



CASA Bylaws

12/10/25

BYLAWS OF CASA FOR KIDS, INC.

(A NONPROFIT CORPORATION)

ARTICLE I

OFFICES

SECTION 1.01: NAME

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

SECTION 1.02 PRINCIPAL OFFICE

The principal physical office of the corporation is located at 405 W Greenlawn Ave, Suite 400A, Lansing, MI 48910, with a principal mailing address of 1045 Independence Blvd., Charlotte, MI 48813, in Eaton County, State of Michigan.

SECTION 1.03 OTHER OFFICES

The corporation may also have offices at such locations within the 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 STATUS

SECTION 2.01 IRC SECTION 501 c (3)

- 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.

Article III

NONPROFIT PURPOSES

SECTION 3.01 MISSION, SPECIFIC OBJECTIVES, AND PURPOSES

The mission of CASA for Kids, Inc. is to empower community volunteers as Court Appointed Special Advocates (CASA) for children experiencing child protective court proceedings in Mid-Michigan to elevate children's voices, advocate for their unique best interests, and strengthen families.

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, Eaton, and Ingham Courts.
- b) All CASA volunteers must be screened, trained, and supervised in accordance with National CASA/GAL Association standards
- c) to solicit, accept, and receive contributions of money, grants, and other real and in-kind services from individuals, businesses, foundations, corporations, and governmental entities to be used by the corporation in the furtherance of its purposes;
- d) to invest and administer gifts, bequests, devises, and grants received 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 IV MEETINGS

SECTION 4.01: ANNUAL MEETINGS

The election of CASA Board officers shall be held each fiscal year in December, unless the CASA Board takes action to designate a different time within the fiscal year.

SECTION 4.02: REGULAR MEETINGS, AMENDED

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 regular meetings shall be held at such times and such places as the CASA Board members may, by resolution from time to time, determine. Special meetings may be called with an agenda as identified in Section 4.03

SECTION 4.03: 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 third of the CASA Board members. Business transacted at a special meeting shall be confined to the matters stated in the agenda. 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 4.04: 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 4.05: NOTICE OF MEETINGS

The CASA Board members shall determine the schedule for its meetings. Every CASA Board Member will receive notice of any regular or special meeting at least twenty-four hours prior, either by mail, in person, telephone, or by other electronic means.

**ARTICLE V
CASA BOARD MEMBERS**

SECTION 5.01: NUMBER

The corporation shall be governed by nine (9) to fifteen (15) members, collectively known as the CASA board.

Representation from one individual county cannot be a majority of the seated Board Members. Representation from each county must be a minimum of one seated Board member.

At any time, should the CASA Board fail to meet any standard outlined in this section, the Board shall immediately initiate a search to fill the seat.

SECTION 4.02: QUALIFICATIONS

Board members shall be at least twenty-one (21) years of age.

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 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. Elected members can serve up to three consecutive terms. The current board members, as of XX (approval date), can serve out their existing term.

The CASA Board may fill any vacancy that occurs by death, resignation, or otherwise; If any member vacates their position on the CASA Board before the term expires, the appointed replacement member will serve out the vacated term.

SECTION 5.04: EXECUTIVE OFFICERS AND TERM OF OFFICE

The CASA Executive Board shall be comprised of the following officers:

1. President of the Board
2. Vice-President of the Board
3. Secretary of the Board
4. Treasurer of the Board

Officers will serve a two (2) year term with the option of succeeding themselves. An officer may be reelected to fill a different position within the Board for separate terms of office pursuant to normal procedures. A Board Member will not take an officer position that will take them past their term. In no event shall an officer's term exceed nine (9) years. In no event shall someone serve as the same officer for three (3) terms.

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 the corporation's affairs. Committees may be established 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. Additionally, paid staff members may be appointed to oversee the Corporation's operations.

SECTION 5.06: COMMITTEES

Committees will be established to carry out specific actions or responsibilities as defined by the Board. They shall make recommendations to the Board as pertinent to Board meeting agenda items. The chairperson of any committee must be a member of the CASA Board. Additional Ad Hoc Committees may be established at the purview of the Board.

Standing Committees of the Board include, but are not limited to: Executive Committee, Finance Committee, Policy & Program Committee, Diversity Equity & Inclusion (DEI) Committee, and Fundraising Committee.

No committee shall have other than advisory powers.

SECTION 5.07: INDEMNIFICATION

The corporation shall indemnify and hold harmless all members or officers of the Board against expenses actually incurred by them in 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 VI
EXECUTION OF INSTRUMENTS**

SECTION 6.01 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. The CASA Board may vote to authorize any other Board member or employee to enter into a contract on behalf of the corporation.

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, signed, or endorsed by two of the four elected officers of the Board, or one officer of the Board and the Executive Director, 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 corporation's affairs and the activities of its 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.

The President of the Board shall, if present, preside over all meetings of the Board of Directors and the Executive Committee. This individual serves as a key liaison between the Board and the Executive Director, ensuring that the Board's directives, policies, and resolutions are effectively implemented. The President of the Board is responsible for leading the Board and Executive Committee in fulfilling their governance duties, supporting sound organizational policies, and assessing the performance of the Board and its committees. The President of the Board also serves as an ambassador for the organization and advocates for its mission to both internal and external stakeholders.

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.

In the absence or disability of the President of the Board, the Vice President shall perform all the duties and exercise all the powers of the President, and when so acting, shall be subject to all the same responsibilities and limitations. The Vice President shall also have such other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws. These duties may include supporting the recruitment, development, and engagement of Board members, assisting in coordinating the annual performance evaluation of the President/CEO, and carrying out other responsibilities as assigned by the Board of Directors or the President of the Board.

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.

The Secretary shall certify and maintain at the principal office of the corporation the original or a current copy of these Bylaws, including all amendments and revisions to date. The Secretary is responsible for keeping accurate and up-to-date records of the certified minutes of all Board meetings, maintaining the official roster of Board members, and managing the Board meeting schedule. The Secretary shall also ensure that additional compliance documents are filed and maintained as required by law or organizational needs.

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.

The Treasurer shall be responsible for overseeing the fiscal integrity of the organization. This includes maintaining knowledge of the organization's financial position, ensuring appropriate systems are in place for financial reporting and internal controls, and monitoring the organization's cash flow, liabilities, and solvency. The Treasurer is responsible for keeping the Board informed of significant financial trends, risks, and opportunities. The Treasurer shall serve as a liaison between the Executive Director and financial contractors, to help Board members understand financial statements and key fiscal issues.

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 *4th day of April, 2020*

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
Reviewed, Amended, and Approved by the Board, <4/20/202>