

**PITT-GREENVILLE CRIME STOPPERS PROGRAM, INC.**  
Greenville, North Carolina

**BY-LAWS**

Adopted August 1983  
Revised March, 1988  
Revised July, 1993  
Revised April, 1997  
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Revised August, 2004  
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Reviewed July, 2014  
Revised August 2014  
Revised February 2016

**BY-LAWS  
OF  
PITT-GREENVILLE CRIME STOPPERS PROGRAM, INC.**

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**ARTICLE I**

NAME AND LOCATION

The name of the corporation is: PITT-GREENVILLE CRIME STOPPERS PROGRAM, INC., hereinafter referred to as "Crime Stoppers." The principal office of Crime Stoppers shall be located at 1717 West 5<sup>th</sup> St., Greenville, North Carolina 27834, PO Box 528, but meetings of the Directors may be held at such places within the State of North Carolina as may be designated by the Board of Directors.

**ARTICLE II**

PURPOSE

The purpose for which the Pitt-Greenville Crime Stoppers Program, Inc. was organized is: to promote public safety and lessen the burdens of the County and Municipal governments in Pitt County by assisting the Law Enforcement Agencies of Pitt County in the apprehension and conviction of accused criminals through making funds available for use in offering rewards; by helping develop a community offensive against crime; by motivating members of the public to cooperate with all Law Enforcement Agencies in Pitt County; and by providing for rewards and awards for such cooperation.

MISSION STATEMENT

Pitt-Greenville Crime Stoppers is a cooperative effort between community, media and law enforcement to promote public safety by assisting all Pitt County Law Enforcement in the apprehension of people accused of crimes.

**ARTICLE III**

MEMBERS

Crime Stoppers shall have no members.

## ARTICLE IV

### BOARD OF DIRECTORS

#### SECTION I: Composition:

The Board of Directors shall be comprised of twenty-three (23) elected Directors, five (5) to ten (10) Directors-at-Large, and six (6) Ex Officio Directors. The number of Directors comprising the Board may be changed from time to time by amendment of these By-Laws. No Director shall receive any compensation for serving on the Board.

#### SECTION II. Directors-at-Large:

Board of Directors-at-Large may be appointed by the Chair of the Board and approved by the Board of Directors. Directors-at-Large shall have full Board privileges.

#### SECTION III. Ex-Officio Directors:

The Ex-Officio Directors shall be law enforcement officers or retired law enforcement officers. Ex-Officio Directors shall have full Board privileges.

#### SECTION IV. Term of Office:

A term of office shall normally be for three (3) years. Terms shall begin on the first day of the year and may be for one (1), two (2), or three (3) years, the objective being, insofar as practical, to have no more than one-third (1/3) to one-half (1/2) of the Directors replaced at any one time.

#### SECTION V. Removal:

Any Director 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 Director, is given at least twenty-four (24) hours prior to the meeting.

#### SECTION VI. Enumerated Powers:

In managing the affairs of Crime Stoppers, the Board shall have the authority to vote on matters affecting the Organization. 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 to protect its Directors in the performance of their duties, and hazard insurance to protect Crime Stoppers property.
- d] Procure and maintain bonds for persons having custody of funds.
- e] Authorize disbursement of funds.

SECTION VII. Director Liability

Directors of the Organization shall not be personally liable to the Organization for monetary damages for acts or omissions that occur after the effective date of this Article for the breach of their fiduciary duty as a Director, provided however that such exemption from liability shall not apply to (1) a breach of a Director's duty of loyalty to the Organization; (2) acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of law; or (3) a transaction from which the Director derives an improper benefit.

Neither the Directors, nor the officers of the Organization shall be liable or responsible for its debts or obligations. No Director of the Corporation shall have personal liability for monetary damages except in those instances specifically set forth in Section 55A-2-02(b)(4) of Chapter 55A of the North Carolina General Statutes (or any successor to such section or the corresponding provision of any future Chapter of the North Carolina General Statutes governing non-profit corporations).

**ARTICLE V**

MEETINGS OF DIRECTORS

SECTION I. Regular Meetings:

The Board of Directors shall hold no less than four (4) regular meetings, including the annual election meeting which shall be the last regularly scheduled meeting of the calendar year. Normally, regular meetings will be held on a monthly basis. The date, time and location of the regular meetings shall be announced by the Chair of the Board with at least forty-eight (48) hours advance notice.

SECTION II. Special Meetings:

Special meetings of the Board of Directors may be called by the Chair with at least twenty-four (24) hours notice, or by any four (4) Directors with at least five (5) days written notice. Such notice by the Chair or at least four (4) Directors shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting. Special meeting may be conducted using current technology including conference calls and email.

SECTION III. Quorum:

A quorum shall be not less than one-third (1/3) of the number of Directors then fixed by these By-Laws. Unless one-third (1/3) or more of the Directors are present at an official meeting, the only matters that may be voted upon shall be those matters that are described in the meeting notice.

SECTION IV. Attendance:

Directors shall attend meetings of the Board regularly. The Chair of the Board shall advise any Director upon incurring three unexcused absences within one year, and unless the absences are excused by the Chair of the Board upon good cause shown, a vacancy shall be declared and a new Director shall be elected to serve the unexpired term of the absenting Director.

SECTION V. Invited Guest:

The heads of all Law Enforcement Agencies in Pitt County and a Crime Stoppers Contact Person from each agency shall be invited to attend all general meetings of the Board of Directors, unless excluded by a majority vote of the Board.

**ARTICLE VI**

**OFFICERS AND DIRECTORS**

SECTION I. Officers:

The officers of Crime Stoppers, who shall be Directors, shall be a Chair of the Board, Vice Chair, 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 II. Term:

A term of office shall be for one year and shall begin the first day of the year.

SECTION III. 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 Director he or she replaces. No name shall be placed in nomination without the consent of the nominee.

#### SECTION IV. Duties and Powers:

The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these By-Laws, 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 Chair shall:

- 1] Be the principal officer of Crime Stoppers.
- 2] Preside at all meetings of the Board of Directors and the Executive Committee.
- 3] Co-sign checks, promissory notes and contracts.
- 4] Appoint standing committee chairmen and members and create special committees and appoint chairmen and members thereof as the need arises.
- 5] Be an ex-officio director of every committee except the nominating committee.
- 6] Ensure that the financial records of the organization are audited each year.

B. The Vice Chair shall:

- 1] Assume such duties as may be assigned by the Chair, the Board of Directors or the Executive Committee.
- 2] In the absence of the Chair, preside at all Board of Directors and Executive Committee meetings.
- 3] In the absence of the Chair, create special committees and appoint chairmen and members thereof as the need arises, fill vacancies on standing committees except for the nominating committee.
- 4] Co-sign checks as necessary.

C. The Secretary shall:

- 1] Record the proceedings of all meetings of Board of Directors and Executive Committee.
- 2] Provide each Director with a copy of the minutes of each Board of Directors meeting.
- 3] Assume such duties as may be assigned by the Chair, the Board of Directors, or the Executive Committee.
- 4] Co-sign checks as necessary.
- 5] Maintain a current roster of Directors with term dates.

D. The Treasurer shall:

- 1] Be custodian of all funds.
- 2] Make a financial report at each meeting of the Board of Directors.

- 3] Co-sign checks, promissory notes and contracts.
- 4] Insure that rewards are disbursed according to the pay-off policy as approved by the Board of Directors.

## **ARTICLE VII**

### **COMMITTEES**

#### **SECTION I. Standing Committees:**

The following committees shall be standing committees of the Pitt-Greenville Crime Stoppers:

- a] Fund Raising
- b] Nominating
- c] Finance and Budget Development
- d] Marketing/Public Relations
- e] Policy/By-Laws Review
- f ] Strategic Planning

#### **SECTION II. Duties:**

- a] The Fund Raising Committee shall be responsible for raising the necessary funds to provide a strong, viable, and financially stable program for Pitt-Greenville Crime Stoppers.
- b] The Nominating Committee shall continually screen and consider the qualifications of potential candidates for Directors and Officers of Crime Stoppers. They shall, no later than November of each year, submit to the Board of Directors, for their comment, the names of persons recommended. The Committee shall carry out the responsibilities assigned to it under Article VIII, Nominations and Elections. To assure proper screening and consideration of candidates for the Board, Directors s of the Board should make recommendations to the nominating committee at least thirty (30) days prior to the election.
- c] The Finance and Budget Committee shall assist the Treasurer in the investment of funds and have authority over other financial matters under the direction of the Board. The Committee shall also develop an annual budget for Crime Stoppers.
- d] The Marketing/Public Relations Committee shall seek methods by which to further the name of Crime Stoppers in the community it serves.
- e] The Policy/By-Laws Review Committee shall from time to time, as directed by the Board, review the policies set forth by the Board and the By-Laws of the Organization to determine if changes are necessary for the good of the Organization.

- f] The Strategic Planning Committee shall be responsible for developing short-term and long-range goals for the Organization.

SECTION III. Executive Committee:

There shall be an Executive Committee composed of the four (4) officers and the immediate past Chair of the Board. The Executive Committee shall have all of the powers of the Board between meetings, except that authority denied it by North Carolina General Statute 55 A - 23 (a) which states:

- a] Unless otherwise provided in the charter or by-laws, the Board of Directors, by resolution adopted by a majority of the number of Directors then in office may designate one or more committees each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, in the charter or in the by-laws of the corporation, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have authority as to the following matters:
  - 1] The dissolution, merger or consolidation of the corporation; the amendment of the charter of the corporation; or the sale, lease or exchange of all or substantially all of the property of the corporation.
  - 2] The designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee.
  - 3] The amendment or repeal of the by-laws, or the adoption of new by-laws.
  - 4] The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.
  - 5] The fixing of compensation of the Directors for serving on the board or on any such committee.

Meetings of the Executive Committee may be called by the Chair or by any two (2) members of the Committee and three (3) shall constitute a quorum.

**ARTICLE VIII**

**NOMINATIONS AND ELECTIONS**

SECTION I. Nominations:

The nominating committee, after obtaining the consent of each candidate, shall distribute to each Director, at least fifteen (15) days prior to the last official meeting of the year, or any meeting at which an officer or Director is to be elected, a notice setting forth the following:

- a] A proposed single slate of candidates for any Officer positions to be filled.



- b] At least one candidate for each of the Board positions to be filled, setting forth the term of each, where appropriate.

SECTION II. Additional Nominations for Officers:

Additional nominations for any Officer position to be filled after obtaining the consent of the nominee, may be made by petition signed by two (2) Directors and delivered to the Chair of the Nominating Committee at least one (1) week prior to the election. No Director may sign a petition for more than one candidate for the same office.

SECTION III. Election:

The nominees' names shall be submitted to the Board by the Nominating Committee including all the nominees selected under Sections I and II hereof and a plurality vote shall elect.

SECTION IV. Vacancies:

If vacancies occur, they shall be filled in accordance with the provisions of this Article.

SECTION V. Notification:

The Nominating Committee shall promptly notify candidates of the outcome of the election.

**ARTICLE IX**

**CONTRIBUTIONS AND DEPOSITORIES, AND RECORDS**

SECTION I. Contributions:

Any contributions, bequests or gifts made to Crime Stoppers shall be accepted or collected and deposited only in such manner as shall be designated by the Finance and Budget Development Committee.

SECTION II. Depositories:

The Finance and Budget Development Committee shall determine what depositories shall be used by Crime Stoppers as long as such depositories are located within the State, are authorized to transact business by the State of North Carolina and are federally insured. All checks and orders for the payment of the money from said depositories shall bear at least two signatures. Those authorized to co-sign said checks shall be the Chair, the Vice-Chair, the Secretary, and the

Treasurer.

SECTION III. Documents and Records

All documents and records of the activities of the Corporation are the sole property of the Pitt-Greenville Crime Stoppers Program, Inc. This shall include all documents generated by the Crime Stoppers Coordinator in the course of the Coordinator's work for the Corporation, as well as all association books and records. The corporation is not a governmental entity, and its meetings and records are not subject to "Open Meetings" or "Public Information" laws.

**ARTICLE X**

CONTRACTS

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

**ARTICLE XI**

PARLIAMENTARY AUTHORITY

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 By-Laws or by special rules of procedure adopted by the Board of Directors.

**ARTICLE XII**

FISCAL YEAR

The fiscal year of Crime Stoppers shall be the calendar year.

**ARTICLE XIII**

AMENDMENTS

These By-Laws 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 thirty (30) days prior thereto.