

# **BY-LAWS**

## **Restorative Justice of Northwest Wisconsin, Inc.**

The By-laws of Restorative Justice of Northwest Wisconsin, Inc. shall provide for the operations of the Board of Directors of the Corporation. The By-Laws shall be consistent with the mission and philosophy of Restorative Justice of Northwest Wisconsin, Inc.

### **ARTICLE I – NAME**

Section 1. The name of this organization will be Restorative Justice of Northwest Wisconsin, Inc.

### **ARTICLE II – LOCATION OF CORPORATION**

Section 1. The principle location of Restorative Justice Northwest Wisconsin, Inc. shall be at a designated site in northwest Wisconsin.

### **ARTICLE III – PURPOSE**

Section 1. The purpose of Restorative Justice of Northwest Wisconsin, Inc. (hereafter referred to as RJNW) is to provide inspiration, leadership, educational opportunities, and information sharing in the development and support of various models of justice, which create opportunities to facilitate between victims, offenders, and their communities for the purpose of healing and restoration. Specific emphasis is placed on youth educational programs which may be parallel efforts with school programs, Community Service projects and educating the community as a whole on the purpose and effects of Restorative Justice.

### **ARTICLE IV – LEGAL STATUS**

Section 1. RJNW shall be a non-profit association and without capital stock. Said corporation shall be non-political and shall not be a lobbying organization. It shall not promote the candidacy of any person seeking public office.

### **ARTICLE V – MEMBERSHIP**

Section 1. The membership of the RJNW shall be persons who demonstrate an interest in the purpose of the Corporation.

Section 2. The classes of members may include “voting members”, “sustaining members”, and “*Ex-Officio* members”.

- A. Voting members shall consist of the Board of Directors.
- B. Sustaining members shall include all other persons who demonstrate an interest, whether by contributions, participation, or volunteer services.
- C. *Ex-Officio* members shall include non-voting members appointed by the Board of Directors as needed to provide guidance to the organization.

### **ARTICLE VI – BOARD OF DIRECTORS/OFFICERS**

The Board of Directors shall decide on policies, goals, objectives, personnel and the budget of RJNW and shall be responsible for the affairs and activities of the corporation in such a manner as to legally further its purpose and to maintain its nonprofit status.

Section 1. The Board of Directors shall consist of not less than nine (9) members, not more than fifteen (15) members. The Board of Directors shall be elected by voting members (see Article V, Section 2A, for definition of voting members). A representative from RJNW's Facilitators shall be invited to serve a two-year term, and shall be appointed from within its group to serve on the Board as a voting member.

Section 2. Members of the Board shall include individuals who are representative of the economic, social, professional, and cultural spectrum of northwest Wisconsin and surrounding areas. RJNW does not discriminate for reasons of age, sex, religion, or national origin.

Section 3. Any Board member, for just cause, may be removed by a two-thirds (2/3) vote of a quorum of the Board at any regular meeting (see Article XI for definition of a quorum).

Section 4. The Board of Directors shall have staggering terms in order to facilitate continuity of decisions and activities. Each Director's term shall be for a two-year period, except when filling a vacancy, in which case the position shall be for the remainder of the term created by this vacancy. Directors may not serve more than three consecutive terms. If a Board member has been elected mid-term to fill a vacancy, this partial term will be counted as a full term. A person who is ineligible to be a Director under this By-law may nevertheless serve on committees of the Board, if nominated and approved, and may be eligible for *Ex-Officio* status. After a one-year absence from Board membership, the person will be eligible to submit his/her name for re-election.

Section 5. The Board of Directors shall annually elect from its membership a President, a Vice-President, a Secretary, and a Treasurer.

Section 6. Each member of the Board of Directors will be required to sign a Confidentiality Statement annually. This will generally occur at the Annual Meeting. For Directors whose membership begins at a later date, a Confidentiality Statement must be signed on the effective date of membership.

Section 7. If a Board member has more than three absences from scheduled Board of Directors' meetings per fiscal year, the following may occur: The President will send a letter to the Director indicating their opportunity to be heard by the Executive Committee regarding these absences. Following this meeting, the Executive Committee, by majority vote, will make a decision as to the person's continued membership on the Board.

## **ARTICLE VII – ELECTION**

Section 1. At the annual meeting of the Corporation, a slate of names for election to the Board shall be presented by the Nominating Committee. This slate may include current Directors with expiring terms who are eligible and interested in serving an additional term. These individuals must advise the Nominating Committee of their intent. This shall not preclude further nominations from the floor.

Section 2. At the annual meeting, new Directors shall be elected for a two (2) year term to fill the vacancies of retiring members and shall serve no more than three (3) consecutive terms. (Art. VI, Sect.4) They shall be elected by a majority of the voting members. Officers will be elected by a majority of the votes of a quorum of the Board. Officers shall serve no more than three consecutive one-year terms in any particular office. All newly elected Directors and Officers shall assume their duties at the conclusion of the annual meeting.

Section 3. The Board of Directors shall have the authority to fill vacancies in its own membership between annual meetings, and it shall have the authority to fill vacancies of its officers.

## **ARTICLE VIII – DUTIES OF OFFICERS**

Section 1. President: The President shall preside at all meetings of the Board of Directors and the Executive Committee, and perform all related duties as prescribed by the Board. The President shall serve as an ex-officio member of all committees except the Nominating Committee, and execute any contracts and agreements approved by the Board of Directors.

Section 2. Vice-President: The Vice-President shall perform the duties of the President in the absence of the President and become President for the unexpired term in the event of death, resignation or incapacity of the President. The Vice-President shall perform any other related duties assigned by the Board.

Section 3. Secretary: The Secretary shall be custodian of the records and documents of the Corporation, and shall maintain a record of the proceedings of all meetings of the Board of Directors. The Secretary is responsible for taking attendance at Board meetings and providing Board members with a copy of meeting minutes.

Section 4. Treasurer: The Treasurer shall receive all revenues of the Corporation and shall be responsible for the maintenance of a complete and accurate financial account; shall make regular reports to the Board of Directors; shall submit an annual audited statement for inclusion in the annual report; and shall submit all financial reports required or requested by the President. The Treasurer shall serve as the Chair of the Finance Committee.

Section 5. At the expiration or termination of an officer or Board member, all property, papers, records, and books of the Corporation shall be returned to the Board.

Section 6. At least one other officer, in addition to the President, shall sign all contracts and agreements approved by the Board of Directors.

## **ARTICLE IX – COMMITTEES**

Section 1. Standing Committees:

- A. Executive Committee: comprised of the Officers of the Board of Directors. The President of the Board shall serve as chair of the committee. The Director of RJNW shall serve as a resource to the Executive Committee. Duties include:
  1. Providing direction for the office personnel
  2. Approving and signing contracts with other agencies and organizations.
  3. Directing development and implementation of policy and procedures for effective operation of RJNW.
  4. Being empowered to act on behalf of the Board between regular meetings as required.
- B. Finance Committee: chaired by the Treasurer, using volunteers and other Board members. Decisions made by the committee shall be brought to the Executive Committee for review and recommendation to the Board of Directors. The Director shall be a resource to the committee. Duties include:
  1. Developing budgets
  2. Providing annual accounting of the Corporation
  3. Making arrangements to provide appropriate insurance coverage for the Board of Directors, staff, and volunteers of RJNW.
- C. Personnel/Human Resources: Shall establish policies and procedures to ensure legal compliance with employment issues, ethical issues, and any other issues that may arise in the normal conduct of business.
- D. Nominating Committee: to recruit candidates to appear on the ballot for election to the Board of Directors at the annual meeting

- Section 2. The following Ad-Hoc Committees shall be appointed by the Board to fulfill specified duties, and will be dissolved after the completion of their tasks:
- A. Fund-Raising Committee: to raise funds to assist in the continuation of, and addition to, RJNW programs
  - B. Marketing Committee: to research/implement methods of communicating information regarding RJNW programs and services to the community at large.
  - C. Volunteer Committee: to recruit volunteers to assist in RJNW's programs
- Section 3. Each committee will be chaired by a Board member, and shall consist of a minimum of three members. Meetings of the committees shall be called as frequently as deemed necessary to accomplish their required duties. Other committees may be established as needed by majority vote of a quorum of the Board of Directors, and with assigned duties and tasks as may be required to conduct the business of the Corporation. Non-Board members may serve on these various committees.

#### **ARTICLE X – MEETINGS**

- Section 1. There shall be a regular Annual Meeting of the membership of the Corporation on the third Thursday in the month of October.
- Section 2. Regular meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board may be called by the President when deemed necessary, or by written request of at least five members of the Board.

#### **ARTICLE XI – QUORUM**

- Section 1. A minimum of five Board members, which must include two officers, shall constitute a quorum.

#### **ARTICLE XII – INDEMNIFICATION**

- Section 1. This Corporation shall indemnify any officer, director, employee, or agent of the Corporation against expenses, attorney's fees, judgments, fines, and settlement amounts actually and reasonably incurred by reason of the fact that he or she is or was an officer, director, employee, or agent of the Corporation; and in connection with any claim, action, pursuit of proceeding if the person acted in good faith, and in a manner he/she reasonably believed to be in the best interest of the Corporation, to the full extent permitted by law, including, but not limited to, the extent provided by Section 181.045, Wisconsin Statutes.

#### **ARTICLE XIII – AMENDMENTS TO THE BY-LAWS**

- Section 1. The By-laws will be reviewed annually, and may be altered, amended, or repealed by the affirmative vote of the majority of a quorum of the Board of Directors.