

**BYLAWS
INTEGRATED JUSTICE INFORMATION SYSTEMS INSTITUTE
A Delaware Non-Profit, Non-Stock Corporation**

ARTICLE I

NAME

The name of the corporation is Integrated Justice Information Systems Institute, incorporated, hereinafter referred to as “the Institute” or “the Corporation.”

ARTICLE II

PURPOSES

The purposes for which the Institute is formed, and the business and the objects to be carried on and promoted by it, are as follows:

A. To provide, publish and disseminate factual literature, resources, and information that relate to the application of information technology to the creation and refinement of integrated justice and other related governmental information systems;

B. To assist the federal government, state agencies, local governments, and tribal entities in the planning and review of intergovernmental programs supporting development or enhancement of integrated justice and other related governmental information systems;

C. To provide technology-based assistance to the federal government, state agencies, local governments, tribal entities, and organizations seeking to plan, design, create, implement or enhance integrated justice and other related governmental information systems;

D. To plan, create, support, and host programs for practitioners, industry, and government related to the creation and refinement of integrated justice and other related governmental information systems;

E. To extend specific educational programs to areas where such programs do not exist through various technologies such as satellite and computer communications as well as future technologies as they are developed and become available;

F. To sponsor, establish, organize, promote and operate social, cultural, scientific, charitable and educational activities, which are beneficial to the Corporation, Members of the Corporation, and the public interest;

G. To provide, distribute, redistribute, manufacture, develop and/or demonstrate on a non-profit basis technologically related products, software and

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services free of charge and/or at a low-cost to the federal government, state agencies, local governments, tribal entities, and other organizations planning, creating, implementing, managing, or enhancing integrated justice and other related governmental information systems;

H. To construct, develop, operate, maintain, occupy, control and improve as well as to buy, take, purchase, exchange, own, sell, convey, assign, lease or sublease and hold unlimitedly or otherwise alienate or dispose of, to mortgage or otherwise encumber and otherwise to handle and to deal in real estate, real property or land either improved or unimproved, and any interest rights therein incident to the provision of such real property or land;

I. To borrow or raise moneys for any of the purposes of this Corporation and from time to time issue warrants, bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this Corporation for moneys so borrowed, in furtherance of any or all of the objects of the Corporation's business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property rights, privileges or franchises of this Corporation wheresoever situated, acquired or to be acquired, and to pledge, sell, or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this Corporation for its corporate purposes;

J. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the purposes of this Corporation with any person, firm, association, corporation, private, public or municipal, body politic, any State, territory, municipality or tribal entity of the United States, or any foreign government, colony or body politic, or with the United States of America, any political, administrative or governmental subdivision therein, or any corporation formed within or by or supervised by the laws of the United States of America, or by any foreign government, colony or body politic as allowed;

K. To seek, apply for, obtain or cause to be obtained, assistance in the form of volunteer work, in-kind contributions, bequests, gifts, grants, other contributions, loans, donations, awards and property of any nature or kind without limitation as to its amount or value from individuals, private foundations, non-profit organizations, corporations and governments and to hold, invest, reinvest, manage, use, option, donate or otherwise dispose of such property or income, principal and proceeds of such in order to accomplish any of the purposes set forth herein; and

L. To carry on any other lawful business whatsoever that the Corporation may deem appropriate, and to exercise all powers and authorities conferred upon it by the General Corporation Law of the State of Delaware and the laws of the United States of America, now in effect or as subsequently amended, provided such activities or exercise of powers is otherwise consistent with the purposes and objectives of the Corporation, as set forth in the Articles of

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Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Corporate Participation. There shall be three (3) classes of participation in the Institute:

- A. Membership (with participating entities referred to as “Members”);
- B. Emeritus Membership (with individual participants referred to as “Emeritus Members”); and,
- C. Affiliates (with participating entities referred to as “Affiliates”).

Rights and responsibilities of Members, Emeritus Members and Affiliates are set forth herein.

Section 2. Definition and Status of Membership.

A. Membership Defined.

(1) Eligibility. Any corporation, company, or person providing services or products assisting in the planning, creation, enhancement, or management of integrated justice or other related governmental information systems to units of federal, state, local, or tribal government, or non-governmental organizations functioning as conveners or managers of such systems, is eligible for membership.

(2) Government and Government-related Exclusion. Units of federal, state, local, or tribal government, or officials thereof, or non-governmental organizations whose principals are elected or appointed by government officials are not eligible for membership.

(3) Sustaining Member. A Sustaining Member is a corporation, company or person who, on the basis of paying Sustaining Member Dues, is entitled to full membership status and such additional specified benefits as may be set forth in the policies adopted by the Board of Directors, from time to time. Such policies shall not circumscribe or alter the governance of the Institute as set forth in these By-Laws.

(4) Member Personnel or Affiliate Personnel. Member or Affiliate Personnel applies to the body of persons employed by or active in the operation or governance of an organization, business, or service; or, a

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duly designated representative of the Member.

B. Status of Membership. Neither membership in the Institute nor acceptance of these Bylaws constitutes an agreement with the Institute and/or with other Members to adhere to any pricing or service component, procedures, rules or forms developed or recommended by the Institute. Except to the extent the law requires otherwise, neither membership in the Institute nor acceptance of these Bylaws shall be construed as an agreement with the Institute and/or with any other Members or persons or requirement that any Member or other person utilize some or all of the Institute's services or adhere to any Institute procedure or recommendation.

Section 3. Definition and Status of Emeritus Membership. The Board of Directors will establish and maintain a policy which defines the criteria necessary for an individual to be designated as an Emeritus Member. A two-thirds (2/3) vote of the Board present and voting will be required to induct an individual as an Emeritus Member. Emeritus Members are eligible to serve on Institute Committees and serve as Institute Consultants; they are not eligible to serve as Committee Chairs or Directors. Emeritus Members have no vote at membership meetings.

Section 4. Definition and Status of Affiliates. In order to maintain a conduit to and from industry, an Affiliate status is available that allows companies to participate in furthering the national justice public-private partnership and forum without financial commitment to the Institute. Affiliate status shall be limited in duration as set forth and in accordance with the policies adopted by the Board of Directors.

A. Affiliates shall:

- (1) Fulfill all the requirements of Members except that they shall pay no dues or assessments; and,
- (2) Have no right to vote or have no right to any asset of the Institute.

B. Affiliate Personnel:

- (1) May not serve as an Officer, Director or Committee Chair.
- (2) Are eligible to serve on Institute Committees and may serve as Institute Consultants.

The Institute shall give reasonable preference to Members, as defined above, for Consultant appointments.

Section 5. Withdrawal from Membership, Emeritus, or Affiliate Status. Any Member, Emeritus Member, or Affiliate may withdraw from participation in the Institute at

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any time, subject to the following provisions:

A. The withdrawal shall be effective thirty (30) days after written notice of withdrawal is filed with the Institute;

B. Until the effective date of withdrawal, the Member, Emeritus Member, or Affiliate shall have every right and be under every obligation established by these Bylaws to the extent required by, permitted by, or not contrary to law;

C. Such Member, Emeritus Member, or Affiliate shall have no rights whatever to any asset of the Institute; and

D. If such Member, Emeritus Member, or Affiliate has assigned or designated personnel or an agent to perform a task for a client on behalf of the Institute, and such task has not been completed with required reports or recommendations filed with both the client and the Institute, the Member, Emeritus Member, or Affiliate is obligated to effectively and efficiently complete the task and the required reports and recommendations prior to the effectiveness of the withdrawal.

E. The Board of Directors may terminate a Member, Emeritus Member, or Affiliate from participation for good cause shown, including non-payment of dues, voluntary or involuntary bankruptcy, misusing or misrepresenting its status as a participant in the Institute or for violating the competitive bid process of an Institute client on a project or service recommended by the Institute.

Section 6. Current Membership. Any Member not current with any membership dues, assessments or other fees, will lose membership rights ninety (90) days after such dues, assessments or fees are due until payment is received; or, in the case of a Member based upon in-kind value, following a determination that such membership is no longer in the interests of the Institute. Further, participation in elections and having Member Personnel serve on the Board of Directors requires currency with any membership dues or assessment requirement.

ARTICLE IV

MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Membership Dues. Each Member shall pay annual membership dues based upon a Member firm's reported gross annual revenue for the previous year. Membership dues are assessed initially when joining the IJIS Institute and annually thereafter on the firm's membership anniversary date. Membership dues shall be set by the Board of Directors which shall, in determining dues schedules, take cognizance of the substantial disparity in size and financial capacity of Members.

Section 2. Sustaining Member Dues. Sustaining Member Dues (or various

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categories thereof) shall be set by the Board of Directors. Said dues, when paid, shall be deemed the Member's annual Membership Dues as addressed in Article IV, Section 1, above.

Section 3. In-kind Membership. In certain circumstances an "in-kind" membership may be made available, at the discretion of the Board of Directors.

A. Approval of in-kind memberships will be based on a determination that the services offered by the prospective Member will significantly enhance the image or visibility of the Institute and the value proposition of the Institute to its Members. The services shall also be reviewed with respect to the role of the in kind Member in assisting the Institute to achieve its strategic goals, especially in those circumstances where the Institute would not be able to achieve that level of value, image and visibility on its own.

B. Initial in-kind membership evaluations will be based on criteria, established by the Board of Directors, including the value of services the prospective Member offers to the Institute and its alignment with Institute strategic goals.

C. In-kind Members will be entitled to the same rights and privileges as dues-paying Institute Members.

D. Continued in-kind memberships will be subject to an annual review by the Board to ascertain that the initial value of the membership remains in alignment with Institute strategic goals and the criteria established by the Board.

Section 4. No Refunds. No Member shall be entitled to any refund of any portion of its annual membership dues, any supplement or assessment for any reason.

Section 5. Assessments. Each Member shall pay to the Institute, as and when demanded, a special assessment levied against it for unusual activities or to maintain financial integrity of the Institute; provided, that such assessments are approved by a two-thirds (2/3) vote of the Directors present and voting and that such assessments are uniform in application and proportional in amount as provided in Section 1, above.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Status of Directors. The governing body of the Corporation shall be known as the Board of Directors and shall consist of no fewer than three (3), nor more than twenty-five (25) persons, each of whom shall be a designated representative of a Member.

A. The Board of Directors shall be divided into three (3) classes of

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actually or approximately equal size.

(1) After election at the organizational meeting, Directors shall determine membership in the classes by lot. The first classes shall serve for one (1), two (2), or three (3) years, respectively; thereafter all terms shall be for three (3) years.

(2) The term of office shall commence on the earlier of the date of the Annual Meeting or August 1 of the year in which the Director is elected.

(3) The Annual Election of Directors shall take place prior to the Annual Meeting and in a time-frame designed to comply with the provisions of Article V, Section 1.A(2).

(4) Directors appointed or elected to fill a vacancy shall serve as set forth in Article V, Section 3.

(5) Directors shall serve until their successors are elected and qualified.

B. If there is balance among the classes of Directors, and if the Board is increased by one (1) Director, that Director will serve a three (3) year term; if the Board is increased by two (2) Directors, a three (3) year and two (2) year term will be decided by lot; if the Board is increased by three (3) Directors, three (3)-year, two (2)-year, and one (1)-year terms will be decided by lot.

Section 2. Eligibility and Limitations on Service as Director.

A. A Director must be Member Personnel of a Member in good standing as set forth in Article III, Section 6.

B. At any given time, no more than one (1) Member Personnel of the same Member shall be a Director.

C. A Director may succeed himself or herself; however no Director may serve more than two (2) consecutive full terms without an interruption of at least one (1) year.

Section 3. Vacancies. A vacancy on the Board of Directors created for any reason may be filled by special election or a vote of the remaining Directors until the next Annual Meeting, at which time the then unexpired term of the replaced Director shall be filled by special election.

Section 4. Resignation and Removal of Directors.

A. A Director may resign at any time upon written notice to the Board of Directors. Furthermore, any Director or the entire Board of Directors may be

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removed, with or without cause, by a vote of the majority of the Members entitled to vote for the election of Directors or as otherwise provided in the General Corporation Law of the State of Delaware.

B. At the request of any Member or on its own initiative, with appropriate due process and conflict-of-interest procedures, adopted by the Board of Directors, the Board shall investigate allegations of misconduct, including but not limited to conduct injurious to IJIS and render decisions pertaining to appropriate disciplinary action.

Section 5. Authority of the Board of Directors. The Board of Directors shall have general charge and management of the affairs of the Institute, including the power to adopt and amend the Bylaws, and shall be responsible for carrying out the purposes thereof. It shall elect from its Members a President, Vice President, Secretary and Treasurer and such other Officers and Committee members as set forth in these Bylaws. In addition to the Committees established by these Bylaws, the Board of Directors may create Committees and shall give them such powers and duties as the Board may set forth. As may be provided herein, the Board of Directors may delegate any of its powers to a Committee of the Board, to an Officer of the Institute, or to the Executive Director. When the delegation of powers is not set forth in these Bylaws, the extent of such delegation and any limitations thereon shall be set forth by the Board of Directors by Resolution. Where the Secretary is unable to fulfill his or her responsibilities, the President may appoint a member of the Board to serve as temporary Secretary and, at such time, shall assign the duties and establish a finite duration of service.

Section 6. Advisory Members of the Board of Directors.

A. The Board of Directors may, at its sole direction, elect persons for a specified term as Advisory Directors in order to advance specific policy or governance objectives set forth in a resolution of the Board of Directors.

B. The President shall appoint up to three (3) Advisory Directors, from time to time, subject to approval by a vote of two-thirds (2/3) of the Board of Directors present and voting. The term of appointment shall be for up to three (3) years, subject to reappointment and approval. No Advisory Director shall serve more than five years. The term of an Advisory Director may be terminated at any time by a vote of two-thirds (2/3) of the Board of Directors present and voting.

C. Any person so elected need not be Member Personnel, nor will the provisions of Article V, Section 2, and Article VII, Section 6 herein apply to the election of such person. Advisory Directors may serve on Institute Committees or as Subordinate Officers of the Institute. Advisory Directors will be permitted to participate in all open meetings of the Board of Directors; however, shall have no vote and may be excluded from executive session meetings of the Board of Directors.

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ARTICLE VI

COMMITTEES

There shall be such standing committees, as set forth in these Bylaws, and special committees as created by the Board of Directors, from time to time, to carry on and facilitate the work of the Board in its governance of the Institute. All standing committees shall be chaired by a Director, unless otherwise set forth herein. Except as provided herein, the President shall appoint committee chairs who, in turn, shall appoint the members of their own committees, with the concurrence of the President. Moreover, committee members shall serve a minimum of one (1) year, unless otherwise set forth herein.

Section 1. Standing Committees. There shall be seven (7) standing committees:

A. ***Executive Committee:*** The Executive Committee shall consist of the Officers of the Corporation and one (1) additional Director, in his or her first term, elected by the Board of Directors. The Executive Committee shall have the authority to exercise all powers of the Board of Directors between meetings of the Board, consistent with adopted policies of the Board. However, without specific delegation by the Board of Directors, this authority shall not extend to contracting interests in real estate in excess of one (1) year or to establishing contractual relationships with other corporations, entities, or persons in excess of one (1) year or of a value greater than \$50,000 or one-tenth (1/10) of the current fiscal year's budget, whichever is greater. All actions of the Executive Committee shall be reported to the Board at its next meeting. The President shall chair the Executive Committee.

B. ***Personnel Committee:*** The Personnel Committee shall consist of the Vice President and two (2) Directors (one of whom serves on the Finance Committee). Efforts shall be made to maintain Committee member continuity, whenever possible. The Vice President shall chair the Personnel Committee.

(1) The purpose of the Committee shall be to discharge the Board's oversight responsibilities by reviewing and recommending to the Board of Directors: (a) annual compensation plans for the Executive Director and, as submitted by the Executive Director, other personnel who report directly to the Executive Director ("Key Personnel"); (b) changes to employee benefit programs for management and staff, on a regular basis; (c) performance objectives for the Executive Director and Key Personnel, on an annual basis, in collaboration with the Executive Director; (d) training and skill development programs for management and staff, on a regular basis; and, (e) changes to the succession planning policy.

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(2) The Committee shall further (a) review retention and hiring policies for the Institute; (b) assist the Executive Director with career development programs for management and staff; (c) administer employee performance evaluations for the Executive Director; (d) review the general personnel policies and practices of the Corporation, upon recommendation of the Executive Director; and (e) serve as an escalation resource for the Executive Director and General Counsel regarding personnel issues with the Institute.

C. Finance Committee: The Finance Committee shall consist of five (5) members, including three (3) members of the Board of Directors; one of whom shall be the Treasurer. The Treasurer shall serve as Chair of the Committee.

(1) The purpose of the Committee shall be to oversee all actions, transactions and policies affecting the financial conditions, assets and investments of the Institute, not otherwise assigned to the Audit Committee, including the development of sound and prudent policies to ensure a reasonable and safe return. Without limitation, the Finance Committee shall review (a) the Corporation's annual budget and business plan (including the alignment thereof); (b) any capital expenditure by the Corporation for property or equipment; and, (c) such other matters that may be referred to the Committee by the Board of Directors.

(2) The Committee shall further (a) recommend to the Board of Directors a fixed date for the submission of the proposed budget and the timeframe governing development of the budget; (b) review the ensuing fiscal year proposed budget and provide recommendation(s) to the Board of Directors for their action; and, (c) periodically evaluate the performance of, and returns upon, approved capital expenditures, if any, and report to the Board of Directors the results of its evaluations.

(3) The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.

D. Audit Committee: The Audit Committee shall consist of five (5) members including three (3) members of the Board of Directors, no one of whom currently serves or has served, within the period under audit, as President or Treasurer or a member of the Finance Committee and two (2) Members of the Institute. The Committee members shall be generally knowledgeable of accounting and financial management principles. The members of the Audit Committee shall be elected for a one (1) year term by the Board of Directors. The Chair shall be elected by a majority vote of the members of the Committee.

(1) The purpose of the Committee shall be to: (a) engage in the oversight and monitoring of the Institute's system of internal controls,

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accounting and reporting responsibilities to assess the adequacy of administrative and financial controls; (b) review the financial statements prepared by management for distribution to grantors and its members; (c) report on compliance with legal and ethical standards; (d) consider risk mitigation strategies, including the establishment of whistleblower provisions pertaining to the Institute's accounting practices; (e) direct the internal audit function, if any, and the independent accountants, including, but not limited to selecting and hiring of the internal and independent auditors; and, (f) annually review the accounts of the Treasurer of the Institute.

(2) In performing its work the Committee shall require the highest standards of internal controls with respect to procedures that ensure accurate reporting of financial information in conformity with the laws and best practices applicable to public companies, where practicable and the requirements of the government and other funding sources.

(3) The Committee is authorized to engage the services of a certified public accountant or other experts to assist in the annual external audit.

(4) The Committee shall adopt a charter setting forth the scope, structure and processes to be followed by the Institute and the Committee with respect to the functions of the Committee. The charter shall be reviewed annually in order to ensure conformity with best practices for not-for-profit corporations and to meet the standards of these bylaws.

E. **Governance Committee:** The Governance Committee shall consist of, at least, two (2) Directors including the Chair of the Committee and the Secretary of the Institute and have no more than seven (7) members. The Chair of the Governance Committee shall be a Director not eligible for reelection at the next election. The Governance Committee shall:

(1) Periodically review the Bylaws and make such recommendations thereon as it may deem appropriate;

(2) Propose and maintain oversight of all delegated authorities of the Board of Directors, whether to Committees, to Officers, or to the Executive Director;

(3) Function as an elections committee for the annual election of the Board of Directors: (a) formulating and proposing specific voting and election functions, processes and guidelines; (b) executing the functions of election process within the parameters of the annual election calendar; (c) screening and interviewing candidates for each of the Director positions on the ballot, in accordance with the guidelines and criteria approved by the

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Board, and, (d) recommending candidates for each of the Director positions in a confidential report to the Board of Directors, subject to the approval, disapproval or modification, in whole or in part, by said Board.

(4) Provide advice pertaining to such matters of governance and strategic organizational development, including the periodic review of the strategic plan and such other matters as may be assigned by the Board of Directors.

F. ***Grievance Committee:*** The Grievance Committee shall consist of three (3) members: a Chair, who shall be a member of the Executive Committee; the Chair of the Governance Committee; and, a Member representative-at-large, not a Director. The Executive Committee member and Member representative-at-large shall be selected by the President. The Grievance Committee shall be responsible for:

(1) Reviewing written grievances pertaining to the Institute's policies, decisions, and formal and informal practices presented by a Member, Affiliate or Emeritus Member;

(2) Investigating all grievances presented; and,

(3) Providing its findings and recommendations to the Board of Directors.

G. ***Funding Development Committee:*** The Funding and Development Committee shall be comprised of no less than three (3) and no more than fifteen (15) members, in accordance with the number designated by the committee charter. The President shall appoint (1) the Chair of the Committee (who may not be a member of the Board of Director); and, (2) two additional Committee members from among the members of the Board of Directors. The remaining members shall be appointed by the Chair, with the concurrence of the President, from among the Institute Members (including, Sustaining Members or Emeritus Members), Affiliate Members and non-members with recognized experience and achievements in fundraising and development activities.

(1) The Committee shall support the mission, goals, and programs of the Institute by identifying a broad a range of funding sources. In this regard the Committee shall establish both a philosophy and methodology for effective fundraising, and specific guidelines to govern the Institute's fundraising efforts.

(2) The Committee shall adopt a charter setting forth the scope, structure and processes to be followed by the Committee with respect to the functions of the Committee. The charter shall be reviewed annually in order

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to ensure conformity with best practices for not-for-profit corporations and to meet the requirements of these bylaws and the Board of Directors.

Section 2. Special Committees. The Board of Directors may, by resolution, create or terminate special committees from time to time. Upon appointment the members of the special committee shall propose a committee charter subject to the approval by the Board of Directors.

Section 3. Committee Membership.

A. Committee chairs shall appoint the members of their own committees, with the concurrence of the President, except as otherwise provided herein.

B. Unless otherwise provided by the Board of Directors, required by law or as specifically set forth in these by-laws, only individual representatives of Members (including, Sustaining and Emeritus Members) or representatives of Affiliates shall be eligible for appointment as a member of any committee.

C. At any given time, no more than one (1) representative of the same Member shall participate on a committee.

D. All committees shall have an odd number of members, including the Chair.

ARTICLE VII

OFFICERS

The principal officers of the Corporation shall be Directors. They shall be elected annually by the Board of Directors and shall serve until their successors are elected and qualified. Officers may succeed themselves but shall not serve more than three (3) consecutive terms in any one (1) position.

Section 1. President: The President shall preside at all meetings of the Board of Directors and shall serve as the chair of the Executive Committee. Under policies and directives from the Board of Directors and the Executive Committee, the President shall have general management and control of the business and the affairs of the Institute. The role of President and its relationship to the role of Executive Director in the general management and control of the business and affairs of the Institute shall be set forth in a Resolution of the Board.

Section 2. Vice President. The Vice President shall assist the President on policy issues, monitors the work of Board committees, and oversees all personnel matters. In the absence of the President, the Vice President presides at meetings of the Board of

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Directors and Executive Committee. The Vice President shall serve as Chair of the Personnel Committee.

Section 3. Treasurer: The Treasurer, subject to the requirements herein regarding depositories, shall have custody of all funds, securities, evidence of indebtedness, and other personal property of the Institute. The Treasurer shall perform all other duties normally incident to the office of Treasurer. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer or such other person as the Board of Directors may designate, may sign and endorse in the name of, and on behalf of, the Institute in the transaction of its business, but not otherwise, checks, drafts, notes and bills of exchange, subject to such countersignature and other requirements as the Board of Directors may determine.

Section 4. Secretary: The Secretary shall keep the minutes of all of the proceedings of the Institute; shall affix the seal of the Institute to deeds, contracts, and other instruments in writing requiring a seal, when duly signed by an officer of the Institute; shall have charge of the minute books and such other books and official papers as the Board of Directors may direct; shall have oversight responsibility for the legal functions and responsibilities of the Institute; and shall perform all other duties normally incident to the office of Secretary. The Secretary shall serve on the Governance Committee.

Section 5. Subordinate Officers: The Board of Directors may appoint such other officers with powers and duties as it deems necessary or appropriate. Such subordinate officers need not be Directors.

Section 6. Vacancies: Vacancies occurring in any office shall be filled by a special election of the members of the Board of Directors from a slate presented by the Executive Committee. An election to fill a vacancy in any office may be accomplished through the mail or any electronic form of communication.

Section 7. Executive Director: The Board of Directors may appoint an Executive Director who shall be responsible for the general management of the business and day-to-day affairs of the Institute, subject to such specific grants of authority and limitations thereon as the Board of Directors may set by Resolution. Such Resolution(s) will:

- A. Address financial grants and limitations upon the delegated authority, responsibility for the appointment and management of additional staff, and the entry into or retreat from lines of business or efforts by the Institute;
- B. Establish the expectations of the Board of Directors for the actions and performance of the Executive Director and the procedure by which such performance will be periodically evaluated; and,
- C. Set forth the relationship between the Executive Director and the Board of Directors, its Executive Committee, and the President.

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ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification for Actions on Behalf of Institute. Subject to Section 2 of this Article VIII, the Institute shall indemnify any Director, Committee Member, or Officer of the Institute, and may indemnify any other representative of the Institute or person serving at the request of the Institute, who was or is a party to or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Institute by reason of the fact that such person is or was a Director, Committee Member, Officer, employee, or agent of the Institute, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the Institute's best interests and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in, or not opposed to, the best interests of the Institute, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification Procedure. Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Institute only as authorized in the specific case upon a determination that indemnification of the Director, Committee Member, Officer, employee, or agent of the Institute, or other person who is or was serving at the request of the Institute, is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 of this Article VIII. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of members of the Board of Directors who are not parties to such action, suit or proceeding or (ii) if such a quorum is not attainable, or, even if attainable, if a majority vote of a quorum of members of the Board of Directors so directs, by independent legal counsel in a written opinion. To the extent, however, that a Director, Committee Member, officer, employee or agent of the Institute has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith, without the necessity of authorization in the specific case.

Section 3. Reliance upon Institute Records and Representations. For purposes of any determination under Section 2 of this Article VIII, a person shall be deemed to have acted in good faith and in a manner reasonably believed to be in, or not

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opposed to, the best interests of the Institute, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe the conduct was unlawful, if such person's action is based on a good faith reliance upon the records or books of account of the Institute or upon information supplied to the person by the Officers of the Institute in the course of their duties, or upon the advice of legal counsel for the Institute or upon information or records given or reports made to the Institute by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Institute. The provisions of this Section 3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or 2 of this Article VIII, as the case may be.

Section 4. Advancement of Expenses. Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding may be paid by the Institute in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the Director, Committee Member, officer, employee, or agent of the Institute to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Institute as authorized in this Article IX.

Section 5. Indemnification to be broadly construed. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of disinterested members of the Board of Directors or pursuant to the direction of any court of competent jurisdiction. It is the policy of the Institute that indemnification of, and advancement of expenses to, the persons specified in Section 1 of this Article VIII shall be made to the fullest extent permitted by law. The provisions of this Article VIII shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of this Article VIII but whom the Institute has the power or obligation to indemnify, or to advance expenses for, under the provisions of the General Corporation Law of the State of Delaware or otherwise. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Committee Member, Officer, employee, or agent of the Institute and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Insurance. The Institute may purchase and maintain insurance on behalf of any person who is or was a Director, Committee Member, Officer, employee, or agent of the Institute, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Institute would have the power or the obligation to indemnify him or her against such liability under the provisions of this Article VIII.

Section 7. Right of the Institute to Defend. As soon as practicable after receipt by any person specified in Section 1 of this Article VIII of the notice of commencement of

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any action, suit or proceedings specified in Section 1 of this Article VIII, such a person shall, if a claim with respect thereto may be made against the Institute under this Article VIII of the Bylaws, notify the Institute in writing of the commencement or threat thereof; however, the omission so to notify the Institute shall not relieve the Institute from any liability under this Article VIII of the Bylaws unless the Institute shall have been prejudiced thereby or from any other liability which it may have to such person other than under this Article VIII of the Bylaws. With respect to any such action as to which such a person notifies the Institute of the commencement or threat thereof and regarding which the Institute has made the determination called for in Section 2 of this Article VIII that indemnification is proper, the Institute may participate therein, at its own expense and, except as otherwise provided below, to the extent that it desires, the Institute jointly with any other indemnifying parties similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Institute to the reasonable satisfaction of such person. After notice from the Institute to such person of its election to assume the defense thereof, the Institute shall not be liable to such person under this Article VIII of the Bylaws for any legal or other expenses subsequently incurred by such a person in connection with the defense thereof other than otherwise provided below. Such a person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Institute of its assumption of the defense therefore shall be at the expense of such a person unless: (i) the employment of counsel by such a person shall have been authorized by the Board of Directors of the Institute; (ii) such a person shall have reasonably concluded that there may be a conflict of interest between the Institute and such a person in the conduct of the defense of such a proceeding; or (iii) the Institute shall not, in fact, have employed counsel to assume the defense of such action. The Institute shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Institute or as to which such person shall have reasonably concluded that there may be a conflict of interest.

Section 8. Additional Provisions Concerning Indemnification. All rights to indemnification and to recover shall be subject to the following additional provisions:

A. The person claiming indemnification shall cooperate fully with the Institute, Board of Directors and its representatives.

B. Prior to making or accepting any offer of settlement of a claim, any person claiming indemnification shall first obtain the express agreement and written consent of the Board of Directors.

C. Rights to indemnification are not transferable and cannot be assigned or conveyed in any manner whatsoever.

D. Indemnification obligations arising hereunder shall not be apportioned among Members, and budget allocations, fees and charges shall not be levied against a Member for purposes of indemnifying any Director, Committee Member, Officer, employee or agent of the Institute.

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ARTICLE IX

MEETINGS, VOTING, QUORUMS

Section 1. Annual Meeting. Unless otherwise determined by the Board of Directors, the Annual Meeting of the Institute shall be held during the month of July of each year, at such time and place as may be specified in the notice of the meeting.

A. In case the Annual Meeting for any year shall not be duly called or held, the Board of Directors shall cause a special meeting to be held as soon thereafter as may be practicable, in lieu of and for the purpose of such Annual Meeting, and all proceedings at such special meeting shall have the same force and effect as if taken at the regular Annual Meeting.

B. The election of the members of the Board of Directors shall take place as set forth in Article V, Section 1.A(2), above.

Section 2. Special Meetings. Special meetings of the Institute may be called at any time by the President, at such place and time as may be specified in the notice of the meeting. Special meetings shall be called by the President upon the written request of one-third (1/3) of the Directors or ten (10) percent of the Members of the Institute eligible to vote.

Section 3. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held quarterly. Special meetings of the Board of Directors may be called at any time by the President. Special meetings shall be called by the President upon the written request of one-third (1/3) of the Directors. The Board of Directors may hold meetings:

A. by videoconference or teleconference at which the Directors that are participating are able to hear and to speak to other participants; or,

B. by electronic means provided that reasonable provisions are made for presentation of views before a vote is electronically taken.

Section 4. Notice of Meetings. Notice of all annual and special meetings of the Institute and notice of all meetings of the Board of Directors shall be given or caused to be given by the Secretary to each Member or Director, as the case may be.

A. In case of the Secretary's absence or inability to act, notice shall be given by such other Institute employee as the Board of Directors or President shall designate.

B. Notices of all meetings of the membership shall specify the place, day, hour (and for special meetings the purpose) of such meetings and shall be

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given not less than ten (10) calendar days prior to the date of the meeting.

C. Notices of all meetings of the Board of Directors shall specify the place, day, hour and purpose of such meeting and shall be given at least five (5) calendar days before the date fixed for such meeting.

D. Any notice required under these Bylaws may be given electronically and shall be deemed to be delivered if furnished to all representatives of the Member who are included in the Institute's database. Notice may also be delivered by first class mail delivered to the person last designated by the Member as the voting representative.

E. The aforementioned written notice provisions are not applicable to instances in which the meeting called by the President is an emergency or in which the exigencies of time and the issues require immediate action by the Board of Directors.

Section 5. Minutes. Minutes of all annual and special meetings of the Institute membership shall be posted on the Members section of the Institute website. Minutes of all Board of Directors meetings shall be sent to all Directors.

Section 6. Open Meetings. All in person meetings of the Board of Directors, other than executive sessions, shall be open to any Members and such other persons as approved by a majority of the Board of Directors. Only Board of Directors members shall be entitled to vote at such meetings.

A. **Executive Sessions.** Upon the vote of a majority of all Directors present and voting, persons who are not Directors may be excluded from a meeting. Executive session may be called for matters of strategy, finance, or personnel, or legal issues.

Section 7. Quorum. At all meetings of the Institute, a majority of all Members of record eligible to vote, present either personally or by proxy, shall constitute a quorum. At any meeting of the Board of Directors, a majority of Directors elected shall constitute a quorum.

Section 8. Voting.

A. **Members.** Each Member of the Institute shall be entitled to one (1) vote at annual or special meetings of the Institute. Except as provided elsewhere in these Bylaws, at meetings of the Institute all resolutions or other matters presented shall be deemed adopted when assented to by a majority of the votes cast. Proxy votes shall not be permitted. The Board may provide for balloting by electronic means under three (3) circumstances:

- (1) When the Articles of Incorporation or applicable law requires approval of the Membership, and time does not

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permit consideration at a general meeting;

(2) The election or removal of members of the Board of Directors;
and,

(3) Any other matter considered by the Board to require assent of the Membership and time does not permit consideration at a general meeting. In this latter case a two-thirds (2/3) vote of the Board present and voting is required to submit a matter to the Membership and reasonable time must be given for supporters of and objectors to the question to address the Membership electronically prior to any vote.

B. Directors. Each Director shall be entitled to one (1) vote at regular or special meetings of the Board of Directors, whether such vote is in person, by telephonic communication or electronic means.

(1) Proxy votes shall not be permitted.

(2) When time constraints or unavailability preclude face to face or telephone conference meetings, the Board may determine questions by electronic means, as shall be set forth in the notice of the action, provided that reasonable provisions are made for presentation of views before a vote is electronically taken. The notice of all such matters voted by electronic means shall include: the text of the resolution, policy or item to be voted upon and the identification of the moving and seconding parties thereof.

(3) All matters voted on by electronic means shall be memorialized in minutes prepared and distributed by the Secretary and ratified at the next regular meeting of the Board of Directors.

Section 9. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Institute may adopt."

ARTICLE X

AMENDMENTS AND FUNDAMENTAL CHANGES

Section 1. Amendments to Bylaws. Except as provided in Section 2 herein, any and all provisions of these Bylaws and any amendments hereto shall be subject to amendment, alteration, repeal or re-enactment

A. At any Annual Meeting of the Institute, by the affirmative vote of a

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majority of the Members present and voting at such meeting; or,

B. At any regular Board meeting or any special Board meeting called for such purpose, by the affirmative vote of two-thirds (2/3) of the Directors present and voting.

Section 2. Amendments to Articles. Any proposal to amend, alter, repeal or re-enact the Institute's Articles of Incorporation with respect to the Institute's qualification and operation as a non-profit, non-stock corporation in the State of Delaware, the merger or consolidation of the Institute, the division of the Institute, the voluntary dissolution and winding up of the Institute, or the sale of a substantial portion of the Institute's assets shall require the affirmative vote of both:

A. Two-thirds (2/3) of the entire Board of Directors at a duly convened meeting of the Board of Directors called for such purpose; and,

B. Two-thirds (2/3) of all Members of the Institute at a duly convened Annual Meeting of the Institute, or at any duly convened special meeting called for such purpose.

ARTICLE XI

ALLIANCE PARTNERS

Section 1. Classes of Partner. There shall be one (1) class of partnership: Alliance Partners (with individuals referred to as "Alliance Partners"). Rights and responsibilities of Alliance Partners are explicitly defined herein and as supported by IJIS Policy.

Section 2. Definition and Status of Alliance Partners. In order to support the conduit to and from industry, an alliance partner status is available that allows non-profit associations, academic institutions and research organizations who share the commitment of the Institute to improved information sharing to participate in furthering a national justice public-private partnership and forum without financial commitment to the Institute. Alliance Partners shall:

A. Be an organization of national scope established and empowered to inform, lead or represent executive, judicial and legislative communities of practice within the justice and public safety or related governmental arenas;

B. Fulfill specifically defined roles and have reciprocal obligations outlined in Institute Policy, as approved by the Board of Directors;

C. Be eligible for (1) appointment to Committees of the Institute and (2)

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renaming the former Sections 3, 4 and 5 to Sections 4, 5 and 6.

2008-02-20 Article IX – Section VIII – Voting created to provide a clear definition of voting and proxy rules.

2009-01-06 The following changes:

- General structural and editorial revisions throughout the document, including, but not limited to: adding “Vice President” to the list of officers elected by the Board of Directors in Article V, Section 4; and setting forth Vice Presidential role as Chair of the Personnel Committee in Article VII, Section 2.
- Substantial restructuring of Article VI, Section 1, as follows:
 - **Sub-Section B - Personnel** - is new and is derived from the Board meeting in July. It describes oversight on all matters related to IJIS staff such as benefits, performance reviews, compensation, succession planning, staff retention, etc.;
 - **Sub Section C - Finance** - Adds budget language, clarifies relationship with the Audit Committee and addresses other functions. The budget delivery timeline although important to be formalized we agreed should not be contained in the By-Laws in order to maintain consistency with other language in this document. We recommend it to be included in existing Finance Committee documentation.
 - **Sub-Section D - Audit** - Sub-Section greatly expanded as to clarifying its authority and function. Important discussion pertaining to its composition and the potential to seek qualified Institute members who are experienced in areas such as Finance and other organizational expertise was discussed and generally agreed to be a positive change that would add to the Institutes transparency and professionalism. Also discussed the election of members and how we have not followed that requirement but should in the future.
 - **Sub-Section E - Governance** - Few changes. Added language to make Governance responsible for updating the Strategic Plan based on feedback from such working groups as those recently formed in the areas of Growth, Personnel and Funding.
 - **Sub-Section F – Grievance Committee** - Clarified functions
 - **Sub-Section G – Development Oversight Committee** – Created a new Development Oversight Committee to oversee and review the

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development and fund raising activities of the Institute.

- **Special Committees** - Made it its own Section.
- **Article IX - Section 9** - Parliamentary Authority - Formalized our alignment with Robert Rules

2009-05-12 The following changes:

- Article IV, Section 2 – Add In-Kind Membership Category
- Article V, Section 4 – Provide for the appointment of a Temporary Secretary of the Board

2009-10-22 Article III, Section 4 – Limitation on Affiliate Status.

2010-01-06 The following changes :

- Article III, Section 2 – Addition of Sustaining Member Definition
- Article IV, Section 2 – Addition of Sustaining Member Dues provision
- Article VI, Section 1.C – Increase the number of members of the Finance Committee.

2010-04-15 The following changes :

- Article V, Section 4 – New section pertaining to the resignation and removal of Directors.
- Article VI, Opening Paragraph – Permits the selection of non-Director Chairs.
- Article VI, Section 1.G – Repeals provisions pertaining to the Development Oversight Committee and replaces it with the Funding Development Committee.
- Article VI, Section 3 – Breakdown into sub-sections and clarify certain items in sub-section B and require all committees to be comprised of an odd number of members, including the chair.
- Article IX, Section 3 – Breakdown into sub-sections. Sub-section B permits Board of Director voting by electronic means.
- Article IX, Section 8.A – Permits member voting by electronic means with

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regard to the election or removal of members of the Board of Directors.

- Article IX, Section 8.B – Permits Board of Director Voting by electronic means.

2011-01-05 The following changes :

- Article III, Section 2.A(4) – Defines the term “Member Personnel” or “Affiliate Personnel”.
- Article III, Section 3 – Clarifies the two-thirds vote required of the Board of Directors is required of those directors “present and voting”.
- Article III, Section 4.B – Replaces the term “Employees of Affiliates” with “Affiliate Personnel”.
- Article III, Section 5.D - Replaces the word “employee” with “personnel”.
- Article III, Section 6 – Capitalizes the word “personnel”.
- Article IV, Section 5 - Clarifies the two-thirds vote required of the Board of Directors is required of those directors “present and voting”.
- Article V, Section 1.A – Creates sub-sections A.(1) through (5) as well as sub-section B and establishes the commencement of the term of office for members of the Board of Directors, establishes the time-frame for the Annual Election of Directors and addresses the issues of appointment or election to fill a vacancy on the Board of Directors.
- Article V, Section 2 – Adds the words “Eligibility and...” to the Title of the Section and creates subsections A through C.
- Article V, Section 2.A – Establishes the requirement that a member of the Board of Directors must be “Member Personnel of a Member in Good Standing”.
- Article V, Section B – Replaces the term “representative” with “Member Personnel”.
- Article V, Section 6 – Deletes the term “Honorary” and modifies the title of the section as follows: “Advisory Members of the Board of Directors”. Creates sub-sections A. through C and establishes the purposes, selection criteria, term and process for the selection and participation of Advisory Members.
- Article VI, Section 1.E (3) – Clarifies the role of the Governance

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Committee with respect to the elections function.

- Article VI, Section 1.E (4) – Clarifies that there shall be a “periodic” rather than “annual” review of the strategic plan by the Governance Committee.
- Article IX, Section 1 – Create sub-sections A and B and references the process of electing members of the Board of Directors as per Article V, Section 1.A.(2).
- Article IX, Section 4 – Creates sub-sections A through E for clarity.
- Article IX, Section 8.A (3) - Clarifies the two-thirds vote required of the Board of Directors is required of those directors “present and voting”.
- Article X, Section 1.B – Deletes the term “at such meeting”.