

**BYLAWS OF THE ADVISORY BOARD
FOR THE
CENTER FOR THE PREVENTION OF CHILD MALTREATMENT**

Preamble

The Center for the Prevention of Child Maltreatment (CPCM) is established at the University of South Dakota. CPCM has the general purpose to support the provisions of health, safety and development services to children, and the promotion of parental and community responsibility for children throughout South Dakota. The mission of CPCM is to stop all maltreatment against South Dakota children in order to foster resilient families.

ARTICLE I. Advisory Board Membership and Term of Office

1.1 Advisory Board. To assist in the administration and advocacy of CPCM, there is hereby established an Advisory Board, which has the following general powers: to establish the goals and purposes of, develop administrative policies for, develop the work plan for, and promote the augmentation of funding for CPCM.

1.2 Membership. The Advisory Board shall consist of no more than thirty members who represent law enforcement, advocacy and government at the local, tribal, state and federal levels. There shall be twelve (12) agency, twelve (12) professional advocate and six (6) community advocate positions. All Advisory Board members shall represent the values of CPCM.

1.2(a) Agency Representation. The following agencies shall automatically receive representative membership on the Advisory Board:

SD Board of Regents	SD Department of Social Services
SD State's Attorney	SD Department of Health
SD Local Law Enforcement	SD Department of Education
SD Division of Criminal Investigation	SD KIDS COUNT
SD Unified Judicial System	Federal Bureau of Investigation
SD Internet Crimes Against Children Task Force	United States Attorney's Office, District of South Dakota

The representatives shall be selected internally by each agency. The Nominating Committee may assist in representative selection at the request of the agency. Should the agency choose not to fill their representative membership, the membership position shall remain open. No open agency slot may be filled by an alternate agency.

1.2(b) Professional Advocates. The Advisory Board shall include professional advocates, with the following advocacy agencies represented:

SD Legislative Member
(2 positions)

Tribal Representative
(2 positions)

County Victim's Advocate
(1 position)

Tribal Victim's Advocate
(1 position)

South Dakota Universities
(2 positions)

Advocacy Agencies, one of which represents a Child Advocacy Center, CACSD, and a CAC medical professional (4 positions)

1.2(c) Community Advocates. There shall be six (6) community advocate positions on the Advisory Board representing a diverse group of community members and leaders from across South Dakota. At least one community advocate member shall be a survivor and/or family member of a survivor of child maltreatment.

1.2(d) CPCM Director. The CPCM Director shall serve as ex-officio, non-voting Secretary-Treasurer of the Advisory Board. The CPCM Director shall also serve as parliamentarian in alignment with Robert's Rules of Order. The CPCM Director may be assisted by CPCM staff in the performance of the Director's duties.

Article II. Officers

2.1 Election of Officers. The election of officers shall take place at the annual meeting (3.1.a) of the Advisory Board. The Advisory Board Chair shall accept nominations from the Nominating Committee (4.3) and shall also accept nominations from the floor during the annual meeting. Election of officers shall be viva-voce (voice vote or show of hands). A motion for officer election by ballot may be requested to the Advisory Board Chair by any Advisory Board member in lieu of viva-voce election. No person shall be elected, or continue to serve, as an Officer unless he or she is a current member of the Advisory Board.

2.1(a) Chair and Vice-Chair. In odd years, the Advisory Board shall elect a chair from members of the Advisory Board. In even years, the Advisory Board shall elect a vice-chair from members of the Advisory Board.

2.1(b) Secretary-Treasurer. The CPCM Director shall serve as the ex-officio, non-voting Secretary-Treasurer of the Advisory Board. The Secretary- Treasurer shall also serve as parliamentarian in alignment with Robert's Rules of Order.

2.2 Selection of Professional and Community Advocates. The selection of professional and community advocates shall take place at the annual meeting (3.1.a) of the Advisory Board. The Nominating Committee shall be responsible for presenting a slate of advocates to fill the professional and community advocate positions. The

Advisory Board Chair shall also accept nominations from the floor during the annual meeting. Election of officers shall be viva-voce (voice vote or show of hands).

2.2(a) Professional Advocates. Any open professional advocate position on the Advisory Board shall be selected the Advisory Board at each annual meeting.

2.2(b) Community Advocates. Three community advocates shall be selected by the Advisory Board at each annual meeting for two-year terms. At the first annual meeting following the adoption of these Bylaws, the Advisory Board shall elect three Community Advocates, and at each successive annual meeting three Community Advocates shall be elected.

2.3 Terms of Officers and Community Advocates. Officers and community advocates shall hold office for a term of two (2) years and until their successors are elected. Officers and community advocates may be eligible for re-election for no more than two additional successive terms (maximum of six (6) years consecutive service). All terms shall begin as the Advisory Board Chair declares each officer elected during the annual meeting. The CPCM Director, as the ex-officio, non-voting Secretary-Treasurer, the agency representatives and the professional advocates are not subject to term limits.

2.4 Vacancy of Officers. If a vacancy should occur in one of the Officer positions, the Advisory Board shall appoint an Advisory Board member to fill such vacancy at a regular or special meeting as soon as reasonably possible. The officer so appointed shall serve the remainder of the unexpired term and thereafter may serve in the same office for no more than two (2) additional successive terms (maximum of six (6) years consecutive service).

2.5 Removal of Officers, Professional Advocates, and Community Advocates. An Officer can be removed from office, with or without cause, by a majority of members then serving. The Advisory Board shall proceed to fill the vacancy as provided by Section 2.3 of the Bylaws for the unexpired term of the officer being replaced. Professional advocates and community advocates can be removed from the Advisory Board, with or without cause, by a majority of members then serving. Vacancies in for the professional advocate and community advocate positions will not be filled until the next regularly held annual meeting.

2.6 Duties of Officers. The Officers shall perform the duties prescribed by these Bylaws.

2.6(a) The Advisory Board Chair shall:

- i. Preside at all meetings of the Advisory Board.
- ii. Be an ex officio, non-voting member of all committees of the Advisory Board.
- iii. Appoint all ad hoc Advisory Board committees, the terms of which may not exceed the term of the Chair.

- iv. Appoint the chair, vice-chair and members of each standing committee, except as otherwise specifically provided in these bylaws.
- v. Perform all duties as may be assigned by the Advisory Board.

2.6(b) The Advisory Board Vice-Chair shall:

- i. Preside at all meetings of the Advisory Board in the absence of the Chair.
- ii. Perform all duties as may be assigned by the Advisory Board.
- iii. Assume the office and duties of the Chair, in the event that office becomes vacant, until the Advisory Board fills such vacancy through an election as set forth in Section 2.3.

2.6(c) The Secretary-Treasurer shall:

- i. Keep accurate record of all proceedings of the CPCM Advisory Board and make the minutes and records available to members upon request.
- ii. Keep the official membership roll and to call roll whenever required.
- iii. Provide informational reports on sponsored program activity, including but not limited to grants and donations, in support of CPCM activities.
- iv. Serve as parliamentarian in alignment with Robert's Rules of Order.
- v. Perform all duties as may be assigned by the Advisory Board.
- vi. Assume the office and duties of the Vice-Chair, in the event that office becomes vacant, until the Advisory Board fills such vacancy. In the event the offices of both the Chair and the Vice-Chair should become vacant, the secretary shall assume the office of the Chair until the Advisory Board fills such vacancy through an election.

2.7 Duties of Advisory Board Members. The Advisory Board shall be subject to the mission of CPCM. No Advisory Board member shall act in conflict with action taken by CPCM. The Advisory Board shall: have general supervision of the affairs of the association between meetings; fix the date, hour, and place of meetings, in compliance with 3.1; make recommendations to CPCM pertaining to its execution of the approved strategic plan; declare an office vacant; adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by CPCM or its parent organization; and perform such other duties as are specified in these bylaws or ordered by CPCM or its parent organization.

2.7(1) Conflict of Interest. Advisory Board members shall, prior to voting on a funding issue that involves any program or agency in which they participate as an employee or member of the governing authority, disclose their interest in said program or agency and any conflict that may cause undue bias in their

vote. If a member of the Advisory Board has declared a conflict of interest, the member shall abstain from speaking or voting on such issue; however, the member does not need to leave the room during discussion or voting on the issue.

Article III. Meetings

3.1 Meetings. Regular meetings of the Advisory Board shall be held quarterly, in the months of January, April, August, and November of each year.

3.1(a). When possible, the annual meeting shall be held in conjunction with the April quarterly meeting.

3.1(b). Special meetings may be called by the Advisory Board Chair and shall be called upon the written request of sixteen (16) members of the Advisory Board. The purpose of the meeting shall be stated in the call and at least two (2) days written notice shall be given.

3.2 Quorum. A majority of the seated members of the Advisory Board shall constitute a quorum.

3.3 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of this association in all cases to which they are applicable

3.4 Minutes. The Secretary-Treasurer (or his or her designee) shall keep and retain minutes of all meetings of the Advisory Board and the committees and shall furnish copies of such minutes to Advisory Board members in a regular fashion.

Article IV. Committees

4.1 Standing Committees. The standing committees shall be a Native American Liaison committee and a Grants committee.

4.1(a) Standing Committee Composition. The Advisory Board Chair, with the assistance of the CPCM Director, shall appoint the chairperson and committee members of all standing committees. The chairperson of a standing committee shall be an Advisory Board member. Other committee members may come from the public at large.

4.1(b) Native American Liaison Committee - Duties. The Native American Liaison Committee shall oversee tribal outreach and will assist the CPCM Director in developing a work plan specific to Native Nations.

4.1(c) Grants Committee - Duties. The Grants Committee shall assist the CPCM Director in identifying funding sources for all work plans and coordinating grant applications.

4.2 Other Committees. Other committees, standing or special, shall be created in order to carry on the work of CPCM. The chairperson and members of such committees shall be appointed by the Advisory Board Chair. In the absence of the Advisory Board Chair, the Advisory Board may appoint the chairperson and members of a special committee, who shall be treated as though appointed by the president.

4.3. Nominating Committee. At the direction of the Advisory Board Chair, a Nominating Committee will be formed. The Nominating Committee shall nominate at least one candidate for each officer, professional advocate agency, and community advocate position that will be elected at the next annual meeting of the Advisory Board. The Nominating Committee shall submit nominations for the offices defined in these Bylaws at least twenty (20) days in advance of the annual meeting.

4.3 (a). Nominations. Any member of the Advisory Board may submit his or her own or another person's name as a prospective officer or advocate. Officers must be members of the Advisory Board. Such a submission should be made to the CPCM Director at least two weeks prior to the April meeting. The recommendations of the Nominating Committee may include the names of members that have not been submitted in such a manner.

4.4 Ex-officio Membership. The Chair shall be an ex-officio member of all committees except the Nominating Committee.

Article V. Amendments

5. Amendments. These Bylaws may be amended with the consent of a majority of the members of the Advisory Board, provided at least 16 votes have been cast, voting either: (a) in writing by mail; or (b) in person or by proxy at an annual or special meeting of the Advisory Board, provided that notice of the proposed amendment to these bylaws shall have been given in writing to all members entitled to vote at least twenty (20) days prior to such meeting.