

BYLAWS

COURT APPOINTED SPECIAL ADVOCATES OF WALKER COUNTY A NON-PROFIT CORPORATION

ARTICLE I **NAME**

The name of this corporation shall be Court Appointed Special Advocates of Walker County, hereinafter called "CASA".

ARTICLE II **Objectives and Purposes**

The objectives and purposes of this corporation are listed in the Articles of Incorporation and provide for and support a Court Appointed Special Advocate Program for Walker, San Jacinto and Trinity Counties. In all instances, the Articles of Incorporation shall control the objectives and purposes of this corporation. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes described above.

ARTICLE III **Non-Partisan Activities**

This corporation has been formed under the Texas Non-Profit Corporation laws for the purposes described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate, or intervene in any political campaign, on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

ARTICLE IV **Dedication of Assets**

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member of Director of this corporation. Upon liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to public benefit purposes, provided that the organization continues to be dedicated to the exempt purpose as specified in Internal Revenue Code Section 501C (3). In all instances, the Articles of Incorporation shall control the dedication of assets.

ARTICLE V
Office

Section 1. Principal Office

The principal office of the corporation shall be in Walker County, Texas. The corporation may have such other offices, either within, or outside the State of Texas, as the Board of Directors determines, or as the affairs of the corporation may require from time to time.

Section 2. Registered Office and Agent

The corporation shall maintain a registered office and registered agent in the State of Texas as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VI
Board of Directors

Section 1. General Powers

The business and affairs of this corporation shall be managed by its Board of Directors, comprised of Directors and Associates. Directors shall be voting members of the Board of Directors. Associates shall be non-voting, advisory members of the Board of Directors.

Board Associates will be dismissed from personnel discussions or any other business that would be closed to the general public.

Section 2. Numbers

The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) Directors. There may also be up to ten (10) Board Associates serving as members of the Board of Directors.

Section 3. Constitution of the Board

The Board of Directors shall be constituted as follows:

- a. One (1) Director shall be a CASA volunteer who shall be elected annually by the volunteer group. The volunteer group shall consist of those persons who have successfully completed the required training programs. Any vacancy in the Board position held by the volunteer representative shall be filled for the remainder of the term by a special election conducted by the volunteer group.
- b. The remaining Directors shall be elected from Board Associate candidates who are in good standing by a majority vote at any regularly scheduled meeting of the Board of Directors. Any vacancy(ies) occurring in these positions may be filled for the remainder of the term by the Board of Directors.
- c. Any member of the community may nominate someone to serve as a Board Associate. Potential Board Associates will be presented by the selections committee and will be elected by a majority vote of the Directors of the Board at any regularly scheduled meeting.

Section 4. Terms of Office

The terms of office for Directors shall be three (3) calendar years. Directors may serve up to two (2) consecutive terms. After serving two (2) full terms, a Director is not eligible for re-election as a Director until at least one (1) full year has passed. A Director is permitted to be elected as an Associate following an expired term.

The terms of office for Board Associates shall be one (1) calendar year. Board Associates may serve up to three (3) consecutive terms. The voting members of the Board of Directors have the discretion to extend the term of any Board Associate as needed. Such an extension requires a two-thirds (2/3) majority vote of Directors at any regularly scheduled meeting. After serving three (3) full terms, an Associate is not eligible for re-election as an Associate until at least one (1) full year has passed. An Associate is permitted to be elected as a Director following an expired term, or after serving a minimum of six (6) months as a Board Associate. Serving as a Board Associate does not guarantee a position as a Director on the Board of Directors.

Section 5. Removal

Any member of the Board of Directors who fails to attend three (3) consecutive Board meetings may be removed by a majority vote of the Directors of the Board.

ARTICLE VII

Meetings of the Board of Directors

Section 1. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of the President of the Board, or by the written request of one-third (1/3) of the members of the Board of Directors at such place as shall be designated in the call for such meeting.

Section 2. Notice

Notice of each meeting of the Board of Directors shall be given verbally, or written notice delivered personally, or sent by e-mail, not less than three (3) working days prior to the date of the meeting.

Section 3. Quorum

At any meeting of the Board of Directors, a simple majority of its members shall constitute a quorum, and any action may be taken by a majority of those present.

Section 4. Informal Action

Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by a majority of the Directors. The resolution and written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Section 5. Parliamentary Guide

At all meetings of the Board of Directors, Robert's Rules of Order (revised) shall apply.

ARTICLE VIII

Officers of the Board of Directors

Section 1. Election of Officers

The officers of the Board of Directors shall be elected annually by the Directors of the Board. New offices may be created and filled at any meeting of the Board of Directors.

Section 2. President

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation, such as signing contracts, agreements, and other legal documents. The President shall preside at all meetings of the Board of Directors, and, in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Immediate Past President

The immediate past President shall continue to serve on the executive committee as an officer of the corporation. There shall be an extension of one (1) year to the term of the Director filling the position of immediate past president if the Director has already served the maximum number of terms on the Board of Directors as provided in Article VI, Section 4.

Section 4. Vice-President

The Vice-President shall perform the duties of the President in the absence of the President and perform such duties from time to time as may be assigned by the President or by the Board of Directors. There may be more than one (1) Vice-President, with the number thereof to be determined by the Board of Directors. Vice-President responsibilities would relate to committee assignments.

Section 5. Secretary

The Secretary shall keep a record of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. At the discretion of the Board of Directors, there may be one or more Assistant Secretaries (which officers need not be members of the Board of Directors).

Section 6. Treasurer

The Treasurer shall coordinate financial affairs and budgets of the Corporation and be responsible for the proper accounting of all monies, funds and securities of the Corporation. The Treasurer will be one of at least two signatories required to open all accounts with banks, brokers, or other institutions for the deposit of monies, funds, or securities of the Corporation. The Treasurer, in general, will perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. At the discretion of the Board of Directors, there may be one or more Assistant Treasurers (which officers need not be members of the Board of Directors).

Section 7. Removal

An officer who does not comply with assigned responsibilities may be relieved of office by two-thirds (2/3) majority vote of the members of the Board of Directors present at a meeting designated for that purpose. Notice of intention to act upon the removal of a director is required prior to such meeting.

Section 8. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 9. Term of Office

The term of office of each officer of this corporation shall be for one (1) year. An officer may repeat his or her office and serve up to two (2) consecutive years. After serving two (2) full terms, or one (1) full term and the part of an unexpired term, an officer is not eligible for re-election to the same office until at least one (1) full year has passed. At the end of two (2) years, a one (1) year extension for any office on the Board of Directors can be granted with 100% of the vote of the Board of Directors present at regularly scheduled meeting.

ARTICLE IX
Compensation

Directors shall receive no compensation for their services as Directors of this corporation.

ARTICLE X
Employees

Section 1. Executive Director

The Board of Directors shall have authority to appoint or employ and discharge an Executive Director upon such terms and conditions as the Board may determine. The Executive Director shall be the chief administrative officer of CASA and shall be responsible to the Board of Directors for the management of all CASA programs. The Executive Director may be assisted by such additional staff as provided for by the Board of Directors through its personnel policies. The Executive Director shall serve as a non-voting member of the Board of Directors.

ARTICLE XI
Committees

Section 1. Standing Committees

The standing committees of CASA shall be the executive committee, the selection committee, the finance committee, the personnel committee, the fundraising committee, and such other committees as shall be established as standing committees by the Board of Directors.

Section 2. Ad Hoc Committees

Such ad hoc committees as deemed appropriate may be created at any time by action of the Board of Directors. Such committees shall have powers and duties as the Board of Directors may determine.

Section 3. Committee Chairs

All committee chairs shall be appointed by the President except for the nominating committee and the finance committee.

Section 4. Executive Committee

The executive committee shall consist of the elected officers of the Board of Directors. The President of the Board shall serve as President of the executive committee.

Between meetings of the Board, the executive committee shall have all the power and authority of the Board of Directors except that it shall not have the authority to:

- 1) Fill any vacancy in any office;
- 2) Approve the annual budget of the corporation;
- 3) Appoint, employ, or discharge the Executive Director

The executive committee shall report its actions to the Board of Directors at the next meeting of the Board.

Section 5. Selection Committee

The selection committee shall be composed of the First Vice President and at least two (2) additional members of the Board of Directors appointed annually with the approval of the Board of Directors. The First Vice President shall serve as Chairperson of the selection committee.

The selection committee shall implement community forums at least one (1) time per year to gather suggestions and nominations for Board Associates. The report of the selection committee for nominations of Board Associates shall be presented to the Board of Directors. Following the presentation of this report, nominations may be made from the floor by any Director, provided the consent of the nominee shall have been secured. The selection committee shall initiate onboarding for any newly elected Associates.

Section 6. Finance Committee

The finance committee shall be composed of the Treasurer and at least two (2) additional members of the Board of Directors appointed annually with the approval of the Board of Directors. The Treasurer shall serve as Chairperson of the finance committee.

The finance committee shall, together with the Executive Director, prepare the annual budget for presentation to the Board of Directors. The finance committee shall also make recommendations to the Board of Directors; arrange for and review the results of an annual external audit; and file an audit report annually with the Board of Directors.

Section 7. Personnel Committee

The personnel committee shall be composed of three (3) members of the Board of Directors appointed by the President of the Board. The President of the Board shall designate one of the Board's members to serve as Chairperson of the personnel committee.

The personnel committee, along with the Executive Director, establishes policies and procedures regarding salaries, fringe benefits, hours, and working conditions so that the organization can employ and retain qualified staff and foster high productivity and quality of service.

Section 8. Fundraising Committee

The fundraising committee shall be composed of at least four (4) members of the Board of Directors and such additional members as needed. The President of the Board shall designate one member to serve as Chairperson of the fundraising committee.

The fundraising committee shall have responsibility for the financial support of the organization and shall plan and assist in implementing a fundraising plan.

Section 9. Term of Office

Each member of a committee shall continue as such until a successor is appointed, unless the committee is terminated sooner, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member.

Section 10. Removal

Any member of any committee may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the corporation shall be served by such removal.

Section 11. Vacancies

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XII

Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter any contract or execute and deliver any instrument, in the name of, or on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts

All checks, drafts, or 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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or Executive Director.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies, or other depositories as the Board of directors may determine or select.

Section 4. Gifts

The Board of Directors may accept, on behalf of the corporation, any contribution, gift or bequest that is designed for the general purposes or for any specific purpose of the corporation.

ARTICLE XIII

Books and Records

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its meetings, Board of Directors and committees. The corporation shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purposes at any reasonable time.

ARTICLE XIV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, the Texas Business Corporation Act, as it applies, or under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein shall be needed equivalent to the giving of such notice as otherwise required.

ARTICLE XV

Fiscal Year

The fiscal year of CASA shall begin on the first day of September of each year and end on the last day of August of each year.

ARTICLE XVI

Amendments

The Bylaws may be amended or revised by an affirmative vote of two-thirds (2/3) of all members present at a meeting designed for that purpose, provided that written notice of the proposed change is given at least ten (10) days prior to such meeting.

Unless in conflict with these Bylaws, all the provisions of the Texas Business Corporation Act or the Texas Nonprofit Corporation Act shall be applicable to CASA.

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing Bylaws were duly adopted by the Directors of said Corporation on July 24, 2018 and these Bylaws amend and restate the existing Bylaws of the Corporation effective as of this date.

IN WITNESS WHEREOF, I have signed the certification as of _____ day of _____ 2018.

Court Appointed Special Advocates of Walker County

By: _____
Secretary