

**HISPANIC POLICE OFFICERS ASSOCIATION  
OF DADE COUNTY, INC.**

Approved by:

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

**HISPANIC POLICE OFFICERS ASSOCIATION  
OF DADE COUNTY, INC.**

**BYLAWS**

THE PROVISIONS OF THIS DOCUMENT CONSTITUTE THE BYLAWS OF THE HISPANIC POLICE OFFICERS ASSOCIATION OF DADE COUNTY, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION. HEREINAFTER REFERRED TO AS "**HPOA**," WHICH BYLAWS, UNTIL CHANGED BY AMENDMENT HERETO, SHALL BE UTILIZED TO GOVERN THE MANAGEMENT AND OPERATION OF THE CORPORATION.

**ARTICLE I**  
**NAME**

The name of this organization shall be HISPANIC POLICE OFFICERS ASSOCIATION OF DADE COUNTY, INC. (hereinafter called "**HPOA**").

**ARTICLE II**  
**CORPORATE PURPOSE AND OBJECTIVES**

**Section 1.**      General Purposes: The general purposes for which the HPOA is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

**Section 2.**      Specific Purposes: The specific purposes of the organization are:

(a) To unify Police Officers at all levels. Specifically, those officers who share a Hispanic ancestry and those, who although not of Hispanic origins, believe in the advancement of local Hispanic issues;

(b) To conduct research in relevant areas of law enforcement;

(c) To establish linkages and liaisons with organizations of similar concern;

(d) To evaluate and recommend legislation relating to the criminal justice process;

(e) To establish effective means and strategies for dealing with discriminatory practices in the law enforcement community.

(f) To develop communication techniques for sensitizing police executives, police officers, institutions, and agencies in the criminal justice system to the problems in the Hispanic community.

(g) To develop mechanisms that will facilitate the exchange of information among HPOA members;

(h) To be the official spokesperson for the members of this Association.

**ARTICLE III**  
**QUALIFICATIONS FOR MEMBERS AND**  
**THE MANNER OF THEIR ADMISSION**

**Section 1.**      General Membership Eligibility: Anyone, as set forth in Section 2, infra (Specific Membership Eligibility), who supports the objectives of the HPOA and commits his/her efforts to further the work and purposes of the HPOA, is of legal majority, follows the regulations outlined by the Articles of Incorporation and Bylaws of the Corporation, and actively participates in service to the Hispanic community.

**Section 2.**      Specific Membership Eligibility: All persons actively employed in or retired from any of the professional positions within the Metro Dade Police Department and who demonstrate their dedication to the objectives of the Hispanic Police Officers Association are eligible to become Members of this Association.

**Section 3.**      Non-Discrimination: The HPOA shall not discriminate against any person on the basis of race, color, national or ethnic origin, sex, age, handicap, religion, or marital status.

**Section 4.**      Application for Membership: Any person wishing to become a member of the HPOA shall complete an application form and submit the same to the Executive Board for approval.

**Section 5.**      Dues: Each member must pay monthly dues in order to remain as a member in good standing and in order to be eligible to vote.

**Section 6.**      Voting Rights: Each member shall have and be entitled to one (1) vote, in person, for the election of Directors at the annual meeting, or for the determination of any matter which may be properly brought before the membership for action. Validation of votes shall be conducted by certified accountants together with a committee of members of the Association. The

committee shall consist of no more than five (5) members, and shall be selected by the membership.

**Section 7.**        Voting: No member who has failed to pay dues 30 days in advance of any election shall be eligible to vote.

**Section 8.**        Resignation of Members: Any member may resign by providing written notice of his/her resignation directly to the Executive Board. Any such resignation shall become effective immediately upon receipt of said written notice or at such later date as may be specified in the note.

**Section 9.**        Transfer of Membership: Membership in this Association shall not be transferrable or assignable.

**Section 10.**      Order of Business: The order of business for the monthly meeting shall be as follows:

- (a) Roll Call.
- (b) Reading of minutes of previous meeting.
- (c) Treasurer's report.
- (d) Reports of special committees.
- (e) Unfinished business.
- (f) New business.
- (g) Adjournment.

**Section 11.**      Parliamentary Authority: The rules contained in "ROBERTS RULES OF ORDER" shall govern the proceedings of this Association, except in such cases as are covered by the Constitution and Bylaws and Standing Rules adopted by this Association. The parliamentarian (Sergeant at Arms) shall advise on all questions of procedure, when so requested by the presiding officer.

**Section 12.**      Special Meetings: Special meetings of the members may be called by the Executive Board of HPOA.

**Section 13.**      Place of Meetings: Meetings of the members shall be held at the principal place of business of the HPOA.

**Section 14.**      Notice of Meetings: Written, printed, or oral notice stating the place, day, and hour of any regular and special meeting of the members, must be given to each member not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the President. Meetings will be conducted in the predominant language of the United States. Spanish discourse is encouraged among members. Notice must be given either personally, by telephone, telegram, cablegram, or first-class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the member at his or her address as it appears in the records of the HPOA, with postage therein prepaid.

**Section 15.**      Waiver of Notice: A written waiver of notice signed by any member, whether before or after any meeting, shall be equivalent to the giving of timely notice to said member. Attendance of a member at a meeting of the members shall constitute a waiver of notice of such meeting, and waiver of any and all objections to the place of the meeting, time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting for the expressed purpose, as stated at the beginning of the

meeting, or objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the members need be specified in any written waiver of notice.

**Section 16.**      Quorum: A quorum shall be a minimum of 5% of the membership eligible to vote. Only items which are previously published via the newsletter can be voted upon by the quorum. Exceptions shall be limited to emergency situations. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be binding upon the membership. Issues that affect the membership shall require no less than five (5) days nor more than thirty (30) days notice via the newsletter or other effective means of communication that can be confirmed.

**Section 17.**      Authority of Membership. The membership is the supreme and final authority of the HPOA. Any decision of the President or the Board may be overridden by petition which can be submitted by any member in good standing. The petition must be ratified by 66 % of the membership attending the monthly meeting.

**Section 18.**      Disciplinary Actions: The Board of Directors shall be allowed to terminate or suspend privileges based upon information available to it. The membership shall be informed of all issues, violations, and actions taken to correct such violations. Any individual against whom disciplinary action is sought to be taken shall be entitled, upon request, to a full evidentiary hearing wherein he/she may address the allegations to the Board of Directors.

## **ARTICLE IV** **OFFICERS AND AGENCY**

**Section 1.**        Registered Office and Registered Agent: The Registered Office of the HPOA shall be located in the State of Florida, and the Registered Agent shall have a business office identical with such Registered Office, which Office and Agent may be changed from time to time by the members of the HPOA upon filing of such notices as may be required by law.

**Section 2.**        Principal Office: The principal office and place of business of the HISPANIC POLICE OFFICERS ASSOCIATION OF DADE COUNTY, INC., shall be located at 7311 N.W. 12th Street, Suite 29, Miami, Florida 33126.

## **ARTICLE V** **CORPORATE POWERS**

**Section 1.**        In General: Except as limited by its Articles of Incorporation or these Bylaws, the HPOA shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

**Section 2.**        Specific Powers: Without limiting the generality of the powers specified in Subsection I above, the specific powers of the HPOA shall include:

(a) To acquire by purchase, lease, or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the operations of the HPOA;

(b) To lease all or a portion of such real or personal property to the HPOA or to any other entity engaged in activities beneficial to the operations of the HPOA;

(c) All proposed contracts, including the borrowing of funds, shall be discussed at regular membership meetings to provide attendees an opportunity to review the proposed actions. These discussions shall be recorded in the minutes. The final decision to take action shall be made after the issue is addressed with the membership. Areas of concern will be thoroughly examined and resolved at the meeting by the quorum present;

(d) To make charitable contributions. However, each contribution shall be funneled through the contribution committee and presented to the membership before any funds are expended;

(e) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

(f) To utilize its income in furtherance of the foregoing objectives.

## **ARTICLE VI** **DUES**

**Section 1.**        When Payable: Membership dues shall be paid through payroll deduction. Retired members shall pay monthly.

## **ARTICLE VII** **BOARD OF DIRECTORS AND ITS OFFICERS**

**Section 1.**        Membership of the Board of Directors: The Board of Directors shall consist of the Officers and a minimum of five (5) Directors. The immediate past president shall have no voice in current affairs. He/she shall be consulted with to clarify any issues that affect the current term. The role of

the immediate past president is only of reference. He/she reverts to regular membership after his/her term. The Officers of HPOA shall be as follows:

**PRESIDENT, FIRST VICE-PRESIDENT, SECOND VICE-PRESIDENT,  
SECRETARY, TREASURER, AND SERGEANT AT ARMS  
(PARLIAMENTARIAN)**

A Legal Adviser, a Financial Adviser, and a Historian shall be included in the Board of Directors as ex-officio members. The Board of Directors shall include at least five (5) individuals who can oversee the actions of the Executive Board. The following criteria shall be followed:

(a) Three (3) of the individuals shall be members who are elected for the position. They shall have a minimum of 10 years of HPOA membership.

(b) Two (2) individuals shall be former or retired members of the Metro Dade Police Department who left the Department in good standing. These individuals shall also be elected by the membership.

The "Executive Board" shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, and Sergeant at Arms elected by the membership. The Legal Adviser, Financial Adviser, and Historian shall be nominated by the President for approval by the Board of Directors. The approved nomination of the Legal Adviser, Financial Adviser, and Historian shall constitute the appointment of these officers as ex-officio members of the Board. The "Board of Directors" shall consist of and include the Executive Board and the Board of Directors elected by the membership. The Board of Directors shall continue to include the Executive Board.

**Section 2.**      Eligibility of the Executive Board: Any member in good standing with a minimum of six (6) months within the HPOA should be eligible to hold any office except president. A minimum of five (5) years membership shall be required for president. In addition, the candidate for president shall have attended at least six (6) meetings within the previous twelve (12) months.

**Section 3.**      Qualification of Directors: In electing directors, consideration shall be given to a candidate's:

- (a) Appreciation and support of HPOA purpose in the community;
- (b) Willingness to accept the duties and responsibilities of a director;
- (c) Experience and knowledge of the issues of concern and interests of the members;
- (d) Experience in organizational community activities;
- (e) Areas of interest and expertise; and
- (f) Satisfaction of any and all legal requirements.

**Section 4.**      Duties and Responsibilities of Directors:

- (a) President.

The President shall be the Chief Executive Officer of this Association. The President shall preside at all general membership meetings and at meetings of the Board of Directors and have the responsibility of general management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President will convene the Board to discuss issues of concern before they are

conveyed to other organizations or parties. If this is not feasible, the issues discussed and reason for circumventing the Board will be entered into the minutes of the regular membership meeting. All views expressed must be consistent with the opinions and goals of the HPOA.

The President shall execute any and all contracts that are authorized by the Executive Board and/or the general membership; shall be ex-officio member of all standing and special committees and may inquire into any affair or matter affecting or concerning the organization; shall have the power to call a special meeting of the Board of Directors whenever an emergency arises, or upon the petition of a majority of the Board of Directors prior, or with the approval of the Board of Directors.

(b) First Vice-President.

The First Vice-President shall assist the President in the performance of his duties and in the absence of the President he shall exercise the powers and duties of that office and shall perform such other duties as may be ordered by the President and the Board of Directors. Additionally, the First Vice-President shall coordinate all the social functions of the organization.

(c) Second Vice-President.

The Second Vice-President shall in the absence of the President and First Vice-President exercise the powers and duties of the President. In the absence of the First Vice-President he shall assume the duties and powers of that office.

The Vice-Presidents may be assigned portfolios consisting of committees, sub-committees, and/or projects by the President and shall be responsible for the functioning of the projects under their portfolio.

(d) Secretary.

The Secretary shall keep the minutes and records of the organization in appropriate books, and at all meetings give a report and minutes of the previous meeting. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization.

(e) Treasurer.

The Treasurer shall at all meetings give a financial report. It shall be his duty to file any certificates required by any Federal, State, or Local statute.

He shall be one of two officers required to sign the checks and drafts of the organization. The second signature shall follow the order of succession (President, First Vice-President, Second Vice-President, Secretary, or in last recourse the Sergeant at Arms).

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. No special fund may be set aside that shall make it necessary for the Treasurer to sign checks issued upon the organization.

He shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

(f) Sergeant at Arms.

The Sergeant at Arms will be an ex-officio member with voting privileges only in case of a tie.

Any Board member or officer of the Association may be removed from a meeting when sufficient cause exists. The Board of Directors may entertain charges against any officer or Board member. The Executive Board shall promulgate and publish all rules that are necessary for carrying out the purpose and goals of the Association. The Sergeant at Arms will ensure compliance of all such rules.

(g) The Executive Board.

The Executive Board shall have the authority to act on behalf of the Board of Directors for the purpose of making urgent or emergency decisions. Determination of urgent and emergency situations should be determined by a majority vote of the Executive Board, subject to review by the Board of Directors and membership.

(h) The Board of Directors.

In addition to those duties and powers, expressed or implied, set forth in these Bylaws, the Board of Directors shall be responsible for the execution, through the Officers and Directors, of the policies approved by the majority of the membership. It shall have general supervision of the affairs of HPOA between business meetings, fix the hour and place of business, make recommendations to the members and shall perform other duties which may be assigned to it by the majority of the members. The Board of Directors shall be subject to the orders of the majority of the members of the HPOA, and none of its acts shall conflict with action taken by the HPOA members.

**Section 5.**        Tenure of Directors: The Board of Directors and Executive Board shall serve for an initial term of two (2) years and an additional elected term of one (1) year, unless ascension occurs as a result of abdication, removal, departure, or death.

**Section 6.**        Opening(s) on the Board of Directors: Any vacancy(ies) occurring in the membership of the Board of Directors, including any vacancy(ies) created by reason of an increase in the Executive Board, shall be filled by a special election which shall be held within 60 days of the vacancy(ies).

**Section 7.**        Resignation of Directors: Any Director may resign by providing written notice of such resignation to the President of HPOA and the Board of Directors. Any such resignation shall become effective immediately upon receipt of said written notice or at such later date as may be specified in the notice.

**Section 8.**        Impeachment/Removal of Directors: The members may remove any Director(s) from the Board of Directors, with cause and at such time as they may determine, in their sole discretion. A majority of the members of the Board of Directors may vote to remove a Director from the Board, if such Director has three (3) or more consecutive and unexcused absences from any meeting of the Board of Directors, regardless of whether the meeting is regular, special, or annual.

Any effort to the proposed impeachment of a Director shall be discussed during a general membership meeting. Efforts to remove a Director from office will be accomplished through a general membership special election. The only exceptions will be criminal violations or other improper acts which have embarrassed the Department and the Association, at which time the Board of Directors will determine the level of sanctions, if any, that should be taken.

**Section 9.**      Annual Report of the Directors: The Directors shall prepare an annual report for the members of HPOA which reviews and discusses the accomplishments made and the projects undertaken by HPOA during the prior year. The annual report shall also include a plan and a budget proposal for the projects HPOA proposes to undertake in the subsequent year. The Board of Directors shall submit the annual report to the members at least thirty (30) days before the scheduled Annual Meeting of the members.

## **ARTICLE VIII** **DIRECTORS MEETINGS**

**Section 1.**      Regular Meetings: There shall be at least ten (10) regular meetings of the Board of Directors annually, which shall be held on such dates as may be designated either by the Board or the President. Scheduled meetings of the Board of Directors may be canceled or rescheduled by the President but in no event shall there be less than six (6) actual, regular meetings of the Board of Directors on an annual basis.

**Section 2.**      Board of Directors Meetings: At least two (2) of the Meetings of the Board of Directors referred to in Section 1, supra, shall be held during the month of March and July of each year for the purposes of:

(a)      **March**

The following topics shall be included:

- Review the accomplishments of goal/objectives for the previous fiscal year (January - December),
- Review of fiscal audit
- Other business matters

(b) **July**

- Proposed budget for the next fiscal year;
- Midyear review of accomplishments (January - June),
- Goals/objectives for the next fiscal year,
- Review annual audit,
- Other business matters

**Section 3.**      **Special Meetings:** The President or any other Director may call a Special Board meeting. Decisions that are made at these meetings must be attended by at least five (5) Directors for a quorum. Any decision made by the Directors attending such a Special Meeting shall require a vote of the majority of those in attendance. Any and all issues discussed and decisions made shall be made known to the membership at the next membership meeting. A 72-hour advance notice is required for any special meeting that is called.

**Section 4.**      **Place of Meetings:** Meetings of the Directors shall be held at the principal place of business of the Association or at such other place, as the Directors may from time to time designate.

**Section 5.**      **Notice of Meetings:** Written, printed, or oral notice stating the place, day, and hour of any regular and special meeting of the Directors, must be given to each Director not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the person or persons calling the meeting. Notice must be given either personally, by telephone, telegram, cablegram, or first-class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his address, as it appears in the records of HPOA with postage thereon prepaid. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose for, any meeting.

**Section 6.**        Waiver of Notice: A written waiver of notice signed by any Director, whether before or after any meeting, shall be equivalent to the giving of timely notice to said Director. Attendance of a Director at a meeting of the Directors shall constitute a waiver of notice of such meeting, and waiver of any and all objections to the place of the meeting, time of the meeting, or the manner in which it has been called or convened, except when a Director attends a meeting for the expressed purpose, as stated at the beginning of the meeting, or objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Directors need be specified in any written waiver of notice.

**Section 7.**        Adjourned Meeting: A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Directors to another time and place. Notice of any such adjourned meeting shall be given to all Directors, whether or not present at the time of adjournment. Such notice must comply with the provisions of Subsection 5 of this Article.

**Section 8.**        Quorum: Two-Thirds (2/3) of the number of Directors entitled to vote, as fixed by these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Directors, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws, or applicable law. Attendance shall be either in person or by telephonic, radio, or similar communication whereby the distant Director and those Directors present in person all hear and may speak to and be heard on the matters raised therein.

**Section 9.**        Voting: Each Director who is entitled to vote and who is present at any meeting of Directors, whether in person, by telephonic, radio, or similar communications shall be entitled to one (1) vote on each matter submitted to a vote of the Directors.

**Section 10.**      Proxies Prohibited: A Director may not vote by proxy.

**Section 11.**      Actions of Directors: Any action required or which may be taken by the Directors pursuant hereto shall be taken and considered the act of the Directors only if one (1) of the following applies:

(a)    Formal Action. The action is taken at a meeting of the Directors at which a quorum is present, whether in person, by telephonic, radio, or similar communication, and is taken pursuant to vote of the majority of the Directors so present, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or applicable law; or

(b)    Informal Action. The action is taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

**Section 12.**      Recordation of Actions: All actions of the Directors shall be recorded in the minutes; or in an action by written consent, if taken without a meeting, and such minutes or consents shall be available to any Director or member of the Association and available for review at each general membership meeting.

**Section 13.**      Procedure: The Directors may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

**Section 14.**      Conflict of Interest: All members of the Board of Directors are strictly prohibited from doing business with the Association. If any member of the Board of Directors has any interest whatsoever in an outside concern doing business with the Association, then that member shall make a full disclosure to the Association and refrain from voting on any matter or

transaction as it affects or involves that business with the Association. In the event that a member fails to make such a disclosure, then any business agreement entered between his/her outside interest and the Association shall be canceled and the member subject to disciplinary action by the Association.

## **ARTICLE IX** **COMMITTEES**

**Section 1.**        Standing Committees: The Executive Board shall establish the following Standing Committees, as may be necessary for the functioning of the HPOA:

(a)    Nominating Committee: The committee should consist of a least five (5) members. During the regular membership meeting, volunteers shall be sought to comprise the committee. If no members volunteer, each Board member shall select one (1) person to form the committee.

1.      Only regular members, present and voting, shall be entitled to make a nomination at the Election Meeting.

2.      The election of officers shall be held by secret ballot by a majority of the regular members, present, and voting at the Election Meeting.

**Section 2.**        Chairperson of Standing Committee: The Chairperson of each standing committee shall be chosen by a consensus of the Executive Board.

**Section 3.**        Matters of Concern to Membership: It is anticipated that all issues for Board approval shall first be approved by the appropriate committee(s). In those emergency situations where prudent management requires prompt action, the committee process can be temporarily waived with the consent to the Executive Board. The committee(s) will, however, review

any emergency action at their next regular meeting.

## **ARTICLE X** **COMMITTEE MEETINGS**

**Section 1.**        Meetings: Except as otherwise provided in these Bylaws, all standing committees shall meet at least three (3) times annually. Meetings of standing or other committees may be called at any time by:

- (a) The Chairperson of the committee;
- (b) Any three (3) committee members;
- (c) The Executive Board of HPOA.

**Section 2.**        Governance of Committee Meetings: All committee meetings shall be governed by the same rules of procedure that govern Directors Meetings and that are outlined in Article IX, Section 1 through 3 of these Bylaws.

## **ARTICLE XI** **OFFICERS**

**Section 1.**        Categories and Identification:

- (a) Officers of the Board. The Officers of HPOA shall be the officers of the Board.
- (b) Officers of HPOA. Shall be consistent with Article VII, Board of Directors and its Officers - Section 4, Duties and Responsibilities of Directors.

**Section 2.**      **Chain of Authority:** When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office as a result of death, resignation, removal, disqualification, or otherwise, (both such situations referred to hereafter as the "absence of the officer"), the duties of that office shall, unless otherwise provided for by the Members, be performed by the next officer set forth in the following sequences: The chain of authority shall be the President, the First Vice-President, the Second Vice-President, Secretary, Treasurer, and Sergeant at Arms. Members may authorize the delegation by any Officer of any such Officer's powers and duties to any agent or employee of HPOA, subject to the general supervision of such Officer.

The President shall be the official spokesperson for the organization, however, he/she can only provide statements, with the approval of the Executive Board that expresses the values, goals, and objectives of the HPOA. If the President is not available, the next descending position, such as the First Vice President can provide a statement, with the approval of the Executive Board. The President shall preside at all meetings of the organization. He/she shall be the Chief Executive Officer of HPOA; see that regular elections are duly called, noticed, and held; sign all contracts, deeds, mortgages, title bond contracts, and other written instruments in the name of and on behalf of HPOA,

as authorized by the majority of its members. The Executive Board shall appoint the chairpersons of committees and cooperate with them to effect regular functioning are duly called, noticed, and held.

The First Vice-President shall perform the duties of the President in his/her absence; shall serve as adviser to the President at all times; shall serve in such capacities as assigned by the President; shall share with the President the responsibility of serving as liaison in working with committee chairperson to effect regular functioning and reporting; shall become President for unexpired terms in case the President cannot fulfill his/her obligation due to

resignation, incapacity, or death.

**Section 3.**        **Officers of HPOA:**

(a) General Duties of the Officers. The business of HPOA, as managed and authorized by the Board of Directors and the Members, shall be carried out and conducted by the Officers of HPOA and all Officers shall perform such duties as are usually prescribed for the Offices held by them, and such duties as may be from time to time prescribed by the Board of Directors and the Members.

(b) Specific Duties of the Officers. The Officers of the HPOA shall have the following specific duties consistent and pursuant with Article VII, Section 4 (“Board of Directors and its Officers”):

1. President. The President shall preside at all meetings of the Board, perform the duties associated with the general and active management of the affairs of the Board of Directors, and perform any other duties assigned by the Directors or the members.

The President shall be the official spokesperson for the organization, however, he can only provide statements, with the approval of the Executive Board, that expresses the values, goals, and objectives of the HPOA. If the President is not available, the next descending position, such as the First Vice President can provide a statement, with the approval of the Executive Board. The President shall preside at all meetings of the organization. He/she shall be the Chief Executive Officer of HPOA; see that regular elections are duly called, noticed, and held; sign all contracts, deeds, mortgages, title bond contracts, and other written instruments in the name of and on behalf of HPOA, as authorized by the majority of its members. The Executive Board shall appoint the chairpersons of committees and cooperate

with them to effect regular functioning are duly called, noticed, and held.

2. First Vice President. The First Vice-President shall perform the duties of the President in his/her absence; shall serve as adviser to the President at all times; shall serve in such capacities as assigned by the President; shall share with the President the responsibility of serving as liaison in working with committee chairperson to effect regular functioning and reporting; shall become President for unexpired terms in case the President cannot fulfill his/her obligation due to resignation, incapacity, or death.

3. Second Vice-President. The Second Vice-President shall in the absence of the President and First Vice-President exercise the powers and duties of the President. In the absence of the First Vice-President he shall assume the duties and powers of that office.

The Vice-Presidents may be assigned portfolios consisting of committees, sub-committees, and/or projects by the President and shall be responsible for the functioning of the projects under their portfolio.

4. Recording Secretary. Subject to the direction of the Board, the Secretary of HPOA shall:

(i) Maintain a record of the meetings of the Directors and all committees in one or more books provided for that purpose;

(ii) Assure that all notices are given in accordance with the provisions of these Bylaws and as required by law;

(iii) Be custodian of the corporate record and the seal of HPOA;

(iv) Assure that the seal of HPOA is affixed to all documents, the execution of which on behalf of HPOA under its seal is

authorized in accordance with the provisions of these Bylaws;

(v) Perform other duties incident to the office of Secretary which may be more particularly prescribed in these Bylaws or assigned by the President; and

(vi) Shall be responsible for the Association's correspondence at the direction of the President; shall take and record accurate minutes of all Board of Directors meetings as well as the regular monthly membership meeting.

5. Treasurer. The Treasurer shall be the Chief Financial Officer of HPOA and, subject to the direction of the Board, the Treasurer shall:

(i) Have charge and custody of and be responsible for all funds and securities of HPOA;

(ii) Receive and give receipt for monies due and payable to HPOA;

(iii) Deposit all monies in the name of HPOA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(iv) Perform other duties incident to the office of Treasurer as may be more particularly prescribed in these Bylaws or assigned by the President.

**Section 4.**      Election and Appointment of Officers:

(a) Officers of the Executive Board. The Officers of the

Executive Board shall be the officers of HPOA.

(b) Officers of HPOA. The officers of HPOA shall be selected as follows:

(i) The President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Sergeant at Arms shall be elected by the Member(s) at its regularly scheduled Election Meeting.

(ii) In the event of a vacancy, two or more offices may be held by the same person until an election can be held, except the offices of President and Secretary of HPOA.

**Section 5.** Tenure of Officers: Each Officer shall serve for an initial term of two (2) years and an additional elected term of one (1) year, unless ascension occurs as a result of abdication, removal, departure, or death.

**Section 6.** Resignation of Officers: Any Officer may resign at any time by providing written notice of such resignation to the President, Secretary, and Board of Directors of HPOA, and such resignation shall become effective immediately upon receipt of said notice or at such later date as may be specified in the notice. Any such resignation shall be made known to the membership at the next membership meeting.

**Section 7.** Removal of Officers: The members may remove any Officer(s) with cause and at such time as they may determine, in their sole discretion. A majority of the members of the Board of Directors may vote to remove an Officer if such Officer has three (3) or more consecutive and unexcused absences from any meeting, regardless of whether the meeting is regular, special, or annual.

Any effort to the proposed removal of an Officer shall be

discussed during a general membership meeting. Efforts to remove an Officer from office will be accomplished through a general membership special

election. The only exceptions will be criminal violations or other improper acts which have embarrassed the Department and the Association, at which time the Board of Directors will determine the level of sanctions, if any, that should be taken against the member.

**Section 8.**        Bonds of Officers of HPOA: The Directors may secure the fidelity of any or all of the offices of HPOA by bond or otherwise, in such terms, and with surety or sureties, conditions, penalties, or securities as shall be required by the Directors.

## **ARTICLE XII** **CONTRACTS**

**Section 1.**        Authority to Execute: All contracts or other documents authorized by the Directors and in accordance with the approved policies and progress of HPOA to be executed in the name and on behalf of HPOA shall be signed by such officer or officers or agent of HPOA. The Executive Board shall review **all** contracts in consultation with the Association's attorney to determine if it is in the best interest of the membership and approve action by the majority. The President shall sign after the Executive Board approves. Decisions of the Executive Board shall be discussed at the next regular Association meeting to ensure that all members are informed as to the actions taken.

## **ARTICLE XIII** **FINANCIAL TRANSACTIONS**

**Section 1.**        Deposits: All funds of HPOA shall be promptly deposited to the credit of HPOA in one or more such banks, trust companies, or other

depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as may be prescribed by the Directors. There

are no special rules and regulations concerning such deposits. However, deposits shall be made no later than 72 hours after their receipt. Any rules and regulations that are established shall be published to the membership and the reasons for its adoption.

**Section 2.**        Withdrawals: All checks, drafts, or other orders for the payment of money, and all notes or other evidences of such indebtedness issued in the name of HPOA shall be signed by the Treasurer and President. The descending order should be used if the President is not available. Minimum of two (2) signatures shall be required.

**Section 3.**        Gifts: The Directors may accept on behalf of HPOA any contributions, gifts, bequests, or devise for and consistent with the general purposes, or for and consistent with any specific purpose of HPOA. However, in the event of such acceptance, the following procedures shall be followed:

- a) In order to account for each gift/donation given, the Directors shall submit:
  - (i) Letters prepared on behalf of the HPOA to the person or organization giving the gift/donation;
  - (ii) Ledgers accounting for all property shall be developed;
  - (iii) Each month, gifts/donations shall be published in the newsletter; and
  - (iv) Identify the source of the gifts/donations.
- b) The Treasurer shall be responsible for ensuring that these

procedure are followed.

**Section 4.**        Loans to Directors and Officers Prohibited: No loans will be given to any person with HPOA funds.

**Section 5.**        Records: The Treasurer shall keep correct and complete records of all of its financial transactions, which records shall be open for inspection at any reasonable time by any member, officer, or director.

## **ARTICLE XIV** **INDEMNIFICATION**

**Section 1.**        Officer/Director Indemnification: HPOA shall indemnify any Director or Officer or former Director or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, HPOA may, under comparable terms and limitations, indemnify employees and agents of HPOA with respect to activities in the scope of their services performed on behalf of HPOA.

(a)    Defense of Claims.        As a condition of a Director's or Officer's right to be indemnified hereunder, such Director or Officer shall grant HPOA the right to assume and control the defense and settlement of any claim made or threatened against such Director or Officer upon HPOA's written undertaking to hold such Director or Officer harmless from all costs and liabilities of such claims and the defense or settlement thereof, including any costs of final judgment. If HPOA does not so elect to assume the defense or settlement of any claim, it is nevertheless a condition of a Director's or Officer's right to claim the benefits of this indemnity that any counsel retain by such Director or Officer, in connection with the defense or settlement of such claims

(other than a claim by or in the right of HPOA), be counsel mutually agreeable to the Director or Officer and HPOA. HPOA shall give a Director or Officer written notice of any election under this section within a reasonable period after receipt of written notice of a claim against such Director or Officer.

(b) Limitation of Indemnity. Notwithstanding anything in this indemnity to the contrary, no Director or Officer shall be entitled to any indemnification pursuant thereto to the extent that (i) such Director or Officer is entitled to indemnity or payment under any policy or policies of insurance, or (ii) any action by HPOA in its right to procure a judgment in its favor, whether civil or criminal, is brought to impose a liability or penalty on any Officer or Director for an act alleged to have been committed by such Officer or Director in his official capacity or in such official capacity in any other corporation in which he served at the request of HPOA.

(c) Notice and Cooperation. As a condition of any Director's or Officer's right to be indemnified hereunder, such Director or Officer shall give written notice as soon as practicable of any such claims made or threatened against such Director or Officer in his capacity as a Director and/or Officer and such Director or Officer shall give HPOA such information and cooperation as HPOA may reasonably require.

(d) Subrogation. HPOA shall be subrogated to the extent of any payments made hereunder to all of the indemnified Director's or Officer's rights of recovery and the Director or Officer shall execute all papers required and shall do everything that may be necessary to secure such rights for HPOA.

(e) Termination Rights. This indemnity may be terminated by HPOA giving not less than sixty (60) days prior written notice of termination to all Directors and Officers, but any such termination shall not affect any person's right to indemnification in respect to any acts or omissions of such person occurring prior to such termination.

**ARTICLE XV**  
**DUALITY OF INTEREST**

Consistent with Article VIII, Section 14, Board members shall be barred from conducting business transactions with the Association if they own any interest of the concerned company. Board members shall also be barred from transacting with external business with whom they might be related by blood, marriage, or friendship.

**ARTICLE XVI**  
**DISCRIMINATION PROHIBITED**

**Section 1.**      Non-Discrimination: In administering its affairs, HPOA shall not discriminate against any person on the basis of race, color, national or ethnic origin, sex, age, handicap, religion, or marital status.

**ARTICLE XVII**  
**CONDUCT OF AFFAIRS**

(a) The business and affairs of HPOA shall be conducted in a manner consistent with the Articles and Bylaws and all applicable directives of the Board of Directors, the Officers, the Articles of Incorporation, and these Bylaws.

(b) Through the Petitioning Process, the Membership reserves the right to override decisions of the Board of Directors in all matters, including, but not limited to the following:

- (i) The right to appoint legal counsel;
- (ii) The right to appoint the outside auditor;
- (iii) The right of prior approval of the operating philosophy of HPOA and any proposed changes thereto;

(iv) The right to require prior express written approval of any lease, sale, or encumbrance of corporate property; and

(v) The right to require prior express written approval of any proposed merger or dissolution of the HPOA.

### **ARTICLE XVIII** **AFFILIATION WITH OTHER ORGANIZATIONS**

**Section 1.**      Authorization of Formation: The membership shall have input as to any proposed affiliation with any other organization where the Association uses its funds or name to join the group. Before such affiliation occurs, the following criteria shall be followed:

(a) The Board shall provide the membership with specific information regarding the proposed affiliation with any other group, specifically:

(i) History and purpose of organization;

(ii) The amount of funds expended for membership fees;

(iii) The extent to which the credibility of the Association's name will be used to further the objectives of the affiliated organization and commonality of goals; and

(iv) Clearly delineate the benefits to the HPOA.

(b) A general membership vote will be held to determine if the membership wants to join the organization and elect its membership through a "special election".

(c) No Association funds will be used to entertain or support the proposed organization unless it is previously approved by the general membership. The Executive Board can authorize the expenditure of \$150.00

for spontaneous activities that develop with little or no notice. The Executive Board shall prepare a detailed expenditure report each month, that shall be reviewed during the general membership meetings.

(d) Annual fees to sponsor or support other organizations shall be reviewed and considered by the Contribution Committee. The Committee's recommendations will be discussed and voted upon by the general membership.

## **ARTICLE XIX** **MISCELLANEOUS**

**Section 1.**        Fiscal Year: The Association's fiscal year shall be from ***January 1 - December 31***; however, the fiscal year of HPOA shall be the fiscal year as may be designated from time to time by the Directors. The current designated fiscal year for HPOA shall end on ***December 31st***.

The Board is responsible for the development of the Association's budget proposal year as well as its goal and objectives for each fiscal year.

**Section 2.**        Seal: HPOA shall adopt a seal capable of making a circular impression on bond paper, which impression shall contain within the circle the name of HPOA and the year of its establishment.

**Section 3.**        Vote by Presiding Officer: The person acting as presiding officer at a meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as a presiding officer.

**Section 4.**        Gender and Number: Whenever the context requires, the gender of all words used herein shall include the masculine and feminine and the number of all words shall include the singular and plural thereof.

**Section 5.**        Article and Other Headings: The articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning and interpretation of these Bylaws.

**Section 6.**        Audit: There shall be an audit conducted annually by a certified public accountant. Once the audit is complete, it shall be available for review for a two (2) month period at the regular HPOA meetings. Prior to the meetings, the newsletter will inform the membership that the audit results will be available at the scheduled meetings. The audit shall be conducted each January. The results will be sought to be available by March.

**Section 7.**        The First Vice-President shall coordinate all the social functions of the organization.

**Section 8.**        The Bylaws shall be a living document that is continually updated to meet the changing dynamics of the law enforcement profession. A bylaw's committee shall be established each year (October) to review the document to ensure that it continues to meet the needs of the membership.

**Section 9.**        The HPOA's attorney, accountant, and other professional services shall be selected by a majority vote of the Board, after review and recommendation of a selection committee. Before the final selection is made, the proposed selections will be discussed at the regular HPOA meeting in order to solicit input and inform the membership.

**Section 10.**       Each December the Executive Board shall prepare its yearly report outlining its accomplishments for the fiscal year.

**Section 11.** The minutes of the Board and the general membership meeting shall be available for review during the following month's meeting.

**Section 12.** The Association's funding balances and expenditures shall be available for review at each general membership meeting.

**Section 13.** All business/professional development trips funded through the HPOA shall be approved by the majority of the Board. Prior to final approval, the proposed trip shall be discussed during the next general membership meeting.

**Section 14.** Agenda items for upcoming meetings shall be published in the newsletter prior to the next meeting.

## **XX** **AMENDMENTS TO BYLAWS**

**Section 1.** Method of Amendment: These Bylaws may be changed, amended, rescinded, or annulled in whole or in part, and new Bylaws may be adopted by the Members at any regular or special meeting of the Members called for such purpose, provided that the Members receive at least thirty (30) days written notice of the meeting called for such purpose. All revisions shall be underlined with the revision date noted in parentheses [()]. This will provide the reader with a notation indicating a revision. The Secretary shall maintain a record of all revised bylaws. There shall be an indefinite retention period for this document.

## **ARTICLE XXI** **EFFECTIVE DATE**

These Bylaws shall be effective and shall replace all prior Bylaws of HPOA upon adoption thereof by the Members.

ADOPTED: \_\_\_\_\_ 19 \_\_\_\_\_.  
EFFECTIVE: \_\_\_\_\_ 19 \_\_\_\_\_.

**CERTIFICATION**

---

**President**

---

**Secretary**