

# *Westchester/Rockland Guardians Association, Inc.*

## **CONSTITUTION AND BY-LAWS**

### **Article I: Name And Office**

*The name of the Association shall be the Westchester Rockland Guardians Association, Inc. The office of the corporation shall be in the City of White Plains, County of Westchester and State of New York.*

### **Article II: Purpose**

*The object of this Association shall be to create, promote, and foster the principles of patriotism and true Americanism. To promote, proclaim and advocate the value and necessity of enlightened law enforcement and its relation to the functioning and strengthening of our democracy. To contribute and advance the principles of education, charity, and civic pride among the members and their families. To advance the cause of good fellowship and friendly relations among its members, and the furtherance thereof, to encourage and assist such members in the promotion of social, artistic, literary, educational and welfare: to cultivate social intercourse among its members and to establish a center of work and interest from which the aforementioned can be correlated, programmed and facilitated. To participate in community activities or programs as may be approved by a majority of the members present at a meeting: to extend both moral and material aide to all deserving members: to uphold and defend the Constitution of the State of New York.*

### **Article III: Members**

**Section 1.** *Membership: there shall be three (3) classes of members of this association: Individual, associate and honorary.*

*Whereas individual members are active or retired: regular or permanent employees within the criminal justice system. Members must work within the Counties of Westchester or Rockland. Individual members in good standing are entitled to all benefits and privileges of this association.*

*Whereas associate and honorary members shall be those persons that are philosophically compatible with the aims, and are supportive with the purposes of this association, but who are otherwise ineligible for individual membership.*

**Section 2.** *Membership applications shall be presented at a regular meeting of the Association and shall be approved or disapproved by the majority vote of the membership at the next regular meeting.*

**Section 3.** *No person shall be considered for election to membership until he or she is proposed by a member and seconded by another member, in writing, and until his or her name has been posted or disseminated for consideration by the membership for at least two weeks.*

**Section 4.** *A candidate so qualified shall be referred to the membership at large at the next regular meeting or to the committee on admission. If elected by the members or the committee, he or she shall become a member upon payment of an initiation fee and proportionate semi-annual dues for the period from the first of the month in which he or she is elected to the semi-annual dues period.*

*The election of any candidate shall be void if he or she fails to make such payment within sixty- (60) days after notice of his or her election is mailed, addressed to the place given as his or her residence by the proposal.*

**Section 5.** *At least four officers of the association, to be known collectively as the Council, by affirmative vote of all of its members, cast in person or by signed letter at a regular meeting may elect as an honorary member of the association any distinguished man or woman who is or has been instrumental in fostering the principles of the Association. Honorary members shall have all the privileges of regular members, except that honorary members shall not vote or hold office in the Association and shall be exempt from the payment of initiation fees and annual dues.*

#### **Article IV: Dues**

**Section 1.** *The officers may propose to change the annual dues of members, not later than sixty- (60) days before the date of the annual meeting, provided that for the first six months following eligibility for membership, a members dues shall be fifty percent of the annual dues.*

**Section 2.** *Members whose dues are currently paid shall be considered active members. Members whose dues are in arrears shall be considered inactive members. Inactive members may become immediately active by submitting fifty percent of the current annual dues. Only active members shall be entitled to the benefits of the association.*

**Sections 3.** *Honorary members, whose dues are waived, shall be included in the role of active members and shall have all the rights of active members.*

**Section 4.** *In publications, which are financed in whole or in part by association funds, the names of active members may be printed in distinct type or other form of recognition.*

**Section 5.** *The dues year of the association shall begin on the 1<sup>st</sup> day of the association's fiscal year. Dues are twelve dollars (\$12.00) monthly minus the two (2) months the organization is not in session, and one hundred and twenty dollars (\$120.00) annually.*

### **Article V: Fiscal Year**

*The fiscal year of the association shall begin on the 1<sup>st</sup> day January, and shall end on the 31<sup>st</sup> day of December.*

### **Article VI: Presiding Officers**

*At all meetings of the corporation, the president, or in his or her absence, one of the vice-presidents, or, in the absence of all of them, the chairperson of the executive committee, or in his or her absence, any member selected by the members present shall preside. The president may designate the order in which vice-presidents shall preside at the meetings of the corporation in the absence of the president.*

### **Article VII: Meetings**

- 1. A meeting of members shall be held annually for the election of directors and the transaction of other business in the month of December every 2<sup>nd</sup> year at 8:00 o'clock pm.*
- 2. All regular meetings of the members shall be held at the main office of the corporation, or designated location of the president, or presiding officer within the state of New York. Special meetings of the members may be held at such places within or out of the state of New York as the president may designate. Regular monthly meetings shall be held on the 1<sup>st</sup> Wednesday of every month excluding July and August. A majority of member present, whether or not a quorum is present, may adjourn any meeting to another time and place. Seven (7) members in good standing shall constitute a quorum. A member must have current status in dues payment and must attend at least four (4) meetings a year to be considered a member in good standing.*
- 3. The president shall prepare the agenda for every meeting of the corporation and transmit it to the secretary, who shall make it a part of the notice of the meeting. In addition to such items as he or she shall determine to be appropriate, the president shall include in the agenda any item directed to be included by the executive committee. Notice of any annual or stated meeting of*

*the corporation shall be communicated to the membership at least thirty (30) days before the date of the meeting. Notice of a special meeting shall be communicated to the membership at least ten (10) days before the date of the meeting unless the president determines, in his or her discretion, that a shorter notice period is necessary and so advises the secretary in writing. No resolution may be considered at any meeting of the corporation unless a copy thereof and a report of a committee of the corporation or of an individual member or a group of members in support of such resolution, or a summary of such report, are communicated to the membership with or prior to the notice of the meeting. The report or summary of said report shall be prepared by the sponsor of the resolution.*

*4. The president or other presiding officer at any meeting of the corporation shall determine the order of business. This order may be changed by vote of a majority of the members present and voting at such meeting.*

*5. The usual parliamentary rules of order shall govern all meetings of the corporation, except in cases otherwise provided for by the corporation by-laws.*

*6. Unless otherwise ordered by the corporation, every matter presented at any meeting of the corporation, which by its terms or in the judgment of the presiding officer shall require reference to a committee, shall be referred by him or her to the appropriate committee, or, if there be no such committee, to the executive committee. The committee to which such reference is made shall report thereon the corporation at its next annual or stated meeting, or at a special meeting called for that purpose, unless the resolution of the corporation, or the terms of references to such committee, shall otherwise provide or unless the time to report is extended by the corporation. If, within the time so limited, no report is made, the committee may be deemed to have been discharged from further consideration of the subject, and the matter may again be referred or disposed of in such manner as the corporation shall deem proper.*

*7. Only the following actions shall be permitted on any resolution submitted to any meeting of the corporation:*

*a. That the resolution be amended, provided that the chairperson of the meeting rules that the proposed amendment does not substantially vary the terms of the resolution as circulated to the membership. There shall be no appeal from the ruling of the chairperson,*

*b. That the resolution be "approved",*

*c. That the resolution be "disapproved",*

d. That the resolution be “referred” either to the executive committee or to some other standing or special committee of the corporation

e. That the corporation take “no action or position” on the resolution, or

f. Items (b) through (e) above shall apply to amended, as well as un-amended resolutions.

## **Article IX Board of Directors**

1. The business of the corporation shall be managed by its board of directors.

2. Each director shall be a regular member of the corporation, in good standing and shall be a least eighteen (18) years of age.

3. The number of directors constituting the entire board shall be not less than three (3) nor greater than nine (9). The number of directors may be increased or decreased by action of the majority of the entire board subject to the limitation that no decrease shall shorten the term of any incumbent director.

4. At each annual meeting of members, directors who shall be regular members, shall be elected to hold office until the expiration of the term for which he or she is elected, and until his or her successor has been elected, or appointed as provided in section 5 below.

5. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason may be filled by vote of a majority of the directors of the entire board then in office regardless of their number. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors in his class is held in the regular course of business and until his successor is elected and qualified.

6. Any or all of the directors may be removed with or without cause by a majority vote of the members, or for cause by a two-thirds vote of the directors when there is a quorum of not less than a majority present at the meeting at which such action is taken.

7. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

8. *Three (3) members of the entire board shall constitute a quorum for the transaction of business, and the vote of a majority of the board of directors present at the time of a vote, if a quorum is present at such time, shall be the act of the board of directors.*

9. *All regular meetings of the board of directors shall be held at the main office of the corporation within this state. Special meetings of the board may be held at such places within or out of state as the president may designate. Regular monthly meetings of the board shall be held each month. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.*

10. *The first meeting of each newly elected Board of Directors may be held without notice. Regular meetings may also be held without notice to the Directors. Special meetings shall be held upon written notice to the Directors at the call of the President. The notice of a special meeting shall state the place, date, and hour of the meeting and indicate that it is being issued by or at the direction of the President and specify the purpose thereof. The notice shall be given personally, by mail, or any agreed upon communication, not less than three (3) nor more than ten (10) days before the date of the meeting of each director. Such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, or by any other agreed upon communication directed to the Director at his/her address, or if he/she has filed with the Secretary of the Corporation a written request that notices to him/her be mailed or communicated to some other specified address, then directed to him/her at such other address or communication agreed upon. Notice of any adjourned meeting of the Board specifying the time and place of the next meeting shall be given to the Directors who are not present at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.*

11. *Any Action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.*

## **Article X EXECUTIVE COMMITTEE**

1. *The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an Executive committee which to the extent provided in such resolution shall have all the authority of the Board, except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law as the same may be amended from time to time. A meeting of the Executive Committee may be called at any time by the President or the*

*Chairman of the Executive Committee. All past Presidents shall be ex-officio members of the Executive Committee, for a term not to exceed the first anniversary of their term of office as President. At least two (2) members, whether elected or ex-officio, shall constitute a quorum. The Executive Committee shall meet and elect a Chairman and Secretary immediately following the annual meeting of the Board of Directors, the Chairperson shall not vote on matters before the Executive Committee except in case of a tie vote.*

*2. The Executive Committee shall keep a record of its proceedings and shall make a report of its activities at the annual meeting and at each stated meeting of the Corporation, and at any meeting may report on any matter that in its judgment should be brought to the attention of the Corporation.*

*3. The Executive Committee shall, prior to December 1<sup>st</sup> in each year, adopt a budget providing for the probable expenditures by the Corporation for the ensuing fiscal year, no expenditures shall be made during such year for which appropriations are not provided in that budget without the approval of the Executive Committee.*

## **ARTICLE XI: OFFICERS**

*1. The officers of this Corporation shall be a President, a Secretary, a Treasurer, and such Vice Presidents and other officers as may be deemed necessary by the Board of Directors. Any two (2) or more officers may be held by the same person, except the offices of President and Secretary.*

*2. All officers shall be elected by the membership at its annual meeting to hold offices for the term of two (2) years or until his successor has been appointed an shall qualify.*

*3. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all standing committees and shall, in general supervise and manage all of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall have power to sign and execute all contracts and instruments of conveyance in the name of the Corporation: sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees subject to the approval of the Board of Directors. The President shall perform all the duties usually incident to the office of President. At the annual meeting the President shall make a statement relative to the conditions, activities, and progress of the Corporation.*

*4. The Vice President, if any, shall in the absence or disability of the President, perform the duties and exercise the powers of the President. Vice Presidents shall have such powers and perform such duties as may be delegated to them by the President or prescribed by the Board of Directors.*

5. *The secretary shall keep the minutes of all meetings of the board of directors in books provided for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the directors and all other notices required by law or by these bylaws, and in case of the secretary's absence or refusal to do so, any such notices may be given by any person thereunto directed by the sitting president. This person shall have charge of the corporate books and records. He or she shall have the custody of the seal of the corporation and affix the same to all instruments requiring it when authorized by the directors of the President, and attest the same. He or she shall file all written request that notices to be mailed to addresses other than that which appears on the record of Directors. He or she, in general, perform all the duties to the office of Secretary.*

6. a. *The Treasurer shall have custody of all funds securities, evidence of indebtedness and other valuable documents on behalf of the corporation. He or she shall endorse on behalf of the corporation for collection, checks, notes, and other obligations: and shall deposit the same to the credit of the corporation in such bank or banks or depository as the Board of Directors (Finance Committee) may designate. He or she shall receive and give cause to be given receipts on account of the corporation and shall pay out of the funds on hand all just debts of the corporation of whatever nature upon maturity of the same; provided, that all checks, drafts, notes or other evidence of indebtedness in excess of Five Hundred (\$500) dollars be signed by the treasurer, and be countersigned by the President. He or she shall enter or cause to be entered in the books of the corporation be kept for that purpose, full and accurate accounts of the corporation, and whatever required by the President or his or her Directors (Finance Committee): he or she shall render a statement of his or her accounts. He or she shall keep or cause to be kept such other books as to show a true record of the expenses, losses, gains, assets and liabilities of the corporation. He or she shall at all reasonable times exhibit his or her books and accounts to any member of the corporation upon application a the office of the corporation during businesses hours. He or she shall give the corporation security for the faithful performance of his duties in such sum and with such surety as the Board of the Directors may require.*

b. *Checks, drafts, orders and other instruments for the payment of money not to exceed Five Hundred (\$500) dollars may be signed by such persons and for such accounts as designated and appointed by resolution of the Board of Directors.*

7. *The Assistant Secretary and the Assistant Treasurer, if any, shall have such powers and shall perform such duties as may be assigned to hem by the Board of Directors, The President or by the Secretary or Treasurer respectfully. In the absence or disability of the Secretary or Treasurer, the Assistant Secretary or the Assistant Treasurer respectfully shall perform all their duties and exercise all their powers. The Assistant Treasurer may be required to*



give security for the faithful performance of his or her duties in such sum and with such surety as the Board of Directors may require.

8. Any officer elected or appointed by the Board may be removed by the Board with or without cause. Any officer elected by the membership may be removed by the membership for cause only. The removal of an officer without cause shall be without prejudice to his contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

9. If the office or any officer becomes vacant, the Directors may appoint or elect any qualified person to fill such vacancy who shall hold office for the unexpired term of his predecessor and until his successor is elected or appointed and qualified.

10. The fixing of salaries of officers shall require the affirmative vote of a majority of the Board of Directors or the written consent of the entire Board of Directors. Such compensation shall be reasonable and commensurate with services performed.

## **ARTICLE XII: COMMITTEE ON GRIEVANCES**

1. There shall be a standing committee on grievances of:  
          (     )           members and a chairman.

2. Complaints against a member of the corporation for misconduct in his or her relations to the corporation shall, unless the Executive Committee otherwise directs, be referred to the committee on grievances. No member shall be expelled, suspended, or otherwise disciplined except by the affirmative vote of the majority of the whole Executive Committee.

3. Committee shall have power to consider and investigate the conduct of any member of the corporation wherever he or she may be employed or domiciled and of any other member or employee of the Criminal Justice System: (a) who resides, within the counties of Westchester or Rockland.

4. The committee or their Chief Counsel may initiate any investigation or may initiate any investigation or may undertake the same upon complaints by any person. If, after any such investigation, the committee, or the chairman, a vice chairman or the Chief counsel of the committee shall deem a matter of sufficient importance, written charges predicated; thereon, stating plainly the matter or matters charged, together with notice of not less than five (5) days of the time and place where the committee will meet for consideration thereof, shall be served upon the person concerned (hereafter called the respondent), either personally or by certified mail, or in such manner as the committee may direct. At the time and place appointed, or at the such other time or place as may be named by the committee or its Chief counsel and notice of which is served upon the respondent in the manner provided for herein, the respondent shall file a written

*answer, and the committee in each case, exclusive of any member who may have made the complaint, shall proceed to a hearing of the case. The respondent shall appear personally, unless excused by the committee or their Chief Counsel, and may be represented and assisted by counsel if he or she so desires. The committee shall decide all questions of evidence.*

*5. Whenever, in the course of any hearing under this bylaw, evidence shall be presented upon which another charge or charges against the respondent might be made, it shall not be necessary for the committee to prepare and serve such additional charge or charges on the respondent, but the committee may after reasonable notice to the respondent and an opportunity to answer and be heard, proceed to the consideration of such additional charge or charges as if they had been made and served at the time of service of the original charge or charges, and may render such decision upon all such charges as may be justified by the evidence in the case.*

*6. Before the commencement of any hearing under this bylaw, the respondent may object peremptorily to not more than three (3) members of the committee. Any person so objected to shall not participate in any way in the hearing or determination of the matter. The places of those objected to shall be supplied for the purpose of the hearing by appointment by the chairperson or a vice chairperson of the committee, from the membership of the committee.*

*7. Action other than dismissal of the charges shall be taken only upon the affirmative vote of at least four (4) of the members (of whom at least two (2) shall have heard the entire case and the other two (2) shall either have heard the entire case or read the transcript of the case) of the committee hearing the case.*

*8. In all proceedings considering alleged misconduct of a member of the corporation in his or her relationship to the corporation, the committee, if it does not dismiss the charges, may find the respondent guilty of the charges against him or her, and may adjudge that he or she be expelled, suspended, or otherwise disciplined. No expulsion suspension or other discipline so adjudged by the committee shall become effective until approved by the affirmative vote of a majority of the whole Executive committee. The Executive committee may by the vote of a majority of the whole Executive committee, impose a lesser penalty than that adjudged by the committee on grievances. All such proceedings, except final action taken by the Executive committee, shall be secret.*

*9. In all proceedings other than those referred to in paragraph seven (7) hereof, the committee shall either dismiss or sustain the charges, and as to any charges sustained, shall either admonish the respondent or recommend that such charges be prosecuted in the courts. If the respondent is a member of the corporation, the committee may, if any charges are sustained, also adjudge, without further or other notice than that theretofore given, that the respondent be*

*expelled, suspended or otherwise disciplined, subject to the approval of the Executive committee as set out in paragraph seven (7) hereof.*

**10.** *If the committee recommends the prosecution of any charges in the courts, it shall submit to the Executive committee a written report summarizing the charges, the evidence, and the findings and recommendations of the committee or subcommittee. The Executive committee may take such action upon such report as in its judgment is proper, except that approval of a recommendation of prosecution of charges in the courts shall be by the affirmative vote of a majority of the whole Executive committee, or two-thirds of the members of the Executive committee present at the meeting, whichever is greater.*

**11.** *If the Executive committee shall approve prosecution of the respondent in the courts, the Executive committee may appoint, or authorize the President to appoint, one (1) or more members of the corporation whose duty it shall be to conduct the prosecution of the respondent under the instructions and control of the committee on grievances, the Executive committee may authorize the committee on grievances to make such appointment and conduct such prosecution, provided that no expense or liability shall be incurred by the Executive committee.*

**12.** *The Executive committee may in its discretion in any case in which: (a) a member has been convicted of a crime involving moral turpitude, or (b) it deems that the public interest requires prompt action, authorize prosecution of the member in the courts without the preliminary investigation herein above prescribed, provided that the resolution authorizing such prosecution be adopted by the affirmative vote of a majority of the whole Executive committee present at the meeting, whichever is greater.*

**13.** *Any member of the corporation called as a witness in any proceeding under this bylaw or requested by the committee or its Chief counsel to furnish any relevant information shall be bound to appear and to give his or her testimony or to furnish such information, unless for sufficient reason he or she shall be excused by the committee or by the Executive committee. Any unexcused neglect or refusal to appear or to give testimony or to furnish relevant information, after request by the committee on grievances or their Chief Counsel, on the part of such member may be reported to the Executive committee for its action. In case of his or her continuing and unexcused refusal, the Executive committee, after giving the member such notice and opportunity to be heard as it shall deem proper, shall have power, by the affirmative vote of a majority of the whole committee, to expel, suspend, or otherwise discipline him or her.*

**14.** *Unless otherwise ordered by the affirmative vote of a majority of the Executive committee, all proceedings under this bylaw (other than proceedings concerning alleged misconduct of members in their relations to the corporation)*

shall be secret until a final order imposing discipline is entered by the Executive committee.

**ARTICLE XIII: EFFECT OF CONVICTION, OF CRIME  
OR SUSPENSION FROM THE CRIMINAL JUSTICE  
SYSTEM**

*Any member of the corporation who shall be convicted of a misdemeanor or a felony, or who shall be suspended from the employ of the criminal justice system by any state or federal court, may be suspended or expelled from the corporation by the Executive committee, by the affirmative vote of a majority of the whole committee. The suspension or the expulsion may be ordered, upon the production of a duly authenticated copy of the order or judgment of the court, upon such notice, if any, as under the conditions then existing the committee shall deem proper.*

**ARTICLE XIV: AMENDMENT**

*This constitution and bylaws may be amended, repealed, or additional bylaws may be adopted by a majority vote of the Board of Directors at the quarterly meeting or at a special call meeting, provided that notice of the proposed amendment (has been made available to the entire membership, and approved by majority vote of members at the quarterly meeting) and given to each director in writing with the notice of such meeting. The Executive committee shall have NO power to adopt any bylaws which shall change the purpose of the association or the qualifications or the voting rights of the members of the Board of Directors.*

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DATED: June 2014

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