

BY-LAWS
OF
ALABAMA NETWORK OF CHILDREN’S ADVOCACY
CENTERS, INC.

ARTICLE I

Members

Section 1. Full Program Members. Each Full Program Member shall have one vote on each matter brought before the members. Full Program Members must be involved in those programs which are child-focused, facility-based, and have regular multidisciplinary case review sessions. The Standard/Membership Committee shall determine whether an organization is eligible to be a Full Program Member subject to approval of the Board of Directors.

Section 2. Associate Program Members. Except as set forth in Article III, Section 3, the Associate Program Members shall not have voting rights. Associate Program Members shall be involved in those entities or community-working groups which develop child-focused, facility based programs that will have regular multidisciplinary case review sessions. The Standards/Membership Committee shall determine whether an organization is eligible to be an Associate Program Member subject to approval of the Board of Directors.

Section 3. Supporting Members. The Supporting Members shall not have voting rights and shall be those organizations and/or individuals who are in agreement with and support the furtherance of the policies and purposes of the Corporation. The Standards/Membership Committee shall determine whether an organization is eligible to be a Supporting Member, subject to approval of the Board of Directors.

Section 4. The Full Program Members shall have and possess the exclusive right to notice of members' meetings and exclusive voting rights and powers, and, except as otherwise provided in Article III, Section 3, all other members shall not be entitled to any notice of the members' meetings or to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation.

Section 5. The Board of Directors shall meet annually and at other times as necessary. The annual meeting shall be held for the election of officers, approval of the budget and other transactions or business that needs to be completed by the Board. Failure to elect the Board of Directors at the annual meeting shall not cause dissolution of the Corporation, but the present officers shall continue to hold office until their successors are elected and qualified. A special meeting for the purpose of holding such election shall be called as soon thereafter as convenient.

Section 6. Special meeting of the members, for any purpose, unless otherwise prescribed by statute, may be called by the President of the Board of Directors or by twenty-five percent (25%) of the Board of Directors.

Section 7. Each member of record entitled to vote will be notified of the place, date, hour and purpose of the meeting. Notices will be sent by phone, e-mail, facsimile, or by mail two weeks prior to the scheduled meeting. Minutes of prior meetings will be furnished for members to review before or at said meeting. Members will be notified as soon as possible when a special

called meeting or emergency meeting or the Board of Directors is deemed necessary by the Board President or State Coordinator.

Section 8. The State Coordinator and/or the ANCAC Executive Assistant shall maintain a complete list of the members entitled to vote at such meeting or adjournment thereof, arranged in alphabetical order with the name, address, and phone number of each listed, at the registered office of the corporation. This list shall be furnished to all ANCAC Full and Associate Members. The list shall be open to inspection by any member making written request, therefore at any time during usual business hours. The list will also be available for inspection during the whole time of business. The original membership records shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members.

Section 9. A majority of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. No business may be transacted without a quorum. Any business may be transacted at any meeting of the members at which a quorum is present. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

Section 10. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized representative. The proxy shall be voted only for the meeting specified in said proxy and in no event shall a proxy be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it and is revocable by the termination of the membership of the member executing it.

Section 11. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if prior to such action a written consent thereto is signed by all the members entitled to vote thereon, and if such written consent is filed with the minutes of proceedings of the members.

ARTICLE II

Dues

All members, including Full Program Members, Associate Program Members and Supporting Members, shall pay annual dues as designated from time to time by the Board of Directors. All dues are payable on or before October 1 of each fiscal year.

ARTICLE III

Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. The number of Directors constituting the Board of Directors shall be fixed by the members at their annual meeting, or at any special meeting called for that purpose, and such number so fixed shall continue to be the number of Directors until changed by the members, pursuant to this Section; provided, however, that such number shall be determined in accordance with Article III, Section 3 below and provided further that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. The number of Directors shall never be less than four (4). The President, Vice President, Secretary, and Treasurer must be members of the Board of Directors while holding

their respective offices. The immediate past President, if any, of the Corporation may serve as a Director for the fiscal year following his or her term as President. As long as it is a Full Program Member, each Full Program Member shall elect one (1) Director each year. The Associate Program Members, as a class, shall elect one (1) Director each year, and the vote of majority of the Associate Program Members shall be the vote of said class. The Board of Directors shall be elected annually by the Full Program Members and Associate Program Members as set forth in this Section at their annual meeting, and shall hold office for one (1) year and until respective successors are elected. Directors must be residents of the State of Alabama.

Section 4. The Board President shall set the schedule for board meetings and ensure that members are notified.

Section 5. A Director may be removed at any time:

(a) with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining directors at a regular meeting of the Board or a special meeting properly called for the purpose of considering such removal of the Director;

(b) upon failure of the Directors to attend three (3) consecutive regular meetings of the Board of Directors or failure to serve on a standing or special committee of the Corporation (without the need to call a special meeting of the Board of Directors for such purpose); or

(c) with or without cause, upon the notice to the President of the Corporation by a Full Program Member that it has removed the Director as its elected member of the Board of Directors of the Corporation. In the event that the Standards/Membership Committee determines that a member or former member no longer qualifies as a Full Program Member, the Director representing such Member or former Member shall be removed immediately from the Board and shall not be replaced.

Any vacancy occurring in the Board of Directors shall be filled for the unexpired term by the appointment of a Director by whichever of the following is applicable:

(a) the Full Program Member that elected the Director whose resignation, death, or removal caused said vacancy;

(b) by the majority vote of the Associate Program Members if they, as a class, elected the Director whose resignation, death, or removal caused said vacancy; or

(c) by the affirmative vote of a majority of the remaining Directors, though less than a quorum, if the Director whose resignation, removal, or death caused said vacancy was the President, Vice President, Secretary, Treasurer or the immediate past President of the Corporation at the time of his or her resignation, death, or removal from the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called by or at the request of the President or by twenty-five percent (25%) of the Directors.

Section 7. Unless otherwise provided in these By-laws, notice of meetings, both regular and special, shall be given not less than two (2) weeks in advance of said meeting. Such notice may be by mail, e-mail, facsimile, telephone, or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of any Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided in Article X hereof, the business to be transacted, or the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided herein, the act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

Section 9. All Board meetings shall be conducted according to the latest revision of Robert's Rules of Order. No member shall vote on a question in which he or she, or the Member, if any, electing him or her, has a direct or indirect personal or financial interest which is not common to other members of the Board, or the Members, if any, electing them.

Section 10. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, and if such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE IV

Officers

Section 1. The Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer. No one individual shall hold more than one (1) office at any one time.

Section 1(a). Appointment of assistants to officers. The Board of Directors shall have the power, in its direction, to appoint any qualified director to act as assistant to any officer of the corporation. Such assistant shall perform such duties as the Board shall prescribe, including the performance of the duties of the principal officer when the incumbent is unable to act or is impractical for him to act personally, subject to any restrictions on such authority as may be imposed by the Board. The acts of such assistant officer, within the scope of his authority as delineated by the Board, shall be the acts of the Corporation to the same extent as if done by the principal officer.

Section 2. The term of office of all officers shall be for one (1) year initially and until their respective successors are elected and qualified. An individual shall not serve in the same office for a consecutive period of more than three (3) years. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors, upon receiving a recommendation or recommendations of candidates from the Nominating Committee, except that the Vice President shall fill a vacancy in the office of the President and, in that case, a new Vice President shall be elected for the unexpired portion of the term.

Section 3. The officers of the Corporation shall have the following powers and duties:

(a) President. The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation and shall also perform those duties which usually devolve upon a president of a corporation under the laws of the State of Alabama.

Without limiting the generality of the foregoing, the President shall:

- (i) set the calendar of meeting times and select the site of each meeting;
- (ii) preside over all official meetings of the Corporation;
- (iii) be an ex-officio member of all committees except the Nominating Committee;
- (iv) with the advice of the Executive Committee, appoint all committee chairpersons;
- (v) appoint all advisory and ad hoc committees as deemed necessary;
- (vi) approve the expenditure of funds;
- (vii) serve as a spokesperson for the Corporation; and
- (viii) serve as the immediate supervisor for the State Coordinator.

The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

(b) Vice President. The Vice President shall:

- (i) in the absence or disability of the President, perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President; and
- (ii) in the event of the incapacity, death or removal of the President, assume the office of President for the unexpired term thereof, and a new Vice President shall be elected as set forth herein.

(c) Secretary. The Secretary shall:

- (i) review, edit and maintain the minutes of all meetings of the Board of Directors and of the Executive Committee;

- (ii) provide copies of the minutes of prior board meetings to members;
- (iii) have charge of the seal of the Corporation, if any, and shall serve as custodian for all corporate records; and
- (iv) make such reports and perform such duties as are incident to his or her office or which may be delegated to him or her by the President or Board of Directors.

(d) Treasurer. The Treasurer shall:

- (i) review all financial records to include deposits and withdrawals;
- (ii) inspect all financial records and make sure financial records are ready for audit by authorized personnel;
- (ii) render to the President and Board of Directors monthly or quarterly financial reports;
- (iv) work with the State Coordinator to formulate budget recommendations for the finance committee; and
- (v) perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

ARTICLE V

Contracts

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent 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 general or confined to a specified instance; and unless so authorized by the Board of Directors or so provided otherwise in these

By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VI

Executive Committee

Section 1. The Executive Committee of the Board of Directors shall be composed of the President, immediate past President, Vice President, Secretary, Treasurer and a Director-at-Large. The Director-at-Large shall be elected by a majority vote of the Board of Directors. Each member of the Executive Committee shall have one vote on any matter properly brought before the Committee.

Section 2. Powers and Duties. In addition to other powers delegated to the Executive Committee by the By-Laws or by resolution of the full Board of Directors, the Executive Committee is empowered to interpret and to implement existing Board policies while handling all business in the interim between meetings of the Board, provided that all action taken by the Executive Committee be submitted for ratification to the Board at its next meeting and that all powers of the Executive Committee are subject to the restrictions imposed by Code of Alabama 1975, Section 10-3A-38.

Section 3. The Executive Committee shall meet as deemed necessary by the President or upon request by two or more members of the Executive Committee. Notice of meetings of the Executive Committee shall be given at the time and in the manner as set forth in Article III, Section 7 hereof.

Section 4. Quorum. Three members of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII

Committees

Section 1. The President may appoint members of the Board of Directors or others to serve on one or more committees listed below. The president may appoint a chairman for the committees, and at any time may appoint additional members thereto. The members of any such committee shall serve as such at the pleasure of the Board of Directors. Such committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors, subject to the restrictions imposed by Code of Alabama 1975, Section 10-3-A-38. Each such committee may, subject to approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any committee shall not receive any stated salary for their services as such, but may be reimbursed for any actual expenses incurred in the performance of duties on behalf of the Corporation.

Section 2. Standing Committees. The standing committees of the Board shall be the following:

(a) Standards/Membership Committee. The Standards/Membership Committee shall:

- (i) Uphold standards required for membership with the Corporation;
- (ii) Establish and subject to approval of the Board of Directors, additional standards, if any, required for membership with the Corporation;
- (iii) Review and process all requests for membership with the Corporation;
- (iv) Have authority, based on the standards established in Section 2(a)(i) above, to determine and designate status of Full Program Members, Associate Program Members or Supporting Members, subject to approval of the Board of Directors; and
- (v) Upon satisfactory completion of all recommendations and required steps to Full Membership, the Standards committee shall present qualified Center for vote at the October meeting

(b) Finance Committee. The Finance Committee shall:

- (i) Supervise the formulation of the budget;
- (ii) Be responsible for the fiscal management of the Corporation;
- (iii) Formulate and present the proposed annual budget to the Board of Directors for approval; and
- (iv) Seek and receive independent financial audits as requested by the Board of Directors.

(c) Long Range Planning Committee. The Long-Range Planning Committee shall:

- (i) Be responsible for long-range planning; and
- (ii) Study, consider, and recommend to the Board any policy or plan of action the

Committee considers to be worthwhile to the future of the Corporation.

(d) Community Education/Public Relations Committee. The Community Education/Public Relations Committee shall:

- (i) Be responsible for the planning of the communications program and media resources that create an awareness of the Corporation; and
- (ii) Upon Board approval, said committee shall implement proposed education awareness, printed material, newsletter, or media campaign.

(e) Training Committee. The Training Committee shall:

- (i) Prepare training materials; and
- (ii) Coordinate statewide multidisciplinary training.

(f) Legislative/Legal Committee. The Legislative/Legal Committee shall:

- (i) Keep the Board of Directors informed of issues affecting child abuse, particularly child sexual abuse;
- (ii) Develop legal and legislative resources to work with memberships.
- (iii) Enlist the support and assistance of voter responses when appropriate; and
- (iv) Advise the Board of Directors of legislation affecting children.

(g) Diversity Committee. The Diversity Committee shall:

- (i) Encourage members to maintain cultural diversity, both in staff and board developments;
- (ii) Provide resource information on ways to improve the delivery of services for diverse populations of sexually abused children.

Section 3. Advisory and Ad Hoc Committees. The President may form and appoint Advisory and Ad Hoc Committees, including a Nominating Committee, as needed. The term of an Advisory or Ad Hoc committee shall not extend beyond the fiscal year unless extended by the successor to the President. The chairman and members of these committees shall be appointed from the Board of Directors or membership at large. However, Advisory and Ad Hoc Committees shall have at least one member of the Board of Directors, who shall act as a liaison between the committee and the Board of Directors.

ARTICLE VIII

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation.

ARTICLE IX

Fiscal Matters

Section 1. The fiscal year of the Corporation shall begin on October 1 and end on September 30.

Section 2. All checks of the Corporation shall be signed by two of the following: President, Vice President, Secretary, Treasurer, or Director-at-Large, State Coordinator, or others as approved by the Board of Directors.

Section 3. The financial books of the Corporation shall be audited by an independent, certified public accountant as determined by the Board of Directors.

ARTICLE X

Amendments

These By-Laws shall not be altered, amended or repealed unless by and with the consent and approval of two-thirds (2/3) majority of the Directors at a duly called and convened meeting of the Board of Directors; provided however, that any such alteration, amendment or repeal shall have been reviewed previously by the Board of Directors, and provided further that written notice shall be given to each Director at least ten (10) days in advance of the meeting at which such vote shall take place and such written notice shall include the purpose of such meeting and the proposed alteration, amendment or repeal of the By-Laws.

ARTICLE XI

Exempt Activities

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

Compensation

The officers and Directors of this Corporation shall receive no compensation for their services as such. The Corporation may, however, make payments for such clerical assistance and for such professional services as the officers and Directors deem necessary for the conduct of the affairs of the Corporation. Under no circumstances shall the Corporation make loans to officers and Directors.

ATRICLE XIII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of

Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE XIV

Non-Discrimination

Section 1. The Corporation shall maintain a policy by which no person shall be discriminated against because of race, age, sex, or religion.

Section 2. Cultural Competency and Diversity. The Corporation and all Child Advocacy Centers promote policies, practices and procedures that are culturally competent. Cultural competency is defined as the capacity to function in more than one culture, requiring the ability to appreciate, understand and interact with members of diverse populations within the local community.

ARTICLE XV

Standards

Section 1. Standards with Definitions and Clarifications. In order to become eligible for full membership in the Alabama Network of Children's Advocacy Centers, Incorporated (ANCAC), child advocacy centers in this state shall:

- (a) Be a private, non-profit incorporated agency.

The agency must be incorporated as a children's advocacy center with a separate and independent board of directors, operating under its own 501(c)(3) non-profit status with the Internal Revenue Service.

(b) As of 1-30-98, have a neutral, child-focused facility where joint Department of Human Resources and law enforcement interviews take place with children in appropriate cases of suspected child sexual and physical abuse. All multidisciplinary agencies shall have a place to interact with the child as investigative or treatment needs require.

The facility must be free-standing with space inhabited only by the children's advocacy center program in order to maximize security and maintain confidentiality.

(c) Have a minimum designated staff that is supervised and approved by the local board of directors.

The executive director or equivalent and staff must be paid by and report directly to, and be supervised by the Child Advocacy Center's Board of Directors.

(d) Have a Multidisciplinary Case Review Team that meets on a regularly scheduled basis or as the caseload of the community requires. The team shall consist of representatives from the District Attorney, Department of Human Resources, mental health, law enforcement, and Child Advocacy Center staff. Medical personnel and a victim's advocate may be part of the team.

The Child Advocacy Center caseload should be productive with quality and quantity that supports a monthly team review.

(e) Provide case tracking of child abuse cases seen through the center. A center shall also collect data on the number of child abuse cases seen at the center by sex, race, age, and other

relevant data; the number of cases referred for prosecution; and the number of cases referred for mental health therapy.

CAC's are required to maintain data for referrals on medical examinations.

(f) Provide referrals for medical exams and mental health therapy. The center shall provide follow-up on cases referred for mental health therapy.

(g) Provide training for various disciplines in the community that deal with child abuse.

Training for various disciplines in the community must be held at least once yearly, which would include law enforcement, child protective services and prosecution.

(h) Have an interagency commitment covering those aspects of agency participation in a multidisciplinary approach to the handling of child sexual and severe physical abuse cases.

The ANCAC further requires said commitment to be updated and revised as major interagency personnel changes or new needs arise.

(i) Provide assurance that volunteers at the center are trained and screened by appropriate resources.

Criminal background checks must eliminate any volunteer who has had charges or convictions relating to any crime against or involving a child. A broad interpretation will further be left to the Child Advocacy Center board directly governing that volunteer's application.

- Each full member Children's Advocacy Center is required to complete an ANCAC Annual Site and Survey Form for documentation of standards and to be subject to deadline notice at the end of state fiscal year.

ARTICLE XVI

STEP PLAN

- (a) Centers applying for associate Membership into the Alabama Network of Children's Advocacy Centers, Inc. shall contact their respective legislators to establish a pool of funding up to \$25,000 for two years. The applying centers' legislators, after signing on in full support of their developing CAC, will present this funding request to the Chairperson of the House Ways and Means Committee and the Chairperson of the Senate Finance and Taxation Committee to be added to the ANCAC appropriations.
- (b) Contingent on the availability of fund, the center will receive \$50,000 their first year as a full member of the ANCAC.
- (c) Contingent on the availability of funds, the center will receive \$75,000 their second year as a full member of the ANCAC.
- (d) Contingent on the availability of funds, the center will receive \$100,000 their third year as a full member of the ANCAC.
- (e) The center will receive full funding their fourth year as a full member of the ANCAC.
- (f) If proration occurs, all centers will share the reduction
- (g) Possible additional funding will be made available for satellite centers.
(To be studied further by long range planning committee)

***By-Laws revisions approved by the Board of Directors October 12, 2001**