



CREDIBILITY • INTEGRITY • ACHIEVEMENT

BYLAWS

OF THE

COUNCIL ON ACCREDITATION
FOR CHILDREN AND FAMILY SERVICES, INC.

ARTICLE I

NAME, SEAL AND OFFICES

- 1. NAME:** The name of the Corporation is the Council on Accreditation for Children and Family Services, Inc. (hereafter referred to as “COA”).
- 2. SEAL:** The seal of COA shall be circular in form and bear the acronym “COA.” Management in conjunction with the Board of Trustees (hereinafter referred to as the “Board”) may change the seal or the inscription thereon at pleasure.
- 3. OFFICES:** COA’s principal office shall be in the City, County and State of New York. COA may also have offices at such other places as Management or the Board may from time to time designate or the purposes of COA may require.

ARTICLE II

PURPOSE

COA partners with human service organizations worldwide to improve service delivery outcomes by developing, applying, and promoting accreditation standards.

ARTICLE III

GOVERNANCE AND AFFILIATED ORGANIZATIONS

1. **GOVERNING BODY:** COA is a not-for-profit organization governed by a Board made up of persons who bring perspectives of various constituent groups with an interest in promoting the quality of services. The constituencies represented on COA's Board include persons who can represent the views of its Sponsoring and Supporting Organizations, national professional organizations, consumers, labor, business, and other professions and disciplines. Each Trustee is elected as an individual and acts in his or her capacity as a Trustee in a manner that supports the achievement of COA's mission.

2. **RIGHTS AND RESPONSIBILITIES OF AFFILIATED ORGANIZATIONS:** There are two means of organizational affiliation with COA: Sponsoring Organizations and Supporting Organizations.

A. **SPONSORING ORGANIZATION:** Any separately incorporated national membership body made up of organizations meeting the eligibility requirements and generic principles of COA sponsorship (as determined by the policies of the Board) is eligible to become a Sponsoring Organization of COA. Such status requires the approval of the majority of COA's Trustees (as defined in Article IV "Board of Trustees").

B. **SUPPORTING ORGANIZATION:** Any incorporated national, state or provincial membership body comprised of organizations, professionals, consumers, or other individuals with an interest in service quality shall be eligible to become a Supporting Organization to COA. The purpose of a Supporting Organization shall be congruent with the purpose of COA as defined by the policies of the Board.

ARTICLE IV

BOARD OF TRUSTEES

1. **NUMBER:** The oversight of the affairs of COA shall be vested in an elected Board of Trustees of not less than fifteen (15) nor more than forty (40) individuals (hereinafter referred to as the "Trustees"). The Board shall have the right to increase or decrease, within the limits above set forth, the number of Trustees by vote of the majority of the Trustees then in office. In the event the number of Trustees is increased, the then existing Board shall elect the additional Trustees by a vote of the majority of the Trustees present at a properly called Board meeting, and such additional Trustees shall serve until their successors are elected and assume their duties.

2. **ELECTION:** Trustees shall be elected by a majority of the Trustees then in office at the Annual Meeting or at a Special Meeting called for that purpose. Nominations for membership

on the Board shall be made to the Board by the Nominating and Board Development Committee in accordance with guidelines set forth by the Board.

3. TERM: The term of a Trustee shall be for three (3) years or until a successor is elected or assumes his or her duties, whichever occurs first. The terms of office for a Trustee shall be arranged so that the number of terms of Trustees expiring each year shall be as close as possible to one-third (1/3) of the total number of Trustees.

An elected Trustee shall be eligible to serve **three (3)** consecutive three (3) year terms plus up to one (1) additional year of his or her unexpired term as a Volunteer Officer. One (1) year must elapse before he or she shall be eligible for reelection.

4. CONFLICT OF INTEREST: Trustees shall serve in their individual capacities and shall demonstrate unconflicted loyalty to COA during their terms of service. Trustees and Officers shall avoid any conflict of interest between themselves and COA, including without limitation, the conduct of private business or personal services between themselves or any persons related to them or any entities controlled by them or in which they hold a beneficial ownership interest. Notwithstanding the foregoing, a conflict of interest shall not be deemed to exist if (a) all material facts regarding such conflict of interest are fully disclosed to the Board prior to the approval of such transaction, and (b) the transaction is approved by the affirmative vote of a majority of the Trustees, excluding the Trustee(s) subject to the conflict of interest.

A Trustee who is subject to a conflict of interest may be counted in determining the existence of a quorum at any meeting of the Board for authorizing the interested transaction but may not participate in any vote related to the same. Trustees who have an interest in a transaction are prohibited from participating in any Board discussions related to the transaction.

5. QUORUM OF TRUSTEES; ACTION BY THE BOARD: At all meetings of the Board, a majority of the Trustees then in office shall constitute a quorum for transaction of any business, and except where relevant law or these Bylaws may require the affirmative vote of a greater number of Trustees, the vote of a majority of the Trustees then present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

6. VACANCY: Any vacancy occurring on the Board shall be filled by the Board by vote of the majority of the Trustees then in office and present at a properly called Board meeting. The Trustee elected to fill such vacancy shall serve until a successor is elected and assumes his or her duties.

7. REGULAR MEETINGS: The Board shall meet a minimum of three (3) times annually. Regular Meetings shall be called at such time and place as shall be designated by the Board or the Chair of the Board (herein Chair).

8. SPECIAL MEETINGS: Special Meetings of the Board may be called at any time by the Chair and shall be called by the Chair on the request of three (3) or more Trustees.

9. NOTICE: Notice of each Regular Meeting of the Board shall be given in writing and either delivered personally; mailed, addressed to his or her residence or usual place of business; sent by facsimile transmission; or emailed to each Trustee at least fifteen (15) days before such meeting. Notice shall state the time and place of the meeting.

Notice of a Special Meeting shall specify the purpose(s) for which the meeting is called.

Notice is deemed to have been given: by delivery, through messenger or in person, at the time of delivery; mail, on the third day after deposit in the United States mail with postage prepaid, or by overnight express delivery one day thereafter; by facsimile, at the time of transmission; and by email at the time of receipt of the electronic communication.

10. WAIVER: As set forth in this section, a Trustee may waive the requirement of notice on a meeting-by-meeting basis as follows:

- a. IN WRITING:** A waiver in writing, facsimile, or by email signed by the Trustee entitled to notice shall be deemed equivalent to notice.
- b. BY ATTENDANCE:** The attendance of a Trustee at a meeting shall constitute a waiver of the notice requirement of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except for a Special Meeting or where there are proposed changes to these Bylaws, the specific business to be transacted need not be stated in such notice. Such waivers may be made before or after the time of the notice stated in the above article.

11. ACTION WITHOUT A MEETING: Any action required or permitted to be taken by the Board may be taken without a meeting after notice is provided to all Trustees, provided that at least two-thirds (2/3) of the Trustees consent in writing to the adoption of a resolution authorizing the action to take place. Notice of the proposed action without a meeting shall be given in writing and either delivered personally; mailed, addressed to his or her residence or usual place of business; sent by facsimile transmission; or emailed to each Trustee. The notice of the proposed action without a meeting shall specify the action that the Board proposes to take. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board.

12. COMPENSATION: Trustees shall serve without salary or other remuneration and will be expected to cover the costs of participation on the Board as a part of their responsibility. Those Trustees for whom participation would be a hardship, such as self-employed Trustees or Trustees who represent an organization with a very small budget, which precludes support for participation, may seek assistance from COA.

13. RULES OF MEETING ATTENDANCE: No Trustee shall be allowed to send an alternate in his or her place. If any Trustee is absent from two (2) consecutive meetings, or three (3) meetings during his or her terms, the Chair may declare the position vacant at which time the Trustee shall be replaced in accordance to Article IV, Section 6 of these Bylaws.

14. RESIGNATIONS: Any Trustee of the Board may resign at any time by notice in writing to the Chair. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

15. REMOVAL: Any Trustee elected for a term may be removed from office, with or without cause, by the affirmative two-thirds (2/3) vote of all Trustees then in office at any Regular or Special Meeting of the Board.

16. ANNUAL MEETING: The last meeting of each calendar year shall be deemed the Annual Meeting of the Board. The Chair of the board and COA's President/CEO shall present a summary of the year's activities to the Board and to the public.

ARTICLE V

OFFICERS

1. NUMBER: The Officers of COA include Volunteer and Staff Officers. The Volunteer Officers shall be the Chair, a first and second Vice-Chair, a Secretary, a Treasurer and such other Officers, with such powers and duties not inconsistent with these Bylaws, as may be appointed and determined by the Board. There is one Staff Officer: the President and Chief Executive Officer.

2. VOLUNTEER OFFICER ELECTION: The Board shall elect all Volunteer Officers at the Annual Meeting. The Volunteer Officers are selected from those Trustees serving on the Board at the time of the election subject to the Trustee term limitations set forth in Article IV – Term.

3. TERM OF OFFICE: All Volunteer Officers shall be elected for one three year term and shall serve until their successors be elected and qualified, or until their death, resignation or removal. No elected Volunteer Officer shall be eligible for election to more than one term in the same office. COA's President and Chief Executive Officer is appointed by the Board and serves at the pleasure of the Board for no fixed term.

4. VACANCY: In the case of a vacancy of a Volunteer Officer, due to death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the Board by vote of the majority of the Trustees present at a properly called Board meeting, and the Volunteer Officer elected to fill such vacancy shall serve until the next regular meeting or until a successor is elected.

5. CHAIR: The Chair shall preside at all meetings of the Board. The Chair shall have and exercise general charge of the governing Board and shall do and perform such other duties as

may be assigned to him or her by the Board. Except as otherwise provided for in Article VI, the Chair shall appoint the members and chairs of all Board committees/task forces. Upon the completion of his or her term, the Chair will serve as Immediate Past Chair for one year.

6. CHAIR ELECT: The Chair Elect is elected for a single year that coincides with the last year of the term of the current Chair and shall do and perform such duties as may be assigned to him or her by the Chair.

7. FIRST AND SECOND VICE-CHAIRS: The First Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence, inability or refusal to act of the Chair. In the absence, inability and refusal to act of both the Chair and the First Vice-Chair, the Second Vice-Chair shall be vested with all the powers and shall perform all of the duties of the Chair.

8. PRESIDENT AND CHIEF EXECUTIVE OFFICER: The President and Chief Executive Officer shall be the chief administrative/staff officer of COA and shall have the responsibility to carry out the management of the fiscal, personnel, business, and professional affairs of COA. The President and Chief Executive Officer shall also have other duties as the Board and its Volunteer Officers may assign to him or her within the framework of Board-approved policies and consistent with the strategic direction established by the Board. The President and Chief Executive Officer shall sit on the Board as a Non-Voting Trustee.

9. SECRETARY: The Secretary shall have charge of such books, documents and papers as the Board may determine and shall have custody of the corporate seal. He or she shall attend the meetings of the Board and should keep the minutes of such meetings. The Secretary may sign, with the Chair, in the name of and on behalf of COA, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, may affix the COA seal. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such duties as may be assigned by the Board.

10. TREASURER: The Treasurer shall exercise oversight over the financial affairs of COA in accordance with the policies and the budget approved by the Board. The Treasurer shall assume the responsibility to chair the Finance Committee and perform all duties incident to the office of Treasurer, subject to the direction of the Board, and shall do and perform such duties as may be assigned by the Board.

11. RESIGNATIONS: Any Officer of COA may resign at any time by notice in writing to the Chair. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

12. REMOVAL: Any Officer may be removed from office, with or without cause, by the affirmative two-thirds (2/3) vote of all Voting Trustees then in office at any Regular or Special Meeting of the Board.

ARTICLE VI

COMMITTEES

1. STANDING COMMITTEES: There shall be an Executive Committee; a Nominating and Board Development Committee; a Finance Committee; an Audit Committee; and an Accreditation Committee. Each standing committee shall consist of at least three (3) Trustees and the Chairs of all of the Standing Committees will be Trustees.

A. EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the Officers of COA and the chairs of the Standing Committees. The Executive Committee shall possess and may exercise all powers of the Board in the intervals between regular meetings of the Board when immediate Board action is required as determined by the Chair if a quorum of the Board cannot be attained for the purposes of a Special Meeting.

Meetings of the Executive Committee may be called at any time by the Chair or Secretary at such place as he or she may designate, and shall be called by the Chair or the Secretary upon written request of not less than three (3) members of the Committee.

Notice of an Executive Committee meeting shall be in writing and either delivered personally; mailed, addressed to his or her residence or usual place of business; sent by facsimile; or emailed to each Trustee at least twenty-four (24) hours before such meeting. The notice will state the time and place of the meeting and shall specify the purpose(s) for which the meeting is called.

Notice is deemed to have been given: by delivery, through messenger or in person, at the time of delivery; mail, on the third day after deposit in the United States mail with postage prepaid, or by overnight express delivery one day thereafter; by facsimile, at the time of transmission; and by email at the time of receipt.

An Executive Committee member may waive the requirement of notice by submitting a signed, written waiver to the Chair or by attending or participating in the meeting for which proper notice was not given, provided, however, attendance at or participation in an Executive Committee meeting shall not constitute a waiver of the notice requirement when a member attends or participates in the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Waivers may be made before or after the time of the notice stated above.

At all meetings of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for transaction of any business by the Executive Committee. The vote of a majority of Executive Committee members present or participating at a meeting at which there is a quorum shall be the act of the Executive Committee.

All decisions of the Executive Committee require presentation to and ratification by the Board.

B. NOMINATING AND BOARD DEVELOPMENT COMMITTEE: The Nominating and Board Development Committee is responsible for the oversight and functioning of the Board as the Board carries out its policy, leadership and fiduciary responsibilities. Trustee recruitment, education, orientation and nominations fall within the responsibilities of the Nominating and Board Development Committee. The Committee is also responsible for determining a trustee's eligibility of future service by means of reviewing participation, attendance and overall engagement. The members of the Nominating and Board Development Committee shall be elected by and from the Board at its last Regular Meeting in a calendar year.

At the Annual Meeting, the Nominating and Board Development Committee shall present a slate of candidates to the Board to fill expiring Trustee and Officer terms. As is necessary, the Nominating and Board Development Committee shall also recommend to the Board the names of persons to fill Trustee, Officer and Nominating and Board Development Committee vacancies that occur from time to time.

C. FINANCE COMMITTEE: The Finance Committee shall be responsible for overseeing the financial management of COA, reviewing its annual budget, and making recommendations to the Board for action on the budget. The Finance Committee shall also perform other duties with respect to the COA's financial affairs as may be assigned to it by the Board.

D. AUDIT COMMITTEE: The Audit Committee shall be responsible for engaging and working with the auditor to prepare the annual audit. The Audit Committee shall receive the initial audit from the auditor and shall act as the conduit to COA in regard to questions regarding the audit and shall publish and present it to the Board. The Audit Committee shall ensure that proper fiscal controls are maintained. The membership of the Audit Committee shall consist of at least two (2) trustees not on the Executive Committee, non-members of the Board, and at least one member of the Committee shall have financial expertise.

E. ACCREDITATION COMMITTEE: The Accreditation Committee shall be responsible for reviewing COA's accreditation processes, the development of standards and methodologies. The Accreditation Committee shall report at least annually on its work. The Accreditation Committee shall consist of Trustees as well as non-members of the Board.

2. TASK FORCES: The Board, by resolution adopted by the affirmative vote of a majority of all Trustees then in office or by the Chair at his or her discretion may designate such task forces as the Board or Chair may from time to time determine to be in the best interest of COA. The Chair shall appoint Trustees to serve on the task forces. Non-members of the Board may serve on task forces.

ARTICLE VII

STANDARDS

COA shall adhere to its standards, as amended from time to time, in regard to non-service providing entities.

ARTICLE VIII

SPONSOR ADVISORY COUNCIL

1. **PURPOSE:** The Sponsor Advisory Council (hereinafter referred to as the “SAC”) provides the Sponsoring Organizations with a formal process and forum for directly interacting with and advising COA’s Board, President & Chief Executive Officer and senior staff.
2. **RIGHTS AND RESPONSIBILITIES:** SAC partners with COA’s Board and staff to:
 - a. provide advice and assistance in the development, application and promotion of COA’s accreditation standards and process, service quality, peer and team leader participation and public policy issues; and,
 - b. identify and develop such other initiatives that reflect and support the mutually held goals and visions of the Sponsoring Organizations, its respective members and COA.
3. **MEMBERSHIP:** The membership of SAC shall be comprised of the Chief Executive Officer of each Sponsoring Organization or such other staff member designated by him or her and the President and Chief Executive Officer of COA, who shall serve as non-voting member.
4. **REGULAR MEETINGS:** SAC shall meet at such times and in such places as shall be determined by its members.
5. **SPECIAL MEETINGS:** Special Meetings of SAC may be called at any time by COA’s President and Chief Executive Officer upon the request of three (3) or more members of SAC.
6. **BOARD REPRESENTATION:** SAC shall nominate five (5) members to serve as Trustees, and election shall occur upon recommendation by the Nominating and Board Development Committee to the full Board. The Board shall have final decision-making authority.
7. **COMMITTEE:** Members of SAC shall establish committees as needed.
8. **COMMITTEE MEMBERSHIP:** SAC committees shall be comprised of staff of each of the Sponsoring Organizations as designated by the Chief Executive Officer or his or her designee and the appropriate COA senior staff as designated by COA’s President and Chief Executive Officer.
9. **BOARD TASK FORCE PARTICIPATION:** Except as otherwise proscribed by these Bylaws, members of SAC may be invited to serve on Board committees and task forces.

10. OTHER: SAC members shall promulgate its own policies and procedures relative to its governance and the conduct of its business.

ARTICLE VIII

INDEMNIFICATION

Directors and Officers shall be indemnified to the extent allowed by applicable New York State law. Any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he was or is a Trustee, Officer, Accreditation Commission member, committee member or COA employee, or was or is the executor/personal representative of the estate of a decedent who is or was a Trustee, Officer, Accreditation Commission member, committee member or COA employee, shall be indemnified by COA against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Trustee, Accreditation Commission member, committee member or employee is liable by reason of negligence or misconduct in performance of his or her duties. Without limiting the generality of the foregoing, the expenses referred to in the preceding statement shall be deemed to include (I) if any such action, suit or proceeding shall proceed to judgment, any and all costs and other expenses imposed upon such person by reason of such judgment, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Trustee, Accreditation Commission member, Committee member or employee is liable by reason of negligence or misconduct in the performance of his or her duties; and (II) in the event of settlement of any such action, suit or proceeding, all reasonable costs and other expenses of such settlement (other than any payments made to COA itself). The foregoing rights of indemnification shall be exclusive of any other rights to which any such Trustee, Officer, Accreditation Commission member, committee member or employee may be entitled under any present or future law, statute, by-law, agreement, or otherwise.

ARTICLE IX

BLANKET BONDING

COA shall provide bonding or employee dishonesty insurance in such amounts as shall be determined for those persons who have authority to sign checks for COA or who handle or have access to its funds.

ARTICLE X

AMENDMENTS

The Board shall have the power to make, alter, amend and repeal COA's Bylaws by vote of the majority of the Voting Trustees in office provided that notice of the proposed action relating to the Bylaws is given in the notice of the meeting.

These Bylaws were approved as amended at the November 13, 2010 meeting of the Board.