the Corporation Board of Directors will serve as a member of any Committee of the Board of Directors.

B. **Standing Committees**

1. Nominating and Membership Committee:
 - a. Shall bi-annually (even numbered years) prepare a slate of nominations for President-Elect, Treasurer and Secretary from those members duly qualified or those to become duly qualified Directors of the Corporation.
 - b. Ensure that the local C.A.N. Council meets all requirements for membership per CTF guidance as listed in Article III.
 - c. Shall oversee and coordinate the planning and organization of the annual meeting which takes place in October of each year.
 - d. Shall make recommendations about prospective and proposed new members to the Executive Committee.
2. Education Committee:
 - a. Shall support programs to educate the general public as to the goals of the Corporation.
 - b. Shall, in conjunction with other community agencies and groups, support and develop programs, workshops and conferences on children's issues and training packages for professionals working with abused and neglected children and their families.
3. Finance Committee:
 - a. Shall assist the Treasurer with the preparation and presentation of the budget of the Corporation.
 - b. Shall monitor and make necessary reports and recommendations regarding financial matters.
 - c. Shall review and return recommendations on all requests for funding (i.e. conferences, workshops, special programs, co-sponsorships, etc.) over \$150.00.

4. Legislative and Advocacy Committee
 - a. Shall support programs to educate the general public as to the goals of the Corporation.
 - b. Shall, in conjunction with other community agencies and groups, support and develop programs, workshops and conferences on children's issues and training packages for professionals working with abused and neglected children and their families.
 - c. Shall arrange meetings and correspondence with legislators and provide input and information on impact of family issues and legislation.
 - d. Shall bring matters of regarding legislation to any Board of Directors meeting.
- C. The Board of Directors may establish such other standing or ad hoc committees as deemed necessary.
- D. Each member of the Board of Directors will be required to serve on a minimum of one standing committee.

ARTICLE VI Membership

An individual or prospective new agency becomes a member/representative of the Board Of Directors by signing the annual letter of commitment at the annual meeting which takes place in October each year, or by being designated by a previous Board Of Directors representative upon their resignation from the position. Membership shall be open anyone interested in advocating for children. All prospective representatives are subject to the approval of the existing Executive Committee. (See Article III, Section 2.)

ARTICLE VII Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officers of the Corporation (in addition to the officers so authorized by these Bylaws) or agent of the Corporation to enter into any contract to execute and deliver any instrument in name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect or the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Receipt of Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII Indemnification

The Corporation shall indemnify and hold harmless each person who is now or shall ever serve as an officer, director, representative, employee or agent of the Corporation, from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having ever been an officer, director, representative, employee or agent of the Corporation, or by reason of any action alleged to have been taken or omitted by such person as an officer, director, representative, employee or agent of the Corporation, and shall reimburse each such person for all legal and other expenses including the cost of settlement, reasonably incurred by such person in connection with any such claim, liabilities, cost or expenses incurred in connection with any claim or liability, or threat, or prospect thereof, based upon or arising out of that person's own negligence or willful misperformance of that person's duties as an officer, director, representative, employee or agent of the Corporation. The determination of all questions as to the existence of negligence or willful misperformance as to the indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but voting may be so affected.) The rights accruing to any person under the provisions of this section shall not exclude any other rights to which such persons may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any case, even though not specifically provided for it in these Bylaws.

ARTICLE IX Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority of the Board of Directors at any regular meeting or at any special meeting if at least five days written notice is given of the intention to alter, amend, or to adopt new Bylaws at such meeting.

*Name change effective October 25, 1989

Article X
Earnings and Dissolution

No part of the net earnings of the Council shall inure to the benefit of, or be distributed to, its members, officers, directors or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distributions in furtherance of the purposes set forth. Upon the dissolution of the Council, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Council, dispose of all of the assets of the council exclusively for the purpose of the Council in such manner, or to such organization or organizations organized and operated exclusively for the children's educational and/or cultural improvement purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1953 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.

Article XI
Fiscal Year

The fiscal year for the C.A.N. Council of Monroe County shall be October 1 through September 30.

Article XII
Adoption of Policies and Procedures

Proposed policies and procedures for adoption shall be presented to the Executive Board for review and consideration at the regular Executive Board meeting. Proposed policies and procedures shall then be presented to the Board of Directors with a report of recommendation by the Executive Board to be voted on at first regular Board of Directors meeting following the Executive Board meeting.