

# THE BYLAWS OF THE NATIONAL ASSOCIATION OF COMMUNITY AND RESTORATIVE JUSTICE, INC.



NACRJ  
WWW.NACRJ.ORG

**Latest Edits - Mar. 10, 2021**

**Membership Approved – April 2, 2021**

**Adopted for Operation – April 2, 2021**

**Support Documents – Approve Feb. 25, 2022**

**Formally Signed – 1<sup>st</sup> signature Ted Lewis, Secretary**

**2<sup>nd</sup> signature Sheryl R. Wilson, President**

**TABLE OF CONTENTS FOR THE BYLAWS OF  
NATIONAL ASSOCIATION OF COMMUNITY AND RESTORATIVE JUSTICE, INC.**

**Article I - ASSOCIATION...4**

Section	1.	Name...4
Section	2.	Mission Statement...4
Section	3.	Purpose...4
Section	4.	Office...4

**Article II - MEMBERS...4**

Section	1.	Classes of Members...4/5
Section	2.	Application Procedures...5
Section	3.	Dues...5
Section	4.	Membership Year 5
Section	5.	Voting Rights...5
Section	6.	Termination of Membership...5
Section	7.	Resignation...5
Section	8.	Transfer of Membership...5

**Article III - MEETINGS OF MEMBERS...5**

Section	1.	General Membership Meeting...5
Section	2.	Special Meetings...5
Section	3.	Place of Meeting...5
Section	4.	Notice of Meetings...5
Section	5.	Quorum...6
Section	6.	Proxies...6

**Article IV - BOARD OF DIRECTORS...6**

Section	1.	General Powers...6
Section	2.	Number and Tenure...6
Section	3.	Qualifications...6
Section	4.	Regular Meetings...6
Section	5.	Special Meetings...6
Section	6.	Presiding Officer...6
Section	7.	Notice...6
Section	8.	Quorum...7
Section	9.	Manner of Acting...7
Section	10.	Vacancies...7
Section	11.	Compensation...7
Section	12.	Code of Ethics...7
Section	13.	Ex-officio Directors...7

**Article V – ADVISORY COUNCIL...8**

Section	1	Appointment...8
Section	2.	Purpose...8
Section	3.	Membership...8

**Article VI – DISCRETIONARY COUNCILS AND SUBORDINATE ENTITIES...7**

Section	1.	Councils, Working Groups ...8
Section	2.	Chapters...8
Section	3.	Affiliate Organizations...8

**Article VII – OFFICERS...8**

Section	1.	Eligibility...8
Section	2.	Officers...8
Section	3.	Election and Term of Office...8
Section	4.	Removal...8
Section	5.	Vacancies...8
Section	6.	President...8
Section	7.	Past-President...9
Section	8.	Vice President...9
Section	9.	Treasurer...9
Section	10.	Secretary...9
Section	11.	Asst. Treasurers and Asst. Secretaries...9

**Article VIII - COMMITTEES...9**

Section	1.	Committees of Directors...9
Section	2.	Executive Committee... 10
Section	3.	Nominating Committee... 10
Section	4.	Financial Committee...10
Section	5.	National Conference Committee...10
Section	6.	Other Committees...10
Section	7.	Term of Office... 10
Section	8.	Chair...10
Section	9.	Vacancies...10
Section	10.	Quorum...11
Section	11.	Rules...11

**Article IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS...10**

Section	1.	Contracts...10
Section	2.	Accounts...11
Section	3.	Deposits...11
Section	4.	Gifts...11

**Article X - BOOKS AND RECORDS...11**

**Article XI - FISCAL YEAR...11**

**Article XII - AMENDMENTS TO BYLAWS...12**

**Article XIII- POSITION AND POLICY STATEMENTS...12**

**Article XIV – STATEMENT OF NON-DISCRIMINATION...12**

**Article XV - DISSOLUTION...12**

**Appendix A – CODE OF ETHICS FOR MEMBERS OF THE NACRJ LEADERSHIP TEAM**

**Appendix B – NACRJ BOARD OF DIRECTORS RESPONSIBILITIES**

# **BYLAWS OF NATIONAL ASSOCIATION OF COMMUNITY AND RESTORATIVE JUSTICE, INC.**

## **ARTICLE I- ASSOCIATION**

Section 1: Name. The name of this corporation shall be the National Association of Community and Restorative Justice (NACRJ).

Section 2: Mission Statement. We advance community and restorative justice as a social movement by serving people and organizations committed to building community and addressing harm. NACRJ provides guidance and support to establish high quality practices with fidelity to restorative principles.

Section 3: Purpose. NACRJ is a non-profit corporation that provides a support system for educators, practitioners and others interested in restorative and community justice. The primary means to fulfill this purpose are membership services and educational services to the field and general public carried out through the National Conference on Community and Restorative Justice, networking tools, resources available on its member accessible website and publications. The NACRJ uses principles of social and restorative justice to assist educators, practitioners and others to seek transformation in the ways harm and justice questions within the United States are addressed through prevention, repair and healing. The Association promotes effective responses to conflict, incivility, crime and injustice that are equitable, sustainable, socially constructive and prevention oriented.

Section 4: Office. The principal office of NACRJ shall be at a location the Association deems prudent.

## **ARTICLE II – MEMBERS**

Section 1: Classes of Members. NACRJ shall have six classes of members: (1) regular members, (2) institutional members (i.e., organizations), (3) honorary members, (4) life members, (5) student members, and (6) sustaining members. The designation of each class and the qualifications and rights of the members of such class shall be as follows:

1. *Regular Members*: Regular membership shall include any individual paying regular or sustaining membership dues or designated as a regular member by an institutional member, who supports the purposes of the NACRJ as outlined in Article I, and does not fall within, or chooses not to identify with any other categories of membership as defined by items 2-6 below.
2. *Institutional Members*: Institutional membership shall be available to any public or private organization which supports the purposes of the NACRJ. An organization holding an institutional membership may designate up to five of its personnel as regular members for a single institutional membership. Where there are multiple locations of the organization in different cities, states or nations, each location must apply separately for institutional membership.
3. *Honorary Members*: Any individual who has served the NACRJ or the fields of community and restorative justice with honor and distinction may be elected an Honorary member upon approval of Board of Directors. Honorary memberships are discretionary decisions by the Board and while considered Life memberships (Article II, Section 1.4), Honorary Memberships may be revoked by the Board. Such a decision must be based upon persuasive evidence that the Honorary Member expressed views or has acted in ways that are antithetical to the values, principles, and theory on which the NACRJ is founded; or, its guiding vision and mission.
4. *Life Members*: Lifetime memberships shall be open to any regular member.
5. *Student Members*: Student membership shall be open to any full time or part time student who is currently enrolled at an institution of higher education who supports the purposes of the NACRJ as outlined in Article I, and whose enrollment is certified or documented by the institution.

6. *Sustaining Members*: Sustaining membership shall be open to any person, company, corporation, or partnership interested in or supportive of community justice, restorative justice and the purpose of the NACRJ. The purpose of the sustaining membership is to provide financial support to the NACRJ through the membership fee with limited membership involvement.

Section 2: Application Procedures. Members qualify by paying annual dues as established by the Board of Directors and must use the form prescribed by the Executive Director.

Section 3: Dues: The rate for annual dues and the due date for all categories of membership shall be set by the Board of Directors. Nonpayment of dues constitutes deactivation of membership, and such individuals or institutions must reapply for membership. Reduced membership rates or free memberships and trial memberships may be offered during recruitment drives if approved by the Board of Directors.

Section 4: Membership Year: The membership year is June 1 through May 31 of the following year for all annual renewing memberships (i.e., Regular, Student, Sustaining and Institutional Memberships). Members holding renewing memberships are deemed “no longer in good standing” if their membership is not renewed by the first day of August annually.

Section 5: Voting Rights. All members holding individual memberships listed in Section 1 (i.e., Regular, Honorary, Life, Student, Sustaining) who are in good standing for the current membership year shall have voting privileges on all matters presented to the membership for a vote. The views of an organization holding an Institutional Membership are expressed through the votes of each Regular Member whose membership is funded by the organization through its Institutional Membership.

Section 6: Deactivation of Membership. The Board of Directors, after investigation and review, and by a majority vote of those present at any regularly constituted board meeting, may deactivate the membership of any member.

Section 7: Resignation. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the resigning member of the obligation to pay any dues, or other charges previously accrued and unpaid. Membership dues will be refunded when new or renewing members resign their membership within the first 30 days of membership.

Section 8: Transfer of Membership. Membership is not transferable or assignable.

### **ARTICLE III - MEETINGS OF MEMBERS**

Section 1: General Membership Meeting. The general membership meeting of members shall be held in conjunction with the national NACRJ conference. The presiding officer for this meeting shall be the President or the Vice President in the President’s absence.

Section 2: Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

Section 3: Place of Meeting. The site of the general membership meeting shall be in the host city of the NACRJ conference and at the site of this conference. If special meetings of members are called, the site and/or technological means shall be determined by the Board of Directors.

Section 4: Notice of Meetings. All classes of members must be provided at least 30 days advance notification of a scheduled general membership or a special meeting for members. This notice must be

provided through the US Mail or electronically through email stating the purpose, the agenda, the place, day, and hour of the meeting.

Section 5: Quorum. The presence of 20 or more members shall constitute a quorum at either the general membership meeting or a special membership meeting of the association.

Section 6: Proxies. At any meeting of members, a member entitled to vote may vote for another member when an authorizing proxy statement is presented to the Chair of the committee.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: General Powers. The affairs of NACRJ shall be managed by its Board of Directors. The Board of Directors may hire such staff or service providers as it deems necessary. The Board shall oversee and control all the affairs, business activities, and policies of the Association, including, but not limited to, the following; (1) establishing policy and annual goals for the association (2) reviewing and approving the annual operating budget; (3) implementing and overseeing the strategic plan; (4) supervising, reviewing and approving the work of the hired staff and (5) supervising, reviewing and approving the work of the Standing Committees (see Article VIII)

Section 2: Number and Tenure. The number of members of the Board of Directors (hereafter referred to as Directors) shall be no less than five (5) and no more than fifteen (15). Nominations of a potential Director may be made by any NACRJ member in good standing. The process for the nomination of a Director shall be determined by members of the Nominating Committee, (see Article VIII, Section 3). An initial assessment of candidates will be provided to the Board by the Nominating Committee. Directors will be appointed by a two-thirds majority vote of current board members. Each Director shall hold office for no more than two consecutive three-year terms. The term for each Director shall be staggered, so that the terms of approximately one third (1/3) of the entire Board shall expire each year. Upon recommendation of the Executive Committee of the Board of Directors, the Board of Directors may vote to increase the number of Directors so that each year the terms of approximately one-third (1/3) of the Directors expire. In the event that a Director is also holding an office on the Executive Committee when their term expires, their term shall be extended to complete the elected term of office.

Section 3: Qualifications. Members of the Board will include a group of individuals with a balance of skills, expertise, diversity (i.e., race, ethnicity, gender, gender identity, etc.) and national perspective needed to conduct the business of the Association. The composition of the Board will be intentionally inclusive. All Directors shall serve on one or more of the standing committees of the Board.

Section 4: Regular Meetings. The Board of Directors will meet on a bi-monthly basis or another agreed upon schedule by its members. These regular meetings can be conducted through video conferencing capabilities, through a conference phone call, or in person. An annual in-person retreat will be held each year, (unless this meeting would place an undue financial burden on the organization or serious concerns for public safety/health risks make such a gathering impractical.) In addition, a regular meeting of the Board of Directors shall be held in conjunction with and at the same place as the national conference.

Section 5: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. A special meeting of the Board of Directors may also be called when a written request from five or more Advisory Council members is submitted in writing to the President or Executive Director. Such a request must specify the issue(s) and purpose of the discussion, define the importance of the discussion, and the reason(s) why a special meeting of the Board of Directors is necessary. The person or persons authorized to call special meetings of the Board may fix any place or means as the meeting place for holding a special meeting of the Board.

Section 6: Presiding Officer. The President shall be the presiding officer at all meetings of the Board of Directors. In the absence of the President, the Vice President shall preside.

Section 7: Notice. Notice of any special meeting of the Board of Directors shall be given at least thirty days in advance of the meeting. Notice shall be delivered by US mail or verifiable electronic means to each Director at their physical or electronic address as shown by the records of NACRJ.

Section 8: Quorum. A simple majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a simple majority of Directors are present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 9: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. A vote of the Board of Directors may be conducted by mail, electronic communication or in such other manner as the Board of Directors shall determine, provided the tally of any vote is reported at the next Board meeting, and a record of the vote is kept as part of the official minutes of the Association. Ballots cast for open seats shall be signed or personally identified.

Section 10: Vacancies. Any vacancy occurring on the Board of Directors to be filled by reason of an increase in the number of Directors or by a Director's resignation or expiration of term may be filled by action of the Board of Directors. A Director selected to fill a vacancy shall serve the unexpired term of his/her/their predecessor in office. That person may be selected for two consecutive terms by the Board of Directors.

Section 11: Compensation. Directors as such shall not receive any stated salaries for their services, but through approval of the annual operating budget, funds can be designated to reimburse Directors for their travel related expenses for attendance at each regular or special meeting of the Board.

Section 12: Code of Ethics. By accepting a seat on the Board of Directors a Director agrees to abide by its code of ethics. A Director of NACRJ:

- (a) May not lend NACRJ's name to any cause, project, program or product without the prior knowledge and approval of the Board of Directors;
- (b) May not use his/her affiliation with NACRJ in a way which lends credibility to or implies NACRJ's endorsement of any cause, project, program, or product, except as in (a);
- (c) May not use his/her position as a Director to obtain anything of substantial value for the benefit of his/her/their self, family, or business organization with which the director may be associated;
- (d) May not, receive anything of value likely to influence official actions as a Director or as a reward for past action or inaction;
- (e) May not express an NACRJ endorsement for either a political candidate for office or the political platform offered by a political candidate;
- (f) Will abide by the NACRJ Member's Ethical Guidelines and Standards of Conduct document as approved by the Board of Directors. See APPENDIX A - Code of Ethics for Members of the NACRJ Leadership Team.
- (g) Will meet current Board Member Expectations as determined by the Board of Directors. See APPENDIX B - Board of Directors Responsibilities.
- (h) Members will demonstrate integrity and agree to monitor any conflict of interest situations and make appropriate decisions.

Section 13: Ex-Officio Directors. The Board of Directors may designate one or more persons to serve in a non-voting capacity as an Ex-Officio Director. An Ex-officio Director is authorized to attend all regular, special and executive committee meetings of the Board of Directors. The Executive Director of NACRJ

shall be deemed an Ex-Officio Director. In addition, the Chairperson(s) of the NACRJ Advisory Council shall be deemed an Ex-Officio Director(s), (see Article V). Other Ex-Officio Directors may be appointed by the Board of Directors as needed.

## **ARTICLE V – ADVISORY COUNCIL**

Section 1: Appointment. The Board of Directors shall appoint an Advisory Council (AC) composed of no less than nine (9) and no more than fifteen (15) NACRJ members in “Good Standing” (i.e., current membership). One to two Advisory Council members will serve as chair/co-chair the Advisory Council. The Advisory Council Chair/Co-chairs are responsible for scheduling and facilitating Advisory Council meetings, assisting in the selection of Advisory Council members, staying in communication with the Board and Executive Committee as needed, and attending NACRJ Board meeting as Ex-Officio Directors of the Board of Directors. The Advisory Council is a creation of the Board of Directors and members are appointed by the Board of Directors, with recommendations from the Advisory Council, for two year terms of service.

Section 2: Purpose. The AC serves as an internal “*think tank*” within NACRJ in support of the Executive Committee (EC) and the Board of Directors. There are three primary advisory functions: (a) providing review, recommendations and advice on projects initiated by the Board of Directors; (b) developing new concepts, documents, and ideas for consideration by the EC, and if approved by the EC, submitted to the Board of Directors for final approval; and (c) design/redesign and assess/analyze of a membership survey conducted in the off years between conferences. See also [Advisory Council Guidelines: Size, Purpose, Roles, Expectations, Communications, & Committees](#).

Section 3: Membership. Advisory Council members *volunteer* to take on service roles within the leadership structure of the NACRJ. The standard term of service for AC members is two years and may or may not be renewed by the Board of Directors at the end of a member’s term of service. Advisory Council membership is not an honorary position. It is a working service position. The Board of Directors has final decision making authority.

## **ARTICLE VI – DISCRETIONARY COUNCILS AND SUBORDINATE ENTITIES**

Section 1: Councils & Working Groups. The Board may create or disband Advisory Councils, Working Groups and the like as deemed in the best interests of NACRJ as a non-profit corporation and the realization of its published vision and mission statements.

Section 2: Chapters. The Board may approve the creation of Chapters as subordinate entities of NACRJ.

Section 3: Affiliate Organizations. The Board may recognize affiliate organizations which are not creations of the NACRJ. Affiliate Organizations may be any organization with a compatible mission, interests and values seeking a formal relationship with the NACRJ. Each affiliate organization must maintain at least one active Regular NACRJ membership from the organization’s leadership structure (i.e. board of directors, officers or staff). An affiliate organization may enroll as an “Institutional” member at any time.

## **ARTICLE VII - OFFICERS**

Section 1: Eligibility. All persons elected to an office in the NACRJ shall have held membership in the Association at least one (1) year prior to their election or appointment and be a member of the Board of Directors.

Section 2: Officers. The officers of the NACRJ shall be the President, the immediate Past-President, the Vice-President, the Secretary, the Treasurer, and such other officers as may be elected in accordance with the



provisions of this Article. The Vice President shall become President at the completion of the President's term, and the President shall become immediate Past-President upon completion of their term. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable.

Section 3: Election and Term of Office. The officers of NACRJ shall be elected for a two-year term by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

Section 4: Removal. Any officer elected by the Board of Directors may be removed by a simple majority vote of the Board of Directors whenever in their judgment removal is in the best interests of NACRJ. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6: President. The President shall be the principal executive officer of NACRJ and shall, in general, supervise all of the business and affairs of NACRJ. They shall preside at all meetings of the Association members and of the Board of Directors. In addition, the President shall work with the Executive Director to manage the day-to-day activities of the NACRJ and ensure that required reports by the Secretary and Treasurer are prepared in a timely manner. Under routine circumstances the Executive Director has signing authority for the NACRJ to execute agreements authorized by the Board as its authorized representative (e.g., deeds, mortgages, bonds, contracts, or other instruments).

Section 7: Past-President. The immediate Past-President of NACRJ shall provide guidance and counsel to the current President in fulfilling their role. The Past-President also provides institutional knowledge and continuity to the organization.

Section 8: Vice-President. In the absence of the President or in the event of their ability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice-President shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors. The Vice President, serves with the intention of becoming the next President of the corporation upon the completion of the current President's term, unless unforeseen circumstances preclude such succession.

Section 9: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall be responsible for overseeing all financial transactions made on behalf of NACRJ. These include but are not limited to: (1) Creation of the annual operating budget for the Association; (2) Ensuring that all financial protocols as established by the Association are followed; (3) Work closely with the Executive Director to ensure all funds and securities of NACRJ are accurately recorded; (4) Review all financial reports produced by the Executive Director to ensure accuracy, and perform all the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 10: Secretary. The Secretary shall: (1) Keep the minutes of the meetings of the members and of the Board of Directors; (2) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) Be custodian of the corporate records and keep a register of the email address of each member which shall be furnished by such member at membership registration or renewal; and (4)

perform all duties incident to the office of the Secretary and other duties as may be assigned by the President or by the Board of Directors.

Section 11: Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, or the Board of Directors.

## **ARTICLE VIII – COMMITTEES**

Section 1: Committees of Directors. The Board of Directors may designate and appoint one or more committees, each of which shall consist of two or more Directors. Each committee shall have and exercise the authority of the Board of Directors in the management of NACRJ, except that no such committee shall have the authority of the Board of Directors in reference to: amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of NACRJ; amending the articles of incorporation; restating articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of NACRJ; authorizing the voluntary dissolution of NACRJ or revoking proceedings therefore; adopting a plan for the distribution of the assets of NACRJ; or amending, altering or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or them by law.

Section 2: Executive Committee. The Executive Committee shall consist of the officers of the Association along with the Executive Director of the Association. The main function of the Executive Committee is to execute all actions that fall within the scope of the Board's approved strategic plan and annual operating budget. These actions must not conflict with previous Board decisions. Additionally, the Executive Committee shall handle issues introduced by the Executive Director in due course of their job description and issues that cross committee functions when the full Board is not in session and consultation with the Board membership is not feasible within the time required for a decision. The Executive Committee shall handle Board business that requires emergency action between meetings of the Board of Directors. The Executive Committee shall report actions since the last Board meeting to the Board for review, discussion and ratification or change. The Executive Committee shall keep minutes of its meeting and shall distribute a written or electronic copy of the minutes to the board members within ten working days of the meetings.

Section 3: Nominating Committee. The Nominating Committee shall consist of three members of the current Board of Directors and two members of the NACRJ Advisory Council.

Section 4: Finance Committee. The Finance Committee shall consist of the Treasurer, the Executive Director, the President and at least one other member of the Board of Directors.

Section 5: National Conference Committee. The National Conference Committee shall consist of at least three members of the Board of Directors and at least two members of the NACRJ Advisory Council. In addition, a local planning committee and national planning committee shall be established.

Section 6: Other Committees. Other Committees not having or exercising the authority of the Board of Directors in the management of NACRJ may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of NACRJ.

Section 7: Term of Office. Each committee shall determine the terms of office for all its members.

Section 8: Chair. At least one (1) member of each committee shall be appointed the chair of that committee by the Board of Directors or their authorized representative.

Section 9: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10: Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a simple majority of the whole committee shall constitute a quorum.

Section 11: Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1: Contracts. The Executive Director is authorized by the Board of Directors to sign contracts and instruments on behalf of NACRJ when those contracts are pre-approved by the Board of Directors. On occasion, contracts and instruments that obligate NACRJ may be signed by an officer or member of the Board of Directors when authorized in advance by the Board.

Section 2: Accounts. The day-to-day fiscal operations of the Association shall be overseen by the Executive Director with the assistance of either a paid bookkeeper or a contracted bookkeeping firm. These operations include maintaining bank and credit card accounts, processing purchase orders for services and producing monthly financial reports (including a balance sheet, a profit and loss statement and an account receivable report). The Treasurer of the Association shall review the financial reports prior to their submission to the Board. In addition, the Treasurer shall have direct access to all financial and bank records for the purpose of oversight.

Section 3: Deposits. All funds received by NACRJ shall be deposited regularly to the credit of NACRJ in such banks, credit unions, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts. The Board of Directors may accept on behalf of NACRJ any contribution, gift, bequest, or device for the general purpose of advancing the mission of the Association or for any special purpose of NACRJ.

## **ARTICLE X - BOOKS AND RECORDS**

NACRJ shall keep correct and complete financial books and records of account. NACRJ shall also keep minutes of proceedings of the Board of Directors, Executive Committee, and Advisory Council; as well as sub-committees established by these entities. Minutes of all meetings shall be posted to a section of the Association's website and/or an online management accessible file. NACRJ shall keep a record of the names and email addresses of all NACRJ members. All books and records of NACRJ may be inspected by any member, or his/her/their agent, or attorney for any proper purpose at any reasonable time.

## **ARTICLE XI - FISCAL YEAR**

The NACRJ Board of Directors shall establish the Association's fiscal year.

**ARTICLE XII - AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, repealed, and new bylaws may be adopted, by a two thirds majority of the Directors present (either in person or electronically) at any regular meeting. The full Board must be given thirty-day advanced written notice of proposed changes in the bylaws. Unless otherwise provided, such changes shall become effective immediately upon their adoption unless otherwise specified in the proposed change.

**ARTICLE XIII - POSITION AND POLICY STATEMENTS**

Any formal policy statement, position paper, correspondence, resolution, etc., on a public matter issued by the Association shall be provided to the membership electronically within thirty (30) days of Board approval to the Executive Director and President for public release.

**ARTICLE XIV- STATEMENT OF NON-DISCRIMINATION**

The Association shall not exclude nor segregate services to any individual on the basis of ethnicity, race, sexual orientation or identity, religion, creed, sex, age, ancestry, national origin, veteran status, disability, physical or mental handicap, or medical condition. There shall be no discrimination on the basis of ethnicity, race, sexual orientation or identity, religion, creed, sex, age, ancestry, national origin, veteran status, disability (physical or mental), medical condition, or other reasons prohibited by fair employment law with regard to hiring, promotion or other conditions of staff employment or volunteer service.

**ARTICLE XV – DISSOLUTION**

In the case of dissolution of the NACRJ any remaining assets after paying or adequately providing for the debts and obligations of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the corresponding section of any future federal tax code.

These Bylaws, as amended, were fully adopted this \_\_\_\_ day of <sup>3/22/2022</sup> 2021

DocuSigned by:  
*Sheryl Wilson*  
C9F66CDEA5EB47F...  
NACRJ President

DocuSigned by:  
*Ted Lewis*  
D0AF2D121B914F9...  
NACRJ Secretary