

**BY-LAWS
OF
NORTHEAST COLLEGES & UNIVERSITIES
SECURITY ASSOCIATION, INC.**

Rev. 6/2020

ARTICLE I – OFFICES

The principal office of the Corporation shall be in the Village of Old Westbury, County of Nassau, State of New York.

The Corporation may also have offices at such other places within or without this State as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE II – PURPOSES
(Amended 6/94)**

The purpose for which this Corporation has been organized are as follows:

(A) To promote interest in the proper administration, operation and development of college and university security/law enforcement organizations, AND

(B) To communicate and disseminate information concerning said administration, operation and development of college and university security/law enforcement organizations.

ARTICLE III – MEMBERSHIP

1. QUALIFICATION FOR MEMBERSHIP

Institutional Member (Amended...6/2015, 6/2020)

Any eligible institution in good standing as a member may delegate one person to represent and vote on behalf of the institution at the annual meeting and any other special meeting which may be called. The Institutional Member may designate one or more General Members who must be employed by the institution and be directly connected with security matters.

The representative of the member institution must be in a supervisory or administrative role in the campus public safety department.

Any institution of higher learning, which offers a degree requiring not less than two (2) years of academic credit shall be eligible for institutional membership.

Any institution, as defined above, even though a branch of a parent institution, shall be entitled to one voting member.

Institutions shall not be eligible for membership when their routine police or security program is performed by a protective company or corporation employed by the institution under any type of contract or agreement, except where the individual overseeing the security force is an employee of the institution.

After twelve months of nonpayment of dues of any institution, that institution will be suspended from receiving any publications and will be dropped from NECUSA's roster. The Treasurer will present at the annual meeting cause for expulsion from membership.

That institution may be reinstated upon re-application for membership so long as it meets the Qualifications for Membership as listed in Article III, Section 1.

General Member (6/2020)

General Members are those designated by the Institutional Member who are employed by the institution as a member of the security or police department, and are directly connected with security or police matters such as managers, supervisors, officers, investigators etc. General Members have no voting rights unless designated by the Institutional Member as a Proxy.

Associate Member (Amended 6/83, 6/2020)

Associate membership may be made available to any employee of a member institution provided such member nominee is certified by the institutional member as serving in the capacity of Title IX Coordinators, Clergy Compliance Officers Criminal Justice professors, Interns, contract security personnel, etc.

. Associate members will be approved for membership by the Membership Committee and Board.

They will not be eligible to vote or hold an elected board position in the Association but will be entitled to enjoy other privileges extended to the membership.

They will pay annual dues as prescribed in this Article.

Sustaining Members (Amended 6/83)

Any individual or commercial firm may be invited, because of business or community interest, to become a member of the Association in this capacity. Invitations may be extended by any member of the Association provided those recommended demonstrate a desire to support the Association and share in its concerns and objectives. All recommendations for sustaining memberships must be approved by the Membership Committee and Board.

Sustaining members will not be eligible to vote in the Association but will be entitled to enjoy other privileges extended to the membership.

They will pay the annual dues prescribed by this Article.

Life Member (Amended 6/2015, 6/2020)

Members, prior members and those members leaving the profession in good standing, with 10 years of membership or 5 years of membership 3 of those serving on the board, who have worked diligently for the success of the Association and who are retiring or have retired from the position which qualified them for

membership, may be recommended for life membership. Candidates must be approved by the Membership Committee and the Board. Life members will not be required to pay dues and shall not have voting rights within the Association and not be eligible to hold an elected board position, Their affiliation with the Association will be properly identified in all printed membership rosters and records of the Association. With the exception of a Past President, any life member that returns to a position qualifying as membership as defined above must rejoin under that membership Status.

With the exception of Past Presidents who have already attained and been granted life membership, should a life member reenter employment to a position that would ordinarily make them eligible for membership, that person will revert to the appropriate membership status and pay the appropriate membership dues. Their life membership will be suspended during this period of time and automatically reinstated should they no longer qualify for another membership status. A Past President granted life membership cannot serve as an institutional representative or hold an elected board position. If he/she chooses to serve as the institutional representative or hold an elected board position, he/she can elect to return to the appropriate membership status and must re-apply for life membership as stipulated above.

Any person having served as President of NECUSA will automatically become a permanent life member upon their retirement or leaving the position which qualified them for membership.

Affiliate Member (Amended 6/93 and 6/94)

Affiliate membership will be made available to NECUSA members resigning from college and university security fields to pursue other interests but who would like to stay in touch with NECUSA or to an institution that meets all the criteria as an institutional membership with the exception of the degree granting requirement. Some examples are k-12, prep schools, hospitals security etc.

This membership category will also be open to law enforcement and security personnel who have a special interest in NECUSA.

Membership fees will be the same as those set for an associate member. Affiliate members will not be eligible to vote in the Association, but will be entitled to enjoy other privileges extended to the membership.

Honorary Member (Amended 6/2003, 2020)

Any individual(s), who have/has contributed significantly to the success of the Association or advances in campus law enforcement, may be recommended for honorary membership. Candidates must be approved by the Membership Committee and the Board. Honorary members will not be required to pay dues and shall not have voting rights within the Association. Their affiliation with the Association will be properly identified in all printed membership rosters and record of the Association.

2. MEMBERSHIP MEETINGS (Amended 6/2003, 6/2020)

The membership meeting of the Corporation shall be held during the annual conference each year or at another time deemed appropriate by the Board. Such meetings may be held in a place located within the geographical boundaries of the United States of America or by remote means, using an electronic platform approved by the Board and communicated within the meeting announcement.

A notice stating the time, place and means of the annual meeting shall be mailed or emailed, by the Secretary, to the address as it appears on the membership roll book of the Corporation to each Institutional member in good standing. This notice will be made via the annual conference announcement, or at another time deemed appropriate by the Board of Directors.

Prior to the membership meeting, the conference registration fees and all related costs shall be prepaid by a date specified by the Conference Committee (6/2000). The fees and receipt deadline date shall be published in *The NECUSA Newsletter*, *emails*, *website* and/or meeting notices. Requests for any refunds after the above mentioned deadline date shall not be honored or considered.

The voting members of the institution present at the business meeting shall constitute a quorum (6/2000). A membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced 10 days prior to the Membership Meeting. The institutional member representative, appearing on such membership roll, shall be entitled to vote at the meeting. No institution shall have more than one vote.

3. PROXIES (6/2020)

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy.

Should an Institutional Representative be unable to attend the annual business meeting, a General Member designate, in good standing, will be permitted to vote in their absence. This appointment must be submitted to the Board prior to the business meeting and is only valid for that business meeting.

4. SPECIAL MEETINGS (6/2020)

Special meetings of the Corporation may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed or emailed to all members at their addresses as they appear in the membership roll book at least 10 (ten) days but no more than fifty (50) days before the scheduled date of the meeting. Such notice shall state the date, time, place, means (if appropriate) and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at the meeting.

5. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of, or to vote at any meeting of members, or any adjournment thereof, or to express consent or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members.

Such date shall not be more than fifty (50) nor not less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

6. ACTION BY MEMBERS WITH A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

7. ORDER OF BUSINESS (6/2020)

The order of business of all meetings shall be as follows:

1. Roll call
2. Review and acceptance of the minutes of the preceding meeting
3. Reports of officers
4. Reports of committees
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

8. MEMBERSHIP DUES (Amended 6/92, 6/94, 6/2006, 6/2012, and 6/2020)

Institutional Member.....	\$200.00 (6/2012, 6/2020)
General Member.....	No Assessment
Associate Member.....	\$50.00 (6/2020).
Affiliate Member.....	\$50.00 (4/2012, 6/2020)
Sustaining Member.....	\$135.00 (6/2012)
Life Member.....	No Assessment
Honorary Member.....	No Assessment

9. SANCTIONING OF MEMBERS (6/2020)

Any Member may be removed from the Association for cause by vote of the members or by action of the Board for violations of the Code of Conduct (Article X). Members may be removed without cause only by a majority vote of the members.

Any Member may have their membership suspended for a defined period not to exceed two (2) years by action of the Board.

If an Institutional Member is suspended or removed, the institution may designate a replacement Institutional Member.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by the Board of Directors which shall consist of not less than three Directors. Each Director shall be at least nineteen (19) years of age.

2. ELECTION AND TERM OF DIRECTORS

(Amended 6/2001 & 6/2020)

At each annual meeting of members the membership shall elect Directors to hold office until the expiration of the term for which the Director was elected and until a successor has been elected and shall have qualified, or until a prior resignation or removal.

If an active member of the Board runs for higher office, and he/she is unsuccessful, the individual shall return to active status as a Board member to serve out their remaining term.

In order to be nominated for a position on the Board of Directors, the nominee must be an Institutional Member of the Association, submit a statement of support from the member institution, have attended a NECUSA-sponsored event, and have been a member in good standing of the Association for a minimum of two (2) years or have been a member in good standing of the Association for a minimum of one (1) year and be recommended by a current Board member. (6/2015)

There can be no more than one Board member from any one member institution. (6/2015)

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

(Amended 6/88, 6/2020)

The number of Directors on the board, and length of term of office of Board vacancies, may be increased or decreased by vote of the members or by vote of all the Board of Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

(Amended 6/2020)

Newly created directorships resulting from an increase in the number of Board Members and/or vacancies occurring in the Board for any reason except the removal of Board Members without cause, may be filled by a vote of a majority of the Board Members then in office, to serve until the next annual meeting, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of Board Members without cause shall be filled by vote of members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

5. REMOVAL OF DIRECTORS (6/2020)

Any or all of the Board Members may be removed for cause by vote of the members or by action of the Board. Board Members may be removed without cause only by vote of the members.

6. RESIGNATION (6/2020)

A Board Member may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation.

Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS (6/2020)

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD (6/2020)

Unless otherwise required by the law, the vote of a majority of Board Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Board Member present shall have one vote. No proxies will be used for Board votes.

9. PLACE AND TIME OF BOARD MEETINGS (6/2020)

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine, and if deemed necessary, the Board may hold meetings by remote means, using an electronic platform approved by the Board as necessary.

10. BOARD MEETINGS (6/2020)

A meeting of the Board shall be held immediately preceding the annual conference and/or meeting of the members. At the discretion of the President, a meeting may be held immediately following the annual meeting of the members. The Board shall meet at any other time as deemed appropriate by the President.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT (6/2020)

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine.

Special meetings of the Board shall be held upon notice to the Board of Directors and may be called by the President upon three (3) days' notice to each Board Member either personally or by mail or e-mail; special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Board Member. Notice of a meeting need not be given to any Board Member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to the Director.

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment and new time and place of the meeting shall be given all Board Members who were absent at the time of adjournment.

12. CHAIRPERSON

At all meetings of the Board, the President or in the President's absence, a Chairperson chosen by the Board shall preside.

13. EXECUTIVE COMMITTEE (Amended 6/2003, 6/2020)

There shall be an Executive Committee, consisting of the President, Vice-President, Secretary and Treasurer who shall have such powers and duties as hereinafter provided.

14. OTHER COMMITTEES (Amended 6/86, 6/2020)

The President may designate ad hoc committees, each consisting of one or more Board Members. The purpose of any such committee is to perform some special task, secure more information, investigate a situation and bring back a report or a recommendation to the Board.

ARTICLE V – OFFICERS

1. OFFICERS – TERM (Amended 6/86, 6/97, 6/2001, 1/2002, 6/2003)

The officers of the Association shall be a President, Vice-President, Secretary and a Treasurer, who shall have such powers and duties as hereinafter provided. The term of office for the officers of the Association shall be two years. All officers shall take office at the conclusion of the annual meeting of members. An individual who has served one term as President cannot go through the chairs for a second term as President.

2. REMOVAL, RESIGNATION (Amended 6/86)

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3. PRESIDENT (Amended 1/2002, 6/2020)

(A) Election

The Vice-President shall automatically become the President, following their term of office as Vice-President.

(B) Powers and Duties

The President shall be the chief executive officer of the Association; and shall preside at all meetings of the Association and at all meetings of the Board of Directors; and shall have responsibility for the general

management and supervision of the Association and shall see that all orders and resolutions of the Board are carried into effect.

(1) The President shall have the authority to appoint annually members of the following standing committees of the Association, to be composed of at least one Board member to serve as Chairman of the Committee and a sufficient number of members in good standing of the Association as deemed appropriate..

- a. Constitution and By-Laws
- b. Audit Committee
- c. Membership
- d. Nominating
- e. Advisory
- f. Conference
- g. Professional Development
- h. Awards/Self Reliance Award
- i. Publications/Web Development & Maintenance

3.1 IMMEDIATE PAST PRESIDENT (eliminated 6/2003)

4. EXECUTIVE VICE-PRESIDENT (Amended 6/86, eliminated 1/2002)

5. VICE-PRESIDENT (Amended 6/86, 1/2002)

(A) The Vice-President shall be elected by the membership at the annual meeting.

(B) Powers and Duties

The Vice-President shall assume the functions of the President in the absence of the President, and shall perform such other duties as the President shall prescribe.

6. TREASURER (Amended 6/2001, 6/2020)

The Treasurer shall have the care and custody of all funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect. The Treasurer will create and submit an annual operations budget to the board based on past performance of the corporation. The Treasurer shall, when duly authorized by the Board of Directors, be authorized to sign and execute all contracts in the name of the Corporation. The treasurer shall also oversee the activities of the accounting firm and approve all checks, drafts, notes, and orders for the payment of money prior to the accounting firm issuing payment. Any payments in excess of \$____250.00____ shall be duly authorized by the Board of Directors. The Treasurer shall receive and review quarterly financial reports from the accounting firm and present them to the Audit committee for review.

At the end of each corporate year, an audit of the accounts of the Corporation shall be made by the Audit Committee and shall present such audit in writing at the annual meeting of the members, at which time the Treasurer shall also present an annual report setting forth in full the financial conditions of the Corporation. The Treasurer shall be elected by the membership at the annual meeting every other year (even numbered) and serve a two (2) year term (6/2001).

7. ASSISTANT TREASURER (Amended 6/2001, 6/2020)

During the absence or disability of the Treasurer, an Assistant Treasurer (as so designated by the President), shall have the powers and functions of the Treasurer. This appointee shall not already serve on the executive committee in another position.

8. SECRETARY (Amended 6/86, 6/88, 6/93 & 6/2001)

The Secretary shall be elected by the membership at the annual meeting every other year (odd numbered) and shall serve a two (2) year term (6/2001).

Elections will be held every odd number year. The Secretary shall keep the minutes of the Board of Directors and Association meetings. The Secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned to the office, and perform all duties incidental to same. The Secretary shall keep a membership roll containing the names of all persons who are members of the corporation. The Secretary shall be the Chairperson of the Membership Committee.

9. ASSISTANT SECRETARIES (Amended 6/2001, 6/2020)

During the absence or disability of the Secretary, an Assistant Secretary (as so designated by the President), shall have all the powers and functions of the Secretary. This appointee shall not already serve on the executive committee in another position.

10. SURETIES AND BONDS

In case the Board shall so require, any officer of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of the officer's duties to the Corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the Corporation which may come into the officer's hands.

11. STIPENDS (Added 6/2006-Deleted 6/20012)

ARTICLE VI – SEAL

The seal of the Corporation shall be as follows:



ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII – AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of the Board of Directors.

By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinbefore provided.

ARTICLE IX – DISSOLUTION **(Amended 11/83)**

In the event the voting members of the Corporation determine the continuance of operation is no longer possible due to a lack of assets or practices inconsistent with the provisions of the certificate of incorporation and the by-laws, they may direct a plan for the distribution of assets to meet and discharge all debts, liabilities and obligations. Remaining assets shall be forwarded to the United States Government, Department of Education, or instrumentality thereof, as an unrestricted gift for the support of education.

The Board of Directors by a majority vote of the quorum present at a scheduled meeting or properly notified special meeting may pass a resolution of dissolution which in turn must be approved by the majority of the members present at a meeting in which proper notification has been made.

Upon dissolution, the Executive Committee shall make official notice to all members, the Secretary of State of New York and the United States Internal Revenue Service, stating in notarized documents, the act of dissolution, the financial report at the time of dissolution with the debts, liquidities and obligations and if applicable, amount to be conveyed to the United States Government, Department of Education.

ARTICLE X - CODE OF CONDUCT (6/2020)

1. CODE OF CONDUCT:

NECUSA seeks to provide support, education and guidance to safety, security and law enforcement professionals working in higher educational settings.

NECUSA values the diverse experiences and backgrounds of all of those engaged in the work of education, safety and security as well as consumers of that work.

All Members are expected to act honestly, truthfully, with integrity, while avoiding any conflicts of interest or the appearance of such conflicts.

All members and guests of NECUSA are expected to be courteous, professional, and always treat others with dignity and respect.

2. VIOLATIONS

Suspected violations of this Code of Conduct should be brought to the attention of any Director, who will inform the Board of Directors. The Board will conduct a review of the incident and determine what if any action should be taken. Sanctions available to the Board are listed in Article III – 9.