

**BYLAWS OF COURT APPOINTED SPECIAL ADVOCATES
SONOMA COUNTY, INC.**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE I
OFFICES AND BOOKS**

SECTION A: PRINCIPAL OFFICE

The principal office of Court Appointed Special Advocates of Sonoma County, Inc. (the Corporation) shall be located in Sonoma County, California. The principal office may change from one location to another within Sonoma County after the Board of Directors has passed a resolution approving of such a change. The initial address of the principal office is 133 N. Pythian Road, Classroom L, Santa Rosa, California 95409.

SECTION B: OTHER OFFICES

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate.

SECTION C: BOOKS

There shall be kept at the principal office of the Corporation:

- [i] correct books of account of the activities and transactions of the Corporation;
- [ii] minutes of meetings of the Board of Directors and any committees thereof;
- [iii] a copy of the certificate of incorporation and a copy of these by-laws including all amendments thereto; and
- [iv] a current list of addresses and phone numbers where each Director agrees that notices of board meetings may be sent.

SECTION D: DIRECTOR'S INSPECTION RIGHTS

Every Director and Officer shall have the right to inspect the books and records of the Corporation at any reasonable time.

**ARTICLE II
PURPOSES AND OBJECTIVES**

The purpose of Court Appointed Special Advocates of Sonoma County, Inc., is to promote educational and charitable endeavors including:

(a) promoting, recruiting, training and supervising volunteers who are appointed by the judicial system in Sonoma County to represent the best interests of abused, neglected, abandoned or dependant children;

(b) educating the public and those persons, offices, agencies and institutions concerned with providing services to abused, neglected, abandoned or dependant children and their families; and

(c) such other appropriate charitable purposes as the Board of Directors may decide to pursue.

ARTICLE III DIRECTORS

SECTION A: NUMBER OF DIRECTORS

The Board of Directors (the Board) shall consist of an odd number of Directors between nine and twenty-five, inclusive. The number may be changed by resolution of the Board. The Board may still act if the current number of members is even.

SECTION B: POWERS

[i] The activities and affairs of the Corporation shall be conducted by, and all corporate powers exercised by or under the direction of, the Board of Directors.

[ii] The powers of the Board are subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws.

[iii] The Board may delegate any of its powers to any number of committees except the following powers:

- [a] The power to fill vacancies on the Board or on committees;
- [b] The power to fix the compensation of Directors, Officers, employees and other agents of the Corporation;
- [c] The power to repeal, amend, or add to these Bylaws or the Articles of Incorporation; and
- [d] The power to appoint committees.

SECTION C: DUTIES

It shall be the duty of the Directors to:

[i] Perform any and all duties imposed on them collectively or individually by law, and by the Articles of Incorporation, and these Bylaws;

[ii] Appoint and remove, and prescribe the duties of, all Officers of the Corporation;

[iii] Supervise the Executive Director of the Corporation to assure that his or her duties are performed properly;

[iv] Meet at such times and places as prescribed by these Bylaws;

[v] Register an address and phone number at which they agree to receive notices of all meetings with the Secretary of the Corporation; and

[vi] Establish policies and procedures to ensure that the purposes and objectives of the Corporation are realized and to monitor the progress towards those goals.

SECTION D: MEETINGS

[i] The Board shall meet no less than six times per year. Regular meetings are those meetings held in the normal course of affairs of the Corporation. The first regular meeting of the calendar year is designated the Annual Meeting of the Board of Directors. The election of Officers and Directors shall occur at this meeting.

[ii] Special meetings are meetings of the Board that are called to deal with matters that require prompt attention. Special meetings of the Board may be called by the Executive Director, Chairperson of the Board, or any two members of the Board. A special meeting may count as a regular meeting in satisfaction of numerical meeting requirements.

SECTION E: NOTICE OF MEETINGS

Notice of the time and place of each regular or special meeting of the Board, together with an agenda stating all matters upon which action is proposed to be taken, shall be mailed to each Director at the address he or she lists with the Secretary, at least four days before the day on which the meeting is to be held. However, notice of special meetings may be sent to a Director by overnight mail, fax, or voice messaging system.

Notice of the time and place of adjourned meetings need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if the adjourned meeting is recommenced no more than twenty-four hours from the time the original meeting is adjourned. Notice shall be given to Directors absent from the original meeting if the adjourned meeting is recommenced more than twenty-four hours after the adjournment of the original meeting.

Each Director may waive the notice called for in this provision. Such waivers shall be in writing and filed with the corporate records.

SECTION F: LOCATION OF MEETINGS

Meetings of the Board shall be held at any place in Sonoma County that has been designated by the Board. Any meeting may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting may hear each other and participate in deliberations.

SECTION G: SELECTION OF DIRECTORS AND TERMS OF OFFICE

Directors shall serve three year terms, except as otherwise provided below. No Director may serve consecutive terms totaling more than seven years. Notwithstanding the foregoing, once elected, each Director shall hold office until his or her successor is elected and qualifies.

Directors shall be elected to the Board by a majority vote of the entire Board. To become a Director, a person shall be nominated by the Director and Officer Development Committee, except for the initial members who shall be appointed by the Executive Director.

Any vacancy created by the death, resignation, removal or other incapacity of a Director may be filled by a resolution of the Board. Directors so appointed shall serve the remainder of the term.

All Directors must be at least twenty-one years old.

If additional members are added to the Board, the length of the initial term of that Directorship shall be such that an equal or very nearly equal number of Directorships expire each year.

SECTION H: COMPENSATION AND REIMBURSEMENT OF EXPENSES

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties, if so approved by the Board. Directors may not be compensated for rendering services to the Corporation in any other capacity unless such compensation is reasonable and does not provide an excess benefit to the Director. Directors may not have indirect financial interests in the leases, business transactions, or professional services of the organization.

SECTION I: RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board may be interested persons. An interested person, for the purposes of this section, means either:

(1) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION K: QUORUM

A quorum is majority of all Directors provided that a quorum may not be less than two persons.

No business shall be considered by the Board or any Committee at any meeting at which a quorum is not present. However, a majority of the Directors present at a meeting without a quorum may adjourn until the next regular meeting or until another time, provided that adequate notice of the next meeting is provided to all Directors.

SECTION L: MAJORITY ACTION AS BOARD ACTION

Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board unless provisions of California law otherwise provide.

SECTION M: REMOVAL

Any Director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting called for that purpose. A Director who misses three consecutive meetings shall be automatically removed, but may be reinstated by the Board for good cause shown.

SECTION N: RESIGNATION

Any Director may resign from office at any time. A resignation shall be in writing and shall take effect at the time specified therein, and if no time is specified, at the time of receipt by the Corporation. Notwithstanding the foregoing, no Director may resign if such resignation would leave the Corporation without a Director in charge of its affairs, unless that Director properly notifies the California Attorney General.

SECTION P: BOARD ACTION WITHOUT A MEETING

The Board may take action without a meeting so long as all Directors individually or collectively give their written consent to such action. All such consents must be filed in the Corporate books. All actions taken by such consent have the same effect as a resolution of the Board.

SECTION Q: ORGANIZATION OF MEETINGS

The President shall preside at every meeting of the Board, if present. If the President is absent, the Vice-President shall preside.

The Secretary shall act as secretary of the meetings. In the absence of the Secretary, any person appointed by the Secretary shall act as Secretary.

All meetings of the Board or committees thereof shall be conducted by the resolution procedure as defined in *Robert's Rules of Order*.

SECTION R: PROHIBITIONS AGAINST CASE ASSIGNMENTS

No Director may also be an active court appointed special advocate in Sonoma County or elsewhere.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION A: GENERAL PROVISIONS

[i] The Board of Directors may create or dissolve any number of committees by resolution. The Board of Directors may delegate any or all of its powers to a committee except those designed in Article III, Section B, and those listed in this Article.

[ii] Each Director shall serve on at least one committee.

[iii] Selection of Directors for committees shall be by resolution of the Board.

[iv] Any committee may have members that are not Directors. Such members do not have the right to vote on matters before the committee and shall serve only in an advisory capacity.

[v] There shall be at least two Directors on each committee. Each committee shall appoint a chairperson. Each committee shall meet at least monthly.

[vi] All members of each committee shall be noticed regarding meetings of the committee. The Executive Director and President shall be noticed of all meetings of every committee.

[vii] Every committee shall keep minutes of its meetings. The meeting minutes shall be kept with the Corporate books. Each committee shall distribute the minutes to the members of the committee and the Executive Director and the President.

[viii] None of the committees, except for the Executive Committee, shall have the power to spend the money of the Corporation unless such monies have been allocated to the Committee by resolution of the Board. A resolution by the Board approving of a budget with a specific allocation to a particular committee is such an allocation.

[ix] The following committees shall be standing committees: Executive Committee, Finance Committee, Officer and Director Development Committee, Strategic Planning Committee, Community Relations Committee, and the Fund Development Committee. The Board may create and dissolve other committees from time to time.

SECTION B: THE EXECUTIVE COMMITTEE

The Executive Committee will promulgate proposals for rules and regulations deemed necessary to direct the activities of the Corporation. The proposals will be presented to the entire Board for its approval. The Executive Committee will meet at least six times per year. The President, Vice-President, Secretary and Treasurer shall be members of this committee.

SECTION C: FINANCE COMMITTEE

The Finance Committee, with the assistance of the Executive Director, is responsible for developing budgets and tracking the financial performance of the Corporation.

Specifically, the Finance Committee will develop an annual budget and present it to the Board for approval before the start of the fiscal year. The Finance Committee will also track receipts and expenditures, compare them to budget and present their findings to the Board at every regular Board meeting. The Treasurer shall be a member of this Committee.

SECTION D: OFFICER AND DIRECTOR DEVELOPMENT COMMITTEE

The Officer and Director Development Committee is responsible for locating, recruiting and nominating potential Officers and Directors. After election to office, the committee is responsible for training and developing Officers and Directors.

SECTION E: STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee is responsible for assessing the needs of abused, neglected or abandoned children in Sonoma County and determining how the Corporation can best satisfy those needs. It is expected that this Committee will work closely with other appropriate Committees, such as the Finance Committee, to ensure that the needs of the Sonoma County's children can be fulfilled. The President shall be a member of this Committee.

SECTION F: COMMUNITY RELATIONS COMMITTEE

The Community Relations Committee is responsible for: developing strategies that enhance the internal and external images of the Corporation; ensuring that Sonoma County residents understand and support the Purposes and Objectives of the Corporation; and that the judicial system of Sonoma County understands and effectively utilizes the resources of the Corporation. This Committee is also responsible for soliciting the input of the clients and community in order to develop its strategies. Finally, this Committee is responsible for developing programs to recognize volunteers. The President shall be a member of this Committee.

SECTION G: FUND DEVELOPMENT COMMITTEE

The Fund Development Committee is responsible for locating, developing, and soliciting funds. Specifically, this Committee is responsible for planning and executing annual and special fundraising events. It is also responsible for preparing grant proposals. It is expected that this Committee will work closely with the Board of Directors and Board Development Committee. It is further expected that this Committee will appoint subcommittees such as: a subcommittee that seeks funding from individuals; a subcommittee that seeks funding from businesses; and a subcommittee designed to manage special events.