



NATIONAL CHILDREN'S ADVOCACY CENTER  
BYLAWS

ARTICLE I - NAME

The name of this organization shall be The National Children's Advocacy Center, Inc., hereinafter called NCAC. The principal address of the NCAC is 210 Pratt Avenue, Huntsville, Alabama 35801.

ARTICLE II - PURPOSE

The purpose of the NCAC is to be the model for breaking the cycle of child maltreatment by using a multidisciplinary team approach to prevention and intervention services for children and their families and by providing training and information for professionals.

ARTICLE III - BOARD OF DIRECTORS

**Section 1.** The Board of Directors (hereinafter called the "Board") shall be a self-perpetuating body that provides broad oversight and direction to the NCAC and establishes policies governing the administration and operation of the NCAC.

**Section 2.** Classification of Members. There shall be four classifications of voting Board members as follows:

- A. "Local Directors" – Persons residing in or around the Huntsville/Madison County area elected by the Board to serve specified terms of office.
- B. The number of Local Directors shall not exceed twenty (20).
- C. "Non-local Directors" – Persons residing outside the Huntsville/Madison County area elected by the Board to serve specified terms of office.
- D. The number of Non-local Directors shall not exceed three (3).
- E. As used herein, the term "Directors" shall mean both Local Directors and Non-local Directors, but the term shall exclude Special Officers and Stakeholders (as those terms are hereinafter defined).
- F. "Special Officers" – An Officer whose Director term of service has expired but whose duties of office require him/her to remain on the Board to fulfill said duties.
- G. "Stakeholders" - Selected community officials, who may from time to time be appointed by the President to serve on the Board:

1. Current Stakeholders include the Mayor of City of Huntsville, Alabama; Madison County Commission Chairman; Madison County District Attorney; Chief of Police, City of Huntsville, Alabama; Madison County Sheriff; Madison County Department of Human Resources Director; Huntsville City Schools Superintendent; Madison County Schools Superintendent; Mayor of City of Madison, Alabama; Chief of Police, City of Madison, Alabama; and Madison City Schools Superintendent.
2. Stakeholders may be represented at Board meetings by a proxy.
3. A proxy is one who is authorized to vote for another in their absence. Proxies for Stakeholders shall:
  - a. Be considered only when necessary.
  - b. Be recommended to the President by the Stakeholder whom he/she will represent at the beginning of the Stakeholder's term.
  - c. Be approved by the President for the Stakeholder's current term.
  - d. Have voting privileges.
  - e. Sign a confidentiality agreement.

H. As used herein, the term "Members" shall mean Directors, Special Officers, and Stakeholders (or their approved proxies).

**Section 3. Nominations and Election**

- A. Suggestions for new Directors shall be encouraged throughout the year.
- B. At the October Board meeting, the Executive Committee shall present a proposed list of new Directors, each of which shall have been previously contacted as to his/her interest in serving and shall have been informed that membership in the NCAC Protectors' Circle is required upon the Director's election.
- C. All newly elected Directors must complete a criminal and DHR background check prior to beginning his or her term.
- D. Newly elected Directors shall receive:
  1. Letter of welcome that includes membership obligations.
  2. Individual orientation, to be given by Executive Director, or appropriate designee, and President, or appropriate designee, within 30 days after election.

**Section 4. Term**

- A. Each Director shall serve a three (3)-year term.

- B. Directors elected at the November Board meeting shall start their term beginning at the January Board meeting following their election and ending at the commencement of the January Board meeting three (3) years from the start of their term.
- C. Approximately one-third (1/3) of the Directors shall rotate off the Board annually in “years-of-service sequence.”
- D. A Director shall serve no more than two (2) consecutive terms.
- E. After a one (1) year interim, a former Director may be re-elected to the Board.
- F. A Director elected to fulfill an unexpired term shall be eligible for re-election for one additional term.
- G. A Director elected to an office shall be eligible for a term extension in order to fulfill the duties of that office.
- H. Special Officers shall serve a term of one (1) year, beginning at the end of the November Board meeting, and shall be eligible to serve no more than two (2) successive terms.

**Section 5. Responsibilities of Members**

- A. Setting policies for administration and operation of the NCAC, according to its purpose and in compliance with federal, state and local laws.
- B. Recruiting, supervising, and evaluating the Executive Director; having authority to employ/dismiss said Executive Director, as needed.
- C. Establishing and maintaining Bylaws by which the Board governs itself.
- D. Establishing, reviewing, and evaluating the Strategic Plan.
- E. Accepting fiduciary oversight for:
  - 1. Approving annual budget.
  - 2. Selecting an auditor.
  - 3. Approving, supporting, and setting policies governing any solicitation of funds.
- F. Advocating for children’s issues and the NCAC.
- G. Every Local Director shall serve on at least one (1) standing or special committee.
- H. Every Local Director is expected to attend at least six (6) regularly scheduled Board meetings in each calendar year of his or her term of

service; provided, however, any Local Director elected to fulfill an unexpired term is expected to attend at least seventy-five percent (75%) of the regularly scheduled meetings during the remainder of that term.

- I. After four (4) absences, the Local Director shall be notified by the Board Secretary. In the case of a Local Director elected to fulfill an unexpired term, after absences at forty percent (40%) of the regularly scheduled meetings during the remainder of that term, the Local Director shall be notified by the Board Secretary.
- J. In the case of an out-of-town absence, Local Directors may fulfill their respective attendance requirements by connecting via a conference call into the Boardroom. This method may also be used for extenuating circumstances for in-town Local Directors who are unable to attend, if approved by the President. Proxies shall not be permitted for Directors.
- K. Every Non-local Director shall attend at least two (2) regularly scheduled Board meetings during the months of January through November; provided, however, any Non-local Director elected to fulfill an unexpired term shall attend at least twenty percent (20%) of the regularly scheduled meetings during the remainder of that term.
- L. After eight (8) absences, the Non-local Director shall be notified by the Board Secretary. In the case of a Non-local Director elected to fulfill an unexpired term, after absences at eighty percent (80%) of the regularly scheduled meetings during the remainder of that term, the Non-local Director shall be notified by the Board Secretary.
- M. Non-local Directors may fulfill their respective attendance requirements by connecting via a conference call into the Boardroom.
- N. Extenuating circumstances for absences of Directors shall be reviewed by the Executive Committee with appropriate action, if any, to follow.
- O. In addition to the foregoing, all Directors (but not Stakeholders) must maintain an active membership in the NCAC Protectors' Circle by contributing at least two hundred fifty dollars (\$250.00) per calendar year to the NCAC. If a Director chooses to make this contribution through his or her employer or through any other entity, the Director shall notify the chairperson of the Fundraising & Development Committee in writing (e-mail is sufficient) of his or her contribution, stating the date and amount of the contribution and identifying the entity through which the contribution was made, within seven (7) calendar days of making the contribution.

**Section 6. Meetings**

- A. Unless otherwise advised by the Executive Committee, Members shall meet monthly with the exception of the months of March, June, September and December.
- B. Written notice, along with the previous month's meeting minutes and planned agenda of the upcoming meeting, shall be given to each Member prior to the meeting. Special meetings shall be called by the President at the written request of three (3) Members, provided that at least one day's oral or written notice, stating the meeting's purpose, has been given to each Member.
- C. Unless otherwise specifically stated herein, a quorum shall exist when at least one-third (1/3) of the total Membership is physically present (or represented by proxy or connected via conference call) at a meeting; provided, however, that at least one member of the Executive Committee is present.
- D. Unless otherwise specifically stated herein, a majority vote shall mean at least one more than one-half of the Members physically present (or voting by proxy or by teleconference) at a meeting. Unless otherwise specifically stated herein, business may be conducted but no vote taken at any meeting without a quorum.
- E. If a Member is absent from three (3) meetings consecutively or non-consecutively during a one year term, his or her voting rights will be suspended at the next meeting during that term that the Member attends. The Member's voting rights will then be reinstated until such time as he or she misses three (3) more meetings.
- F. The rules contained in the most current edition of Robert's Rules of Order, Newly Revised shall govern the Board in all cases where applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the Board may adopt.
- G. The Board shall maintain a policy by which Board meetings shall be open to NCAC employees and the public, which includes the press, subject to space limitations. The NCAC reserves the right to close a Board meeting when personnel or confidential matters will be discussed or when a majority of the Board votes to close a meeting.

**Section 7. Resignations, Removals, Vacancies, Voting**

- A. Resignations
  - 1. Any Member may resign at any time by giving written notice to the President.

2. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.

B. Removals

1. Any Member shall be removed at any time by the affirmative vote of a majority of the Board, provided that all Members have received seven (7) day prior notice of the meeting with the intention of removal stated.
2. Directors who do not attend the expected number of regularly scheduled Board meetings in a calendar year of his or her term of service shall upon recommendation of the Executive Committee be removed and notified of such action by the Board Secretary. Directors elected to fulfill an unexpired term who do not attend the expected percentage of regularly scheduled meetings during the remainder of that term shall upon recommendation of the Executive Committee be removed and notified of such action by the Board Secretary. The Executive Committee may favorably consider the Director's active service on NCAC committee(s) in determining whether or not to recommend removal of the Director from the Board.

- C. Vacancies on the Board shall be filled from a slate presented by the Nominating Committee to the Board at any regular meeting; a subsequent election shall be held at the next regular Board meeting. A closed ballot shall be used if more nominations than slots available are received. In the case of a tie ballot, the President shall make known and withdraw his/her vote to settle the tie.

D. Voting Outside of Meetings

1. In an election of Directors and/or officers, any Member may vote by absentee ballot if there are circumstances preventing them from attending the Board meeting where the election is taking place. Such cases are subject to approval by the President in his/her reasonable discretion. If approved by the President, an absentee ballot will be sent to the Director who requests it. The request for the ballot must be made at least three (3) days before the election and must be returned to the President prior to the meeting.
2. On issues that are reduced to writing and distributed to the Members by mail, e-mail or at a Board meeting, votes may be cast, subject to approval by the President in his/her reasonable discretion, by e-mail when there are circumstances preventing a Member from attending the Board meeting in which the vote is taking place. The vote by e-mail must be received by the President at least one (1) hour prior to

the Board meeting. Votes submitted by e-mail will be printed and archived with the rest of the Board's essential records.

#### **ARTICLE IV – OFFICERS**

**Section 1.** The officers of the NCAC Board shall be President, Vice President /President-Elect, Secretary, Treasurer, and Past-President.

**Section 2.** Each proposed officer shall be drawn from the ranks of Local Directors who have previously served as a committee chair for at least one (1) year, and must continue to meet all obligations pertaining to Local Directors set forth in **Article III, Section 5** hereinabove.

**Section 3.** A slate of proposed officers to be elected at the November Board meeting shall be presented by the Executive Committee at the October Board meeting. In November, additional nominations from the floor shall be permitted, provided that prior permission has been obtained from the proposed nominee. A closed ballot shall be used if more nominations than slots available are received. In the case of a tie ballot, the President shall make known and withdraw his/her vote to settle the tie.

**Section 4.** Officers elected at the November Board meeting shall start their term beginning at the January Board meeting and ending at the commencement of the following January Board meeting. Officers shall be eligible to serve no more than two (2) successive terms. No Director shall hold more than one office at one time.

**Section 5.** If a vacancy occurs in the office of President, the Vice President/President-Elect shall automatically assume the duties of the President for the remainder of the term. The Secretary shall assume the duties of the President if the Vice President/President-Elect is unable to do so. If a vacancy occurs in an office other than that of President, the Executive Committee shall at the next regular Board meeting present the proposed name(s) for election and a vote will be taken at that meeting to fill the open slot for the remainder of the term.

**Section 6.** **Borrowing Money and Securing Same by Mortgage Deed or Trust; Conveyance of Property.**

- A. The President, Vice President/President-Elect, or Executive Director authorized by at least a majority of the Board, may borrow money on behalf of the NCAC up to such an amount as may be authorized by a majority of the Board and may, by mortgage or deed of trust, convey all or any part of the property owned by the NCAC, real or personal, or both, to secure the payment of any debt contracted by said authorized President, Vice President/President-Elect or Executive Director; but before such mortgage or deed of trust can be executed, a majority of the Board shall have first authorized at a meeting of the Board specifically called for the purpose, incurring of such debt and the execution of such mortgage or deed of trust with respect to all or part of the real or personal property, or both, of the NCAC, and shall have designated the President, Vice President/President-Elect or Executive Director to execute the mortgage or deed of trust and other necessary documentation, including, without limitation, a promissory

note. A certified copy of the minutes of such meeting shall be prima facie evidence of the authority of such President, Vice President/President-Elect or Executive Director to execute a mortgage or deed of trust or other documentation on behalf of the NCAC. Similarly, the President, Vice President/President-Elect, or Executive Director authorized by at least a majority of the Board, may by deed or bill of sale or other necessary documentation, convey all or any part of the property owned, real or personal, or both, but before such mortgage or deed of trust can be executed, a majority of the Board shall have first authorized at a meeting of the Board specifically called for the purpose, the conveyance of said property and shall have designated the President, Vice President/President-Elect or Executive Director to execute the deed or bill of sale or other necessary documentation. A certified copy of the minutes of such meeting shall be prima facie evidence of the authority of such President, Vice President/President-Elect or Executive Director to execute a deed or bill of sale or other documentation on behalf of the NCAC.

## **ARTICLE V – DUTIES OF OFFICERS**

**Section 1.**     President shall:

- A.     Preside at all meetings of the Board and Executive Committee.
- B.     Serve as ex-officio member of all committees.
- C.     Appoint chairpersons of all committees.
- D.     Serve as a spokesperson for the NCAC.
- E.     Perform such reasonable and necessary duties as the office demands.

**Section 2.**     Vice President /President-Elect shall:

- A.     Preside at all meetings of the Board and Executive Committee in the absence of the President.
- B.     Assume the duties of the President at the conclusion of the President’s term.
- C.     Assume the duties of the President for the remainder of the term, if a vacancy occurs in the office of President.
- D.     Perform such reasonable and necessary duties, as the President shall assign.
- E.     Shall be responsible for the purchase of the out-going President’s gift.
- F.     Serve as a liaison for the NCAC Advisory Council.

**Section 3.**     Secretary shall:

- A. Preside at all meetings of the Board and Executive Committee when the President and Vice President/President-Elect are not available.
- B. Be responsible for reviewing and editing minutes of the Board and Executive Committee meetings prior to distribution.
- C. Oversee essential records, attachments to minutes, and all motions passed.
- D. Keep an updated list of Directors' terms and attendance records.
- E. Perform such reasonable and necessary secretarial duties, as the President shall assign.
- F. Assume the duties of the Vice President/President-Elect if he or she is unable to carry out such duties.
- G. Receive committee attendance reports from committee chairpersons and keep those reports.
- H. Provide updated committee and board meeting attendance reports to the Governance & Bylaws Committee Chairperson on a quarterly basis in each calendar year.

**Section 4.** Treasurer shall:

- A. Oversee, supervise, and review all the fiscal matters in conjunction with NCAC Financial Director. Additionally, the Treasurer shall be required to report to the Board the status of financial condition at monthly meetings.
- B. Serve as chairperson of the Finance Committee.

**Section 5.** Past President shall:

- A. Provide counsel and support to the President.
- B. Perform such reasonable and necessary duties as the office demands.

**ARTICLE VI – COMMITTEES**

**Section 1.** Chairperson of all committees shall be appointed by the President for a term of one (1) year. He or she shall have served on the Board for a minimum of one (1) year prior to being appointed chairperson. He or she shall keep attendance at all meetings of his or her committee and shall provide those attendance reports to the Secretary as soon as practicable after said meetings.

**Section 2.** All Local Directors shall serve on at least one (1) standing or special committee.

**Section 3.** Standing Committees:

A. Executive Committee shall:

1. Be composed of the elected officers and the immediate Past President.
2. Conduct Executive Committee meetings consisting of the members of the Executive Committee and issue invitations to said meetings to third parties whose input will assist the NCAC in meeting its objectives.
3. Take action on any matter without meeting, provided that all members of the Executive Committee consent in writing to such action.
4. Have the authority to approve or disapprove any NCAC financial action up to and including the amount of \$100,000, full Board approval being required for any action over this amount. Provided, however, if through emergency circumstances full Board approval cannot be obtained, the Executive Committee shall have approval over any action above \$100,000.
5. Assist with the development of strategic plans.
6. Make recommendations to the Board for needed revisions and approval of strategic plans that will advance the mission of the NCAC.
7. Obtain consent of all nominees, before submitting names for voting.
8. Keep an ongoing list of potential nominees.
9. Present at the October Board meeting a list of proposed Directors, the number to be consistent with the designated vacancies, to be elected at the November Board meeting. (Additional names may be presented before voting takes place, provided that prior permission has been obtained from proposed persons.)
10. Present at the October Board meeting a slate of proposed officers to be elected at the November Board meeting.
11. Present to the Board a slate to fill any vacancy that may occur; a subsequent election shall be held at the next regular Board meeting.
12. Keep a record of its meetings and report to Board at the next regular Board meeting.
13. Meet at least twice per quarter, as deemed necessary by the President, or upon request by two (2) or more Executive Committee members.
14. Review annually the Executive Director's performance; considering, among other relevant factors, the level of his or her accomplishments with

regard to meeting NCAC mission objectives and ensuring the financial solvency of the organization.

15. Administer an annual evaluation of the Executive Director's performance, reviewing and discussing the evaluation with the Executive Director.

16. Determine the Executive Director's compensation each year.

B. Finance & Administration shall:

1. Be chaired by the Treasurer and composed of the President, Vice President/President-Elect and may include the Outreach Committee chairperson, Executive Director, immediate past Treasurer (if available) and at least one (1) member-at-large, plus any other members approved by the Executive Committee, who have the appropriate skills and interest to benefit the endowment fund.
2. Work in conjunction with the NCAC Finance Director to prepare the annual budget and be responsible for the fiscal management, including an annual audit, of the NCAC.
3. Review and update personnel policies and procedures.
4. In the Fall of each calendar year, collect and, thereafter, provide information to the Executive Committee for the performance review of the Executive Director.
5. Make recommendations to the Executive Committee regarding Executive Director compensation each year.
6. Receive and consider the Executive Director's recommendations in determining NCAC staff compensation each year.
7. Be responsible for making recommendations to the Board regarding the oversight and operation of the NCAC endowment fund to support the NCAC in times of financial necessity to maintain existing program and service levels.
8. Meet at least twice per quarter.

C. Governance & Bylaws shall:

1. Consist of at least three (3) Directors, one of whom shall have served on the previous year's Governance and Bylaws Committee, one who shall be a Past President, and one other member-at-large.
2. Maintain attendance and participation records for all members and provide updates at NCAC Board Meetings.

3. Meet at least bi-monthly.
4. Present a by-law section review at each NCAC Board Meeting.
5. Assure all board members complete Board Member Agreements yearly.
6. Maintain records of board member compliance with Protector Circle Membership.
7. Revise and amend Bylaws, as needed, according to Article XI.

D. Outreach shall:

1. Meet monthly or as deemed necessary by Committee Chair
2. Work in conjunction with the NCAC Development Director to plan, coordinate, and implement fundraising and social activities in support of resource development.
3. Support NCAC political advocacy through outreach to identified members of local-area legislative delegation (local, state, national) by Board and Committee members with relevant connections.
4. Promote ambassadorship (relationship building) through NCAC communications and community engagement activities.
5. Set next year committee goals in the fourth quarter of each year.

**Section 4. Special or ad hoc committees**

- A. Other committees may be appointed, as necessary, by the President and dissolved by the Members' vote.

**ARTICLE VII – NCAC ADVISORY COUNCIL**

**Section 1. Purpose**

- A. The NCAC Advisory Council (the “Council”) shall serve as a resource for the NCAC Board, Staff and community and provide a communication link between the Board, staff and the community. The NCAC Advisory Council shall have no voting privileges.
- B. In addition, the Council will provide interested friends, former Members, and other community leaders who cannot play a consistently active role, an

opportunity to serve the NCAC without the time commitment required for Membership.

- C. The Council may be asked as needed for advice and assistance in various areas, including long-range planning.
- D. The Council will be expected to participate in NCAC activities.

**Section 2. Council Responsibilities**

A. The Council shall:

1. Attend scheduled meetings.
2. Be available for counsel and assistance.
3. Maintain cognizance of NCAC programs, policies, and activities.
4. Be committed to the NCAC Mission.
5. Maintain membership in the NCAC.

B. NCAC shall:

1. Provide information pertaining to the ongoing activities of the NCAC (newsletters, reports, brochures, etc.) to Council members on a regular basis.
2. Apprise the Council of policies, goals, financial affairs, and strategic plans.
3. Host meetings with a meaningful, efficient agenda to provide useful information on current activities as well as to request input and suggestions from Council members.
4. Provide staff support, as necessary.

**Section 3. Council Membership**

- A. Vice President/President-Elect of the NCAC Board shall be the liaison between the NCAC Board and the Advisory Council.
- B. The total number of Council members in service shall not exceed twenty-five (25).
- C. Council members shall be nominated by the Nominating Committee of the NCAC Board; then approved and appointed by the Board.
- D. The NCAC Members shall select Council members to serve two (2) year terms, which may be renewed an unlimited number of times. (Terms for the first Council members shall be staggered, with half the Council members serving one-year terms, to establish rotation patterns).

- E. Council membership may be composed of community leaders, former Members, and other friends of the NCAC. Community leaders are Mayors, Police Chiefs, School Superintendents, City Council Presidents, City Attorneys, Fire Chiefs and Chamber of Commerce Presidents in incorporated areas of Madison County. Other leaders may be added to the Council by the Nominating Committee of the NCAC Board; then approved by majority vote of the Members.

**Section 4. Council Meetings**

- A. The Council shall meet as often as necessary, with a minimum of one meeting annually.
- B. The meetings shall consist of a business meeting in conjunction with a social gathering.

**Section 5. Council Leadership**

- A. The Council shall have a Chairman and Vice-Chairman, nominated for two-year terms by the Nominating Committee of the NCAC Board and elected by the Council.
- B. The Council Chair shall serve as a non-voting ex-officio member of the Board.
- C. The Chair and the Vice-Chair shall assist the Board in planning Council meetings and otherwise assuring that Council members are informed of NCAC activities.

**Section 6. Resignations, Removals, Vacancies**

- A. Resignations
  - 1. Any Council member may resign at any time by giving written notice to the President.
  - 2. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.
- B. Removals
  - 1. Any Council member shall be removed at any time by the affirmative vote of a majority of the Members, provided that all Members have received seven (7) day prior notice of the meeting with the intention of removal stated.
- C. Vacancies shall be filled from a slate presented by the Nominating Committee to the Board at any regular meeting; a subsequent election shall be held at the next regular Board meeting.

## **ARTICLE VIII– EXECUTIVE DIRECTOR**

**Section 1.** The Executive Director is employed by and responsible to the Board, to carry out the purpose, policies, and programs of the NCAC, as determined by the Board.

### **Section 2. Responsibilities**

- A. Administration of the NCAC and its activities, according to established policies.
- B. Making of recommendations to the Members with regard to policy changes.
- C. Making of recommendations to the Finance Committee with regard to NCAC staff compensation each year.
- D. Submitting to the Board a monthly report of NCAC activities.
- E. Performing such other duties incident to the Executive Director position as are requested by the Members.

### **Section 3. Authority**

- A. The Executive Director has the authority to sign contractual agreements on behalf of the National Children’s Advocacy Center in accordance with the NCAC Contract Management Policy requirements.
- B. Directing the day-to-day operation of the NCAC.
- C. Employing and directing activities of the NCAC employees.
- D. Dismissing employees in accordance with Personnel Policies approved by the Board.
- E. Working in close association with the President and Executive Committee of the Board.

### **Section 4. Interim Executive Director**

- A. In the event of a vacancy in the position of Executive Director, no current Member shall serve as interim Executive Director.
- B. The interim Executive Director is selected by majority vote of the Board.

## **ARTICLE IX – FISCAL MATTERS**

**Section 1.** Commencing on January 1, 2007, and for every year thereafter, the fiscal year shall begin on January 1 and shall end on December 31 of the same year unless otherwise designated by the Members.

**Section 2.** All checks, disbursements, or requisitions for funds shall be signed in accordance with the Financial Policy requirements.

## **ARTICLE X – DISSOLUTION AND WINDING UP**

**Section 1. Generally.** The NCAC shall continue unless a two-thirds majority of the total number of Members agrees to its termination and no Director shall file or pursue with respect to the NCAC any dissolution or liquidation, unless this Agreement specifically provides for such termination.

**Section 2. Dissolution.** The business of the NCAC shall be terminated, its affairs wound up and its property and assets distributed on the earlier to occur of the following (each a “Liquidating Event”)

- A. A determination by two-thirds majority of the total number of Members that the NCAC shall be dissolved.
- B. Bankruptcy or insolvency of the NCAC.
- C. The sale or other disposition of all or substantially all of the property and assets of the NCAC.
- D. Any other event causing dissolution of the NCAC under the Code of Alabama.

**Section 3. Bankruptcy and Insolvency.** For the purposes of the Agreement, bankruptcy shall be deemed to have occurred when the NCAC files or suffers a voluntary or involuntary petition under any federal or state bankruptcy law or such a petition is filed against

the NCAC and is not dismissed within a period of 90 days from the date of filing; or makes a general assignment for the benefit of creditors; or suffers the appointment of a receiver for all or substantially all of its assets; and insolvency shall be deemed to have occurred when the assets of the NCAC are insufficient to pay its liabilities as they mature and such entity shall so admit in writing.

**Section 4. Distribution of Assets.** Upon dissolution of the National Children’s Advocacy Center, its assets shall be distributed in a manner determined in Section 8 of the Articles of Incorporation.

**Section 5. Cancellation of Articles of Incorporation.** Upon the completion of the distribution of NCAC assets as provided in this Article XI, the NCAC shall be terminated and the Articles of Incorporation shall be cancelled and such other actions as may be necessary to terminate the NCAC shall be taken.

**Section 6. Reasonable Time for Winding Up.** A reasonable time shall be allowed for the orderly winding up of the business and affairs of the NCAC and the liquidation of its assets pursuant to this Article XI in order to minimize any losses otherwise attendant upon such winding up.

## **ARTICLE XI -- AMENDMENTS TO BYLAWS**

These Bylaws may be amended or revised at any regular meeting of the Board by a majority vote (voting by proxy, e-mail (subject to the requirements of Article III, Section 7.D.2. of these Bylaws) or teleconference is permitted), provided that the amendment(s)/revision(s) have been submitted in writing at the previous regular meeting or have been mailed to the Membership at least one (1) week prior to the meeting.

## **ARTICLE XII -- NON-DISCRIMINATION POLICY**

The NCAC shall maintain a policy by which no person shall be discriminated against because of race, religion, color, age, sex, national origin, handicap disability, veteran status, or any other characteristic protected under applicable law.

These Bylaws, adopted on August 16, 2017, supersede all other Bylaws of the NCAC previously made and contain the entire Bylaws of the NCAC.

*[Signature page to follow.]*

*[Signature page to the Bylaws of National Children’s Advocacy Center.]*

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Stephen Davis  
NCAC Governance & Bylaws Committee  
Chairman

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Chuck Jones  
Past NCAC President

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Bobby Ginn  
NCAC President

Amendments/Revisions: 1994, 1997, 7/98, 8/98, 11/99, 3/00, 5/01, 9/04, 3/05, 10/05, 8/06, 11/06, 11/07, 7/08, 5/10, 11/11, 5/13, 5/2014, 08/2015, 08/2017, 01/2020, 07/2021