

# POLK COUNTY CRIMINAL JUSTICE COLLABORATING COUNCIL, INC. BY-LAWS

The By-Laws of the Polk County Criminal Justice Collaborating Council, Inc., shall provide for the operations of the Board of Directors of the Corporation. The By-Laws shall be consistent with the mission and philosophy of Polk County Criminal Justice Collaborating Council, Inc.

## ARTICLE I - NAME

Section 1. The name of this organization shall be: Polk County Criminal Justice Collaborating Council, Inc.

## ARTICLE II – LOCATION OF CORPORATION

Section 1. The principle location of Polk County Criminal Justice Collaborating Council, Inc. shall be at a designated site in Polk County, Wisconsin.

## ARTICLE III - PURPOSE

Section 1. The Polk County Criminal Justice Collaborating Council, Inc. (hereafter referred to as "The CJCC") shall serve as a community justice organization dedicated to the advancement of programs and practices to promote public safety and the effective and efficient administration of the criminal justice system. The CJCC shall serve its function through community collaboration, offender accountability, rehabilitative programming and support for the rights and needs of victims to ensure the efficient administration of the criminal justice system. The CJCC shall further its purposes as approved by the Board of Directors and as authorized by Chapter 181 of the Wisconsin Statutes.

## ARTICLE IV - LEGAL STATUS

- Section 1. The Council shall be a non-profit association without capital stock. Said corporation shall be non-political and shall not be a lobbying organization. It shall not promote the candidacy of any person seeking public office.
- Section 2. The corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law; hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.
- Section 3. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE V – COUNCIL**

The Criminal Justice Collaborating Council shall consist of persons who demonstrate an interest in the purpose of the Corporation and are committed to the principles of community justice. Attendance to the quarterly Council meetings is not mandatory. Interested persons shall come from community resources including, but not limited to:

- The nonprofit sector
- Alcoholics Anonymous/Narcotics Anonymous/Circle Process
- Mental health providers
- Polk County Board of Supervisors
- Schools
- Municipalities/Towns/Villages

**ARTICLE VI - BOARD OF DIRECTORS/OFFICERS**

The Board of Directors has voting privileges and shall decide on policies, goals, objectives, personnel and budget of The CJCC and shall be responsible for the affairs and activities of the CJCC in such a manner as to legally further its purpose and to maintain its nonprofit status. Proxy voting shall not be permitted.

- Section 1. The Board of Directors shall consist of not less than nine (9) members, and not more than fifteen (15) members.  
Board members should consist of at least the following:
- Judge – Branch One or designee;
  - Judge – Branch Two or designee;
  - Sheriff or designee;
  - Chief Deputy Sheriff or designee;
  - District Attorney or designee;
  - Clerk of Court or designee;
  - Defense Bar designee;
  - Department of Corrections Supervisor or designee;
  - Community Services Division designee;
  - County Public Protection Committee Chair or designee;
  - A nonprofit representative from our community service hours providers;
  - And any other person possessing skills/talents necessary to the advancement of the CJCC.
- Section 2. Non-voting members may be appointed by the Board of Directors as needed to provide guidance to the organization.
- Section 3. Each board member is expected to sit at least one committee. The following standing committees shall be populated by the CJCC Board of Directors as well as others interested in the work of the CJCC or having substantive knowledge in the concern of the committee:
- Executive
  - Financial
  - Nominating
  - Development
  - Other committees as deemed necessary by the Board of Directors or Executive Committee

- Section 4. Members of the Board shall include individuals who are representative of the economic, social, professional, and cultural spectrum of Northwest Wisconsin and surrounding areas. The Council does not discriminate for reasons of age, sex, religion, or national origin.
- Section 5. Any Board member, for just cause, may be removed by a quorum of the Board at any regular meeting (see Article XI for the definition of quorum).
- Section 6. The Board of Directors shall annually elect from its membership a President, a Vice-President, a Secretary, and a Treasurer. Other members of the board will participate on committees or with special projects/fundraising.

#### **ARTICLE VII - ELECTION**

- Section 1. At the annual meeting of the Corporation, a slate of names for election to the Board shall be presented by the Nominating Committee. This shall not preclude further nominations from the floor.
- Section 2. At the annual meeting, new Directors shall be elected by a majority of the voting members. Officers will be elected by a majority of the votes of a quorum of the Board. Officers shall serve no more than three consecutive one-year terms. All newly elected Directors and Officers shall assume their duties at the conclusion of the annual meeting.
- Section 3. The Board of Directors shall have the authority to fill vacancies in its own membership between annual meetings, and it shall have the authority to fill vacancies of its officers.

#### **ARTICLE VIII - DUTIES OF OFFICERS**

- Section 1. President: The President shall preside at all meetings of the Board of Directors and the Executive Committee, and perform all related duties as prescribed by the Board. The President shall serve as an ex-officio member of all committees except the Nominating Committee, and execute any contracts and agreements approved by the Board of Directors.
- Section 2. Vice-President: The Vice-President shall perform the duties of the President in the absence of the President and become President for the unexpired term in the event of death, resignation or incapacity of the President. The Vice-President shall perform any other related duties assigned by the Board.
- Section 3. Secretary: The Secretary shall be custodian of the records and documents of the Corporation, and shall maintain a record of the proceedings of all meetings of the Board of Directors. The Secretary is responsible for taking attendance at Board meetings and providing the Board members with a copy of the meeting minutes.

- Section 4. Treasurer: The Treasurer shall review all financial records of the Corporation and shall be responsible for the oversight of a complete and accurate financial account; shall make regular reports to the Board of Directors; shall submit an annual audited statement for inclusion in the annual report; and shall submit all financial reports required or requested by the President. The Treasurer shall serve as the Chair of the Finance Committee.
- Section 5. At the expiration or termination of an officer or Board member, all property, papers, records, and books of the Corporation shall be returned to the Board.
- Section 6. At least one other officer shall sign all contracts and agreements approved by the Board of Directors.

**ARTICLE IX - COMMITTEES**

- Section 1. **Definition:** The CJCC will have Standing Committees, a semi-permanent committee, as well as Ad Hoc Committees formed as needed.
- Section 2. **Standing Committees:**  
**Executive Committee:** comprised of the Officers of the Board of Directors. The President of the Board shall serve as chair of the committee. The Coordinator of the CJCC shall attend meetings and serve as a resource to the Executive Committee. Duties include but are not limited to:
  - Providing direction and oversight of any contracted personnel: Shall establish policies and procedures to ensure legal compliance with employment issues, ethical issues, and any other issues that may arise in the normal conduct of business. The executive committee will conduct a yearly evaluation of any contracted personnel.
  - Approving and signing contracts with other agencies and organizations;
  - Directing development and implementation of policy and procedures for effective operation of the CJCC;
  - Deciding to add or remove participants from committees; and
  - Being empowered to act on behalf of the Board between regular meetings as required.

**Finance Committee:** chaired by the Treasurer, using volunteers and other Board members. Decisions made by the committee shall be brought to the Board of Directors. Duties include but are not limited to:

- Developing budgets
- Providing annual accounting of the Corporation; and
- Making arrangements to provide appropriate insurance coverage for the Board of Directors, staff and volunteers of the Council CJCC.

**Nominating Committee:** Shall recruit candidates to appear on the ballot for election to the Board of Directors at the annual meeting.

**Treatment Court Team/Committee:** Shall be chaired by one of the Circuit Court Judges or their designee as determined by The Board. The purpose of this committee is to preside over an intensive outpatient treatment court team to address both substance abuse and mental health concerns in an effort to help rehabilitate criminal offenders.

**OWI Task Force Committee:** Shall be presided over by one of the Circuit Court Judges or their designee as determined by The Board. The purpose of this committee is to address the issues of alcohol consumption and usage in the community and its impact on society. The committee will be instrumental in assessing and developing programs to work with, rehabilitate, and educate alcohol related offenders.

Section 2. The following Committees may be appointed by the Board to fulfill specified duties:  
**Diversion Committee:** An alternative to prosecution for the first time, low-risk offender  
**Fund-raising Committee:** to raise funds to assist in the continuation of, and addition to, CJCC programs  
**Volunteer Committee:** to recruit volunteers to assist in the CJCC's programs

Section 3. Each committee will be chaired by a Board member and shall consist of a minimum of two (2) members. Meetings of the committees shall be called as frequently as deemed necessary to accomplish their required duties. Other standing, subcommittees and Ad Hoc Committees may be established as needed by majority vote of a quorum of the Board of Directors, and with assigned duties and tasks as may be required to conduct the business and nonprofit mission of the Corporation. Non-Board members may serve on these various committees.

Section 4. All committees are required to give quarterly updates to the CJCC Board, if continued financial support is to be considered. Committees are expected to present their annual budget and any requests for funding or support, in writing no less than one (1) week prior to the scheduled CJCC Board meeting and in person at that Board meeting.

#### **ARTICLE X - MEETINGS**

Section 1. There shall be a regular Annual Meeting of the membership of The CJCC on the third Tuesday in the month of April.

Section 2. Regular meetings of the Board of Directors shall be at least monthly and a meeting of all members of the CJCC shall meet at least quarterly. Special meetings of the Board may be called by the President when deemed necessary, or by written request of at least six members of the Board.

Section 3. Recommendations of the Board of Directors shall be made by consensus. If consensus cannot be reached, recommendations may be made by quorum of the Board of Directors as the term quorum is used in Article XI.

**ARTICLE XI- QUORUM**

Section 1. A minimum of six (6) Board members, which must include two officers, shall constitute a quorum.

**ARTICLE XII - INDEMNIFICATION**

Section 1. The CJCC shall indemnify any officer, director, employee, or agent of the Corporation against expenses, attorney's fees, judgments, fines, and settlement amounts actually and reasonable incurred by reason of the fact that he or she is or was an officer, director, employee, or agent of the CJCC; and in connection with any claim, action, pursuit of proceeding if the person acted in good faith, and in a manner he or she reasonably believed to be in the best interest of the CJCC, to the full extent permitted by law, including, but not limited to, the extent provided by Section 181.045, Wisconsin Statutes.

**ARTICLE XIII - DISSOLUTION CLAUSE**

Section 1. In the event of the CJCC being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes. No portion of said assets shall be distributed directly or indirectly to the members of the CJCC except as bona fide compensation for services rendered or expenses incurred on behalf of The Council. The decision as to the distribution of the remaining assets shall be determined by a two-thirds vote of a quorum of the Board of Directors of the CJCC.

**ARTICLE XIV - CONFLICT OF INTEREST POLICY**

Section 1. The purpose of the conflict of interest policy is to protect the tax-exempt status and the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the CJCC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State or Federal law governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE XV - DEFINITIONS**

Section 1. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in this Article, is an interested person; and

- Section 2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family any of the following:
- An ownership or investment interest in any entity with which the CJCC has a transaction or arrangement;
  - A compensation arrangement with the CJCC or with any entity or individual with which The CJCC has a transaction or arrangement; or
  - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CJCC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors. A financial interest is not necessarily a conflict of interest. Under ARTICLE VI, a person who has a financial interest may have a conflict of interest only if a quorum of the Board of Directors decides by a majority vote that a conflict of interest exists.

#### **ARTICLE XVI - PROCEDURES FOR CONFLICTS OF INTEREST**

- Section 1. Duty to Disclose -In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or members of a committee with Board-delegated powers considering the proposed transaction or arrangement.

- Section 2. Determining Whether a Conflict of Interest Exists -After disclosure of the financial interest and all material facts, and after discussion with the interested person, she or he shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

- Section 3. Procedures for Addressing the Conflict of Interest include:
- An interested person may make a presentation to the Board of Directors or at a committee meeting, but after the presentation, she or he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - The Chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - After exercising due diligence, the Board of Directors or committee shall determine whether the CJCC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, then the Board of Directors shall determine by a majority vote whether the transaction or arrangement is in the CJCC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board of Directors shall make its decision as to whether to enter into the transaction or arrangement.

Section 4.

Violations of the Conflicts of Interest Policy shall be handled as follows:

- A. If the Board of Directors or designated committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the members of the committee or the Board of Directors of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigations as warranted by the circumstance, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, the Board of Directors or committee shall take appropriate disciplinary and corrective actions as provided by law.

Section 1.

**ARTICLE XVII - AMENDMENTS TO THE BY-LAWS**

The By-Laws will be reviewed once each fiscal year prior to the annual meeting, and may be altered, amended, or repealed by the affirmative vote of the majority of a quorum of the Board of Directors.

(Adopted August 15, 2017)



