

COPS, KIDS AND TOYS, INC. BYLAWS

www.copskidsandtoys.org
(SUPERSEDES BYLAWS APPROVED 6/22/04)

PURPOSE: The purpose of Cops, Kids and Toys, Inc. is to distribute toys and/or other age appropriate Christmas gifts to economically disadvantaged children. Recipients must be eighteen (18) years of age or younger and must be living at home. Eligible children must reside within Tompkins County or attend a Tompkins County School. Toys and gifts will be acquired through donations of toys and through purchases from monetary donations. All toys and gifts will be given to the legal custodian of the child. Only one (1) custodian is eligible. Toys and gifts will be delivered by local law enforcement officers. Any excess toys, gifts or cash remaining shall be retained for use the following year.

ARTICLE 1 – NAME AND OBJECTIVE OF CORPORATION

SECTION 1. NAME: The name of this Corporation shall be Cops, Kids and Toys, Inc.

SECTION 2. CORPORATE PURPOSES: The purpose of Cops, Kids and Toys are those set forth in the purpose as stated above. These purposes may be achieved in accordance with its mission and values statement as adopted by its Board of Directors.

SECTION 3. NOT-FOR PROFIT CORPORATION: The Corporations shall be a not-for-profit corporation as provided in the Certificate of Incorporation and in accordance with applicable state and federal laws and regulations.

SECTION 4. FISCAL YEAR: The fiscal year of the Corporation shall be the calendar year.

ARTICLE II – MEMBERSHIP The corporation shall have no members.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS (BOARD): The Board shall consist of the elected officers (President, Vice President, Secretary, and Treasurer) and the appointed Directors.

SECTION 2. GENERAL POWERS: The affairs of the Corporation shall be managed by its Board. The Board shall have control of and be responsible for the management of the affairs of the Corporation.

SECTION 3. BOARD: The governance of the Corporation shall be vested in a Board consisting of no more than eighteen (18) nor fewer than six (6) members.

SECTION 4. TERM OF OFFICE: The term of office shall be one (1) year for Board Members. Officers may be re-elected. Directors may be reappointed.

SECTION 5. ATTENDANCE AT BOARD MEETINGS: Attendance is expected, and members should participate on a regular basis in the affairs of the Board and committees to which assignment has been made.

SECTION 9. DUTIES OF THE BOARD MEMBERS:

- a. To be informed about and give general direction to the programs and services of the Corporation, and to establish broad policy for its operations.
- b. To review and approve and to oversee all fiscal operations of the Corporation.
- c. To oversee the management of investments and special funds of the Corporation.
- d. To oversee and provide leadership to the community relations activities of the Corporation.
- e. To approve changes in the Bylaws.
- f. To undertake programs or campaigns to develop additional resources to support the mission and activities of the Corporation.

SECTION 5. REMOVAL AND RESIGNATION OF BOARD MEMBERS: Any Board Member may resign by filing a written resignation with the Secretary. Any member of the Board may be removed with or without cause, at any time, by vote at a regular or Special Board meeting, if in the Board's judgment the best interest of the Corporation would be served thereby. Each Board Member must receive notice of the proposed removal at least seven (7) days in advance of the proposed action. An Officer who has been removed as Board member shall automatically be removed from office.

SECTION 7. VACANCIES: Whenever any vacancy occurs on the Board, it shall be filled without undue delay by the Board from recommendations of the Executive Committee.

SECTION 8. SUPPORT FOR COPS, KIDS, & TOYS: Board Members are expected to provide leadership for gaining financial and other support for the Corporation from other individuals and from the community.

ARTICLE IV – OFFICERS

SECTION 1. OFFICERS: The Officers of the Corporation, also known as Executive Committee, shall be President, Vice President, Secretary, and Treasurer.

SECTION 2. TERM ELECTION AND VACANCY: All Officers shall be elected from a slate presented by the Nominating Committee. Election shall be by a majority vote of the Board present at a legally constituted meeting announced for that purpose. The term of office shall begin at the close of the Annual Meeting and end at the close of the next Annual Meeting.

SECTION 3. DUTIES OF OFFICERS

1. President

- a. To preside at all meetings of the Board and the Executive Committee.
- b. To be an ex-officio member of all Corporation committees except the Nominating Committee.
- c. To appoint all Committee Chairmen in consultation with the Executive Committee.

2. Vice President

- a. To exercise the powers and perform the duties of the President in the President's absence or inability for any reason to perform the duties assigned.
- b. To carry out such duties and powers as shall be vested in him or her by the Board.

3. Secretary

- a. To keep complete books, records of accounts, and minutes of the proceedings of the Board , maintaining a historical file of all board minutes, contact list of Board Members, Bylaws, etc.
- b. To be responsible for ensuring that accurate meeting minutes are taken and distributed to all board members.
- c. To maintain and distribute contact information of Board Members.
- d. To send to the Board minutes of meetings and notices of upcoming meetings.
- e. To be responsible for acknowledging donations in accordance with IRS regulations.
- f. To complete additional duties and powers as shall be vested in him or her by the President or the Board.

4. Treasurer

- a. To be subject to such regulations and restrictions as the Board may prescribe.
- b. To oversee all monies paid to the agency and shall direct all disbursements.
- c. To render reports at usual intervals (but no less than quarterly).
- d. To have such other duties and powers as shall be vested in him or her by the Board.
- e. To insure that two (2) Officers of the Corporation sign all checks drawn for amounts exceeding \$2,500.
- f. To adhere to all state and federal laws and regulations in addition to Generally Accepted Accounting Principles.

ARTICLE V – MEETINGS

SECTION 1. REGULAR MEETINGS of the Board shall be at times and dates as may be fixed by the Board.

SECTION 2. ANNUAL MEETING of the Board shall be held in the first quarter of the calendar year, the time and place to be set by the Board.

SECTION 3. SPECIAL MEETINGS may be called by the President, or upon the written request of the majority of the Board, at a time and place as may be fixed. Notice of Special Meetings shall be sent to each Board Member by email or other means at least seven (7) days before the meeting date. Special Meetings requiring immediate attention may be called in person or by telephone upon 24 hour notice.

SECTION 4. NOTICE OF MEETINGS shall be given to each Board Member via email or other means.

SECTION 5. A QUORUM is a six (6) Board members .

SECTION 6. VOTING Each Board Member is entitled to one vote.

SECTION 7. WAIVER OF NOTICE of a meeting is not required to be given to any Board Member who submits a signed waiver of notice.

ARTICLE VI – COMMITTEES

SECTION 1. COMMITTEE FORMATION: The Executive Committee may create committees, as needed, such as Finance, Publicity, Data Collection, etc. The President, in conjunction with the Executive Committee appoints all Committee Chairmen. It is the responsibility of the Board, through its Committees, to provide oversight and leadership.

SECTION 2. EXECUTIVE COMMITTEE: President, Vice President, Secretary, and Treasurer shall form the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

SECTION 3. NOMINATING COMMITTEE is a standing committee and:

- a. Should include at least three members from the Board.
- b. Should consider nominating candidates for Officers of the Corporation.
- c. Should file a report of such nominations with the Secretary at least seven (7) days before the date of election for such positions.
- d. Should present on an annual basis a slate of names for Officers for an election and request nominations from the floor.

SECTION 4. FINANCE COMMITTEE

- a. The Treasurer is the chair of the Finance Committee, which includes three other board members.
- b. The Finance Committee is responsible for developing and reviewing fiscal procedures and fundraising plans.
- c. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.
- d. The financial records of the Corporation are public information and shall be made available to the Board and the public.
- e. The Board will select the banking institution in which the Corporate account/s shall be maintained. Upon resolution, Officers other than the Treasurer may be authorized to sign financial documents.
- f. The Corporation shall use the cash accounting method.
- g. The fiscal year shall be the calendar year.

SECTION 5. COMMITTEE members are appointed by the Chairman of the Committee from Board Members and from the community at large.

ARTICLE VII – CONFLICT OF INTEREST

SECTION 1. PURPOSE

The purpose of the Conflict of Interest Form is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. CONFLICT OF INTEREST STATEMENTS

- a. Board Members shall annually complete and sign a Conflict of Interest Statement and returned it to a member of the Executive Committee
- b. The Executive Committee will review all forms
- c. The Executive Committee shall determine if there is a conflict of interest, understanding that the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VIII: CORPORATE PURPOSE AND TAX EXEMPT STATUS

SECTION 1: Cops, Kids and Toys is organized and is to be operated exclusively for the purposes stated in the Charter.

SECTION 2: Nothing herein contained shall be deemed to authorize Cops, Kids and Toys, to establish or maintain in the State of New York any institution or agency which has, or itself have, a purpose mentioned in Section 404 (a) through (c) or Section 404 (e) through (v) of the Not-for-Profit Corporation Law. Cops, Kids and Toys, shall not furnish or perform any medical or health services directly to any person, or engage in any of the activities mentioned in Section 460-a of the Social Services Law.

SECTION 3: No part of the net earnings of Cops, Kids and Toys, shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Cops, Kids and Toys shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Charter. No substantial part of the activities of Cops, Kids and, shall be the carrying on of propaganda, or otherwise attempting to influence of the Internal Revenue Code, or the corresponding section of any future federal tax code), and Cops, Kids and Toys shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, Cops, Kids and Toys shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 4: Upon the dissolution of Cops, Kids and Toys, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public educational purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of Cops, Kids and Toys, is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX – PARLIAMENTARY AUTHORITY The rules contained in the most current edition of Robert's Rules of Order shall serve as parliamentary authority in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of Cops, Kids and Toys, may adopt.

ARTICLE X – AMENDMENTS

SECTION 1. BYLAWS These Bylaws may be amended, repealed, or altered in all or in part at a meeting of the Board of Directors at which a quorum is present, and upon an affirmative vote of two-thirds (2/3) of those present. Written notice of proposed change to the Bylaws shall be provided to Board Members at least seven (7) days prior to the date of such meeting at which the change is to be voted upon.

SECTION 2. THE CERTIFICATE OF INCORPORATION may be amended or changed at any regular or special meeting of the Board of Directors by a majority vote of the Board. Notice of said meeting and the proposed amendment to the Certificate of Incorporation shall be mailed to each Board Member as least seven (7) days before the time of the meeting at which the change is to be voted upon.