

BYLAWS OF
SHAWNEE COUNTY CRIME STOPPERS

ARTICLE I. Name and Location

The name of the corporation is: CRIME STOPPERS OF TOPEKA, INC., doing business as "Shawnee County Crime Stoppers". The principal office of Crime Stoppers shall be located at 320 S. Kansas, Suite 100, Topeka, Kansas, 66603, but meetings of the Board of Directors may be held at such places within the State of Kansas as may be designated by the board.

ARTICLE II. Members

Crime Stoppers shall have no members.

ARTICLE III. Board of Directors

Section 1: Composition: The number of Directors comprising the Board of Directors shall be at least eight (8), and initially shall be those persons named in the Articles of Incorporation. The number of board members may be changed from time to time by amendment of these Bylaws within the limits fixed by the Articles of Incorporation (no less than 8 and no more than 21). Board members shall receive no compensation for serving on the Board.

Section 2: Term of Office: A term of office shall last for three (3) years, and terms shall begin at the close of the annual meeting. No board member shall serve more than three (3) terms, unless elected to be an officer. Any past or present board member that has served at least three terms of office may upon nomination by a current board member and plurality vote be elected to emeritus status. Emeritus status is a lifetime membership without voting rights. No board member shall be nominated for emeritus status without his or her consent.

Section 3: Removal: Any board member may be removed; with or without cause, by a two-thirds (2/3) vote, at a regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the board member, is given at least twenty-four (24) hours prior to the meeting.

Any board member may also be removed for having three (3) consecutive unexcused absences from the monthly Board of Director's meetings within one calendar year. Absences will be unexcused if the board member fails to notify the Board President or the Crime Stoppers Coordinator that he or she will not be able to attend the meeting.

Section 4: Enumerated Powers: In managing the affairs of Crime Stoppers, the Board shall specifically have, but not be limited to, the power to:

- A. Adopt standing rules
- B. Employ individuals.
- C. Procure and maintain liability insurance; procure legal counsel to protect its members in the performance of their duties; and procure hazard insurance to protect Crime Stoppers property.
- D. Authorize disbursements offunds.
- E. Conduct all affairs necessary for the continued operation of the corporation.

Section 5: Liability of Directors: A member of the Board of Directors of this corporation shall have no personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a Board member, except to the extent that K.S.A. 17-6002 (b) (8) or any successor provision of the Kansas General Corporation Code, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited.

Section 6: Attorney Members: Members of the Board of Directors who are attorneys may not defend persons charged with crimes that could be connected to a Crime Stopper tip.

Section 7: Conviction: Board members may not have been convicted of a felony.

Section 8: Law Enforcement Members: Members of the Topeka Police Department (TPD) and the Shawnee County Sheriff's Office (SCSO) may only serve on the Board of Directors in an ex-officio capacity and shall have no voting rights or minimum attendance requirements. The Executive Committee shall propose the names of any TPD or SCSO officers who wish to serve in this capacity, and their membership must be approved by a vote of the Board.

ARTICLE IV, Meeting of Directors

Section 1: Regular Meetings: The Board of Directors shall hold no less than six (6) monthly meetings, including the annual election meeting in

November of each fiscal year. The date, time, and location of the regular meetings can be changed by the President of the Board, by giving twenty-four (24) hours advanced notice.

Section 2: Special Meetings: Special meetings of the Board of Directors may be called by the President with at least twenty-four (24) hours notice, or by any four (4) Directors with at least five (5) days notice. Such notice by the President or at least four Board members shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting.

Section 3: Quorum: A quorum shall be a majority of the number of members of the Board of Directors then fixed by these Bylaws, excluding vacancies.

ARTICLE V. Officers and Duties

Section 1: Officers: The officers of Crime Stoppers, who shall be board members, shall be a President of the Board, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of Crime Stoppers.

Section 2: Term: A term of office shall be for one year and shall begin at the close of the annual election meeting. An officer may serve two consecutive terms in the same office, except for the Treasurer who may serve up to three (3) consecutive terms. An officer who has served more than half a year is considered to have served a full year in that office.

Section 3: Vacancies: A vacancy shall be filled by vote of the Board from a slate presented by the Nominating Committee. The individual elected shall serve for the remainder of the term of the member he or she replaces. No name shall be placed in nomination without the consent of the nominee.

Section 4: Duties and Powers: The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these Bylaws, the parliamentary authority adopted herein and those assigned by the Board or which normally pertain to the office. These duties and powers shall include but not be limited to the following:

- A. The President shall:
 - 1. Be the principal officer of Crime Stoppers.
 - 2. Preside at the meetings of the Board of Directors and the Executive Committee.
 - 3. Appoint standing committee chairs and members, and create special committees and appoint chairs and

members thereof as the need arises.

4. Be an ex-officio member of every committee, except the Nominating Committee.

B. The Vice-President shall:

1. Assume such duties as may be assigned by the President, the Board of Directors or the Executive Committee.
2. In the absence of the President, preside at all Board of Directors and Executive Committee meetings.
3. In the absence of the President, create special committees and appoint chairs and members thereof as the need arises, fill vacancies on standing committees except for the Nominating Committee.

C. The Secretary shall:

1. Record the proceedings of all meetings of the Board of Directors and Executive Committee.
2. Provide each member of the Board with a copy of the minutes of each Board of Directors meeting.
3. Assume such duties as may be assigned by the President, the Board of Directors, or the Executive Committee.

D. The Treasurer shall:

1. Be custodian of all funds.
2. Make a financial report at each meeting of the Board of Directors.
3. Disburse rewards to individuals as authorized by the Board of Directors, after reasonably satisfying himself as to the identity of the recipient.

ARTICLE VI, Committees

Section 1: Standing Committees: There shall be the following standing committees:

- A. Executive: There shall be an Executive Committee composed of the four

(4) officers and the immediate past President. The Executive Committee, in an emergency, shall have all of the powers of the Board between meetings. Meetings may be called by the President or by any two (2) members of the Executive Committee and three (3) members shall constitute a quorum of the Executive Committee.

B. Nominating: A Committee of three (3) board members shall be appointed by the newly elected president for the following year, immediately upon the adoption of these Bylaws and thereafter at the first regular meeting following the annual meeting. The President shall also appoint the Chairman of the Nominating Committee.

Duties - The Nominating Committee shall:

- 1) Continually screen and consider the qualifications of potential candidates for members of the Board of Directors and Officers of Crime Stoppers.
- 2) Submit to the board, for their comment, the names of persons recommended for membership.
- 3) Carry out the responsibilities assigned to it under Article VII, Nominations and Elections.

Recommendations should be made to the Nominating Committee at least thirty (30) days prior to a vote, to assure proper screening and consideration of candidates for board positions.

Additional standing committees may be created by amendment to these Bylaws. The chairs shall be board members, but additional members need not be.

Section 2: Special Committees: Special committees may be created by the President or Board of Directors. The chairs shall be Directors, but additional members need not be.

ARTICLE VII, Nominations and Elections

Section 1. Nominations: The Nominating Committee, after obtaining the consent of each candidate, shall distribute to each Board member, at least twenty-four (24) hours prior to the annual election meeting or any meeting at which an officer or Board member is to be elected, a notice setting forth the following:

- A. A proposed single slate of candidates for any officer position to be filled.
- B. At least one candidate for each of the Board positions to be filled, setting forth the terms of each, where appropriate.

Section 2: Election: The slate submitted to the Board by the Nominating Committee shall include all the nominees selected under Sections 1 and 2 hereof and a plurality vote shall elect. A Board member may submit an absentee vote to the Secretary prior to the time the vote is taken.

Section 3: Vacancy: If vacancies occur, they shall be filled in accordance with provisions of this Article.

Section 4: Notification: The Nominating Committee shall promptly notify candidates of the outcome of the election.

ARTICLE VIII. Contributions and Depositories

Section 1: Contributions: Any contributions, bequests or gifts made to Crimes Stoppers shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors, and in accordance with the wishes of the donor.

Section 2: Orders for Payment: All checks, drafts or other orders for payment of money or other evidences of indebtedness issued in the name of or payable to Crime Stoppers shall be signed or endorsed by such persons or person and in such manner as from time to time shall be determined by policy or resolution of the board of directors.

ARTICLE IX. Contracts and Evidence of Debt

All contracts and evidences of debt may be executed only as directed by the Board of Directors. The President and the Treasurer shall execute, in the name of Crime Stoppers, all contracts or other instruments so authorized by the Board of Directors.

ARTICLE X. Fiscal Year

Crime Stoppers shall operate on a fiscal year beginning January 1.

ARTICLE XI. Parliamentary Authority

The current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules or procedure adopted by the Board of Directors.

ARTICLE XII. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or special meeting, provided that the amendment has been submitted to the Board in writing at least seven (7) days prior thereto.

ARTICLE XIII. Giving Notice

If notice is required to be given under these By-Laws, email notification shall be satisfactory.

ARTICLE XIV. Standing Rules

The Board of Directors may adopt standing rules, approved by the Chief of Police, governing rewards and the role of the Topeka Police Department.

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of CRIME STOPPERS OF TOPEKA, INC., the 18th of June , 2019.



President



Secretary