

# DRAFT

## ARTICLE I - PURPOSE

### PRINCIPAL OFFICE

1.1 The principle office of the Citizen Police Academy Alumni of North Texas, hereafter referred to as CPAANT or this association, shall be located in the North Texas Region of the State of Texas (referred to as Region 2). The association may have such other offices, as the Executive Board may determine or as the affairs of this association may require.

### PURPOSE

1.2 This organization is organized exclusively for Charitable, Religious, Educational, or Scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall incur to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of these purposes

The purpose of which this not for profit association (CPAANT) is formed, is to provide an organization for the exchange of information and ideas between local and/or regional Alumni Associations; to assist in the growth and development of new or existing Alumni Associations; and to direct communications, services and mutual aid among its members that will improve their ability to serve the needs of their local community and law enforcement. It is expected that any Association receive their non-profit status in a timely manner. The mission objectives of the CPAANT shall be

- a. To present and promote a continuing positive image of all law enforcement, but specifically the Police Departments of each active member city and it's constitutionally mandated functions.
- b. To support and assist member city Police department by lessening the burdens of government fighting crime and delinquency.

- **NON-INTERVENTION POLICY**

The CPAANT is a "Non-Intervention Association". Members of the CPAANT who are not commissioned peace officers of any law enforcement agency, shall not represent themselves as such (unless coincidental). The policy of the CPAANT regarding any law enforcement activity is to observe and report any offense to the appropriate law enforcement agency with jurisdiction over the offense. Any action taken by a member shall be construed as an unofficial act of the CPAANT or any law enforcement agency. Each member by completing their membership application, agrees to indemnify, release and hold harmless the CPANNT, applicable supporting Department, it elected or appointed officials, the Executive Board, officers, or members of the CPAANT for any results of any action taken on their own initiative.

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## ARTICLE 2 - ELECTION OF EXECUTIVE OFFICERS AND DIRECTORS

## **Election of Executive Officers and Directors**

2.1 The President shall appoint a nominating committee of three or more regular members. This committee shall prepare a recommended slate of officers and directors from regular members willing to serve, and present the slate to the members at the general November meeting. Additional nominations may be made from the floor at the general November meeting.

2.1.1 A written ballot shall be mailed to all regular members of this association not later than November 20 of the current year, for return mail, postmarked no later than December 3 or hand delivered to the board in a sealed envelope prior to the night of elections. Votes shall be tabulated and elected officers and directors will be announced at the general December meeting of the year preceding their term.

### **2.1.2 Campaigning**

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## **ARTICLE 3 - OFFICERS AND DIRECTORS**

### **Officers**

3.1 The Executive Officers of this association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. Three Directors will be elected to the Executive Board for a one-year term. No two offices may be held by the same person.

### **Vacancies**

3.2 A vacancy in any position of the Executive Board because of death, resignation, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term. Resignation of any individual from office will be submitted in writing to the CPAANT Board

### **President**

3.3 The President shall be the principal executive officer of the association and shall in general supervise and control all the business and affairs of this association. The President shall preside at all meetings of the members and of the Executive Board. The President shall sign with the Treasurer or First Vice President necessary documents. In general, they shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Board. The President shall be empowered to vote on all matters of the Executive Board.

### **Vice-President**

3.4 In the absence of the President or in the inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers and shall be subject to all the restrictions upon the President. The Vice President shall perform such duties as may be assigned by the President or Executive Board.

## **DRAFT**

### **Treasurer**

3.5 The Treasurer shall have charge/custody of and be responsible for all funds and securities of this association; receive and give receipts for monies due and payable to this association from any source, and deposit all monies in the name of this association in such depositories as shall be selected in accordance with the provisions of these bylaws. The Treasurer shall, in general, perform all the duties enacted to the office of Treasurer and such other duties as may be assigned by the President or by the Executive Board.

### **Secretary**

3.6 The Secretary shall keep the minutes of general meetings of the members and of the Executive Board; give all notices in accordance with the provisions of these bylaws, or as required by law; keep a register of the postal address of each member. The Secretary shall, in general, perform all duties as may be assigned by the President or by the Executive Board. In the event of the absence of the Secretary, the President shall temporarily assign a member to assume such duties.

### **Directors**

3.7 The three (3) elected Directors shall be members of the Executive Board and perform such duties as may be prescribed by the President.

## **ARTICLE 4 - EXECUTIVE BOARD**

### **Purpose**

4.1 The Executive Board shall manage the affairs of CPAANT.

#### Officers, Directors and Term

4.2 The Executive Board shall consist of the elected Officers and the three Directors of this association. Officers and Directors shall serve a term of one year, and no more than two consecutive terms. **A third (3<sup>rd</sup>) year may be approved by a vote of 2/3rds of voting members.**

### **Quorum**

4.3 A quorum shall consist of five members of the Executive Board, including at least one Director.

### **Past President**

4.4 The immediate past president shall be an exofficio member **for not more than one (1) consecutive year** of the Executive Board and shall not have board-voting privileges. This shall not prevent the past president from holding another Executive or Director position.

## **ARTICLE 5 - MEMBERS**

### **Classes of Members and Conduct**

5.1 This association shall have two classes of members, Regular and Orphans. The designation of such classes and the qualifications of such members shall be as follows.

### **Regular Members**

5.1.1 Regular Members shall be designated by their Citizen Police Academy Alumni Association, as their city's representative in writing and approved by CPAANT. Each Alumni Association will be entitled to invite their members to each meeting. In the event that the designated representative cannot attend, an alternate representative can be appointed by the local Alumni Association and that name given to CPAANT prior to any meetings.

## **Orphan Members**

5.1.2 Any person that has graduated from a recognized CPA, but does not have an established Alumni affiliation, and has paid their annual dues to CPAANT. Orphan members shall have voting rights but may not serve on the Executive Board.

## **Conduct**

5.2 No member shall themselves on behalf of this association for political, or financial gain.

## **Eligibility**

5.3 Regular members shall be graduates of a Citizens' Police Academy in good standing without regard to age, creed, race or sex.

## **Voting Rights**

5.4 Although each recognized CPA is entitled to have attendees at each meeting, only the elected member from that city's alumni association will be the designated representative. Each organization shall be entitled to one (1) vote on each matter submitted to a vote of the members.

## **Termination of Membership**

5.5 The Executive Board, after an appropriate hearing e.g. “Special Executive Board Meeting” and an affirmative vote of two-thirds (2/3<sup>rd</sup>) of the Executive Board, may censure, suspend or terminate a member for cause. The CPAANT Board President shall officially notify (in writing) the represented city.

5.5.1 (Added) A member of the CPAANT may be disqualified from the organization for the following reasons:

- Conviction of a Felony or a Class A or Class B Misdemeanor.
- Willful violations of any policy or procedures of the CPAANT organization or the lawful directives of any active law enforcement officer.
- A deliberate act that is unethical or brings discredit to the CPAANT organization, a CPAANT member, city alumni association; their supporting cities, or police department.
- At the request of the CPAANT member city or their police department liaison, for overt acts which conflict with the goals and objectives of the CPAANT organization, their supporting Citizens Police Academy, or their supporting Police Department.

5.5.2 Disqualification requests must be made in writing to the President or the Board of Directors. This letter shall list the reason(s) for the proposed disqualification. Disqualification shall be decided by a four-fifths (4/5) vote of the Board with the President voting.

5.5.3 The Executive Board, after an affirmative vote of two-thirds of its members, may terminate the membership of any member who shall be in default in the payment of dues for the period fixed in these bylaws.

5.5.4 The Executive Board, after a board member misses four consecutive meetings, will consider this an automatic termination by said board member barring any special conditions, i.e. illness.

## **Resignation**

## **DRAFT**

5.5 Any member may resign by submitting a written resignation with the CPAANT Board.

### **Property**

5.7 Upon termination or resignation of membership, prior member shall return all property belonging to CPAANT to the current President of the CPAANT organization.

### **Reinstatement**

5.8 Upon written request signed by a former member and filed with the Secretary, the Executive Board may reinstate such former member to membership.

### **Appeals**

5.9 Any member may present an appeal to a decision of the Executive Board before the general membership by submitting a request to the Secretary for consideration. Such appeal shall be presented to the regular members at the next general meeting. Any former member may appeal their revoked membership to the general membership by submitting a request to the Secretary. After discussion before the regular members at a general meeting, such matter shall be resolved by majority written ballot of a quorum of regular members.

## **ARTICLE 6 - MEETINGS OF MEMBERS**

### **General Meeting**

6.1 General meetings shall normally be held on the first Saturday of each month at a time and place set by the President. All members shall be notified of any change in meeting time and location.

### **Special Meeting**

6.2 Special meetings of members may be called by the President or Acting President. Members shall be notified no less than 48 hours in advance of a special meeting.

### **Place of Meeting**

6.3 General and special meetings shall be held at a place designated by the President, and hosted by a rotation of the member communities.

### **Quorum**

6.4 The presence of not less than 25 percent of the regular members in good standing shall constitute a quorum and shall be necessary to conduct the business of this association when requiring a vote.

### **Procedure**

6.5 This association shall be governed by common accord. All disputes shall be handled in accordance with Robert's Rules of Order unless inconsistent with these bylaws.

### **Resolutions**

6.6 All motions to commit this association on any matter shall be normally considered first by the Executive Board. Such motions, if offered at a general meeting, shall be referred to the Executive Board for evaluation and action as appropriate.

## **ARTICLE 7 - COMMITTEES**

### **Committees**

7.1 The President may designate and appoint one or more committees and the members thereof. The President shall be an ex-officio (non-voting) member of each committee. Each committee shall report to the Executive Board. Each committee shall make no binding policy or agreements without approval of the Executive Board.

### **Term of Office**

7.2 Each member of a committee shall continue such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member of this association for any reason.

### **Chairman**

7.3 One member of each committee shall be appointed chairman by the President. The chairman shall govern all meetings of the committee.

### **Vacancies**

7.4 Vacancies in the membership of any committee may be filled by appointment by the President.

### **Quorum**

7.5 Unless otherwise provided in the appointment of a committee, a simple majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Rules**

7.6 Each committee may adopt rules for its own operation consistent with these bylaws.

## **ARTICLE 8 - CHECKS, DEPOSITS AND FUNDS**

### **Checks and Drafts**

8.1 All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of this association in **excess of two hundred and fifty (\$250.00) dollars** shall be signed by two of the following Executive Officers: Treasurer, President, and/or the First Vice President.

### **Deposits**

8.2 All funds of this association shall be deposited promptly to the credit of this association in such banks; trust companies or other depositories as the Executive Board may select.

### **Gifts**

8.3 The Executive Board may accept, on behalf of this association, any contribution or gift with consent of the voting members.

## **ARTICLE 9 - BOOKS AND RECORDS**

### **Books and Records**

9.1 This association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Executive Board, and committees. A record giving names and addresses of all members entitled to vote shall be kept at the registered or principal office of this association. All books and records of this association may be inspected by the regular members upon written request to the President, and will be produced within seven (7) days.

## **DRAFT**

### **Annual Review**

9.2 The Treasurer's books and records shall be examined annually, in January, by a committee of three or more regular members appointed by the President. The findings of such review will be submitted to the general membership at the next general meeting for approval.

### **ARTICLE 10 - ANNUAL YEAR**

10.1 The annual year of this association shall begin on the first day of January and end on the last day of December in each year.

### **ARTICLE 11 - DUES**

#### **Annual Dues**

11.1 The Executive Board may determine, with approval of a quorum of 25% of the regular member's in good standing, the annual dues payable to this association by regular members.

#### **Payment of Dues**

11.2 Dues shall be payable in advance on the first day of January in each year. If an organization joins after July 1st, they will pay half the annual dues amount for the first year.

#### **Default and Termination of Membership**

11.3 When any member shall be in default in the payment of dues for a period of three months from the beginning of the annual year or such period for which such dues become payable, his/her membership may be terminated.

### **ARTICLE 12 - AMENDMENTS TO BY-LAWS**

#### **Amendments to Bylaws**

12.1 These bylaws may be altered, amended or repealed. New bylaws may be adopted by a two-thirds majority of the regular members as presented by the Executive Board at any general meeting. At least two (2) weeks notice, in writing, shall be given to all regular members of an intention to alter, amend or repeal these bylaws.

### **ARTICLE 13 - DISSOLUTION**

#### **Dissolution**

13.1 (added) **Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or 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 purpose. Any such assets not so disposed of shall be disposed exclusively for such purposes or equally to such organization or organizations which are organized and operated exclusively for 501(c)3 purposes.**