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**CASA for York County, Inc.**

**BY-LAWS**

**MISSION STATEMENT**

“*CASA for York County supports and provides volunteer advocacy for abused and neglected children, enabling them to thrive in a safe, permanent home.” (5/08)*

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**By-laws**

**------------------------------------------------- OF THE --------------------------------------------------**

**BOARD of Directors**

 **of CASA for York County, Nebraska**

ARTICLE I

ORGANIZATIONAL

SECTION 1. The name of this organization shall be CASA for York County.

SECTION 2. The Board of Directors of CASA for York County shall serve the CASA Program in York County, Nebraska.

SECTION 3. The principal office of this program shall be located in York, York County, Nebraska.

SECTION 4. CASA for York County is authorized under Nebraska Revised Statutes §43-3701 to §43-3716, also known as COURT APPOINTED SPECIAL ADVOCATE ACT, and is a non-profit organization under Section 501 (c) (3) of the Internal Revenue Service. Further, CASA for York County is incorporated under the laws of the State of Nebraska and as approved by the Nebraska Secretary of State.

SECTION 5: The purpose of the Board is to support the development, fund raising, public relations, growth, and continuation of the CASA for York County program and its mission.

ARTICLE II

STANDARDS

SECTION 1. Compliance: These by-laws are written to be in compliance with Nebraska Legislative Statutes and National CASA Association Standards.

SECTION 2. Quality Assurance: The Board of Directors shall amend, correct, or adopt additional policies and/or procedures in relation to the CASA Program to assure continued compliance with Nebraska Legislative Statutes and National CASA Association Standards.

ARTICLE IIl

DEFINITIONS

SECTION 1. **Board** shall be defined as the Board of Directors for CASA for York County.

SECTION 2. **Members** shall refer to those members of the Board of Directors.

SECTION 3. **President** shall be defined as President of the Board of Directors.

SECTION 4. **CASA**; Court Appointed Special Advocates.

ARTICLE lV

BOARD of DIRECTORS

SECTION 1. Number and Qualifications: The affairs of this program shall be managed by the Board of Directors. The Board shall consist of nine (9) to eleven (11) members. All Board members shall be full-voting members. One (1) Board member shall be elected by the volunteers that serve as CASA advocate’s for the York County Juvenile Court. This “Volunteer Representative” shall serve a term lasting one year, and such member shall be a full-voting member. In addition to the “Volunteer Representative”, no more than two (2) Board members shall be serving as CASA Volunteers. The Board shall consist of individuals who have an interest in the welfare of the juveniles of York County, Nebraska. If at any time a member elected to the Board encounters pending criminal charges, he/she must immediately notify the Executive Director of CASA for York County and the President of the Board for further action by the Board if necessary.

SECTION 2. Elections: The Nominating and Recruitment Committee shall present a slate of nominees to the Board of Directors who shall elect members to the Board with terms lasting three years each. Further, nominations and election to the Board from the floor shall be permitted at any and all meetings throughout the year. All nominees/applicants must complete a board application, sign a confidentiality form, complete background checks, and complete the orientation process. Members of the Board may be re-elected to subsequent terms.

SECTION 3. Resignation: A Board Member may resign at anytime by giving written notice of resignation to the Board. Said notice should be presented to the President or Secretary for consideration by the Board at the next regularly scheduled meeting.

SECTION 4. Removal: Any member of the Board of Directors may be removed by the members of the Board only with or for cause at a meeting called for and stating that purpose, and through a majority vote of all Board members by written vote. Voting by proxy is permitted in these circumstances. Three (3), or more, verified **unexcused** absences in one (1) year shall constitute a reason for removal from the Board. If any Board member who is serving as a volunteer is removed for cause as a volunteer, such action shall constitue a reason for removal from the board. If the “Volutneer Representative” is removed for cause as a volunteer, such action shall result in immediate removal from the board. In the case of a vacancy in the “Volunteer Representative” position the volunteers that serves as CASA advocates for the York County Juvenile Court shall elect a new “Volunteer Representative” as soon as practical.

SECTION 5. Vacancies: A vacancy caused by death, resignation, or removal shall be filled by the Board by a majority vote for the unexpired term of said vacancy. Upon notification of a vacancy, the President shall direct the Nominating and Recruitment Committee to submit their recommendation(s) at the next regularly scheduled meeting.

SECTION 6. Term: The newly elected Board of Directors Members shall take office at the time of election. Board member terms shall last three (3) years.

SECTION 7. Regular Meetings: Regular meetings of the Board of Directors shall be held at the dates, times, and locations determined by the members of the Board. Regularly scheduled meetings shall be held once a month or a minimum of ten times per year. Notice of the date, time and location of the regularly scheduled meeting(s) of the Board shall be given to all Board members not less than thirty (30) days prior thereto.

SECTION 8. Called/Emergency Meetings: Called and/or emergency meetings of the Board of Directors may be requested by the President, by the Executive Director, or by any two (2) Board Members and shall be held as soon as possible.

SECTION 9. Quorum: Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specified in the By-Laws, a majority vote of those present shall prevail in all matters, voting by proxy shall not be permitted; however, voting by email/phone is allowed if deemed necessary by the President and/or Executive Director.

SECTION 10. Procedures: In the absence of specific rules, Robert’s Rules of Order Revised shall govern all procedures.

SECTION 11. Conflict of Interest: No Board member may participate in any decision-making process when said person or members of his or her immediate family, or any party, group, or organization to which said person has allegiance, may have an interest that may be seen as competing with the interests or concerns of CASA for York County. This may include but is not limited to any financial transactions of CASA for York County. Board members must disclose any possible conflict of interest and any and all relevant information pertaining to the possible conflict and may not participate in any decision-making process related to the matter in which there may be a conflict of interest. Further, Board members shall excuse themselves from the room when there is any deliberation and decision on the matter of interest. The minutes of the Board and/or committee meetings shall reflect that the conflict of interest was disclosed and that interested person was not present during the deliberation and decision on the matter of interest.

SECTION 12. Responsibilities: All Board members shall commit to the goals and objectives of CASA for York County; diligently attend all Board meetings; contribute their time, talents, and money, to CASA for York County when called upon; actively promote CASA for York County within the community; abide by the standards of the National CASA Association, the Nebraska CASA Association, and the Nebraska Statutes, and assist in all fundraising efforts and activities on behalf of CASA.

SECTION 13. Confidentiality: The Board of Directors is bound by the confidentiality policies of CASA for York County program. All Board members shall agree to the following upon becoming a Board member:

* I will not give to any person, another volunteer’s, Board member’s, intern’s, Executive Director’s, other employee’s, or donor’s etc. personal/confidential information. Discussion of personal/confidential information may only take place with those needing to make decisions involving personal/confidential information (such as questionable background information of a Board member during a decision about whether or not to allow that person to become a Board member).
* I will always direct clients/inquiries and interested parties to call the CASA office at 402.362.5454 - or email at info@casaforyork.org or director@casaforyork.org.
* I will not discard volunteer, staff, or board member, information in the trash. At the end of my term, I agree to return any confidential information to the Executive Director, or Board President, for shredding.
* I will not converse with any person about issues of a confidential nature when others may hear; i.e., a co-worker is nearby, cubicles are in use, a spouse is nearby, etc.
* I will not leave confidential information on an answering machine or voice mail that may be heard by another. I will leave only my name, number and a request for a return phone call.

**A breech of this confidentiality agreement may result in discharge of the Board member.**

SECTION 14. Limitations: The daily operations of the CASA for York County program, including the recruitment, selection and dismissal of staff, interns or volunteers, shall be the responsibility of the Executive Director. The Executive Director may consult with Board of Directors members concerning these responsibilities.

ARTICLE V

COMMITTEES

SECTION 1. Committees: The Board of Directors shall appoint such committees as it deems necessary to carry out the work and purposes of CASA for York County. Any such committee shall only have the authority and power specifically granted to it by the Board. Each committee shall be Chaired by a Board member. Each Committee Chairperson shall be responsible for the completion of said assignments. Committee appointments are for a term of one (1) year. Committee appointments may come from the general public at-large.

ARTICLE Vl

OFFICERS

SECTION 1. Officers: The officers shall consist of the President, Vice-President, Secretary, Treasurer.

SECTION 2. Elections and Terms of Office: The officers shall be members of the Board of Directors and shall be elected annually and shall serve one year terms. Newly Elected Officers shall take office at the next meeting following their election.

SECTION 3. Vacancies: A vacancy occurring in the office of the President, for any cause, shall be filled for the unexpired portion of the term by the Vice-President. A vacancy of any other office shall be filled for the unexpired portion of the term by a majority vote of the Board.

SECTION 4. President: The President shall be the principal executive officer of the Board of Directors. The President shall preside at all the meetings of the Board and execute all documents or instruments, as the Board deems appropriate. The President, in consultation with the Executive Director, shall send out meeting notifications, prepare and distribute meeting agendas.

SECTION 5. Vice-President: In the absence of the President or in the event of inability or refusal to act, the Vice-President shall perform the duties of and have the obligations of the President and, when so acting, shall have all the powers and shall be subject to all of the restrictions imposed upon the President. The Vice-President shall also perform such other duties as may, from time-to-time, be assigned by the President of the Board.

SECTION 6. Secretary: The Secretary shall keep the minutes of the meetings of the Board for approval, maintain a current contact list of Board members and pertinent CASA staff, maintain attendance records, and in general, perform all such other duties and have such other obligations as are incidental to the office of Secretary or as assigned by the President or the Board.

SECTION 7. Treasurer: The Treasurer shall be responsible for reviewing, monitoring and reporting all financial activities of CASA for York County. In addition, the Treasurer shall perform such other duties incidental to the office of Treasurer or as assigned by the President.

SECTION 8. Executive Director: The Executive Director of CASA for York County shall serve in an ex officio capacity on the Board of Directors, attending all Board meetings. He/She shall be considered an employee of CASA for York County and is responsible to the Board. The Executive Director’s guidance and advice shall be sought out on all matters relating to the advancement and betterment of CASA for York County. Further, the Executive Director shall present a report to the Board at each regularly scheduled meeting of the previous month’s activities of the program.

SECTION 9. Ex-Officio: The Board of Directors may identify an attorney-at-law to serve as legal consultant.

ARTICLE VIl

COMMUNICATIONS

SECTION 1. Internet Communications: Internet communications, i.e., email, shall be permissible to enhance communication between the Board members. Hard copy shall be retained for record-keeping purposes whenever it is deemed appropriate and necessary.

SECTION 2. Signature: Each confidential message is to be followed by: “THIS MESSAGE MAY CONTAIN CONFIDENTIAL INFORMATION INTENDED SOLELY FOR USE BY THE INDIVIDUAL OR ENTITY NAMED AS THE RECIPIENT. BE AWARE THAT ANY DISCLOSURE, COPYING, DISTRIBUTION OR USE OF THE CONTENTS IS PROHIBITED. IF YOU HAVE RECEIVED THIS TRANSMISSION IN ERROR, PLEASE NOTIFY THE SENDER IMMEDIATELY. THANK YOU.”

SECTION 3. Telephonic: Communication via telephone shall be treated with the same level of confidentiality as previously described.

SECTION 4. Consensus: Consensus gathering is permissible in these venues.

ARTICLE VIIl

EQUAL OPPORTUNITY

SECTION 1. Prohibitions: The members of the Board of Directors shall abide by all federal, state, county and local laws prohibiting discrimination and sexual harassment.

SECTION 2. Recruitment: CASA for York County shall comply with all EEO standards and laws in recruitment, selection and promotion of staff, volunteers and Board Members.

SECTION 3. Diversity: The Executive Director shall present an annual report reflecting the dynamics of the community, the diversity of CASA for York County, including the Board of Directors and the demographics of the children under CASA supervision. Based upon this report, a determination will be made whether it is appropriate to seek recruitment through a variety of media targeting populations currently underrepresented. This recruitment shall aid the Board in retaining members of certain minorities within the community to ensure cultural representation that is reflective of the children we serve.

ARTICLE lX

EXECUTIVE DIRECTOR SELECTION

SECTION 1. Selection: At the point of a vacancy, the Board shall advertise in an appropriate outlet(s) including a local newspaper for the sake of public record.  Advertisements shall contain minimum and desired qualifications.

Application must include a resume.  A standardized interview must be followed for all applicants. Interviews are to be conducted by the Board officers. One or more finalists' names shall be presented at a Board of Directors meeting for a vote.

ARTICLE X

INTERIM EXECUTIVE DIRECTOR

SECTION 1. Appointment: In the event that the Executive Director is no longer able to serve in an active capacity the Board shall select an Interim Executive Director to serve until such time that the position may be filled on a permanent basis. This may or may not include a formal selection process; however, the selectee must meet the minimum volunteer standards delineated in the Volunteer Policy and Procedures Manual, including the screening process.

ARTICLE Xl

FISCAL RESPONSIBILITIES

SECTION 1. Recordkeeping: The Executive Director of CASA for York County shall keep complete and accurate records of financial accounts and any other related matters of concern to the Board. These records may be requested through the President. The Executive Director shall have five (5) days to comply with or respond to the President‘s request for said documentation.

SECTION 2. Fiscal Year: The fiscal year shall commence on January 1 and end on December 31.

SECTION 3. Annual Budget: The Executive Director will present an operating budget annually. The Board shall review, amend if necessary, and adopt this budget.

SECTION 4. Budget Reviews: The Board shall review fiscal reports at each Board of Directors meeting, to compare the relationship between budgeted expenditures and revenues.

ARTICLE XIl

NON-LIABILITY

SECTION 1: Non-Liability: The Board shall not be liable for any acts or omissions acting in said capacities, and each CASA volunteer shall be deemed to have expressly released the Board from liability.

ARTICLE XIIl

AMENDMENTS

SECTION 1. Review: The policy and procedures committee shall review the By-Laws annually for the purpose of compliance. Additionally, legal counsel may be included in the review process. A report shall be submitted within thirty (30) days to the Board. Revisions shall be handled in the appropriate form per ARTICLE Xlll, Section 2.

SECTION 2. Revision: These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote at any regularly scheduled or called meeting at which a quorum is present (see ARTICLE IV, Section 9).

ARTICLE XIV

DISSOLUTION OF ORGANIZATION

AND

DISBURSEMENTS OF FUNDS

Upon the dissolution of the program, the program shall, after paying or making provisions for the payment of all the liabilities of the program, dispose of all the assets of the program exclusively for the purpose of the program with the remaining funds held by it to be disbursed within thirty (30) days to the Nebraska CASA Association.

These By-Laws adopted 12/1/2004, and revised/approved 11/8/2006, 1/30/2008, 11/11/2009, 3/10/2010, 10/3/2011, 11/6/2012, 1/15/2014, 2/3/2015, 8/4/2015, 1/2018, 2/2018, & 7/2019

Signed by, Reviewed by,

Jane Jensen, Board President Elizabeth Hain, Director