

**West Virginia Child Abuse Network  
Articles of Incorporation  
Organizing Principle  
(BYLAWS)**

**ARTICLE I – NAME AND PURPOSE**

**Section 1. Name.**

The name of this organization shall be West Virginia Child Abuse Network (doing business as West Virginia Child Advocacy Network), a Coalition of Child Advocacy Centers, hereinafter known as WVCAN.

**Section 2. Principal Office.**

The principal office of WVCAN is currently located at 601 Morris St., Suite 200; Charleston, WV 25301.

**Section 3. Purpose.**

The purpose of WVCAN shall be as follows:

*Working together to support hope, healing, and justice for children affected by abuse.*

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 4. Non-Profit Corporation**

As a non-profit corporation, no part of the net earning of WVCAN shall inure to the benefits of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions which are deductible under section 170 (C) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE II –MEMBERSHIP

### Section 1. Categories of membership

Categories of Membership. There shall be two categories of Program Membership/Affiliation and one category of Supporting Membership in the Corporation and may be additional categories of support membership as determined by the Board of Directors. The categories of membership shall be:

#### Program Membership:

- 1) Developing Members: An organization (multidisciplinary team or group at the local level) that is seeking to develop or is in the process of developing a Child Advocacy Center in a local community and meets requirements as set forth in the membership policies for such category. Developing members shall have decision making privileges at membership meetings.
- 2) Active Members: A program who has taken steps to establish a program in accordance with the components as delineated in West Virginia Code 49-1-3(f)(1) thru (10) (2007) and meets requirements as set forth in the membership policies for such category. Active members shall have decision making privileges at membership meetings.
- 3) All applications for program membership in the corporation shall be approved or denied a decision of the board at any regular board meeting. If suspended, or if an organization's membership shall lapse for any reason, then the above criteria will be used to determine membership status for re-applicants.

Supporting Membership: Individuals or organizations that support the ideals of WVCAN and the establishment of programs set forth in West Virginia Code 49-1-3(f)(1) thru (10) (2007) may become supporting members of WVCAN. A Supporting Member cannot block a decision in the consensus process.

### Section 2. Program Membership Year

Membership shall be for one year or less commencing on the first day of the fiscal year and ending on the last day of the fiscal year.

### Section 3. Membership Dues

Members shall pay dues to belong to WVCAN annually based upon their category of membership. The Board of Directors shall have the authority to levy and set membership dues amounts.

### Section 4. Membership Record

Records of membership status will be maintained by the Secretary of WVCAN. Membership shall be on an annual basis.

## **Section 5. Revocation of Membership**

Membership can be revoked by the Board of Directors at a board meeting.

## **Section 6. Meeting Notification**

All Active, Developing, or Supporting Members shall receive notification of meetings via email, phone or letter. Time and place of the meetings will be determined by WVCAN in coordination with membership.

## **Section 7. Annual Meeting**

There shall be an annual meeting of members each year. The annual meeting will be for the purpose any business that may come before the membership, as well as providing education and networking. At each annual meeting, representation from the Executive Committee of the WVCAN Board of Directors will attend.

## **Section 8. Special Meetings**

Special meetings of the membership may be called by the Board of Directors, the Executive Committee or 35% of Active Members.

## **Section 9. Quorum**

A majority of Active Members constitutes a quorum. When approved by the Board of Directors or Executive Committee, a decision about an immediate issue may be taken by phone or email without calling an emergency meeting. In the case of a phone or email decision, a majority of all Active Members constitutes a quorum and all Active Members must be notified of the vote.

## **Section 10. Rules**

The Membership will make every effort to achieve consensus on all official actions taken by Membership. However, if consensus cannot be reached for time-sensitive issues, as determined by the Chief Executive Officer, then a 75% majority vote by eligible voting members who are present will rule.

Each member center will annually designate in writing a person to represent and act on behalf of that center on official actions in which membership has authority. The designated representative may also identify a proxy to act on their behalf if they are unavailable.

## **Section 10. Membership Authority**

The membership of WVCAN is authorized to elect members of the Board of Directors, amend organizational bylaws, and other issues/actions deemed appropriate for official Membership action by the Board of Directors.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1. Authority**

The governing body of WVCAN shall be a Board of Directors. The Board shall be responsible for the establishment of all policies governing the administration and operation of WVCAN.

### **Section 2. Confidentiality**

Officers on the Board of Directors shall hold in confidence all pertinent information relating to the business operations and provision of membership services of the organization and will not violate the confidential relationships between the Board, staff, volunteers, and program members of the organization.

### **Section 3. Number and Qualifications**

The Board of Directors shall consist of up to 20 members whose number shall be designated from time to time by the Board of Directors; provided, that at no time shall the number of directors be fewer than 7 and no decrease in number shall have the effect of shortening the term of any incumbent director. The Board shall include 4-6 CAC Leads (i.e. Executive Directors, Coordinators, etc.), provided that at no time more than one lead is on the board from a single center, who shall serve as liaisons to WVCAN member programs. Additionally, no more than 2 Directors on the WVCAN Board may serve concurrently who are affiliated with the same Member Center, whether MD(I)T members or center board members.

### **Section 4. Selection of Directors and Term of Office**

Directors shall be selected in the following manner:

- a. Each year, the CAC Directors Committee of the WVCAN Board will nominate CAC Leads to fill spots of outgoing CAC Leads on the Board. In addition to nominated CAC Leads, an ad-hoc Board Nominating Committee shall present to the membership - via mail, e-mail or any combination thereof - a slate of new directors to fill seats that have expired or are vacant. Directors shall be elected by majority vote of the membership via mail, e-mail or any combination thereof, in the fourth quarter of the fiscal year and prior to the final meeting of the Board of Directors in the fiscal year. Written or printed notice of the upcoming election of directors shall be delivered not less than ten (10) nor more than thirty (30) days prior to collection of ballots, either by mail or e-mail, by or at the direction of the President or Secretary, to each member center director entitled to participate in the election of directors.
- b. Following the election of new Board members by the membership, the Board of Directors shall affirm the election results at its final meeting of the fiscal year. The Board will adopt measures to ensure full participation by the membership in this process.

- c. Elected directors shall serve for one (1) three-year term and are eligible to serve two consecutive terms or a total of 6 consecutive years commencing on July 1 following their election or on such other date as the directors may specify, or until their earlier death, resignation, retirement, disqualification or removal from office. In the event of an increase in the number of directors, additional directors shall be elected for such terms as the Board shall specify.
- d. No elected director shall serve more than two (2) consecutive three-year terms or 6 consecutive years, except that the President may continue as directors while holding such offices until the next election of officers. Elected directors who have served for six (6) consecutive years are eligible to serve again after a one-year period.

### **Section 5. Filling of Vacancies**

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director or as the result of an increase in the number of directors may be filled by the decision of the remaining directors with a quorum present at any meeting of the Board of Directors. Any active director elected or appointed to fill a vacancy shall hold office until such director's death, resignation, retirement, disqualification or removal from office, or the termination of the unexpired term to which elected. The period during which a director is fulfilling a vacancy shall not count toward designated term limits.

### **Section 6. Duties**

- a. Establish and implement policies for the administration and operation of WVCAN.
- b. Receive and act on reports from committees of the Board, or its officers.
- c. Ensure that WVCAN is able to carry out the goals and objectives established in the strategic plan.
- d. Approve, support, and set policies governing any solicitation of funds in the name of WVCAN and assume responsibility and direction for the financial operation of WVCAN.
- e. Assume responsibility and directions of WVCAN including approval of an annual budget.
- f. Assist in fundraising for the organization.
- g. Ensure that all affairs of WVCAN are conducted in compliance with federal, state and local laws.
- h. Any and all other duties consistent with the purpose and mission of WVCAN.

### **Section 7. Compensation**

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity (such as staff capacity) are allowed to receive compensation therefore.

### **Section 8. Attendance**

Directors shall be required to attend either in-person or by teleconference or webinar 50% of all Board meetings in a fiscal year. If a Director does not attend at least 50% of the meetings without due cause, then the Director may be suspended from Board service.

### **Section 9. Resignation**

Any director may resign at any time by giving written notice of such resignation to the Board of Directors, and such resignation shall be effective immediately upon delivery.

### **Section 10. Removal**

Any Director may be removed by a consensus decision by the Board of Directors for misconduct, neglect of duty, or ineligibility, as defined below:

- 1) Fiduciary misconduct or neglect with regard to corporate assets;
- 2) Unauthorized or misuse of corporate funds;
- 3) Conduct detrimental to the best interest of the organization as determined by the Board of Directors;
- 4) Excessive absence from board meetings without justifiable cause as determined by Board of Directors;
- 5) Conviction of a felony while serving as a member of the Board of Directors.

In the event that any Director is removed under the provisions of this article, the Board of Directors shall be responsible for replacement of this Director.

### **Section 11. Meetings**

Regular meetings of the Board of Directors shall be held no less than quarterly, at a regular time and place designated by the Board. Notices of these meetings shall be e-mailed to all Board members at least one week in advance and shall include the previous meeting's minutes and the planned agenda of the upcoming meeting.

### **Section 12. Special Meetings**

Special meetings may be held at the request of the President or three (3) or more members of the Board of Directors. Board members shall receive at least one day's notice, which may be oral or in writing. Such notice shall state the purpose of the proposed meeting and the date, time and place of such meeting. Business transacted at such meeting shall be confined to the announced agenda.

### **Section 13. Minutes**

Board and committee minutes shall be prepared by the WVCAN Secretary or designee. They are to be presented for approval at the next regular meeting. Approved minutes of Board meetings will be signed by the WVCAN Secretary, kept in a book which shall also contain copies of all meeting notices and agendas. This book shall be stored at the Secretary's place

of business. A copy of the approved Board minutes will also be made available to Active Members.

#### **Section 14. Rules**

The Board of Directors will make every effort to achieve consensus on all official actions taken by the Board. However, if consensus cannot be reached for time-sensitive issues, as determined by the President, then a 75% majority vote by eligible voting members who are present will rule.

#### **Section 15. Quorum**

One half of the number of the current Board members shall constitute a quorum to conduct business. Quorum can be reached through in-person attendance, by proxy, or when necessary by teleconferencing.

#### **Section 16. Open Meetings**

Board meetings shall be opened to the public, unless there are matters of a confidential nature, as determined by the President, to be discussed.

### **ARTICLE IV – OFFICERS**

#### **Section 1. Officers**

The officers of the organization shall be President, President-Elect, Vice-President, Secretary, and Treasurer.

#### **Section 2. Election and Term**

The nominating committee will generate a slate of officers for election, which will be distributed to all Board members in advance of the election. Additional nominations for officers will be accepted prior to election. The officers shall be elected by the Board of Directors at the final board meeting of the fiscal year, and their term shall start at the beginning of the fiscal year.

- a) Elected officers shall serve for a term of one (1) year.
- b) No officer may serve for longer than three (3) consecutive years in the same office.

#### **Section 3. Officers Duties**

- A. The President shall:
  1. Assure the facilitation of all meetings of the Board of Directors.
  2. Exercise general supervision over the interest and welfare of WVCAN.
  3. Appoint all committee chairs and members.
  4. Oversee implementation of the strategic plan.
  5. Perform other such duties as may pertain to the office of President.

B. The President-Elect shall:

1. Be elected at least six months prior to the completion of the President's term of office.
2. Have served on the Executive Committee or as a Committee Chair prior to election.
3. Become President after the completion of the term for which he or she was properly elected or in the event that the President is unable to fulfill his or her term.

C. The Vice-President shall:

1. Act as the President in their absence.
2. Assist the President with specified duties.
3. Perform other such duties as may pertain to the office of Vice-President.

D. Secretary shall:

1. Record and edit minutes of the Board of Directors and Executive Committee meetings, in conjunction with appropriate staff.
2. Oversee files and notebook of essential records, including Articles of Incorporation and Bylaws, agendas, minutes, attachments, committee membership, and all attendance records.
3. Perform other such duties pertaining to the office of the Secretary as the President or the Board may assign him/her. All records shall be maintained at the Secretary's place of business, in West Virginia.
4. Other duties may be delegated as necessary.

E. Treasurer shall:

1. Oversee in conjunction with the Chief Executive Officer the fiscal management of WVCAN.
2. Provide a financial report for each meeting of the Board of Directors.
3. Ensure that appropriate state and federal reports and other such forms and papers required by law and grant reports are filed.
3. Perform all duties, incident to the office of Treasurer, as may be assigned by the Board of Directors.

#### **Section 4. Vacancies**

Vacancies in any of the offices shall be filled by election as set forth in these bylaws at any regularly scheduled meeting of the Board. An officer who fills a vacancy shall serve until the next annual meeting and will be considered to have served one (1) full term in that office.

#### **Section 5. Resignation**

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, and such resignation shall be effective immediately upon delivery.

## **Section 6. Removal**

Any officer may be removed by a consensus decision by the Board of Directors for misconduct, neglect of duty, or ineligibility, as defined below:

- 1) Fiduciary misconduct or neglect with regard to corporate assets;
- 2) Unauthorized or misuse of corporate funds;
- 3) Conduct detrimental to the best interest of the organization as determined by the Board of Directors;
- 4) Excessive absence from board meetings without justifiable cause as determined by Board of Directors;
- 5) Conviction of a felony while serving as a member of the Board of Directors.

In the event that any officer is removed under the provisions of this article, the Board of Directors shall be responsible for filling the vacancy per the process outlined in Article IV, Section 4.

## **ARTICLE V- CHIEF EXECUTIVE OFFICER**

### **Section 1. General.**

The Board of Directors shall have authority to employ and/or discharge a Chief Executive Officer based upon such terms and conditions that the Board may determine. The Chief Executive Officer of the Corporation shall be responsible to the Board of Directors for the management of all programs and staff. The Chief Executive Officer shall have the authority to execute contracts on behalf of the Corporation.

### **Section 2. Personnel.**

The Chief Executive Officer may employ and supervise such other staff as is deemed necessary as authorized by the Board of Directors to carry on the business of the Corporation.

### **Section 3. Employment and Qualifications.**

The Chief Executive Officer shall be employed by the Board of Directors upon the recommendations of the Executive Committee. Candidates for the position of Chief Executive Officer shall possess such educational, experiential and similar qualifications as the Board of Directors shall designate. The Board of Directors shall impose no requirement in regard to, or otherwise discriminate on the basis of the candidate's race, age, color, sex, sexual orientation, gender identity, religion, disability, or national origin.

### **Section 4. Compensation Review**

The Board of Directors shall review any compensation packages (including all benefits) of the Chief Executive Officer and set staff salary ranges and benefits. Compensation shall be approved only after determining that the compensation is just and reasonable. This review shall occur when such officer is hired, when a term of employment is renewed or extended,

and when such compensation is modified, unless the modification applies to all employees of the corporation and has been approved by the Board. The Board of Directors is responsible for conducting an annual performance review for the Chief Executive Officer.

## **ARTICLE VI – COMMITTEES**

The President may appoint members of the Board of Directors to serve on one or more committees. The President will appoint a chairperson for the committees and at any time may appoint additional members thereto. Committee members must be members of the Board of Directors. The members of any such committee shall serve 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. Each such committee may prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to procedure.

### **Section 1. Executive**

The role of this committee is to provide leadership for the support and growth of WVCAN and ensure proper financial guidance/oversight of the organization. The Committee is made up of officers and may include committee chairs at the discretion of the President. The Executive Committee is authorized to conduct meetings and take official action on behalf of the full Board of Directors in between Board Meetings, as necessary. Any official action taken by the Executive Committee will be included as an action agenda item, seeking affirmation from the full Board, at the next regular meeting of the Board of Directors.

### **Section 2. CAC Directors of the Board**

The role of this committee is to review applications of membership, official service expansion, bylaws and membership policy waiver requests, as well as CAC emergency funding requests. Additionally, the CAC Directors of the Board Committee solicits nominations from Membership for CAC Leads to fill open spots on the WVCAN Board of Directors.

### **Section 3. Finance & Investment**

The role of this committee is to develop and implement fiscal management strategies to support WVCAN.

There shall be established such other Standing and Ad Hoc Committees as the Board of Directors may determine necessary to the optimal functioning of WVCAN. The Board of Directors shall determine the composition and duties of such committees.

## **ARTICLE VII - - FISCAL MATTERS**

### **Section 1. Fiscal Year**

The fiscal year for WVCAN shall begin on July 1<sup>st</sup> and shall end on June 30<sup>th</sup> of the next year unless otherwise designated by the Board.

### **Section 2. Funds**

The Board of Directors authorizes the Treasurer or the Chief Executive Officer to make purchases, track funds, and manage assets for WVCAN as outlined in the annual budget.

### **Section 3. Audit**

The financial records of WVCAN shall be audited annually.

### **Section 4. Contracts.**

The Board of Directors may authorize any Board member, the Chief Executive Officer, or other agent of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and in compliance with fiscal policies.

### **Section 5. Revenues**

The corporation may solicit and receive revenue from any source as may be permitted by law, including, but not limited to, donations, gifts, and grants from private and public foundations and governmental units, so long as such revenue is used only to effectuate the purposes of the corporation.

## **ARTICLE VIII- NON-DISCRIMINATION**

WVCAN is committed to affording equal employment opportunities to all qualified, reliable, and productive employees without regard to age, color, race, creed, religion, sex, national origin, disability, disabled veteran status, sexual orientation, gender identity or Vietnam-era veteran's status. As such, WVCAN is an Equal Opportunity Employer. WVCAN does not discriminate on the basis of a person's age, color, race, creed, color, religion, sex, national origin, disability, disabled veteran status, sexual orientation, gender identity or Vietnam-era veteran's status regarding considerations such as recruiting, hiring, training, on-the-job treatment, demotion, termination, rates of pay or other forms of compensation and promotion.

## **ARTICLE IX- DISOLUTION CLAUSE**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE X- MISCELLANEOUS**

### **Section 1. Disclosure of Interest and Conflict of Interest**

All members of the Board of Directors will, on an annual basis, provide a written statement of disclosure attesting to the absence or existence of any financial and/or legal interest he or she may have currently or potentially as it relates to the Corporation. In a case where actions by the Board of Directors could or potentially would constitute a conflict of interest as a result of such declared personal financial or legal interest of a Director, that member shall abstain from voting and from attempting to influence the vote of any other Director and shall abide by the Corporation's Conflict of Interest Policy.

### **Section 2. Indemnification and Liability Insurance**

Every director, officer, committee member and/or employee of WVCAN, and others as may be specified from time to time by the Board of Directors, shall be indemnified by the incorporation, against all liabilities, judgments, awards, costs and expenses, including without limitation, counsel fees, imposed or reasonably incurred in connection with any proceeding to which he or she may be a party or become involved by reason of being or having been a director, officer, committee member, or employee of the corporation, or in any settlement thereof made with the consent or approval of the Board of Directors, except in such cases where the director, officer, committee member and/or employee is adjudged guilty of willful misfeasance, misconduct, or nonfeasance in the performance of duties.

This organization shall provide liability insurance coverage for the Board of Directors for its agents, employees, programs, property, and facilities.

## **ARTICLE XI – BYLAW REVIEW AND CHANGE**

The Board of Directors shall review these Bylaws every year. Bylaws revisions can be recommended to the membership by the Board after official action at a Board meeting, as long as Board members are notified at least two weeks in advance of the specific amendments being recommended. Board-recommended amendments must be subsequently approved by the membership for the change to take effect at any meeting of members at which a quorum is present, provided that notice of such amendments have been shared with members not less than ten (10) days prior to the meeting. In addition, these bylaws may be amended by a consensus decision of the full members conducted by conference call, mail, email, fax, or any combination thereof.

*Original passage 6/6/07*

*Amended by Board 10/20/08*

*Amended by Board 8/10/09*

*Amended by Board 12/13/10*

*Amended by Board 4/11/11*

*Amended by Board 6/27/11*

*Amended by Membership 6/21/12*  
*Amended by Membership 5/21/13*  
*Amended by Membership 9/27/13*  
*Amended by Membership 5/13/16*  
*Amended by Membership 12/5/19*  
*Amended by Membership 5/29/20*  
*Amended by Membership 11/28/22*  
*Amended by Membership 12/08/22*