

BY-LAWS OF METRO JUSTICE, INC.
Last amended at the 2019 Annual Meeting

1. Purposes

Metro Justice is a progressive, membership-based organization of the greater Rochester area. We seek to achieve social and economic justice and peace for our local, national, and global communities by educating the public, supporting legislation, and holding policymakers accountable to their constituents.

2. Membership

Any individual or family/household unit committed to these purposes may join this corporation and shall be admitted to membership upon expressing a commitment to the purposes of Metro Justice and pledging financial support for the current year.

2.1 Membership

Any individual may apply for membership.

2.2 Privileges of Membership

2.21 Each individual member in good standing shall be entitled to one vote at all general meetings, to be elected to any office of Metro Justice, and to serve on committees to which they may be appointed. Membership will be signified by a membership card, which shall be provided by Metro Justice, indicating membership type and date of expiration.

2.22 If any member acts contrary to the purposes of Metro Justice, or becomes ineligible for membership under paragraph 2 they may be suspended, but only after a hearing before a committee appointed by Council, at which such member shall have the opportunity to be heard. Suspensions shall be subject to the approval of the Council.

2.3 Pledges

2.31 Membership dues shall be payable each year for that calendar year on a monthly, quarterly, or annual basis.

2.32 A member in good standing shall be one who has made a cumulative, minimum, pledge payment as set by Council, within the last 12 months, and who has not been suspended. Individuals not financially able to make a pledge may appeal for a discounted membership. Discounted membership may be approved by the Fundraising & Membership Director and convey full voting rights upon approval.

2.33 The members of Metro Justice shall not be called upon by the organization to fund other projects not directly connected with the organization.

3. The Officers and the Council

3.1 The Council

3.11 The voting members of the Council shall consist of a representative of each Metro Justice Task Force, two to five at-large members, a representative from each Metro Justice committee that meets the minimum criteria set by Council, the Executive Committee and the previous year's President.

Committee representatives' on or visiting Council will providing a committee report to Council and a Council report back to their committee.

All members of the Metro Justice Education Fund (and Metro Justice Inc.) Council must be members in good standing when they assume office.

3.12 The Task Force representatives shall be nominated by each Task Force one month prior to the annual meeting. The four to seven at-large members shall be elected by the general membership at the annual meeting.

3.13 All Councilpersons shall be elected for a one year term that begins at the annual meeting. No individual may hold an at-large Council seat for more than five consecutive terms without being off Council for at least one year.

3.14 An organization, coalition, or committee which works closely with Metro Justice Education Fund may become affiliated, for the purposes of sending a representative to the Council. The Metro Justice membership shall approve affiliations for a one year period by a

majority vote at the annual meeting. Representatives of an organization, coalition, or committee shall not be voting members of Council.

3.2 Officers

3.21 The officers of the corporation shall consist of the President, Vice-President, Treasurer, and Secretary.

3.22 The President, Vice- President, Treasurer, and Secretary shall be elected for a term of one year by the corporation at its annual meeting. No officer may hold the same office for more than four consecutive terms.

4. The Functions of the Council and Executive Committee

4.1 The Council shall meet approximately once each month during the year.

4.11 A quorum shall be a majority of members of Council.

4.12 All questions shall be determined by a majority of the Councilpersons present.

4.2 The Council is authorized to act in all administrative and fiscal matters. The Council receives information from Task Forces, the Executive Committee and the standing committees. It initiates new projects and ensures that the Task Forces act in concert with Metro Justice goals.

4.21 The Council shall approve or disapprove committee chairpersons proposed by the President.

4.3 The previous year's president, the four officers of the corporation and the chairs of the standing committees shall constitute an Executive Committee. The Executive Committee shall meet as needed to insure that fiscal and organizational tasks are accomplished. The Executive Committee shall report monthly to the Council.

4.31 If immediate action is necessary where no general policy has been approved by the corporation, the Executive Committee is authorized to take such action as it deems appropriate and report the circumstances and action at the next Council meeting.

4.4 If a councilperson fails to attend three Council meetings in any calendar year without notifying the President or Vice-President, their resignation shall be deemed received and their seat vacant. Any vacancy on the Council, however caused, shall be filled by Council upon nomination by Nominating Committee.

5. Task Forces

5.1 Task Forces are groups approved or appointed by Council which address issues of ongoing concern to the corporation. Each Task Force shall appoint one representative to Council. Task Forces are open to non-members of the corporation. The Chair of each task Force shall be a member of Metro Justice.

5.2 Each Task Force shall provide to Council its by-laws and a list of current members within one year of the Task Force's inception and annually thereafter.

5.3 A percentage of Task Force income will be returned to Metro Justice to cover organizational expenses.

5.4 Minutes of Task Force meetings will be made available to Council.

6. The President

6.1 The President shall be the chief executive of the corporation.

6.11 They shall preside at all meetings of the Council and of the corporation, except at the annual meeting at which the presiding officer shall be elected by a majority vote of the delegates to the meeting.

6.12 They shall manage the business of the corporation and carry out the orders and resolutions of the Council and corporation.

6.13 They shall arrange the place and the date of meetings of the Council and corporation and cause appropriate notices to be given to the membership.

6.14 They shall appoint committee chairpersons with the advice and consent of the Council

6.2 The President shall cause the corporation's books to be in compliance with state regulations on auditing.

7. The Vice-President

7.1 The Vice-President shall in the absence, during the disability, or upon the resignation of the President perform the duties of the President.

7.2. The Vice-President shall perform such duties as may be prescribed by the President or the Council.

8. The Treasurer

8.1. The Treasurer shall have custody of all funds of the corporation; keep full and accurate accounts of all receipts and expenditures, and deposit the corporation's funds in a depository or depositories as may be specified by the Council.

8.2 The Treasurer shall make regular accountings to the Council of all financial transactions and the condition of the treasury.

8.3 The Treasurer shall make themselves and all books available for an audit.

8.4 The Treasurer shall perform such other duties as may be prescribed by the Council.

9. The Secretary

9.1 The Secretary, or their deputy, shall attend all sessions of the Council and of the corporation, record all sessions, provide minutes of all proceedings to members of Council and post minutes of all proceedings on the corporation's website.

9.2 The Secretary, or their deputy, shall notify members of meetings and perform such other duties as may be prescribed by the Council.

10. Membership Meetings

10.1 Annual Meeting

The corporation's membership shall meet in January of each calendar year for the purpose of electing at-large councilpersons and officers, for adopting a policy and issues report, for approving the annual budget, and for such other purposes as may properly be brought before it. The membership shall be given at least sixty days notice of the date of meeting.

10.2 Special Meetings

Special general meetings may be called by the President upon at least seven days written notice, or by the corporation upon written request of at least thirty members with at least fifteen days written notice. The notice shall briefly state the purpose and the agenda of the special meeting. No other issues may be brought before the meeting.

11. Committees

Committees and subcommittees shall be created and disbanded, whenever necessary, by the Council. Committee chairpersons shall be appointed by the President with the advice and approval of the Council.

11.1 The Nominating Committee shall consist of a member of the Council, who will serve as its chairperson, and members appointed by the Council. It shall concern itself with creating a slate of candidates for all offices and at-large seats that shall be approved by the Council and then voted on by the membership at the corporation's annual meeting, and it shall perform such other duties as may be assigned by the Council.

12. Nominations

Except for the purposes of filling vacancies, candidates for offices and at-large council seats in the corporation shall be nominated in the following manner:

12.1 The Nominating Committee shall meet at least quarterly and shall submit to Council for its approval a slate of candidates for the offices and at-large council seats to be voted by the membership at the corporation's annual meeting.

12.2 Nominations for all offices and at large council seats may also be made by petition listing the candidates for the specific offices with the signatures of twenty or more members of the corporation. Such a petition must be delivered to the Secretary at least forty-five days before the date of the annual meeting.

12.3 The slate of candidates approved by Council and a list of any nominations made by petition along with the notice of the annual meeting shall be mailed to the membership of the corporation at least thirty days before the annual meeting.

12A. Election of Officers and Council Members

The membership shall elect the officers and at-large members of the Council at the annual meeting to be held in January of each calendar year. The election of officers and council members shall be determined by the candidates receiving the most number of votes for the respective position.

12A.1 Contested Elections

12A.1 (a) If the slate of candidates approved by Council together with nominations made by petition puts any officer position in contention or exceeds the number of at-large positions, then the option of voting absentee must be made available to the membership with one absentee ballot per member. Members must submit absentee ballots before the commencement of the annual meeting.

12A.1 (b) In the event of a contested election, all voting shall be done by written ballot.

12A.2 Counting and validating ballots shall be the responsibility of the Nominating Committee.

12A.3 In the event of a tie vote for any of the offices or council seats, a run-off vote by written ballot shall be taken at the annual meeting by the members present for those offices or at-large seats for which there is a tie vote.

12A.3 (a) In the event the run-off vote results in a tie, then the sitting officers and council members present shall vote to decide the election.

12A.3 (b) In the event that the sitting officers and council members can not break a tie, the pre-siding officer shall break the tie.

12A.4 Ballots shall be kept for 60 days and made available for inspection.

13. Indemnification

13.1 Subject only to the exception that no indemnification may be made to or on behalf of any officer or Councilmember if a judgment or other final adjudication adverse to such person establishes that their acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they were not legally entitled, the corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that they are or were a officer, Councilmember employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another company, partnership, joint venture, trust, employee benefit plan or other enterprise against all expense, liability and loss (including ERISA excise taxes or penalties), judgments, fines, penalties and amounts paid in settlement (provided the corporation shall have given its prior consent to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the fullest extent under the circumstances permitted by Sections 721-726 of the New York Not-for-Profit Corporation Law as may be amended from time to time.

13.2 The foregoing indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the officer, Councilmember,

employee or agent is proper in the circumstances because there is no judgment or other final adjudication adverse to the officer or Councilmember that establishes that his acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they were not legally entitled. Such determination shall be made (1) by the Council by a majority vote of a quorum consisting of Councilmembers who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested Councilmembers so directs, (a) by independent legal counsel in a written opinion that indemnification is proper, or (b) by the members.

13.3 The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Councilmembers or otherwise, and shall continue as to a person who has ceased to be a officer, Councilmember, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

13.4 The corporation may maintain insurance, at its expense, to protect itself and any officer, Councilmember, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under this Paragraph or applicable law.

13.5 The rights conferred by this Paragraph are contract rights which shall not be abrogated by any amendment or repeal of this Paragraph with respect to events occurring prior to such amendment or repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Paragraph. No amendment of the Not-for-Profit Corporation Law, insofar as it reduces the permissible extent of the right of indemnification of an indemnitee under this Paragraph, shall be effective as to such a person with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This

Paragraph shall be binding on any successor to the corporation, including any corporation or other entity which acquires all or substantially all of the corporation's assets.

13.6 The corporation may, to the extent authorized from time to time by the Council, grant rights to indemnification and the advancement of expenses to any employee or agent of the corporation with the same scope and effect as provided in this Paragraph to Councilmembers of the corporation.

14. Amendments

Amendments to the By-laws may be made by the corporation at any general assembly, provided the amendment has been proposed by the majority of Council, or by a petition signed by at least twenty members. To be considered at a meeting, the proposed amendment shall have been mailed with a notice of meeting of the membership, together with the text of the affected section of the By-laws then in force. For an amendment to become effective it must be approved by at least sixty percent of the members present and voting at the meeting.

14.1 All notices under these By-laws shall be deemed to be made when mailed and inclusion in monthly newsletter shall be deemed sufficient.

15. Robert's Rules

Robert's Rules of Order shall control in the event that questions or issues or procedures arise which are not specifically covered herein, or when consensus cannot be reached on a decision, as decided by the presiding officer.