

BY-LAWS OF METRO JUSTICE EDUCATION FUND, INC.

Last amended at the 2019 Annual Meeting

1. Purposes

Metro Justice Education Fund is Greater Rochester's leading progressive, multi-issue, citizen-action organization. We enable ordinary people to break through their isolation, join together, educate, agitate, and take non-violent action. Metro Justice Education Fund has been working for social and economic change since 1965. We seek a more peaceful, just and sustainable future.

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 Education Fund 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 Education Fund, 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 Education Fund, 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, 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 Education Fund 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.

4.22 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.

4.3 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, her or his 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. At least 60% of each Task Force shall be composed of Metro Justice Education Fund members within one year of the Task Force's inception. 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.

8.5 The Treasurer shall be a member of the Finance Committee, but shall not be its chairperson.

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

The Nominating Committee, Personal Committee, Fundraising Committee, and Finance Committee are standing committees of the Council. Other 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.

11.2 The Personnel Committee shall consist of the chairperson and members appointed by the Council. It shall concern itself with developing and implementing personnel policies and procedures and overseeing the hiring and termination of staff.

11.3 The Fundraising Committee shall consist of the chairperson and members appointed by the Council. It shall concern itself with ensuring that necessary funds and resources are secured.

11.4 The Finance Committee shall consist of the chairperson and members appointed by the Council. It shall concern itself with overseeing the organization's budgeting process, finances and assets.

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. 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.

13.1 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.