



BYLAWS OF THE NATIONAL ORGANIZATIONS FOR YOUTH SAFETY (NOYS)

ARTICLE I. DIRECTORS

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation.

SECTION 2. Composition of the Board of Directors. The business of the Corporation shall be managed by a Board of Directors composed of a maximum of twenty-one eligible individuals who shall be elected by the directors then in office, including up to seven non-voting directors and nine-to-fifteen voting directors. Directors must come from active NOYS[®] members in good standing. Up to five voting directors may be representatives from the Business and Industry members in good standing. The majority of voting directors shall at all times be representatives from Nonprofit member organizations in good standing. The non-voting directors shall include: up to two positions for youth representing youth-participating member organizations in good standing; up to two positions from government agency members in good standing; up to two AlumNOYS in good standing; and, the Chief Executive Officer (CEO).

SECTION 3. Term of Office; Classes; Nominations. Youth directors for youth participating organizations shall have one two-year term and are ineligible for re-election until they are off the Board for one year. The other directors shall have three-year terms and be divided into three approximately equal-sized classes, with terms expiring in consecutive years such that each year approximately one-third of the board shall be elected.¹ These directors may be elected to no more than three consecutive three-year terms (in addition to any partial terms held by appointment to fill a vacancy), with their eligibility for election renewed after one year off the board. Terms are scheduled to end December 31, with new terms commencing on the first day of January after elections, but directors serve until a successor is elected. The directors shall have a process by which members can nominate candidates for the board.

SECTION 4. Duties and Responsibilities. Each director is responsible for:

- (a) Understand the corporation's mission and promote that mission to others.
- (b) Attend a minimum of two board meetings per calendar year and other meetings as required by the board.
- (c) Actively participate in at least one committee of the corporation.
- (d) Participate in the corporation's fundraising efforts.
- (e) Financially support the corporation through personal donations annually.

SECTION 5. Vacancies. The remaining members of the Board of Directors by majority vote may fill vacancies in the Board of Directors for the unexpired term.

SECTION 6. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of any business. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 7. Meetings. Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the board without further notice, or as may be specified in a notice of the meeting. Special meetings may be called at any time by the President or by written request signed by three directors and submitted to the Secretary, provided written notice is duly served by mail or e-mailed or faxed with a follow up confirmatory phone call to each director not less than two days before such meeting. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 8. Compensation. No director shall receive any compensation for service in such capacity, except that the board may by resolution provide for the reimbursement of actual travel, lodging, and reasonable, organization-related out-of-pocket expenses incurred in the performance of the duties of director, to the extent provided by such resolution.

SECTION 9. Resignation and Removal. A director may resign by written notice to the corporation's Secretary, effective upon receipt or at such other date specified in the notice. Whenever, in the judgment of the board, the best interests of the Corporation will be served, a board member may be removed with or without cause by a majority vote by the Board of Directors upon at least ten days' prior written notice and the opportunity for the director in question to be able to address the board either at an in-person or a telephone meeting, as determined in the discretion of the board. Two absences from board meetings by a director without good cause within a calendar year may be considered a vacancy and the director may be removed by a majority vote of the Board.

SECTION 10. Fiduciary Duties of Directors. Directors are expected to discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the officer reasonably believes to be in the best interests of the Corporation, and disclose relevant known information to the other Directors.

ARTICLE II. MANNER OF ACTING.

SECTION 1. Manner of Acting. While the board may strive for consensus decision-making, a majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more directors or members of a committee may participate in a meeting of the board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. As the law permits, the board may vote via e-mail or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

SECTION 4. Board Emergency Powers. In an emergency such that a quorum of the directors cannot readily be assembled because of some catastrophic event, the Board of Directors may modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

ARTICLE III. OFFICERS.

SECTION 1. Officers. The officers of the Corporation shall be a: President, Secretary and Treasurer, the Immediate Past President, a Vice President and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the President to appoint.

SECTION 2. Election. The voting directors shall at the first board meeting of the calendar year, elect from amongst themselves a President, Vice President, Secretary and Treasurer. No board member shall serve in such officer positions until he or she has served at minimum of one year on the board.

SECTION 3. Term and Vacancies. The term of office of any officer shall be two years and shall not exceed two consecutive terms, but their eligibility is renewed upon being off the board for two years. Terms are scheduled to end December 31, but officers shall serve until their successors are elected. The terms of the President and Immediate Past President shall expire in even-numbered years, and the terms of the Secretary, Vice-President and Treasurer shall expire in odd-numbered years, to help ensure continuity. The terms of office shall not terminate until: (a) the two-year term has expired and a successor is installed; (b) the effective date of an officer's resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from Office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the Vice President shall fill a vacancy in the Presidency and the office of Immediate Past President may remain vacant or be filled by a prior Past President.

SECTION 4. President. The President shall oversee implementation of all decisions of the Board of Directors; chair the Board of Director and Executive Committee meetings; shall be an *ex officio* voting member of all committees; act as the board's representative in overseeing the CEO; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 5. Immediate Past President. The Immediate Past President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the

President may from time to time delegate, shall act as President in the absence of the President and Vice President, and shall Chair the Board Development/Governance Committee.

SECTION 6. Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate, and shall act as President in the President's absence.

SECTION 7. Secretary. The Secretary shall oversee a process for keeping the minutes of all meetings of the board, including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary shall oversee the process for issuing notices of all meetings, filing of all reports required by governmental authorities, and performing such other functions and duties as the board may from time to time prescribe.

SECTION 8. Treasurer. The Treasurer shall oversee the custody of all funds, securities and assets of the Corporation. He or she shall oversee the keeping of a full and accurate account of the Corporation's receipts and disbursements, and oversee the deposit of all monies and other assets in the name of the Corporation in such depositories or through such fiscal agents as the board may from time to time prescribe. The Treasurer shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting of all transactions as requested prior to each meeting of the board. The Treasurer shall furnish the board with an operating and financial report at each regular and special meeting thereof, and shall Chair the Finance Committee.

SECTION 9. Other Officers. The duties and terms of office of any other officers appointed pursuant to this Article shall be specified by the Board of Directors or by the President if so authorized by the Board of Directors.

SECTION 10. Chief Executive Officer (CEO). The board may upon majority vote appoint and employ a CEO, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an *ex officio* non-voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

SECTION 11. Surety. The Board of Directors may require the CEO, Treasurer or any other officer to furnish such surety as it may from time to time determine.

SECTION 12. Removal. Any elected officer may be removed from office, with or without cause, upon a vote of a majority of the directors then in office to remove him or her from the officer position, whenever in the directors' judgment the best interest of the Corporation would be served thereby, provided that all the directors have at least ten days' notice of the proposed removal and the officer at issue has an opportunity personally to address the board prior to the removal vote. Any officer appointed by the President may be removed by the President.

SECTION 13. Duties of Officers. Officers are expected to discharge their duties with the same care as directors and in addition are expected to disclose to the other directors or, if the officer is an employee, disclose to their supervisor, any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee or agent of the corporation, that the officer believes has occurred or is likely to occur.

ARTICLE IV. MEMBERSHIP

SECTION 1. General Rights and Powers. Members shall not have voting rights. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities and the provisions governing the withdrawal, suspension and expulsion of members shall be determined by the Board of Directors. Any right of members to title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

SECTION 2. Rules of Eligibility. In order to be eligible for membership in NOYS, an organization or agency must:

- (a) Fall within one of the categories of membership;
- (b) Be national in scope;
- (c) Have a mission or conduct work consistent with the mission of NOYS as determined by the NOYS Board of Directors; and
- (d) Complete an application for membership.

An individual must:

- (a) Fall within one of the categories of membership;
- (b) Be an active contributor to NOYS work; and
- (c) Fill out an application for membership.

SECTION 3. Categories of Membership and Representatives. Membership shall be open to individuals and entities interested in and supportive of the purposes of the Corporation that timely remit applicable dues within the following classes of membership as established by the board. Membership and all attendant rights shall cease in the event of nonpayment of dues, unless the board acts otherwise.

- (a) Youth Participating Organization – a YPO will be represented at meetings by one adult in an executive position on the governing body or in the top management of the organization and up to two Youth Delegates. Each Youth Delegate shall be appointed for a term of at least one year, and shall regularly attend meetings. In emergencies, the organization may appoint an alternate delegate.
- (b) Non-profit Organization – a non-profit organization whose work is aligned with NOYS mission will be represented by one adult in an executive position on the governing body or in the top management of the organization.

- (c) Federal Government Agency – a government agency or subdivision of a government agency will be represented by an individual who serves in a position with significant responsibility for youth services and programming. Federal government agencies will serve in an advisory capacity offering technical assistance and will have those benefits and responsibilities of membership that are consistent with their government status. Federal government agencies are exempt from the dues payment requirement.
- (d) AlumNOYS – an AlumNOYS may fall within of one of the following categories: a Youth Delegate whose term expired and who has regularly attended meetings and participated in NOYS activities; a youth volunteer or intern who has contributed to NOYS; or an adult who is not affiliated with a member organization but who has contributed to NOYS and the field of youth safety. AlumNOYS may be elected to the board and/or appointed to serve on NOYS committees and are otherwise entitled to the benefits and privileges of membership.

SECTION 4. Benefits and Privileges of Membership. Members are entitled to the benefits and privileges of membership as defined by the board, including the opportunity to serve on the Board of Directors or other committees to determine the direction of the organization. Members do not have the right to elect Directors but the Directors may consult the membership on various issues, for which the members may use postal votes, telephone ballots, and/or e-mail voting to cast their advisory votes.

SECTION 5. Responsibilities of Membership.

- (a) Designation of the appropriate level and number of delegate(s) to represent the organization
- (b) Regular attendance by delegates at a majority of NOYS meetings
- (c) Consistency in representation by adult and youth representatives throughout the year—substitutes may attend in emergency circumstances
- (d) Service on committees
- (e) Maintenance of up-to-date information about the home organization; responsiveness to NOYS requests for information
- (f) Communication within home organization about NOYS initiatives
- (g) Participation in NOYS initiatives
- (h) Communication to NOYS about home organization participation in NOYS initiatives
- (i) Advocacy for NOYS in appropriate forums
- (j) Payment of annual dues, as established by the board

SECTION 6. Process for Becoming a Member of NOYS; Term. An organization, agency or individual who is eligible for membership may complete a Membership Application. The Board of Directors shall determine eligibility criteria by which each Membership Application shall be judged. The term of membership for an organization will be one year, renewable annually.

SECTION 7. Removal as Member. An organization that has failed to comply with the responsibilities of membership may be subject to review by the board to determine the continuing status of its membership. If at any time a member brings discredit to NOYS or the mission of NOYS, the board may remove the member.

SECTION 8. Business, Industry Group and Foundation Membership. The board may accept at its

discretion members of businesses, industry groups and foundations who have interests and resources beneficial to the work of NOYS. Business, Industry Group and Foundation Members shall represent groups whose mission is consistent with the NOYS mission and who do not engage in activities inconsistent with the NOYS mission. Business, Industry Group and Foundation Members will make an annual contribution to be set by the board. NOYS provides these businesses, industry groups and foundations opportunities to support the mission of NOYS, including the opportunity to serve on the Board of Directors or other committees to determine the direction of the organization.

ARTICLE V. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees and their members. Each committee that exercises the authority of the board shall be referred to as a Board Committee, shall consist of two or more board members and of only board members and to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the Corporation, except that no such committee shall have the authority of the board in reference to: amending, altering or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation or approving the sale, exchange, mortgage or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms 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 or any individual director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole board, constitute a general Executive Committee for the board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of the board officers, as well as any voting members of the Board of Directors appointed thereto by the board, and the CEO in an *ex officio* non-voting capacity. The Executive Committee shall have such powers and shall perform such duties as the board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation, and serving as the Corporation's audit committee. The Executive Committee shall be organized and shall perform such functions as directed by the board and shall report periodically to the board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

SECTION 3. Finance Committee. There shall be a Finance Committee responsible for working with the CEO to develop fiscal procedures, financial and investment plans, and the annual budget, for submission to the board for its review for approval. There shall be no major changes in the budget unless approved by the board or the Executive Committee. For each board meeting, and at

least quarterly, staff shall provide to the Finance Committee and to the board financial reports showing revenue, expenditures and anticipated revenue.

SECTION 4. Board Development/Governance Committee. This committee is responsible for identifying and cultivating nominees for the senior volunteer leadership positions of the Corporation, including directors, officers and committee chairs and members. This Committee is also responsible for advising the CEO about board and senior volunteer leader orientation and training, as well as leadership development. This committee shall also, as requested by the board, conduct periodic bylaws reviews of the Bylaws and, as needed, make recommendations for revisions.

SECTION 5. Other Committees. Other committees with non-directors shall not have or exercise the authority of the Board of Directors in the management of the Corporation and may be appointed in such manner as may be designated by 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, the President of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 6. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless such member is removed or resigns from such committee, or ceases to qualify as a member thereof.

SECTION 7. Chair. One member of each committee shall be appointed Chair by the President of the Corporation except as otherwise provided in these Bylaws.

SECTION 8. 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 9. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI. MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification.

- A. Except as set forth in the Articles of Incorporation, the following indemnification provisions shall apply. The liabilities and expenses reasonably incurred in connection with any threatened, pending or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution or investigatory action by any person who served or is serving the Corporation as a director, officer, committee member, volunteer, partner, trustee, employee or agent of another entity (i.e., an “Eligible Person”) by reason of that Eligible Person’s position with or service to the Corporation –

- (a) Shall be indemnified to the extent the Eligible Person was successful, on the merits or otherwise, in the defense of any such proceeding; and,
- (b) May be indemnified if the person acted in good faith and reasonably believed in the case of conduct in an official capacity, that the conduct was in the best interests of the corporation; and in all other cases, that her or his conduct was at least not opposed to the best interests of the corporation; and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, which indemnification shall be done only after complying with the provisions of the District of Columbia Nonprofit Corporation Act of 2010 regarding the process for making determinations about indemnification and the advance of expenses;
- (c) But shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; but
- (d) With regard to any director or officer, the indemnification provided by this Article shall not be deemed exclusive of any rights to which any such director or officer may be entitled under any statute, bylaw, agreement, vote of the governing board or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law, and to in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

B. The Corporation may in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

SECTION 2. Fiscal Year. The fiscal year shall be established by board resolution.

SECTION 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing or affixing or causing to be printed, engraved, stamped or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile or other reproduction of said official seal.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the board provided that a description, summary or the actual text of such proposed change is included with the notice of the meeting delivered at least five days prior to the vote, unless notice is waived by unanimous agreement of the board.

SECTION 5. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 6. Advisory Board. The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors by providing advice, assistance, expertise and support to the Board of Directors for the advancement and promotion of the mission of the Corporation. The Board of Directors shall appoint a Chair of each Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Directors.

SECTION 7. Conflicting Interests/Conflict of Interest Policy. The Corporation shall adopt a Conflict of Interest Policy requiring its directors, officers and members to disclose situations and the material facts where they, or their family or business associates, have an interest that could be an impediment to the loyalty of that director, officer or member to the Corporation, and requiring a good faith determination by disinterested decision-makers as to whether that conflicted person can participate in the consideration or vote on the matter and as to the fairness of the proposed transaction or contract to the Corporation.

ⁱ For the purpose of implementing staggered expiration of the elected directors' three-year terms, after the revised Bylaws take effect and the incumbent directors have completed their terms, the directors shall be organized by lot into three approximately equal-sized Classes, with their initial terms expiring in one-year, two-years, and three-years, with the terms thereafter to be the full three-year terms, thus accomplishing staggered expiration terms.