

Article I

Name and Status

Section 1: Name

This Corporation will be known as the: New York State Minorities in Criminal Justice, Incorporated (NYSMICJ), (hereinafter “the Organization”).

The principal office of the organization will be located in the County of Albany in the State of New York.

Section 2: Status

This organization will be a not-for-profit corporation pursuant to, and in compliance with section 501(c)(3) of the Internal Revenue Code and the laws of the State of New York.

Article II

Purpose and Objectives

Section 1: Purposes and Objectives

New York State Minorities in Criminal Justice, Inc. is organized to increase the influence of minorities in the Criminal Justice System, and to work effectively with individuals and organizations whose purposes include the promotion of justice, fairness and equality.

These objectives include, but are not limited to, analysis and action:

- (a) to support the recruitment, hiring, promotion and retention of minorities at all employable levels within the Criminal Justice System.
- (b) to analyze legislation and social policy impacting minorities in the justice system.
- (c) to encourage the education and professional development of its membership and of persons in the community pursuing a career in criminal justice.
- (d) to encourage and promote the upward mobility and career development of its members, and.
- (e) to establish liaison with other organizations to enhance the quality of life in our profession and communities.

Article III

Membership

Section 1: Composition

Persons subscribing to the purposes, goals, and objectives of the organization are eligible for membership and will become members upon the payment of dues.

Section 2: Acceptance of Members

Applications for membership will be in writing on a form provided for that purpose, signed by the applicant or electronically via the organization’s website membership page, and submitted to the Financial Secretary who will assure it is processed.

Application for membership by any individual or organization is subject to review and may be rejected by the Executive Board (hereinafter referred to as the “Board”)

Section 3: Classes of Membership

Membership will be defined by these categories:

- a) Regular: Individuals working actively in, or retired from, the field of Criminal Justice.
- b) Associate: Individuals not working in Criminal Justice, or a related field approved by the Board.
- c) Supporting: Corporations or other entities in this category will receive recognition at statewide and/or regional NYSMICJ events.
- d) Honorary: Awarded by the Board to individuals who have demonstrated outstanding service and commitment to the mission and purpose of NYSMICJ.
- e) Student: Any interested student enrolled in an accredited program at a higher Education institution.

Application for membership by any individual or organization is subject to review and may be rejected by the Board.

Section 4: Dues and Membership Year

Individuals interested in membership must pay the established dues as set forth in the Membership Application. The Membership Year is a period of twelve (12) months, beginning on the first of the month in which the dues are received by the organization. Dues shall be paid on an annual basis.

At no time will increased dues be required from a member during that member's annual term. The Board will, from time to time, reevaluate and establish a schedule of membership dues.

Section 5: Membership Rights and Privileges

Members whose dues are current will be entitled to vote for, run for, or be appointed to elected state or regional office. Members will also be eligible for appointment to serve on committees as designated by the President and Regional Vice Presidents. Student members may hold office in their student chapter and may serve on committees by appointment.

A member's voting rights may be exercised in only one region. Regional membership will be assigned to the address listed on the membership application unless a specific request is made to the Secretary of the Organization to affiliate with another region.

Section 6: Termination

- a) Any member may resign from the organization upon written request to the Board.
- b) The Board will have the power and responsibility to terminate the membership of any member for nonpayment of dues or for behavior that conflicts with these bylaws.

Article IV

Governing Authority

Section 1: Governing Structure

The organization will be governed by two bodies, the Board and the Executive Committee.

For the purpose of compliance with New York State law, the President, Vice President, Secretary, Treasurer, Financial Secretary, Parliamentarian and the Chief Advisor of NYSMICJ will constitute the Executive Committee of the corporation and may make decisions for the good of the membership on fiscal and governance matters when necessary.

The Board will not exceed twenty-five (25) members and will consist of the Executive

Committee (named above); the Regional Vice Presidents; and up to six (6) At-Large members elected to perform predetermined duties as determined by the Board; and such other persons nominated by a member of the Board, recommended by the Executive Committee, and appointed by the Board to fill At-Large seats on the Board.

The Board will be responsible for ensuring that the activities of the organization promote its purpose and the goals of its membership.

Section 2: Terms of Office

The President, Vice President, Secretary, Treasurer, Financial Secretary, and Parliamentarian will be elected by the general membership and will serve a term of two years and may be reelected to serve in that role for no more than two consecutive elected terms in any one office. The President, at the end of his or her service will normally assume the Executive Committee office of Chief Advisor. If the Immediate Past President withdraws as Chief Advisor, the Executive Committee will appoint a Chief Advisor from NYSMICJ At-Large members with extensive experience with statewide offices and issues.

The Board will appoint an Executive Director who will serve as a member At-Large. Appointed At-Large members of the Board will serve terms which expire on the effective date of the statewide election but may be reappointed at the pleasure of the Board.

Section 3: Duties of Officers

(a) Duties of the President

The President will act as the official representative of the organization and may, with the consent of the Board or its Executive Committee, enter into agreements or contracts; sign official documents; preside over statewide meetings, social, and ceremonial activities. The President will cast the tie-breaking vote, as needed, in matters before the Executive Committee or Board; and initiate audits of any NYSMICJ financial account. With the consent of the Board, the President will appoint all committee chairs and sign, with the treasurer, all checks drawn on the statewide account. Additionally, with the consent of the Board, the President will authorize electronic payments drawn on the statewide account. The President will have the authority, with the input of the Treasurer and Financial Secretary, to select and approve all banking institutions used by the organization and by anyone using the Corporation name and/or the tax exempt ID number. The President may serve as an ex-officio member of all committees and call a special meeting when it is necessary.

(b) Duties of the Vice President

The Vice President may act in the capacity of the President when delegated or in the absence of the President. The Vice President will be responsible for providing guidance to the Regional Vice Presidents, will help develop and assist in the resolution of regional problems, will report directly to the President, and will refer to the President those issues which cannot be resolved with the Regions. The Vice President will be responsible to set up and oversee all regional elections and act as Chair for each regional election committee. Further the Vice President will take receipt of the Regional Reports on a basis determined by the Board.

(c) Duties of the Chief Advisor

The immediate Past President will serve as Chief Advisor to the President and is expected to assist the President in considering items on the statewide organization's agenda. In addition, the Chief Advisor will chair the Nomination and Election Committee for Statewide Elections.

(d) Duties of the Secretary

The Secretary will have responsibility for keeping an accurate and permanent written record of the meetings of the organization and its governing bodies; for maintaining a current mailing list of all members and other appropriate persons or organizations; will preserve in a permanent file, hard copy or electronic, all records and letters of value to the organization; and will maintain a list of all statewide and regional officers, to include their date of election or appointment and the date of expiration of their terms of office.

(e) Duties of the Financial Secretary

The Financial Secretary will work in conjunction with the Treasurer. Duties of the Financial Secretary will be to manage all correspondence relating to fiscal matters, including but not limited to, collection of debts, correspondence to members concerning non-payment of dues and other financial obligations of individual members or financial institutions, recording all fiscal activity and will be custodian of the financial records of the organization. The Financial Secretary may collect, receive, and deposit the funds of the organization as directed by these bylaws, and will have other authority and perform such other duties as may be determined by the President.

(f) Duties of the Treasurer

The Treasurer will be the chief financial officer of the organization and will be responsible for the inventory and security of equipment, the disbursement of funds and other assets. The Treasurer will be responsible for compiling and submitting all data necessary for the financial responsibility sections of reports required of the organization. The Treasurer will give such bond for the faithful discharge of his or her duties as the Board may require, at the organization's expense; will keep itemized records, in a permanent file, hard copy or electronic, of all receipts and expenditures; and will prepare and present to the Board and Executive Committee a monthly financial report. The Treasurer will collect, receive, deposit and disburse the funds of the organization as directed by these bylaws, and will have other authority and perform such other duties as may be determined by the President. At the close of each term of service, the Treasurer (whether or not he or she is standing for re-election) will prepare the financial records for transfer to the next Treasurer. Upon vacating the office of Treasurer, whether by election or resignation, the Treasurer shall turn over to his or her successor within seven business days, all records in his or her possession pertaining to the office of the Treasurer.

(g) Duties of the Parliamentarian

The Parliamentarian will ensure meetings of the organization are conducted in accord with the policies of the organization and Robert's Rules of Order Revised. At the request of any member present or on his or her own initiative the Parliamentarian shall rule on any substantive question of procedure. Any such ruling shall be recorded in the minutes of the meeting. The Parliamentarian will be the organizational evaluator, whose function is to continually evaluate and identify key issues that can improve the organizations overall effectiveness and continued compliance with its bylaws. The Parliamentarian should not be making motions, speaking in debate or voting.

(h) Duties of the Executive Director.

The Executive Director will assist the Board without compromising the elected hierarchy. The role of the Executive Director includes performing tasks that may create a conflict for board members who are currently employed; overseeing the

performance and completion of tasks assigned by the Board; motivating, mentoring, and providing training to fellow board members; developing organizational culture; and designing, developing, and implementing strategic plans for the organization.

(i) Duties of the Regional Vice Presidents

The Vice President of each Region, acting as the official representative of the Region, is responsible to report the fiscal condition and plans of activity for their region at each board meeting, and will have duties and responsibilities similar to those of the Statewide President for his or her region. For example, he or she will preside over all meetings of the Region, establish regional subcommittees, and will perform such other duties as are provided by these bylaws or as determined by the President.

Section 4: Statewide Election

All officers of the organization, except the Chief Advisor, will be elected every two (2) years by statewide mailed or electronic ballot to each member eligible to vote. The process for nomination and election will be overseen by a standing committee on Nomination and Election chaired by the Chief Advisor and composed of the Regional Vice Presidents. The nominating committee will ensure a slate of qualified candidates for each office is identified and will insure an orderly and timely process of election. Should the Chief Advisor be interested in running for office, or in the event of his or her resignation or unavailability, the Executive Committee will name a qualified member to chair the Nomination and Election Committee. Election will be declared on the basis of the highest vote totals for each office. In the event of a tie vote between the highest vote total candidates for any office a run-off election by separate mailed ballot will be held for that office.

Qualifications: All candidates for election to statewide office must have at least two consecutive years of paid, regular membership in the organization and one year of service on either a regional or statewide governing body. Candidates for President of the organization must meet these qualifications and have held regional or statewide office.

Section 5: Regional Divisions.

In order to provide a forum for discussion of local regional needs and problems, and to gain statewide recognition and representation, the State of New York will be divided into the following six regions.

- 1) Region I (Western): The counties of Chautauqua, Cattaraugus, Erie, Niagara, Orleans, Genesee, Wyoming, Allegany, Steuben, Livingston, Monroe, Ontario, Yates, Seneca, Schuyler, and Chemung.
- 2) Region II (North Central): The counties of Franklin, Clinton, Essex, Hamilton, Jefferson, St. Lawrence, and Lewis.
- 3) Region III (South Central): The counties of Greene, Columbia, Schoharie, Albany, Schenectady, Saratoga, Rensselaer, Washington, Warren, Fulton, and Montgomery.
- 4) Region IV (Southern): The counties of Dutchess, Putnam, Orange, Ulster, and Sullivan.
- 5) Region V (Metropolitan): the counties of Kings, Queens, Bronx, New York, Richmond, Rockland, Westchester, Nassau, and Suffolk.
- 6) Region VI (Central): The counties of Tioga, Broome, Delaware, Otsego,

Chenango, Cortland, Tompkins, Cayuga, Onondaga, Madison, Oneida, Herkimer, and Oswego.

Section 6: Regional Governing Structure

(a) Duties

The officers will perform within the region all duties set forth in these bylaws for the similar statewide office.

(b) Structure:

Each region will have, at a minimum, a Regional Vice President, and a Secretary who may serve, if needed, as Secretary/Treasurer. When possible, regions should elect members to the Regional Offices of Assistant Vice President, Secretary, Treasurer, Financial Secretary, and Parliamentarian.

1. The Regional Vice President or the Assistant Regional Vice President, will represent his or her region's interests and act as its delegate to the organization's Board. Each Region shall provide the Executive Committee with a monthly, quarterly and an annual financial report from the region and such additional financial reports as may be requested by the President or the Executive Committee.

2. The Regional Board will serve a term of two (2) years and may be reelected to serve in that office for no more than two (2) consecutive terms.

(c) Qualifications and Authority:

To be eligible to serve as an elected officer in a region, a candidate must be a member in good standing in the region for a minimum of one year.

Each region is required to provide current primary and secondary contact information for each officer to the statewide Vice President and the statewide Secretary at least yearly.

Section 7: Compensation

Legitimate expenses and compensation approved by the Board may be authorized by the board for conducting organizational business. These expenditures will not violate any laws or regulations that govern non-profit organizations.

Article V

Election, Succession, Resignation, and Replacement Office

Section 1: Regional Elections

Each of the regions will hold an election by mailed or electronic ballot in the year following the statewide election. Any member of the organization in good standing who resides in or has designated affiliation with a region will be eligible to vote in that region if he or she is otherwise eligible to vote in the organization. Members cannot vote in more than one region's regional elections.

Section 2: Statewide Elections

Election of all statewide officers will be via mailed or electronic ballot distributed to all eligible voters. Such ballot will contain a slate of candidates for each office drawn up by the appropriate Nominating Committee and will contain a provision for write-in votes. Procedures will be established by the Board for counting mailed ballots in accordance with the provisions for a mailed secret ballot outlined in the parliamentary authority of the most recently published edition of Robert's Rules of Order. There will be no proxy voting. Results of the election will be announced immediately following the final

confirmation of the election ballots.

Section 3: Installation

All elected officers, including respective regional officers, will be installed during the Board's January meetings, will be sworn in, and will assume their duties during that time.

Section 4: Vacancies, Succession, and Replacement

A vacancy caused by death, resignation, removal, or by any other circumstance of an officer of the Board, may be filled in one of three ways:

- (1) succession by the next ranking officer (e.g., Vice President to President); or
- (2) by special election if the next ranking officer declines succession, and there are more than six months left in the term; or
- (3) by appointment of an eligible member by majority vote of the Executive Committee on the recommendation of the Statewide Vice President.

The officer filling such a vacancy will hold that office until the next scheduled election and may, at that time, be elected to serve a full term.

Section 6: Absenteeism

Any office holder who shall be absent from three (3) successive meetings without having been excused by the President or his or her designee will be deemed to have resigned the office held by such member.

Section 7: Removal

Any office holder may be removed for cause, including incapacity to act, nonpayment of dues, and behavior that conflicts with these bylaws. Such removal will be accomplished by a majority vote of the Executive Committee, or, or in the case of a regional office holder, by the governing body of the region taken

Article VI

Meetings

Section 1: Annual Meeting

There will be an annual meeting of the members of the organization. Such meetings will be held in September, October, or November at such time and place as set by the Board, generally to be scheduled during the annual conference.

Section 2: Special Meetings

Special meetings of the members of the organization:

- 1) may be called at any reasonable time by the President or
- 2) by order of the Board; or
- 3) will be called upon the request of one-third of the membership made in writing to the Secretary. Special meetings will be held at such place as may be specified in the call thereof. And
- 4) no business shall be conducted at a special meeting that is not included in the issued notice.

Section 3: Meetings – Board

The Board will meet regularly, on a schedule proposed by the President and approved

by the Board. Meetings must be held at least quarterly to facilitate the business of the organization. The meetings will be convened by the President, or, in case of absence of the President, by the Vice President or other member of the Board. At meetings of the Board, a simple majority of the Board members on the Secretary's current roster will constitute a quorum and may conduct the business of the organization. Members of the Board may participate in a meeting of the Board by telephone conference call or other teleconferencing method, and only the Board members may vote on motions before the Board. These rules apply respectively to both the Statewide Board and the Regional Board.

Section 4: Meeting Notice

Notice of a meeting of the Members of the Organization shall be issued according to the statute. This shall include mail, fax, email and notice posted on the Organizations website.

Section 5: Quorum

Quorums for Statewide and Regional meetings will be decided by the Board using a number that will be determined from the number of members that have attended the past 4 meetings. This will be done to give Statewide and the Regions the ability to conduct business transactions. When a quorum is achieved to organize a meeting, it is not broken by the subsequent withdrawal of any member(s).

Article VII

Committees

Section 1: Committee Types & General Authority & Responsibility

The Board may charge committees to perform various duties on behalf of the Board or the Organization. There are two (2) types of committees: Committees of the Board and Committees of the Corporation and every member of any committee shall serve at the pleasure of the Board. All committees shall keep minutes of all meetings, to be regularly submitted to the Secretary for distribution to the entire Board.

Section 2: Committees of the Board

There will be Committees of the Board known as the Membership Committee, Nomination and Election Committee, and the Program Committee. Each Committee of the Board shall be comprised solely of, at least, three (3) Members of the Board, elected by a majority of the entire Board, and shall have standing and/or designated specific authority, as determined by the Board to take action within statutory limitations that would legally bind the Board and/or the Corporation.

The Board may establish other Committees of the Board to serve at its pleasure and will define the duties, responsibilities, and duration of such committees.

2.1: Membership Committee

The Membership Committee will consist of not less than three (3) board Members, at least one of whom will be the Secretary. The committee will be responsible for the planning and implementation of short and long-range programs designed to increase membership and maximize the participation of members in the organization's activities.

2.2: Nomination and Election Committees

The Nomination and Election Committee for statewide elections will be composed of the six Regional Vice Presidents and chaired by the current Chief Advisor (see .Article IV, Section 2). This committee will set the date for the statewide elections, ensure candidates for office are qualified, and oversee distribution, collection and counting of the ballots. Any regional vice president considering candidacy for statewide office will be excused from the standing committee and replaced by a regional representative chosen by the Executive Committee.

2.3: Nomination and Election Committee for Regional Elections

The Nomination and Election Committee for Regional Elections will be chaired by the Statewide Vice President or Immediate Past President and composed of six members, one from each region, as designated by the Executive Committee. This committee will set the date for the regional elections, ensure candidates for office are qualified, and oversee distribution, collection and counting of the ballots.

2.4: Program Committee

The Program Committee will work directly with the President. It will be directly responsible to the Board for the coordination of the various program activities including the annual conference. This committee will consist of not less than six (6) persons, of which at least one of whom must be the Program Committee Chair.

2.5: Action Committee

The Action Committee is a Committee of Corporation and was developed to address issues that affect the organization and its members using all avenues of access to gain the organization's desired remedies.

2.6: Bylaw Committee

The Bylaw Committee, which is a Committee of the Board, will conduct an annual review of the bylaws to ensure bylaws are current and up to date with current laws and regulations that govern the organization.

Section 3: Committees of the Corporation

Committees of the Corporation comprised of, at least, three (3) individuals, elected by a majority of the entire Board, and shall have standing and/or designated specific authority, as determined by the Board. Committees of the Corporation cannot take actions that bind the Board or the Organization and should be Chaired by Members of the Board.

The Board may establish other Committees of the Corporation to serve at its pleasure and will define the duties, responsibilities, and duration of such committees.

Article VIII

Statutory Compliance

Section 1: Definitions

Any term or phrase relative to these bylaws that is specifically defined in **Appendix "A"**, of these bylaws, the stipulated definition of such term shall govern for purposes of interpreting the bylaws.

Section 2: Conflicts of Interest Policy

This Organization shall adopt, distribute, and at all times honor, a written Conflicts of Interest Policy to assure that Officers, Members of the Board, Committee Members and Key Employees, should any be hired in the future, act in the Organization's best interest and comply with applicable statutory, regulatory and ethical requirements. This Policy shall include, at a minimum, the following provisions:

- 1) definition of the circumstances that constitute a conflict of interest;
- 2) Procedures for disclosing a conflict of interest to the Board or a committee;
- 3) require directors, officers and key employees are to act in the best interest of the Organization and comply with applicable legal requirements;
- 4) require those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict;
- 5) require a person with a conflict of interest not be present at or participate in Board or committee deliberations or vote on the matter giving rise to such conflict and prohibit them from attempting to improperly influence other Board members; and
- 6) require existence and resolution of a conflict be properly documented, including in the minutes of any meeting at which the conflict was discussed or voted upon.

Article VIII

Amendments

Section 1: Amendments

All proposed amendments to these bylaws will be presented to the Board for distribution to the membership. Any proposed amendment or alteration will be approved for distribution to the membership by the Board at two separate meetings. Board approval shall be waived if the proposed amendment was initiated by an individual member and supported by petition signed by not less than ten percent of the membership in good standing at the time of its presentation to the Executive Committee.

Section 2: Notification of Membership

Proposed amendments may be mailed or electronically submitted to all members in good standing at least one (1) month prior to the postmark or electronic date set for the return of ballots.

Section 3: Vote

The amendments will be adopted if approved by a two-thirds of the ballots returned from the voting members mailed by the postmark or respond by the electronically provided deadline.

Ratified December 17, 2023

Appendix A

Definitions

Conflict of Interest: Any transaction listed within the Organizations Conflicts of Interest Policy

Best Interest of the Organization: A duty or obligation to act in a manner one believes to be most beneficial to the Organization or is dictated in the Organization's bylaws.

Applicable Legal Requirements: All rules, regulation and requirements set forth in the NYS Non-Profit Revitalization Act of 2013 and any amendments of said law and the Not-for-Profit Corporation Law (N-PCL)

Disclosure: Immediate notice to the President, in writing, of any conflict or potential conflict as described in the Organizations Conflicts of Interest Policy.

Improper Influence: Any action taken by the person to influence a decision-maker during a deliberation or vote that said person could not directly participate in, where that person knew or should have known engaging in this action(s), if successful, could alter the result of a deliberation or vote.