

BY-LAWS OF THE CALIFORNIA COURT APPOINTED  
SPECIAL ADVOCATE ASSOCIATION  
APPROVED MAY 30, 2008

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

Section 1. The name of this organization shall be the California Court Appointed Special Advocate Association, Inc., herein after referred to as “the Association.”

Section 2. The principal office of this Association shall be located at 660 13<sup>th</sup> Street, Suite 300, Oakland, California 94612.

**ARTICLE II. PURPOSE**

The Association is a non-profit organization which supports the development, growth and continuation of programs that recruit and train volunteers to serve as court appointed special advocates for abused, abandoned and neglected children in juvenile dependency proceedings.

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. Number. The authorized number of participants on the Board of Directors, sometimes referred to as “the Board” or “Directors,” shall be a maximum of 25 and a minimum of 12 until and unless such number is changed by amendment of these By-laws. There shall be three (3) CASA Program Directors on the Board at any given time.

Section 2. Election. Directors shall be elected at the annual meeting of the Board to serve a three-year term. However, if an annual meeting is not held or directors are not elected at an annual meeting, they may be elected at any special or regular meeting of the Board of Directors. In electing Directors the Board shall make every effort to reflect the regional, ethnic and gender composition of the population served by the CASA programs in California.

The three CASA Program Directors will be selected by a vote of the Executive Directors at their October meeting. Executive Directors who are interested in serving on the California CASA Association Board should contact the Chair of the Nominating Committee who will qualify the Executive Director, as is required for anyone wishing to serve on the Association Board.

Section 3. Term. The term of office shall be three years. No Director shall be elected to more than two (2) full consecutive terms, except that in the event a Board member is elected President in his or her second term, he or she may be elected to a fourth term in order to serve a complete term as President, and to

serve one additional year as Immediate Past President. The Past President is an ex-officio member of the Board.

Board members shall be eligible to serve two (2) consecutive three (3) year terms, but shall be ineligible for further reelection until a minimum of one (1) year has elapsed. These stated limits may be waived for any director by a two-thirds vote of the Board at any meeting. If a Director is elected to fill a vacancy created by death, resignation or termination by vote, the unexpired term of the previous director shall not be considered as a term served by the successor Director.

Section 4. Attendance. Any Director who is absent without excuse from three (3) meetings of the Board or of a standing committee in any one fiscal year shall be subject to removal by the Board of Directors in accordance with Section 10D of this Article. If unable to attend a meeting, a Director should notify the Board President or Committee Chair as far in advance of the meeting as possible.

Section 5. Powers. The activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the authority and direction of the Board of Directors.

Section 6. Meetings. The regular annual meeting of the Board of Directors shall be held as determined by the Board. Additional regular meetings of the Board shall be held two times per year. Notice of such regular meetings shall be given as determined by resolution of the Board.

Section 7. Special Meetings. Special meetings of the Board may be called by any officer or by any two Board members. Notice of such special meeting shall be given to all Directors at least 10 days in advance of the meeting if such notice is given by first class mail and may be given a minimum of five (5) days in advance of the meetings if delivered personally or by telephone, fax, or email.

Section 8. Quorum. A quorum for the transaction of business shall consist of a simple majority. At a meeting at which a quorum is initially present, Directors may continue to transact business even after some Directors have left the meeting, as long as any action taken is approved by at least a majority of the quorum required for the meeting.

Section 9. Board Action and Decisions Without a Meeting. The Board may take action without a meeting as long as all Directors individually or collectively give their written consent to such actions. All such consents must be filed with the minutes. All actions taken by such consents have the same effect as a unanimous vote of the Directors.

Section 10. Vacancies. The Board shall fill any vacancy in any office for any reason as it occurs. A vacancy may be caused by the death or resignation of a

Director, removal by action of the Board, expiration of term or office, or an increase in the authorized number of Directors.

- A. Resignations. Except as provided in this paragraph, any Director may resign by giving written notice to the President of the Board, to become effective immediately unless otherwise specified in the notice. No Director may resign when the Association would then be left without a duly elected Director or Directors in charge of its affairs. If the resignation is to be effective at a future time, the Board may elect a successor to take office as of the effective date of resignation.
- B. Election Process. Vacancies may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum. Each Director elected to fill a vacancy shall hold office until the expiration of the elected term and until a successor has been elected.
- C. Reduction in Number. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term expires.
- D. Removal. A Director may be removed from office by a vote of the majority of the Directors

#### **ARTICLE IV. OFFICERS**

Section 1. Named. The officers of this Association shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President. No one person shall concurrently serve as more than one officer.

#### **Section 2. Selection.**

- A. The President shall be selected every three (3) years beginning in 2004 at the annual meeting.
- B. The President, Vice President, Secretary, and Treasurer shall be selected by a majority vote of the Directors present and voting at the first meeting of the calendar year, referred to as the Annual Meeting of the Board of Directors.
- C. The President shall be elected from the Directors who are not Executive Directors of a local program.
- D. Should a Director be elected President and then become Executive Director of a local program, that person shall resign as President of the Board of Directors and the Vice President shall serve out the term until election of a new President.
- E. Should the President position be vacated mid-term, for any reason, when the Vice President is an Executive Director, the Executive Director Vice President shall continue as the Interim President until such a time as the Board elects a new President to serve out the

remainder of the vacated term. If the remaining time in the term is less than six (6) months, the Executive Director Interim President will serve until the regularly scheduled election. If the remaining time in the term is greater than six (6) months, a special election shall be held to elect a new President to serve out the remaining term.

- F. Officers shall be selected from among the Directors and shall serve without compensation for their services, although reimbursement of reasonable and necessary expenses will be allowed in accordance with Board policy.

### Section 3. Term.

- A. The President shall serve a term of three (3) years and may not be reelected to a contiguous term.
- B. The Vice President, Secretary, and Treasurer shall serve a term of one year. They may be reelected and serve no more than a total of three years in that office.
- C. If a Board Member is a standing Vice President, Secretary or Treasurer when his or her Board term expires, the Board term will be extended automatically until the next Annual Board Meeting when the term of office expires.

### Section 4. Duties.

- A. President. The President shall preside at all meetings of the Board of Directors. Subject to the control of the Board, the President has responsibility for general supervision, direction and control of the business and affairs of the Association and shall act as primary liaison with the Executive Director. The President shall remain an ex-officio member of the Board for one additional year, as Immediate Past President. The President shall be elected from the Directors who are not Executive Directors of a local program. Should a Director be elected President and then become Executive Director of a local program, that person shall resign and the Vice President shall serve out the term until election of a new President.
- B. Vice President. The Vice President, at the request of the President, or in the event of the president's absence or disability, shall perform the duties of the President, and shall perform such other duties as may be assigned by the Board of Directors. In the event of the absence or disability of the President, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.
- C. Secretary. The Secretary shall have charge of such documents, books and papers as the Directors shall determine and shall keep or cause to be kept minutes of the Board meetings. The Secretary

shall perform such other duties as may be assigned by the Board of Directors.

- D. Treasurer. The Treasurer shall make a quarterly report to the Executive Committee of expenditures and receipts and shall submit such reports at each regular or special meeting of the Board of Directors. The Treasurer will serve as Chairperson of the Budget Committee and, in consultation with the Executive Director and two members of the Board of Directors, prepare an annual budget for the ensuing fiscal year to be presented to the Board for adoption.
- E. Immediate Past President. In the absence of both the President and Vice President, the Past President shall act and perform all of the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, as provided for in these Bylaws. The Immediate Past President shall also serve as the Chair of the Nominating Committee.

#### **ARTICLE V. EXECUTIVE DIRECTOR**

The Board of Directors may hire an Executive Director to conduct and supervise the activities and operations of the Association. The Executive Director shall:

- A. Report to the Board of Directors at all meetings unless excused,
- B. Serve at the pleasure of the Board subject to the provisions of any contract of employment entered into between the Executive Director and the Board, and
- C. Be responsible for hiring and firing any other staff and/or paid consultants to the Association.

#### **ARTICLE VI. COMMITTEES**

Section 1. Creation of Committees. The Board of Directors may create standing and/or ad hoc committees as it deems necessary to carry out the work of the association and shall delegate to the committee such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law. Each such committee shall consist of one or more Directors, be presided over by a chair selected by the President, and serve at the pleasure of the Board. Additional members of the committee may or may not be members of the Board of Directors, as provided in the resolution of the Board by which such committees shall be established. At least one member of each Committee shall be a local CASA Program Director as appropriate. Any ad hoc committee must be created by resolution adopted by the Board. These committees shall have the authority to make recommendations to the Board and/or carry out the express direction of the Board. Meeting notice and quorum requirements for such other committees shall be established by resolution of the Board.

Section 2. Limitations on Power of Committees. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of Board resolution, may

- A. Take any final action on matters which, under California Nonprofit Public Benefits Corporation Law, also requires members' approval or approval of a majority of all Board members,
- B. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board,
- C. Fix compensation of the Directors for serving on the Board or on any committee,
- D. Amend or repeal Bylaws or adopt new Bylaws,
- E. Amend or repeal any resolution of the Board of Directors which by its express terms cannot be amended or repealed,
- F. Appoint any other committees of the Board of Directors or the members of these committees,
- G. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected, and/or
- H. Except as provided in Section 5322(d)(3) of the California Corporations Code, approve any transactions to which the Association is a party and one or more Directors have a material financial interest; or between the Association and one or more of its Directors or between the Association and any person in which one or more of its Directors have a material financial interest.

Section 3. Meetings and Action of Committees. Meetings and actions of committees shall be in accordance with the provisions of Section 6 of these Bylaws, concerning meeting of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors or by resolution of the committee, and that special meetings of committees may also be called by resolution of the Board of Directors or by resolution of the committee. Notice of special meetings of committees shall also be given to alternate members of the committee, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

The following shall be standing committees of the Board:

- A. Executive Committee. The Executive Committee shall be composed of at least the officers, plus optionally one CASA Program Director. The Board has the authority to add one or two members-at-large to the Executive Committee, as they deem necessary. In no event will the Executive Committee have more than seven members. The Executive

Committee shall be authorized to exercise the power and authority of the Board when and if the need for such action arises between meetings of the Board. In no event, however, shall the Executive Committee have the authority to:

1. Fill vacancies on the Board or the Executive Committee,
2. Amend or repeal the Bylaws and adopt new Bylaws, and/or
3. Approve any self-dealing transaction.

*B. Nominating Committee.* This committee shall be responsible for identifying and nominating candidates to serve on the Board and to act as officers of the Association. The chair of the committee can be the Immediate Past President of the Board and the remaining members (no fewer than two) shall be appointed by the President. Should the Immediate Past President leave the Board, the President will select the Chair.

*C. Personnel Committee.* This committee shall make recommendations to the Board of Directors concerning salaries, benefits and other policies affecting personnel of the Association. The members of the committee shall be the officers of the Association and any other Director appointed by the President. The duties of this committee can be handled instead by the Executive Committee if the President so decides.

*D. Finance Committee.* This committee shall oversee the financial operation and condition of the Association. Such responsibility shall include advising the Board of Directors regarding the investments, assets, liabilities, annual budget, insurance policies, and other financial matters affecting the Association. The chair of the committee shall be the Treasurer, and the Committee Chair shall appoint the remaining members of the committee, who shall be directors of the Association, in collaboration with the President and staff. The duties of this committee can be handled instead by the Executive Committee if the President so decides.

The following are possible ad hoc committees of the Board:

*E. Legislative Advocacy.* The purpose of this committee is to monitor new laws affecting CASA, determine when CalCASA needs to endorse, otherwise support, or oppose initiatives, draft policy statements, and ensure that related information is disseminated quickly and efficiently.

- F. Policy to Practice. This committee focuses on how local programs can articulate and demonstrate their work, achievements, and best practices in a clear and unified manner. This committee examines the processes through which local programs work with and are supported by the CFCC, NCASAA, and CalCASA to develop a framework that defines the high-quality best-interests advocacy of the local programs and their volunteers.
  
- G. Marketing and Public Relations. This committee has three primary areas of work: increasing the name recognition and visibility of CASA statewide, developing recruitment strategies to attract more CASA volunteers, and ensure communication within the CASA network. This committee will develop a strategic marketing plan that builds on NCASAA campaigns and is in compliance with NCASAA standards.
  
- H. Fund Development. This committee seeks to develop new funding sources for CalCASA to help local programs attend workshops and conferences and engages them through regional training and on-site support. It monitors shifts in the funding landscape to examine threats and opportunities to the sustainability of CASA in California and builds relationships with funders to increase their knowledge and support of CASA.
  
- I. Program. This committee examines challenges to and lessons learned from the daily practice of local CASA programs and volunteers. It evaluates all CalCASA initiatives and special campaigns and projects, working closely with the other Board committees to inform technical assistance efforts and other support CalCASA provides to the local programs. In addition, this committee is charged with planning and organizing the bi-annual Educational Symposium, including location, speakers, food and beverage, and all related duties and responsibilities.

Section 4. Meetings. Meetings of the Executive Committee shall be held on a minimum of four days notice if such notice is given by first class mail or of forty-eight hours notice if given personally or by telephone, fax or email. A committee member need not be given notice of committee meetings if she or he signed a written waiver of notice of a written consent to holding the meeting, or an approval of the minutes of the meeting, or if he/she attends the meeting without protesting the lack of proper notice either before or when the meeting starts.

Section 5. Quorum. A quorum for the meetings of the Executive Committee shall be a simple majority of the authorized number of Executive Committee members.

## **ARTICLE VII. PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS**

No Director, officer, employee of or other member of any committee of or person connected with the Association, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association. This shall not prevent the payment of compensation in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

## **ARTICLE VIII. MISCELLANEOUS**

Section 1. Budget. The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Staff is directed to work within the budget. If that is not possible, then approval from the Board is required.

Section 2. Fiscal Year. This Association's fiscal period for financial and accounting purposes shall commence on July 1 and end on June 30 of each year.

## **ARTICLE IX. INDEMNIFICATION**

This Association has the responsibility to indemnify any agent of the Association to the full extent allowed, and within the limitations imposed by the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE X. REVIEW OF BYLAWS**

The Executive Committee shall review the Bylaws and bring recommendations, if any, to the Annual Meeting of the Board. At each Annual Meeting the Bylaws shall be reviewed by all members of the Board.

## **ARTICLE XI. AMENDMENTS**

These Bylaws may be amended by a majority vote of the Directors present and voting at a duly held meeting in which a quorum is present, provided that the proposed amendment has been included in the notice of the meeting at which such action to amend is proposed to be taken.