

STANISLAUS AREA CRIME STOPPERS BY LAWS

ARTICLE I-OFFICES

Section 1.01 The principal office of the corporation shall be at such a place in the Stanislaus County area as the Board of Directors shall from time to time determine. The principal address of the corporation is **PO Box 579604, Modesto, CA. 95354**, but meetings of the Directors may be held at such places as may be designated by the Board of Directors.

Section 1.02 The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in Stanislaus County.

ARTICLE II-MEMBERS

Section 2.01 The Corporation shall not have any members.

Section 2.02 Any action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the board of directors. All rights, which would otherwise vest under the non-profit public benefit corporation law in the members, shall vest in the directors.

ARTICLE III-DIRECTORS

Section 3.01 The Corporation shall have no less than (10) nor more than (20) directors. Collectively, the directors shall be known as the Board of Directors.

Section 3.02 The directors of the corporation shall be residents of the State of California.

Section 3.03 Each director shall hold office for a term of one year or portion thereof. Election and re-election of directors will occur at the first meeting of the Board of Directors each year.

Section 3.04 Any persons qualified to be a director under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the board or any other method authorized by the laws of the corporation.

Section 3.05 The directors shall be confirmed at the annual meeting of the Board of Directors as set forth hereinafter. The Directors shall be eligible for re-election without limitations to the number of terms they may serve, provided they continue to meet the

qualifications required by these Bylaws, and be acclamation vote of the Board of Directors.

Section 3.06 The directors shall serve without direct monetary compensation.

Section 3.06(a) Each member of the Board is encouraged to attend a regional, or International training conference within (3) years of appointment.

1. All board members are encouraged to attend regional or international training, and the Corporation may reimburse the board member for travel, lodging and tuition, subject to approval in advance by the Board of Directors.
2. The Board President is encouraged to attend a regional or international training conference during their term as Board President and may be reimbursed for the cost of travel, accommodations and conference registration, subject to approval in advance by the Board of Directors.

Section 3.07 The Board of Directors may declare vacant the office of a director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court; or
2. The Director has been arrested for any crime deemed by the Board of Directors to jeopardize the member's ability to perform and /or to discredit the program.
3. The Director has failed to attend Three (3) consecutive unexcused regular meetings of the Board of Directors in any fiscal year, which shall be the calendar year. A director so dismissed may file a petition for reinstatement, stating the reasons for the absences, at either of the next (2) Board of Directors meetings, and upon two-thirds (2/3) ballot vote in favor thereof shall be reinstated.

Section 3.07(b) Any director may be removed without cause, by a two-thirds (2/3) vote of the Board of Directors at a regular special meeting of the Board of Directors.

Section 3.08 Any director may resign effective on giving written notice to the President, Secretary of the Board of Directors or the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 3.09(a) Vacancies on the board of directors shall exit on the death, resignation, or removal of any director, whenever the number of directors authorized is increased; and/or the failure of the board of directors in any election to elect a full number of directors authorized by the by-laws.

Section 3.09(b) Except for a vacancy created by the removal of a director pursuant to Section 3.07 of these Bylaws, vacancies on the board of directors may be ruled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director office, whether or not less than a quorum, or by a sole remaining Director.

Section 3.09(c) Provision is made herein for outgoing directors to be named to the Associate Board, which has no limit in number, and is composed of past directors who are largely inactive and non-voting, but may be called upon from time to time for assistance, expertise and support of the organization.

Section 3.10 Whenever any board member has a conflict of interest or a possible perceived conflict of interest with SACS, he or she shall disclose the conflict, abstain from voting and this information shall be noted in the minutes.

ARTICLE IV-MEETINGS OF DIRECTORS

Section 4.01(a) Meetings of the Board of Directors may be called by the President or the Secretary or at the direction of any (5) Directors.

Section 4.01(b) Regular meetings of the Board of Directors shall be held, without notice, on the 2nd Thursday of each month at a mutually agreed upon time by the Board of Directors. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting schedule for that day shall be held at the same hour on a day set by the Board of Directors which is not a legal holiday.

Section 4.01(c) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 4.01(d) A majority of the authorized number of directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Section 4.01(e) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors. Any action taken shall be approved by at least a majority of the required quorum for such meetings or such greater number as is required by law, of the Articles of these Bylaws.

Section 4.01(f) The President, or in his/her absence, any director selected by the directors present shall preside at the meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communication requirement so long as all members participating at such a meeting can hear one another. Such participation shall constitute person appearance at the meeting.

Section 4.01(g) Special meetings of the Board may be called by the President or Secretary, or at the direction of any (5) Directors. Such special meeting shall be held on forty-eight (48) hours notice delivered personally or by telephone or email. Notice of the special meeting need not be given to any Director who signs a waiver or notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or after commencement, the lack of such notice to such director. All such waivers, consents, and approval shall be ruled with the corporate records or made a part of the minutes of the meetings.

Section 4.02 Any action required or permitted to be taken by the board of Directors may be taken without a meeting. If all members of the Board of Directors individually or collectively consent in writing to such action such written consent or consent shall be ruled with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE V-OFFICERS

Section 5.01 The Officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers with such titles and duties as shall be determined by the Board of Directors in as may be necessary to enable it to sign instruments. Officers must be an elected Director in good standing. The President will serve a two year term to begin in years ending in an odd number. The Vice-President, Secretary, and Treasurer will serve a two year term to begin in years ending with an even number. Should an office be vacated, an election will be held to fill the position for the remainder of the term.

Section 5.02 The Officers of the corporation shall be chosen by and shall serve at the pleasure of the Board of Directors.

Section 5.03(a)The President shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and affairs of the corporation. Such officer shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of the president and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The president shall be an Ex-officio member of every committee established by the Board of Directors except the nominating committee. The President may appoint standing committee chairpersons and members except for the nominating committee.

Section 5.03(b) In the absence of the President or in the event of his inability or refusal to act, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on the president. The vice-president shall have such other powers and perform such other duties as may be

prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the board of directors.

Section 5.03(c) The Secretary shall keep or cause to be kept at the principal office of the corporation or such other place as the Board of Directors may order a Book of Minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

Section 5.03(d) The Treasurer of the corporation shall keep and maintain in written form adequate and correct books and records of the account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by a Director of the corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds to the corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such officers transactions as Treasurer, and of the financial condition of the corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these bylaws.

Section 5.04 An officer may resign at any time giving written notice to the corporation. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

ARTICLE VI-COMMITTEES

Section 6.01 The board of Directors may establish the following standing committees:

- A. Administrative Committee
- B. Marketing Committee
- C. Fundraising Committee
- D. Finance and Accounting Committee

The Board of Directors may establish such other standing committees, as it may from time to time deem appropriate.

ARTICLE VII-CONTRIBUTIONS, DEPOSITORIES AND REWARDS

Section 7.01 Any contributions, bequests or gifts made to the corporation shall be accepted or collected and deposited in such a manner as shall be designated by the Board of Directors to the Stanislaus Area Crime Stoppers accounts or investment accounts.

Section 7.02 The Board of Directors shall determine what depositories shall be used, provided that the same are located within the State of California, are authorized to transact business within the State of California and are federally insured. All checks and

orders for payment of money from said depositories shall be signed by the Treasurer, President or the Secretary of the corporation.

Section 7.03 Persons are eligible for rewards based on pre-determined criteria approved by board members,

ARTICLE VIII-AMENDMENTS

Section 8.01 These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting provided that the proposed amendment has been submitted to the Board of Directors in writing at the previous regular meeting of the Board. This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title of these Bylaws and that the Directors of such Corporation duly adopted such Bylaws as signed/dated below.

ADOPTED BY BOARD

December 10, 2020

DaShaun Winston, President
Stanislaus Area Crime Stoppers

Wayne Davison, Secretary
Stanislaus Area Crime Stoppers