

**BYLAWS
OF
WOMEN IN CORRECTION, INC.**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of New York and the Articles of Incorporation of Women In Correction, Inc. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the Non-Profit Corporation Act of New York, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation/Organization, it shall be these bylaws which shall be controlling.

ARTICLE I-NAME

Name: The legal name of the Non-Profit Corporation/Organization shall be known as **Women in Correction, Inc. (WIC)**, and is governed by the New York Domestic Not-for-Profit Corporation Law ("NY N-CPL") §102.

ARTICLE II – PURPOSE

Our Purpose: The Corporation/Organization is established within the meaning of IRS publication 557 Section 501© 3 Organization of the Internal Revenue Code of 1986, as amended (the "code") or the corresponding section of any future federal tax code and shall be operated exclusively to represent a diverse cross section of women who have served in the New York City Department of Correction which include female officers (all ranks) as well as female civilian personnel and shall include the common interest of Women In Correction within New York State.

In addition, WIC is the Parent Organization that will engage in partnership with any chapter throughout the United States which organize and promote the mission and goals outlined in Article 1 of these by laws.

Our Mission: Provide a platform that promotes informed discussion of correctional issues and concerns, promote unity and solidarity among staff as well as mentoring and career advancement. To provide a medium of exchange of ideas, information, knowledge and experience in the organization which will improve professional standards of conduct for the female staff in the Department of Correction...Support the goal and principles of the Department's policies and procedures and to provide a venue for community collaboration... Recruit volunteers and sponsors that will support the endeavors of the organization... Promote education and training to enhance professional and personal livelihood.

In addition, WIC has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. The organization shall not engage in any activity or the exercise of any powers which are not in the furtherance of its primary non- profit purpose.

ARTICLE III – OFFICE

The address of the registered office of the Corporation and the name of the registered agent shall be heretofore known as **PO BOX 3412, Farmingdale, N.Y. 11735** Agent: Department of State. The Executive Board may by resolution, from time to time and in accordance with the provisions of the Act, change the registered office and/or the registered agent.

ARTICLE IV -DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall benefit any

person, member, director, or officer of this organization. Upon liquidation or dissolution, all remaining assets of WIC shall be distributed and paid over to an Organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to section 501 (c) of the code.

ARTICLE V - THE EXECUTIVE BOARD

General Powers and Responsibilities- Women In Correction shall be governed by an Executive Board (the "Board") which shall have all rights, powers, privileges, and limitations of liability of a non-profit corporation under the Non-Profit Corporation Act of New York. The "Board" shall establish policies and directives governing business and programs of the Organization and shall delegate governing business and programs of the organization staff, subject to the provisions of these bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Number and Qualification- The "Board" will be composed of female active and retired who have worked in the Department of Corrections and will act as advisors, mentors, and consultants and who will assist the organization in achieving its goals. The "Board" shall have up to (9), but no fewer than (5) board members. The number of "Board" members may be increased beyond 9 members or decreased to less than 5 by an affirmative vote of a 2/3 majority of the then serving Executive Board. Board members must be financial and in good standing with the Department of Correction. According to NYS Law, the Executive Board must include a President, Treasurer and Secretary, with the ability to add other officers as needed.

BOARD COMPENSATION

The Executive Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board members and/or Officers" as stipulated under these bylaws, nothing in these bylaws shall be construed to preclude any Board member from serving the Organization in any capacity and receiving compensation for services rendered.

Officers and Responsibilities

The officers of the WIC organization shall consist of President, Vice President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Chief of Staff and Sgt. at Arms, and such other officers as the "Board" may designate by amendment to these bylaws. The same person may hold any number of offices, except that neither the recording secretary nor the treasurer may serve concurrently as the President. In the event of a vacancy, the Executive Board shall appoint a replacement until the next election. In the event of a vacancy in the office of the President, the Vice-President shall ascend, or the 2nd Vice-President

All Officers must be in financial good standing with the organization for at least (2) year before they can hold office.

PRESIDENT

- (a) The President shall preside and convene regularly scheduled executive board meetings.
- (b) It shall be the responsibility of the President to supervise and conduct all activities and operations of the WIC organizations.
- (c) It is the responsibility of the President to keep the "Board" informed, and to consult with the "Board" in relation to activities of the Organization. The President shall see that all orders and/or resolutions of the "Board" are carried out as intended.
- (d) The President shall act for and on behalf of the membership of the Organization and shall act as official spokesperson for the Organization.
- (e) The President, always, shall be held accountable to contract, receive, deposit, disburse and account for all

funds of the organization along with the Treasurer.

- (f) In addition, the President may execute and negotiate any and all material business transactions of the organization and shall have the authority to take any lawful action to promote the goals and goodwill of Women in Correction.

1ST VICE PRESIDENT

- (a) In the absence of the President, or in the event of her inability to perform or refusal to act, it shall be the responsibility of the 1st Vice President to perform all the duties of the President, and in so doing shall have all authority and powers therein.

2ND VICE PRESIDENT

- (a) In the absence of the 1st Vice-President, or in the event of her inability to perform or refusal to act, it shall be the responsibility of the 2nd Vice President to perform all the duties of the 1st Vice President, and in so doing shall have all authority and powers therein.
- (b) And such other responsibilities as directed by the President.

RECORDING SECRETARY

- (a) The Recording Secretary shall be the custodian of all records and documents of the organization and shall act as secretary at all meetings of the Executive Board. The Recording Secretary maintains permanent records of all General and Executive Board meetings, maintains attendance records for Executive and general membership meeting and will keep accurate records of all activities and file them accordingly. The Recording Secretary will prepare the minutes of each board meeting. The Recording Secretary shall maintain a listing of all voting members and non-voting members and provide a copy of said list to the Executive Board on a semi-annual basis.
- (b) And such other responsibilities as directed by the President.

CORRESPONDING SECRETARY

- (a) The Corresponding Secretary reads correspondence; maintains a "physical" correspondence file including hard copies of pertinent electronic mailings; sends meeting notices to member chapters; maintains the list serve; maintains a current roster of membership. The Corresponding Secretary shall keep a copy of the P.O. Box Key and retrieve all documents from the P.O. Box on a regular basis established with the President.
- (b) And such other responsibilities as directed by the President.

TREASURER

- (a) It shall be the responsibility of the treasurer to keep and maintain adequate and accurate accounts of all the properties and business transactions of the Organization, including its assets, liabilities, receipts, disbursements, gains, losses and any other matters included in financial statements.
- (b) The treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Executive Board, and shall render to the President and Officers, whenever they request it, an account of all transactions as treasurer and of the financial condition of the Organization.
- (c) The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The Treasurer, in coordination with the Financial Secretary shall verify all receipts of member contributions and financial contributions/donations.
- (d) Fiscal Year: The fiscal year of the Organization shall end on December 31st of each year, or on such other date as may be fixed from time to time by resolution of the Executive Board.

- (e) And such other responsibilities as directed by the President.

FINANCIAL SECRETARY

(a) The Financial Secretary receives and records all monies, passes all monies to the Treasurer, and provides a monthly, written report of all transactions. The Financial Secretary shall sign all vouchers for expenditures withdrawn from the treasury. The Financial Secretary shall be bonded when taking office. In the event the Financial Secretary cannot collect monies at a meeting or an event, the Treasurer or any bonded officer can accept the funds on their behalf. They shall serve as members of the Finance Committee.

- (b) And such other responsibilities as directed by the President.

SGT. AT ARMS

- (a) Chief enforcement officer

- (b) And such other responsibilities as directed by the President.

ADMINISTRATIVE BOARD MEMBER

- (a) Works closely with the President, Executive Board and Committees to provide administrative support, and assist in coordinating events of the WIC.

- (b) And such other responsibilities as directed by the President.

DELEGATES: The role of the delegate is to act as the WIC representative, communicator and educator of members in their respective facilities.

Delegates are nominated and elected by their colleagues in their respective commands for a term of (2) years and shall attend monthly meetings called by the Executive Board.

Delegates are authorized to enroll and encourage membership.

Delegates are authorized to meditate on a command level with issues and concerns unique to their constituency.

Delegates are required to be in financial good standing with no disciplinary/criminal charges pending.

The following facilities shall have (2) delegates:

Anna M. Cross Center (AMKC)

Eric M. Taylor Center (EMTC)

George Motchan Detention Center (GMDC).-Closed

George R. Vierno Center (GRVC)

Otis Bantum Correctional Center (OBCC)

Robert N. Davoren Complex (RNDC)

Rose M. Singer Center (RMSC)

The following facilities shall have (1) delegate:

West Facility

North Infirmary Command (NIC)

Brooklyn Detention Complex (BKDC) -Closed;

Manhattan Detention Complex (MDC)

Queens Detention Complex (QDC)

Elmhurst Hospital Prison Ward (EHPW)

Bellevue Hospital Prison Ward (BHPW)

BOARD ELECTIONS

A Nominating Committee consisting of at least three (3), and no more than five (5) members of WIC, in good

standing, elected by a majority vote of the Executive Board, in the year where elections are to be held will assume responsibility for nominating a slate of prospective "Board" members representing the association's diverse constituency. Any member who wishes to hold a board position shall submit an application to the Nominating Committee, as per the established protocol, to be presented at the meeting in the month prior to the election. In addition, any member of the organization can nominate a candidate from the floor, after the slate is presented by the Nominating Committee. All candidates for office must be in good financial standing with the organization for at least (2) years before they can hold office.

TERM OF OFFICE

All appointments to the "Board" shall be for a term of 2 year(s). No person shall serve more than 2 consecutive terms unless a majority of the "Board", during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 2 consecutive terms. After serving the maximum total number of consecutive years on the "Board", a member may be eligible for reconsideration as a Board member after (1) years have passed since the conclusion of said member's service.

Section 1. Eligibility for membership: Application for voting membership shall be open to any member identified in section 2 of these bylaws that supports the purpose statement in Article I,

Section 2. Membership: Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Annual dues: The amount required for annual dues for active members and retirees shall be set by a majority vote of the Board. Continued membership is contingent upon being current with membership dues. Dues shall be due and payable as described in the most current version of the Membership application, and thereafter, on January 1st of each subsequent calendar year. If dues are not paid by January 1st, a member is considered delinquent and dropped from the rolls. Any member not paid by January 31st and wants to rejoin must pay \$25.00 reinstatement fee plus current dues.

Section 3. Rights of members: Each member shall be eligible to vote or appoint in writing one voting representative to cast the member's vote (proxy) in organization elections.

Section 4. Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote or quorum of the membership for reasons determined by the board.

Section 5. Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

MEETINGS

- (a) General Membership Meetings: Regular meetings of the members shall be held the 3rd Thursday of every month at a time and place designated by the President or designee.
- (b) Annual meetings: An annual meeting of the members shall take place in the month of December, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall announce directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- (c) Special Meetings: Special meetings may be called by the President, or by a majority of the Executive Board.
- (d) Notice of meetings: Electronic notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting.
- (e) Quorum: The members present at any properly announced meeting shall constitute a quorum with the majority of members present.
- (f) Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting or

quorum in which the vote takes place.

VACANCIES

A vacancy on the Board may exist at the occurrence of the following conditions:

- (a) Death, resignation, or removal of any Board member.
- (b) The declaration by resolution of the Board of a vacancy by a member who has been declared of unsound mind by court order, convicted of a felony, court ordered breach of duty pursuant to the Corporation code dealing with standards of conduct, or has missed (3) consecutive meetings of the Board or a total of (5) meetings during the calendar year.
- (c) A member may be removed for cause, by a 2/3rd vote of the membership, at any regular meeting or special meeting, provided that the member to be removed has been notified in writing in the manner set forth in Article 5, and have been afforded due process.

RESIGNATION

Each Board member shall have the right to resign at any time upon which written notice has been given to the Board President or the Recording Secretary of the Board. Unless otherwise specified in the notice, resignation shall take effect upon receipt thereof. In addition, Board members may be removed for breaching the bylaws or acts unbecoming the organization by a 2/3rd vote of the remaining Board.

Any vacancy on the Board may be temporarily filled by vote of the majority of the current members.

MEETINGS

- A. Regular Meetings may be held quarterly or at such time and place as shall be determined by the Board.
- B. Special Meetings of the Board may be called by the President, or by 50% of the board members, in writing, presented to the President. Ten (10) days' notice shall be required, to be sent electronically to the Board members. The call for such meetings may also establish the place the meeting is to be conducted.
- C. The "Board" may meet by conference call, or by web conferencing and other electronic means as long as communication is aural.

MINUTES

A copy of the minutes of the Board shall be sent to each board member via electronic email within (5) business days after the adjournment of each meeting.

QUORUM

At each meeting of the Executive Board, the presence of five (5) members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, the Board members may continue to conduct the meeting, but no matters that require a vote may be transacted. If a quorum is established during the course of the meeting, then at that time business may be transacted.

PROXY

A board member who is unable to attend a meeting of the Board may vote by written proxy given to any other voting member. However, a vote by proxy may not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution.

BOARD MEMBER ATTENDANCE

Any elected Board member who is absent from (3) consecutive regular meetings of the "Board" without cause or an excused absence shall be subject to removal from the Board. The Board may deem a board member who

has 3 unexcused absences as a defacto resignation from the Board.

ARTICLE VI - MEMBERSHIP

MEETINGS OF MEMBERS

- (g) General Membership Meetings: Regular meetings of the members shall be held the 3rd Thursday of every month at 6 p.m. and at a place designated by the President or designee.
- (h) Annual meetings: An annual meeting of the members shall take place in the month of September, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall announce the Board and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- (i) Special Meetings: Special meetings may be called by the President, or any 5 members on the Board.
- (j) Notice of meetings: Electronic notice of each meeting shall be given to each voting member, by email, not less than ten (10) days prior to the meeting.
- (k) Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting or quorum in which the vote takes place.

ARTICLE VII - COMMITTEES

Committee Formation: The Executive Board may create committees as needed, by amending the bylaws to add additional committees. Committee Chairs and members shall be appointed by the President. Membership on the committees may come from the general membership of WIC. The President may appoint Special of Ad Hoc Committees as needed. All committee chairs shall maintain a record of all committee meetings which will be submitted to the Recording Secretary as part of the permanent organization record.

Finance Committee: The Treasurer is the Chair of the Finance Committee, which shall include the Financial Secretary, and two other members of the “Board”. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

At the beginning of each fiscal year, the Finance Committee shall appropriate sufficient operating expenses to the Executive Board, as deemed necessary, with approval of 2/3rds of the Board.

Fiscal Responsibility: Expenditures of funds of the organization may not be made without the signatures of at least (2) officers (preferably the President and Treasurer). The President, Treasurer, and Financial Secretary shall have their signatures on file with any financial institution with which WIC establishes an account. Financial records and funds of the organization shall be audited at least once every two years by a committee of at least (3) members of the organization appointed by the Board Chair. Financial audit reports shall be presented to the membership one month prior to the end of the fiscal year.

MEETINGS AND ACTIONS OF COMMITTEES

The time and place of all committee meetings shall be determined by the Board or by the respective Committee Chair. All committees must keep minutes and forward the same to the Recording Secretary of WIC to be filed with the organizational records.

No committee shall bind the Organization in a contract or agreement or expend funds unless authorized by the President.

ARTICLE VIII - STANDARD GENERAL PROCEDURES

LOANS

The organization shall not make any loan of money or property to any Officer of the organization unless approved by the New York State Attorney General. However, the organization may advance or reimburse those Officers who have made reasonable expenses on behalf of the Organization in the performance of their duties which have been duly approved.

No loans or advances shall be contracted on behalf of the Organization or evidence of indebtedness shall be issued in its name unless as a specific transaction that is approved by the Board.

CONFLICT OF INTEREST

All Officers and Directors are required to disclose any conflict of interest that might arise when the Organization is engaged in business transactions that might benefit the private interest of one of its Officers or Directors.

INDEMNIFICATION

To the fullest extent permitted by law, the Organization shall indemnify its agents as described by law, including its directors and officers, against all expenses, judgments, fines, settlements, and other amounts incurred by them in connection with any proceeding and any action by or in the right of the Organization. The Organization has the power to purchase and maintain insurance on behalf of any "agent" of the Organization for protection against liability in the performance of their duties or to give indemnification to the extent permitted by law.

ARTICLE IX- EXECUTION OF CORPORATE INSTRUMENTS

The Executive Board may, at its discretion, determine the method and designate the signatory officer or officers, or any other person, to execute any corporate instrument or document, or to sign the Organization name without limitation, except when otherwise provided by law.

Unless otherwise specifically determined by the Executive Board or otherwise required by law, formal contracts of the Organization, promissory notes, deeds, mortgages, other evidence of indebtedness, certificate of shares owned by the Organization shall be executed, signed, and/or endorsed by the President, Vice President and Treasurer.

All check and drafts drawn on banks and other depositories on funds to the credit of the Organization shall be signed by such persons as the Executive Board shall authorize to do so.

ARTICLE X - RECORDS AND REPORTS

RECORDS

- (a) The Organization shall keep at its principal office the original or a copy of the Women In Correction Articles of Incorporation and bylaws, which shall be opened to inspection by the Executive Board at all reasonable times.
- (b) The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing.
- (c) The Organization shall store its reports and minutes in a place designated by the Board.
- (d) Upon leaving office, each officer of the Organization shall turn over to their successor or the President of the Organization, in good order, organization monies, books, records, minutes, mailing lists, documents, contracts or any other property of the organization that has been in the custody of that officer.
- (e) The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant. The organization shall make these financial statements available to the New York Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

REPORTS

The annual report shall contain the following information:

- (a) Assets and liabilities of the Organization at the end of the fiscal year
- (b) Any principal changes in assets and liabilities during the fiscal year
- (c) Expenses and disbursements of the organization for both general and restricted purposes.

The report shall be accompanied by any pertinent report from an independent CPA, if there is no such report, the certificate from an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE XI - DISSOLUTION

In the event the Corporation shall be dissolved or liquidate all assets that remain after paying or making provision for payment of all the known debts and liabilities of the Corporation may be distributed among organizations, selected by the Board, which are at the time exempt from Federal Income Tax as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Code and which will continue to use such funds in accordance with Section 501(c)(3) or Section 501(c)(6) of the Code (or the corresponding sections of any future federal tax code), provided that each such organization must continue to qualify as an organization as described in Section 501(c)(3) or Section 501(c)(6) of the Code (or the corresponding sections of any future federal tax code).

Any such assets not so disposed of shall be disposed of by a court in the county in which the principal office of the Corporation is located. In no event shall such remaining assets be distributed to any board member or officer of the Corporation or inure to the benefit of any private individual.

ARTICLE XII - AMENDMENTS

These bylaws may be amended or repealed by a two-third majority of the Board, provided such proposals are made with 30 days' Notice in writing, prior to the meeting where they will be voted on. Proposed amendments must be submitted to the Corresponding Secretary to be sent out with regular board announcements setting forth the proposed bylaws revisions with explanations therein.

ARTICLE XIII – ADVISORY BOARD

WIC may, upon the recommendation of any Executive Board Member, and a majority vote of the board members establish an Advisory Board, not to exceed 7 members, consisting of both active and retired members. The Board may also, by a majority vote, decide to include on its Advisory Board individuals who are not members of WIC, but whose presence would be an asset to WIC. The Advisory Board shall serve concurrently with each administration.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The parliamentary authority that shall govern all meetings of WIC shall be the latest edition of Rules of Order Newly Revised; to the extent that they do not conflict with these bylaws, or any rule that ranks it.