

Arab-American Police Association

Constitution and By-laws

PREAMBLE

The Arab-American Police Association is a Professional Association of men and women whose purpose is to: Identify issues of concern to Arab-American Police officers; actively solicit ideas and work toward solutions to improve the work environment by providing training, information, educational opportunities and professional networking for its membership and the Arab-American community. Our organization is built on the foundation of fellowship and respect. It is our Goal to represent all Arab-American law enforcement personnel to reflect in all aspects of our organization.

ARTICLE I. NAME AND OBJECTIVE

Section 1. The Association shall henceforth be known as the Arab-American Police Association.

Section 2. The Association is committed to furthering professionalism in law enforcement by providing training, guidance, educational opportunities, sensitivity awareness to new and future officers, cultural awareness and professional networking for its membership and the Arab-American community.

ARTICLE II. TYPE OF ORGANIZATION

Section 1. The Association is organized solely for nonprofit purposes as set for the herein, and no part of the net earnings of the Association shall inure to the benefit of or distribute to its members, directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in these articles.

Section 2. The Association shall be devoted to activities that will ensure tax exempt status under Section 510 (c) of the Internal Revenue Code. The Association shall not exercise any power or engage in any activity which would prevent it from obtaining exemption from federal taxation as an association described in Section 510 (c) (4) of the Internal Revenue Code of 1954 as the same may be amended (or the corresponding provision of any future United States Internal Revenue Law) or cause it to lose its exempt status under such exemption.

ARTICLE III. PLACE OF BUSINESS

Section 1. The principal mailing address shall be located at

Section 2. All business meetings will be conducted from a predetermined location at a time set upon for same.

ARTICLE IV. MEMBERSHIP

Section 1. There shall be four (4) classifications of members of this Association. The four classifications of members are: 1) Active, 2) Associate/Student/Business, 3) Honorary, and 4) Retired.

the Association is affixed to all documents when required. The Secretary shall establish and maintain a mailing address in the form of a Post Office box for the Association. The Secretary shall be responsible for publication of all meetings, and shall maintain the following books and have them available at all meetings:

I. EXECUTIVE BOARD BOOK - This book shall contain the date of meetings, the names of those officers in attendance, any rule or regulation approved and the number of votes for and against the approved rule or regulation.

II. MINUTES OF AAPA BOOK - This book shall contain a copy of all approved minutes. The number of members in attendance shall be included in the minutes.

III. MEMBERSHIP BOOK - This book shall contain the names of all Active paid-up members of AAPA; all Associate/Student/Business paid-up members of AAPA; all Retired paid-up members of AAPA; and all Honorary members of AAPA.

IV. COMMITTEE BOOK - This book shall contain the date that a committee is established, the names of committee members, the purpose for the committee and a budget, if any.

Section 9. Duties of the Treasurer. The treasurer shall collect all dues of the Arab-American Police Association. He/she shall maintain charge control of all funds by depositing said funds in a depository designated by the Executive Board in the name of AAPA. He/she shall expend funds in the best interest of AAPA and then only under the direction of the Executive Board or as provided for in Article VI, Section 6. The Treasurer shall be responsible for the financial records of the Association and expenditures of funds in accordance with the budget and preparation of monthly financial reports to include a yearly published financial report to be presented to the executive Board of Directors and available for inspection by members. He/she shall participate in a yearly audit. All financial transactions shall be by draft and require two (2) signatures. Unless of an emergency nature, the Treasurer shall not enter into any expenditure of over \$100.00 without first obtaining a request and authorization voucher signed by the President and authorized by the Executive Board. The Treasurer should be bonded for a sum sufficient to protect the AAPA from loss. The Treasurer shall chair the Budget and Finance Committee.

Section 10. Duties of the Sergeant at Arms. The Sergeant at Arms shall be responsible for preserving order during the meetings. He/she shall have the power to call upon any member for assistance in maintaining such order. The Sergeant at Arms shall head any detail specifically created for preserving the order and for controlling and directing crowds, traffic and/or attendance. The Sergeant at Arms will conduct all ballot/voting procedures at Executive Board and Board of Directors meetings.

Section 11. Duties of the Past President. The Past President shall serve in an advisory and consultant capacity to the executive Board and Board of Directors.

Section 12. Duties of the Administrators. The Administrators shall assist other Executive members in any capacity needed.

Section 13. Removal. Any officer of this Association may be removed from office by the Board of Directors for gross misconduct or failure to perform the duties of their office for an unreasonable length of time without explanation. Written notice of alleged misconduct or negligence shall be given such officers and an opportunity afforded them to be heard in their own defense. Thereafter, a vote shall be held with two-thirds (2/3) majority of the Board of Directors being necessary for removal.

Charges Against Board Members: A Director can also be removed when there are written charges made against the Director specifying the reason why, in the best interest of the Association, the Director shall be removed. These charges shall be filed with the Secretary and a copy shall be served on the Director charged by mail. Charges shall be signed and can be made by only three members of the Association. A vote of two-thirds (2/3) majority present and voting shall be necessary to effect such removal.

Association. The Directors shall be seven (7) in number and shall consist of the President, Vice President, Secretary, Treasurer, Sergeant at Arms, and two (2) Administrators. The Board of Directors shall include the Executive Board of Directors and four (4) members at large, active and in good standing.

Section 2. Executive Officers. The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, Sergeant at Arms and two (2) Administrators. No one person may hold more than one office at any one time in the Association.

Section 3. Board of Directors. There shall be a Board of Directors of the Association numbering eleven (11) persons to be elected by the general membership to serve in an advisory capacity. Members of the Board not on the Executive Board, seven (7) members, shall serve a term of two years and may be reelected up to five terms.

Section 4. Election of Executive Board of Directors. All officers shall be elected by a majority vote, by ballot, cast by mail and received by the designated date, and shall hold office for two (2) years from election or until their respective successors are duly elected and qualified. Elections will take place in the latter portion of the year, with newly elected officers to assume their respective offices in the beginning of the year. No officer shall serve more than two (2) consecutive terms in the same office. After the 1997/98 elections, the elections for the offices of President, First Administrator, Treasurer and Sergeant at Arms will be held on even-year terms. The elections for the offices of Vice President and Second Administrator, and Secretary will be held on odd-year terms.

Section 5. Vacancies. Vacancies to any office or to the Board of Directors shall be filled for the unexpired term by a person nominated by the President and approved by the Board of Directors by a two-thirds (2/3) vote.

Section 6. Duties of the President. The President shall have the duties and powers as are usually exercised by such an officer, as long as they are not in conflict with these laws. He/she is the official spokesperson of the Association. He/she shall preside at all general meetings and Executive Board meetings of the AAPA. The President shall represent the AAPA in all business matters involving or of interest to the organization, but he/she will not engage in any contract, endorsement, permanent agreement or in any way commit AAPA without the approval of the Executive Board. The President is authorized to make decisions needing immediate action of financial expense only on matters involving the internal affairs of the AAPA and only within any guidelines which may be set by the Executive Board. The President shall approve all orders, directing the disbursement of funds as authorized by the Executive Board or a committee vested with a budget. He/she shall countersign all checks with the Treasurer and keep him/herself aware of the financial condition of AAPA activities and participate in Committees as an advisor. He/she shall cast a vote at Executive Board and General Membership meetings and only when there are equal amounts of votes for and against a seconded motion. The President shall derive further administrative power from the Executive Board.

Section 7. Duties of the Vice President. The Vice President of the Association shall act in the absence of the President and have such other powers and duties as may be assigned to him/her by the President or the Executive Board. The Vice President shall take control and be responsible for the maintenance and disposition of all AAPA property, quantity, usage and final disposition, if any, and shall make this report available to the membership on the first meeting of each fiscal year. The Vice President shall chair the Membership Committee.

Section 8. Duties of the Secretary. It shall be the duty of the Secretary to direct and handle the correspondence of AAPA. The Secretary shall keep a record of all meetings of the Association and present them for approval at the next scheduled meeting. The Secretary shall notify the members of their election to office, keep a roster of all members, their names, addresses, and telephone numbers, issue notices of all meetings of the Association and perform such duties as be assigned by the President. The Secretary shall be the custodian of all records and documents and of the seal of the Association, and shall see that the seal of

Section 2. Active Members. Any Arab-American sworn law enforcement officer and Probationary police officer who is employed by a law enforcement agency.

Section 3. Associate/Student/Business Members. Persons, organizations and corporations whose goals are philosophically compatible with the aims and supportive of the purposes of the Association, but who are otherwise ineligible for Active membership. Students currently enrolled in criminal justice curricula in colleges/universities shall also be eligible for this classification of membership. All applicants for Associate membership must be approved by the Board of Directors. Associate members shall not be entitled to hold office nor shall have voting privileges.

Section 4. Retired Members. Any retired or pensioned law enforcement officer formally employed by any law enforcement agency. All applicants for Retired membership must be approved by the Executive Board of Directors. Retired members shall have full voting privileges and can hold office on the Board of Directors with the exception of the positions of President and Vice President.

Section 5. Honorary Members. Those persons approved by the Board of Directors as having exemplified and practiced the principles or purposes as set forth in these By-laws. Retired members may qualify as Honorary Members. Honorary Members shall not be entitled to hold office nor shall have voting privileges. Honorary memberships shall expire one year from date of appointment.

Section 6. Application for Membership. All membership applications shall be submitted to the Secretary of the Association. The Secretary shall, in conjunction with the Membership Committee, screen all applications for membership and transmit such applications for approval and certification by the Board.

Section 7. Membership Standing. Members in good standing shall be those members other than Honorary members, who pay all dues and assessments and adhere to the goals and purposes of this organization. A member who is four (4) months in arrears in dues or who is in violation of the stated goals of these By-laws shall be considered to not be in good standing.

Section 8. Loss of Membership. Any member of this Association who knowingly and/or willingly disregards any of the requirements of these By-laws or who commits any act by word or deed which may be deemed by the Executive Board of Directors as detrimental to the Association, shall have their membership revoked upon a two-thirds (2/3) vote of the Board of Directors.

Section 9. Termination of Membership. Any member may terminate membership in the Association at any time by filing written notice to the Secretary of the Association. Such termination shall become effective as of the date of its receipt by the Secretary. Any dues paid will not be refunded.

ARTICLE V. DUES

Section 1. The Board of Directors may provide for dues and special assessments subject to the approval by a majority vote of the membership at a meeting of the members of the Association. Dues are payable by August 15 of each year. A membership card will be issued upon remittance of the yearly dues. Members who are two months or more in arrears will receive notice via US Mail for delinquent payment and an additional \$2.00 will be assessed; If payment is not received by _____, will be dropped from the membership rolls for nonpayment of dues and voting rights suspended.

Section 2. Dues for the classifications of membership shall be the following: Active - \$25.00; Associate/Student - \$20.00; Business - \$40.00; and Retired - \$15.00.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Executive Board of Directors. There shall be an Executive Board of Directors of the Association whose duty it is to exercise administrative and appellate jurisdiction over the affairs of the

ARTICLE VII. MEETINGS

Section 1. The Board of Directors shall meet at least semiannually, one meeting of which will be held at the Annual Meeting. These meetings are open to the general membership.

Section 2. Special meetings of the Board of Directors may be called at any time by the President or on petition of three (3) members of the Board.

Section 3. Notices of both regular and special meetings shall be sent to the Secretary to each member of the Board of Directors' home address, at least seven (7) days prior to such meetings.

Section 4. A quorum shall consist of 51% of the Board of Directors, and a majority vote of those present shall decide all matters.

Section 5. Any member of the Board of Directors who shall be absent from two (2) consecutive semiannual or Special meetings (within a one-year period) without adequate cause shall be regarded as thereby resigning from the Board and shall be so notified by the Secretary. Any member of the Board of Directors shall provide written notice to the President and (telephonic notice to another Board member to be in attendance) at least one day in advance notice of the day of the meeting as to the reason for nonattendance.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees. Any standing committee of the Association and its members will be volunteers who show a genuine interest and have the approval of the Executive Officers and the Board of Directors. The committees of the Association and their respective duties are as follows:

Section 2. Constitution and By-laws Committee. Shall be responsible for amendments, alterations, annulments or suspension of the Constitution and By-laws. They will review, report and recommend changes to the Board of Directors.

Section 3. Membership Committee. Shall continuously seek and recruit qualified candidates for membership in the Association and will serve as a liaison to the Secretary to ensure the accuracy of the Association membership records. The Committee shall review all requests for membership and will forward the same with comments to the Board of Directors. The Committee will further perform other functions as established by the Board of Directors.

Section 4. Budget and Finance Committee. This Committee shall include the Treasurer. It shall meet at least twice a year. It shall recommend to the Board of Directors a yearly budget. It shall review the financial position of the Association and it shall recommend to the Board of Directors its revisions as may be necessary. No expenditures in excess of one hundred dollars (\$100.00), not specified in the budget, shall be made without approval of the Executive Officers. It shall recommend to the Board of Directors the accounting methods to be used and the auditors to be employed. It shall be the duty of this Committee to advise in fundraising projects necessary for the advancement of the Association.

Section 5. Newsletter Committee. Shall be responsible for the collection of information and the timely publication of the community newspapers.

Section 6. Special Events Committee. This Committee is responsible for establishing and scheduling special events to promote Association activities and liaison with other law enforcement agencies. The Committee will further perform other functions as established by the Board of Directors.

Section 7. Resource/Research/Education Committee. This Committee is responsible for: 1. Liaison with other law enforcement agencies, 2. Development of educational/training programs, 3. Coordination of meeting locations.

Section 8. Other Committees. The Board of Directors may establish other committees as needed.

Section 9. Term of Committees. Each member of any committee shall serve until the next Annual Meeting, or until the committee is abolished, or such member shall be removed or resigns or such member shall cease to qualify as a member thereof.

Section 10. Report of Meetings. Notice of all committee meetings shall be given to its members by the Committee Chairman. Each committee shall keep regular minutes of its proceedings and shall report its activities to the Board of Directors.

ARTICLE IX. ELECTIONS

Section 1. All officers shall be elected for two-year terms by a majority written ballot vote of the members in good standing. Each member in good standing will cast his/her vote by mail to the designated address, and must be received by the designated date to a designated address.

Section 2. Ballots. All ballots will be mailed to each member in good standing at least fifteen (15) days prior to the annual meeting. Under no circumstances will duplicate ballots be issued.

Section 3. The winning candidate for each office will be determined by the individual receiving the most votes of those ballots cast. In the event of a tie, a run-off election will be held by those voting members in attendance at the next general membership meeting by written ballot. The new Board of Directors will be announced at the next meeting.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

ARTICLE XI. LEGAL COUNSEL

Section 1. Legal counsel shall be appointed by the President with the approval of the Board of Directors. All matters involving interpretation of State Law, local ordinance, federal statutes and tax questions shall be promptly referred to counsel for opinion and advice. Charter, By-laws and subsequent amendments shall be submitted to legal counsel for approval before adoption.

ARTICLE XII. ORDER OF BUSINESS

Section 1. The Constitution and By-laws shall govern this organization. Where the Constitution and By-laws are not specific, Robert's Rules of Order shall apply.

Section 2. Order of Business (in the following order):

- Call to Order
- Roll Call
- Invocation
- Reading of Previous Meeting's Minutes, Approval of Minutes Read
- Emergency Special Reports
- President's Report
- Vice President's Report
- Secretary's Report
- Treasurer's Report

Administrators' Reports
Sergeant at Arms' Report
Other Committee Reports
Old Business
New Business
General Membership Comments
Adjournment

ARTICLE XIII. DISCLAIMER

Section 1. The Arab-American Police Association, being a not-for-profit organization, accepts no liability for any acts, omissions or deletions in the course of its operations.

INDEMNIFICATION: Any person who has served or is serving as a member of the Board of Directors of the Association shall be indemnified by the Association against actual or necessary expenses incurred in connection with any claim, action, suit, or proceeding in which The Director may be involved by reason of being such a Director.

ARTICLE XIV. AMENDMENTS

Section 1. Amendments of Constitution and By-laws. All amendments, alterations, annulments or suspensions of the Constitution or By-laws shall be made by resolution of any member of good standing and must be submitted in writing to the Board of Directors.

Section 2. Notices. The Board of Directors must give thirty (30) days' notice in writing to all members that a proposed amendment, alteration, annulment or suspension will be put before the general membership at the annual meeting. Said notices must outline the section of the Constitution or By-laws to be amended and the proposed change(s).

Section 3. Voting. Any amendments, alterations, annulments or suspensions of the Constitution or By-laws of this Association shall require a simple majority vote of the membership of the Association present and voting at the annual meeting.

ARTICLE XV. LIQUIDATION

In the event of dissolution as final liquidation of the Association, the Executive Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as the executive Board shall determine. This shall occur upon a majority vote of members present at a special membership meeting called for the purpose of considering liquidation of the Association. The membership by a majority vote shall determine the manner in which the property and assets of the Association are to be distributed and such distribution shall be in accordance with the State of Illinois, a nonprofit corporation act and the Federal Internal Revenue Code. No dissolution may be made prior to a complete audit of all finances which will include any fixed assets owned by the Association. Further, all financial awards, until the debts have been completely paid, cannot be considered a part of the liquid assets belonging to the organization.