



CASA

Bylaws

2/10/15

BYLAWS OF CASA FOR KIDS, INC. BARRY & EATON COUNTIES

(A NONPROFIT CORPORATION)

ARTICLE I

OFFICES

SECTION 1.01: NAME

The Name of the organization shall be CASA for Kids, Inc. Barry & Eaton Counties, and may be referred to as CASA.

SECTION 1.02 PRINCIPAL OFFICE

The principal office of the corporation is located at 1033 Healthcare Dr., Charlotte, MI 48813 with an address of 1045 Independence Blvd., Charlotte, MI 48813, in Eaton County, State of Michigan.

SECTION 1.03 CHANGE OF ADDRESS

The designation of the county of the corporation's principal office may be changed by amendment of these bylaws. The CASA Board members may change the principal office from one location to another within the designated county by noting the changed address and effective date below, and such changes of addresses shall not be deemed, nor require, as amendment of these bylaws.

SECTION 1.04 OTHER OFFICES

The corporation may also have offices at such locations within state of incorporation, where it is qualified to do business, as its business and activities may require, and as the CASA Board members may designate.

ARTICLE II

NONPROFIT PURPOSES

SECTION 2.01 IRC SECTION 501 c (3) PURPOSES

- a) This corporation is organized exclusively for one or more of the purposes as specified in Section 501 c (3) of the Internal Revenue Code.
- b) Upon dissolution of this corporation, any assets that remain shall only be distributed to another corporation/organization that is tax exempt according to Section 501 c (3) of the Internal Revenue Code.

SECTION 2.02 SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of CASA shall be

- a) to provide volunteer advocates to work independently of the court system for the best interests of each child in need of service coming within the jurisdiction of the Barry and Eaton Courts.
- b) to recruit and support the professional growth and development of volunteers who serve as court appointed special advocates.
- c) to solicit, accept, and receive contributions of money, grants, and other real and in-kind services from individuals, businesses, foundations, corporations, and governmental units to be used by the corporation in the furtherance of its purposes;
- d) to invest and administer gifts, bequests, devises, and grants made for the foregoing purposes;
- e) to participate in the normal functions, operations, and pursuits incidental to a fully recognized and operational non-profit program as permitted under the laws of the State of Michigan.

ARTICLE III MEETINGS

SECTION 3.01: ANNUAL MEETINGS

The election of the CASA Board officers shall be held each year on the third Tuesday of January, at 5:15 p.m., unless action is taken by the CASA Board to designate a different time.

If the election of the CASA officers shall not occur either by written consent or by meeting in the month of January, then the officers shall call a special meeting as soon as conveniently possible. At such meeting, the election of the officers shall take place.

SECTION 3.02: REGULAR MEETINGS, AMENED

A minimum of one (1) annual meeting and three (3) additional meetings with at least one (1) meeting per quarter will be scheduled each year for CASA. The annual meeting must be a face to face meeting and the remaining meetings can be face to face, virtual or conference call. Special meetings may be called as identified in Section 3.03

SECTION 3.03: SPECIAL MEETINGS

Special meetings for any purpose may be called by the President, or in his/her absence the Vice-President or Secretary and shall be called at any time upon written request of a majority of the CASA Board members. Business transacted at a special meeting shall be confined to the matters stated in the call. It shall be the duty of the secretary to notify all board members of a special meeting in accordance with the provisions set forth in these bylaws.

SECTION 3.04: MEETINGS QUORUM

A simple majority of seated CASA Board members must be present at a meeting, regular or special, to qualify as a quorum.

Section 3.05: NOTICE OF MEETINGS

The CASA Board members shall determine the schedule for its meetings. Notice of any special meeting shall be given by mail, in person, by telephone, email or fax to every Board member of CASA.

ARTICLE IV CASA BOARD MEMBERS

SECTION 4.01: NUMBER

The corporation shall have be governed by ten (10) to fourteen (14) members, representing the two (2) counties, and collectively known as the CASA board. These members shall collectively be known as the CASA Board. The Department of Human Services (DHS) Director or designee shall serve on the Board as *ex-officio*, unless designated by the Board as a voting member, as a joint representative from both counties.

SECTION 4.02: QUALIFICATIONS

Board members shall be of the age of majority in this state.

SECTION 4.03: ELECTION AND TERM OF OFFICE

Unless otherwise provided for by the Articles of Incorporation or by these Bylaws, the following provisions shall govern the election and terms of the office of the CASA Board.

- a) Officers of the CASA Board shall be elected by majority vote of the Board at each annual meeting. If the officers are not elected at the meeting, the election may be held at a special meeting called within a reasonable period of the time for that purpose.
- b) Original terms of office shall be staggered as follows:
 - Three year term- elect four (4) members, two (2) from each county
 - Two year term- elect four (4) members, two (2) from each county
 - One year term- elect two (2), one (1) from each county.

Following the formation of the initial Board, all members shall subsequently be elected to a term of three (3) years. If any member vacates his/her position from the CASA Board before said term expires, the appointed replacement member will serve out the vacated term.

SECTION 4.04: OFFICERS

The CASA Board shall be comprised of the following offices:

1. Chairperson of the Board, who shall also serve as President of the Corporation;
2. Vice-Chairperson of the Board, who shall also serve as Vice-President of the Corporation;
3. Secretary of the Board, who shall serve as Secretary of the Corporation, and,
4. Treasurer of the Board, who shall also serve Treasurer of the Corporation.

SECTION 4.05: POWERS

Subject to the provisions of the Michigan Corporation Code and any limitations in Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Board members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the CASA Board.

The CASA Board will serve as an executive board to assist in conducting Corporation affairs. Committees may be set up to carry out specific actions or responsibilities as defined by the officers and Board members. The chairperson of any committee must be a member of the CASA Board. In addition, paid staff members may be appointed to oversee operations of the Corporation.

SECTION 4.06: TERM OF OFFICE

Officers will serve a one (1) year term with the option of succeeding themselves. There will be no line of succession among the designated officers. An officer may be reelected to fill a different position within the Board for separate terms of office pursuant to normal procedures.

SECTION 4.07: INDEMNIFICATION

The corporation shall indemnify and hold harmless all members or officers of the Board against expenses actually incurred by them in the connection with the defense of any action, lawsuit or proceeding in which they are made parties by reason of being or having been Board members, except in relation to matters as to which any member shall be adjudged in any action, lawsuit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE V
EXECUTION OF INSTRUMENTS

SECTION 5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS

The President and Secretary of the Board are authorized to enter into any contract and execute and deliver any instrument in the name and on behalf of the corporation. Any other officer of the CASA Board may be authorized to enter into a contract and execute and deliver any instrument in the name of and on behalf of the corporation if so designated by a majority vote at the annual meeting.

SECTION 5.02: EXECUTION OF INSTRUMENTS

Formal contracts, promissory notes, and other evidence of indebtedness of the corporation and other corporate instruments or documents shall be executed or signed or endorsed by two of the four elected officers of the Board, unless otherwise required by law.

ARTICLE VI
DUTIES OF OFFICERS

SECTION 6.01: DUTIES OF THE PRESIDENT

The President shall serve as the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws. The president shall preside at all meeting of the CASA Board with the exception noted in Section 6.02.

SECTION 6.02: DUTIES OF THE VICE-PRESIDENT

In the absence of the President, the Vice- President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all restriction of the office. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Article of Incorporation, or by these Bylaws.

SECTION 6.03: DUTIES OF THE SECRETARY

The Secretary shall certify and keep at the principal office of the corporation the original or a copy, of these Bylaws as amended or otherwise altered to date. In addition, the Secretary shall maintain an up to date file of certified minutes of monthly Board meetings.

SECTION 6.04: DUTIES OF THE TREASURER

The treasurer shall be responsible for the clerical and financial details of the corporation as defined by the CASA Board.

ARTICLE VII BYLAWS

The board of Directors of the Corporation may amend, repeal, or adopt new Bylaws so long as such Bylaws are consistent with the Articles of Incorporation and with the law. All amendments to the Bylaws must be made at either the annual meeting or at a special meeting called with notice to all Board members of proposed amendments to the Bylaws.

Adopted on the *10th* day of *February*, 2015



Secretary
CASA for Kids, Inc.

Adopted by the Board
Reviewed and Amended by the Board May 20, 2002
Reviewed by the Board September 17, 2002
Reviewed by the Board October 21, 2002
Reviewed by the Board, February 2, 2005
Reviewed and Amended by the Board, March 15, 2005
Reviewed and Amended by the Board, September 20, 2011
Reviewed, Amended, and Approved by the Board, February 10, 2015