

ALASKA PEACE OFFICERS ASSOCIATION,
INCORPORATED

Code of Bylaws

Revised May XX, 2010



ALASKA PEACE OFFICERS ASSOCIATION, INCORPORATED

CODE OF BYLAWS

PREAMBLE

In the firm conviction of the present and ultimate value, and the urgent and continuing necessity for an organization of peace officers, engaged in the extra-hazardous vocation of crime detection, prevention, and the protection of the public peace, and for the purpose of properly establishing such an organization and association, these bylaws are herewith promulgated.

ARTICLE I

NAME

The name of this organization shall be the ALASKA PEACE OFFICERS ASSOCIATION, INCORPORATED (hereafter "Association"), which has been incorporated under the laws of the State of Alaska as a non-profit corporation.

ARTICLE II

PURPOSES AND OBJECTIVES

SECTION 1. PURPOSES AND OBJECTIVES: The Association has been incorporated with the following purposes and objectives:

- A. **TO ASSOCIATE:** To foster and cultivate the social, educational, business, and professional relationships of the members; to broaden their interests in the pursuit of their occupations, professions, and vocation; to improve their standards of proficiency; and to promote the efficiency of its members in the performance of their duties as peace officers.
- B. **TO IMPROVE:** To promote the general welfare and prosperity of the members and to improve their status and condition by lawful and honorable means.
- C. **TO EDUCATE:** To gather, receive and disseminate information that may be helpful to members; to exchange ideas in rendering mutual assistance; to provide helpful vocational education, advice and guidance; and to join and associate with other organizations with similar purposes.

- D. TO ACQUIRE:** To purchase, lease, hold, sell, convey, develop, mortgage, hypothecate, or otherwise acquire or dispose of real and personal property necessary or proper in order to carry out the purposes of this Association; to enter into any lawful contracts and to incur obligations essential to the transaction of its business; to receive gifts, legacies, and devises; to appoint subordinate agents as the business of the Association may require; to authorize the organization of subordinate chapters composed of members of this organization; and to do any and all things necessary to accomplish the purposes for which this organization is formed.
- E. TO AID:** To contribute to worthy causes.
- F. TO INFORM:** To improve Alaska's justice system, including review of current and proposed legislation pertaining to matters of public safety.

ARTICLE III MEMBERSHIP

SECTION 1. NONLIABILITY OF MEMBERS: No member, by virtue of that status, shall be liable for the debts, liabilities or obligations of the Association.

SECTION 2. CLASSES: Membership classes in this Association shall be Active, Associate, and Life.

SECTION 3. ELIGIBILITY: Any person engaged in the peace officer profession within the State of Alaska, including peace officers as defined by Alaska law. Membership will not be extended to those whose service is in conflict with the needs and interests of law enforcement officers. Eligibility shall be determined by the State Executive Board.

SECTION 4. QUALIFICATIONS FOR ACTIVE MEMBERS: Any person meeting the eligibility requirements contained in these bylaws, upon approval of the Business Manager and/or local chapter, and upon payment of dues, will be deemed an Active member in good standing of this organization so long as the dues are certified as being current by the Business Manager. Evidence of such membership shall be a current membership card.

SECTION 5. QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP: Any person associated with the peace officer profession upon application, recommendation by an Active member, payment of dues, and with express approval of the chapter each year of membership, may become an Associate member. Associate members may not hold office at the state level or vote at that level. Associate members may vote on chapter business and hold office in their chapters, exclusive of chapter president or chapter vice-president, if permitted by chapter bylaws. Membership at the Associate level does not include death benefits.

SECTION 6. QUALIFICATIONS FOR LIFE MEMBERSHIP: Any Active or Associate member in good standing, who shall have served this organization with honor and distinction, may be elected to a Life membership by a vote of the State Executive Board of the Association. Any Active member in good standing can nominate any other member in good standing for Life membership. An Active member who is elected to a Life membership retains all the rights and privileges of Active membership. An Associate member elected to Life membership retains all the rights and privileges of Associate membership. Election to Life membership exempts the member from payment of Association dues.

SECTION 7. CONTINUING MEMBERSHIP: Any person who is an Active member in good standing of this Association shall, upon retirement under honorable conditions from active and official duties, continue to be an Active member by paying yearly dues.

SECTION 8. ELIGIBILITY AUTHORITY AND TERMINATION: The State Executive Board shall have ultimate authority over membership eligibility. The State Executive Board may terminate any member for cause.

ARTICLE IV STATE EXECUTIVE BOARD

SECTION 1. GENERAL POWERS: The affairs of the Association shall be managed by its board of trustees called the State Executive Board.

SECTION 2. MANNER OF ACTING: The act of a majority of the State Executive Board, voting at a State Executive Board meeting at which a quorum is present, shall be the act of the State Executive Board, unless the act of a greater number is required by law or by these bylaws.

SECTION 3. STATE EXECUTIVE BOARD MEMBERS: Members of this Association's State Executive Board shall be the President, Vice-President, Immediate Past President, Secretary-Treasurer and the President of each local chapter in good standing.

SECTION 4. STATE EXECUTIVE BOARD TERMS OF OFFICE: The terms of office of the President, Vice-President, Secretary-Treasurer, and Immediate Past President shall commence when they are sworn in at the Annual Meeting and will terminate when their replacements are sworn in. The local chapter President's term of office shall be in accordance with the local chapter's bylaws.

SECTION 5. STANDARD OF CARE: Each member of the State Executive Board shall perform all duties in good faith and in the best interests of the Association. A Board member shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

SECTION 6. APPEALS: All actions taken by the State Executive Board may be appealed to the membership at a general membership meeting.

SECTION 7. OATH OF OFFICE: The following Oath of Office shall be administered to new State Executive Board members, including the President, Vice-President, Secretary-Treasurer, and Immediate Past President:

"DO YOU SOLEMNLY SWEAR (OR AFFIRM) THAT YOU WILL SUPPORT THE ALASKA PEACE OFFICERS ASSOCIATION AND BE BOUND BY THE BYLAWS; THAT YOU WILL FAITHFULLY PERFORM THE DUTIES AND FULFILL THE TRUST OF THE OFFICE TO WHICH YOU HAVE BEEN ELECTED TO THE BEST OF YOUR ABILITY, SO HELP YOU GOD?"

ARTICLE V OFFICERS

SECTION 1. ELECTION: The President, Vice-President and Secretary-Treasurer shall be elected by a vote of the Active members of the Association by secret ballot from a slate of candidates prepared by the Nominating Committee. The position of President will have a slate of candidates in which the person receiving the highest number of votes shall be elected President, and the person receiving the second highest number of votes shall be Vice-President. The position of Secretary-Treasurer will have a separate slate of candidates in which the person receiving the highest number of votes shall be elected.

SECTION 2. DUTIES OF PRESIDENT: The President shall preside at all meetings of members and of the State Executive Board, shall have and exercise general charge and supervision of the affairs of the Association, and perform such other duties as may be assigned by the State Executive Board. In the event of a vacancy on the State Executive Board, the Vice-President, Immediate Past President, or any committee, the President shall appoint an Active member in good standing to fill the standing vacancy. It shall further be the duty of the President to make an annual report of Association activities at the Annual Meeting and be an *ex-officio* member of all committees.

SECTION 3. DUTIES OF VICE-PRESIDENT: At the request of the President, or in the event of absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President and shall have such other powers as the State Executive Board may determine.

SECTION 4. DUTIES OF SECRETARY-TREASURER: The Secretary-Treasurer shall work in tandem with the Business Manager to record votes, and keep minutes of all meetings and proceedings of both the State Executive Board and the members. In addition, the Secretary-Treasurer shall assure notice of meetings of the State Executive Board and of the members is published; and will perform other duties as required by the State Executive Board. The Secretary-Treasurer shall be responsible for collaborating with the Business Manager in preparing an annual budget, monitoring expenses, overseeing financial reporting, and administering the Association's financial policies and procedures.

ARTICLE VI MEETINGS

SECTION 1. MEETINGS OF MEMBERS: Meetings of members will be held at such places and times as may be designated by the State Executive Board.

- A. **ANNUAL MEETING:** The Association will hold a general membership meeting during May or June of each year for the purpose of electing the State Executive Board, and reporting to the membership on its activities during the preceding fiscal year.
- B. **SPECIAL MEETINGS:** Special meetings may be called by the President, the State Executive Board, or not less than one-half of the members entitled to vote.

- C. **NOTICE:** Notice of the time and place of any meeting of the Association shall be given to the membership by publication of an appropriate notice at least thirty (30) calendar days preceding the date of the meeting. In the case of a special meeting, the notice must specify the purposes for which the meeting is being called.
- D. **QUORUM:** A quorum sufficient for the transaction of Association business at any meeting shall be not less than two (2) members of the State Executive Board and a minimum of twenty-five (25) Active members in good standing.
- E. **VOTING:** Every Active member in good standing, upon proper identification, shall be entitled to vote at any general membership meeting. Proxy voting will not be allowed.
- F. **CLOSED SESSION:** At any time during a meeting of the Association, the President shall have the authority to call for an executive session for a single stated purpose. These executive sessions will be closed to all except those that are Active or Life members.

SECTION 2. MEETINGS OF THE STATE EXECUTIVE BOARD: The State Executive Board shall hold regular meetings at the time, place, and on a day fixed by the Board, except that the State Executive Board shall not hold less than four (4) regular meetings in any one calendar year. Additional meetings may be called at the request of the President or a majority of the Board.

- A. **ANNUAL MEETING OF THE STATE EXECUTIVE BOARD:** The State Executive Board shall meet on a day preceding the Annual Meeting described in Section 1.A of this article.
- B. **BOARD ACTION WITHOUT A MEETING:** Any action that could be taken at a meeting of the State Executive Board may be taken without a meeting when authorized in writing by a majority of the Board members.
- C. **ELECTRONIC PARTICIPATION:** Members of the State Executive Board or any committee designated by the State Executive Board may participate in a meeting of the State Executive Board or committee by means of a teleconference, video conferencing, email, or other electronic methods of communications by which means all persons participating in the meeting can communicate with each other at the same time and participation by such means shall constitute presence in person at a meeting.

- D. QUORUM OF THE STATE EXECUTIVE BOARD:** Four (4) members of the Association's State Executive Board shall constitute a quorum.
- E. SPECIAL MEETINGS OF THE STATE EXECUTIVE BOARD:** Special meetings of the State Executive Board may be called by the President at any time. Notice thereof must be delivered to each Board member at least one (1) day prior to the meeting. The President also shall call a special meeting of the State Executive Board when requested to do so by at least three (3) Board members and notice thereof shall be given as heretofore provided.
- F. ATTENDANCE OF STATE EXECUTIVE BOARD MEETINGS:** Members in good standing in the Association shall have the right to attend any and all meetings of the State Executive Board at their own expense and may address the Board on any matters under discussion, but shall have no voting rights.
- G. EXECUTIVE SESSION:** At any time after a meeting of the State Executive Board has been convened, any Board member may make a request for an executive session for a single purpose only. Only Board members shall be in attendance during any executive session.
- H. PROXIES:** There shall be no proxy voting.

ARTICLE VII RULES AND CONDUCT AT MEETINGS

SECTION 1. DUTIES OF THE SERGEANT AT ARMS: A Sergeant at Arms shall be appointed by the President for any general membership meeting. The duties of the Sergeant at Arms shall be those prescribed in Robert's Rules of Order Newly Revised and/or prescribed by the President.

SECTION 2. CONDUCT: The conduct of meetings and conventions of the Association shall be in accordance with Robert's Rules of Order Newly Revised, except as may be otherwise specified in these bylaws.

SECTION 3. ADOPTION OF RITUALS: Rituals for the conduct for the opening and closing of meetings and installation ceremonies for officers may be adopted at the general membership meeting by a simple majority vote.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES: The State Executive Board or the President may designate and appoint such committees and *ad hoc* groups as may be necessary to carry out the purpose of the Association. Any such committees shall report to the State Executive Board. Members of such committees shall be persons from the membership of the Association and appointed by the State Executive Board or the President. One member of each committee shall be appointed chairman by the President when the committee membership is established.

SECTION 2. EXECUTIVE COMMITTEE: The State Executive Board may designate three (3) or more of its members to constitute an Executive Committee. To the extent determined by the Board, the Executive Committee has the authority of the Board in the management of the business of the organization. The Executive Committee shall act only in the interval between meetings of the Board and at all times shall be subject to the control and direction of the State Executive Board.

SECTION 3. NOMINATING COMMITTEE: Three (3) members, including the Chair, shall be appointed by the President to serve as the Nominating Committee. The committee shall present a slate of nominees to the State Executive Board at least sixty (60) months prior to the Annual Meeting.

SECTION 4. MEMBER OF THE YEAR COMMITTEE: Three (3) members, including the Chair, shall be appointed by the President to serve as the Member of the Year Committee. The committee will solicit nominees for Member of the Year and make a selection for recognition at the Annual Meeting.

SECTION 5. LEGISLATIVE COMMITTEE: Three (3) or more members, including the Chair, shall be appointed by the President to serve as the Legislative Committee. The committee shall review legislation of interest to the Association. To the extent determined by the Board, the Legislative Committee will determine whether the Association will support, oppose, or take no action on reviewed legislation.

- A. The Association will in no instance take a position on labor issues.
- B. The Association will in no instance support or oppose a political candidate or appointment.

- C. No chapter may take a position on a statewide issue. Individual chapters taking positions on local issues must clarify that the position is that of the individual chapter and not the State Association.

**ARTICLE IX
FEES, DUES, AND ASSESSMENTS**

SECTION 1. DUES: Members of this Association shall pay annual dues and assessments as may be periodically determined by the State Executive Board and duly ratified by a majority vote of those voting at the Annual Meeting, or by written ballot of the entire membership. Dues shall be payable on the first day of each year. The amount of dues so fixed shall be uniform within each class of membership. The State Executive Board shall also have the authority to assess multi-year dues at a reduced rate.

SECTION 2. PAYMENT FROM CHAPTERS: If received by the chapter, that it shall submit the Association dues and assessments to the Business Manager immediately upon acceptance of a member into the chapter.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP: Any member of any class shall be in default when a period of ninety (90) days elapses from the date on which dues became payable and they have not been received. In such an event, membership may be terminated by the State Executive Board. Any member that is not current loses voting privileges until payment is received by the Business Manager.

SECTION 4. PUBLICATIONS: By payment of annual dues, a member becomes a subscriber to the Association newsletter.

**ARTICLE X
FINANCE AND ADMINISTRATION**

SECTION 1. MONIES: The monies of the Association shall be deposited in such bank or banks as the State Executive Board shall designate, and shall be drawn only by checks signed by persons designated by resolution of the State Executive Board.

SECTION 2. FISCAL YEAR: The fiscal year of the Association shall be May 1 through April 30 of each year.

SECTION 3. STAFF: The nature, number, and qualifications of the staff required by the Association to conduct its business according to these bylaws and its Articles of Incorporation shall be reviewed by the State Executive Board to ensure they meet the needs of the Association. Any agreements with the staff shall set forth in reasonable detail the nature of the services to be performed, the cost basis for such services and the payment to be made by the Association. At a minimum, the staff will include a Business Manager who will provide necessary support for Association meetings, keep necessary accounting records, and maintain all other records in connection with Association business. The books and records of the Association shall be kept at its office located in Anchorage, Alaska.

SECTION 4. SURRENDER OF RECORDS: Upon a majority vote of the State Executive Board, the staff must surrender to the President or the Board's designee all books and records, in whatever form maintained, as well as all documents and monies of the Association.

SECTION 5. AUDIT:

- A. **REVIEW:** The financial records of the Association shall be reviewed by the Secretary-Treasurer of the State Executive Board monthly and at the close of the fiscal year prior to the Annual Meeting, or upon order of the President or the State Executive Board, and the result of any examination shall be made known to the membership.
- B. **REPORT:** An annual financial report shall be prepared by the staff, certified by the State Executive Board, and presented to the membership at the Annual Meeting.

SECTION 6. EXTRAORDINARY EXPENSES: The State Executive Board is empowered to vote to increase operating funds managed by Association Staff by an appropriate amount to cover extraordinary expenses.

**ARTICLE XI
CHAPTERS**

SECTION 1. FORMATION: No chapter shall be formed except upon written application for its formation. The State Executive Board may authorize the formation of chapters of this Association by at least ten (10) members in good standing with the Association, residing within a common geographic area of Alaska.

SECTION 2. RIGHT OF CHARTER: Chapters so formed shall be affiliated with and subordinate to this Association and shall operate by right of the Charter granted by the State Executive Board.

SECTION 3. GOVERNANCE BYLAWS: Chapters so formed shall be governed by a set of bylaws, not in conflict with the bylaws of the Association, which must be approved by the State Executive Board.

SECTION 4. PROCEDURE: At least ten (10) eligible members desiring to establish a chapter of this Association may make written application to the Business Manager. Upon granting of such Charter, the Business Manager shall notify the applicants that a charter has been issued, and shall advise them of the proper procedures for the establishment of a new chapter as determined by the Association's State Executive Board. No chapter shall have less than ten (10) members in good standing at any time.

SECTION 5. CHAPTER REPORTS: Chapters shall have the responsibility for submitting all reports and forms in a timely manner, as required by the Association. Failure to do so will place the chapter in delinquent status.

SECTION 6. REMOVAL OR SUSPENSION OF CHARTER: Any chapter found to be out of compliance with these bylaws may be suspended or its Charter may be revoked by the State Executive Board. The chapter shall have the right to appeal such action at a general membership meeting. No chapter that is suspended or has had its Charter revoked may use the Association's name, seal, or insignia in any manner. Any chapter in suspension for a period exceeding twelve (12) months may be dissolved by the State Executive Board.

SECTION 7. DISPOSITION OF CHAPTER FUNDS: Upon suspension of any chapter for any reason, funds held by it must be forwarded to the Business Manager, to be held in trust in an interest bearing account, until suspension is revoked or a new chapter is organized in the same area. Upon the dissolution or other termination of a chapter, no part of the chapter property or any proceeds thereof shall be distributed or inure to the benefit of any of the individual members of the chapter. All such property and proceeds shall, subject to the discharge of valid obligations and to applicable provisions of law, be distributed as directed by the State Executive Board to any nonprofit organizations.

**ARTICLE XII
BENEFITS**

SECTION 1. DEATH BENEFIT: In the event of the death of an Active member, the State Executive Board shall make the decision as to whether the cause of death was the result of the member's law enforcement duties and was in the line of duty. The decision of the State Executive Board shall be final. If the decision is that the death is a line-of-duty death, a death benefit, in an amount pre-determined annually by the Board, shall be paid immediately.

**ARTICLE XIII
OFFICIAL INSIGNIA AND SEAL**

SECTION 1. CORPORATE SEAL: The Association will provide for a corporate seal which shall have inscribed thereon the name of the Association, the year and the state of incorporation of the Association and the words "corporate seal." The corporate seal, an impression of which is stamped in the margin of these bylaws, shall be the official seal of the Association and shall be affixed to such documents as required by law or otherwise deemed appropriate.

SECTION 2. OFFICIAL INSIGNIA: The State Executive Board shall adopt a suitable design that shall be used for buttons, emblems, decals, or other items. The emblem shall be used on membership cards, letterheads, and other items issued by and in the name of this Association. The official Association insignia shall be copyrighted.

**ARTICLE XIV
AMENDMENTS TO BYLAWS**

SECTION 1. PROCEDURE: A minimum of three (3) members in good standing shall be required to propose any amendments to the bylaws, and must file a true and accurate copy of the proposed amendments with the Business Manager no later than thirty (30) calendar days prior to the opening date of the next Annual Meeting.

SECTION 2. NOTIFICATION TO STATE EXECUTIVE BOARD: The Business Manager, upon receipt of any proposed amendments, shall immediately notify all members of the State Executive Board in writing. Upon notification of the proposed amendments, the State Executive Board may approve them for action at the Annual Meeting.

SECTION 3. ADOPTION: Upon at least thirty (30) calendar days written notice, these bylaws may be altered, amended or repealed. New bylaws may be adopted by a majority of Active members by secret ballot, the results of which will be ratified at the Annual Meeting. Any such amendments shall be in full force and effect immediately upon ratification.

ARTICLE XV SEVERABILITY

Should any individual provision, paragraph, subparagraph, phrase, or word of these bylaws be found by any court having applicable jurisdiction within the State of Alaska to be illegal, only that portion so adjudicated by the court shall be affected. The remaining portions of these bylaws shall remain in full force and effect.

ARTICLE XVI DOUGLAS E. JONES MEMORIAL FUND

SECTION 1. ORIGIN: The Douglas E. Jones Memorial Fund (hereafter “DEJMF”) was established in 2004 through the efforts of Douglas’s widow, Donna C. Willard-Jones. The State Executive Board established a training fund for the memorial payments, and the funds are to be used at the annual Crime Conference until depleted. The DEJMF will continue as long as contributions designated for the fund are received by the Association.

SECTION 2. PROCEDURES: The following procedures are established to manage the DEJMF, continue it in the spirit in which it was intended, and to honor Douglas’s memory.

- A. **TRAINING FUNDS:** A portion of the DEJMF will be forwarded to the chapter hosting the Crime Conference and is to be used to fund, in whole or in part, a training event held during the Conference. The State Executive Board will determine the amount to be forwarded to the host chapter.
- B. **SIGNAGE:** The host chapter will display designated signage at the site of the training event(s) funded, in whole or in part, by the DEJMF.
- C. **ACKNOWLEDGEMENT:** Written acknowledgement of the DEJMF contribution to the training is to be included in the Crime Conference materials.

D. CONTRIBUTIONS: The Association will accept contributions to the DEJMF and will place those monies in an account designated as the Douglas E. Jones Memorial Fund.

These revised bylaws were approved at the Association's Annual Meeting on the XXth day of May, 2010.

Attest:

President

(seal)

Secretary-Treasurer