



# BY-LAWS

Amended August 16, 2022

---

BERKS COUNTY  
CHIEFS OF POLICE  
ASSOCIATION

# Table of Contents

<b>Article I. Definitions .....</b>	<b>1</b>
<b>Article II. Name and Mission .....</b>	<b>1</b>
Section 1. Name. ....	1
Section 2. Mission. ....	1
<b>Article III. Offices and Fiscal Year .....</b>	<b>2</b>
Section 1. Registered Office. ....	2
Section 2. Other Offices. ....	2
Section 3. Fiscal Year. ....	2
<b>Article IV. Membership .....</b>	<b>2</b>
Section 1. Classes. ....	2
Section 2. Active Membership. ....	2
Section 3. Associate Membership. ....	3
Section 4. Retired Membership. ....	3
Section 5. Honorary Membership. ....	3
Section 6. Life Members. ....	3
Section 7. Dues. ....	4
Section 8. Delinquent Members. ....	4
Section 9. Application for Membership. ....	4
Section 10. Plenary Authority of the Executive Board. ....	4
Section 11. Monthly Meeting. ....	4
Section 12. Special Meetings. ....	4
Section 13. Quorum/Order. ....	4
Section 14. Actions Against Members. ....	5
<b>Article V. Executive Board .....</b>	<b>5</b>
Section 1. Executive Board. ....	5
Section 2. Counsel.....	6
<b>Article VI. Officers .....</b>	<b>6</b>
Section 1. Number.....	6
Section 2. Terms of Office. ....	6
Section 3. Nominations and Elections. ....	6
Section 4. President. ....	7
Section 5. Vice President. ....	7
Section 6. Secretary. ....	7
Section 7. Treasurer. ....	7
Section 8. Chairman of the Executive Board. ....	8
Section 9. Sergeant at Arms. ....	8
Section 10. Chaplain. ....	8

<b>Article VII. Committees .....</b>	<b>8</b>
Section 1. Number. ....	8
Section 2. Selection. ....	9
Section 3. Committee Membership. ....	9
Section 4. Duties and Responsibilities. ....	9
Section 5. Other Committees. ....	10
Section 6. Business Expenses. ....	10
 <b>Article VIII. Indemnification of Executive Board Members, Officers and Other Authorized Representatives .....</b>	 <b>11</b>
Section 1. Limitation of Personal Liability. ....	11
Section 2. Standard of Care and Justifiable Reliance. ....	11
Section 3. Indemnification in Third-Party Proceedings. ....	12
Section 4. Mandatory Indemnification. ....	12
Section 5. Determination of Entitlement to Indemnification. ....	12
Section 6. Insurance. ....	13
Section 7. Reliance on Provisions. ....	13
 <b>Article IX. Vacancies .....</b>	 <b>13</b>
Section 1. Vacancies: Prior to Term Expirations. ....	13
Section 2. Vacancies: Term Expirations. ....	14
 <b>Article X. Amendments .....</b>	 <b>14</b>
Section 1. Notice. ....	14
Section 2. Submission. ....	14
 <b>Article XI. Miscellaneous .....</b>	 <b>14</b>
Section 1. Revocation of Membership. ....	14
Section 2. Support of Political Candidates. ....	15
Section 3. Gender and Number. ....	15
 <b>Article XII. Order of Business .....</b>	 <b>15</b>
Section 1. Regular Meeting. ....	15
Section 2. Order of Business Adjustment. ....	16
 <b>Article XIII. Legal Aid .....</b>	 <b>16</b>
Section 1. Establishment of Legal Aid Fund. ....	16
Section 2. Scope. ....	16
Section 3. Maintenance of Funds. ....	16
Section 4. Submission. ....	17
Section 5. Disposition of Request for Legal Aid. ....	17
Section 6. Presentation of Invoices for Legal Aid. ....	17
Section 7. Honorariums. ....	18
 <b>Article XIV. Adoption .....</b>	 <b>18</b>

**THE BY-LAWS OF THE  
BERKS COUNTY CHIEFS OF POLICE ASSOCIATION**

**Article I. Definitions**

When used in this document, the following terms shall mean:

(a) ***“Monthly Meeting”*** - the regular meeting of the Association membership held monthly, in accordance with these By-Laws

(b) ***“Association”*** - the Berks County Chiefs of Police Association, a Pennsylvania non-profit corporation governed by the Non-Profit Corporation Law of 1988, 15 Pa.C.S. § 5301 *et seq.*

(c) ***“Executive Board”*** - the governing body of the Association elected in accordance with these By-Laws which shall conduct, manage and direct the business and affairs of the Association.

(d) ***“County”*** - the County of Berks, Pennsylvania.

**Article II. Name and Mission**

***Section 1. Name.*** The name of this corporation shall be the “Berks County Chiefs of Police Association”. The corporate seal shall be a Chief’s badge bearing the State seal surrounded by a circle with the wording “Berks County Police Chief’s Association, 1948” set forth therein.

***Section 2. Mission.*** The mission of this Association (hereinafter the “Mission”) is as follows:

The Mission of the Association shall be to promote the professional development of all executive and management personnel within duly constituted law enforcement agencies in Berks County; to encourage close cooperation of all law enforcement agencies in the prevention of crime, detection of crime and the apprehension of those responsible for the commission of crimes; to promote the core values of integrity and professionalism of the police profession through education, problem solving, innovation, cooperation and accountability; and generally pledge and strive for the highest degree of respect for law and order throughout Berks County.

## **Article III. Offices and Fiscal Year**

**Section 1. Registered Office.** The registered mailing address of the Association's office in Berks County shall be established by a majority vote of the Executive Board on an "as needed" basis.

**Section 2. Other Offices.** The Association may also have offices at such other places as the Executive Board may from time to time appoint or the business of the Association requires.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

## **Article IV. Membership**

**Section 1. Classes.** The Association shall have five classes of membership, namely: Active, Associate, Retired, Honorary and Life.

**Section 2. Active Memberships.** "Active" membership shall be open to the following:

- (a) All full-time sworn chiefs, superintendents, or commissioners and their deputies of municipal police in the County who have police powers.
- (b) All full-time sworn municipal police officers in the County who have the highest rank subordinate to the Chief or Deputy Chief of Police.
- (c) The Chief of the Berks County Detectives and his/her immediate subordinate(s) empowered to enforce the laws of the Commonwealth of Pennsylvania.
- (d) The Commanding Officer or station, division, or unit commanders of the Pennsylvania State Police in which Berks County is within their scope of command holding the rank of sergeant or above.
- (e) The full-time Chief of Campus Police of a state-owned, aided, or related college or university in Berks County and his/her immediate subordinate who holds the rank of sergeant or above and is commissioned as a police officer of the Commonwealth of Pennsylvania as authorized by the Governor.
- (f) The District Attorney and First Assistant District Attorney of Berks County.
- (g) The Sheriff of Berks County and Chief Deputy Sheriff and persons who have the highest rank subordinate to the Chief Deputy.

- (h) The Warden of the Berks County Jail System and his/her immediate subordinate(s).
- (i) The Coroner of Berks County and his/her immediate subordinate.
- (j) The Director of Emergency Services of Berks County.
- (k) The Director of the Reading Police Academy.
- (l) Special agents in charge, assistant special agents in charge and resident agents of any law enforcement entity of the United States Government if, at the time of application, are responsible for law enforcement activities within Berks County.
- (m) Persons with command-level responsibility in any law enforcement agency in the County.
- (n) Any other person recommended to the body by a majority vote of approval of the Executive Board of the Association and approved by a majority vote of the body.

All active members shall have a right to attend the Association's Monthly Meeting and shall have or exercise the privilege of voting on all matters of Association business that may arise.

***Section 3. Associate Membership.*** "Associate" membership shall be open to those persons who, by occupation or personal inclination, share a mutuality of interest with the Association and its membership. Associate members may attend the Association's Monthly Meetings; however, they shall not have or exercise the privilege of voting on Association business.

***Section 4. Retired Membership.*** "Retired" membership shall be open to those persons who have retired from employment positions classified as Active membership positions. Retired members shall have the right to attend the Association's Monthly Meeting and shall have or exercise the privilege of voting on all matters of Association business that may arise. Active members, who retired, may be eligible to hold the office of Treasurer, Secretary, Sergeant at Arms or Chaplain.

***Section 5. Honorary Membership.*** "Honorary" membership shall be open to those persons selected for such membership recommended to the body by a majority vote of approval of the Executive Board of the Association and approved by a majority vote of the body. Honorary members may attend the Association's Monthly Meetings; however, they shall not have or exercise the privilege of voting on Association business.

**Section 6. Life Members.** Every Active or Retired member in good standing for a total of 20 consecutive years in the Association, shall be granted the status of Life member, by a majority vote of approval of the Executive Board of the Association and approved by a majority vote of the body and as such, shall thereafter be exempt from the payment of dues.

**Section 7. Dues.** The annual dues of the Association shall be determined by a majority vote of approval of the Executive Board of the Association and approved by a majority vote of the body entitled to vote at the last monthly meeting held at the end of each calendar year. Members accepted in November and December shall be credited for the following calendar year.

**Section 8. Delinquent Members.** Any member delinquent in payment of dues, as of April 1st, is automatically deprived of all benefits of membership until the end of that year and a member delinquent for one year shall be dropped from the rolls of membership.

**Section 9. Application for Membership.** Any person desiring membership in the Association shall file their application and an accompanying application fee, with the chairman of the Membership Committee, giving their name, position, residence, date of birth and whatever additional information or documentation is reasonably required to assess an applicant's eligibility for membership.

**Section 10. Plenary Authority of the Executive Board.** Upon receipt of the application, the Membership Committee shall make the necessary inquiry as to the applicant's qualifications and personal fitness for membership. Upon conclusion of the membership committee's inquiry, the committee shall make its recommendation to the body for a vote at the next available monthly meeting.

**Section 11. Monthly Meeting.** The Monthly Meeting shall be held the third Tuesday of each month unless designated otherwise by the President. The Board shall transact business at the Monthly Meeting that is properly brought before it.

**Section 12. Special Meetings.** Special meetings of the Association shall be held whenever called by the President. Notice of such meeting shall be given to each Executive Board member by telephone or in writing at least 24 hours (in the case of notice by telephone, fax transmission or e-mail) or five days (in the case of notice by regular mail) before the time in which the meeting is to be held. Every notice shall state the time and place of the meeting.

**Section 13. Quorum/Order.** Ten Active Members in good standing shall constitute a quorum to conduct the business of this Association. On all questions, the vote may be taken orally, but when one-fifth of the Active Members present demand a division, a standing vote will be taken; or the Secretary will call the roll and the vote of each Active Member recorded in the minutes of the Association. All questions of order shall be decided by the President or presiding officer subject to an appeal to the Executive Board by any Active Member. Any question before the Body that is not governed by the By-laws of the Berks County Chiefs of Police Association shall be governed by Roberts Rules of Order. Any member of the Association during the Regular Meeting wishing to address the Body or the presiding officer shall rise in their place and remain standing until given the floor by the presiding officer. Before speaking or giving any motion, the member should respectfully address the presiding officer and give their name, rank and department. The Secretary of the Association may, at any time, request that resolutions or motions be presented in writing to him before a formal vote of the Association.

**Section 14. Actions Against Members.** The Executive Board may censure, suspend or expel any member for cause, if notice of the proposed action and reasons therefore be mailed or given said member ten days in advance of the action. The member shall have an opportunity within ten days after receiving notice, to answer the charges in writing directed to the Executive Board Chairman, for consideration by the Executive Board. The member may request a hearing before the Board which shall be held at such time, place and manner as may be prescribed by the Board. An appeal from the decision of the Executive Board may be taken at the next monthly meeting of the Association, where, by a majority vote of the Active members present, such decision may be sustained, reversed or modified.

## **Article V. Executive Board**

**Section 1. Executive Board.** There shall be an Executive Board consisting of the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary and Treasurer. The President has the authority and discretion to appoint no more than two individuals to also serve as members of the Executive Board for a term not to exceed that of the appointing President's term.

The retiring President shall automatically become Chairman of the Executive Board for the following two years. The Board shall meet at such times as directed



by the President of the Association or the Board Chairman to transact business relating to the Association as may be brought before it.

**Section 2. Counsel.** There shall be a legal counsel to the Association who shall be a member in good standing of the Bar of the Supreme Court of the Commonwealth of Pennsylvania. The selection of the legal counsel and determination of the amount of remuneration for such legal counsel shall be at the discretion of the Executive Board. Any and all dues requirements may be waived by action of the majority vote of the Executive Board.

## **Article VI. Officers**

**Section 1. Number.** The Officers of the Association shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, Chairman of the Executive Board, Sergeant at Arms and Chaplain.

- (a) Elected officers of the Association shall be the President, First Vice President and Second Vice President. Individuals holding any of these offices shall be Active Members in good standing and a full-time sworn chief, superintendent, or commissioner of municipal police in the County, who have police powers.
- (b) Appointed officers of the Association shall be the Secretary, Treasurer, Sergeant at Arms and Chaplain. Individuals holding any of these offices shall be an Active, Associate, Retired or Life Member in good standing.
- (c) The Chairman of the Executive Board shall be the immediate past president. Should the position be vacated or not accepted by the immediate past president, the President shall appoint the Chairman of the Executive Board.

**Section 2. Terms of Office.** The Officers of the Association shall hold their respective offices for a term of two years. Any elected officer who was appointed to fill an unexpired term as a result of a vacancy, as defined in Article IX, Section 1 of these By-laws, may serve his full two-year term after the expiration of the unexpired term so served, should he be elected and accept the office.

**Section 3. Nominations and Elections.** The President, in accordance with these by-laws, shall appoint a Nominating Committee. The Nominating Committee shall be responsible to name one or more members for each elective office as set forth in these By-Laws. In order for a member to be nominated for the office of President, First Vice President or Second Vice President such member must be currently an Active Member in good standing of the Association.

The nominations for elective offices of the Association shall be made at the monthly meeting in November of every odd numbered year. Any other nomination for any elective office may be made from the floor at this meeting. After this meeting, nominations shall not be reopened.

The bi-annual election of Officers shall be held while the Association is considering new business at the monthly meeting in December of every other year. The terms of the Officers chosen shall commence on the first day of January of the following year and continue for a period of two years.

***Section 4. President.*** The President shall be the chief spokesperson for the Association on all matters of Association business and shall have general supervision over the activities and operations of the Association. The President shall sign, execute and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments authorized by the Executive Board, except in cases where signing and execution thereof shall be expressly delegated by the Executive Board to some other Officer or agent of the Association. The President shall represent the Association at law enforcement functions held on a local, state or national basis and shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Executive Board.

***Section 5. Vice Presidents.*** The Vice Presidents shall perform the duties as may from time to time be assigned to them by the President.

***Section 6. Secretary.*** The Secretary, appointed by the President, shall attend all meetings of the Association and the Executive Board and shall record the votes of the members and the minutes of the meetings. He shall timely distribute copies of such minutes to all Executive Board members and Association membership as appropriate. The Secretary shall see that notices are given, and records/reports properly kept and filed by the Association, as required by law and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the Executive Board. He shall also be responsible for the display of the Flag of the United States of America and the Flag of the Berks County Chiefs of Police Association at all meetings. He shall also be responsible for Monthly Meeting Membership Record of Attendance Register.

***Section 7. Treasurer.*** The Treasurer, appointed by the President, shall be the chief fiscal officer of the Association and shall have or provide for the custody of the funds or other property of the Association. The Treasurer shall collect and receive, or provide for the collection and receipt, of monies earned by or in any

manner due to or received by the Association, shall deposit, or cover the deposit of all Association funds in such banks or other places of deposit as the Executive Board may designate and shall whenever so required by the Executive Board, render an account showing his transactions as Treasurer and the financial condition of the Association. In general, the Treasurer shall supervise the preparation of the Association's annual budget and shall discharge such other duties as may be assigned to him by the President. He shall also be responsible to collect expenses due at all meetings.

***Section 8. Chairman of the Executive Board.*** Upon completion of his term of office, the outgoing President shall be appointed by the President to serve for two years as Chairman of the Executive Board. He shall preside at all meetings of the Executive Board and shall undertake such other actions as are required of him by the President. If the office of Chairman becomes vacant for any reason, the President shall assume the duties of Chairman and shall perform such duties until he appoints a replacement. Upon expiration of his term of office as President, he shall then serve for two years as Chairman of the Executive Board pursuant to the terms thereof.

***Section 9. Sergeant at Arms.*** The Sergeant at Arms, appointed by the President, shall not permit any unauthorized persons to be present during the monthly meeting. He shall maintain order and shall perform any duty required of him by the President or presiding officer for the conduct of such Meeting.

***Section 10. Chaplain.*** The Chaplain, appointed by the President, shall serve at the pleasure of the President.

## **Article VII. Committees**

***Section 1. Number.*** The Association hereby ordains 10 formal standing committees (hereinafter "Standing Committees"):

- Awards Committee
- Communications and Information Technology Committee
- Education and Training Committee
- Special Events Committee
- Criminal Justice Advisory Board (CJAB)
- Membership Committee
- Nominating Committee

- Publicity and Public Relations Committee
- Legal, By-Laws and Legislation Committee
- Emergency Management Committee

**Section 2. Selection.** The President shall have plenary authority to select the members of the Standing Committees and to name the chairman thereof. The President at his earliest convenience shall make such selection after he has taken the oath of office at the Association's January meeting.

**Section 3. Committee Membership.** Each Standing Committee shall consist of three members of the Association in good standing. If he deems necessary, the President may appoint more or less than three members to any Standing Committee, so long as the member's status conforms to all the provisions in Article IV (Membership) of these By-Laws. The President shall fill all vacancies that occur in the Standing Committees and shall also have the power to replace inactive Standing Committee members.

**Section 4. Duties and Responsibilities.** The President of the Association shall appoint the chairman and members of the committees who shall undertake the following duties and responsibilities:

- (a) Awards Committee. The Awards Committee shall review, propose and recommend to the Association any award nominations.
- (b) Communications and Information Technology Committee. The Communication and Information Technology Committee shall act as a liaison between the Association and the Berks County Communications Center. The Committee will also review and evaluate information technology that affects law enforcement in the County.
- (c) Education & Training Committee. The Education & Training Committee shall formulate, develop and implement a law enforcement-training program for the Association.
- (d) Special Events Committee. The Special Events Committee shall accept, review and oversee all social and fund-raising activities of the Association.
- (e) Criminal Justice Advisory Board (CJAB). The Criminal Justice Advisory Board Committee attends the Criminal Justice Advisory Board meetings and represents the Association.
- (f) Membership Committee. The Membership Committee shall review all applications for Association membership and shall investigate

and make recommendations to the Executive Board pursuant to these By-Laws.

- (g) Nominating Committee. The Nominating Committee meets as necessary to gather nominations of the names of candidates for officers of the Association.
- (h) Publicity and Public Relations Committee. The Publicity and Public Relations Committee shall communicate to the news media any activities and accomplishments of the Association.
- (i) Legal, By-Laws and Legislative Committee. The Legal, By-Law and Legislative Committee shall be responsible for any legal issues of the Association. The Committee shall review the By-Laws every even numbered year and make recommendations to the Association. The Committee shall enforce the provisions of the By-Laws. The Committee shall consider, propose, support and review laws or pending legislation that advances the Mission of the Association.
- (j) Emergency Management Committee. The Emergency Management Committee shall meet with the County Emergency Management Agency, act as liaison to the Association and represent the Association at the East Central Pennsylvania Counter-Terrorism Task Force Meetings.

The Standing Committees are not autonomous bodies capable of acting independently of the Executive Board. Rather, all members of such Committees are strictly limited to make recommendations to the Executive Board and otherwise execute the Mission and purpose of the Association.

**Section 5. Other Committees.** The President can create such other Committees as are, in his/her discretion, required to undertake and accomplish the business of the Association; provided, the duration and purpose of such other committee shall be determined in writing and all such Committees shall automatically expire upon completion of their predetermined durations. The President shall have the plenary authority to select the members of such committees and name the chairman thereof.

**Section 6. Business Expenses.** At the discretion of the Executive Board, the Association may reimburse members of Standing Committees and such other committees as are from time to time created by the President to undertake and accomplish the business of the Association for reasonable business expenses incurred in the performance of their duties.

## **Article VIII. Indemnification of Executive Board Members, Officers and Other Authorized Representatives**

***Section 1. Limitation of Personal Liability.*** An Executive Board Member of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- (a) The Executive Board member has breached or failed to perform the duties of their office pursuant to these By-Laws, or
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this article shall not apply to:

- (a) The responsibility or liability of an Executive Board member pursuant to any criminal statute, or
- (b) The liability of an Executive Board member for the payment of taxes pursuant to local, state or federal law.

### ***Section 2. Standard of Care and Justifiable Reliance.***

- (a) An Executive Board member shall stand in a fiduciary relationship to the Association and shall perform their duties as an Executive Board member, including their duties as a member of any committee of the Association upon which they may serve, in good faith, in a manner they reasonably believes to be in the best interest of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, an Executive Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - (1) one or more officers or employees of the Association whom the Executive Board member reasonably believes to be reliable and competent in the matters presented.
  - (2) legal counsel, public accountants, or other persons as to matters that the Executive Board member reasonably believes to be within the professional or expert competence of such person.
  - (3) a committee of the Association upon which he does not serve, duly designated in accordance with law, as to matters within its

designated authority, which committee the Executive Board member reasonably believes to merit confidence.

- (b) An Executive Board member shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.
- (c) In discharging the duties of their respective positions, Executive Board members and committees of the Association may, in the best interest of the Association, consider the effects of any action upon employees, persons with whom the Association has business and other relations and all other pertinent factors. The consideration of the foregoing shall not constitute a violation of subsection (a) of this Article.
- (d) Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Executive Board member or any failure to take any action, shall be presumed to be in the best interest of the Association.

***Section 3. Indemnification in Third-Party Proceedings.*** The Association shall indemnify any person who was or is a party, or who is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a representative of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, with respect to any criminal act or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

***Section 4. Mandatory Indemnification.*** Notwithstanding any contrary provisions of these By-Laws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein, shall be indemnified against expenses (including attorney's fees), actually and reasonably incurred by them in connection therewith.

***Section 5. Determination of Entitlement to Indemnification.*** Unless ordered by a court, any indemnification hereunder shall be made by the

Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because they have met the applicable standards of conduct set forth herein. Such determination shall be made:

- (a) By a majority vote of a quorum of the Association consisting of members who are not parties to such action, suit or proceeding, or
- (b) If a quorum is not obtainable because of the number of Association members who are parties to such action, suit or proceeding, by a majority vote of Association members who are not parties to such action, suit or proceeding.

***Section 6. Insurance.*** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Executive Board member, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

***Section 7. Reliance on Provisions.*** Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

## **Article IX. Vacancies**

***Section 1. Vacancies: Prior to Term Expirations.*** Should a vacancy occur prior to the expiration of a term of service consistent with these By-Laws, the President shall fill any vacancy in the offices of First Vice President, Second Vice President, Secretary, Treasurer or other Executive Board positions, by appointment and such appointee shall serve until their successor has been elected and inducted into office. In the event of death, resignation or disqualification of the President, the First Vice President shall become the Acting President and shall perform the duties of President for the balance of the unexpired term.

A vacancy in the office of the First Vice President shall be filled by the Second Vice President. Vacancies remaining in the positions of the Vice President shall be filled by Presidential appointment and shall not be the Immediate Past President.



Vacancies other than those referred to in Article IX, Section 1, shall be appointed by the President to serve the completion of the unexpired term of the previous office holder.

***Section 2 - Vacancies: Term Expirations***

- (a) Elected offices of the Association are President, First Vice President and Second Vice President. Appointed offices of the Association are Secretary, Treasurer, Sergeant at Arms and Chaplain.
- (b) The President of the Association shall be elected from the Vice Presidents or interim President of the Association serving in accordance with the provisions of these By-Laws. Should the vice president-elect decline the position, the Nomination Committee shall commence with the procedures in Article VI, Section 3 of these By-Laws.
- (c) The positions of Secretary, Treasurer, Sergeant at Arms and Chaplain, shall be appointed by the President no later than the first regular meeting of the Association of every calendar year.

**Article X. Amendments**

***Section 1. Notice.*** The Association shall have the power at any monthly meeting to alter, amend or revise these By-Laws, but the same shall not be altered, amended, or revised except after the submission, in writing, of any proposed amendment or amendments to the President of the Association at least 30 days prior to a monthly meeting of the Association and except after the President shall have forwarded a copy of the proposed amendment or amendments to each member of the Association at least 15 days prior to the monthly meeting.

***Section 2. Submission.*** Upon receipt of a proposed amendment, the President shall submit the proposal to the body at the next monthly meeting. The amendment shall become effective immediately, if approved by a majority vote of a quorum of the Association.

**Article XI. Miscellaneous**

***Section 1. Revocation of Membership.*** The Executive Board shall have the plenary authority to restrict or revoke membership of any Association member who is convicted of or pleas guilty to the commission of a felony or misdemeanor, or

who otherwise acts in such a way as to bring disrepute upon the Association, in the opinion of the Executive Board.

***Section 2. Support of Political Candidates.***

- (a) By a vote of a majority of a quorum of the Association at a regular monthly meeting, the Association may support platforms and/or policy statements of candidates, for any political office in any election.
- (b) The Association shall not endorse any political candidate for any office in any election.

***Section 3. Gender and Number.*** In all references herein to any parties, persons or entities, the use of any particular gender or the plural or singular number is intended to include the appropriate gender or number as the text of the within instrument may require.

**Article XII. Order of Business**

***Section 1. Regular Meeting.*** The following Order of Business shall be followed for conducting business at the Monthly Meeting:

- (a) Calling the meeting to order
- (b) Pledge of allegiance
- (c) Roll call of officers
- (d) Reading of minutes of previous meeting and approval of same
- (e) Reading of communications
- (f) Report of Executive Board
- (g) Treasurer's report
- (h) Introduction of Guests
- (i) Introduction of Guest Speakers
- (j) Committee reports
  - 1 Awards
  - 2 Communications and Information Technology
  - 3 Education & Training
  - 4 Special Events
  - 5 Criminal Justice Advisory Board
  - 6 Membership
  - 7 Nominating
  - 8 Publicity and Public Relations
  - 9 Legal, By-Laws and Legislation

## 10 Emergency Management

- (k) Resolutions
- (l) Unfinished business
- (m) New business
- (n) Selection and time for next Monthly Meeting
- (o) Election and installation of officers (when appropriate)
- (p) Adjournment

***Section 2. Order of Business Adjustment.*** The President or presiding officer has the authority to adjust the Order of Business during any meeting of the Association.

## **Article XIII. Legal Aid**

***Section 1. Establishment of Legal Aid Fund.*** The Association hereby establishes a Legal Aid Fund for the benefit of any *Active* member, in good standing, who shall as result of the proper performance of his duties, be arrested, charged, sued or be subjected to punitive disciplinary action by his political subdivision. The maximum benefit a member may be granted under this provision shall be \$5,000 which, if approved, shall be applied toward a retainer fee and/or invoice for services rendered from an attorney of the member's choosing.

***Section 2. Scope.*** No legal assistance or consultation or other assistance by the Association shall be provided for an incident arising outside the member's police or law enforcement duties or when there are insufficient Association funds for such assistance.

***Section 3. Maintenance of Fund.*** The Treasurer of the Association shall maintain a separate account or fund from which Legal Aid disbursements shall be made. The initial deposit amount of the account or fund shall be \$15,000 and the treasurer is authorized to transfer monies from the Association's other holdings on an annual basis as needed to restore the Legal Aid fund to that amount. In the event that the fund becomes depleted during mid-year and additional requests for Legal Aid are presented, the Association may decide, by a majority vote of Active members present at a regular monthly meeting, to grant additional requests and fund them from the Association's other monies. If the Association receives donations earmarked for the legal defense of members, those contributions shall be deposited into the Legal Aid fund or account, regardless of its current balance.

***Section 4. Submission.*** All such items as covered in Section 1 of this Article, must first be presented, in writing, to the President of the Association. Such document will then be presented to the Chairman of the Executive Board. Upon receiving the document, the Chairman of the Executive Board shall, as soon as possible, hold a special meeting of the Executive Board to review such document and/or hear testimony for the members requesting assistance or aid. Upon arriving at a decision and finding of such case, the Executive Board shall present in person and in writing to the Association at its next Monthly Meeting or a special meeting requested by the President, should the Executive Board feel it necessary. Should time be of essence, the President or Chairman of the Executive Board, or their designee may refer the matter immediately to the Association's Solicitor. However, the Executive Board shall consider the matter as soon as possible.

***Section 5. Disposition of Request for Legal Aid.*** Should a disagreement arise between the member and the guidelines in this section, the member shall document the dispute in writing and present it within 10-days of knowledge of the disagreement, to the President or presiding officer of the Association.

The President or presiding officer of the Association shall have 30-business days to consult with the Association's Solicitor regarding the disagreement, then present the disagreement and any accompanying information to the Executive Board, in a timely manner.

The Executive Board shall consider any evidence submitted to the President, along with conclusions or recommendations from the Solicitor, in addition to their findings of the initial investigation, to the Association. The Active members presently eligible to vote at the next regular monthly meeting shall decide whether it will uphold or reject the decision and recommendations of the Executive Board. During the report to the membership by the Executive Board, facts, or information, that may jeopardize the defense, shall be withheld when possible as well as other information uncovered or discovered during subsequent investigation by the Executive Board. The Association, by a majority vote of a quorum at the next monthly meeting, as to the amount and level of support provided by the Association, shall be binding upon the member and Association.

***Section 6. Presentation of Invoices for Legal Aid.***

- (a) It shall be incumbent upon the requesting member, to forward all appropriate invoices for his/her aforementioned legal aid and assistance, to the Executive Board for approval.

- (b) Upon the review and approval of the Executive Board, the chairman shall present the invoices(s) to the Treasurer for payment which shall not exceed the amount previously approved by the Association.

*Section 7. Honorariums.* When approved by the membership of the Association at a regular meeting. Honorariums may be paid for services rendered.

### **Article XIV. Adoption**

Adopted this 21<sup>st</sup> day of June 2011, by a majority vote of Active Members and effectively rescinds the by-laws adopted by the Association on August 19, 2008.

Amended Article IV. Membership, Section 2. Active Membership on August 16, 2022.

