

BY-LAWS OF CASA FOR DOUGLAS COUNTY

Article I: Name, Purpose, and Office

NAME: The name of the corporation is CASA for Douglas County, hereinafter, the corporation.

PURPOSE: The corporation provides an innovative, cost-effective approach to the urgent crisis of children who are abused and neglected entangled in the foster care system by recruiting, training, and supporting CASA volunteers to provide individualized attention for these children and to advocate for their best interests within the Separate Juvenile Court of Douglas County, Nebraska. We believe that every child is entitled to a safe, nurturing, and permanent home. We work with other key agencies, legal counsel, and community resources to ensure that these children have a voice in court. The corporation will encourage, support, and promote other programs in Nebraska that advocate for children who have been abused and neglected or who are at-risk.

The corporation is formed exclusively for the purposes for which a non-profit corporation may be formed under the laws of the State of Nebraska governing the formation of non-profit corporations, and the corporation shall not conduct or carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). The specific purposes of the corporation are:

- a. To receive a substantial part of its support for direct or indirect contributions from the general public to support its mission.
- b. To support the development, growth, and continuation of the corporation which recruits, screens, and trains community volunteers to advocate for abused and neglected children involved in proceedings in the Separate Juvenile Court of Douglas County.
- c. To operate exclusively to receive, hold, invest, and administer property and to make expenditures to or for the behalf of the corporation.
- d. To receive and maintain a fund or funds of real or personal property, or both, to use and apply the whole or any part of the income and principal thereof for charitable, educational, or scientific purposes of the corporation.
- e. Office: The corporation shall maintain its office or offices in the city of Omaha, Nebraska.

Article II: Members; Voting Power

The corporation shall have no members. The Board of Directors (hereinafter, the "Board") shall have sole voting power.

Article III: Board of Directors

SECTION 1. Management; President. The control and management of the corporation and its affairs, funds, and property shall be entrusted to and vested absolutely in the Board. The member of the Board who is serving as President of the corporation at any time shall also serve as the President of the Board.

SECTION 2. Number, Tenure, and Qualifications. The number of members shall be no less than three (3) and no more than fifteen (15), and within the variable range, there shall be that number of Directors last elected by the Board, reduced by the number of deaths, resignations or removals occurring since the last election. Each Director shall hold office until the expiration of their term of office or until their successor is elected and qualified. The number of Directors may be increased or decreased from time to time by the election of a greater or lesser number within the variable range, or beyond the variable range amended of this Section. All members of the Board are expected to have a completed successful background check, sign both conflict of interest and confidentiality policies (annually), complete the onboarding process, engage in assigned responsibilities and duties, to act in good faith and in the best interests of the corporation, its mission, and vision. This includes representation in and outside of the organization, during in-person, virtual, community and other events and social media contexts.

SECTION 3. Number of Terms in Office. A Director shall serve no more than two (2) three-year (3-year) full, consecutive terms, dated from the month and year of their election. It will be the responsibility of the Administrative and Strategic Development Committee to monitor and nominate members for the Board as needed. Background checks for all board members who choose to serve a second consecutive term will be completed prior to beginning a second term.

SECTION 4. Vacancies. Any vacancy occurring in the Board or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board at a regular or special meeting or shall be filled by a mail-in vote or electronic vote of a quorum of the current Board. The Administrative and Strategic Development Committee shall review Board candidate recommendations and shall present a ballot of one or more candidates for full Board approval at a regular or special meeting, by mail or by electronic mail. The ballot for a mail-in vote shall list the candidates approved by the Administrative and Strategic Development Committee, along with a brief biography of each candidate. Current Board members and any new members elected by mail-in vote or electronic vote shall be notified of the results of the mail-in vote or electronic vote by the current Board President, or their designee.

SECTION 5. Resignation and Removal of Directors. A Director may resign at any time upon written notice to the Board addressed to the attention of President or Secretary. A Director may be removed, with or without cause, by the affirmative vote of the majority of the Directors then in office who are present and voting at a meeting at which a quorum is present, provided that the three (3) day notice required by Article IV, Section 2 of these By-Laws must be given in the case of removal at a special meeting.

SECTION 6. Compensation. Directors shall not receive compensation for time served in the capacity of a member of the Board, except that the Board may approve for the payment of expenses of attendance by a Board member at a meeting or other function where such attendance has been authorized in advance by resolution of the Board.

SECTION 7. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Article IV: Meetings

SECTION 1. Annual and Regular Meetings. The Board shall provide for the time and place of regular meetings. There shall be no less than nine (9) meetings per year, one of which shall be an annual meeting which shall be held during the last quarter of each fiscal year. Notice of annual and regular meetings of the Board shall be given at least five (5) days previous thereto by written notice, accompanied by an agenda, to each Director at their address as shown on the records of the corporation, or to each Director's current email address. Board members shall attend 75% of scheduled meetings to be in good standing. State and local open meeting laws are limited to governmental entities and do not generally apply to nonprofit or for-profit organizations. Non-members or ex-officio members of the Board may, at the discretion of the Board President, participate in discussion at Board meetings provided they have (a) submitted a request of content, including all materials to the Board President seven days prior to the meeting, (b) have written approval to attend and have been added to the agenda, or (c) present reports at the discretion of the Board President but may not make motions or vote. Non- or ex-officio members will be permitted to share the approved information during a designated portion of the meeting, which will be noted in the meeting minutes, and then the Board will be permitted to continue with regular order of business.

SECTION 2. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board shall designate the place of meeting in the notice of the meeting. Notice of any special meeting of the Board, shall be given at least three (3) days previous thereto by written notice, accompanied by an agenda for such special meeting, to each Director at their address as shown by the records of the corporation, or to each Director's current email address, provided that no special meeting of Directors may alter, amend, repeal, or adopt the By-Laws unless written notice of the proposed alteration, amendment, repeal or new By-Law is delivered to all Directors at least three (3) days prior to such meeting and provided that no special meeting of the Board may remove a Director unless written notice of the proposed removal is delivered to all Directors at least three (3) days prior to such meeting.

Section 3. Delivery of Notice; Waiver of Notice. If mailed, any notice of a regular or special

meeting of the Board shall be deemed delivered when deposited in the United States mail in a sealed envelope with postage thereon prepaid. If sent by fax or any other electronic means, including e-mail, any such notice shall be deemed to be delivered when transmitted to such fax number or e-mail address as has been provided by any member of the Board as shown by the records of the corporation. Notice of any regular or special meetings of the Board may be waived either before or after the time of the 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.

SECTION 4. Quorum. One-half of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act is a greater number required by statute, the By-Laws, or Articles of Incorporation. No Director may act by proxy on any matter.

Article V: Officers

SECTION 1. Enumerated. The officers of the corporation shall be a President, President-Elect, a Treasurer, a Secretary and such other officers, including a Vice-President, that the board may appoint from time to time.

SECTION 2. The President. The President, with the assistance of the Executive Director, of the corporation shall preside at all meetings of the corporation and the Board and shall enforce all By-Laws as directed by the Board. The President shall, with approval of the Board, make and execute all contracts on behalf of the corporation. The President may be empowered to co-sign all payments made for corporation expenses and to meet corporate obligation. The President may be the corporation's spokesperson and can coordinate public relations matters.

SECTION 3. President - Elect. The President-Elect shall act for and exercise all the powers of the President in the absence of the President or in the event of their inability to act and will replace the President when their term expires.

SECTION 4. The Vice-President. The Vice-President, if any, shall perform duties as may be assigned by the President or the Board. The Vice-President will assume the roles of the President in the event the President is unable to perform duties or is removed.

SECTION 5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer's primary responsibility is to oversee management and reporting of the corporation's finances. The Treasurer does not write checks, pay bills or deposit payment, but may sign or co-sign checks for expenses that have been approved by management or the Board and reviews monthly bank statements, balance sheets, and other

financial reports as directed by the Board. The Treasurer reports the financial status of the organization to the Board at its regular Board meetings, presenting a Treasurer's Report that Board members review and approve with a formal vote. The Treasurer works with management staff and the Board-appointed finance committee to draft and approve the annual operating budget. The Treasurer shall also perform all duties as from time to time may be assigned by the President or by the Board.

SECTION 6. Secretary. The Secretary shall, with the assistance of the President prepare or cause to be prepared an agenda for all meetings of the board to be delivered within 48 hours of the Board meeting, keep or cause to be kept the minutes of all meetings of the Board and of the Executive Committee. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board and shall ensure corporate records are maintained.

SECTION 7. Succession Plan. A succession plan will be in place whereby the Vice-President replaces the President unless the Board agrees to appointing the President-Elect or another director to the President role. The President shall then serve in an ex-officio capacity as advisor for the following fiscal year.

SECTION 8. Officers and Terms. All officers shall hold office for one year. The President may not be elected to serve more than two (2) consecutive one-year (1-year) terms. Each officer shall hold office until their successor has been duly elected and has qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Section 9. Vacancies. Any vacancy in any office shall be filled for the unexpired portion of the term of such office by appointment by the President of the corporation subject to confirmation by the Board, except that the Vice-President can automatically succeed the President if a vacancy should occur in that office and approved by the Board.

SECTION 10. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment, the best interest of the corporation would be served thereby.

SECTION 11. Compensation. No officer shall receive any compensation in their capacity as an Officer of the corporation.

Article VI: Committees

SECTION 1. Committees. The Board shall designate an Executive Committee as provided for in Section 2 of Article VI. The Board by resolution adopted by the majority of Directors in office, may designate an Administrative and Strategic Development (which also serves as a nominating committee), Finance, and Fundraising Development Committee, each of which will consist of 2 or more Directors actively participating as members and such other persons as the Board of Director designates, provided that a majority of the membership of each committee are Directors. Each committee, to the extent provided in such resolution and except as otherwise restricted by law, shall have and exercise the authority of the Board in the

management of the corporation, provided that the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by the law upon the Board or such individual Director. The Chair of each committee shall be chosen by the President from among the Directors who have been designated by the Board to serve as members of that committee. Each Committee shall have a charter governing its operations, which charter shall be approved by the Board.

SECTION 2. Executive Committee. The Executive Committee shall consist of the elected officers of the Board, President, President-Elect, Vice President (if any), Secretary, and Treasurer. The Executive Committee shall exercise all power and authority of the Board to manage the affairs of the corporation between the meetings of the Board except the power to adopt a plan for the distribution of the assets of the corporation, or for dissolution, or to fill vacancies on the Board or on any committee, or adopt, amend or repeal the By-Laws or the Articles of Incorporation, or adopt a plan of exchange or mortgage of all or substantially all of the property or assets of the corporation; or Directors when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee. The Executive Committee may transact routine business between Board meetings and may act in emergencies (i.e., events requiring immediate action). All business transacted or any action taken by the Executive Committee shall be submitted to the Board for ratification at its next meeting. The Administrative and Strategic Development Committee shall present the candidates to fill the positions of President-Elect, Vice President, Treasurer, and Secretary to the Board, prior to the annual meeting.

SECTION 3. Term of Office. Each member of a committee appointed by the Board shall continue as such until the next annual meeting of the Board of the corporation and until their successor is appointed unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Vacancies. In the event a vacancy occurs on any committee, vacancies may be filled or additional appointments made at any regular or special meetings of the Board by a majority of the Directors then in office. In the event a vacancy occurs at a time when the Board is not in session, the President of the Board may appoint a member of the Board to serve as a non-voting ex-officio member of that committee until the next regular or special meeting of the Board.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee, present in person or by teleconference, shall constitute a quorum and the act of a majority of the member present at a meeting at which a quorum is present shall be the act of the committee.

Article VII: Executive Director

SECTION 1. Employment of Executive Director. The Board shall employ the Executive Director, who shall serve at the pleasure of the Board. The duties of the Executive Director shall be to

carry out the objectives of the corporation within the policies and general directives established from time to time by the Board. The Executive Director shall recommend policies and procedures to the Board and perform related supervisory duties as may be directed by the Board. Unless the Board shall otherwise provide as to any specific committee, the Executive Director shall be an ex-officio member of all committees. The Executive Director shall have no vote when serving as an ex-officio member of a committee.

SECTION 2. Removal of Executive Director. The Executive Director may be removed by the Board with or without cause.

Article VIII: Limitations

SECTION 1. Governance. The corporation, its officers, and its Board shall at all times conduct themselves in accordance with the Articles of Incorporation, the By-Laws, and the regulations and policies of the corporation.

SECTION 2. Use of Funds. The Corporation is formed exclusively for the purposes for which a nonprofit corporation may be formed under the laws of the State of Nebraska governing the formation of nonprofit corporations and not for any pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to or inure to the benefit of its Directors or Officers, except to the extent permitted under the laws of the State of Nebraska governing non-profit corporations. On dissolution of the corporation, any funds remaining after payment of the corporation's obligations shall be distributed to one or more organizations organized and operated for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualified as exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. Loss of Exemption. Nothing contained in these By-Laws shall authorize or empower the corporation to perform or engage in any acts or practices which would cause the corporation to lose its status as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or the corresponding provisions of any future United States Internal Revenue law.

Article IX: Finances

SECTION 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end the last day of June the following year.

SECTION 2. Checks, Draft, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation, and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. Loans. No loan shall be contracted on behalf of the corporation unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 4. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select. These deposits will be made within two business days of receipt.

SECTION 5. Gifts. The Board may accept on behalf of the corporation any contribution, gift bequest, or devise for any purpose of the corporation.

SECTION 6. Contracts. The Board may authorize any officer, officers, agent, or agents of the corporation, in addition to the officers so authorized by these By-Laws, 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 may be confined to special instances.

Article X: Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of all meetings of the Board and of any committee having any of the authority of the Board. All books and record of the Chapter shall be kept at the principal office of the corporation 4880-7241-4766.1 -8- Updated and Approved 9/13/2022 and may be inspected by any member of the Board, or their agent attorney, for any proper purpose at any reasonable time.

Article XI: Indemnification

SECTION 1. Indemnification of Directors and Officers. A Director or Officer or the corporation shall have no personal liability to the corporation for monetary damages for breach of fiduciary duty as Director, provided this provision shall not eliminate the personal liability or a Director (1) for acts or omissions not in good faith or which to evolve intentional misconduct or a knowing violation of federal, state, or local law; or (2) for any transaction from which the Director derived an improper personal benefit. Any expenses incurred by a Director in defending a civil or criminal action, suit, or proceeding, shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of notice of an undertaking by or on behalf of such Director. Also, as part of final disposition of such action, suit, or proceeding, such Director shall repay such amounts paid by the corporation if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation. The Board shall purchase and hold indemnity insurance.

SECTION 2. Indemnification of Employees and Agents. Persons who are not covered by the above section of the By-Laws and who are or were employees or agents of the corporation or are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust, or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board.

SECTION 3. Other Rights of Indemnification. The indemnification provided or permitted by the By-Law shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and

administrators of such person.

Article XI: Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by a two-thirds(2/3) vote of the Directors present at any regular or special meeting provided that at three (3) days written notice of intention to alter, amend, repeal, or adopt new By-Laws is given to the members of the Board.

It is hereby certified that these By-Laws, as amended, were adopted by resolution of the Board of the Association at a duly called regular meeting held on September 13, 2022.



SECRETARY