

Bylaws
of
Henrico County Court Appointed Special Advocates, Inc.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this organization shall be Henrico County Court Appointed Special Advocates, Inc. The nonprofit corporation shall be referred to as Henrico CASA or Corporation in these Bylaws.

The principal office of Henrico CASA shall be located in Henrico County in the Commonwealth of Virginia.

ARTICLE II
PURPOSE

Henrico CASA was organized exclusively for the protection of children and for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary purpose of Henrico CASA is to provide court appointed volunteers to act as advocates for children who are the subject of judicial proceedings involving allegations that the child is abused, neglected, in need of services or in need of supervision.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers: The affairs of Henrico CASA shall be managed by its Board of Directors.

Section 2. Number: The number of the Directors shall be no greater than fifteen (15) and no fewer than nine (9).

Section 3. Composition, Election, and Term: The Board of Directors shall be constituted as follows:

- a) Members on the Board of Directors should represent all geographic areas served by the program and will have knowledge of or an interest in court matters, child welfare, and juvenile justice issues. Board members should be from both private and public sectors.
- b) The term of the Board members shall be two (2) years except those who serve in their ex-officio capacity shall not have a limit on term. The term shall begin on July 1.
- c) Henrico CASA shall announce its board members at an organizational meeting that shall be held in the fourth quarter of the fiscal year. At least 15 days prior to the meeting, the Governance Committee shall provide notice to the Board of Directors of its recommendations for any Board member vacancies for the coming year. New Directors will be elected by a majority vote of members present provided that a quorum is present.
- d) Other than Ex-officio or Honorary Directors, no Board member may serve more than three (3) consecutive terms. The period of such ineligibility shall be for one (1) year only.
- e) Each Board member shall be entitled to one (1) vote.

Section 4. Interim Board Appointments:

- (a) The Board of Directors shall fill an unexpired term on the Board if they so desire. However, if departure of the Board member prior to the term expiration causes the total number of board members to fall below nine (9), the Board must seek to fill the unexpired term.
- (b) A candidate for membership on the Board of Directors to fill an unexpired term shall be recommended for election by the Governance Committee. A candidate shall be elected to the Board of Directors by a majority (fifty-one percent) vote of the members present, provided that a quorum is present, at a regularly scheduled meeting of the Board of Directors.

Section 5. Removal of Directors:

- (a) The following shall constitute grounds for removal of a Director from membership on the Board of Directors:
 - Unexcused absence from two Board meetings; or
 - Serious or repeated violations of the Board Regulations or Code of Ethics; or

- Other good cause, as interpreted by the Governance Committee
- (b) A Board member shall be recommended for removal from the Board by the Board Chair (hereinafter ‘Chair’), Vice Chair, Executive Committee, or Governance Committee. A Board member shall be removed from the Board of Directors by a majority (fifty-one percent) vote of the members present, provided that a quorum is present, at a Board meeting. Notice that a Board member may be removed shall be given to all Board members at least fifteen (15) days prior to the Board meeting at which such vote shall be taken.
- (c) Exceptions to paragraph (a) above shall be approved by the Executive Committee.

Section 6. Compensation: Directors shall not receive any compensation for serving as Directors.

Section 7. Meetings:

- (a) The Board of Directors shall meet at least four times a year at a date and place to be determined by the Board. Other meetings of the Board of Directors may be called by or at the request of the Chair or by request of one-third (1/3) of the members of the Board of Directors at least one week prior to the time fixed for the meeting. The person or persons authorized to call a meeting shall fix the time, place, and method for conducting (e.g., in person, via telephone conference, or via other electronic methods of communication). All relevant details must be clearly explained in the notice of such meeting.

Section 8. Notice:

- (a) When notice to the Board of Directors is required herein, notice may be provided in writing, verbally, or through electronic mail. Notice will be deemed delivered when transmitted (e.g., when electronic mail is sent, when written notice is hand-delivered or deposited with postage prepaid in the United States mail, when verbal notice is provided in person or left on an electronic answering device).
- (b) Waiver of Notice: Whenever any notice required to be given under the provisions of the law or under the provisions of the bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

Section 9. Quorum: A majority (51%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Board members may participate in a meeting, be counted as part of a quorum, and vote using a form of electronic participation (e.g., telephone conference or other electronic media that allows conferencing capabilities). The Chair is counted as part of the quorum but may only vote in case of a tie vote.

Section 10. Honorary Board Members: The Board of Directors may establish and elect Honorary Board Members. “Honorary Board” membership is a designation reserved for someone who has provided outstanding service to Henrico CASA through the gift of time, expertise or financial resources. An “Honorary Membership” is a lifetime designation unless otherwise revoked by the Board of Directors. With a quorum present and at a regular meeting of the Board or at a special meeting where appropriate meeting notice was given, the proposed designee will be nominated by a member of the Board and elected to honorary membership by a majority of members participating in the meeting. Honorary Board Members may but are not required to attend and participate at Board meetings but have no voting rights. Honorary Board Members may serve on Committees if appointed by the Board or by the Chair. The Board may adopt and change criteria for Honorary Board Membership consistent with the purpose of Henrico CASA and by following specified procedure for changes to bylaws as explained herein.

ARTICLE IV

OFFICERS

Section 1. Officers: The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2. Election and Term of Office: The officers of Henrico CASA shall be elected annually by the Board of Directors by a majority vote of the members present, provided that a quorum is present, and shall assume the duties of their office by July 1. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified. No person may serve for more than two (2) consecutive years in any one office of the Corporation, with the exception of the office of Secretary and Treasurer.

Section 3. Removal: Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of Henrico CASA would be served thereby. The Chair, Vice Chair, or Executive Committee may recommend that an officer be removed from office. The officer shall be removed upon a majority (51%) vote of the members present, provided that a quorum is present, at a regularly scheduled meeting of the Board. Verbal or written notice that an officer is recommended for removal shall be given to all Board members at least 24 hours prior to the regularly scheduled Board meeting at which such vote shall be taken. An officer who is removed from membership on the Board in accordance with Article III, Section 5, shall be automatically deemed removed from office in accordance with this section.

Section 4. 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. A vacancy in any office shall be filled by recommendations from the Executive Committee, Governance Committee, or from the floor. The recommended candidate shall be elected by a majority vote of the members present, provided that a quorum is present, at either a regularly scheduled or special meeting of the Board. Verbal or written notice that a vacancy in any office will be filled shall be given to all Board members at least 24 hours prior to a regularly scheduled Board meeting or at least 7 days prior to a specially scheduled Board meeting at which such vote shall be taken.

Section 5. Board Chair: The Chair shall be the principal executive officer of Henrico CASA and shall supervise and control all of the business and affairs of Henrico CASA. The Chair shall preside at all meetings of the Board of Directors and shall appoint committees and chairpersons. The Chair shall be an ex-officio member of all committees. The Chair shall have the authority to establish ad hoc committees and to appoint members of the Board of Directors or non-members to serve on the standing and ad hoc committees. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair: In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall have all the powers of and be subject to all the restrictions on the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to the

Vice Chair by the Chair or the Board of Directors. In the event of a vacancy in the office of Chair, the Vice Chair shall serve.

Section 7. Secretary: The Secretary shall keep or cause to be kept a record of the meetings of the Board of Directors and its Executive Committee in one or more books provided for that purpose; 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 Chair or the Board of Directors.

Section 8. Treasurer: The Treasurer shall ultimately have charge and custody of, and be responsible for, all funds and securities of Henrico CASA. The Treasurer shall oversee the general management of the financial affairs of the organization, will ensure appropriate financial systems are in place to guarantee the organization's ongoing solvency, and oversee the development of the financial policies with the assistance of the Finance Committee. The Treasurer shall also assist the Executive Director with the preparation and submission of the Henrico CASA budget, which shall be submitted to the Board of Directors for approval prior to the beginning of every fiscal year.

The Treasurer shall have knowledge and understanding of the organization's financial reports and important financial ratios to compare the actual revenues and expenses incurred against such budget. The Treasurer shall keep the board apprised of key financial events, trends, concerns, and assessments of the organization's fiscal health. The Treasurer is also generally responsible for ensuring the completion of a financial audit within three months of the conclusion of each fiscal year, and to ensure proper financial reporting forms (including the IRS Form 990) are filed in a timely manner and available for the board's review.

With the assistance of the Finance Committee, the Treasurer shall work to facilitate and encourage the board's strategic thinking about the short-and long-term financial vitality and investment strategy of the organization in relation to its advancement of the organization's mission.

ARTICLE V

EXECUTIVE DIRECTOR

{approved by the Board on 09/13/05}

Section 1. Executive Director: The Board of Directors shall have authority to employ and discharge the Executive Director upon such terms and conditions as the Board may determine. The Executive Director shall be the chief administrative officer of Henrico CASA and shall be responsible to the Board of Directors for the management of Henrico CASA. The Executive Director may be assisted by such additional staff or volunteers as provided for by the Board of Directors through its personnel policy. The Executive Director shall have the authority to employ and discharge any staff or volunteers as authorized by the Board of Directors. The Executive Director will attend Board meetings and Committee meetings as instructed by the Board of Directors.

The Executive Director shall, unless otherwise provided by the Board of Directors, sign all checks, drafts and orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Corporation for amounts up to \$2,000. In excess of that amount, or for payments to the Executive Director, one of the following signatures is required: the Chair, the Vice Chair, the Treasurer, and the Secretary.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees: Other than the Executive Committee, standing committees or ad hoc committees shall be appointed by the Chair, shall have at least one Board member and may be comprised of non-Board members who will be referred to as Advisory Members. Standing committees and Ad Hoc committees serve as deemed necessary by the Chair and may be appointed at any time during the fiscal year. The Chair may add members to the committees throughout the fiscal year.

Executive Committee: The Executive Committee shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. At the discretion of the Chair, one additional at large Board member may be included on the Executive Committee. The Chair shall serve as Chairperson of the Executive Committee. The Executive Committee shall review the recommendations of the Board's committees, make recommendations to the Board, authorize expenditures of no more than \$1,000.00 of unbudgeted funds per meeting, and conduct emergency business as necessary. The Executive Committee shall report its actions to the Board of Directors at the next meeting of the Board. The other standing committees include:

- (a) Governance Committee: Identifies ongoing leadership needs of Board for Board members and officers and writes job descriptions for those positions; evaluates qualifications of present Board members, proposed new Board members and advisory committee members; recruits people for leadership roles and trains them in advance of elected term; provides ongoing in-service/continuing education for Board members and advisory committee members and plans for new member Board orientation.

At least 15 days prior to the fourth quarter Board of Directors meeting, the Governance Committee shall provide notice to the Board of Directors of its recommended slate of candidates for each office and for any Board member vacancies for the coming year. The Governance Committee shall propose one candidate for each office, provided that the consent of the nominee has been obtained in advance. Nominations for officers may be made from the floor at the fourth quarter meeting. The Governance Committee shall assist the Executive Director in disseminating information to the public concerning CASA and in sponsoring public relations activities and events to educate the public concerning CASA.

The Governance committee shall also be responsible for ongoing review and identification of any needed amendments to bylaws, policies, or procedures, with the assistance of any ad hoc committee members.

- (b) Finance Committee: Assists Executive Director and treasurer to prepare annual budget; assists treasurer in hiring and overseeing annual audit; monitors staff adherence to budget; helps to reconcile monthly bank statements; invests funds either by direct management of

- Board members or by Board members choosing an outside investment advisor; evaluates need for and process for establishing an endowment. Assists in long-term financial planning.
- (c) Fund Development Committee: Approves and helps to implement Executive Director's Fund Development Plan by identifying funding sources; helping to evaluate and plan fundraising events; helping to identify grant sources; assisting with annual campaign; establishing individual and corporate contacts; maintaining a database of volunteers, donors and other supporters of CASA; and supporting the activities of the Development Committee.

Section 2. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be terminated sooner, or unless a member shall cease to qualify as a member.

Section 3. 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 Henrico CASA shall be served by such removal. Removal from a committee does not necessarily remove the person from the Board.

ARTICLE VII
MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of Henrico CASA shall be July 1 to June 30.

Section 2. Books and Records: Henrico CASA shall keep correct and complete books and records of account with respect to all financial transactions (including income and expenditures) of the Henrico CASA Program in accordance with the approved Fiscal Policy and in consideration of generally accepted accounting principles.

Section 3. Indemnification: The Corporation shall indemnify, to the extent permitted by applicable law, any present or former Director, Officer, employee, or agent for expenses and costs (including attorneys fees) actually and necessarily incurred by him or her in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of his or her being or having been such official, except in relation to matters

as to which he or she shall be finally adjudged to be liable (i) of willful misconduct or (ii) gross negligence in performing his or her duty to the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or these Bylaws, or under any insurance purchased by the Corporation, or otherwise. The Board of Directors may cause the Corporation to procure and maintain insurance in such forms as the Board may deem necessary or desirable to further the purposes of this Section. In addition, Virginia Code Section 13.1-870.1, as in effect on the date of the adoption of these Bylaws, is hereby incorporated by this reference into these Bylaws and the liability for compensated Officers and Directors shall be one (1) Dollar.

ARTICLE VIII

AMENDMENTS

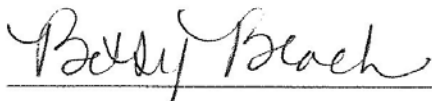
The Board of Directors shall have the power to alter, amend, or repeal these bylaws at any meeting of the Board of Directors by a two-thirds (2/3) vote of the members present, provided that a quorum is present and that written notice of the proposed change is given at least fifteen (15) days prior to such meeting.

ARTICLE IX

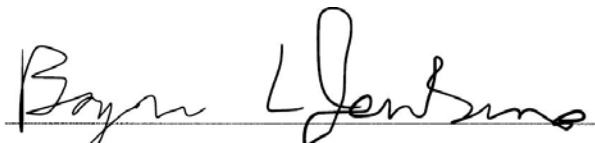
PARLIAMENTARY PROCEDURE

Roberts Rules of Order, Newly Revised, shall be used to govern the conduct of meetings of the Board of Directors where not inconsistent with these bylaws.

The above Bylaws were approved by the Board of Directors of Henrico CASA on the 14th day of October 2021.



Betsy Beach, Board Chair



Bryan Jenkins, Secretary