

# **BY-LAWS OF MOHAWK VALLEY CRIME STOPPERS Oneida County**

A Non-Profit 501(c)(3) Corporations

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is **MOHAWK VALLEY CRIME PREVENTION NETWORK, INC.** a/k/a **Mohawk Valley Crime Stoppers Oneida County**, hereinafter referred to as MVCS.

**MISSION STATEMENT:** The primary mission of MVCS is to provide the infrastructure to empower members of the community to provide anonymous tips to law enforcement, helping to solve crimes and capture fugitives. MVCS is a community-based volunteer organization, bringing together the public, the media, and law enforcement in the fight against crime.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is a nonprofit, tax exempt {501(c)(3)} organization whose primary mission is (1) aid law enforcement agencies in effecting the arrest of persons committing felonies or misdemeanors by establishing a system to reward witnesses for information given through the anonymous telephone tip line, the online web tip, the mobile app, or other communication method designed to ensure the anonymity of the tipster; (2) motivate the public to cooperate with the law enforcement agencies; and (3) aid the community in its offensive against property and violent crimes.

### **Section 2. Specific Purpose**

The specific objectives and purpose of this organization shall be:

- a. Maintain a 3-part approach to solving crime:
  - (1) Tip Hotline 1-866-730-8477
  - (2) Online Web Tip (Anderson Software)
  - (3) P3 (mobile app)
- b. Create and host events in order to raise money for tip payouts and to offset any administrative costs such as maintenance of the kiosks and insurance.

## **ARTICLE III. MEMBERSHIP**

The Board of Directors shall consist of four (4) Officers and a minimum of five (5) board members. At no time will the Board of Directors have membership of less than seven (7) or more than thirteen (13) members total.

### **Eligibility of Board Members:**

Active law enforcement, judicial personnel, and city, county, state, or federal elected officials are ineligible to serve on the Board. Applicants with misdemeanor convictions punishable by incarceration, felony convictions, or under current indictment are ineligible to serve on the Board.

A Deferred adjudication or pardon following a plea of guilty or *nolo contendere* to a felony offense shall be deemed a conviction for purposes of a person's ineligibility to serve on the board of this corporation.

In addition, if a current board member seeks political office, they are no longer eligible to serve as a board member and must submit a written resignation.

### **Section 3. Change in Membership Status**

Any Board member convicted of a misdemeanor punishable by incarceration, convicted of a felony, or under current indictment shall forfeit their position on the Board of Directors.

If a member has more than three (3) consecutive absences from regular meetings or five (5) total absences in a year, that member is unable to meet the basic attendance requirements or promised time donations, the Board may terminate such member's appointment upon recommendation from the Membership Committee.

The official attendance records as reflected in the Secretary's minutes will serve as the official attendance record.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated upon motion by Board member and then by a majority vote of the membership.

### **Section 5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV. EXECUTIVE BOARD -- OFFICERS**

### **Section 1. Executive Board Membership**

The Executive Board shall be composed of the four elected officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Executive Board shall review ongoing activities of the Board of Directors and set the agenda for upcoming Board meetings.

### **Section 2. Election, Term, Vacancies**

The duties of the Executive Board shall be as follows:

A. Chairperson > the Chairperson shall be the principal officer of MVCS, shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall appoint other committees and shall assign their duties. The Chairperson may appoint a Committee Leader who will act as liaison to the Board. Additional duties:

- Attend and/or host public relations events, new program inaugurations, and fundraisers
- Manage and provide leadership to Board members
- Ensures that there is full participation during meetings
- Ensures that all relevant matters are discussed and that all decisions are made and carried out

B. Vice-Chairperson > The Vice-Chairperson shall perform the duties of the Chairperson in his/her absence or disability, and shall assist the Chairperson in such duties as the Chairperson shall assign. Additional Duties:

- Works with the Chairperson to assist in developing agendas and ideas
- Supports and challenges the Chair in his/her responsibilities to ensure organizational priorities and makes sure that concerns are addressed in the most effective and efficient manner
- Represents the Board in the community, especially at events at which the Chair cannot attend
- Other duties as delegated by the Chairperson

C. Secretary > The Secretary shall be responsible for issuing notices of all meetings on the Board of Directors and the Executive Committee. The Secretary shall take roll at each meeting and shall see that Minutes of such meetings are kept in an orderly manner and distributed to all Board members at least one week prior to the next board meeting. The Secretary shall

coordinate with the Membership Committee in maintaining attendance records and current lists of the members of the Board of Directors. Additional Duties:

- Responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing of deadlines
- Maintain important records such as meeting minutes and bylaws
- Manages general correspondence for the Board
- Assumes the responsibility of the Chair in the absence of the Chairperson and Vice-Chair

D. Treasurer > The Treasurer shall be responsible for the receipt and custody of all monies of MVCS involving distribution thereof as authorized by the Board of Directors. The Treasurer is also responsible for filing of IRS Form 990. The Treasurer will keep accurate accounts of the monies received and disbursed and for executing contracts or other instruments authorized by the Board of Directors. Additional Duties:

- Manages and oversees management of financial affairs, such as selecting a bank, reconciling bank statements, and managing cash flow
- Maintain control of money, collections, and disbursement of funds
- Keep accurate records and documentation
- Ensure that staff receive and give receipts for all monies due and payable, and deposit all monies in a timely manner

E. Board Members > Board members may be asked to serve on committees or task forces and offer to take on special assignments, such as fundraisers. Each member will be informed about the organization's mission, services, policies, and programs. Additional Duties:

- Attend and participate in Board meetings
- Follow conflict-of-interest and confidentiality policies
- Inform others about the organization

F. Law Enforcement Coordinator > The Law Enforcement Coordinator shall be an active law enforcement member and will be appointed by the Chairperson. While the Law Enforcement Coordinator is not a member of the Executive Board, and has no voting privileges, the Coordinator serves a critical function for the MVCS Board, receiving real-time anonymous tips regarding criminal activity and referring those tips to the appropriate law enforcement agency for resolution.

## **ARTICLE V. MEETINGS AND VOTING IN THE ABSENCE OF A MEETING**

### **A. Regular Meetings**

Regular meetings shall be held every six (6) weeks on the Wednesday of that week, unless otherwise determined by the Chairperson.

### **B. Annual Meeting**

The Annual meeting shall be held at the October meeting and shall be called by the Chairperson. The purpose of this meeting shall be to review annual reports and elect officers.

### **C. Special Meetings**

Special meetings may be called by a majority of the Board of Directors or by the Chairperson. Decisions that require Board approval must have a quorum.

### **D. Quorum**

A simple majority of members present, which is more than one-half of the current number of Board of Directors, shall constitute a quorum for the transaction of business. To be effective, all resolutions must be adopted by a majority vote of voting board members. However, at meetings where not all board members are present, a unanimous vote shall be necessary to constitute a vote of approval for any resolution.

### **E. Voting**

At all meetings of the Board of Directors, each member shall have one vote on all questions/motions. The Chairperson shall determine the method of voting.

In the absence of a meeting, the Chairperson at any time, and upon the request of any Board member, may submit in writing, facsimile, or email to each member of the Board any formal proposition upon which the Board of Directors may be authorized to act. Upon receipt of the communication, each member of the Board of Directors may communicate their vote to the Chairperson and Secretary, who shall record upon the minutes each proposition submitted, when, how, at whose request same was submitted, and the vote of each member. Whenever such a vote is requested, Board members will be expected to respond within 48 hours. The Secretary shall keep on file a record of such votes. Such majority vote or lack thereof shall constitute the binding action of the Board of Directors. At any time, the Chairperson or his designee may take informal polls by telephone or electronic transmission on any matter that does not constitute a formal proposition. Electronic votes shall be reported in the following meeting to ensure their inclusion in the minutes.

## **F. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **G. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

# **ARTICLE VI. COMMITTEES**

## **Membership Committee**

The Chairperson shall name the Membership Committee from the Board of Directors. In addition to maintaining current records of all Board members (including attendance records), the Membership Committee, guided by the Membership Committee Leader, shall perform the following duties:

1. Develop a process for the recruitment, consideration, and election of new board members.
2. Develop a list of skills and abilities and appropriate demographics of prospective members to ensure a diverse and effective membership.
3. Maintain records on past, present, and prospective members, included skill sets and attendance.
4. Explore other projects as necessary or as assigned.

## **Marketing and Publicity Committee**

The Marketing and Publicity Committee is responsible for public relations for MVCS; shall develop programs to raise public awareness and determine the most efficient way to disseminate information about MVCS to the media, businesses, and to the general public. The Committee shall be responsible for assessing all promotional material and order what they

think is necessary, with Board or Chairperson approval, to ensure that MVCS remains visible in the community.

### **Events and Fundraising Committee**

This Committee shall consider and discuss viable ideas for fundraising and develop these ideas into proposals to be presented to the Board for approval by a majority vote. All members of the Board shall participate in these activities.

## **ARTICLE VII. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of this policy is to help board members to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of MVCS and manage risk.

### **Section 2: Objective**

The committee aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interests as representatives of MVCS.

### **Section 3: Definition of conflicts of interest**

A conflict of interest occurs when a member's personal interests conflict with their responsibility to act in the best interests of the organization. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in. A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

### **Section 4. Policy**

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the organization if they are openly and effectively managed. It is the policy of MVCS as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts do not conflict with the obligations to MVCS.

If the board has reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with the organization.

## **ARTICLE VIII. FINANCE**

### **Section 1. Fiscal Year**

The fiscal year of MVCS shall be January 1 – December 31.

### **Section 2. Contributions**

Any contribution, bequest, or gift for the purposes of awards and/or operations for MVCS shall be accepted or collected only as authorized by the Board. Private contributions to any individual case shall be accepted as a donation to MVCS and these contributions are non-refundable.

### **Section 3. Depositories**

All funds of MVCS shall be deposited to the credit of MVCS under such conditions and in such banks as shall be designated by the Board.

### **Section 4. Approved Signatures**

All checks and orders for payment of monies shall bear the signature of two of the Officers/Board Members.

### **Section 5. Contracts and Debts**

Contracts may be entered into or debts incurred only as directed by a resolution of the Board. Any expenditure over \$100 shall require Board approval.

### **Section 6. Dissolution**

In the event of the dissolution of MVCS, assets of MVCS remaining after the discharge of all liabilities shall be donated to charities as designated by the Board.

## **ARTICLE IX. REWARDS**

A. Eligibility: Any person who contacts MVCS at 1-866-730-8477, or submits a tip using any other approved MVCS communication method leading to (1) the arrest of anyone committing a criminal act which may be a misdemeanor or felony or information leading to the capture of any fugitive, and (2) a successful solution to a case as determined by the Board, shall be eligible for a reward.

B. Amount of Rewards – Payment: The Board shall be presented with pertinent data concerning cases where individuals are eligible for rewards and recommend the amount of the reward. The Board may vote to approve the recommendation of the Law Enforcement Coordinator. In the interest of expediency, such vote may be taken by electronic mail. The



offer of rewards shall be predicated on the nature of the crime, the quality of the information, and the number of other crimes solved as a result of the information.

A maximum reward of no greater than \$1000 will be paid and the amount in each case shall be determined by the Board. MVCS will not advertise or be the agent to pay higher rewards.

All rewards paid shall be approved by a majority vote of the Board Members, or in an emergency, by a majority of the Officers. A MVCS check for the approved amount shall be made payable to CASH with the tip number on the "memo" line, and the cash reward will be given to the informant in such manner as the Board directs.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all officers then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, current version, shall be the parliamentary authority for all matters of procedure not specifically covered by the By-laws.

## **ARTICLE XII. INDEMNITY**

MVCS and its members will not be held liable for any false claims or false imprisonment of/to any individual.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 2018.

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Chairman – Mohawk Valley Crime Stoppers Oneida County

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Vice Chairman – Mohawk Valley Crime Stoppers Oneida County

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ATTEST: Secretary – Mohawk Valley Crime Stoppers Oneida County

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ATTEST: Treasurer – Mohawk Valley Crime Stoppers Oneida County

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Gene Allen

Board Member

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Terry Denton

Board Member

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Mello Testa

Board Member

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Kevin Vaillancourt

Board Member

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Board Member