

# **HURON COUNTY CHILD ABUSE AND NEGLECT COUNCIL BY LAWS**

## **I. Name**

The name of this organization shall be the Huron County Child Abuse and Neglect Council. This organization can generally be known as "CAN Council" or "Council."

## **II. Organizational Vision**

All children in Huron County will grow up in safe, supportive environments.

## **III. Mission Statement**

The mission of the Council is to work with community partners to prevent child abuse and neglect in Huron County.

## **IV. 501 (c)(3)**

- a.** The CAN Council is organized exclusively for the purpose of receiving and administering funds for charitable and educational purpose as described in § 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter "The Code.")
- b.** The CAN Council will at all times be conducted as an organization described in §501(C)(3) of the Code.
- c.** The CAN Council will not carry on any activities which are not permitted to be carried on by
  - i. A corporation exempt from federal income tax under §501 (C)(3) of the Code
  - ii. A corporation eligible to receive tax-deductible contributions under §170(c) and Section 2055, Section 2522 or Section 2106, or
  - iii. A nonprofit corporation organized under the laws of the State of Michigan pursuant to the provision of Public Act 162 of 1982 as amended.
- d.** The Council will not be involved in any efforts to influence legislation, political campaigns nor work for or against any political candidate.

## V. **Board of Directors**

### a. **Composition**

- i. The Board of Directors shall consist of a minimum of 15 members.
- ii. Members shall be elected from The General Membership at The Annual Meeting and of at least one person from each of the following organizations: Department of Human Services, Huron Behavioral Health, Huron County Health Department, Huron County Circuit Court Family Division, Office of the Prosecuting Attorney, Law Enforcement, School District, Board of Commissioners, Hospital, Churches, and Private Agencies that provide treatment or prevention services for abused and neglected children and their parents or guardians.
- iii. Any candidate running for election within the CAN Council who does not represent a listed organization above must be a General Member before seeking office.
- iv. Any candidate running for election within the CAN Council must complete an application and submit to a background check.

### b. **Tenure**

Members of the Board of Directors shall serve for a term of two years or until their successors are elected and shall take office at the close of the Annual Meeting.

### c. **Election**

A three member Election Committee shall be established, including the Election Chairperson that is appointed by the President. The Election Committee shall consist of Chairperson, Coordinator and a General/Board Member and shall not consist of any person seeking Executive office. The committee shall coordinate the election of Board of Directors and Officers at the Annual Meeting and shall be elected every other year.

### d. **Vacancy**

If a member is unable to fulfill the obligation, the position shall be filled for its duration from a member of the General Membership or organization of which the departing member represented. The President shall make a nomination to be approved by a majority vote of Board Members present.

**e. Challenge to Election**

It shall be the responsibility of any candidate challenging the final election results to bring such dispute in writing to the Board of Directors within seven (7) days of the posting or announcement of the final results. The Board will determine how to resolve the challenge at a special meeting called for that purpose.

**f. Removal for Good Cause**

Any member of the Board of Directors may be removed for good cause by a two-thirds (2/3) majority vote of the Board of Directors present at a regular or special meeting. If the Board chooses to remove a member, that member must receive notice and the reason for the removal in writing and be offered the opportunity within a reasonable amount of time to meet with the Board to appeal that decision.

**g. Compensation**

No member of the Board of Directors shall receive any salary or compensation for services provided unless services are provided on a short term or single transaction situation as approved by a 2/3 majority of the Board of Directors present at a special or regular meeting. If a member of the Board wishes to seek a paid position through the Council, that person must abstain from the vote related to this matter.

**h. Duties and Responsibilities**

**i. The Board of Directors shall:**

1. Administer the policies and programs of the Council;
2. Evaluate and execute contracts and other financial instruments. Upon approval of the Board of Directors, the power to sign contracts and financial instruments shall be vested in the President of the Board;
3. Assume any other responsibilities designated by the General Membership; and
4. Support the Michigan's Children's Trust Fund through awareness and prevention programming.
5. Each board member shall acknowledge and commit to the goals and expectations outlined in the Board Member Commitment Form.

## **VI. OFFICERS**

**a.** The officers of the Council are: President, Vice President, Secretary, Treasurer, and Assistant Treasurer.

**b. Tenure**

Officers shall serve for a term of two (2) years or until their successors are elected. Members shall take office at the close of the Annual Meeting.

**c. Election**

A three member Election Committee shall be established, including the Election Chairperson that is appointed by the President. The Election Committee shall consist of Chairperson, Coordinator and a General/Board Member and shall not consist of any person seeking elective office. The committee shall coordinate the election of Board of Directors and Officers at the Annual Meeting and shall be elected every other year.

**d. Vacancy**

If an Officer is unable to fulfill the obligation, the position shall be filled for its duration from a member of the Board of Directors. The President shall call a special election of the Board of Directors.

**e. Challenge to Election**

It shall be the responsibility of any candidate challenging the final election results to bring such dispute in writing to the Board of Directors within seven (7) days of the posting or announcement of the final results. The Board will determine how to resolve the challenge at a special meeting called for that purpose.

**f. Removal for Good Cause**

Any Officer may be removed for good cause by a two-thirds (2/3) majority vote of the Board of Directors present at a regular or special meeting. If the Board chooses to remove an Officer that Officer must receive notice and the reason for the removal in writing and be offered the opportunity within a reasonable amount of time to meet with the Board to appeal that decision.

**g. Duties and Responsibilities**

**i. The Executive Board Shall:**

**1.** Efficiently execute the business of the Council.

2. Determine the budget, dues, calendar and goals of the Council.
3. Determine the criteria for hiring and assist the President in supervising the activities of the Coordinator.
4. Present an annual report to the General Membership at the Annual Meeting.
5. Annually evaluate the Coordinator and determine the compensation for that position with input from the Board of Directors.
6. Approve, when necessary, all correspondence, publicity and other information made available to the general community prior to dissemination.

**h. It shall be the duty of the President to:**

- i. Arrange for and preside at all meetings of the Council and Board, efficiently expedite the business of the meetings.
- ii. Appoint all committee chairpersons, including ad-hoc and Election committees, with the approval of the Board of Directors.
- iii. Serve as ex-officio member of all committees except the Election Committee.
- iv. Monitor and report status of contracts to the Board of Directors.
- v. Assign duties and supervise the activities of the Coordinator in consultation with the council officers.
- vi. Approve with the Treasurer disbursement of funds.

**i. It shall be the duty of The Vice-President to:**

- i. Serve in the absence of the President.
- ii. To assume additional responsibilities delegated by the President.
- iii. To serve as liaison for all committees, including ad-hoc and Election.

**j. It shall be the duty of the Treasurer to:**

- i. Establish appropriate accounting practices under the direction of the Board of Directors.
- ii. Issue notice and collect all dues from General Membership.
- iii. Pay all debts owed by the Council.
- iv. Report to the Board all disbursements and receipts at the regular Board meetings.
- v. With Board approval, establish a yearly budget for committee spending.
- vi. Prepare and present for approval an annual budget.
- vii. Ensure compliance with generally accepted accounting practices.
- viii. No part of the assets or the net earnings of the Council may be used for the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Council is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

**k. It shall be the duty of the Assistant Treasurer to:**

- i. Assist the Treasurer as requested and serve in the absence of the Treasurer.

**l. It shall be the duty of the Secretary to:**

- i. Record the minutes of the meetings of the Board of Directors and Annual Meeting and distribute as necessary.
- ii. Prepare and disseminate to the appropriate members the agendas for the Board of Directors and Annual meetings in coordination with the President.
- iii. Initiate and respond to all appropriate correspondence at the request of the General Membership and Board of Directors.

**VII. General Membership**

**a. Eligibility**

Any person who has paid membership dues as set by the Board of Directors shall be considered a General Member in good standing.

**b. Voting**

General Members may vote only in an election year at the Annual Meeting.

**c. Removal from Membership**

Any member may be removed from the Council for good cause by a two-thirds (2/3) majority vote of the Board of Directors present at a regular or special meeting. If the Board chooses to remove a member, that member must receive notice and the reason for the removal in writing and offered the opportunity within a reasonable amount of time to meet with the Board to appeal that decision.

**VIII. Meetings**

**a. Open Meetings**

All meetings are open to all members and the public at large.

**b. Quorum**

To conduct official business at any Board of Directors meeting a quorum of eight (8) members shall be present.

**c. Schedule**

The Board of Directors shall hold at least five (5) regular meetings per year, including the Annual Meeting, unless otherwise designated. The Board of Directors and the general membership shall be notified in writing of the regular board meetings with an agenda and minutes of the previous Board and/or General Membership meeting attached thereto, emailed at least three (3) business days prior to each regularly scheduled Board/General Membership meeting.

**d. Special Meetings**

Special meetings of the Board of Directors may be called by the President to consider any business of the Board of Directors. Notice of a special meeting shall be made seven (7) days in advance and shall state the purpose of the meeting.

**IX. Committees**

- a.** Each committee shall be a Standing Committee, unless designated otherwise.

- b.** Each committee shall be directed by a Chairperson appointed by the President and approved by the Board of Directors.
- c.** Each committee shall meet regularly and minutes shall be kept by the chairperson as permanent record. The chairperson shall be responsible for providing copies of the minutes to the Secretary of the Board of Directors.
- d.** Each committee chairperson or designee shall forward an electronic version of the meeting minutes to the coordinator three business days prior to the next board meeting.
- e.** All chairpersons shall attend the Board of Director meetings and present their written report of the activities of the committee.
- f.** Each chairperson shall provide a report at the Annual Meeting.

**g. The Membership Committee shall:**

- i. Initiate and coordinate all recruitment efforts of the Council.
- ii. Provide new members all pertinent information about the Council in a timely manner.
- iii. Provide the Secretary all pertinent information about the members in a timely manner.

**h. The Publicity Committee shall:**

- i. Initiate and coordinate community outreach opportunities to membership and the public.
- ii. Facilitate all public relations/media outlet opportunities.

**i. The Fund Raising Committee shall:**

- i. Develop and coordinate local fund raising activities.
- ii. Investigate possible sources of funding through public and private grants and foundations.

**j. The Prevention Committee shall:**

- i. Evaluate proposals which are introduced for the prevention and treatment of child abuse and neglect and make recommendations to the Board of Directors.

- ii. Coordinate educational opportunities and oversee evaluation process.

**X. Dissolution and Disposition of Assets**

Upon termination, dissolution or winding up of the Council, the Board of Directors will distribute all remaining assets of the Council for a purpose or to an organization described in §501 (c)(3) of the Code.

**XI. Amendments**

These By-Laws may be suspended, rescinded, or amended by a vote of two-thirds (2/3) majority vote of the Members of the Board of Directors present at a regular or special meeting.

Original By Laws Adopted: January 9, 1985

Original By Laws Revised: August 13, 1985

November 1987

December 16, 1992

March 21, 1996

Second By Laws Adopted: March 20, 2002

Amended: April 23, 2003

Amended: September 1, 2009

Amended: January 31, 2011

Amended: April 25, 2011