

# BY-LAWS

## National Association for Rational Sexual Offense Laws (narsol.org | NARSOL)

### ARTICLE I—NAME AND PURPOSE

The name of the organization shall be National Association for Rational Sexual Offense Laws (NARSOL). NARSOL is a national informational, educational, and advocacy organization devoted to reforming sexual offense laws and ending the dehumanization of those labeled sex offenders. NARSOL advocates ending draconian, unconstitutional laws and policies such as public registration, residency restrictions, civil commitment, criminalization of consensual sexual activities among minors, punitive treatment of those awaiting trial, and excessive punishments. NARSOL seeks to foster collaboration among all its component parts and sister organizations to create a nationally coordinated effort to prevent sexual harm to children through carefully structured laws that are based on solid research and proven, effective policies.

### ARTICLE II—PARTICIPATION

Participation in NARSOL shall be open without discrimination to all persons 18 years or older who are supportive of NARSOL's purpose as expressed in Article I.

### ARTICLE III—BOARD OF DIRECTORS

**Membership:** The Board of Directors (aka "Board") should consist of at least nine (9) Directors and will choose from among them an Executive Director to carry out the decisions of the Board, to make day to day decisions between Board meetings, and to lead NARSOL. The Board of Directors may reverse a decision of the Executive Director, as well as replace an Executive Director, at any time by majority vote of the Directors in attendance. The Board of Directors shall be responsible for overall policy and direction of NARSOL. The Board will strive to reach consensus on important matters, but if consensus cannot be reached, decisions will be made by a majority vote of existing members. To hold a seat on the Board of Directors, persons must agree to support and promote the Vision, Mission, and Goals of NARSOL, and be either a regular contributor of funds or an active participant in national or state affiliate projects. Directors shall receive no compensation other than reimbursement for reasonable expenses.

**Terms and Elections:** The Board of Directors should consist of at least nine (9) Directors divided into three classes, each class serving a rotating three-year-term. Prior to the end of the second quarter of each calendar year, the Nominating Committee shall be responsible for nominating a new slate of director-nominees equal to or greater than the number of directors whose terms are currently ending. Any Director whose term is ending may choose to present him or herself as a candidate for a new term. Such

Director(s) will be subject to the same process as all other candidates for that year. Upon presentation of the Nominating Committee's slate of candidates, the Board of Directors shall vote to accept or reject each person as a nominee by a two-thirds majority of directors present at a regular meeting.

**Officers:** Each year, the Board shall elect from its own membership the following five (5) officers: Chair, Vice-Chair, Secretary, Treasurer, and Executive Director, each to serve a one-year term. Such election shall take place annually during the fourth calendar quarter but no earlier than the third regular meeting after new Directors have been seated. All Directors must actively participate in at least one committee.

**Meetings:** The Board of Directors will hold regular meetings at least monthly but may meet more often if the Directors so choose, or at the discretion of the Chair. Meeting agendas, meeting times, and call-in information will be announced to all NARSOL members and volunteers via email at least three days prior to a regular meeting. NARSOL members and volunteers will be encouraged to place questions and concerns on the agenda at any time. A summary report of meeting minutes (including votes) will be published within one week following their adoption by the Board of Directors. A quorum of any Board meeting shall be sixty percent (60%) of existing Directors. Each Director has one vote, and voting will not be allowed by proxy. Any extraordinary matters concerning parliamentary procedure shall be resolved in accordance with the most recent iteration of Roberts Rules of Order.

**Resignation/Termination/Vacancies:** A Director who desires to resign from the Board may do so in writing (acceptable by e-mail) to the Chair. By a majority vote, a Director may be terminated from the Board due to excessive absences. By a two-thirds majority vote of the Board, a Director may be removed for any reason whatsoever. If a Director's seat is vacated, the Chair may appoint a replacement to serve the remainder of the term provided that a majority of the Board of Directors ratifies the appointment.

## **ARTICLE IV—COMMITTEES**

The Chair may, in his or her discretion, create such ad-hoc committees as are needed from time to time. There shall be the following six standing committees; except where specified as a member, the Executive Director shall be an ex officio member of each standing committee.

**Executive Committee:** The Executive Committee shall include four (4) members: Chair, Secretary, Treasurer, and Executive Director. If the Executive Director also happens to be one of the previously listed officers, an at-large member of the Board may be elected by the Board. Except for the power to amend or alter these By-laws, the Executive Committee shall have all the powers and authorities of the full Board and is subject to the direction and control of the full Board.

**Steering Committee:** The Steering Committee shall be chaired by the Executive Director who, in turn, shall appoint two or more additional

individuals who may or may not be members of the Board. Such Committee will be tasked with developing organizational plans for the growth of NARSOL and its affiliates, with special attention to NARSOL's Vision, Mission, Goals, and Assertions, to assure that we are staying on course with annual and long-range projects.

Either upon specific request by the Board or upon independent recognition of need, the committee may offer new or revised language for inclusion in the By-laws or in a Policy Manual. It shall also be responsible for maintaining accurate copies of the By-laws and Policy Manual and posting them where NARSOL members, affiliates, and Board Directors can easily access them.

**Affiliate Development Committee:** At least one Director of the Board shall serve on the Affiliate Committee as liaison and may also act as chair. This Committee shall be tasked with working with state contacts, advocates, and affiliate leaders to assure that NARSOL's Vision, Mission, Goals and Assertions are being developed and promoted at the state level. The Committee will work directly with state leaders to develop programs, educate new advocates, and strengthen state organizations.

**Conference Planning Committee:** The Conference Planning Committee (CPC) is responsible for the long-term planning of NARSOL's national conferences. The CPC will be populated by at least one board director appointed by NARSOL, one board director appointed by Vivante Espero, a Conference Planning Committee chair appointed by NARSOL, and a conference operations manager appointed annually by the CPC. The CPC will provide guidance to the Board regarding location, venue, theme, budget, as well as keynote and plenary speakers for NARSOL conferences. All other conference related operations and decisions will be made by a Conference Operations Committee (COC) which proceeds under the authority of the CPC and at the direction of the conference operations manager.

**Nominating Committee:** The Nominating Committee shall be responsible for annually submitting a slate of director-nominees for Board review and approval. These nominees will subsequently be elected via a board-approved process which is open to all NARSOL members. The Nominating Committee will continuously recruit, interview, and queue candidates to assist the Board in either expanding or filling emergent Board vacancies.

A Nominating Committee representative shall be (1) a NARSOL member in good standing, (2) either an appointee of an established NARSOL Affiliate or a NARSOL Contact or Advocate, and (3) not a director of the current Board.

A maximum of twelve members of the Nominating Committee shall be appointed annually running from October 1 to September 30. These representatives will be apportioned equally between existing NARSOL regions. In the event that the apportionment leaves a remainder, such remainder shall not be filled.

For each election cycle, the Nominating Committee should make every effort to nominate a slate of director-nominees equal to or greater than the number of directors whose terms are currently ending. In the event that the Nominating Committee fails to provide a slate of nominees equal to the number in the class, any resulting vacancy may be filled pursuant to “Article III: Resignation/Termination/Vacancies.”

Prior to the end of the third quarter, the NARSOL Board will appoint a designee as Chair of the Nominating Committee. The Chair will facilitate all meetings and provide institutional and historical information regarding NARSOL, the By-laws, and the Board of Directors as needed by the committee. Each new Nominating Committee will select from among its members a Vice Chair and a Secretary who will each serve for the duration of the committee’s annum.

The Nominating Committee Guidelines may be reviewed periodically by a committee appointed by the Board Chair.

**Finance Committee:** The Finance Committee should consist of the treasurer, the director of development, the director of corporate investment, and at least two additional members, one appointed by the NARSOL Board and one appointed by the Board of Vivante Espero. The Finance Committee shall manage and oversee all financial concerns including, but not limited to: raising capital, keeping track of donations, investing funds, bookkeeping, accounting, issuing financial reports, maintaining tax-exempt status, and submitting proposals for the promotion of NARSOL’s long-term fiscal growth.

**Legal Oversight Committee:** At least one Director of the Board shall serve on the Legal Oversight Committee as liaison and may also act as chair. The Legal Oversight Committee will seek out opportunities to assist in broad-reaching legal efforts and offer legislative assistance to state affiliates when requested. The committee shall operate independently in reaching its decisions but will present any projects that require funding to the Board of Directors for approval prior to launching.

**Marketing Committee:** The Marketing Committee should consist of at least one director of the Board who shall act as liaison. The committee should also consist of several other directors, including but not limited to the directors of marketing, of development, and of communications. Upon the recommendation of the Executive Director and affirmation by the

Board, these directors report to the Executive Director and are charged with developing teams to carry out projects to assure a uniform plan for media relations, general public relations, membership recruitment and retention, and to increase NARSOL's brand identity and corporate image through whatever reasonable means are suitable to that end. The committee may also delegate necessary tasks to professional experts in the field of non-profit management and growth. The committee may not expend NARSOL funds or enter into any binding contractual agreements without expressed approval of the Board of Directors.

## **ARTICLE V—AFFILIATES**

Each state and general affiliate is a completely autonomous group with no legal relationship to NARSOL. However, in order to be recognized as a cooperating affiliate and to participate in affiliate communications, the leadership in each affiliate must agree to support and promote the Vision, Mission, and Goals of NARSOL, and support and promote national projects. Affiliates may choose to disassociate from NARSOL at any time. The Board of Directors may also terminate an affiliate's cooperating status. Affiliates shall not make any declarations on behalf of NARSOL without the approval of the Executive Committee.

## **ARTICLE VI—FINANCES**

**Fiscal Year:** The fiscal year of the corporation shall be from January 1 to December 31.

**Contracts and other Writings:** Except as otherwise provided by resolution of the Board of Directors or corporate policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

**Checks & Drafts:** All checks, drafts, or other orders for payment of money, notes, or other evidence 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 manner as shall from time to time be determined by resolution of the Board.

**Deposits:** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

**Loans:** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

## **ARTICLE VII—INDEMNIFICATION**

**Definitions:** For purposes of this Article, the following definitions shall apply:

(a) “corporation” means the corporation and all “predecessors” thereof, as such terms are defined by the laws of North Carolina.

(b) “Director” means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, employee or agent or another foreign or domestic corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan at the corporation’s request if such director’s duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

(c) “Expenses” means expenses of every kind incurred in defending a proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.

(d) “Indemnified Officer” shall mean each officer of the corporation who is also a director of the corporation and each other officer of the corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan or other enterprise.

(e) “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorney’s fees of opposing parties incurred with respect to a proceeding.

(f) “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and or inquiry or investigation that could lead to such a proceeding).

**Indemnification:** In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the corporation shall indemnify and hold harmless its Directors and Indemnified Officers against reasonable liabilities and expenses in any proceeding (including, without limitation, a proceeding brought by or on behalf of the corporation itself) arising out of their status as Directors or officers, or their service at the corporation’s request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, association, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the corporation shall not indemnify a Director or an Indemnified Officer against liabilities or expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the corporation. The corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys’ fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with this Article that the Director or Indemnified Officer is entitled to

indemnification hereunder and limited to a maximum amount of remuneration as determined by the Board of Directors.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this section of Article VII as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this section, provided and to the extent such resolution does not violate any provision of North Carolina's statutes, corporate By-laws, or Articles of Incorporation. This section shall be construed in a manner to fully effect the purpose and intent of the resolution of the corporation's Board of Directors upon approving and adopting this provision.

**Determination:** Any indemnification under this Article shall be paid by the corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth herein. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum (60%) consisting of directors who are not at the time parties to the proceeding;

(b) if, for whatever reason, a quorum cannot be obtained, then such determination may be made by a majority vote of a committee duly designated by the Board of Directors (in which vote directors who are parties to the proceeding may participate), with such committee consisting solely of two or more directors not at the time parties to the proceeding; or

(c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in subsection (a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under subsection (a) and a committee cannot be designated under subsection(b), selected by a majority vote of the full Board of Directors (in which selection directors who are parties in the proceeding may participate).

The Board of Directors shall take all such action as may be necessary and appropriate to enable the corporation to pay the indemnification required by this Article.

**Advances for Expenses:** The expenses incurred by a Director or an Indemnified Officer in defending a proceeding may be paid by the corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is not entitled to be indemnified by the corporation against such Expenses. Subject to receipt of such undertaking, the corporation may make reasonable periodic advances for Expenses pursuant to this section, unless the Board of Directors shall determine, in the manner provided in the immediately preceding section, and based upon facts then known, that indemnification under this Article is or will be precluded. In either event, such Director or Indemnified Officer shall receive only such advances or reimbursements in amounts determined by the Board of Directors.

**Reliance and Consideration:** Any Director or Indemnified Officer who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled

apart from the provisions of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

**Insurance:** The corporation may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the corporation in any capacity with another corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article shall relieve the corporation of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

## **ARTICLE VIII—FAIRNESS AND DISPUTE RESOLUTION**

Given that not every issue can be accounted for in any set of by-laws, in the event of an issue arising which is not explicitly covered by these By-laws, such issue will be decided upon on the basis of fairness and the greater good of NARSOL. Consideration will be taken into account regarding the possible impact to parties directly or indirectly affected and the general common-sense resident to the governing body.

Any dispute arising between members or components of NARSOL shall be resolved by a dispute resolution committee appointed by the Executive Director. The findings of that committee, once received and approved by the Board of Directors, shall constitute a full and final resolution of the dispute.

## **ARTICLE IX—MISCELLANEOUS**

**Books and Records:** The corporation shall keep records of accounts and minutes of the proceedings of all meetings of the Board. Additionally, the corporation shall keep a copy of its Articles of Incorporation and By-laws as amended to date.

**Corporate Policies:** The Board of Directors may, from time to time, adopt and periodically review corporate policies to protect the corporation's interests and to provide more detailed guidance concerning its operations. Such policies, once adopted by the Board, become part of NARSOL's policy manual and are binding until such time when the Board may vote to remove or modify them.

## **ARTICLE X—LEGAL SERVICES DISCLAIMER**

NARSOL is not a law firm and does not provide legal advice or counsel to its members or other interested parties but may refer individuals to attorneys and/or professional organizations that provide legal services.

## **ARTICLE XI—AMENDMENTS**

These By-laws may be amended when necessary by a two-thirds majority of the existing Board of Directors. Proposed amendments must be submitted in advance for inclusion in the notice of a regular Board meeting. A publicly announced meeting of the Board of Directors must be called for the purpose of considering amendments to these By-laws. No vote shall be taken on any amendment to the By-laws during the same meeting in which it is proposed.

## **ARTICLE XII—CERTIFICATION**

Approved by unanimous vote of the Admin Team (now “Board of Directors”) on the 29<sup>th</sup> day of December 2011.

Secretary: \_\_\_\_\_

(S E A L)