

# Superior Child Abuse Prevention Council

## **Bylaws**

Adopted September 8, 1988  
Adopted September 8, 1994  
Adopted December 4, 1996  
Adopted December 4, 2001  
Adopted February 11, 2003  
Adopted April 9, 2003  
Adopted December 12, 2006  
Adopted September 9, 2009

### **ARTICLE I**

#### Name

The name of this Corporation is the "Superior Child Abuse Prevention Council" hereafter referred to as the "Council."

### **ARTICLE II**

#### Purpose

Sec. 1 The purpose of the Council shall be:

- a. To address the problems of Child Abuse and Child Neglect in Baraga, Houghton and Keweenaw Counties by identifying needed services, initiating new programs as needed, educating the community.
  
- b. The Council is formed to act as a Local Children's Trust Fund Council in the Michigan Child Abuse and Neglect Prevention Act (Michigan Compiled Laws 722.601 et seq.). As such, the Council is to receive and administer funds and property to be used exclusively for charitable, scientific, and literary purposes, or for the prevention of cruelty to children, all within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986. This Council is organized for the public welfare and for no other purposes and to that end may exercise any and all power for which a nonprofit corporation, exempt from taxation under the Internal Revenue code of 1986 and organized under the General Not for Profit Corporation Act of the State of Michigan for such purposes, is authorized to exercise.

### **ARTICLE III**

#### Membership

Sec. 1 Membership - is open to persons interested in and concerned with promoting a safe environment for the physical, mental and emotional well-being of children in Baraga, Houghton and Keweenaw Counties and who has attended at least one (1) meeting of the Council itself or a Committee of the Council prior to the time the individual is to be considered a member of record.

Sec. 2 Duties of Membership - it shall be the duty of the members of this Council to:

- Serve in an advisory capacity to the Board of Directors.
- Elect members to the Board of Directors to represent membership.

#### **ARTICLE IV** Directors

Sec. 1 Board of Directors - the business of the Council shall be conducted and the Council administered by the Board of Directors. The Board of Directors shall be comprised of not less than fifteen (15) nor more than twenty five (25) members. Directorships shall be divided between Appointed and Elected Directors.

a. Appointed Directors - Directors from this group shall include one (1) representative from each of the following public agencies as appointed by the Chief Executive of the agency and ratified by the Board of Directors of the Council:

- Department of Human Services - Baraga or Houghton and Keweenaw County
- Western Upper Peninsula District Health Department
- Copper Country Community Mental Health Services
- Juvenile Court - Baraga or Houghton or Keweenaw County
- Office of the Prosecuting Attorney - Baraga or Houghton or Keweenaw County
- Sheriff's Department - Baraga or Houghton or Keweenaw County or Michigan State Police
- Copper Country Intermediate School District

And one (1) representative from each of the following private agencies as appointed by the Chief Executive of the agency and ratified by the Board of Directors of the Council:

- Baraga-Houghton-Keweenaw Child Development Board (Head Start)
- Dial HELP
- Barbara Kettle Gundlach Shelter Home for Abused Women or Baraga County Shelter Home
- Child and Family Services
- Good Will Farm
- Keweenaw Bay Indian Community

- Substance Abuse Coordinating Agency (WUPSASCA)
- b. Elected Directors - Six (6) Directors shall be elected from the community and shall generally represent the demographic composition of the three counties.

Sec. 2 Qualifications - all Directors shall be members of the Council.

### Sec. 3 Term

- a. Appointed Directors shall serve until replaced.
- b. Elected Directors shall serve for a two (2) year term, but of the Directors first elected, four (4) shall be elected for a term of one (1) year. No elected director shall serve more than three (3) consecutive terms.
- c. Terms of office begin following the election at the Annual Meeting.

Sec. 4 Removal of Directors - the removal of any Director shall require the affirmative two-thirds vote of the entire Board of Directors. Notice of a vote to remove a Director shall be given at least two weeks prior to the meeting at which the vote is taken. Notwithstanding any other provisions herein, a Director who is absent for three consecutive meetings of the Board may be removed from the Board.

Sec. 5 Vacancies - the Board of Directors shall appoint a member of the Council to fill any vacancies on the Board for the remainder of the term, attempting to maintain the required composition of the Board.

Sec 6 Compensation - all members shall serve without compensation.

## **ARTICLE V**

### Meetings

Sec. 1 Compliance - P.A. No 267 of 1976 - meetings shall be conducted in accord with Michigan's Open Meetings Act.

Sec. 2 Membership Meetings - there shall be an Annual Meeting of the membership held in September of each year. Election for the Board of Directors shall take place at the Annual Meeting.

- a. Notification - the Secretary or his/her agent shall notify the members of record in writing or by email at least two (2) weeks prior to the annual meeting and any special meetings of the membership. The notice shall include the date, time, place and purpose of the meeting and the names of nominees for directorships submitted by the Nominating Committee.
- b. Quorum - there shall be no quorum requirement for membership meetings. An affirmative action of a simple majority of the members

present shall be sufficient for action of the membership. Appointed Directors may send a substitute in their absence, with voting power.

Sec. 3 Board of Directors Meetings - the Board of Directors shall meet a minimum of four (4) times each year. The date, time, place and frequency of meetings shall be set by the Executive Committee of the Board.

- a. Notification - the Secretary or his/her agent shall notify the Directors in writing or via e-mail at least seven (7) days prior to regular board meetings and 18 hours prior to special meetings stating the date, time, place and purpose of the meeting.
- b. Quorum - Seven (7) members of the Board of Directors shall constitute a quorum for Board Meetings. The action of the majority of said quorum shall be the action of the membership.

Sec 4 Special Meetings - a special meeting of the membership or the Board of Directors may be called by the Chairperson or by any five (5) Directors, subject to the notification provisions stated above.

## **ARTICLE VI**

### Officers

Sec. 1 The officers of the Council shall be Chairperson, Vice-Chairperson, Secretary and Treasurer.

- a. The officers shall constitute the Executive Committee.
- b. The officers of the Council must be Directors and shall be elected by the Directors at the Annual Meeting of the membership.

Sec. 2 Officers shall serve for a term of one year.

Sec. 3 Any vacancy occurring during a term of office shall be filled by appointment by the Board of Directors.

Sec. 4 The procedure for removal of an officer shall be the same as for the removal of a director. Removal from office does not constitute removal of Directorship.

Sec. 5 Officers may be re-elected for two (2) additional terms to the office they held the previous year

## **ARTICLE VII**

### Duties of Officers

Sec. 1 Chairperson

- Preside at all general, special and Executive Committee meetings as well as at the annual meeting

- Direct the business of the Council
- Oversee Council Coordinator

#### Vice-Chairperson

- Serve in the absence of the Chairperson
- Become familiar with the duties of the Chairperson, in preparation for the assumption of those duties the next year, if elected to that office
- Act as Chairperson of the Nominating Committee
- Organize Council education for Board meetings

#### Secretary

- Keep minutes and records of all membership, board, special and executive committee meetings
- Prepare and send out correspondence via mail or e-mail
- Maintain the membership roster
- Maintain the record of attendance at meetings
- Carry out the meeting notification requirements and post all meetings in accord with the Michigan Open Meetings Act

#### Treasurer

- Have custody of all funds
- Oversee an accurate accounting of disbursements and income
- Report the financial status of the Council at all meetings
- Review all monthly financial statements from the Council Coordinator
- Sign financial items as authorized
- Arrange for an annual inspection of the financial records of the Council by an independent, qualified individual, subject to approval of the Board

#### Executive Committee

Conduct the business of the Council between meetings, with the authority to spend up to \$500.

## **ARTICLE VIII**

### **Finances**

Sec. 1 Fiscal Year - the fiscal year shall be October 1 through September 30.

Sec. 2 Funds - the Council shall receive and hold interest for all its purposes as listed in Article II such real or personal property as may in any manner be given, granted, conveyed, bequeathed, or devised to, or otherwise invested in the Council.

#### Sec. 3 Bank Accounts

- a. The council shall authorize the establishment of any bank account.
- b. Disbursements may be made only in accordance with the budget and such other payments as may be properly approved by action of the

Council. Disbursements of less than two hundred fifty dollars (\$250) shall require the signature of any one member of the Executive Committee of the Board and disbursement over two hundred fifty dollars (\$250) shall require the signature of any two members of the Executive Committee of the Board.

## **ARTICLE IX**

### **Committees**

Sec. 1 Appointment - Committee Members will be Council members who have volunteered to serve on a committee of interest, unless they serve as an Officer required by their office to serve on a particular committee, or are appointed by the Directors. Committee membership shall be confirmed by the Board of Directors. Committee reports will be presented to the Board and members, and will constitute recommendations of courses to be taken by the Council following normal voting procedures.

Sec. 2 Executive/Finance Committee - the officers elected at the Annual Meeting shall constitute the Executive Committee. It shall act on behalf of the Board between meetings of the Board. It shall prepare the annual budget, oversee revenues and expenditures, review internal fiscal policies and make policy recommendations, arrange for audits as necessary, and perform other duties as directed by the Board. Assists with the recruitment, orientation, and mentoring of new members. Educates council about child abuse and neglect prevention.

Sec. 3 Nominating Committee - the Nominating Committee shall include the Vice-Chairperson and other persons appointed by the Board of Directors.

- a. The Nominating Committee shall prepare for the Annual Meeting a slate of candidates for election to the Board of Directors with attention to generally representing the demographic counties.
- b. Nomination may also be made from the floor at the Annual Meeting.

Sec. 4 Parent Education Committee - Coordinates activities for Parenting Awareness Month (March) and promotes positive parenting.

Sec. 5 Planning Committee - Performs needs assessment on the status of children and their families in the local community. Develops and writes the Semi- Annual Prevention Plan.

Sec. 6 Grants Committee – Develops and issues Request for Proposal (RFP) for local grants to be issued by the council. Reviews grant proposals received. Also reviews and assists with local grant submissions for direct service programs to the Michigan CTF.

Sec. 7 Fundraising Committee – Explores fundraising opportunities in order to increase ability to provide community education.

Sec. 8 Community Education Committee – Organizes educational programs for community addressing child abuse and neglect prevention.

Sec. 9 Other Committee – Committees to carry out other functions and activities consistent with these Bylaws may be established by the Board of Directors as appropriate. The Executive Committee may appoint Ad Hoc Committees or Task Forces when necessary.

#### **ARTICLE X** Dissolution

In the event of dissolution of this Council, all assets, real and personal, remaining after paying all outstanding obligations shall be distributed to such organizations as are qualified under Section 501 © (3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE XI** Discrimination

Rights and privileges of the membership or participation in activities of this Council will be afforded to all persons without regard to race, sex, religion, national origin, age, marital status, height, weight, physical and mental disabilities.

#### **ARTICLE XII** Amendments

These Bylaws may be amended by the majority vote of the membership at a meeting of the membership if written or email notice of the proposed amendment is provided to the members of record at least seven (7) days prior to the meeting at which the vote is taken.

#### **ARTICLE XIII** Parliamentary Authority

Decisions not otherwise specified in the Bylaws shall be made by the Board of Directors. Robert's Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure.