

GREATER FORT WAYNE CRIME STOPPERS INC. BY-LAWS

These By-Laws replace all prior By-Laws and Amendments. These By-Laws are in effect after the approval of the Board of Directors at the annual meeting held on **NEW DATE TDB**

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CURRENT AMENDMENTS: Article VIII Sec 2, 6/18/2021

GREATER FORT WAYNE CRIME STOPPERS INC. BY-LAWS

ARTICLE I

CORPORATE IDENTIFICATION

Section 1) Name and Location. The name of the Corporation, as registered in the State of Indiana, is Greater Fort Wayne Crime Stoppers Inc, hereinafter referred to in these By-Laws as the "Corporation". The principal address of the Corporation shall be located in Allen County, Indiana at One E. Main St. Suite 108 Fort Wayne, Indiana 46802. The Corporation may have offices in other places of business as may from time to time be deemed necessary by the Board of Directors.

Section 2) Mission. The mission of the Corporation is to take information (tips) regarding past or potential crimes, both misdemeanor and felony, analyze it, screen it and if useful forward it to the appropriate law enforcement agency and/or other entities that may be affected by or make use of the information. The Corporation may offer a reward as stipulated in Article IX (Administration of Rewards). The identity of the tipster will be anonymous within the Corporation; however, the tipster may waive this requirement.

Section 3) Non-Profit. This Corporation is a Non-Profit Organization pursuant to IRC Section 501(c)(3) regarding Non-Profit Organizations. See Article VIII (Contributions and Depositories) for more information.

Section 4) Fiscal Year. The fiscal year of the Corporation shall begin on the first day of November in each year and end at the close of the last day in October of the following year.

Section 5) Discrimination. This Corporation will not discriminate against anyone or base any of its decisions upon an individual's race, color, religion, sex, age, disability, national origin, marital status, veteran status or any other classification protected by law.

ARTICLE II

MEMBERSHIP

Section 1) Board of Directors. Members of the Board of Directors of the Corporation may be a resident of the community. Active law enforcement personnel may not be a member of the Board of Directors. Hereafter, the members of the Board of Directors will be referred to as the "Board".

Section 2) Board Member Responsibilities. The primary responsibilities of the Board members are to regularly attend and participate in Board and/or Committee meetings; regularly attend other Crime Stoppers functions; raise funds for the Corporation; and assist in other administrative functions such as payout of rewards. Board members are to maintain as confidential all information or matters discussed at all meetings of the Corporation.

Section 3) Vote Eligibility. Each member of the Board shall cast one vote on each matter brought before the Board. No member may cast a vote by proxy; they must be present at any meeting where a vote is necessary. Any Board member may make a motion or second a motion made in any meeting of the Board.

Section 4) Advisory Committee. An active member of any law enforcement agency may serve the Corporation by being a member of the Advisory Committee. The Greater Fort Wayne Crime Stoppers Coordinator (defined in Article VII Section 1) and any member of his/her staff are mandatory members of the Advisory Committee. See Article VI (Committees) for more information. Members of the Advisory Committee are encouraged to engage in discussions on any matter related to Crime Stoppers but do not have the authority to make, second or vote on any motion before the Board.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 1) Place of Meetings. All meetings of the Corporation are to be held in Allen County, Indiana as may be specified in the notices, or waivers of notice, concerning the holding of such meetings.

Section 2) Regular Meeting. The Regular meetings shall be held on the second Wednesday of each month.

Section 3) Annual Meeting. The annual meeting of the members is for the purpose of electing Officers of the Corporation and for the transaction of other business, as may be required:

- a) The annual meeting of the Board shall be held on the second Wednesday in the month of November.
- b) If for any reason the annual meeting can't be held on the second Wednesday of November, the Executive Committee may set another date.

Section 4) Executive Meeting. Members of the Board's Executive Committee shall meet on the last Wednesday of each month.

Section 5) Special Meetings. Special meetings may be called by the Chair of the Board or the majority of the members of the Executive Committee or 20% of the members of the Board. Notice must be given in accordance with Section 6 of this Article.

Section 6) Notice of Meetings. A notice of any meeting shall be made stating the place, hour and location of the meeting. With the exception of Special Meetings, such notices shall be delivered to each member of the Board seven (7) days before the meeting. In regards to notification of Special Meetings a reasonable attempt should be made to meet the seven (7) days notification requirement but circumstances may arise where this is not possible. Such notification shall be sent via regular First-Class Mail, E-mail or by telephone.

Section 7) Quorum. At any Regular or Special Meeting of the Board, the presence of the majority or one-third (1/3) of the number of Directors in Office constitutes a quorum for the transaction of Corporation business, except as otherwise provided in these By-Laws. Any action by a quorum of the Board shall be considered as the action of the entire Board. The Executive Committee meeting requires a presence of at least four (4) members to constitute a quorum.

Section 8) Chair of the Meeting. The Chair of the Board shall preside over all meetings of the Board and Executive Committee. If the Chair is absent, then the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, then the Recording Secretary or a past Chair shall preside.

Section 9) Minutes of the Meeting. The Secretary of the Corporation will record, publish and file the Minutes of the Board meetings. In the absence of the Secretary, the presiding officer may appoint a person to take notes to give to the Secretary.

ARTICLE IV

BOARD OF DIRECTORS

Section 1) Number of Directors on the Board. The Board shall consist of no more than 30 members. All Directors become members of the Board after an interview of the candidate with the Executive Committee, voting by the Membership Committee, and election by a majority of the members attending a Board meeting.

Section 2) Election and Term of Membership. Directors shall be elected or appointed each year for three (3) year terms at each annual meeting of the Board of Directors. If the annual meeting of the Board of Directors is not held at the time designated in these By-Laws, such failure shall not cause any defect in the existence of the Corporation and the Directors then in office shall be held over until their successors shall be chosen and qualified. Members of the Board may serve a term of three years beginning on the date of his/her election to the Board. At the expiration of this three year term, any Board member may be re-elected for an additional term of three years.

Section 3) Resignation from the Board. A Board member may resign from the Corporation at any time and for any reason by filing a written notice of such resignation with the Secretary, Chair or Vice-Chair. Such written notice may be submitted electronically.

Section 4) Vacancies & Removal from the Board. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: the death, resignation, or removal of any Director. A Board member may be removed with or without cause by a 2/3 vote of the Board membership at a regularly scheduled board meeting. The removal shall be effective immediately. A Board member who has missed three (3) consecutive meetings of the Board or a total of five (5) meetings of the Board during any one calendar year may be removed from the Board. Extended leaves can be approved by the Chair.

Section 5) Replacement of Directors. Any vacancy (a vacancy is any time there are less than 30 members of the Board) may be filled by a simple majority vote in accordance with Section 1 of this Article. The term of the Director elected shall coincide with the term of the Director that resigned or was removed.

ARTICLE V

OFFICERS

Section 1) Officers of the Corporation. The Officers of the Corporation shall be Chair of the Board, Vice-Chair of the Board, Secretary, and the Treasurer. This does not preclude the possibility of the Board creating other Officers in unusual circumstances.

Section 2) Term of Office. The term for all Officers of the Board is two years in duration. The term begins when the officers are installed at the annual meeting of the Board held on the second Wednesday in November. If someone is elected to fill a vacancy, the term for the person elected to fill the vacancy shall be for the remainder of the term of the Officer being replaced.

Section 3) Duties and Powers of Officers. The Officers shall perform the duties and exercise the powers described in the Articles of Incorporation and the By-Laws.

These duties and powers shall include but are not limited to the following:

The Chair shall:

- a) Be the Principal Officer of the Corporation
- b) When present, preside at meetings of the Board and the Executive Committee.
- c) Along with the Secretary or Treasurer is authorized to sign checks or other legal documents in order to conduct the business affairs of the Corporation.
- d) Appoint Standing Committee Chair(s) and members, except for the Nominating Committee
- e) Create Special Committees, appoint Chairman and members thereof as necessary
- f) Be an ex-officio member of every Committee, with the exception of the Advisory Committee, and have the authority to act on the behalf of the Committee Chair in the absence of that person.

The Vice-Chair shall:

- a) Assume the duties and powers of the Chair in his/her absence.
- b) Perform any duty as assigned by the Chair, the Board of Directors or the Executive Committee.
- c) Be authorized to sign checks and other legal documents in the absence of the Chair.

The Secretary shall:

- a) Record and issue minutes of the Board meetings, make a record of the Executive Committee meeting, and file those records and minutes.
- b) Provide the members of the Board with a copy of each meeting's minutes. This shall be done so the minutes are received by the Board members before the next meeting of the Board.
- c) Be responsible for oversight of the Corporation files (except the Treasurer's records).

- d) Assume such duties as may be assigned by the Chair or the Executive Committee
- e) Be authorized as co-signatory on checks, promissory notes and contracts.

The Treasurer shall:

- a) Be the custodian of the Corporation's funds and records regarding such funds.
- b) At each Board meeting present a financial report of the status of the Corporate funds as well as any transactions made since the prior report. This report is to be made verbally with written reports provided to the Board.
- c) Be the Primary signer of all checks drawn upon the Corporation accounts.
- d) Upon the request of the majority of the Board, plan for an audit or review of the Corporate monetary accounts and transactions and arrange for the auditor or reviewer to report the findings.
- e) Be responsible for filing the annual corporate tax returns and any additional information required by governmental authorities. The Treasurer shall so be a member of the Finance and Audit Committee.
- f) Arrange for the payout team to receive and account for reward monies.

ARTICLE VI

COMMITTEES

Section 1) Executive Committee. The Executive Committee is responsible for the oversight of the Corporation and making recommendations to the Board of Directors. The Executive Committee shall have the full power of the Board between meetings except that they cannot change any action taken by the full Board, any By-Laws of the Corporation or authorize any special rewards. Members of the Executive Committee shall be:

- a) The Chair of the Board
- b) The Vice-Chair of the Board
- c) The Secretary of the Corporation
- d) The Treasurer of the Corporation
- e) Each Standing Committee Chair
- f) The Immediate Past-Chair of the Board
- g) Two Members-At-Large elected for one-year terms at the annual meeting

The Executive Committee shall meet on the last Wednesday of each month.

Section 2) Standing Committees. There shall be the following "Standing Committees" of the Crime Stoppers Board of Directors:

- a) Fund Raising - This Committee is responsible for the raising of funds for the Corporation. Such activities can include: holding fund raising events, seeking donations, seeking Crime Stoppers day events at local businesses and selling Crime Stoppers items.
- b) Publicity – This Committee is responsible to make the public aware of Crime Stoppers and its activities. Activities can include: participating in public events, talks before organizations, arrange special appearances on visual media and news releases.

- c) **Nominating Committee** –The Nominating Committee shall screen and consider qualifications of potential candidates for members of the Board and Officers of Crime Stoppers. They shall, from time to time throughout the year, submit to the members of the Board, for their comment, the names of persons recommended for membership. To assure proper screening and consideration of the candidates for the Board, members of the Board should make recommendations to the Nominating committee at least thirty (30) days prior to the election. This committee conducts the annual election. This committee shall consist of three (3) members of the Board appointed by the Crime Stoppers Chair upon adoption of these By-Laws and thereafter at the first regular meeting following the annual meeting in January. A majority vote shall elect the committee Chairman.
- d) **Finance and Audit Committee** – This committee is responsible for conducting business reviews and/or audits as may be requested by the Board or Executive Committee. Responsibilities also include seeking grants and corporate donations and are the main point of contact on the investment account.
- e) **Advisory Committee** – Members of the Advisory Committee are made up of any member of law enforcement and/or members of the Crime Stoppers staff. Law enforcement agencies select the member(s) of their organization to participate on this committee. See Article II (Membership)for further information.

Section 3) Special Committees. Special committees may be created by the Chair for a specific purpose. Special committees shall be dissolved upon the completion of the special task assigned by the Chair.

Section 4) Committee Membership. All members of standing and special committees shall come from the membership of the Board of Directors. They shall be volunteers or can be appointed by the Chair of the committee. Their length of membership is unlimited but it may be terminated at any time for any reason by the Chair of the committee or the Chair of the Board of Directors.

Section 5) Special Committee Membership. Special committees may also include members of the general public, law enforcement, private corporations or non-profit organizations. Tenure on the committee is determined by the Chair of the special committee or the Chair of the Board of Directors and may be terminated at any time for any reason.

Section 6) Standing and Special Committee Meetings Reports. Standing and special committees shall meet as required and shall make a report of their activities at the monthly Board meeting.

Section 7) Advisory Committee. Members of the Advisory Committee are made up of any member of law enforcement and/or members of the Crime Stoppers staff. Law enforcement agencies select the member(s) of their organization to participate on this committee. See Article II (Membership) for further information.

ARTICLE VII

CRIME STOPPERS STAFF

Section 1) Overall View. The Crime Stoppers staff consists of a Coordinator and possibly other Crime Stoppers Staff member(s) (hereinafter referred to as Staff). In general, their responsibility is to receive and process information provided by citizens, coordinate the pay out of rewards and perform other duties as assigned by the Executive Committee.

Section 2) Law Enforcement Employees. Any law enforcement employee(s) assigned to Crime Stoppers shall work under their agency's supervision; follow their Chain of Command; and conduct themselves in accordance with that agency's work rules and policies. Their Crime Stoppers work assignment is to perform the duties as outlined in these By-Laws and adhere to all provisions of these By-Laws. Any disagreement that can't be resolved between these employees and the Officers of the Crime Stoppers Board shall be taken to the next level(s) of that employee's Chain of Command. The Board cannot overrule or change the agency's work rules and policies and the agency cannot issue orders that are counter to any Board decisions.

Section 3) Crime Stoppers Employees and Contractors. Anyone working on the Crime Stopper staff may be a direct hire employee, contractor or volunteer. Such individuals perform duties as outlined in the By-Laws as well as follow work directives made by the Chair or Executive Committee.

Section 4) Coordinator/Staff Relationship. Daily work performed by Staff will be under the direction of the Coordinator. The Coordinator will enforce safety, security (including cyber-security), hours of work, and assign duties that are consistent with the By-Laws.

Section 5) Coordinator Duties. Coordinator duties include but are not limited to:

- a) Supervise, train and direct the activities of staff
- b) Serve as the Crime Stoppers liaison between various law enforcement agencies
- c) Assign Crime Stoppers tip identification number
- d) Process and oversee tip information
- e) Follow up on tip information and pay outs
- f) Maintain confidential, concise and secure records of tip information
- g) Attend law enforcement meetings as ordered by the Coordinator's Chain of Command, meetings of the Corporation's Board and any Executive or Standing Committee meetings when requested
- h) Prepare and disseminate the "Crime of the Week" information
- i) Prepare Crime Stoppers news releases as approved by the Executive Committee
- j) Prepare reports for the Board as requested
- k) Speak at engagements and attend special events to raise funds and/or provide publicity for the Corporation when requested
- l) Assure cyber security by limiting the staff access to web sites that are unrelated to Crime Stoppers activity, prohibits sending unnecessary and personal emails, and prohibits storing any non-Crime Stoppers related information received
- m) Perform other duties as requested by the Executive Committee

Section 6) Staff Duties. Staff duties include but are not limited to:

- a) Maintain cyber security as outlined in Section 5 of this Article
- b) Take calls and electronic messages from tipsters and review and analyze such information
- c) Attend any meeting as requested
- d) Maintain a professional demeanor on all contacts with tipsters or agencies outside the Crime Stoppers organization
- e) Conduct public relation assignments as directed by the Coordinator or Executive Committee
- f) Assist in the payout of rewards as directed
- g) Perform any other duties directed by the Coordinator and/or Executive Committee

ARTICLE VIII

CONTRIBUTIONS AND DEPOSITORIES

Section 1) Contributions. Any contributions, bequests or gifts made to this Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2) Depositories. The Board of Directors shall determine which depositories shall be used by the Corporation. With the exception of specific gifts received as outlined in Section 2a below, all depositories must be located within the State of Indiana, must be authorized to transact business in the State of Indiana and must be federally insured. All checks and orders for the payment of money from said depositories shall bear the signature of two (2) of the following: Chair, Vice-Chair, Treasurer, Secretary or any additional individuals who have been approved in advance by action of the entire Board of Directors.

Section 2a) Depositories Special Exception. Monies received by the Corporation as gifts from wills and estates or as large donations from benefactors shall be deposited or invested as best determined by the full Board of Directors. Those investments may include bonds, stocks or other financial instruments that provide a potential return on investment greater than available through insured sources.

Section 3) Restrictions. No compensation of any type shall be paid from funds of the corporation to any of its directors, officers, members or related persons except for services rendered to the corporation as approved by the Board. However, advances made by such person on behalf of the corporation may be reimbursed to them. Reimbursements in excess of \$200.00 must be approved by the Executive Committee.

Section 4) Not-For-Profit Status. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under the Internal Revenue Code of 1954 or as amended. Nothing shall be done by the Corporation that would disqualify it as a 501(c)(3) charitable organization.

Section 5) Dedication of Assets.

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of the Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable and educational purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

Section 6) Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

ARTICLE IX

ADMINISTRATION OF REWARDS

Section 1) Reward Payments. The Corporation may pay rewards for providing information that leads to the arrest of a person charged with a felony crime.

Section 2) Special Circumstances. The preceding paragraph shall not prohibit the Board or Executive Committee from authorizing payment of rewards in special circumstances.

Section 3) Eligibility for Receiving Rewards. Any person who provided information is eligible to receive a reward. Persons ineligible to receive rewards are:

- a) Any Board member of the Corporation or their family
- b) Any staff member of Crime Stoppers
- c) Any Member of a law enforcement agency or their family

Section 4) Reward Amounts. Rewards may be paid for information received. Amounts in excess of \$5,000 must be expressly approved by a majority vote of the Board. Recommendations on the amount of the reward shall be made by the Coordinator at the board meeting. The Board shall discuss the reward and approve the amount to be paid to each tipster. The following considerations may be part of the Coordinator's recommendation to the Board:

- a) The nature and gravity of the crime(s)
- b) The importance of the information
- c) The risk to the tipster

Section 5) Crime Stoppers Numbers. The Coordinator and/or staff assign a number to each tip that has the potential to receive a reward. It is the sole responsibility of the tipster to maintain the security and control of their Crime Stoppers number.

Section 6) Communication with Tipsters. It is the sole responsibility of the tipster to maintain contact with the Crime Stoppers' office to make arrangements to receive the reward. The staff does provide the tipster with recommended times to call the staff to arrange payout.

Section 7) Reward Payout. Each month the Board designates who will pay the rewards for that month. The payout team will consist of two or more persons, one of which must be a member of the Board. The treasurer issues a check to the coordinator or a Crime Stoppers Board member who will pick up the reward money from the designated bank. It is the responsibility of the payout team to assure the tipster provides the correct identifying number prior to paying the reward. With Board approval, special arrangements may be made for the payout of rewards in special cases. The payout team will properly fill out all documents required to substantiate that they have made the payment to the tipster or returned undeliverable rewards to the designated bank.

Section 8) Special Payments. On occasion, individuals, organizations or law enforcement may request our help in paying their rewards. Each case must be considered and approved by the Board or Executive Committee before a payout may be made.

ARTICLE X

CORPORATION BOOKS, FILES AND RECORDS

Section 1) Place of Keeping. The corporate books and records of the Corporation may be kept in such a place as the Board of Directors may determine.

Section 2) Retention of Files. The Corporation shall maintain written records relating to information received concerning unsolved felony crimes and other information forwarded to any law enforcement agencies.

Section 3) Record Keeping. The tip records shall be retained for no less than seven years. The financial records of Crime Stoppers which include tip numbers, records of payouts, return of payouts, monthly financial reports and all other financial reports shall be retained for no less than seven years. Tip records and financial records shall be kept in a secure location within the Crime Stoppers office. Backup records shall be maintained and stored in a secure location on or off premises.

Section 4) Preservation of Historical Records. At no time shall any Greater Fort Wayne Crime Stoppers records of historical value (such as awards or recognition, biographies) be altered, destroyed or removed from the Coordinators office without approval and consent from the Board of Directors.

ARTICLE XI

CONTRACTS, PAYMENTS, NOTES, ETC.

Section 1) In General. All contracts, checks and agreements authorized by the Board of Directors must be signed by any two (2) of the following officers: Chair, Vice Chair, Secretary, or Treasurer. The Board of Directors may authorize by corporate resolution any of these officers and other employees for payment of money on its behalf.

ARTICLE XII

AMENDING THE BY-LAWS

Section 1) Amendments. The power to amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors of the Corporation. These By-Laws may be amended by a 2/3 vote of the voting members of the Board of Directors, provided that any proposed By-Laws changes must be transmitted to the Board members at least thirty (30) days prior to the action by the Board of Directors on the proposed change. Proxies will not be accepted for purposes of amending the By-Laws.

ARTICLE XIII

DISSOLUTION OF THE CORPORATION

Section 1) Dissolution. The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Upon dissolution of the Corporation, no part of the property of the Corporation nor any of the proceeds thereof will be distributed to or inure to the benefit of any of the members of the Corporation. All such property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the Board of Directors to any one or more corporations, trusts, community chest, funds or foundations described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Section 1) Parliamentary Authority. The parliamentary authority for the Corporation shall be the current edition of Roberts Rules of Order.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1) Definitions.

Director – each present and former Director of the Corporation

Expenses – include but may not be limited to reasonable amounts for attorney fees, costs, disbursements, judgments, fines, penalties or other liabilities

Officer – each present and former Officer of the Corporation

Section 2) Indemnification Granted. Each Director and Officer shall be and hereby is indemnified by the Corporation against:

- a) Expenses incurred or paid by him or her in connection with any claim made against him or her or any actual or threatened action, suit or proceeding (civil, criminal, administrative, investigative or other, claim whether or not relating to a date prior to the adoption of these By-Laws) in which he or she may be involved as a party or otherwise by reason of his or her being or having been a Director or Officer or by reason of any action taken or not taken by him or her in such capacity; and
- b) The Director or Officer has proceeded in good faith shall be entitled to such indemnification.
- c) It is intended by this provision to grant indemnity to the fullest extent permissible under the law.

AMENDMENTS