

**Lee/Carroll/Ogle Counties Illinois**  
**An Illinois Not For Profit Corporation**  
AMENDED AND RESTATED BY-LAWS

**ARTICLE I**

Name

SECTION A: The name of the corporation shall be CASA-15<sup>th</sup> Judicial Circuit.

SECTION B: Member Counties shall be Lee, Carroll and Ogle Counties, Illinois

**ARTICLE II**

Purposes and Non-Discriminatory Policy

SECTION A: Purposes. The specific purposes for which the corporation is organized are to recruit, train and provide court appointed volunteer advocates to work on a one-to-one basis with abused and neglected children who enter the Member Counties juvenile court system.

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Illinois Revenue Code.

SECTION B: Non-Discriminatory Policy. The CASA- 15<sup>th</sup> Judicial Circuit program shall not discriminate against potential or actual members of the Board of Directors, personnel, officers, applicants, recipients or other community citizens because of race, color, creed, age, sex, national origin, handicap or religion.

**ARTICLE III**

Board of Directors

SECTION A: General Powers. The functions of the corporation shall be managed by or under the supervision and direction of its Board of Directors. The Board of Directors shall be vested with all of the powers allowed to general not for profit corporations under the laws of the State of Illinois, as amended from time to time.

SECTION A(i): Powers and Duties. The powers and duties of the Directors are:

1. To determine the structure of the CASA program.
2. To assist and implement policy and procedure regarding personnel decisions involving the CASA Executive Director.
3. To adopt an annual budget
4. To assist in recruiting CASA advocates.
5. To advise the Executive Director on any problems related to the program.

6. To raise monies for the administration of the CASA program, including, but not limited to, the compensation for the CASA Executive Director and staff, including conference fees and ancillary services.
7. To be aware of the state and national CASA programs directives and initiatives.

SECTION B: Number and Qualifications. The number of the Directors of the Corporation shall be seventeen (17), with a majority of the directors being residents of Lee, Carroll or Ogle County, Illinois. Seven (7) of the directors shall be from the Lee County area, four (4) from the Carroll County area, and five (5) from the Ogle County area. One (1) position can be from any of the member counties. The composition of the board will be as follows:

1. Active CASA Advocates may not sit on the Board of Directors; however a non-active CASA advocate, one per Member County, should be encouraged.
2. Representation from each Member County Board is encouraged.
3. Eleven (11) representatives from the communities at large.

SECTION C: Non-voting Board Advisors. In addition to the members mentioned in Section B above, there may be four (4) non-voting Advisors to the board as follows:

1. CASA Executive Director.
2. Other Member County individuals as deemed appropriate from time to time.

SECTION D: Manner of Election. The election of Directors shall take place at the meeting of the Board of Directors held during the month of July of each year. The Board Development Committee of the Board of Directors shall submit to the board a slate of proposed candidates for the Directors whose terms of office are about to expire, and they shall be elected by two-thirds (2/3) vote of the Directors present to serve three-year terms, not to exceed three consecutive full three-year terms. After one year off, a person may be considered to join the CASA board.

SECTION E: Vacancies. When a vacancy occurs in the office of a Director through resignation, death, or otherwise, such a vacancy shall be filled by the Board of Directors at any regular or special meeting called for that purpose. This appointment shall last for the unexpired length of the original term.

SECTION F: Resignation. Any member may resign by filing a written resignation with the Secretary.

SECTION G: Termination/Removal. At the recommendation of the Executive Committee, any Director or officer may be removed for any reason at any regular board meeting with a two-thirds (2/3) vote of the board members present in quorum. Such Director shall be notified in writing of the meeting and the reason for removal at least thirty (30) days before the next regular meeting of the board.

SECTION H: Change in Number of Directors. The number of Directors may be changed by a two-thirds (2/3) vote of the board.

SECTION I: Compensation. Directors shall serve without compensation, except for reimbursable costs incurred through performance of their role as a Director.

SECTION J: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these By-laws.

SECTION K: Regular Meetings. The Board of Directors will set the time and place for the holding of at least six (6) regular meetings within each fiscal year.

SECTION L: Special Meetings. Special meetings of the Board of Directors may be called at the request of any Director. The Director calling any special meeting may fix the place, time and date for any special meeting of the Board of Directors.

SECTION M: Votes. Each Director shall be entitled to one (1) vote if present.

SECTION N: Quorum. A quorum at all meetings of the Board of Directors shall be a majority of acting members of the board. For the purpose of filling Board Member vacancies, a quorum shall consist of no less than 50% of the currently seated Board Members.

SECTION O: Adjournments. If a quorum of Directors shall not be represented in person at the time and place set for the meetings, the members present shall adjourn such meeting for a period not to exceed forty-five(45) days at any one adjournment.

SECTION P: Conflict of Interest. No Director shall serve as a member of the CASA board if that individual's professional, civic, social or occupational commitments conflict with or are detrimental to the CASA program.

SECTION Q: Leave of Absence. Board members may request a six (6) month leave of absence from Board duties. During this time the members would assume a non-voting advisory role. Leave of absence would be limited to any two (2) board members at one time.

## **ARTICLE IV**

### Membership

CASA-15<sup>th</sup> Judicial Circuit does not have and shall not have any members.

## **ARTICLE V**

### Officers

SECTION A: Executive Officers. The executive officers of the CASA-15<sup>th</sup> Judicial Circuit Board shall be:

1. President
2. Vice President
3. Treasurer
4. Secretary

SECTION B: Manner of Election. At the meeting in June of each year, the nominating committee of the CASA-15<sup>th</sup> Judicial Circuit Board shall submit to the board a slate of proposed executive officers for the officers whose terms of office are about to expire. The proposed officers they shall be elected by two-thirds (2/3) vote of the Directors present at the July meeting that year. The terms of office shall be two years in duration, and no officer shall be elected for more than two (2) consecutive terms.

SECTION C: President. The president shall be the chief executive officer of this board and shall perform all the acts and duties usually incident to such office including the duty of presiding at all meetings of the board. This includes preparing the agenda and making the arrangements for all meetings. Also, duties include determining the program structure and handling personnel matters. The president shall chair the executive committee. The president shall be an ex-officio member of all standing committees except the nominating committee.

SECTION D: Vice President. The vice president shall have the power and authority to perform all the functions and duties of the president in the absence of the president or due to his or her inability for any reason to act. In addition, the vice president's duties include nominating board members and aiding in the recruitment of volunteers. The vice president shall chair the board development committee.

SECTION E: Treasurer. The treasurer shall have custody of, supervise and oversee 1) The CASA program funds and securities, and 2) The keeping of full and accurate financial records. The treasurer shall serve as chair of the finance committee.

SECTION F: Secretary. The secretary shall prepare meeting notices and attend all meetings of the board and shall record and distribute minutes of the proceedings of all such meetings. He/she shall perform such other duties delegated to him/her by the board.

## **ARTICLE VI**

### Committees

SECTION A: Standing Committees. The CASA-15<sup>th</sup> Judicial Circuit Board shall have the following standing committees:

1. Executive Committee. The executive committee shall consist of the president, vice president, treasurer and secretary. The executive committee shall act by majority vote of its members for the CASA-15<sup>th</sup> Judicial Circuit between meetings of the board. The actions of the executive committee shall be binding in this organization unless overruled by two-thirds (2/3) vote of the Directors at the first meeting subsequent to the action taken by the executive committee.
2. Board Development Committee. The board development committee shall be chaired by the vice president and include at least two other members of the board. This committee shall be responsible for slating the executive committee officers to serve the following year and to select a slate of proposed new candidates to replace the Directors whose terms are about to expire. Candidates for the board will be presented in writing sixty (60) days before the annual meeting.

3. Finance Committee. The finance committee shall be chaired by the treasurer and include at least two other members of the board. It shall be responsible for examining the budget for the current fiscal year and coordinating the soliciting of funding, if needed to meet the current budget. It shall also propose a budget for the next fiscal year to be approved by the board. In order to moderate the concern for the lack of segregation of duties; the Finance Committee (or at least 2 members thereof) shall review the accounting & finances of the organization at least 4 times per year. Said reviews shall not be on a regularly scheduled basis, and will include as many months of documentation as the Finance Committee deems appropriate & necessary to adequately monitor the financial activity of the organization. Documentation subject to review shall include but not be limited to: checking account statements, copies of checks, QuickBooks (or such other accounting software) entries, credit card statements, expense reports, comparative giving summaries, receivables & payables reports.
4. Public Relations. The committee shall be responsible for promoting and enhancing community awareness of the CASA program. The president shall appoint the chairperson(s).
5. Resource Development. The committee shall be responsible for the development of fundraising strategies and special events for the CASA programs, including necessary publicity for those events. The fundraising should meet at least the amount budgeted for the year. The committee shall include at least three (3) directors from Lee County, two (2) directors from Carroll County and two (2) directors from Ogle County. The president will appoint the chairperson(s).

SECTION B: Appointment to Committees. The members of committees not otherwise provided for shall be appointed by the president, subject to approval of the board. Non-board members may also be appointed to any committee except the Executive and Board Development Committees. The members of each committee shall serve one year and until their successors have been appointed. All directors will serve on at least one standing committee.

## **ARTICLE VII**

### Contracts, Checks, Deposits and Gifts

SECTION A: Contracts. The Board of Directors may authorize an officer or officers, or any Director or Directors of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be specific to the written and approved fiscal and financial policies of the Board of Directors or in general according to the direction of the Board of Directors.

SECTION B: Checks, Drafts, etc. All checks, drafts or other 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, Director or Directors of the corporation, and in such manner as is specified by the Board of Directors.

SECTION C: Deposits and Investments. All funds of the corporation shall be deposited or invested to the credit of the corporation in such banks, trust companies, other depositories, or investments of any kind as the Board of Directors may select.

SECTION D: Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift bequest or devise for the general proposes or for any special purposes of the corporation, provided that the same comports with the provisions of the Articles of Incorporation.

SECTION E: Financial Contributions. The organization shall not make financial contributions to an individual or any other corporation or organization. The organization may act as a fundraising agent for an individual or any other corporation or organization only if there is potential benefit for this organization.

## **ARTICLE VII**

### Books and Records

The CASA-15<sup>th</sup> Judicial Circuit Board shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of the board and committees having authority of the board. Access to these books and records shall be in accordance with the following guidelines.

1. Corporate records shall be available to the public at large.
2. Fiscal and financial records shall be available to the Board of Directors, legal counsel, the corporation's accountants and auditors, the Board Member Counties, and any funding, licensing or auditing body, in keeping with local, state and federal regulations or statutes.

## **ARTICLE IX**

### Fiscal Year

The fiscal year of the organization will begin on August 1 of each year and end July 31 of the following year and each year after.

## **ARTICLE X**

### Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act of 1986, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such

notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **ARTICLE XI**

### Indemnification of Officers, Directors, Employees and Agents

SECTION A: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of fact that such person is or was an officer, Director, employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION B: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was on officer, Director, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, Director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by such person in connection with the defense of settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation; and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnify for such expenses which the court shall deem proper.

SECTION C: To the extent that an officer, Director, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in SECTION A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against (including attorney fees) expense actually and reasonably incurred by such person in connection therewith.

SECTION D: Any indemnification under SECTIONS A and B (unless order by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of

the officer, Director, employee or agent is proper in the circumstances because he has met the applicable standard of conduct as set forth in SECTIONS A and B. Such determination shall be made 1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or 2) if such a quorum is not obtainable, or even if obtainable, by independent legal counsel in a written opinion.

SECTION E: Expense incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of any undertaking by or on behalf of the officer, Director, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this ARTICLE.

SECTION F: The indemnification provided in the ARTICLE shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION G: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, Director, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, Director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such a person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the ARTICLE.

SECTION H: Reference to "the corporation" shall include, in addition to the surviving corporation, any merging corporation, including any corporation having merged with a merging corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its officers, Directors, employees or agents.

## **ARTICLE XII**

### Amendments

These By-laws may be altered, amended or repealed by a majority of the Directors, except that none of the By-laws that requires the affirmative vote of more than a majority of the Directors may be amended unless by the affirmative vote of the minimum number of Directors necessary to perform such acts. These By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law of the Articles of Incorporation.

## **ARTICLE XIII**

### Effective Date



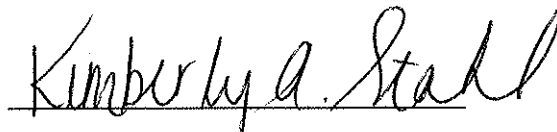
These By-laws shall be effective immediately upon their adoption by a majority of the Directors.

**ARTICLE XIV**

Rules of Order

Robert's Rules of Order, newly revised, and shall be the parliamentary authority for all matters of procedure not specifically covered by the By-laws.

Amended, restated and effective as of this 26 day of June, 2018.



Secretary