

New Jersey Public Safety Accreditation Coalition, Inc.



Coalition Bylaws

Binding on all Members
Last Amended on March 6, 2007

Table of Contents

Article I.	Identity.....	1
Article II.	Purpose	1
Article III.	Status	1
Article IV.	Membership and Dues	2
Article V.	Meetings.....	3
Article VI.	Government	3
Article VII.	Elections	4
Article VIII.	Committees	4
Article IX.	Finance	5
Article X.	Quorum.....	5
Article XI.	Parliamentary Authority	5
Article XII.	Amendments to Bylaws.....	5
Article XIII.	Public Records Law.....	6
Article XIV.	Miscellaneous	6
Article XIV.	Dissolution.....	6

ARTICLE I. IDENTITY

The name of the corporation shall be the New Jersey Public Safety Accreditation Coalition, Inc. (“NJPSAC”).

The corporate mailing address of the NJPSAC shall be 66 Witherspoon Street, Suite 175, Princeton, New Jersey 08542 or at such other location as the Board of Directors may determine.

ARTICLE II. PURPOSE

Section 1. General Purpose

The general purpose of the Coalition is to engage in any lawful act or activity for which a corporation may be organized under the New Jersey Nonprofit Corporation Act (“the Act”).

Section 2. Specific Purposes

Within the context of the general purpose set forth above, the specific purposes of the Coalition shall be to promote professionalism among police departments, sheriff’s offices, public safety training academies, and communication centers in the United States, with a special focus on New Jersey and New York, through public safety accreditation.

- a. The NJPSAC shall promote public safety accreditation as a method to increase the level of professionalism

among law enforcement and public safety agencies throughout the United States. We recognize and support the concept of accreditation for law enforcement agencies as a means to enhance the quality of the services we provide to the public.

- b. The NJPSAC shall fairly represent and act as a unified voice for all NJPSAC member agencies that are in an accreditation process with the Commission on Accreditation for Law Enforcement Agencies (CALEA), the New Jersey State Association of Chiefs of Police (NJSACOP), or any other duly recognized public safety accrediting body.
- c. The NJPSAC shall conduct comprehensive mock on-site inspections, provided focused in-service training, provide experienced mentors to assist new agencies, and act as a network for member agencies that encourages communication, mutual cooperation, support, and the sharing of valuable resources.
- d. The NJPSAC shall continue to be dedicated to providing its members with professional leadership in meeting organizational objectives regarding national accreditation and/or state certification.
- e. The NJPSAC shall strive to ensure that all of our members are always served in a professional, ethical and equitable manner.

ARTICLE III. STATUS

Section 1. Nonprofit Organization

This organization is a nonprofit corporation and does not contemplate the distribution of gains, profits or dividends to the members or officers; except as provided in these bylaws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Categories of Membership

Two types of membership are recognized by the NJPSAC:

- (1) Agency Seeking Accreditation.
- (2) Agency Not Seeking Accreditation.

Agency Seeking Accreditation: This membership type shall be open to all New Jersey and New York law enforcement agencies, police academies, public safety communication centers, correctional institutions / agencies, and other public safety agencies interested in the process of attaining or maintaining professional accreditation. The petitioning agency must agree to supply an experienced staff member to serve as a mock assessor when they are determined, by the Board of Directors, to be ready, as outlined in the Memorandum of Understanding (MOU). Failure of an agency to supply an experienced staff member is grounds for suspension based on a majority vote of the Board of Directors. This membership type is entitled to remote and on-site support in the accreditation process including mock assessments, written directive development, mentor assistance, and training. This membership type is entitled to attend state meetings and cast one vote.

Agency Not Seeking Accreditation: This membership type shall be open to all law enforcement agencies, police academies, public safety communication centers, correctional institutions, public safety agencies, government agencies, private organizations, and individuals with an interest in the accreditation process. This membership type does not entitle agencies to on-site support. Benefits are strictly limited to non-on-site assistance and guidance. This membership type is not entitled to vote involving Coalition business nor can they serve on the Board of Directors.

Section 2. Qualifications for Membership

Membership shall be granted upon receipt and approval of a completed membership application and dues. No eligible agency or individual member shall be excluded from membership in the organization unless voted on by the Board of Directors and based on just cause. The Board of Directors shall have final discretion to determine a prospective member's appropriate membership type.

Section 3. Membership Status

Member In Good Standing – All dues, financial and participation obligations to the NJPSAC must be satisfied and current to be considered a member in good standing. Members are required to pay membership dues annually, without skipping any years, to remain in good standing. Only a member in good standing can receive all the rights and benefits of Coalition membership. Members in good standing shall be eligible to participate in the Coalition's affairs, attend the Coalition's conferences, access the members-only portion of the Coalition's website and exercise other membership rights as set forth elsewhere herein. Any agency or agency representative may be suspended from membership by a majority vote of the Board of Directors for nonpayment of required dues/fees. Failure of an agency to supply an experienced staff member, refusal to participate in the mock assessment process, performing or participating in a non-sanctioned mock assessment, or upon determination that such agency or representative's continued participation is not in the best interest of this organization may result in the agency's suspension, as outlined in the MOU.

Section 4. Membership Suspension

If a member is suspended by a majority vote of the Board of Directors all their rights and benefits shall cease immediately. A suspension may be lifted by a majority vote of the Board of Directors. The reinstatement process shall be decided upon by the Board of Directors. A reasonable reinstatement fee may be imposed on the suspended agency as directed by the Board of Directors. If an agency chooses not to emerge from suspension the agency's CEO or accreditation manager shall provide a letter or email to the Coalition's Executive Director, to be included in the agency's file, indicating such.

Section 5. Cancellation of Membership

If an agency no longer wishes to remain a member of the Coalition the agency shall send a letter or email to the Coalition's Executive Director indicating such. An agency can cancel their membership at any time. The membership dues paid by the agency shall not be refunded. If an agency does not intend to continue their membership into the next calendar year the agency shall send a letter or email to the Coalition's Executive Director indicating such no later than October 15th.

Section 6. Dues and Expenses

Each member agency shall commit to their annual dues (by purchase order or voucher) by February 1st.

Agencies shall commit to (by purchase order or voucher) any other fees or expenses (conference, mock assessment expenses, training courses, etc...) within 30 of the receipt of our services rendered.

Membership dues shall be established by a majority vote of the Board of Directors. The Executive Director shall publish the any new dues amount and the Financial Director shall mail or email invoices to the entire Coalition by January 1st. No portion of dues, fees or assessments shall be refundable or prorated.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

Meetings of the NJPSAC shall be held on a regional basis. The exact dates shall be posted on the Coalition's web site and may be distributed via email. The President or Executive Director may cancel a meeting with just cause.

Section 2. Board of Directors

The Board of Directors shall meet regularly on a date chosen in January, March, May, July, September, and November. The President may call Special meetings of the Board of Directors. Special meetings shall be broadcast to the membership by email no less than fourteen (14) days prior to the meeting. Every board meeting, regional meeting, and/or special meeting shall be open to all members.

Section 3. Voting

To prevent any one agency from dominating, votes shall be cast one per agency. Voting via on-line (email or poll) or in person shall be on the basis of one vote per Accreditation Seeking Agency Membership agency. The agency must be a member in good standing in order to cast a vote. Elections shall be in open by raising a hand or electronically by poll or email in acknowledgement of "yea", "nay", or "abstain". Non-accreditation Seeking Agency members have no voting privileges. If the vote is done electronically by email or poll a record of the vote shall be maintained with the Coalition's records for inspection by any member at any time. If an agency does not vote it shall be recorded as an abstention, which in case of a tie vote shall be counted as a "yea" vote.

Section 4. Annual Conference

All member agencies are required to send at least one representative, preferably their accreditation manager, to the annual training conference, as outlined in the MOU.

ARTICLE VI. GOVERNMENT

Section 1. Membership

The members of the Board of Directors shall consist of the nine (9) appointed and four (4) elected positions. The appointed positions shall be President, Executive Vice President, Executive Director, Financial Director, Vice President of the Advanced Strategies Group, Secretary, Vice President of the North Region, Vice President of the Central

Region, and Vice President of the South Region. Each Regional Vice President shall have an assistant who is appointed by a majority vote of the Board of Director's. Assistant Regional Vice President's cannot vote unless it is in the absence of their region's Vice President. Appointments shall be made by a majority vote of the Board of Directors. The elected positions shall be North Region Trustee, Central Region Trustee, South Region Trustee, and Trustee at Large. Only members from the Trustee's region may vote for a Trustee, with the exception of the Trustee at Large. The Executive Director may appoint a member into an acting position pending majority board approval.

The management of the NJPSAC, both business and fiscal, shall be vested in the Board of Directors. Each office must be held by an Accreditation Seeking Agency member preferably one who is accredited. If possible, no member agency shall be represented more than once per term in the composition of the Board of Directors. Non-accreditation Seeking Agency members and honorary members may not hold any office on the Board of Directors of the Coalition. Each Officer shall hold office until his successor is elected and qualified, or until his resignation, death, or removal. Appointed members of the Board of Director's shall be subject to annual reappointment by a majority vote of the remaining Board of Directors.

The President shall first serve as the Executive Vice President. The President shall serve as the chairperson of the Board of Directors and as a New Jersey State Association of Chief's of Police Accreditation Commissioner. The President and Executive Vice President must be from an agency that is nationally accredited by CALEA.

When the position of Executive Vice President becomes vacant an email shall be sent to the entire Coalition seeking qualified candidates. All qualified candidates expressing an interest in the position of Executive Vice President shall be interviewed by the Board of Directors. The open Executive Vice Presidents position will be filled by a majority vote of the Board of Directors. In order to be considered for the position of Executive Vice President the candidate must have been an accreditation manager and served in a capacity on the Board of Directors.

Section 2. Focus

The elected members of the Board of Directors have the authority and responsibility to manage the Coalition consistent with these bylaws and in an appropriate legal manner. For purposes of the Act, the Board of Directors shall constitute the Board of Trustees.

Section 3. Functions

- a. Promote and act on the Coalition's objectives.
- b. Manage the business and fiscal affairs of the Coalition.
- c. Monitor the income and disbursement of funds.
- d. Make policies governing its actions and the actions of its committees.

- e. Appoint chairs of committees and appoint members.
- f. Supervise and manage the committees.

Section 4. Removal of Board Officer

Any Board Officer may be recalled and removed from office, for just cause, by a two-thirds (2/3) vote of the remaining members of the Board of Directors.

A special meeting of the general membership to recall a Board Officer must be called by a minimum of ten percent (10%) of the Accreditation Seeking Agency members. A petition for removal must then be submitted in writing to the Board. This petition must contain the signatures of each of the petitioning members and the reasons for the action set forth in detail therein. Upon receipt of the petition, the Board shall meet as soon as reasonably possible to discuss and vote on the petition.

Section 5. Board Vacancies

Board vacancies shall be temporarily filled by appointment of the Executive Director. These temporary appointments shall be called “acting”. An email shall be sent out to the membership to advise them of the vacancy and that candidates are being sought to fill the vacancy. Candidates shall have one week to notify the Executive Director of their interest. The candidates shall be revealed to the entire membership through an email from the Executive Director. The vacancy shall be filled at the next Board of Director’s meeting in accordance with these By-laws.

Section 6. Fiduciary Responsibility

The Board of Directors of the NJPSAC has a fiduciary relationship to the members and shall conduct all activities accordingly.

Section 7. Compensation

Officers of the Coalition shall not receive any salary or compensation for their services as a Board member but they may, if so determined by the Board, be reimbursed for any expenditure made by them in the conduct of the business and affairs of the Coalition. They may also work as a consultant, paid by the Coalition, through the Advanced Strategies Group. The Executive Director and Financial Director shall be compensated in accordance with an adopted annual budget and resolution.

Section 8. Responsibilities and Duties of Officers

All of the responsibilities and duties of the NJPSAC existing under the New Jersey Statutes, Articles of Incorporation, and these By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees subject only to approval by Accreditation Seeking Agency members where such approval is specifically required by these By-laws. All Officers of the NJPSAC owe the highest standard of care in their dealings on behalf of the organization.

The duties and responsibilities shall be determined and reviewed on a periodic basis by the board of directors. They shall be outlined in the Coalition’s position management system policy.

ARTICLE VII. ELECTIONS

Section 1. Elections

Elections shall be held at the first regional meeting (December) following the annual conference.

Nominations shall be accepted by the Regional Vice Presidents at the October regional meeting. They will be forwarded to the Executive Director at least two (2) weeks prior to the annual conference.

Those elected shall assume their duties by January 1 for the year in which they are elected. The membership directory shall contain the dates when positions expire.

Section 2. Positions

Elected positions shall be North Region Trustee, Central Region Trustee, South Region Trustee, and Trustee at Large.

Section 3. Vote

- a. A majority vote of Accreditation Seeking Agency Membership members in attendance shall elect officers.
- b. When there are more than two (2) candidates running for the same office, the candidate with the highest number of votes wins the election. If one candidate is running unopposed for an office then they must be approved by a majority vote of the Board of Directors.

Section 4. Terms

- a. The length of the term of all elected officers is two (2) years.
- b. Terms of office are staggered so that all officers do not end their terms at the same time.
- c. No elected member of the Board of Directors should exceed a total of six consecutive years on the Board of Directors.

ARTICLE VIII. COMMITTEES

Section 1. Committees

Committees may be established by the President. An appointment to a committee as a member or a chairperson shall be two years. A member may be reappointed for a second consecutive term. Each standing committee shall present a report at the business meetings of the Board of Directors and an annual report to the membership. Each committee shall prepare, review and make recommendations

regarding policies corresponding to its area of responsibility for the Board of Directors approval.

The following are permanent standing committees:

Ethics Committee – This committee is made up of the four trustees. They shall review Coalition and NJSACOP practices and report to the membership and Board of Directors any violations, concerns, or issues they find.

Standard Review and Interpretation Committee - This committee shall review all new standards and requirements for new written directives. They shall develop model written directive to be sent to all members.

NJ Accreditation Conference Committee – This committee is charged with the responsibility of planning, organizing, and operating the annual Public Safety Accreditation Conference in partnership with the New Jersey State Association of Chiefs of Police. The Executive Director shall be the permanent chairperson of this committee.

Section 2. Task Forces

Task Forces are formed by the Board of Directors. They are made up of members who bring expertise, interest, and commitment to complete an assigned task. Task Forces are formed to complete an assigned task within a specified time frame.

ARTICLE IX. FINANCE

Section 1. Fiscal Year

The fiscal year shall be the calendar year from January 1 through December 31 or such other period as may be fixed by the Board of Directors.

Section 2. Depository

The Depository of the NJPSAC shall be a federally insured bank with a sufficient number of branch offices so that a Financial Director can serve in any region and be close to a branch office. A minimum balance of \$100.00 shall be maintained in the NJPSAC's checking account.

Section 3. Accounting Records

Monthly budget reports shall be prepared by the Financial Director and made available to all members upon request. The Financial Director or his or her designee shall provide an overview of the budget reports at Board of Directors meetings.

Section 4. Budget

The Executive Director and the Financial Director shall prepare the following year's budget and present it to the

Board of Directors at the November conference. The Board of Directors may accept the budget as presented or, after discussion, change line item amounts. The budget must be passed by a majority vote of the Board of Directors. After the budget is passed the Executive Director, Financial Director, and Coalition CPA are authorized to disburse line item funds (as payments to line item accounts) not to exceed the budgeted amount by way of check or check card. If the budgeted amount is to be exceeded, the President must be notified for approval. If approval is given the funds shall be transferred from another line item account. The President may authorize the payment of non-budgeted accounts not to exceed \$500 and only after consultation with the Executive Director and the Financial Director.

ARTICLE X. QUORUM

Section 1. Membership

A quorum at any NJPSAC meeting shall consist of 25% of the Accreditation Seeking Agency Membership. Acts approved by the majority of voters present at a meeting at which a quorum is present shall constitute the acts of all members, except when approval of a greater number of members is required by the Articles of Incorporation, the By-laws, or the laws of the State of New Jersey. No official action on behalf of the NJPSAC shall take place unless a quorum is present along with at least three (3) Officers.

Section 2. Board of Directors

A quorum of the Board of Directors shall consist of five (5) members.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Robert's Rules of Order (latest edition) shall govern the conduct of meetings when not in conflict with the Articles of Incorporation or these By-laws.

ARTICLE XII. AMENDMENTS TO BYLAWS

Section 1. Amendments

Any Accreditation Seeking Agency member may propose a resolution for the adoption of a proposed amendment to these By-laws. The proposed amendment shall be in writing and directed to the President.

The President shall review the proposed change to insure there are no conflicts with current language in the By-Laws and/or Standard Operating Procedures. The President shall then present the proposed amendment to the Board of Directors at the next scheduled business meeting. The proposed amendment shall be voted by the Board of Directors at the same meeting.

If a proposed By-Law change does not receive a unanimous approval from the Board of Directors the amendment can either

be abandoned, edited, or be presented to a full vote of the Coalition electronically. The decision as to abandon or conduct an electronic vote shall be made by the President.

Section 2. Execution and Recording

All approved By-law Amendments shall be certified by the Executive Director and thereafter inserted in the document known as Coalition Bylaws. Members shall be bound by those By-laws.

Section 3. Minor Errors

Legitimate minor technical changes needed to keep this document current, but which do not change its intent (such as changing the name of the President or Corresponding Secretary, changing the corporate address, or correcting minor grammatical errors), shall not require a vote of the membership as described above.

ARTICLE XIII. PUBLIC RECORDS LAW

Section 1. Adherence to State and Federal Law

The NJPSAC shall subscribe to and abide by the New Jersey Public Records Law and the Open Public Records Act (OPRA) as it relates to the corporation.

ARTICLE XIV. MISCELLANEOUS

Section 1. Indemnification

The Corporation shall, to the full extent permitted by the Act, the Articles of Incorporation and these Bylaws, indemnify current and former officers, trustees, employees and agents of the Corporation against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed upon him or her in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been such officer, trustee, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which such officer, trustee, employee or agent may be entitled under any statute, bylaw, agreement or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

Section 2. Insurance

The Board of Directors and Executive Director may budget for, purchase, and maintain insurance on behalf of any officer, director, employee or agent of the Coalition against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law. So long as the Coalition employs personnel it shall maintain worker's compensation insurance.

ARTICLE XV. DISSOLUTION

Section 1. Disposition of Coalitions Funds

Upon dissolution of the Corporation, after full payment or liquidation of all debts, liabilities and obligations of the Corporation, such funds of the Corporation which remain shall be distributed in accordance with a plan of distribution adopted in accordance with the provisions of the Act, to such nonprofit organization or organizations as shall at the time qualify as exempt from federal income taxation under Section 501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. In no event shall any of such assets or property be distributed to any member, trustee, officer or other private individual.