

**NATIONAL ASSOCIATION FOR
JUSTICE INFORMATION SYSTEMS**

BY-LAWS

As Amended October 15, 2007

Table of Contents

ARTICLE 1 - Purpose	3
ARTICLE 2 - Officers of the Corporation	3
ARTICLE 3 – Members - REPEALED	3
ARTICLE 4 – Voting Rights – REPEALED	3
ARTICLE 5 – Conditions of Membership – REPEALED	3
ARTICLE 6 – Annual Dues – REPEALED	3
ARTICLE 7 – Default Payment of Obligations to Corporation – REPEALED	3
ARTICLE 8 – Annual Meeting – REPEALED	4
ARTICLE 9 – Special Meetings – REPEALED	4
ARTICLE 10 – Place of Meetings – REPEALED	4
ARTICLE 11 – Notice of Meetings – REPEALED	4
ARTICLE 12 – Quorum – REPEALED	4
ARTICLE 13 – Proxies - REPEALED	4
ARTICLE 14 - Resolutions	4
ARTICLE 15 - Rules of Order	4
ARTICLE 16 - Board of Directors	4
ARTICLE 17 - Number, Tenure, and Qualification of Directors.	4
ARTICLE 17.5 - Nomination and Election of Directors	5
ARTICLE 18 - Meetings of the Board of Directors	5
ARTICLE 19 - Quorum of the Board of Directors	5
ARTICLE 20 - Vacancies on the Board of Directors	5
ARTICLE 21 - Term of Corporation Officers	5
ARTICLE 22 - Nomination and Election of Officers	6
ARTICLE 23 - Removal of Officers	6
ARTICLE 24 - Contracts of the Corporation	6
ARTICLE 25 - Checks, Drafts, Etc.	6
ARTICLE 26 - Deposits	6
ARTICLE 27 - Amendments to By-laws	7
ARTICLE 28 - Disbursement of Assets upon Dissolution	7
ARTICLE 29 - Principal Office	7
ARTICLE 30 - Official Views	7
ARTICLE 31 - Exempt Activities	7
AMENDMENTS	8
RESOLUTIONS	14

**BY-LAWS
OF THE
NATIONAL ASSOCIATION FOR JUSTICE INFORMATION SYSTEMS**

ARTICLE 1 - Purpose

The purposes for which the corporation is formed and the character of affairs which it initially and thereafter intends to conduct are as follows:

- A. To improve and to facilitate the administration of justice in the United States;
- B. To establish and maintain a network of criminal justice practitioner involved in the use of automated data processing and integrated systems;
- C. To encourage exchange of information among justice information systems users in the United States;
- D. To promote the study of justice information systems, the diffusion of knowledge thereof and the continuing education of justice agency personnel, and other members of interested public by various means including, but not limited to, arranging seminars and fostering periodic conventions or meetings for the discussion and solution of problems relating to justice information systems and the administration of justice.
- E. To cause to be published and to distribute addresses, reports, treatises, and other literary works on justice information systems or other related subjects.

The organization is formed exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2 - Officers of the Corporation

The Officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

ARTICLE 3 – Members - REPEALED

ARTICLE 4 – Voting Rights – REPEALED

ARTICLE 5 – Conditions of Membership – REPEALED

ARTICLE 6 – Annual Dues – REPEALED

ARTICLE 7 – Default Payment of Obligations to Corporation – REPEALED

ARTICLE 8 – Annual Meeting – REPEALED

ARTICLE 9 – Special Meetings – REPEALED

ARTICLE 10 – Place of Meetings – REPEALED

ARTICLE 11 – Notice of Meetings – REPEALED

ARTICLE 12 – Quorum – REPEALED

ARTICLE 13 – Proxies - REPEALED

ARTICLE 14 - Resolutions

Any Director shall be entitled to have the Board of Directors consider any resolution expressing an opinion or position or urging a point of view or requesting action by the corporation. Such resolution shall be submitted in writing to the President or any member of the Board of Directors at least thirty-six (36) hours in advance of its consideration.

ARTICLE 15 - Rules of Order

In the absence of any provision to the contrary in these By-laws, *Roberts Rules of Order, Revised* (as appearing in the latest edition thereof), shall be the parliamentary authority for all matters of procedures.

ARTICLE 16 - Board of Directors

The affairs of the corporation shall be managed by its Board of Directors. Its duties shall include, but not be limited to, establishing written policies and direction for implementation thereof; establishing corporate positions on any matters of importance to the corporation; election of officers; formation of committees; determination of conferences to be conducted, their locations, and subject matter.

ARTICLE 17 - Number, Tenure, and Qualification of Directors.

The Board of Directors shall consist of fourteen (14) members who shall be elected to the Board of Directors at the annual meeting and shall hold office for a term of two (2) years. In addition, active Past Presidents shall be members of the Board. The Board of Directors may designate specific positions to be filled from allied agencies or organizations. Officers of the corporation shall, by virtue of their position, serve on the Board of Directors.

Any Director may be removed by the Board whenever, in its judgment, the best interest of the corporation would be served thereby. If such action is to be taken, there shall be due notice to

the Director that this motion to remove will be presented at the next Board meeting.

ARTICLE 17.5 - Nomination and Election of Directors

A nominating committee shall be appointed by the President and in advance of the annual meeting and designate at least one (1) candidate to be nominated for each director required to be filled by election by the Board of Directors at the annual meeting. Additional nominations may be made by any board member for any or all of the offices to be filled. In the event no candidate receives a majority of the votes cast, there shall be a runoff between the two (2) receiving the most votes.

ARTICLE 18 - Meetings of the Board of Directors

The Board of Directors shall meet annually at a time and place specified by the Board. Each year there shall be at least one (1) additional regular meeting of the Board of Directors at a time and place specified by the Board at its regular annual meeting or any other meeting of the Board of Directors. Special meetings of the Board of Directors may be called at the request of the President or any three (3) Directors.

Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the meeting, by written notice delivered personally or mailed or by any other commonly accepted means of communication to each Director at his address as shown on the records of the corporation. Any such notice may be printed in any publication of the corporation. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these By-laws.

ARTICLE 19 - Quorum of the Board of Directors

One more than one-half of the members of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE 20 - Vacancies on the Board of Directors

Any vacancy occurring on the Board of Directors shall be filled by appointment of the President. A Director so appointed shall serve the unexpired term of his predecessor in office.

ARTICLE 21 - Term of Corporation Officers

The officers of the corporation shall serve a term of two (2) years, providing they remain a good standing member of the corporation. In the event of death, resignation, or refusing to act, or circumstances rendering an officer ineligible to perform the functions of the office, the Board of

Directors shall fill the office by election at the earliest meeting of the Board of Directors.

ARTICLE 22 - Nomination and Election of Officers

A nominating committee shall be appointed by the President and in advance of the annual meeting designate at least one (1) candidate to be nominated for each office required to be filled by election by the Board of Directors at the annual meeting. Additional nominations may be made by any board member for any or all of the offices to be filled. In the event no candidate for a particular office receives a majority of the votes cast, there shall be a runoff between the two (2) receiving the most votes. Candidates for officers must have served on the Board of Directors for a least one year.

ARTICLE 23 - Removal of Officers

Any officer or agent elected or appointed by the Board of Directors, after due notice of hearing, may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons removed.

ARTICLE 24 - Contracts of the Corporation

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

ARTICLE 25 - Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

ARTICLE 26 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies or other depositories located in the same city in which the headquarters office of the corporation is located or as the Board of Directors may select.

ARTICLE 27 - Amendments to By-laws

These By-laws may be altered, amended, or repealed and new By-laws adopted by action of a majority of the Board of Directors constituting a quorum present at any regular or special meeting of such Board of Directors provided that at least two (2) days written notice is given of intention to alter, amend, repeal, or to adopt new By-laws at such meeting.

ARTICLE 28 - Disbursement of Assets upon Dissolution

All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or subject to Federal law governing the disposition of Federal funds or property purchased with Federal funds, or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(1) or 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding provision of any subsequent Federal tax laws.

ARTICLE 29 - Principal Office

The Corporation shall have a principal office at a place designated by the Board of Directors, and may have such other offices at such places as the Board may establish.

ARTICLE 30 - Official Views

Official views or policies of the Corporation shall be determined by the Board of Directors.

ARTICLE 31 - Exempt Activities

Notwithstanding any other provision in these Bylaws, no director, officer or employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be taken or carried on by an organization, exempt under Section 501(c)(~~63~~) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any subsequent Federal tax laws or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any subsequent Federal tax laws.

AMENDMENTS

The following changes were made October 15, 2007 in Santa Fe, NM

Additions are in **bold**. Deletions are in ~~strike through~~. Repealed articles are so noted.

ARTICLE 1

Purpose

The purposes for which the corporation is formed and the character of affairs which it initially and thereafter intends to conduct are as follows:

- A. To improve and to facilitate the administration of justice in the United States ~~and Canada~~;
- B. To establish and maintain a **network** ~~national users group~~ of criminal justice **practitioners** ~~agencies~~ involved in the use of automated data processing systems, ~~word processing systems,~~ and integrated systems;
- C. To encourage exchange of information **among** ~~between~~ justice information systems users in the United States ~~and Canada~~;
- D. To promote the study of justice information systems, the diffusion of knowledge thereof and the continuing education of justice agency personnel, and other members of interested public by various means including, but not limited to, arranging seminars and fostering periodic conventions or meetings for the discussion and solution of problems relating to justice information systems and the administration of justice.
- E. To cause to be published and to distribute addresses, reports, treatises, and other literary works on justice information systems or other related subjects.

The organization is formed exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2

Officers of the Corporation

The Officers of the corporation shall be President, Vice-President, Secretary, **and** Treasurer. ~~and the immediate Past President.~~

ARTICLE 3 - REPEALED

Members

The corporation shall have three (3) classes of members. The designation of such classes and the qualifications of membership for each class shall be as follows:

- A. Active Members. Any person employed in the operation, management or study of justice

information systems accepted for membership by the Board of Directors.

- B. Honorary Members. A Person so designated by the Board of Directors of the corporation who shall have made an outstanding contribution to the public welfare and to the carrying out of the purposes of the corporation.
- C. Sustaining Members. Persons or corporations who are donors of funds to this corporation to assist it in carrying out and furthering its objective and purposes shall, upon invitation of the Board of Directors of this corporation, be eligible to become sustaining members of this corporation.

ARTICLE 4 - REPEALED
Voting Rights

Each active member of the corporation shall be entitled to one (1) vote on each matter submitted to a vote of the members. All other classes of membership shall have no voting rights.

ARTICLE 5 - REPEALED
Conditions of Membership

A form of application for membership and conditions for acceptance into membership in the corporation shall be prescribed by resolution of the Board of Directors. Termination and suspension of membership shall likewise be performed in accordance with a resolution adopted by the Board of Directors.

ARTICLE 6 - REPEALED
Annual Dues

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the corporation by members of each class, which dues need not be uniform as to the members of the class.

ARTICLE 7 - REPEALED
Default in Payment of Obligations to Corporation

When any member of any class shall be in default in the payment of obligations to the corporation for a period of sixty (60) days from the date in which such obligation becomes payable, the President or the Board of Directors may suspend the membership of any such person until said obligations and all arrearages have been paid. No person so suspended, and no person who is in default in the payment of any obligations due for a period in excess of ninety (90) days shall be considered in good standing or be qualified to vote or otherwise be entitled to receive or exercise any privilege of membership of the corporation.

ARTICLE 8 – REPEALED
Annual Meeting

There shall be at least one (1) annual meeting per year at a time and place as designated by the

Board of Directors. The Board of Directors may call such other meetings of the general membership as they determine proper at a time and place to be designated by the Board of Directors.

ARTICLE 9 – REPEALED
Special Meetings

Special meetings of the members may be called either by the President or the Board of Directors.

ARTICLE 10 - REPEALED
Place of Meetings

Special meetings may be held at such time and place set forth in the notice of such meeting which shall be in accordance with the call thereof made pursuant to these By-laws.

ARTICLE 11 - REPEALED
Notice of Meetings

Written or printed notice, stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, telephone, email or other commonly accepted method of communication, to each member entitled to vote at such meeting not less than five (5) days before the date of such meeting by, or at the direction of, the President or the Board of Directors or their designate. Any such notice required to be given hereunder may appear and be contained in any publication of this corporation if such publication is mailed within the period of aforesaid. In case of a special meeting, or when required by statute, or by these By-laws, the purpose for which the meeting is called shall be stated in the notice.

ARTICLE 12 - REPEALED
Quorum

At any meeting of members, a quorum, for purposes of conducting the business thereof, shall consist of fifteen active members present.

ARTICLE 13 - REPEALED
Proxies

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact.

ARTICLE 14
Resolutions

Any ~~active member of the corporation~~ **Director** shall be entitled to have the ~~membership and/or~~ Board of Directors consider any resolution expressing an opinion or position or urging a point of view or requesting action by the corporation. Such resolution shall be submitted in writing to the President or any member of the Board of Directors at least thirty-six (36) hours in advance of its

consideration.

ARTICLE 17.5

Nomination and Election of Directors

A nominating committee shall be appointed by the President and in advance of the annual meeting and designate at least one (1) candidate to be nominated for each director required to be filled by election by the Board of Directors at the annual meeting. Additional nominations may be made by any board member for any or all of the offices to be filled. In the event no candidate receives a majority of the votes cast, there shall be a runoff between the two (2) receiving the most votes.

ARTICLE 18

Meetings of the Board of Directors

~~Regular meetings of the Board of Directors shall be held, without other notice than this By-law, immediately after the annual meeting of members.~~ **The Board of Directors shall meet annually at a time and place specified by the Board.** Each year there shall be at least one (1) additional regular meeting of the Board of Directors at a time and place ~~which shall be determined~~ **specified** by the Board at its regular annual meeting or any other meeting of the Board of Directors. Special meetings of the Board of Directors may be called at the request of the President or any three (3) Directors.

Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the meeting, by written notice delivered personally or mailed or by any other commonly accepted means of communication to each Director at his address as shown on the records of the corporation. Any such notice may be printed in any publication of the corporation. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these By-laws.

ARTICLE 19

Quorum of the Board of Directors

~~One-third (1/3)~~ **One more than one-half** of the members of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE 22

Nomination and Election of Officers

A nominating committee **shall be appointed by the President and** in advance of the annual meeting **and** designate at least one (1) candidate to be nominated for each office required to be filled by election **by the Board of Directors** at the annual meeting. Additional nominations may be made by **any board member** ~~active member~~ for any or all of the offices to be filled. In the event no candidate for a particular office receives a majority of the votes cast, there shall be a runoff between the two (2) receiving the most votes. ~~Eligible~~ Candidates for officers must have

served on the Board of Directors for at least one year.

ARTICLE 30 **Official Views**

Official views or policies of the Corporation shall be determined by the Board of Directors. ~~Members of the Corporation, whether individuals, agencies or organizations, may take positions in variance with policy positions of the Corporation, but in such instances they shall not indicate their membership or affiliation with the Corporation.~~

End of Changes – October 15, 2007 – Santa Fe, NM

Changes made September 20, 2005 (San Francisco, CA)

Article 1 of these By-laws was amended as follows:

The organization is formed exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 2 of these By-laws was amended as follows:

Officers of the Corporation. The Officers of the corporation shall be President, Vice-President, Secretary, ~~and~~ Treasurer and the immediate Past Presidents. ~~The Board of Directors may elect or appoint such other officers.~~

Article 11 of these By-laws was amended as follows:

Written or printed notice, stating the place, day and hour of any meeting ~~of~~ of members shall be delivered, either personally or by mail, telephone, email or other commonly accepted method of communication, to each member

Article 17 of these By-laws was amended by adding the following:

Any Director may be removed by the Board whenever, in its judgment, the best interest of the corporation would be served thereby. If such action is to be taken, there shall be due notice to the Director that this motion to remove will be presented at the next Board meeting.

Article 18 of these By-laws was amended as follows:

Regular meetings of the Board of Directors shall be held, without other notice at its regular annual meeting or any other meeting of the Board of Directors. Special meetings

Notice or mailed or by telegram by any other commonly accepted means of communication to each Director at his address

Article 22 of these By-laws was amended as follows:

A nominating committee shall, in advance of the annual meeting, designate at least one (1) candidate to be nominated for each office required to be filled by election at the annual meeting. ~~The Board shall cause a list of such candidates to be published in either~~

~~the notice of the annual meeting or a publication of the corporation.~~ Additional nominations may be made by any active member for any or all of the offices to be filled. In the event no candidate for a particular office receives a majority of the votes cast, there shall be a runoff between the two (2) receiving the most votes. Eligible candidates for office must have served on the Board of Directors for a least one year.

Added Article 29, Article 30 and Article 31.

End of changes - September 20, 2005, (San Francisco, CA)

Article 17 of these By-laws was amended as follows:

Number, Tenure, and Qualifications of Directors. The Board of Directors shall consist of fourteen (14) members, ~~Members-at-large~~ who shall be elected to the Board of Directors at the annual meeting and shall hold office for a term of two years. In addition, active Past President shall be members of the Board. The Board of Directors may designate specific positions to be filled for allied agencies or organizations. ~~One (1) Board member shall be from the National District Attorneys Association and one (1) Board member shall be from the National Center for State Courts.~~ Officers of the corporation shall, by virtue of their position, serve on the Board of Directors. ~~Active Past Presidents are members of the Board.~~

September 28, 2002 (Seattle, WA)

Article 21 of these By-laws was amended as follows:

The officers of the corporations shall serve a term of ~~one (1) year~~ two (2) years, . .

September 16, 1998 (Savannah, GA)

Prior amendments made July 8, 1993 (Boston, MA), January 8, 1994 (Buena Park, CA), March 1, 1997 (Chicago, IL).

RESOLUTIONS

All meeting announcements will be made through publication on the association's website, *najis.org*. Such publication shall be deemed to provide adequate notice of such meetings and satisfied the publication requirements of these by-laws. ***Adopted September 20, 2005***

By resolution the Board of Directors deemed that membership fees charged separately from the cost of attending the annual conference shall not be required, and that all members attending the current and prior conference shall be deemed to be regular members of this organization.
(Adopted: September 1998)

Active Membership: Active membership shall consist of those persons attending the annual conference during the past two years.

Application for Membership: By registering for the annual conference, attendees will be deemed to have applied for membership in the association. Other methods for accepting application for membership may be established by the board.

Annual Meeting: The annual meeting of the association will be held as the last formal event of the annual conference.

Checks, Drafts, etc.: The Treasurer is authorized to sign such financial instruments as is necessary to conduct the business of the association. A counter signature by the President or other officer is not required.

Deposits: The association will maintain one depository account located in _____

(Adopted: Date(s) unknown)