



ISPCAN Organizational By-Laws

Reviewed by Caplin Drysdale, LLC and approved by the Board of Directors, 6 April 2021

Updated and approved by the Board, 14 April 2023

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Name and Location of Organization

The International Society for the Prevention of Child Abuse and Neglect (ISPCAN) is located at 8457 E Arapahoe Road Unit J-384, Greenwood Village, CO 80112. The website registered to the organization is www.ispcan.org via Network Domains Inc. and there is a registered logo and trademark renewed every 5 years through Brown & Brown LLC.



Statement of Purpose

Business Type

ISPCAN is a US 501 (c) (3) with a registered trademark

Mission and Value Proposition:

ISPCAN equips and connects professionals to lead in the global effort to prevent child abuse and neglect with access to the latest information, best practices, and a multidisciplinary worldwide network

Legal Registrations

The articles of incorporation on file with the Colorado Secretary of State (ID # 19871328848) on 7/7/1977 serve as the basis for the organization and these bylaws further stipulate how the organization will be structured. US federal and state laws take precedent over the articles of incorporation and then the bylaws. The Employer identification number (EIN) for the organization is 84-0743126 and IRS 990 forms are filed annually to retain our federal 501(3)(c) status.

Board of Directors

Size

The Board of Directors shall consist of a minimum of 3, but no more than 18 persons with no conflicts of interest. They may be Members of ISPCAN with diversity in skills in business, accounting, IT, nonprofit law, and other sectors, regions, and expertise that will benefit the organization's operational needs in addition to the experts in child abuse and neglect.

Roles

Their primary role is to provide governance to the organization through duty, care, and loyalty as defined in the Board job description (see appendix 1). They must sign a letter of commitment, make an annual direct monetary donation to ISPCAN, adhere to a code of conduct, attest to a conflict of interest policy indicating that they primarily fundraise and

serve as an ambassador for ISPCAN, follow the ISPCAN child safeguarding policy, follow the ISPCAN Diversity and Inclusion policy and serve as requested on an ISPCAN committee. The committees are described in section 3.5 and the Chair of each committee shall coordinate with staff, and report to the Board. The job description of board members to be reviewed as needed and a new letter of commitment signed annually by all board members.

Election or Appointment

Board members can be elected, or vacancies filled by either the membership vote or appointed by a majority vote of the board of directors. Strategic oversight and financial stability for the organization is the responsibility of all directors having equal authority and voting in a democratic manner. The executive director serves as an ex-officio board member. Members who are appointed by the Board may not exceed 1/3 of the total number of Board members Invited persons must join ISPCAN as a member.

Terms of Office:

Board members serve for a four year term (maximum of eight years) and receive an Orientation in the month after taking office, led by the Secretary, Treasurer, ED and Chair

Compensation and indemnification of board members

Board members are not compensated directly or indirectly in any manner and are bound by moral and ethical duties to hold all information about the organization in confidence. Board members shall be covered by Directors' and Officers' liability insurance.

Officers

Chair of the board, vice chair, secretary, and treasurer who are self-nominated, elected at a board meeting or online by confidential voting process and serve a term of two years. Officers will be elected by the incoming Board on which they will serve, such election to be arranged by the vice chair, in consultation with the Board to take place as soon as possible in the new Board's term.

Chair of the Board

Preside over board meetings, hold directors accountable for their responsibilities, and oversee committee appointments ensuring impartiality, duty, care and loyalty for all directors.

Vice-chair

Also known as chair elect serves as the successor to chair and become familiar with organization business in the term prior to taking office as chair. To assume the role of Chair on 1st January upon the completion of prior Chair's 2 year term or immediately, in the case that the chair becomes unable to complete duties outlined.

Secretary

Keep minutes for board meetings, oversee voting and action items log

Treasurer

In concert with ED and helps to oversee financial records, monitors compliance for accounting firm, and ensures audit, as well as state and federal tax requirements along with the Executive Director

Board Elections

- Candidates must be ISPCAN members in good standing for two years at the time of self-nomination and voted in by a majority vote by the membership or appointed by a majority vote of board members.
- Procedure for elections outlined by ED and as adopted by the board to be followed

Board Accountability

Letter of Commitment: All board members complete and submit a letter of commitment to the chair and ED specifying:

1. Financial Pledge to donate to ISPCAN annually, and specify a goal to fundraise
2. Specify partnerships and networks to connect ISPCAN to and take the lead to make connections to ISPCAN
3. Bring or develop key educational content or resources within the year
4. Engage members regionally, within member's discipline, leading network discussions
5. Serve as an ambassador for ISPCAN promoting events, membership and other programs

Removal

Any Board member or officer may be removed with a majority vote due to failure to attend meetings, failure to vote, satisfactorily complete duties, or to abide by all ISPCAN policies including codes of conduct.

Meetings

The schedule of Board meetings for the year shall be issued in quarter one. Board members are required to attend all Board meetings.

Board Meetings

Convene

Board will have regular meetings at least twice annually either in person or virtually as called by any majority of board members, the board chair or the executive director as needed.

1. Consent agendas will be employed. Review of the strategic plan, 990, budget, meeting minutes, and other key matters will be incorporated.
2. Quorum: For all board meetings and committee meetings a majority of board members must be present

Attendance

All board members are required to attend either virtually or in person, and a quorum must be in place.

Agenda for the meetings

Consent Agenda will be circulated in advance of the meeting by 2 weeks. The agenda will be drafted by the ED and Chair and any board member can call for edits. Typically board meetings will include: vote to approve consent agenda (previous minutes, reports, or any items circulated in advance for consideration), new business, strategic plan progress, financial review)

Minutes / Recordings

All major strategic discussion, action items and votes will be managed by the secretary in a timely manner. Recordings and meeting documents saved into shared computer drive with all members. Minutes with key actions to be drafted by secretary or designee and circulated within 2 weeks with a call for edits.

Voting

1. All voting on key matters will be proposed by a board member and seconded by a second board member.

2. Votes can be electronic or in person, with a majority decision making authority.
3. Secretary, ED, or chair will issue notice, set reasonable timelines and instruction for vote.
4. All board members are required to vote on all matters: yes, no or abstain as a matter of record
5. Voting for officers will be confidential. All other votes shall be open and transparent.
6. Final decisions will be sent to all board members in a timely manner by the secretary once the vote has concluded within 24 hours.

Standing committees

Board members serve on committees to work on issues or needs . Chair works with board members to determine committee appointments based on expertise, connections and regional efforts. All board and DAC members assist with membership recruitment & retention, educational resources, networking and partnership initiatives, fundraising, and supporting congresses.

Executive Committee

The Chair of the Board of directors may convene an executive committee comprised of the chair, vice chair, secretary, treasurer, and the executive director. This leadership team may convene as needed to advise on matters that are time sensitive and provide recommendations to the larger Board of Directors.

Personnel Committee

Led by the Vice-chair and one other board member selected by the vice chair to oversee the evaluation of the ED, make recommendations for performance and salary adjustments, be available to consult with ED on staff personnel issues, and work with ED to review personnel policies as needed.

Ad hoc committees

Can include and are not limited to committees on awards, grievance, board member compliance, bylaws review, governance or any other matter that cannot be addressed within standing committee work. These ad hoc committees can be proposed by any board member, have at least two members and approved by a majority vote of the Board or designated by the chair.

Distinguished Advisory Council

The Distinguished Advisory Council serves as a nonvoting body of experts to guide and provide specific subject matter expertise in the field of child abuse and neglect or other necessary talents to increase capacity of the organization. It is a voluntary council with, preferably, regional, multidisciplinary representation, and provide a specific project or contribution that directly benefits members. It has no fundraising responsibilities. An application process and final vote by board of directors will confirm members. Terms of service are two years. Depending on the relevance, benefit, or results of the project, product, or partnership developed, it could be extended or shortened at the discretion of the Board of Directors.

Responsibilities

Each DAC member will be responsible for developing and implementing a specific project, resource or a partnership to benefit ISPCAN. DAC members may be actively recruited by the board for a specific need. Alternatively, they must submit an application with a project proposal or beneficial partnership and be elected to the DAC by the board.

Accountability and Acknowledgment

Advisory council members shall be current members of ISPCAN. They will be formally recognized on the website and may be asked to participate in committees or other meetings as needed.

Role of the Executive Director

The Executive director serves as the full time paid Chief Executive Officer and reports to and is supervised by the Board of Directors in leading ISPCAN and delivering on its longterm vision. Specifically, he/she will ensure that ISPCAN's fiscal, operations, fundraising, marketing, human resource, technology, and programmatic strategies are effectively implemented across all segments of the organization. The executive director serves at will and is responsible for the organization, the staff, contractors, all contracts, partnerships, member benefits being delivered, funder requirements, tax and legal requirements as a US 501 (3) (c). The contract for the chief executive should follow industry best practice and contain the core duties listed below.

RESPONSIBILITIES

Strategic vision and leadership

1. Collaborate with the board to refine and implement the strategic plan while ensuring that the budget, staff, and priorities are aligned with ISPCAN's core mission.
2. Provide inspirational leadership and strategic direction to the organization and ensure the continued development and management of a professional and efficient

organization; establish effective decision-making processes that will enable ISPCAN to achieve its long- and short-term goals and objectives.

3. Cultivate a strong and transparent working relationship with the Board and ensure open communication about the measurement of financial, programmatic, and impact performance against stated milestones and goals.
4. In partnership with the Directors, help build a diverse and inclusive Board representative of the community that is highly engaged and willing to leverage and secure resources. The ED serves as an ex-officio member of the board

Development

1. Ensure that the flow of funds permits ISPCAN to make continuous progress towards the achievement of its mission and that those funds are allocated properly to reflect present needs and future potential, including Expand revenue generating and fundraising activities to support existing program operations and expansion while simultaneously retiring any existing debt; Oversight and implementation of new approaches to fund raising, building on industry relationships, that promote new models of generating revenue (CME, etc.); Overall responsibility for guiding the fundraising strategy and the accomplishment of the determined annual goals; Use external presence and relationships to garner new opportunities.
2. Formulate and execute comprehensive marketing, branding and development strategies that will ensure consistency throughout the organization and enhance revenue from major donors, foundations, government agencies, and corporations.
3. Strengthening infrastructure and operations
4. Ensure the delivery of high-quality services while managing for current and future growth.
5. Hire, manage, support and motivate the organization's staff and contractors.
6. Facilitate cross-departmental collaboration and strengthen internal communications with staff throughout the organization; create and promote a positive, multicultural work environment that supports consistency throughout the organization's strategy, operational methods, and data collection needs.
7. Oversee the financial status of the organization including developing long and short range financial plans, monitoring the budget and ensuring sound financial controls are in place; set financial priorities accurately to ensure the organization is

operating in a manner that supports the needs of the program and staff. Execute and manage all fiscal operations, contracts, personnel, and programs.

Program Development

1. Rationalize the delivery of programs through new and existing offices and partnerships.
2. Increase efficiencies and consistency throughout the organization by developing and implementing standardized programs, services, and program office marketing.

ACCOUNTABILITY

Reporting

The Executive Director reports to the board of directors and provides monthly updates on major initiatives, monthly financial Profit and Loss reports to the Treasurer, annual updates on strategic performance measures during board meetings while guiding the board on all organizational and business matters. ED must adhere to all ISPCAN policies for safeguarding children, code of conduct, and diversity and inclusion policies.

Contract & Performance Evaluation

The Executive Director be employed as an employee at will on a four (4) year contract which is renewable subject to the satisfactory performance by the Executive Director. An annual performance review for the Executive director will be conducted each year in December by the Board with parameters defined in the contract.

Hiring and Termination

Executive Director is hired and can be terminated with a majority vote from the Board of Directors.

Membership

Meeting guidelines

Member meetings will be held at least once annually, virtually or in person, inclusive of all members. Major updates will be shared by the ISPCAN leadership and content to be managed by the chair, membership program manager and the ED.

Categories

Multidisciplinary membership categories, pricing, and benefits to be determined and maintained by majority vote of the Board.

Responsibilities

Members will be asked to maintain an active profile in the member directory, contribute to programs, vote on various matters, and share research & best practices from their regions on ISPCAN platforms and social media to name a few. Members must also certify to adhere to ISPCAN's child safeguarding policy and can have their membership cancelled without notice for failing to comply.

Rights

Members will receive special benefits, access to the multidisciplinary international network of learning in child protection practice and research, an annual report for the organization with financials, annual member meeting, annual member survey, ability to provide feedback, suggestions and input to all ISPCAN programs (professional development, congresses, partner relationship, member engagement). On matters requiring a vote of members, each member is entitled to one vote. Payment of dues entitles members to all benefits specified by ISPCAN for each category of membership.

Amendment of by-laws

Process

- The new vice chair shall form a working group to review the by-laws, in the first quarter of their term.
- The by-laws can be modified by majority vote of the board of directors. **Authority**
The by-laws are superseded by the Articles of Incorporation, the laws of the state of Colorado, and US federal statutes.

Dissolution of organization

To follow the 7th provision in the articles of incorporation which summarily state in the case of dissolution:

Current Obligations

All liabilities and obligations of ISPCAN shall be paid in full.

Remaining assets

All remaining assets of ISPCAN shall be distributed to an international organization for maltreated children or to another charitable, educational, religious or scientific focused organization as agreed upon by a majority board vote.

Appendix 1: Board of Directors: Job description

The Board of Directors serves to fulfill the mission of the International Society for the Prevention of Child Abuse and Neglect (ISPCAN). Members have a moral and legal responsibility to provide governance and leadership to the organization.

Expected Commitment:

- Board members are appointed for up to **four years** for a maximum total 8 year term.
- Know ISPCAN's mission, policies, programs, strengths, and needs and be an advocate for the organization
- Represent the ISPCAN to the international public and represent ISPCAN at meetings within your region to network with other key organizations and recruit members
- Actively vote, participate, provide independent thoughts, strategy and research to develop ISPCAN as requested in a timely manner
- Serve on at least one committee (committee responsibilities to be decided annually and entered in letter of commitment)
- Be available to mentor ISPCAN staff members
- Contribute an average of 4-8 hours of service to the ISPCAN per month
- Actively participate in fund-raising strategies to ensure that adequate funds are raised to support the ISPCAN's programs
- Annual expected minimum contribution to be stipulated in their annual pledge forms due before the annual budget is created.
- Regularly attend fundraising and community events or lead member networking events
- Contribute to core needs as outlined in the program/committee needs, provide in kind services and be a vocal advocate for the best interests of ISPCAN
- Promote ISPCAN events and membership via social media or through your networks

Key Responsibilities:

- Understand and support the purpose of ISPCAN
- Participate in long-range planning
- Delegate responsibility for implementation
- Safeguard assets and ensure on-going viability of organization
- Monitor and evaluate ISPCAN's achievement of plans and goals
- Provide accountability to stakeholders

Qualifications:

- Demonstrated interest in ISPCAN's mission, core values and goals
- Possesses values congruent with ISPCAN's mission and core values
- Possesses integrity and business ethics

- Possesses strength of character and good judgment
- Ability and willingness to devote sufficient time to board duties
- Experience and/or knowledge in at least one area: budget & finance, business management, building/construction professionals, community development, faith groups, family services, fundraising, child welfare, law, local government, marketing, public relations, social work, law enforcement, retail business or other relevant area.
- Community, business and/or faith group connections
- Willingness to represent and actively promote ISPCAN's work to the community

Code of Conduct:

- An objective manner is used when deciding all issues
 - Abide by ISPCAN's Child Safeguarding Policy and Conflict of Interest policies
 - There is a commitment to accountability and allegiance to the Board of Directors in a code of conduct as evidenced by:
 - Coming on time and being prepared for meetings
 - Adhering to integrity and honesty with discussions
 - Keeping all discussions within meetings in confidence
 - Promoting harmony and productivity through collaborative conflict management
 - Maintaining professionalism and mutual respect for all members of the team
- Failure to abide by the code of conduct will result in dismissal from the Board with majority vote for non-confidence

- Accountability:**
- Sign a letter of commitment annually to provide the executive director and the organization details of financial and in-kind contributions that can be expected each year for budget and planning purposes.
 - All Board members must be active contributors with committee and board contributions.
 - Must participate in Board meetings without more than 2 unexcused absences
 - Must actively contribute to ISPCAN in the ways outlined in the job description.
 - Failure to abide by the Code of Conduct, child safeguarding, conflict of interest policies or other failures in participation, contributory, or attendance requirements is grounds for probation or immediate removal by majority vote of the board

Appendix 2: Distinguished Advisory Council Job Description

The ISPCAN Distinguished Advisory Council (DAC) shall provide non-binding strategic advice to the ISPCAN. Board of Directors and the ED and staff. The DAC does not have the authority to vote on ISPCAN corporate matters or bear legal fiduciary responsibilities to ISPCAN or the ISPCAN Board of Directors. They will be convened annually either virtually

or in person by the Executive Committee at least once a year as a group to harness the ideas and strengths to benefit ISPCAN. Individually they can attend committee meetings and directly consult with the board as requested.

Composition

The DAC is comprised of individuals who have specialized knowledge and experience in matters which will assist the staff and ISPCAN Board of Directors. These areas of particular expertise include but are not limited to expertise in child abuse and neglect, International finance, international fundraising activities and strategies, national fundraising activities and strategy, Information Technology (IT), non-profit corporate responsibilities, marketing, technology development, publishing, and other areas of expertise.

Appointment and Term of Office

DAC members may apply or be appointed for a two-year term (maximum of 4 years) with the ISPCAN Board of Directors' approval at any time throughout the duration of office. All appointments to the DAC expire at the end of the term of the presidency unless such appointment is renewed by the Board of Directors. [Size and Requirements](#)

The DAC membership is not limited in size and provide information, capacity and advice to the ISPCAN Board of Directors or the ED as requested. [Roles and Duties](#)

ISPCAN does not compensate DAC members, but they will be acknowledged on our website formally for their contributions. DAC members are bound by confidentiality, and must adhere to the child safeguarding, diversity and inclusion, and Code of Conduct policies. Breaches of these policies, or failure to contribute as committed may result in immediate removal from the DAC.

Appendix 3: List of Policies and Procedures

Policies to be posted on the website or maintained with procedures in shared dropbox Board of Directors files. Policies or procedures to be revised/updated as required by a majority vote of the Board. [\[added URLs to website\]](#)

- [Conflict of Interest policy](#) update with enforcement procedure
- [Board election or appointment process](#) (in dropbox)
- [Distinguished Advisory Council nomination](#)
- Awards Process (**need to formalize**)
- [Board Terms Chart](#) (link)
- Board Orientation and current Indemnity Board Insurance policy (in Dropbox)
- [Financial Disclosures of Audits and public 990s](#) (link)

- [Annual Reports](#) (link)
- [Child Safeguarding Policy](#) and enforcement process (link)
- [Code of Conduct policy](#) and enforcement (link)
- Procedure to elect officers (dropbox)
- [Letter of Commitment for Board](#) (link)
- Annual Board assessment of Duty of care and loyalty (**Board Source: need to formalize**)
- [Diversity and inclusion policy](#) (link)