

SMART – Safer Monroe Area Reentry Team, Inc. By-Laws

BY-LAWS OF SMART – Safer Monroe Area Reentry Team CORPORATION (the “Corporation”)

ARTICLE I. PURPOSE

SMART is organized exclusively for charitable purposes under section 501 © 3 of the Internal Revenue Code or corresponding section of any future federal tax code. SMART is a membership organization composed primarily of nonprofit, service providers who work with people in reentry from prison, jail, and detention centers. SMART will provide resources so that nonprofit members can achieve more effective reentry relief for people and work with more people in reentry. In doing so, SMART will collaborate with other community groups, both members and non-member providers.

SMART will increase member capacity support as follows:

(1) Infrastructure:

- a. Collaborative grant seeking and implementation management to achieve grant objectives and provide required funder feedback that enables expanded member administration and services capacity.
- b. Fiduciary management, information systems, etc. to provide connected back-office support services.
- c. Web-site, newsletter, and other tools that emphasize the collective and connected reentry resources available throughout the Monroe County community.
- d. Reentry referral services that link people and providers.

(2) Services Effectiveness:

- a. Learning Workshops that emphasize best practices and performance effectiveness especially as members work with people in a connected manner.
- b. Link to research sources for best practices and will also
- c. Provide the tools and processes to track performance longitudinally across providers and learn from experience to improve performance.

(3) Community Awareness:

- a. Through conferences in collaboration with other reentry-focused organizations and one-on-one meetings, positively influence community stakeholders who can impact reentry effectiveness.

Only dues-paying members (see Article II, Section 2.03) who are nonprofit organizations per the IRS can receive Infrastructure Expansion support for grant seeking, fiduciary management, and information systems.

In all these initiatives, SMART will emphasize the importance of connected resources to achieve the overall goal of individual and collective reentry effectiveness. Connectedness includes the members, other community resources, people in reentry and their family and friends.

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ARTICLE II. MEMBERS

Section 2.01. Members: Membership is open to an organization and individual at least 21 years old who have an interest in the purposes of the Corporation. The term of membership shall be for one year. In general, members will include service providers, government organizations, faith-groups, and individuals with a strong interest in effective reentry.

Section 2.02. Member Dues: Unless waived by a resolution of the board of directors, a member shall pay the annual dues assessed (fixed or decided upon) by the Corporation for the current calendar year. The annual membership dues shall be established and changed by vote of the board of directors from time to time. Each member, in any of the above categories, will be considered as a single member, e.g. a service provider organization will be one member.

Section 2.03. Membership Certificates: The board of directors may issue certificates, cards or some other form that evidences membership in the Corporation, upon payment of the current annual dues in full. A member may not transfer the membership certificate to any other person.

Section 2.04. Termination of Membership: The following reasons exist for membership termination:

- (1) At the end of the calendar year, a membership shall end, unless a member renews the membership with the payment of dues assessed for the current calendar year.
- (2) Any member may resign by delivering a written resignation with the secretary of the Corporation. The resignation is effective upon receipt by the Secretary.
- (3) Membership may also be terminated for cause by the board of directors by a majority vote of those present at any duly called meeting of the board of directors.

Section 2.05. Meetings of Members: Notice of meetings at which members are permitted to take any action shall be delivered by mail, electronic or paper copy, not less than ten (10) nor more than fifty (50) days before such date. The notice shall state the place, date and hour of the meeting, who is calling the meeting and the meeting's purpose. One-tenth (1/10) of the entire membership of the Corporation shall constitute a quorum for the transaction of business. If, at a meeting of the members a quorum is present, (including those present by proxy – see Section 2.05 below), the members may act by vote of a majority of those present.

- (1) **Annual Member Meeting.** The purpose of the annual meeting shall be to:
 - a) Review the prior year results relative to agreed to Corporation objectives,
 - b) Agree to the following year's Corporation objectives,
 - c) Receive the annual financial report,
 - d) Present the budget for the forthcoming fiscal year,

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- e) Elect directors of the Corporation. Nominations for vacancies on the board of directors may be solicited by the board 30 days in advance of the annual meeting.

Section 2.05 Proxies: Any member entitled to vote at the annual meeting may authorize the Secretary of the Corporation to act for him/her by proxy. The proxy must be in writing, signed by the member, and delivered to the Secretary one week in advance of the meeting. The Secretary will verify the member's good standing with the Corporation by inspecting the member's card or certificate or receiving proof from the Treasurer that the annual dues payment are current.

Section 2.07. Member Voting: All members have an equal vote in all decisions at the Annual Meeting and in any meeting called by the Board to discuss a specific topic.

Section 2.08. Benefits of Membership: Active participation in the work of the Corporation will increase on a sustained basis a member organization's capacity to work effectively with individuals in reentry, and with other organizations that work with people in reentry.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. Number, Eligibility, Election and Term of Office: The Board of Directors will manage the Corporation. The Board will consist of no fewer than seven (7) individuals. The specific number of directors in any year shall be determined from time to time by a resolution of the Board.

- (1) To become a director, the person must be a member of the Corporation.
- (2) Board members will reflect the mix of service providers, government organizations, faith-groups, and individual members with three (3)+ years reentry, or other valued community experience.
- (3) All directors shall be elected by the members of the Corporation. A Committee of Elections, the members of which are not running for election, is selected by the board of directors. It shall cause the Corporation to give notice at least 30 days before the Annual Meeting to the membership of the Corporation that nominations for directors are being sought. The Committee of Elections will provide a list, prior to the election of candidates for election as officers. Additional nominations may be made on the floor at the Annual Meeting. At the Annual Meeting, the Committee of Elections will count the votes, including proxy votes, and announce the winner of all positions.
- (4) The term of office for directors shall be two [2] years. To the extent possible, the terms of office shall be staggered.

Section 3.02. Organization, Powers and Duties: At each meeting of the Board of Directors, the President, or in the absence of the President, the Vice President, or a chairperson chosen by the majority of the directors present shall preside.

- (1) Each director shall have one vote at all Board meetings.
- (2) The board of directors shall:

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- a) Possess the general power to manage and control the affairs and property of the Corporation and shall have the full power to adopt rules and regulations governing the board of directors and full authority respecting the use of monies received and owed by the Corporation.
- b) Provide overall direction and coordination of committees, activities, and administrative functions to ensure effective operation of the Corporation and development among members.
- c) Plan and implement agendas for the meetings of the Membership.
- d) Establish the annual budget, monitor Corporate expenditures, and safeguard Corporate assets.
- e) Select, support, direct and evaluate the performance of the compensated executive director.
- f) It shall ensure that the Corporation complies with the purposes of the Corporation expressed in its Certificate of Incorporation.

Section 3.03. Resignation and Removal of Directors: Any director may resign at any time by giving written notice to the President; the resignation shall take effect at the time the notice specifies. The Board of Directors by a majority of those directors then on the board may remove any director with cause. Directors may consider the failure to attend three (3) consecutive board meetings as cause for non-performance. The membership of the Corporation may also remove a director for cause at a duly called meeting of Members.

Section 3.04. Vacancies: A vacancy on the Board of Directors shall be filled by the Board of Directors. The existing directors of the Corporation (regardless of number of directors then in office) may vote to fill such vacancy. Directors elected to fill such a vacancy shall serve until the next Annual Meeting.

Section 3.05. Quorum: A majority of the entire Board of Directors (as the total number of Directors was determined at the most previous Annual Meeting) shall constitute a quorum for the transaction of business.

Section 3.06. Majority Vote: If at a meeting of the Board of Directors a quorum is present, then the Board may act by vote of a majority of those present except where these bylaws or any provision of the not-for-profit corporation shall require a higher vote.

Section 3.07. Action Without Meeting: Any action to be taken by the directors may be taken without a meeting if all directors entitled to vote on the matter consent to the action in writing. Such written consent shall be filed with the records of the meetings of directors, and shall be regarded for all purposes as a vote at a meeting.

Section 3.08. Use of Telephone: Any director may participate in a meeting of the board of Directors or a committee by means of a conference telephone or similar communications equipment allowing all persons participating in meeting to hear each other at the same time.

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Section 3.09. Regular Board Meetings: Regular meetings of the Board of Directors shall be held no fewer than four (4) times a year at such times and places as may be fixed from time to time by resolution of the Board of Directors.

Section 3.10. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, or by two other Directors. Notice shall be by mail or telephone, and shall state the purpose, time and place of the meeting.

Section 3.11. Compensation: Directors shall receive no compensation for their services as directors but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Article IV **Committees**

Section 4.1. Executive Committee: The executive committee is comprised of the officers of the corporation. Its functions are to:

- (1) Plan the agenda for the meetings of the Board of Directors.
- (2) Act on behalf of the Board in emergency situations when circumstances do not permit the convening of a meeting of the full Board of Directors.

At the next full meeting of the Board of Directors, the Board shall be informed of any action the Executive Committee has taken on its behalf. The action by the Executive Committee shall be suspended, abated, or rescinded, if at all possible, unless the full board of directors votes to ratify the action of the Executive Committee.

Section 4.2. Other Committees: The Board of Directors may create such standing committees, special committees and committees of the corporation as it deems desirable. The members of committees of the corporation shall be elected by the Board of Directors, may include persons who are not members of the Board, and shall be subject to the provisions of the Not-for-Profit Law applicable to officers. Special committees and committees of the Corporation shall have such authority as the Board shall by resolution provide.

Section 4.3 Community Advisory Committee: The Board of Directors will create a Community Advisory Committee to provide periodic feedback to the Board of community-based reentry efforts. Individuals with experience with community provider collaboration, reentry population, judicial, and similar elements will participate on the Advisory Committee. The Committee will meet three to four times per year. The overall Committee objective will be to improve member collaborative reentry effectiveness through:

- (1) Provide an external perspective to the Board Members.
- (2) Enhanced SMART provider linkage to community resources.

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(3) Enhanced community reentry awareness and understanding.

Article V **Officers**

Section 5.1. Number: Nomination and Election Process: The officers of the Corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. The Board members may name other officers consistent with Corporation purpose.

A Committee of Elections, the members of which are not running for election, is selected by the board of directors. It shall cause the Corporation to give notice at least 30 days before the Annual Meeting to the membership of the Corporation that nominations for officers are being sought. The Committee of Elections will provide a list, prior to the election of candidates for election as officers. Additional nominations may be made on the floor at the Annual Meeting. At the Annual Meeting, the Committee of Elections will count the votes, including proxy votes, and announce the winner of all positions.

Section 5.2. Term of Office and Qualifications: The above officers shall be nominated by committee or from the floor and elected by the members of the Corporation at the Annual Meeting following the election of directors. The term of office of each officer shall be one (1) year. It shall extend to the Annual Meeting and until the officer's successor is elected or appointed and qualified.

Section 5.3. Removal of Officers: At a membership meeting, any officer may be removed by the vote of a majority of members without cause at any time.

Section 5.4. Vacancies: A vacancy in any office shall be filled at any time by vote of the Board of Directors; such person shall serve until the next membership meeting.

Section 5.5. President: The President shall preside at meetings of the Board of Directors and shall supervise generally the affairs of the Corporation subject only to the supervision of the Board of Directors.

Section 5.6. Vice-President: The Vice-President shall undertake all those functions of the President, which the President is unable to undertake, or those, which the President requests that the Vice-President undertake, or that the Board of Directors assigns the Vice-President to undertake.

Section 5.7. Treasurer: The Treasurer shall be responsible for developing and recommending to the Board of Directors policies for the care, custody, and disbursement of corporate funds, for maintenance of the corporation's financial books and records and for all accounting matters. The Treasurer shall report the financial condition of the corporation at regular meetings of the Board or whenever the Board may so require.

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Section 5.8. Secretary: The Secretary shall take minutes at all meetings. The Secretary shall maintain the records of the Corporate members and be responsible for recommending to the Board of Directors policy for the care and custody of corporate records and for complying with notification and record-keeping requirements including the maintenance of meeting minutes.

Article VI **Fiscal Year**

The fiscal year of the Corporation shall begin on January 1st in each calendar year and end on December 31st.

Article VII **Contracts, Checks, Books & Records**

Section 7.1. Contracts: The President and the Vice-President shall have the authority to execute any contract or any other instrument specifically approved by the board of Directors. In addition, the Board of Directors may authorize any officer or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section 7.2. Checks, etc.: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by one or more officers in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. Office, Books and Records: The office of the Corporation shall be located in the County of Monroe. There shall be kept at the office of the Corporation:

- (1) Correct and complete books and records of account;
- (2) Minutes of the proceedings of the Board of Directors;
- (3) A current list of the Directors and officers of the Corporation and their addresses;
- (4) A copy of the Certificate of Incorporation, these bylaws, Form 1023 and IRS related documents.
- (5) Memos of agreement / understanding with other organizations.

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Article VIII **Interested Directors, Loans**

Section 8.1. Interested Directors and Officers:

- (1) Any director of the Corporation who is the director or officer of another organization or has a substantial financial interest in such other organization shall be "Interested" in or have an "Interest" in such other organization.
- (2) Any interested director or officer shall disclose such interest to the Board of Directors and decline from voting on any contract or transaction with respect to such other organization.
- (3) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

Article IX **Executive Director**

The Board of Directors shall appoint an Executive Director to run the day to day operations of the Corporation. The Executive Director shall:

- (1) Serve at the pleasure of the Board of Directors.
- (2) Oversee and have responsibility for the administration of all federal, state, municipal, and private funding of the Corporation programs mandated by those grantors. The Executive Director shall
- (3) Periodically report to the Board of Directors the status of these programs at regular meetings of the Board.
- (4) Carry out the instructions of the Board of Directors and the Executive Committee.

The Executive Director shall receive an annual salary in consideration for, and commensurate with, his or her duties to be voted upon by the Board.

Article X **Amendments**

These Bylaws may be amended or repealed by a majority of the directors then in office at any duly called meeting of the Board of Directors or alternately by a majority of the members at a duly called meeting of members.

Article XI **Indemnification**

The members of the Board shall not be liable to the Corporation for any mistake of judgment, negligence, or otherwise except for their own individual willful misconduct or bad faith. The Corporation:

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- (1) Shall indemnify a director or officer where New York law mandates indemnification by the Corporation (i.e. successful defense of civil or criminal action or proceeding).
- (2) May indemnify a director or officer to the full extent permitted by New York law provided the individual acted in good faith and reasonably believed she/he was acting in the best interests of the Corporation and reasonably believed that her/his conduct was not criminally unlawful.
- (3) Will not indemnify a director or officer where it is prohibited by New York law (i.e. it is established by an adverse final adjudication that her/his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled).
- (4) May indemnify by purchase of liability insurance for its directors and officers as the Board may deem appropriate within the full extent permitted by the laws of the State of New York.

Until the Corporation purchases liability insurance for its directors and officers, it is recommended that each director and officer personally carry excess liability insurance (“umbrella policy”) and in the event that said director or officer requests reimbursement from the Corporation for the reasonable annual cost of such insurance supplemental to a “homeowners insurance policy” the Corporation shall advance said sum promptly. The amount of such supplemental liability insurance shall be established by the Board, and reimbursement to individual directors or officers shall be uniform pursuant thereto.

Article XII **Dissolution**

The Board of Directors shall adopt a plan for dissolution and distribution of assets in accordance with the purposes of the Corporation and the requirements of the Certificate of Incorporation.

In the event of the dissolution, all remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to a tax-exempt not-for-profit corporation or such other organization as shall qualify under section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this corporation was formed.

Adopted by Board of Directors

Date: