

BYLAWS OF THE MIDWEST REGIONAL NETWORK FOR INTERVENTION WITH SEX OFFENDERS

ARTICLE I ORGANIZATION TITLE

Section 1.1 Name.

This organization shall be known as the Midwest Regional Network for Intervention with Sex Offenders , (MRNISO).

ARTICLE II ORGANIZATION PURPOSES

Section 2.1 Purposes.

The purposes of the Organization shall be to provide a communications network and training for professionals working in the area of sexual abuse and other related professionals.

Section 2.2 Prohibited Activities

Notwithstanding any other provision of these articles, this Organization will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE III MEMBERSHIP

Section 3.1 Qualifications for Membership

3.1.1. Membership in the organization shall be open to all persons who subscribe to MRNISO's purposes as the Board of Directors may authorize.

3.1.2 Student membership shall be limited to individuals currently enrolled in a college or university with a valid student identification card for the current semester, with an interest in criminal justice, social work, or a related field.

3.1.3 No qualified applicant shall be refused membership in the organization on the basis of ethnic origin, sex, creed, language, sexual orientation, or religion.

Section 3.2 Members

There shall be individual members, each of whom shall have one vote and other basic privileges of membership, but who may be divided into levels for other purposes, including the desirability of a differentiated dues structure, as determined by the Board of Directors. Organizational or agency members will have a single vote. Student members will not have voting rights.

Section 3.3 Membership dues

Membership year runs from May 1, through April 31, at which time annual membership dues shall be paid in full. Dues shall be set by vote of the Board of Directors. To be a member in good standing and be eligible to vote, annual membership dues must be paid.

Section 3.4 Membership Meetings

The Annual Meeting of the members of the Organization shall be held at such time and place as may be determined by the Board of Directors at least thirty (30) days notice to the members. Special meetings of the members may be called in the same manner as special meetings of the Board of Directors.

Section 3.5 Elections of Executive Board

The President, Vice President, Treasurer and Secretary, shall be elected from and by the general

membership at the annual meeting of the members.

Section 3.6. Liabilities of Members

No member of the Organization now or hereafter appointed shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Powers of Directors

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) to select and remove all the other officers, agents, and employees of the Organization, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the Organization, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, or with policy declarations adopted by the members at the meeting duly called for that purpose.

(c) To elect an Executive Board Pursuant to Article VI, and other committees pursuant to Article VIII.

Section 4.2 Number, Tenure and Qualifications

4.2.1 The number of Board Directors shall be not less than 3, under no circumstances.

4.2.2 Composition of the Board of Directors shall be made up of a representation from various organizations or agencies that intervene with sex offenders or their victims, including but not limited to: probation, law enforcement, mental health, advocates, and other interested professionals.

4.2.3 Each Director shall hold office until their successors take office and/or until their resignation is accepted by the Board, or unless removed pursuant to these bylaws.

4.2.4 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or the Indiana code specifically requires a greater number. Abstentions shall not be included when determining a majority vote. In absence of quorum (2/3 votes) at any meeting, a majority of the Directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.3 General Provisions

Unless expressly provided otherwise by these Bylaws or the Articles of Incorporation, the following general provision shall apply to all proceedings of the Organization:

4.3.1 Board and Committee Roster

Each Director and every member of a committee who is not also a Director shall be responsible for submitting current and accurate contact information, including address, phone number, and email address to the Administrative Assistant. The Administrative Assistant shall maintain the roster of directors and committee members with their contact information and distribute to the Board Members as changes are made.

4.3.2 Quorum and Voting

A quorum of the Board of Directors shall consist of two-thirds of the Directors, not to include the President or Acting President who may only vote in the event of a tie.

Section 4.4 Board Meetings.

4.4.1 The annual spring meeting of the members should constitute the first of the regular meetings to be held each year and shall begin a board year. The last regular meeting shall be held prior to the annual meeting of the members, and constitutes the end of the board year. Meetings shall be held at a place designated by the Board of Directors at the annual meeting. Notice of any regular meeting of the Board of Directors shall be reaffirmed at least ten days prior to.

Section 4.5 Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any three (3) Directors.

Section 4.6 Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.7. Compensation

Directors shall not receive any stated salaries or payment for their services, but, by resolution of the Board of Directors, a fixed sum or expenses of attendance may be allowed for attendance at each annual or special meeting of the Board.

Section 4.8 Indemnification of Directors and Officers

Each present or future Director and Officer of the Organization, whether or not then in office, shall be held harmless and indemnified by the Organization against all claims, liabilities and expenses actionably and necessarily incurred or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof, approved by the Board of Direction to which he/she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him/her while acting as such Officer or Director in good faith, except in relation to matters as to which recovery shall be had against him/her by reasons of his/her being finally adjudged in such action, suit, or proceeding as being guilty of willful misconduct in the performance of his or her duties as such Director; and the foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled as a matter of law. Each such Director shall be likewise indemnified against any such judgment, decree, or fine which may be imposed upon him or her in any such proceeding, suit, action, or prosecution.

Section 4.9 Resignation of Director for Failure to Attend Meetings.

A Director, who fails to attend any two regular meetings of the Board of Directors during the year, shall be deemed to have resigned without further action by the Director or the Board of Directors *unless excused by the Executive Board and/or the President*. Such resignation shall be reflected in the minutes of the Executive Board.

Section 4.10 Board committees

The Board may create standing and ad hoc committees to assist it in carrying out its responsibilities under the Articles of Incorporation and these Bylaws. All Board members are expected to serve on a committee, either as a member or as a chairman of the committee. If a member fails to volunteer for a committee, he/she may be designated to a position by the President.

ARTICLE V OFFICERS

Section 5.1. Officers.

5.1.1 The officers (Executive Board) of MRNISO shall be a President, Vice President, Treasurer, and Secretary, as elected by the membership.

5.1.2 The Board of Directors may elect other such officers, including assistant secretaries and assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors.

Section 5.2. Elections and Term of Office

5.2.1. The officers of MRNISO shall be members of the Board of Directors. The officers shall have been a member of the Board of Directors for no less than a period of one year.

5.2.2 The Executive Board shall be elected by the Members of MRNISO to serve a term of two (2) years.

5.2.3 Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors

5.2.4 Officers may not serve more than two (2) consecutive terms in the same office. Following one (1) full year of absence from such office, the Board member may seek such office again.

5.2.5 Each officer shall hold office until his or her successor shall have been duly elected and shall have

qualified, but not in excess as to violate 5.2.4

Section 5.3. Removals

Any officer or agent elected or appointed by the Board of Directors and any contractual employee of MRNISO may be removed by the Board whenever in its judgment the best interest of the Organization would be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4 President

The President shall be the principal executive officer of MRNISO. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with another proper authorized officer, any contracts, agreements or such instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be elected from the Board by the organization's members.

Section 5.5 Vice President

The Vice President shall perform such duties as may be assigned from time to time by the President or by the Board of Directors. The Vice President shall fill the unexpired term of the President in the event of a vacancy in that office. The Vice President shall be elected from the Board by the organization's members.

Section 5.6 Treasurer

The Treasurer shall be responsible for the supervision of all funds and securities of MRNISO, and the recording thereof. The Treasurer shall also perform all other duties incident to the office of the Treasurer, and other such duties as assigned by the President or the Board of Directors. The Treasurer shall be elected from the Board by the organization's members.

Section 5.7 Secretary

The Secretary shall keep the minutes of the Board of Directors; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of MRNISO records and meeting minutes; and in general perform all duties incident to the office of Secretary and all other duties as may be as assigned by the President or the Board of Directors. The Secretary shall be elected from the Board by the organization's members.

Section 5.8 Assistant Treasurers and Assistant Secretaries

Assistants in general shall perform all such duties as assigned to them by the Treasurer, Secretary, President, or the Board.

Section 5.9 Prohibition of Loans to Officers or Directors

No loans shall be made by MRNISO to any of its officers, directors, contractors, employees, or members; provided, however that reasonable advances of expense monies for business purposes shall not be considered loans.

ARTICLE VI EXECUTIVE BOARD

Section 6.1 Composition.

All members of the Executive Board shall be members of the Board of Directors and shall consist of the President, the Vice President, the Secretary, and the Treasurer.

Section 6.2 Powers.

The Executive Board shall have only the powers and authority of the Board of Directors in the management of the business and affairs of the Organization provided by these Bylaws, except the power to adopt, amend or repeal Bylaws, or as specifically delegated to it by resolution of the Board.

Section 6.3 Special meetings.

Special meetings of the Executive Board may be called by the President or any three (3) Board members thereof upon notice to the members of the Executive Board and, to the extent practicable, to all other members of the

Board.

Section 6.4 Vacancies.

Vacancies in the membership of the Executive Board shall, in the case of ex-officio members, be filled through appointment to fill the vacant office and, in the case of other members, through election by the Board of Directors.

**ARTICLE VII
COMMITTEES**

Section 7.1 Committees.

7.1.1 Standing and ad hoc committees not having and exercising the authority of the Board of Directors in the management of the Organization, may be created by the Board of Directors and to be chaired by a Board member.

7.1.2 Except as otherwise provided by the Board of Directors, the President shall appoint the members thereof who may be members of the Board, and others who may be general members of MRNISO. Each committee shall present all planned activities to the Board of Directors for approval prior to initiation.

7.1.3 Any member of a committee created under this section may be removed by the Board of Directors whenever in their judgment the best interests of MRNISO shall be served by such removal.

Section 7.2 Terms of Office

Each member of a committee shall continue until the committee is terminated, or unless such member is removed, requests to be removed, or ceases to qualify as a member thereof.

Section 7.3 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 appointment.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 8.1 Contracts

The Board of Directors may authorize any officer or officers, agent(s) of MRNISO, in addition to the officers so authorized by these Bylaws, to enter into any contractor execute and deliver any instrument in the name of and on behalf of MRNISO and such authority may be general or confined.

Section 8.2 Checks, Drafts, and Deposits Etc.

All checks, drafts or other orders for the payment of money shall be signed by the Treasurer or an Assistant Treasurer. All funds of MRNISO shall be deposited from time to time to its credit in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.3 Gifts

The Board of Directors may accept on behalf of MRNISO any contribution, gift, bequest, or devise for the purposes of MRNISO.

**ARTICLE IX
FISCAL MATTERS**

Section 9.1 Fiscal Year

The fiscal year of MRNISO shall begin on the first day of November and end on the last day of October in each year. The Organization shall have an audit of its finances conducted by a certified public accountant as directed by the Board of Directors. The accountant's report shall be available to any one upon payment of the cost of reproduction.

ARTICLE X AMENDMENT PROCEDURES

Section 10.1 Amendments to Articles of Incorporation and Bylaws.

The Articles of Incorporation of this organization and any part thereof may be altered, amended or repealed and new Bylaws may be adopted or Bylaws may be altered, amended, or repealed by two-thirds of the Directors present at any annual meeting or any regular or special meetings. However, no such amendment may be adopted unless members of the Board have been given at least ten (10) days notice as to the subject matter of the proposed changes. Any proposed amendment properly before the Board may be altered prior to adoption so long as the subject matter of that amendment is the same as was specified in the notice to the Board.

10.2 The Board of Directors, or its assigned committee, shall review the bylaws for adherence and needed amendments on an annual basis prior to the Annual Meeting and make recommendations if necessary to the Board for remedy.

ARTICLE XI DISSOLUTION CONDITIONS

Section 11.1 Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations whose purposes are in accord with those of MRNISO; provided, however that the organizations are themselves exempt as 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law shall be eligible to receive such residual assets. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Provided that, at the time of Dissolution of Final Liquidation, the Indiana Chapter for the Prevention of Child Abuse is in existence and exempt under section 501(c)(3) of the Internal Revenue Code, all assets shall then be distributed to the Indiana Chapter for the Prevention of Child Abuse.

The foregoing constitutes the Bylaws of the Midwest Regional Network for the Intervention with Sex Offenders as adopted on **December 1, 2009**, and said Bylaws have not been amended subsequent to that date.

Approved on: February 3, 2010 by the MRNISO Board