

## **By-Laws of the Crawford County Child Abuse Prevention Council**

### **Article 1**

1. Name: The Council shall incorporate as the Crawford County Child Abuse Prevention Council under Iowa status for nonprofit corporations.
2. Purpose: The purpose of the Council is “to promote positive and safe environments for the children in our community through Public awareness, education, and services designed to prevent abuse and neglect”.

### **Article II Membership**

1. Membership:
  - A. Individual Memberships: Membership on the Council shall be open to all individuals with personal commitment to improving community services to children and families.
  - B. Organizational Membership: Membership on the Council shall be open to all organizations.

### **Article III Governing Body**

1. Composition: the Council shall be no less than five and not more than fifty in number. The composition of the Council shall include appropriate representation from the community at large to enable the Council to fulfill its mission.
2. Tenure: Executive Officers: The Officers of the Council shall be elected bi-annually for two calendar year term at the annual meeting effective the following July 1 by the Council Members.
3. Salary: Any member of the Council shall not receive any salary or compensation for serving on the Council.
5. Quorum: For all purposes, one more than half present. A majority of the Council in attendance shall decide its actions, except as to an amendment of these By-laws as set out herein.

### **Article IV Officers**

1. Executive Officers: the Officers of the Council shall be Chairperson, Vice-Chair, Financial Officer and Secretary. The Chairperson and Vice-Chair may serve dual roles as either the Financial Officer and or Secretary.
2. Chairperson: The Chairperson shall be the elected leader of the Council and shall be the official spokesperson for the Council. It shall be the duty of the Chairperson to consult and confer with the Council who shall be responsible to interpret the policies of the Council. It shall be the duty of the Chairperson to guide the activities of the Council to meet the goals and resolutions of the Council. It shall be the duty of the Chairperson to preside at the annual meeting and all meeting of the Council as a whole.

3. Vice-Chair: The Vice-Chair shall perform any and all duties that may be delegated by the Chairperson or Council. In the event of absence or disability of the Chairperson, the Vice-Chair may be designated by the Council to perform any and all duties of the Chairperson during the said period of time.

4. Financial Officer: The Financial Officer shall report to the Council the disbursement of funds as directed by the Council and in accordance with Iowa status governing nonprofit corporations. The Financial Officer shall perform all duties incidental to the office of Financial Officer and have such other powers to perform such other duties as the Council may from time to time determine.

5. Secretary: The Secretary shall attend and keep the minutes of all annual and general Council meetings and shall forward said minutes to Council Members. The Secretary shall perform all duties incidental to the office of Secretary and have such other powers to perform such other duties as the Council may from time to time determine.

6. Removal: Any officer may be removed by a majority vote of the Council whenever in its judgment the best interests of the Council will be served.

#### **Article V Meetings**

1. Annual Meetings of the Council: There shall be an annual meeting of the Council at a date and time set by the Council. Other Council meetings may be called by the Chairperson.

2. Meetings of the Council: The Council shall meet regularly and may hold such other meetings as from time to time the Chairperson shall call. Special meetings of the Council shall be called by the Vice-Chair/Secretary upon written request of three members.

3. Notice of General Council Meetings: Notice of such Council meeting stating the date, time, and place of such meetings shall be emailed to each member not less than 24 hours before such meeting.

4. Notice of Special Meetings: Notice of special Council meetings stating the time and place thereof shall be served personally, by telephone, mail or email, upon each member entitled to vote at such meeting, not less than 24 hours before such meeting. At any meeting at which every member is present, even though without notice, any business may be transacted.

5. Voting: Each member of the Council shall be entitled to one vote at all meetings of the Council. Proxy votes shall not be allowed for the purpose of a quorum nor for any other purpose.

#### **Article VI Prohibited Activities**

1. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign of any candidate for public office.

2. No Officer or Member shall be authorized to encumber the Council or its assets by borrowing any funds for any purpose.

3. No Officer or Member shall be entitled to receive any compensation, salary, or any other remuneration from the Council for services on the Council.

**Article VII  
Dissolution**

1. Upon dissolution of the Council, assets shall be distributed by action of the Council in compliance with Chapter 504A of the Code of Iowa.
2. Notwithstanding the foregoing, upon dissolution of the Council, no member shall be entitled to any distribution or division of any property received by the Council, from any source, after the payment of all debts and obligations of the Council, shall be used or distributed exclusively for purpose within the intent of Section 501 C of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

**Article VIII  
Miscellaneous**

1. Waiver of Notice: Whenever any notice is required to be given by these By-laws or by the Article of Incorporation, or any of the laws of Iowa, a waiver of notice in writing, or approval in writing of the action taken, signed by the person or persons entitled to the Notice, whether before or after the time stated in the notice, shall be deemed equivalent to actual receipt of the proper notice.
2. Fiscal Year; The fiscal year of the Council shall be July 1 through June 30 as determined by the Council.
3. Administrative Year: The administrative year shall coincide with that of the fiscal year running from July 1 through June 30 or as determined by the Council.
4. Authority: Any Officer acting in good faith on behalf of the Council and within the scope of duties described in Article IV may authorize documents for the Council.
5. Seal: The Council shall not have a corporate seal and the signature of any Officer shall be binding upon the Corporation without necessity of a seal.
6. Proceedings of Meetings: Robert's Rules of Order (latest edition) shall govern the meetings of the Council in all cases unless they are not applicable or are inconsistent with these By-laws.
7. Claims: The Financial Officer shall pay claims as submitted by contracted parties for services approved by the Council. The Financial Officer shall report at least bi-monthly to Secretary.
8. Amendment: The Council, by a two-thirds majority of those members present (providing a quorum is present), may alter, amend, appeal, and in any way change these By-laws at any regular or special meeting of the Council following notice wherein the proposed changes are generally described.
9. Indemnification: The members of the Council, and their private property, shall not be liable in any manner for obligations, undertaking or liabilities and the members shall be exempted and indemnified against any personal expense, losses, or liabilities, which may accrue from time to time in any manner by reason of ownership, administration or distribution of the Corporate property or funds, or by reason of any actions of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or error in judgment, nor for errors or wrong doing of agents, broker, attorneys, or servants, nor for interest on funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner. NO person dealing with the members shall be under any obligation to inquire into their power or authority or into the validity, expediency or propriety of their actions, decisions, or transactions or to see the proper application of money or property paid over or transferred to the Council.

	Printed Names:	Signatures:	Dates:
Chair:			
Vice-Chair:			
Financial Officer			
Secretary:			