

**AMENDED & RESTATED
BYLAWS OF
NEW YORK WOMEN IN LAW ENFORCEMENT, INC.**

DATED: JUNE 09, 2023

THIS AMENDED AND RESTATED AGREEMENT AS APPROVED BY THE BOARD OF DIRECTORS DELETES ALL PROVISIONS OF THE BY-LAWS OF NEW YORK WOMEN IN LAW ENFORCEMENT, INC. DATED OCTOBER 30, 2020, AND SUBSTITUTES THAT AGREEMENT WITH THIS RESTATED AGREEMENT AS FOLLOWS:

ARTICLE I

INTRODUCTION

Section 1.1 Name

The name of the Corporation is New York Women in Law Enforcement, Inc. (the “Corporation”).

Section 1.2 Statement of Purposes

As provided in the Corporation’s Certificate of Incorporation (the “Certificate” or the “Certificate of Incorporation”), the Corporation is organized for the purposes set forth in Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”). In furtherance thereof, the purposes of the Corporation shall include, without limitation, the promotion of the common business interest of women in law enforcement within and outside of New York State.

Specific goals and objectives of the Corporation include: (1) to support the recruitment, retention and promotion of women in law enforcement; (2) to create a program for continued mentoring of both women in law enforcement and students interested in criminal justice; (3) to establish communication links among both active and retired law enforcement Members for the exchange of information and ideas; (4) to sponsor community service projects which promote a positive relationship between law enforcement and the communities they serve; (5) to facilitate the sharing of training opportunities and to deliver such programs for the personal and professional development of its Members (6) to serve as advocates for the development of the leadership skills and qualities in its Members at whatever level they serve in their agencies/organizations. (7) to assist and support its Members in maintaining the balance between their personal and professional lives.

Section 1.3 Offices and Registered Agent

The address of the registered office of the Corporation and the name of the registered agent shall be as are set forth in the Certificate of Incorporation. The Board of Directors

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.

Section 1.4 Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year, or on such other date as may be fixed from time to time by resolution of the Board.

Section 1.5 Governing Law

This Corporation is governed by the New York Not-for-Profit Corporation Law (“NY N-CPL”) §102, as it may be amended from time to time (the “Act”).

ARTICLE II

MEMBERS

Section 2.1 Membership Classes

The Corporation shall have two levels of Membership to include voting and non-voting Members. Voting Members shall consist of retired or active sworn law enforcement, and criminal justice partners within New York State. Non-voting Members shall consist of student, honorary, and out of state law enforcement and criminal justice partners.

Section 2.2 Voting Members

Members shall be individuals (1) who are, or previously were, employed within the criminal justice system at the federal, state or local level within New York, (2) who complete an application in the form established by the Board of Directors, (3) whom the Board of Directors or a committee established to review applications, approves for Membership, and (4) who pay the applicable annual Membership dues established by the Board. Voting Members shall be eligible to serve as Directors and Officers. Every effort shall be made to have a wide representation from the associations representing the various law enforcement and criminal justice partners throughout New York State.

Section 2.3 Membership Application

Applications for Membership shall be made in writing and submitted in either paper or electronic form. The Board of Directors shall establish, and may from time to time modify, the format of the Membership application.

Section 2.4 Membership Dues

The monetary amount of Membership dues for each class of Membership shall be determined by the Board of Directors and assessed annually. Dues shall be due and payable as described in the most current version of the Membership application, and

thereafter, on January 31 of each subsequent calendar year. In the event that a Member fails to make payment of such dues within thirty (30) days of the due date, the Membership Secretary shall cause a reminder notice to be emailed to the Member's email address on file. If the Member fails to make payment within thirty (30) days after the reminder notice is emailed, the Member's Membership shall be terminated. Membership dues shall cover the period January 1 through December 31 of the calendar year in which paid. First year membership dues received after July 1 of a calendar year, shall cover the period of the remainder of that calendar year in which the dues were received and the following calendar year. No dues shall be refunded to any Member whose Membership terminates for any reason.

All founding members of the Corporation shall receive lifetime membership to the Corporation. All Past Presidents shall receive lifetime membership to the Corporation at the conclusion of their term as President.

Section 2.5 Non-assignability of Membership

Membership in the Corporation is neither assignable nor transferable.

Section 2.6 Annual Meetings of Members

The Corporation shall hold an Annual Meeting of the Members at times and places, within or outside the state of New York, to be fixed by the Board of Directors. The Corporation shall hold its first Annual Meeting on a date within twelve (12) months of the Corporation's organization. Each successive Annual Meeting shall be held on a date not more than thirteen (13) months following the preceding Annual Meeting, or when practicable absent good cause. In an effort to maximize the attendance of membership at the Annual Meeting, the Annual Meeting shall coincide with the Annual Training Conference.

A meeting of the Members shall be held annually for the election of Directors, and the transaction of other business on a date fixed by or under the by-laws. The election of Directors may be accomplished via an on-line election. Only Voting Members may elect Directors.

Section 2.7 Special Meetings of Members

Special meetings of the Members shall be called upon the instruction of the President or the Board or upon the written request of ten percent (10%) of the Voting Members of record.

Section 2.8 Notice of Members' Meetings

Written notice of the date, time and place of the Annual Meeting each year shall be given to all Members of record at the meeting not less than ten (10) and not more than sixty (60) days prior to the day of a meeting. In the case of a special meeting, the notice shall

also specify the general nature of the business to be transacted. Such notice shall be given to the Member by at least one of the following methods: personally; by sending a copy thereof by first class to the address of record of the Member; by facsimile to the Member's facsimile number appearing on the books of the Corporation; by email to the Member's email address appearing on the books of the Corporation; or by posting the Annual Meeting notice on the Association's official website. If the Notice is sent by mail or fax, it shall be deemed to have been given to the person entitled thereto when deposited in the U.S. mail or in the case of facsimile, when dispatched. The Annual Meeting takes place at the Annual Conference, is open to all Members. Attendance at the Annual Conference is not required to attend the Annual Meeting.

Section 2.9 Waiver of Notice

Notice of any meeting need not be given to any person who may become a Member of record after the mailing of such notice and prior to the meeting, or to any Member who attends such meeting, in person, or to any Member who, in person, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of Members need not be given, unless otherwise required by statute. Attendance of a Member at a meeting, in person, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.

Section 2.10 Action Without a Meeting

Any action that may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing setting forth the action, taken or to be taken, shall be signed by all of the Voting Members, entitled to vote on that issue and such consents shall be filed with the Secretary of the Corporation who shall file such consents with the meetings minutes of the Members.

Section 2.11 Record Date

The Secretary of the Corporation shall fix a date as the record date for determining the Corporation's Members in advance, a date not exceeding fifty (50) days, nor less than ten (10) days, as the record date for the determination of Members entitled to receive notice of, or to vote at, any meeting of shareholders, or for the purpose of any other action with regard to determining the Members entitled to notice of any meeting. If no record date is fixed, the record date for the determination of Members entitled to notice or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day on which the meeting is held. When a determination of Members of record entitled to notice of or to vote at any meeting of Members has been made as provided for herein, such determination shall apply to any adjournment thereof, unless the Secretary fixes a new record date for the adjourned meeting. Any Member shall have completed thirty (30) days of membership prior to voting entitlement regardless of the record date.

Section 2.12 Voting List

The Secretary of the Corporation shall have charge of the Membership record books for the Corporation and such Officer shall make and certify a complete list of the Voting Members and Non-Voting Members. The list shall be arranged, produced and subject to inspection as set forth in the Act.

Section 2.13 Liability of Members

Members shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2.14 Quorum

The presence of 25% of the Voting Members entitled to vote on the matter(s) to be acted upon shall constitute a quorum. One or more Members may participate in any meeting of the Members by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The acts at a duly organized and noticed meeting of the Members at which a quorum is present shall be the acts of the Members.

Section 2.15 Voting by Members

Each Voting Member of the Corporation is entitled to one vote on each matter before the Members. The manner of voting on any matter may be by voice, ballot, mail, or any other reasonable means. Unless otherwise provided by these bylaws, a majority vote of the Voting Members present shall govern all matters.

Section 2.16 Proxy

Voting Members shall not be able to vote by proxy.

Section 2.17 Termination

Any Member's Membership may be terminated (a) by the Secretary for failure to pay dues in accordance with Section 2.4 or (b) for cause by the vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present. For purposes of termination of Membership for cause, the categories allowing such termination shall include any actions or inactions, by the affected Member, that the Board determines to be detrimental to the Corporation. The affected Member shall be permitted to make a written response to the charges and to attend the meeting and make an oral response. The decision of the Board of Directors shall be final. The foregoing procedure for a hearing before the Board shall not apply to termination for failure to pay dues.

Section 2.18 Resignation

A Member may resign at any time from Membership by giving a written letter of resignation to the Secretary of the Corporation. Members who resign are not entitled to any refund of yearly dues.

ARTICLE III

ORGANIZATION OF GOVERNMENT

Section 3.1 Authority

Subject to any limitations set forth elsewhere in these Bylaws or the Certificate of Incorporation, the affairs of the Corporation shall be under the general direction of a Board of Directors (the “Board” or the “Board of Directors”), which shall administer, manage, preserve and protect the property of the Corporation. The Board shall have supervision, control, and direction of the Corporation and its committees, shall determine its policies and procedures, and shall have the authority to exercise the powers of Membership under emergency circumstances. All decisions of the Board shall be reported to the Membership at the next business meeting.

Section 3.2 Composition

The Board of Directors shall consist of a minimum of ten (10) Voting Members and a maximum of twenty-one (21) Voting Members (each a “Director” and collectively the “Directors”), and the actual number will be determined from time to time by the Board. The Board shall include the Corporation’s President, Vice-President, Membership Secretary, Recording Secretary, Treasurer and immediate past President. Although, pursuant to [Article VI](#) of these Bylaws, any officer of the Corporation may hold one or more offices at a given time, an officer holding multiple offices shall not have more than one vote as a Director.

The voting Board of Directors will be elected by the Membership. Each elected Director shall serve for a term of up to two (2) years, and until such Director’s successor has been duly elected. However, the incoming President and immediate-past President shall remain on the Board of Directors until fulfilling the obligation of their respective offices. A Board of Director’s term shall begin upon being sworn in by the President or their designee. Directors may serve unlimited successor terms, which may also be consecutive. Should a Director vacate their position for any reason prior to completion of their two-year term, a member in good standing shall be selected by a majority vote of the Board of Directors to complete that term.

Voting members requesting consideration for a Board of Director position shall meet the minimum qualification of a Member in good standing for a minimum of two (2) years prior to submitting to the secretary a Statement of Commitment and Interest form as approved by the Board of Directors at least seven (7) days prior to the announced date of the election. The Statement of Commitment and Interest form shall include an endorsement of a sitting member of the Board of Directors. The Board

of Directors shall have the authority to waive the above time requirements at any time for good cause shown. The Secretary will forward a list of all candidates including the members' Statement of Interest Forms to the Nominating Committee. The Nominating Committee shall convene, whether in person or via conference call, to review Statements of Interest and interview new candidates whom the Nominating Committee deem appropriate. The Nominating Committee shall submit a list of recommended candidates to the Board of Directors for review. The Secretary will then post the recommended names on the website, including the members' Statement of Interest documentation. The election of the Board of Directors will occur prior to the Annual Meeting. The swearing-in of such Directors shall occur during the Annual Meeting or at a Special Meeting, called for such purpose.

Members may cast a vote for the same number of candidates, as there are open positions. If a ballot indicates more votes than the number of positions open, the ballot will be considered void.

Section 3.3 Compensation

No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 3.4 Meetings

The Board must meet at least eight (8) times per year, and one meeting may be in conjunction with the Annual Meeting, at dates and times established by the Board. Special meetings may be called by the Secretary upon the order of the President or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held at a location to be determined by the President, or via conference call.

Prior to the Annual Meeting, the Board elects, from its current Board of Directors, the President, Vice President, Secretary, and Treasurer to serve for one (1) year terms and Regional Directors to serve for two (2) year terms. The Board election results will be announced at the Annual Meeting.

Section 3.5 Quorum

At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors

present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.6 Voting

Each Director, present in person or by other means described in Section 3.5 (such as telephone conference call), entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

In the event the Board wishes to vote by email or upon written consent, without meeting in person or by conference call, then any action authorized, in writing, including by electronic mail, by **all** of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. A copy of the written consents of all Board members by electronic mail shall be filed with the meeting minutes.

Section 3.7 Notices

Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting.

Whenever written notice is required to be given to a Director under this Section 3.7, it may be given to the Director personally or by sending a copy thereof to the Director's address of record by either of the following methods:

(a) By facsimile transmission, e-mail or other electronic communication to the Director's facsimile number or address for e-mail or other electronic communications supplied by Director to the Corporation for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when sent and provided to the address appearing on the books of the Corporation.

Notice of an adjournment of a meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed 10 days in one adjournment.

Section 3.8 Waiver of Notice

Notice of any meeting need not be given to any Director who attends such meeting, in person, or to any Director who, in person, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of Members need not be given, unless otherwise required by statute. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a

Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.9 Standard of Care; Liability of Directors; Reliance on Corporate Records

Subject to the provisions of NY N-PCL § 717, Directors and Members of any committee designated by the Board of Directors shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. In discharging their duties, Directors and Members of any committee designated by the Board of Directors shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified accountant or firm of accountants or upon financial statements, books of account or reports of the Corporation represented to them to be correct by the President, the officer of the Corporation having charge of its books of account, or the person presiding at a meeting of the board.

Section 3.10 Rules and Regulations

The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.11 Action without a Meeting

Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action, taken or to be taken, shall be signed by all of the Directors in office and entitled to vote and such consents shall be filed with the Secretary of the Corporation who shall file such consents with the minute meetings of the Directors.

Section 3.12 Removal of Directors

One or more of the Board of Directors may be removed for cause by the affirmative vote of the majority of the votes cast by remaining sitting Board of Directors. A Board of Director, upon knowledge of a cause for removal, shall immediately notify the President of the Corporation. The President of the Corporation shall call for a meeting of the Board of Officers. The Board of Officers may immediately suspend one or more Directors pending a final determination by the Board of Directors that cause exists for removal. The President shall notify the entire Board of Directors of any notification of cause for removal whether or not it results in the suspension of the affected Director. If a Board of Director is suspended, the President shall provide immediate written notice basis for cause for suspension to all Board of Directors, including the affected suspended Director and schedule an emergency in-person

meeting of the Board of Directors as soon as possible, but no more than thirty (30) days from the date of the suspension. In the case of removal for cause, the categories of causes allowing such removal shall include any actions or inactions, by the affected Director(s) that the Board determines to be detrimental to the Corporation. The affected Director(s) shall be permitted to make a written response to the charges and to attend the meeting at which a final determination will be made and to make an oral response at such final meeting. The decision of the Board of Directors shall be final and the affected suspended Director shall not be present during Board of Director discussions and voting.

ARTICLE IV

COMMITTEES

Section 4.1 Committees

The Corporation has an Executive Committee made up of the President, Vice President, Membership Secretary, Recording Secretary and Treasurer, and the following standing committees: Technology, Membership, Conference, Community Service, and Nominating. Other than the Executive Committee, which is a Committee of the Board, all other Committees shall be Committees of the Corporation

With respect to the standing Nominating Committee, it shall consist of members of the Corporation who were past presidents of the Corporation. The immediate past president will be the chair of the Nominating Committee, and such committee shall be made up of no less than three (3) individuals. The Nominating Committee shall, after receiving all Statements of Interest for Board of Director candidates, review statements and interview candidates deemed appropriate for election to the Board of Directors. The Nominating Committee shall forward the Committee's nomination of candidates to the Secretary for election procedures to commence in the members general election of candidates to the Board of Directors.

The Board, by resolution adopted by a majority of the entire Board, may establish one or more other committees, each of which shall have at least one or more Members, whose chairperson shall be designated by the Board. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by Members of committees in attending committee meetings and in performing other official duties as such. The Board, by resolution adopted by a majority of the entire Board, may fill a vacancy in any committee, abolish any committee, and remove any Director from membership on a committee at any time, with or without a cause. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee chairpersons and Members shall be appointed annually by the Board and may be reappointed to a committee for an unlimited number of terms. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

No Committee of the Corporation shall have the authority to bind the Board. Members of the Committees of the Corporation, who may be non-directors, shall be appointed by the President upon the recommendation of the Board of Directors and Committee Chair.

Section 4.2 Limitation on Power of all Committees

No committee shall have any power or authority to do any of the following:

- (a) Create or fill vacancies in the Board of Directors;
- (b) Take action on matters committed by the Bylaws or a resolution of the Board;
- (c) Make, alter or repeal any Bylaw of the Corporation;
- (d) Elect or appoint any officer or Director, or remove any officer or Director;
- (e) Submit to Members any action that requires Members' approval;
- (f) The fixing of compensation of the directors for serving on the board or any committee
- (g) The approval of a merger or plan of dissolution;
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction;
- (i) The approval of amendments to the certification of incorporation;
- (j) Amend or repeal any resolution previously adopted by the Board of Directors or;
- (k) Any other action prohibited by New York State law.

Section 4.3 Committee Chairperson

Each committee chairperson shall be responsible for the general organization and operation of the committee he or she chairs, including but not limited to: presiding at committee meetings, providing leadership and guidance to the committee and its Members, overseeing all committee activities, and reporting on committee activities when called upon. Each standing committee chairperson shall also be responsible for submitting committee minutes to the secretary and attending meetings of the Board of Directors if directed by the President. The chairperson shall be responsible for such other

duties as may from time to time be assigned by the President, Vice President, or Board of Directors. Each committee chairperson shall be appointed by the President as stated in [Section 5.6](#).

Section 4.4 Committee Meetings

The working committee must meet at least twice per year, and one meeting may be in conjunction with the Annual Meeting. All meetings of the committee shall be held at a location to be determined by the Working Committee Chairperson, or via conference call.

ARTICLE V

OFFICERS AND BOARD OF DIRECTORS

Section 5.1 Enumeration

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, Immediate Past President, and such other Officers and assistant Officers as the Directors may, from time to time, designate. The President, Vice-President, Secretary and Treasurer shall also be Directors of the Board and are elected by the Board of Directors at the Annual Meeting. The Treasurer shall be recommended by the President and approved by the Board of Directors.

Any officer, assistant officer, or Regional Director may hold one or more offices at a given time but may not execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by these Bylaws to be executed, acknowledged or verified by two or more Officers.

Section 5.2 Eligibility for Office

Any Board of Director in good standing shall be eligible to be nominated and elected to be the Corporation's President, Vice-President, Secretaries, or appointed as Treasurer having previously served as a Board member prior to the Board of Officers election. The question of a member's 'good standing' shall be determined by the sitting Board of Directors.

Section 5.3 Term of Office

The Corporation's President, Vice-President, Secretary or Treasurer shall be installed and shall take office at the meeting at which the election occurs and, unless appointed or elected to fill a vacancy pursuant to Section 5.4 and Section 5.5 below, shall serve for a term of one (1) year or until the officer's successor is duly elected and takes office. Officers may serve for any number of terms and such terms may be consecutive.

Section 5.4 Election

The election of Officers shall occur during the Annual Meeting or at a Special Meeting of the Board, called for such purpose. A majority vote of the Board of Directors shall elect the Officers. In the event there is only one (1) candidate for a specific Officer position, the sitting President will cast one (1) vote declaring the candidate duly elected.

Section 5.5 Vacancies

In the event that there is a vacancy in an office, the Board may fill such a vacancy for the remainder of the one-year term.

Section 5.6 President

The President shall be the chief executive officer of the Corporation and shall chair the Board of Directors, and meetings of the Membership. It shall additionally be the duty of the President to:

- (a) Order the disbursement of the funds of the Corporation as directed by the Board of Directors and sign checks;
- (b) Exercise general supervisory powers of the work of the other Members of the Board of Directors;
- (c) Appoint the chairperson of each standing and special committee in accordance with the procedures set forth in these bylaws; and
- (d) Serve as an ex officio Member of all committees.

Section 5.7 Vice-President

The Vice-President shall be the deputy chief executive officer of the Corporation and shall assume the duties of the President in his or her absence, resignation, removal or incapacity. The current Vice-President shall automatically be nominated for the position of President in the following year. It shall additionally be the duty of the Vice-President to:

- (a) Serve as coordinator of all committees and to provide the Board of Directors with periodic reports on committee activity; and
- (b) Oversee the dues renewal process for members of NYWLE; and
- (c) Review minutes and update the Catalog of Motions as appropriate; and
- (d) Perform such other duties as are assigned from time to time by the President or the Board of Directors.

Section 5.8 Secretaries

The Secretaries shall be responsible for ensuring all notices of meetings are disseminated to the appropriate members, conducting the general correspondence of the Corporation, the taking of minutes of all meetings of the Membership and the Board of Directors, the maintenance of all Membership records and the Standing Committee meeting minutes, and, generally, will perform all duties incidental to the office of secretary of a corporation and such other duties as may be required by law, by the Certificate of Incorporation or by these Bylaws, or which may be assigned from time to time by the President or the Board of Directors.

Section 5.9 Treasurer

The Treasurer shall serve as the chief financial officer of the Corporation and shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate account of receipts and disbursements are kept using generally accepted accounting principles, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors, (c) the Membership and Board of Directors at the regular meetings or whenever they may require it, receive an account of the financial condition of the Corporation, and (d) an annual audit of the Corporation's books and records is performed by an auditor selected by the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all the powers of and be subject to all of the restrictions upon the Treasurer.

Section 5.10 Immediate Past President

The Immediate Past President shall be on the Board to provide advice to the new President and assist with the transition of newly elected Officers in order to keep the Corporation running smoothly.

Section 5.11 Regional Directors and Representatives

The Regional Directors and Representatives shall be members of the association representing the various law enforcement and criminal justice partners throughout New York State's four (4) regions (Central, Southern, Western, and Capital). Regional Directors and Representatives shall represent and liaison with members from their particular region and will also promote the Corporation in their region. It shall additionally be the duties of the Regional Directors and Representatives to:

- (a) Plan and coordinate training opportunities, gatherings and events for members of their respective Region.
- (b) Outreach to members about upcoming activities involving NYWLE.
- (c) Recruitment of prospective members of NYWLE.

The Regions are defined as follows:

Western Region:

Allegany, Cattaraugus, Cayuga, Chemung, Chautauqua, Erie, Genesee, Livingston, Monroe, Niagara, Ontario, Orleans, Schuyler, Seneca, Steuben, Wayne, Wyoming, Yates

Central Region:

Broome, Chenango, Cortland, Delaware, Herkimer, Jefferson, Lewis, Madison, Oneida, Onondaga, Oswego, Otsego, Tioga, Tompkins, St. Lawrence

Capital Region:

Albany, Clinton, Columbia, Essex, Franklin, Fulton, Greene, Hamilton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren, Washington

Southern Region:

Dutchess, Nassau, New York City (5 counties), Orange, Putnam, Rockland, Suffolk, Sullivan, Ulster, Westchester

There shall be four (4) Regional Directors, one from each region listed above. The Board of Directors shall elect a Board member to the position of Regional Director for each of the four regions. The four Regional Directors shall serve two (2) year terms. In the event that a previously existing Regional Director position becomes vacant, the Board may fill such vacancy.

The Regional Director shall oversee all activity and funds within the region. Regional Directors will be provided an annual budget as set yearly by the Board of Directors and will be responsible for managing those funds. These funds will be used for training opportunities, social activities, and necessary supplies to advance the goals of NYWLE. All receipts must be forwarded to the Treasurer.

Each Regional Director shall identify one or more members from within their region to serve as a Regional Representative(s). All members serving as a Regional Representative shall have been a member of NYWLE for at least one year. Regional Representatives are not members of the Board of Directors based on their status of being a Regional Representative however this does not preclude Board Members from holding the position of Regional Representative. All Regional Representatives shall report to the Regional Director, who is a Board member.

Section 5.12 Other Officers

Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time.

Section 5.13 Removal of Officers of the Corporation

An Officers of the Corporation may be removed for cause by a majority vote of the Board of Directors. The Board of Directors may suspend an Officer of the Corporation pending a final determination that cause exists for removal. A member of the Board of Directors with knowledge of cause to remove a member of the Board of Officers shall call for an immediate meeting of the entire Board of Directors. Removal from the Board of Officers does not constitute removal from the Board of Directors.

In the case where the cause rises to the level of suspension and possible removal from the Board of Directors, procedures in Section 3.12 shall be followed. In the case where the President may be subject to suspension and possible removal from the Board of Directors, the Vice President shall assume the duties.

5.14. Advisors

In the event the President determines that the individuals elected to the Board of Directors do not have expertise on finances, legal matters, and/or public relations and communications, the President may recommend up to three advisors who are members of the Corporation to serve as advisors to the Board of the Corporation. At a meeting at which there is a quorum, a majority of the Board of Directors may vote to approve the recommended advisor(s) who shall serve for no more than one (1) year; although if recommended and re-approved the advisor has no term limits. These advisors will be non-voting, and able to attend the Board meetings, and shall be known as the Financial Advisor, Legal Advisor, and/or Public Relations and Communications Advisor. Notwithstanding anything to the contrary in this paragraph 5.14, in the event the President determines that there is no member of the organization who has the unique skill-set to be an advisor in one of these three (3) categories, then the President may recommend a non-member to be an advisor to the organization.

If selected, the Advisors shall have the following rolls:

The Financial Advisor shall serve as an advisor to the Treasurer and the Board on any financial matters.

The Legal Advisor shall serve as the legal advisor of the Corporation and shall provide guidance to the Board of Directors on any legal matter. Additionally, the Legal Advisor shall assist with an annual audit of the By Laws to ensure compliance and accuracy.

The Public Relations & Communications Advisor shall oversee and review any communications that represent the Corporation or Board of Directors. Any requests from the media shall be directed to Public Relations & Communications Advisor.

Section 5.15 Program Coordinator

The Program Coordinator will oversee a list of potential speakers, training agenda items and coordinate with the Conference Committee; oversee the scholarship program; and oversee regional training and events.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Indemnification of Directors and Officers

In accordance with [Section 6.6](#) of these bylaws, the Corporation may indemnify, to the fullest extent now or hereafter permitted by NY N-PCL 722 et seq, each Director and/or officer (including each former Director or officer) (for the purposes of this Article VI, references to “officer” includes all Officers and assistant Officers whether elected or appointed) of the Corporation who was or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful. Notwithstanding anything to the contrary contained herein, the Corporation shall not be obligated to provide indemnification for any acts committed by such Officers or Directors, which constitute bad faith, gross negligence, or willful misconduct.

Section 6.2 Expenses to Directors and Officers

If the Corporation determines the Director or officer is entitled to indemnification pursuant to [Section 6.6](#), the Corporation shall pay expenses (including attorneys’ fees) incurred by a Director or officer of the Corporation referred to in Section 6.1 in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 6.1, only upon receipt of an undertaking by or on behalf of such Director or

officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 6.3.

Section 6.3 Scope of Indemnification

Notwithstanding anything to the contrary, indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Act, any successor statute as in effect at the time of such alleged action, failure to take action or any acts committed by such Officers or Directors which constitute bad faith, gross negligence, or willful misconduct.

Section 6.4 Miscellaneous

Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Members, disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 6.5 Definition of Authorized Representative

For the purposes of this Article, the term, "authorized representative" shall mean a Director, officer or employee of the Corporation or of any corporation controlled by the Corporation, or a Director, custodian, administrator, committee person or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

Section 6.6 Procedure for Effecting Indemnification

Unless ordered by a court, any indemnification under this Article VI or the Act shall be made only following a determination that the indemnification is proper in the

circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE VII

RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION; ADMINISTRATION OF FUNDS

Section 7.1 No Private Benefit

In keeping with the statement of purpose of the Corporation as set forth in its Certificate of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall be used for any purpose not permitted by these bylaws, the Certificate of Incorporation, the Act, or the Code.

Section 7.2 No Violation of Purposes

In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from taxation under Section 501(c) (6) of the Code.

Section 7.3 Tax Records

The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 7.4 Annual Report

The Treasurer shall submit annually to the Board of Directors an annual report as soon as possible after December 31 of each year.

Section 7.5 Books and Records

This Corporation will keep correct and complete books and records of account; minutes of the proceedings of its Board of Directors and committees; and the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation at the principal office of the Corporation.

Section 7.6 Contracts

The Board of Directors may authorize officer(s) or agent(s) of the Corporation in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 7.7 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation in excess of \$500 shall be approved by the President or Vice-President of the Corporation, in addition to the Treasurer.

Section 7.8 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.9 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, or devise for the general purposes or for any special purposes of the Corporation.

Section 7.10 Conflicts of Interest/Related Party Transaction

An actual or potential conflict of interest exists when any of the following exists:

- (a) An officer or Director has an ownership or investment interest in or compensation relationship with a company or other business with which the Corporation does or proposes to do business; or
- (b) An officer or Director receives remuneration for performing services for the Corporation and the Corporation is determining his or her remuneration;
- (c) A “Related Party” is a party to a “Related Party Transaction” - The following definitions shall apply to Related Party Transactions:

- “Related Party” means (i) any director, officer or key person of the corporation or any affiliate of the corporation; (ii) any relative of any individual described in clause (i) of this subparagraph; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.
- “Related Party Transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.
- “Key person” means any person, other than a director or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation’s capital expenditures or operating budget.

Prior to the initial election of any Director, and annually thereafter, a Director shall complete a disclosure statement reflecting his or her interests and submit it to the Secretary of the Corporation, in a form similar to the conflict of interest disclosure statement attached hereto as [Exhibit 1](#) and made part hereof. The contents of this form may be changed at any time upon the vote of the Board of Directors. Annually, an officer shall complete a disclosure statement reflecting his or her interests and submit it to the Secretary of the Corporation. The Secretary of the Corporation will submit a copy of all completed statements to the President, who is the chair of the board.

Directors and officers shall act in a manner intended to further the best interests of the Corporation. If at any time a Director or other Related Party (i) has or may have a conflict of interest, defined above, including a Related Party Transaction, or (ii) is unable to act in the best interests of the Corporation on any issue because of a personal situation, employment, conflicting interest, or other reason, the Director and/or other Related Party shall recuse himself or herself from voting on the subject and shall leave the room while the matter is discussed. Recusing himself or herself shall not prevent a

Director and/or other Related Party from participating in other activities or discussions

where no conflict of interest exists. Provided that nothing in this section shall prohibit the Board or a committee from requesting that the person with the conflict of interest present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto. Such conflicted Director and/or Related Party shall not attempt to influence improperly the deliberation or voting on the matter giving rise to such conflict;

The Board may approve a transaction that is the subject of a conflict, including a Related Party Transaction, only if it has determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit, (ii) that it is fair and reasonable to the Corporation, and (iii) after exercising due diligence, the Corporation would not obtain a more advantageous transaction with reasonable efforts under the circumstances. Where appropriate the Board shall obtain comparable information to assist it in reaching such conclusions.

The minutes of all meetings shall reflect (i) the names of the persons who disclosed any conflicts, including Related Party Transactions; (ii) the determination as to whether an actual or potential conflict of interest existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

Section 7.11 Definition of Code

Unless the context requires otherwise, terms used in this Article VII of these Bylaws shall have the meanings ascribed to them in the Code. References to the Code in this Article shall be deemed to extend to corresponding provisions of any subsequent United States tax laws. The provisions of this Article shall apply notwithstanding other provisions of these Bylaws, if any, which are inconsistent.

Section 7.12 Restriction of Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VIII

BYLAW AMENDMENTS

These Bylaws may be altered, amended and/or repealed from time to time at any regular or special meeting of the Board by the affirmative vote of a majority of the Directors.

ARTICLE IX

DISSOLUTION

In the event the Corporation shall be dissolved or liquidated, 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 of competent jurisdiction of the county in which the principal office of the Corporation is then located for such tax-exempt purposes and as such court shall determine. In no event shall such remaining assets be distributed to any Director or officer of the Corporation or inure to the benefit of any private individual.

Date of Adoption by the Board of Directors: _____

Attest: _____

Secretary of the Board of Directors

EXHIBIT 1
CONFIDENTIAL

Name: _____

New York Women in Law Enforcement, Inc. (the “Corporation”)
Conflict of Interest Disclosure Statement

I. Employment

Current Employer Position To the best of your knowledge, does your employer offer any service or products to, or otherwise do business with, the Corporation? Yes No

If yes, what are the service/product and/or other business and what is the estimated annual dollar volume of such business? _____

II. Investments

Do you have a significant ownership or other investment interest in or do you receive compensation from any company that provides services or products to or otherwise does business with the Corporation or can reasonably be expected to do so? Yes No

If yes, please lists name of entity and your relationship to the entity. _____

III. Director Positions

Please list all organizations where you serve as an officer or Director, whether paid or unpaid.

Name of Organization Position Organization's Business: _____

IV. Please provide the following information for any family Member who is employed by or has a significant ownership or other investment in or compensation arrangement with any company that does business with the Corporation or that reasonably can be expected to do so.

| FAMILY MEMBER'S NAME | RELATIONSHIP TO YOU | COMPANY INVOLVED | FAMILY MEMBER'S RELATIONSHIP TO COMPANY |
|----------------------|---------------------|------------------|---|
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| | | | |
| | | | |
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Family Members include: Spouse Siblings and their spouses Children and their spouses Grandparents and their spouses Parents and their spouses Grandchildren and their spouses

Signature of Officer or Director: _____

Print Name: _____

Date: _____