

# Bylaws of **Mesilla Valley CASA Inc.**

## **ARTICLE I OFFICES**

All terms capitalized for non-grammatical purposes in these Bylaws shall have meanings given herein.

### **SECTION 1. NAME, PRINCIPAL OFFICE and REGISTERED AGENT**

The name of the corporation is **Mesilla Valley CASA, Inc.** The principal office of the corporation is located at: 2340 Alamo SE Suite 112, Albuquerque, NM. The registered agent of the corporation is Veronica Montano-Pilch, and the street address of the registered agent is 2340 Alamo SE Suite 112, Albuquerque, NM 87106.

### **SECTION 2. CHANGE OF ADDRESS**

The Board of Directors is hereby granted full power and authority to change the principal office and registered agent.

## **ARTICLE II PURPOSE**

**Mesilla Valley CASA, Inc.**, (hereinafter "Corporation") is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows:

To operate a non-profit corporation within the purview of section 501(c)(3) of the Internal Revenue Code in order to support and promote court-appointed volunteer advocacy so that abused or neglected children can be safe, establish permanence, and have the opportunity to thrive.

The corporation has a mission and purpose that is consistent with the goal of developing and supporting local programs throughout New Mexico that provide quality volunteer advocacy in court for children who are abused and neglected.

The corporation provides information and education to promote court appointed special advocacy (hereinafter "CASA") for abused and neglected children.

The corporation is committed to inclusiveness and diversity as essential values.

**ARTICLE III  
MEMBERS**

This corporation shall have no members.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION**

- (a) The Corporation shall be run by a board of directors (the “Board” or Board of Directors”) as set forth in the corporation’s Articles of Incorporation or as provided in these Bylaws. The Board of Directors shall consist of not less than five Directors and not more than 13 Directors. The exact number of Directors can be fixed by the Board of Directors.
  
- (b) The Board shall seek to recruit Directors reflective of the cultural and ethnic diversity of the children served throughout local programs in New Mexico, The Board shall further seek Directors who bring a range of skills, backgrounds and knowledge that support the corporation in fulfilling its mission.
  
- (c) The Board shall include as non-voting members two members representatives from the Local CASA Program Committee.

**SECTION 2. POWERS**

The policy, control, and management of this Corporation shall be vested in the Board of Directors.

**SECTION 3. DUTIES**

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually, by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.
  
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the Executive Director of the Corporation.
  
- (c) Meet at such times and places as required by these Bylaws. Directors may attend up to two

(2) regular meetings per calendar year by electronic media subject to other conditions set out in these bylaws or by law. .

- (d) Register their physical and electronic mailing addresses with the Secretary of the corporation. Notices of meetings sent by regular mail or through email shall be valid notices of meetings.
- (e) The Board of Directors may delegate certain duties of the corporation to any person or persons, including the Executive Committee (as defined below in Article VII), however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Non-delegable duties include, creation of an annual budget, hiring of the Executive Director, decisions on litigation, the purchase and sale of real property, the decision to take on any indebtedness and the formation of corporate policies should all be non-delegable duties of the Board
- (f) The Board of Directors may grant permission for a leave of absence of any Director. Such Directors shall continue to get notice of meetings and of Board decisions made during their leave. The dates of any leave of absence shall be recorded in the minutes of the Board meeting at which the leave is granted.
- (g) Individual Director members may only exercise the specific authority vested in them by the Board of Directors and may not act or represent themselves as agents for the Board of Directors.

#### **SECTION 4. ELECTIONS AND TERMS OF OFFICE**

- (a) The Board shall determine a staggered schedule for board terms. The Secretary will maintain a list of Board members, their dates of election, and period of service.
- (b) Interim Directors to fill vacant Director seats may be elected at any regular Board of Directors meeting or by electronic ballot by the vote of a majority of all Directors and shall take office at the time of election.
- (c) The nomination, election and reelection of Directors shall be conducted pursuant to rules and procedures established by the vote of a majority of all Directors.
- (d) Directors may serve a maximum of 4 year terms and 12 year term limits. A Director who has served four (4) consecutive full terms is eligible to serve again after an interim period of one year. Any leave of absence granted by the Board of Directors to a Director shall not toll the term or the limits on terms of any Director.

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation.

## **SECTION 6. REGULAR AND ANNUAL MEETINGS**

Regular meetings of the Board of Directors shall be held no less than six (6) times per year at a site selected by the Board of Directors. At least four (4) meetings per year will be held in person.

Annual meetings of the Board shall be held at the principal offices of the Corporation unless otherwise specifically directed by the President in the notice of the meeting. The Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing directors and electing officers, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least seven days before the annual meeting.

## **SECTION 7. NOTICE AND PLACE OF REGULAR AND SPECIAL MEETINGS**

Members of the Board of Directors shall be notified of meetings at least forty-eight (48) hours in advance. The notice shall include an agenda listing the proposed business to be discussed at the meeting.

Special meetings of the Board of Directors may be held at the call of the President or a majority of the members of the Board. All Directors must be notified of the time, place and purpose of the special meeting forty-eight hours prior to the meeting.

## **SECTION 8. CONTENTS OF NOTICE**

Notice of meetings, shall specify the place, day, hour and purpose of the meeting and an agenda of the proposed business to be discussed at the meeting.

## **SECTION 9. VOTING AND QUORUM FOR MEETINGS**

More than 50% of current sitting Directors shall constitute a quorum at any meeting of the Board of Directors. A simple majority of those Directors present shall be required for any Board action unless otherwise stated in these Bylaws. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be adjourned without further notice.

## **SECTION 10. BOARD ACTION AND DECISIONS WITHOUT A MEETING**

The Board may take action without a meeting as long as a majority of Directors give their written consent to such action. Electronic communications including email shall constitute written consent. All such consents must be filed with the minutes. All actions taken by such consents shall have the same effect as a vote of the Directors.

## **SECTION 11. VACANCIES**

The Board of Directors shall have the power to elect Directors to serve the unexpired portion of a prior Director's term ("Interim Directors") when any vacancy is created, whether such vacancy is caused by resignation, death or removal. The term of service as an Interim Director shall not count toward any subsequent term limitation.

## **SECTION 12. REMOVAL AND RESIGNATION**

- (a) Directors may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors.
- (b) A Director who fails to attend three (3) consecutive regular meetings of the Board of Directors, shall be deemed to have resigned at the discretion of the remaining Board members.
- (c) At any meeting at which there is to be a vote for removal, the affected Director must be given notice of the meeting, and if present, the affected Director shall be given a reasonable opportunity to address the Board of Directors before a vote is taken.
- (d) Any Director may resign upon giving written notice to the President, or the Secretary. Said resignation shall be effective upon of such written notice to the President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

## **ARTICLE V OFFICERS**

### **SECTION 1. OFFICERS**

The officers of this corporation shall be President, Vice-President, and Secretary/Treasurer, and such other officers as the Board of Directors may appoint. No Director may hold more than one Officer position.

- (a) Duties of President. The President shall preside at all meetings of the Board of Directors; shall have and exercise general charge and oversight of the affairs of the corporation; manage basic expenditures related to Board affairs and allocated to his or her discretion in the annual budget; and shall do and perform such other duties as may be assigned to him or her by the Board of Directors. The President shall also have the authority to formulate the agenda for Board meetings and the President's decision as to which items are placed upon the agenda may only be reversed or altered by a majority of the Board.
- (b) Duties of Vice-President. The Vice-President shall perform the duties and exercise the powers of the President in the event of the latter's absence, disability or inability to serve, and shall perform such other duties as may be assigned to him or her by the Board of Directors. Multiple Vice-Presidents are permissible if approved by the Board of Directors.
- (c) Duties of Secretary/Treasurer. The Secretary/ Treasurer shall issue or cause to be issued notice of all meetings, shall keep and maintain the corporation's minutes and a full and complete record of all proceedings of the Board of Directors and Executive Committee, and have charge of such documents, books and papers as the Board of Directors shall determine, including the original or copy of the Articles of Incorporation and these Bylaws, and all amendments thereto, and shall perform such other duties as are assigned to him or her by the Board of Directors. The Secretary/Treasurer shall be responsible for the oversight of financial operations in accordance with *National CASA Standards for State CASA/GAL Organizations*. The Secretary/Treasurer shall perform such other duties as are assigned to him or her by the Board of Directors.

## **SECTION 2. SELECTION, TERM, AND VACANCIES**

The officers of this corporation shall be elected by the Board of Directors, at the annual meeting with terms commencing July 1st following the annual meeting. Vacancies of new offices created may be filled for the unexpired portion of the terms by majority vote of the Board of Directors.

Each officer shall hold office for two (2) years unless the officer shall resign, be removed, or become ineligible to continue to serve in such capacity. No officer shall serve more than two consecutive two-year terms in the same office. Make this agree with terms above

## **SECTION 3. REMOVAL AND RESIGNATION**

- (a) Any officer may be removed, with or without cause, by a two-thirds vote of the Board of Directors, at any time.

(b) Any officer may resign at any time by giving written notice to the Board of Directors, or to all officers of the corporation. Said resignation shall be effective upon such written notice unless the notice specifies a later time for the effectiveness of such resignation.

## **ARTICLE VI EXECUTIVE DIRECTOR**

The Board, by a vote of two-thirds of the directors present at a meeting at which a quorum is present, may appoint an Executive Director. The Executive Director may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors present at a meeting at which a quorum is present, but without prejudice to the Executive Director's contract rights, if any, provided notice of such action shall have been transmitted to all Directors at least seven days before said meeting. The Executive Director shall be the chief executive officer of the Corporation, subject to the control and direction of the Board and the Executive Committee. The Executive Director may attend meetings of the Board and its committees at the direction of the Board, and shall submit regular reports to the President or, if none, to the Board on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board.

The Executive Director shall be the chief administrative officer of the corporation and shall manage the activities of the corporation subject to the oversight and direction of the Board of Directors.

## **ARTICLE VII COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees to serve at the pleasure of the Board.

The President of the Board shall propose for approval at the annual meeting the membership, President, and specific authority of each committee, including the Executive Committee, and shall make such appointments as are necessary during the remaining year. The board of directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees to serve at the pleasure of the board of directors. Each director shall sit on at least one Board committee. Committees may have non-Director members on such committees. Such committees do not have and may not exercise the authority of the Board of Directors in the management of this Corporation. Such committees that have non-Director members may only exercise the specific authority vested in them by the Board of Directors and may not act or represent themselves as agents for the Board of Directors.

## **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by resolution adopted by a majority of directors then in office, designate three (3) or more of its Directors (who may also be serving as officers of this Corporation) to constitute an executive committee the "Executive Committee". The Executive Committee is authorized to make emergency expenditures necessary for the Corporation when consultation with the Board is impracticable, including drawing on any credit line available; hire counsel for the Corporation or the Board; spend funds allocated to its discretion by the Board as part of the annual budget; and make any employment decisions for ED and evaluations on a regular or extraordinary basis, provided it informs and requests approval from the Board in a timely fashion. The Board may delegate to such committee any other powers and authority of the board of directors in management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under law of the provisions of these by-laws, requires the approval of the directors or of a majority of all of the directors.
- (b) The filling of vacancies on the board of directors or on any committee which has the authority of the Board.
- (c) The amendment or repeal of the bylaws or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the board of directors which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.

By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below three (3) the number of members of the committee, and fill vacancies therein from the Directors. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## **SECTION 2. STANDING COMMITTEES**

There may be the following standing committees. Each standing committee will be assigned a staff member by the executive director if needed.

- (a) Governance/Board Development

The governance/board development committee will be responsible for providing consultation

and making recommendations regarding governance policies and issues; assisting with recruitment of Directors to achieve diversity on the Board; and conducting annual elections in accordance with these Bylaws. The committee will make regular reports to the Board of Directors.

**(b) Public Relations, Marketing, and Fundraising**

The public relations, marketing, and fundraising committee will be responsible for planning and implementing fundraising strategies and marketing activities that increase community awareness about the program and serve as a tool for volunteer recruitment. The committee will make regular reports to the Board of Directors.

**(c) Finance**

The finance committee will be responsible for assisting the treasurer in preparation and review of all budgets, audits, spending, expenses, and revenue. This committee will also safeguard assets of the program, provide accountability to funding sources, and advise the Board of Directors and Executive Committee on investment and financial policies. The committee will make regular reports to the Board of Directors.

**(d) Local CASA Program Committee.** The local CASA program committee will be responsible for providing consultation and making recommendations regarding CASA standards, policies and issues; assisting with hiring of senior staff; and education of board on child welfare issues. The committee will make regular reports to the Board of Directors.

**ARTICLE VIII  
LIMITATIONS**

**SECTION 1. INSURANCE**

To the extent permitted by law, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, volunteer, or committee member of corporation against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

**SECTION 2. INDEMNIFICATION**

To the extent permitted by law, each current and former Director, officer, employee, volunteer, and committee member of Corporation shall be indemnified, defended and held harmless by corporation against liabilities imposed upon or against any individual (including attorney's fees), for any action or service taken within the scope of their authority as a Director, Officer, employee, volunteer or committee member and against such sums as independent counsel selected by the Board of Directors will deem reasonable payment made in settlement of any such claim, action, suit or proceeding; provided, however, that no individual will be indemnified with respect to matters which will be settled by the payment of the sums which counsel for corporation may

deem unreasonable payment or with respect to matters for which such indemnification would be against public policy. No individual shall be indemnified if a judgment or other final adjudication establishes that the individual's acts were criminal, committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action adjudicated, or if the individual, in fact, personally gained a financial profit or other advantage to which they were not legally entitled.

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of corporation, voluntarily, or involuntarily or by operation of law, or any other provisions hereof, the following provisions shall apply:

- (a) Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent corporation from qualifying (and continuing to qualify) as an Association described in Section 501(c)(3) of the Internal Revenue Code of 1954, contributions to which are deductible for federal income tax purposes.
- (b) In the event of termination, dissolution, or winding up of corporation in any manner or for any reason whatsoever its remaining assets, if any, shall be distributed exclusively to one or more organizations described in Section 501(c)(3) of said code.
- (c) Any reference herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.
- (d) The private property of the members, the Board of Directors and officers of corporation shall not be subject to payment of debts to any extent whatsoever.

## **ARTICLE IX CORPORATE RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATION RECORDS**

The corporation shall keep at its principal office in Albuquerque, New Mexico:

- (a) Minutes of all meetings of the Board of Directors and committees, whether regular or special, including a statement of the notice given, how called, and the names of those present and the proceedings thereof, including a record of all votes cast therein;
- (b) Adequate and correct books and record of account, including accounts of assets and

liabilities, receipts and disbursements, and records of business or commercial transactions;  
and

(c) A copy of the corporation's Articles of Incorporation and Bylaws.

## **SECTION 2. DIRECTOR'S INSPECTION RIGHTS**

To the full extent permitted by law, every Director shall have the right at any reasonable time to inspect and copy the corporate books, records and documents of the corporation and to inspect the physical properties of the corporation. The right to inspection includes the right to copy and make extracts.

## **ARTICLE X FINANCES**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall be July 1.

### **SECTION 2. ACCOUNTS AND AUDITS**

The corporation's books and accounts shall be kept in accordance with generally accepted accounting principles and shall adhere to *National CASA Standards for State Organizations*.

## **ARTICLE XI LIABILITY OF DIRECTORS; IMMUNITY**

### **SECTION 1: LIABILITY OF DIRECTORS**

No Director of the corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director unless:

(a) the director has breached or failed to perform the duties of the director's office in compliance with Section 53-8-25.1 NMSA 1978; and

(b) the breach or failure to perform constitutes willful misconduct or recklessness.

The provisions of this section shall, however, only eliminate the liability of a Director for action

taken as a Director or any failure to take action as a Director at meetings of the Board of Directors or committee of the Board or Directors or by virtue of action of the Directors without a meeting pursuant to Section 53-8-97 NMSA 1978.

## **SECTION 2. BOARD OF DIRECTORS LIABILITY; IMMUNITY**

No member of a board of directors of a nonprofit corporation as defined in the Nonprofit Corporation Act [Chapter 53, Article 8 NMSA 1978] shall be held personally liable for any damages resulting from:

- (a) any negligent act or omission of an employee of that nonprofit corporation;
- (b) any negligent act or omission of another director of that nonprofit corporation; or
- (c) any action taken as a director or any failure to take any action as a director unless: the director has breached or failed to perform the duties of the director's office; or the breach or failure to perform constitutes willful misconduct or recklessness.

### **ARTICLE XII CONFLICT OF INTEREST**

If any person who is a Director or officer of the Corporation is aware that the Corporation may or is about to enter into any business transaction directly or indirectly with himself, any member of such person's family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall:

- (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position;
- (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and
- (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:
  - Discussion of the matter, with the interested officer or Director, shall be held by the Board with such person present to provide information and answer any questions.
  - The interested office or Director shall withdraw from the meeting.
  - Discussion of the matter, outside of the presence of the interested officer or director, shall be held by the Board.