

BLACK POLICE ASSOCIATION DALLAS CHAPTER

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CONSTITUTION and BYLAWS

Revised APRIL 2005

BPA – DALLAS MISSION STATEMENT

“Bridging the gaps – both real and perceptual – between the African American community and the law enforcement establishment through mutual respect, trust, commitment and positive interaction”

TPOA-STATE Charter 1975 - NBPA Charter 1976 - NBPA Dallas Charter 1998 – BPA 2005

- National Black Police Association Southern Region Organization of the Year
1990, 2001, 2002, 2003, 2004, 2005
- National Black Police Association National Organization of the Year
1990, 2001, 2002, 2003
- NAACP Juanita Craft Organization of the Year – 1991
- Dallas Community Leadership Pinnacle Award for Organization of the Year – 2001

BLACK POLICE ASSOCIATION – DALLAS CHAPTER

CONSTITUTION

ARTICLE I THE ORGANIZATION

SECTION 1: NAME – This organization shall herein be named and referred to as the Black Police Association – Dallas Chapter (BPA).

SECTION 2: AFFIRMATION – The Black Police Association – Dallas Chapter (BPA) is a non-profit corporation. The organization is formed pursuant to the State of Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

SECTION 3: DURATION – The duration of the corporation is perpetual.

ARTICLE II PURPOSES and OBJECTIVES

SECTION 1: PURPOSE – The purpose for which the BPA-DALLAS is organized shall be to educate, promote, develop, and cultivate professional opportunities for Black peace officers and civilians seeking careers in the system of criminal justice. BPA-DALLAS will provide educational and charitable community service to the general community.

SECTION 2: OBJECTIVES –

- A. To define and promote optimum quality law enforcement services for citizens and more specifically black citizens in Dallas, Dallas County, Texas.
- B. To encourage existing law enforcement agencies and criminal justice institutions in providing quality police service and to assist in determining the impact of these services and how they reflect the needs of the Black community.
- C. To promote the recruitment, retention, and graduation of Black peace officers from various educational institutions.
- D. To develop the unification of Black peace officers for the purpose of ensuring equity in situations of employment (i.e. selection, hiring, assignments, tenure, promotions, and job satisfaction in general).
- E. To improve the quality and effectiveness of existing resources and programs designed to proportionately increase the representation of Black peace officers and criminal justice practitioners in Dallas, Dallas County, Texas.
- F. To develop innovative programs with the intent of decreasing the incidences of crime in the general community and more specifically in the Black community.
- G. To manifest our purpose and intentions through the development and sponsoring of educational and training conferences, symposiums, institutes, seminars, scholarships, grants, and community awards programs.
- H. To develop and maintain mutually sustaining relationships with other BPA chapters and philosophically compatible organizations.

ARTICLE III NON-PROFIT DECLARATION

SECTION 1. CONDUCT OF ORGANIZATION – No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate

in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office, notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or any amended corresponding provisions of the Internal Revenue Code) or (b) by an organization contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or any corresponding provisions of the Internal Revenue Code.)

SECTION 2. DISSOLUTION OF ORGANIZATION – Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as a exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or any amended corresponding provisions of the Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 3. SUBCHAPTERS/CHAPTERS – Chapters/Subchapters of the organization may be established, chartered, altered, or abolished in accordance with the policy of the Board of Directors. The management and financial operation of subchapters/chapters must be consistent with the nonprofit nature of the organization. The purposes and policies of each subchapter/chapter shall conform to and be consistent with the organization's purposes and policies. Notwithstanding the foregoing, each subchapter/chapter established pursuant to these Bylaws shall be deemed to be a separate legal entity and no responsibilities or liabilities of any subchapter/chapter shall be imputed to the association.

ARTICLE IV AUTHORITY

SECTION 1: LEGISLATIVE and GOVERNING AUTHORITY – The Board of Directors shall manage and direct the internal affairs of the corporation subject to the provisions of the bylaws and Articles of Incorporation of this corporation and either may be amended from time to time by the membership.

SECTION 2: AUTHORITY VESTED IN THE MEMBERSHIP – The ultimate authority of the Corporation is vested in the membership exercising its right to elect and recall of representatives to the Board of Directors, amending the bylaws and dissolving the Corporation.

BLACK POLICE ASSOCIATION – DALLAS CHAPTER

BYLAWS

ARTICLE I OFFICES

SECTION 1. PRINCIPAL OFFICES – The principal office of the Corporation in the State of Texas shall be located in the City of Dallas, Dallas County, Texas. The Corporation may have such offices, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. REGISTERED OFFICE and REGISTERED AGENT – The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II CORPORATE SEAL and REGISTERED TRADEMARK

SECTION 1. CORPORATE SEAL – A corporate seal shall be established, inscribed thereon shall be the name of the Corporation, the founding year, and the State of Incorporation.

SECTION 2. REGISTERED TRADEMARK – The Corporation’s registered trademark shall be established. Two officers, male and female, standing atop a pyramid mountain holding a balanced scales of justice, a dove flying in the golden sky, a burst of light in the background, a historic reference to the T.P.O.A. on top and ribbon across the emblem with the words Black Police Association.



SECTION 3. AUTHORITY USE – The Corporation maintains the sole and exclusive use of the corporate seal and trademark. The corporate seal and trademark will be used to designate ownership and proprietorship when stamped, engraved, screened, etched, blown-in, impressed, or otherwise produced on any item for the distribution, sale or re-sale. No person, corporation or otherwise other than the Board of Directors or by written consent of the Board of Directors may use or display the corporate seal or registered trademark of the corporation.

SECTION 4. UNLAWFUL USE or DISPLAY – Every person, whether in his/her individual capacity or as an officer, agent or receiver of the corporation, who shall willfully use or display the corporate seal and/or trademark as a

genuine label, trademark, design, device, imprint, or form of advertisement, or name of any such person, association, or union, incorporated or unincorporated, not being authorized by the Board of Directors of the Corporation to use or display the same, or shall assist, aid, countenance or knowingly permit the use of same, not being authorized to use same shall be subjected to membership termination and/or prosecution for infringements including pecuniary losses of the Corporation as statutory laws permit.

SECTION 5. HOLDER of CORPORATE SEAL and TRADEMARK – The corporate secretary shall be the holder of the corporate seal and trademark.

- A. The corporate secretary shall be authorized to affix the corporate seal and/or registered trademark to all corporate documents.
- B. The corporate secretary will maintain all records of all Board of Directors authorization in the use of the corporate seal and trademark in the Corporation's principal office(s).

ARTICLE III MEMBERSHIP

SECTION 1. CLASSES of MEMBERSHIP – The Corporation shall have six classes of membership (1) Regular; (2) Associate; (3) Student (4) Retired (5) Honorary; and (6) Corporate.

- A. Regular Member – All Regular Members of BPA-DALLAS must have a basic peace officers' or correctional officer's certification from the Texas Commission on Law Enforcement Officers' Standards and Education – TCLEOSE. A regular member is an active member in good standing from a TCLEOSE recognized law enforcement or criminal justice agency.
- B. Associate Member – Law enforcement or criminal justice agency non-sworn employees who are not certified peace officers and correctional officers of a recognized criminal justice agency.
- C. Student Member – college and/or high school students who have a desire to promote the goals and objectives of the association. These students will not hold a TCLEOSE certification.
- D. Retired Member – All Retired Members of BPA-DALLAS must have retired in good standing as a basic peace officer or correctional officer from a Texas Commission on Law Enforcement Officers' Standards and Education (TCLEOSE) recognized law enforcement or criminal justice agency.
- E. Honorary Member – Any individual nominated by a Regular Member in good standing who is philosophically compatible with the aims and is supportive of the purposes of BPA-DALLAS may be granted Honorary Membership on the unanimous vote of the Board of Directors.
- F. Corporate Member – Organizations or corporations nominated by a member in good standing that are philosophically compatible with the aims and is supportive of the purposes of BPA-DALLAS may be granted Corporate Membership on the unanimous vote of the Board of Directors.

SECTION 2. MEMBERSHIP APPLICATION – Those individuals eligible for Regular Membership must submit a BPA-DALLAS Membership Application Form and all required dues to the Chapter Secretary. A Regular Member – in good standing – must sponsor an Associate Member. The sponsoring of an Associate Member includes the submission of a BPA-DALLAS Membership Application Form, all required dues, and the majority vote of the Board of Directors for approval.

SECTION 3. MEMBERSHIP APPROVAL of FORMER MEMBERS. All membership applications must be approved by the President, Vice-Presidents, or Secretary of the Executive Board of Directors. Former BPA-DALLAS members who drop the association are subjected to board policy.

SECTION 4. MEMBERSHIP RIGHTS - The following chart indicated membership rights:

MEMBER CLASS	ENTERTAIN MOTION	VOTE	COMMITTEE APPOINTMENT	COMMITTEE CHAIR	HOLD OFFICE
REGULAR	X	X	X	X	X
ASSOCIATE	X	X	X	-	-
STUDENT	X	X	X	-	-
RETIRED	-	-	X	-	-
HONORARY	-	-	X	Co-Chair	-
CORPORATE	-	-	-	-	-

SECTION 5. MEMBER STANDING – A member in good standing will be those Regular and Associate Members who have paid all dues and assessments; whose membership have not been suspended or terminated; actively participated in the meetings of the membership; actively supported corporate and public activities of the corporation; and have consistently demonstrated support for corporate policies, programs, and related initiatives.

- A. Membership Dues and Assessments. The Board of Directors may establish membership dues, fees and assessments – from time to time – consistent with needs of the corporation and in accordance with fiduciary and membership responsibilities for ensuring the financial health and stability of the Corporation and its programs. However, the Board of Directors may, upon a majority vote, allow the General Membership to set, alter or establish membership dues, fees and assessments – from time to time – consistent with needs of the corporation and in accordance with fiduciary and membership responsibilities for ensuring the financial health and stability of the Corporation and its programs. A member in good standing is not in arrears in membership dues, fees or assessments nor has the member failed to submit any monies, receipts, property, or thing of value to the Corporation in a timely manner.
- B. Assessment shall include general assignment of members to assist in fundraising activities such as purchasing promotional items, contributing to dedicated funds; selling tickets making donations without expectation of remuneration.
- C. Membership Participation and Support – The Board of Directors shall be the final arbiter in determining a member’s good standing with regard to corporate participation and support for BPA-DALLAS corporate activities.
 - 1. Event. Includes the Annual Banquet, the Valentines Scholarship Dance, the Christmas Toy Drive and Fundraiser, and other events that will be designated by the President in a reasonable time frame.
 - 2. Exception. The minimum requirements for any member seeking elected or appointed office – in any year of the consecutive two years immediately prior to the scheduled election or appointment – shall be:

MEMBER CLASS	GENERAL MEETINGS	BOARD MEETINGS*	BPA EVENTS	NBPA CONFERENCES
CHAPTER PRESIDENT	2 Excused Absences	2 Excused Absences	ALL	REGIONAL and NATIONAL

VICE PRESIDENTS	2 Excused Absences	2 Excused Absences	ALL	REGIONAL and NATIONAL
NBPA DELEGATES	2 Excused Absences	2 Excused Absences	ALL	REGIONAL and NATIONAL
LESSER OFFICERS	2 Excused Absences	2 Excused Absences	ALL	REGIONAL and/or NATIONAL
STATION REPRESENTATIVES	2 Excused Absences	N/A	ALL	REGIONAL and/or NATIONAL
REGULAR MEMBERS	2 of 4	N/A	ALL	REGIONAL and/or NATIONAL
ASSOCIATE MEMBERS	2 of 4	N/A	ALL	REGIONAL and/or NATIONAL
HONORARY MEMBERS	N/A	N/A	N/A	N/A
RETIRED MEMBERS	N/A	N/A	N/A	N/A
CORPORATE MEMBERS	N/A	N/A	N/A	N/A
*Current Board Members Only				

SECTION 6. LOSS of MEMBERSHIP - Any member of BPA-DALLAS who has violated the stated objectives, laws, customs, or who willfully disregards any of the requirements of these bylaws; or who commits any act by word or deed which may be deemed by the Board of Directors as detrimental to the corporation shall have his or her – as the case may be – membership revoked upon vote of two-thirds of the Board of Directors present at any regular, general or special meeting.

- A. Arrears – Membership dues ninety (90) days in arrears will automatically result in loss of membership.
- B. De-certification – Loss of peace officer’s certification will result in loss of membership.
- C. Criminal Conviction – Conviction of a Class “B” misdemeanor or higher offence will result in suspension of membership and will result in loss of membership upon conviction and after all appeals have been exhausted.

ARTICLE IV MEETINGS of the MEMBERSHIP

SECTION 1. GENERAL MEETINGS – The General Meeting of the Membership shall occur at a minimum on a quarterly basis.

- A. The Chapter President may change the frequency of schedule, date, time and place of the General Meeting to ensure good membership turnout. The President or his designee is responsible for ensuring that the membership is notified of any changes in the General Meeting date, time and place. The President shall reserve the right to call a General Meeting at anytime.

SECTION 2. BOARD MEETINGS – The Chapter President will schedule monthly Board of Director’s meetings to set, publish, and distribute an agenda for the General Meeting.

- A. The Chapter President has the discretionary authority to call meetings of the Board of Directors at anytime to attend to the affairs of the corporation.
- B. The Chapter President shall schedule a Board Retreat during the last quarter of the fiscal year to approve the succeeding year budget and to orient Board members administrative and operational policies of the Corporation. A quorum shall consist of those members present.
- C. Each year the Board of Directors will formulate goals and objectives. The goals and objectives include but are not limited to the board functions of vision, structure, accountability and advocacy. At the conclusion of the year the board shall reflect on the degree to which the goals and objectives have been accomplished by conducting a board self-evaluation and engaging in board development activities where needed.
- D. At the conclusion of each year, the Board of Directors shall evaluate its own performance in terms of generally accepted principles of successful board operation. Those principles include, but are not limited to such areas of board operations as policy development, management, activities, education, and communication with members and the community.

SECTION 3. SPECIAL MEETINGS – Special Meetings of the Membership may be called when fifty percent – plus one (1) of the Membership or the Board of Directors signs a written request. The request should include the subject of the meeting and the identities of those members in good standing requesting the special meeting. The request must be hand-delivered to the Chapter Secretary. The Chapter Secretary will notify the Board of Directors upon certification of the required signatures. The Chapter Secretary shall publish the notice (date, time and place) of the meeting and its purpose. The Chapter President has the discretionary authority to call special meetings of the Board of Directors at anytime to attend to the affairs of the corporation.

ARTICLE V. OFFICERS of the ASSOCIATION

SECTION 1. BOARD OF DIRECTORS – The Board of Directors shall be vested with the legislative (policy making) and governing (enforcement) corporate powers of BPA-DALLAS. The final authority (election or recalling directors and dissolution of the Corporation) is vested in the General Membership.

SECTION 2. QUALIFICATIONS – A member of the Board of Directors must have been a member in good standing for a continuous period of two (2) years in order to become eligible for nomination and election.

SECTION 3. BOARD COMPOSITION – BPA-DALLAS Board of Directors shall be composed of the duly elected officers/directors. At no time shall the Board of Directors consist of less than eight (8) directors by election or appointment.

SECTION 4. EXECUTIVE OFFICERS – The Executive Officers of the Board of Directors will be the President, Vice Presidents, Fiscal Officer and the Secretary.

SECTION 5. MEMBERS of the BOARD – The elected officers of BPA-DALLAS Board of Directors shall be the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Fiscal Officer, Sergeant-at-Arms, and Parliamentarian. All other elected members of the board, including chapters/subchapters, shall be governed by the policies set forth by the Board of Directors.

SECTION 6. APPOINTED OFFICERS – The President may appoint such officers – from time to time – or pursuant to a delegation of power in accordance with the provisions thereof, such officers to have authority and to perform the duties prescribed, by the Board of Directors, Sergeant-at-Arms, Secretary or Treasurer. These appointments shall not be affected by any minimum requirements for appointed or elected positions providing the position is vacant upon appointment.

SECTION 7. QUORUM – A quorum of the Board of Director shall exist when twenty percent (20%) plus one (1) members of the Board of Directors are present at a regularly scheduled meeting or special meeting. In matters of extreme circumstance or emergency the President shall reserve the right to declare a quorum a total of three (3) board of directors.

SECTION 8. TERM of OFFICE – The term of office for all board members is two (2) years unless otherwise express.

SECTION 9. SUCCESSION of TERMS – A director may succeed himself or herself as many times as determined by the voting majority of the General Membership.

SECTION 10. ORDER of SUCCESSION – In the event the president is unable to complete his or her term of office, the order of succession shall go to the 1st, 2nd to the 3rd Vice Presidents. In the event the three (3) Vice Presidents are unable to succeed the president, the Chapter Secretary shall become the Deputy President Pro-Tem and call for a Special Election for the vacated offices. The Special Election will occur within sixty (60) days for the vacated offices. If no vice-president position is occupied the finally elected President shall reserve the right to appoint to such vacated positions.

SECTION 11. VOTING – Each member of the Board of Directors may cast one (1) vote. The majority of the votes cast will determine the acceptance or denial of an issue. Board members may not vote in absentia or by proxy providing that the correct absentia and proxy forms are completed, signed, and turned in before the start of any official proceeding.

A. Exception – As the presiding officer, the Board President shall only cast a vote in the event of tie vote.

SECTION 12. DUTIES and RESPONSIBILITIES of OFFICERS:

- A. PRESIDENT – Preside at all meetings of the Corporation and shall preserve order and decorum; be responsible for day to day operations; set policy and procedures; shall carefully supervise the affairs of the association and labor for its usefulness and efficiency; appoint chairpersons of all committees not otherwise provided for and fill all vacancies in office caused by death or resignation unless otherwise provided for in these bylaws; sign all documents of the association and shall be the official voice of the association; perform all other business by which custom appertains to the office of president; with the assistance of the Sergeant-at- Arms, the President shall enforce strict compliance with the Constitution and these Bylaws in conjunction with The Standard Code of Parliamentary Procedure to maintain orderly meetings; remain impartial on any motions introduced at meetings of the membership; and shall vote only to break a tie-vote. Shall be the alternate signature on all corporate financial accounts and be bonded in an amount determined by the Board of Directors at corporate expense.
- B. EXECUTIVE VICE PRESIDENT – In the absence of the President, fill that office and all prescribed duties accordingly, be counted to make a quorum of the Board, may introduce or vote on any motion at a meeting of the Board when not acting in the capacity of the President. He/she will chair a minimum of one committee assigned by the President.
- C. 2nd VICE PRESIDENT – In the absence of the President and the 1st Vice President, fill that office and all prescribed duties accordingly, be counted to make a quorum of the Board, may introduce or vote on any motion at a meeting of the Board when not acting in the capacity of the President. He/she will chair a minimum of one committee assigned by the President.
- D. 3rd VICE PRESIDENT – In the absence of the President, 1st Vice President, and 2nd Vice President fill that office and all prescribed duties accordingly, be counted to make a quorum of the Board, may introduce or vote on any motion at a meeting of the Board when not acting in the capacity of the President. He/she will chair a minimum of one committee assigned by the President.
- E. SECRETARY – Shall be the custodian for recording and maintaining all corporate minutes and resolutions in one or more books provided for that purpose. The Secretary shall serve, issue, and publish all meeting notices, membership lists, and official correspondence. Keep a record of the membership of this association and prepare all certificates of membership.
- F. FISCAL OFFICER – Shall receive all funds of the association accruing from membership dues, donations, gifts, bequests, contributions, and by any other means received; dispose, disburse, or invest funds of the association under the direction of the Board of Directors; account for all receipts, and disbursements; pay all bills as ordered by the Board of Directors on vouchers signed by his/her office and countersigned by the President; prepare a monthly financial report and furnish copies for the Board and the General Meeting of the membership; ensure that all checks, drafts, and notes of financial obligation are signed by his/her office and countersigned by the President. Shall be the primary signature on all corporate financial accounts and be

bonded in an amount determined by the Board of Directors at corporate expense. For any item requiring a countersignature shall be determined by board policy. In case of his/her absence, inability, refusal or neglect to do or perform the duties of his/her office, such duties may be transferred and performed by any member so directed by the President. The Fiscal Officer will perform a yearly inventory of all possessions owned by the BPA-DALLAS. The Fiscal Officer may be required to post a bond in the sum set by the Board of Directors prior to assuming the duties of his/her office, which bond may be conditioned upon true and faithful performance of the duties of the office, and shall be payable upon proof of default. The premiums for any expense shall be borne and paid out of the funds of this association.

- G. SERGEANT at ARMS – Shall be responsible for enforcing order at all meetings of the association at the direction of the President. He or she shall inspect all persons present before the opening of all meetings, and ascertain their right to sit at such meetings. He or she shall take a seat near the inner door and allow no one to enter without authority.
- H. PARLIAMENTARIAN – Shall attend all meetings of the membership and offer guidance – at the direction of the presiding officer - regarding correct parliamentary procedure, following The Standard Code of Parliamentary Procedure. The Parliamentarian will educate, verbally and written, all members involved in board procedures. The Parliamentarian shall never rule but shall only give an opinion and the presiding officer shall rule. He/she shall never take sides in matters before the board so that his impartiality can never be called into question. He/she shall have in his possession at each meeting a copy of the Constitution, Bylaws, Policy Manual, and the current updated version of the *Standard Code of Parliamentary Procedure*.
- I. IMMEDIATE PAST PRESIDENT – The Immediate Past President is the Board Member who most recently served as President. The Immediate Past President will be appointed by the current President as an official voting member of the Board of Directors. The Immediate Past President shall act as an advisor to assist the Association President and shall perform such duties or functions as will benefit the Association. He/she will retain the title for two years after serving as President.
- J. APPOINTED OFFICERS – The President may appoint the following lesser officers to ensure the efficient operation of the association:
 - 1. RECORDING SECRETARY – Shall be the Secretary Pro-Tem and shall assist in the recording and transcribing of the minutes, preparing correspondence, publication of corporate notices and maintain the corporate archive.
 - 2. FINANCIAL SECRETARY/COMPTROLLER – Shall develop, monitor, and report the corporate accounting activities and practices consistent with the General Acceptable Accounting Practices (GAAP) to the BPA-Dallas Board of Directors; and make recommendations related to the segregation of duties, dedication or investments of accounts, and disposition of corporate assets and the appropriateness of any expenditure.
 - 3. STATION REPRESENTATIVES. Shall be the responsible BPA-DALLAS contact person assigned to agency bureaus, divisions, sections, units, and offices. These representatives shall maintain the association's bulletin boards and ensure notices of meetings, newsletters, and correspondence is distributed to the membership in their respective assignments.
 - 4. ADVISORY COUNCIL. Associate Members appointed to assist the Board of Directors in maintaining and fostering program development, community relations, and effective outreach in the general community and more specifically, in the Black community.
 - 5. CHAPLAINCY. Shall be appointed to promote and encourage a spiritual atmosphere at all meetings of the membership.
 - 6. PUBLIC RELATIONS OFFICER – Shall be responsible for the composition and delivery of press releases, organizational statements, and promotional advertisements for the association under the direction of the president.
 - 7. NATIONAL BLACK POLICE ASSOCIATION (NBPA) NATIONAL AND REGIONAL DELEGATE(S) – shall be responsible for maintaining and coordinating information from the NBPA Southern Region. This includes but

is not limited to attending board meetings, conferences, and on appointed committees. This position will be governed according to board policy.

8. HISTORIAN – Shall be responsible for coordinating and maintaining records of historical value associated with the organization. This includes identifying, formulating, designing, codifying and maintaining all records, pictures, and all other relevant information; be well versed in organization history; be versed in local, state and national history of the organization.
9. EXECUTIVE ASSISTANT to the PRESIDENT – shall assist the president with day to day operations and his/her associated administrative duties. This includes maintaining and coordinating all duties assigned by the president.
10. TERM of APPOINTED OFFICE. The President has the discretionary authority to determine the length and scope of duties for all appointed offices. However, the Board of Directors may shorten or extend a term of office or expand or reduce duties by a simple majority vote. All Appointed Offices will be a two year term except as for the provision previously stated.

ARTICLE VI ELECTORAL PROCESS

SECTION 1. APPOINTMENT of the NOMINATION and ELECTION COMMITTEE – The presiding officer shall appoint a Nomination and Election Committee no later than the 3rd Saturday of July of the odd calendar year. The Nomination and Election Committee shall be comprised of three (3) members in good standing who are thoroughly familiar with the electoral process.

- A. Appointment Disqualifiers – An appointee to the Nomination and Election Committee is disqualified if he or she is:
1. A member found not to be in good standing;
 2. A member of an announced candidate's immediate or acknowledged extended family;
 3. A candidate for office in the year in which the election is scheduled.

SECTION 2. COMMITTEE AUTHORITY – The Nomination and Election Committee shall have all necessary authority to conduct the election, including the counting of ballots, determination of candidate qualifications, initial determination of voter qualifications and adjudication of disputes and challenges pursuant to the procedures and requirements set forth in these rules and bylaws.

SECTION 3. DUTIES OF THE COMMITTEE – In general, the Nomination and Election Committee shall be responsible for:

- a. Determining the polling place(s) for which the election is to occur.
- b. Select location(s) for polling place(s) prior to the date and publish it for the General Membership.
- c. Enlisting and assigning volunteer workers to staff polling places.
- d. Obtaining and distributing equipment and supplies required in the polling places.
- e. Selecting a location for and equipping headquarters for the Committee.
- f. Devising the form, arranging for the production of, and distributing BPA-DALLAS Candidate's Profile forms to candidates for director.
- g. Convening meetings as it sees fit for the purposes of informing candidates of election rules.
- h. Devising the form, arranging for, and supervising the reproduction of ballots.
- i. Certifying the adequacy of BPA-DALLAS Candidate's Profiles submitted by candidates and making public announcement of the names of the certified candidates who qualify by timely filing of profiles.
- j. Verifying that no person has voted more than once in any election.
- k. Tallying the votes and certifying the results to the Board of Directors.
- l. Making all other necessary and appropriate arrangements and determinations with respect to the nomination and election process.

- m. Sixty days before the election, publicizing through the association publication, bulletin board and other approved organizational information system and by such other means as may be available and appropriate, a call for candidates to participate in the Candidate's Forum, announcing the elections are to be held, and the places where and copies of the Election Rules may be obtained.
- n. Thirty days before the election, the Committee shall cause to be published notice - through the association publication, bulletin board system and by such other means as may be available and appropriate - that details the location of the polls, the date and hours of the election, and giving the names of the eligible candidates for each office. The notice shall state that a voter should present a current BPA-DALLAS membership card or other acceptable identification. The Election Committee shall not include the names of Write-In Candidates in the advertisements announcing the election.

SECTION 4. SCHEDULING. Elections for President, Executive Vice President, and Secretary and Parliamentarian should be elected in odd numbered years. Elections for 2nd Vice President, 3rd Vice President, Fiscal Officer, and Sergeant at Arms should be held in even numbered years. All other officers will be held in odd numbered years. The President shall reserve the right to place any other appointed position on the ballot for election in odd numbered years. The BPA-DALLAS elections will occur on the 3rd Saturday in the month of November.

SECTION 5. NOMINATIONS – Members in good standing desiring elected office may announce their intent in writing or in person or have their names placed in nomination at the General Meeting of the Membership in September of the calendar year; this pertains to members nominating themselves. Nominations of person not in attendance or who have failed to announce or confirm his/ her intent to seek elected office will not be honored. Nominations do not require a second. Nominations will be closed at the adjournment of the General Meeting.

SECTION 6. CANDIDATE CERTIFICATION PROCESS – Each announced candidate for elected office must submit a completed BPA-DALLAS Candidate's Profile to the Nomination and Election Committee within 5 calendar business days of their nomination. The Nomination and Election Committee will certify each candidate as a member in good standing standards consistent with these bylaws and publish the slate of candidates on BPA-DALLAS bulletin boards and information systems by the 10th calendar day following the nomination.

SECTION 7. PRESENTATION of CANDIDATES – Upon certification, the Nomination and Election Committee shall notify the candidates that they are scheduled to participate in a BPA-DALLAS Candidate's Forum at the General Meeting of the Membership in October of the calendar year.

SECTION 8. WRITE-IN CANDIDACY – Due to the required certification process, write-in candidates will not be permitted. Any votes for a write-in candidate shall be disavowed.

SECTION 9. SUBSEQUENT APPOINTMENTS to the COMMITTEE – In the event a member of the Nomination and Election Committee becomes unable to serve, the Board of Directors shall appoint a replacement.

SECTION 10. BOARD LIAISON – The President shall designate a board liaison to serve as the liaison between the Nomination and Election Committee to ensure compliance with this electoral process. Such designee may be the Immediate Past President - but shall not be a candidate for election to the Board during the year in question.

SECTION 11. POLLING HOURS – Polling hours shall be determined by the Nomination and Election Committee to ensure adequate opportunities for the General Membership to participate. The published notice of the election - through the association publication, its bulletin board system and/or by such other means as may be available and appropriate - that details the location of the polls, the date and hours of the election.

SECTION 12. POLLING PLACES – the Nomination and Election Committee shall determine the methods, number and locations of polling places. The Committee shall select a well-known site that provides public access, adequate access to disabled persons, adequate parking, and clearly marked entrances.

SECTION 13. CANDIDATE QUALIFICATIONS –

A. Each candidate must be member in good standing prior to his or her nomination.

- 1. Dues and Assessment. Any arrears shall be cause for immediate disqualification.

2. Participation. A candidate must have attended a minimum of 75% of all properly noticed meetings of the organization and demonstrated support for organizational programs, events, and initiatives. SEE MEMBERSHIP ARTICLE.
3. Adherence to Mission, Objectives and Policies. A candidate has conducted his or her organizational activities consistent with established and acceptable principles, policies, procedures, and performance expectations in manner that garners the respect and confidence of the membership and the public.

SECTION 14. THE BALLOT - The total ballots produced by the Nomination and Election Committee shall be recorded. Each ballot shall carry a list, headed "Vote for One", of the names of the candidates certified by the Nomination and Election Committee as meeting candidate qualifications, with a box preceding each name. The order of listing candidate's names on the ballot shall be determined by lot.

SECTION 15. POLLING OFFICERS AND STAFF - The Nomination and Election Committee shall appoint no fewer than two Committee members or volunteers to staff the polling place. Such staff shall not include Board members or candidates in the election to the Board, nor members of candidate's immediate or extended families.

- A. The duties of the polling staff shall include the orderly operation of the polls and balloting, verifying voter eligibility, maintaining a register of persons voting, and ensuring the security of the ballots. Specifics are spelled out under "Polling Procedures".

SECTION 14. VOTER QUALIFICATIONS – All Regular and Associate members found to be in good standing shall be eligible to vote.

- A. Except as provided below, on Election Day, each voter shall present the BPA-DALLAS membership card or photo identification with current address and age. If a voter does not have such identification materials at the polling place, the voter must execute a sworn statement that he or she is a member in good standing. If a voter presents the above-required identification or executes such a sworn statement, the voter shall be permitted to cast a ballot and have his or her ballot shall be counted without unnecessary delay.
- B. No voter shall cast more than one ballot.

SECTION 15. POLLING PROCEDURES – The Nomination and Election Committee shall provide for both direct in-person voting at the polls on Election Day.

- A. Direct in-person voting at the polls:
 1. Upon such verification, the voter shall register in the poll book, entering signature, residence address, and (if listed) residence phone number.
 2. The voter shall be provided with a single ballot, and shall cast a vote by marking the ballot, folding it once, and depositing it in a sealed ballot box provided for that purpose.
 3. The polling staff shall deliver the sealed ballot box(s) to the Nomination and Election Committee immediately upon the closing of the polls.

SECTION 16. ABSENTEE VOTING – A voter may request an absentee ballot by applying in writing to the Nomination and Election Committee. The request shall include the applicant's signature, printed name, residence address, and contact telephone number. The request shall include a self-addressed stamped envelope. The request may be mailed or may be delivered by hand. The request must include a detailed explanation as to the reason the member cannot attend the polls.

- A. Deadline for Absentee Ballot Request. The deadline for request of an absentee ballot by mail or by hand shall be the thirtieth (30th) day before Election Day.

- B. Committee Response. Upon timely receipt of an absentee request, the Nomination and Election Committee shall verify that the voter is qualified, and if so, the Committee shall immediately mail one absentee ballot to the applicant by first class mail or a manner determined by board policy.
- C. Deadline for Receipt of Absentee Ballot. For the vote to be counted as valid the marked absentee ballot must be received by the Nomination and Election Committee at the delivery place designated before the polls close on the last day of the election. The absentee ballot must be in the possession of the Election Chairman before the final day closing of the polls.
- D. The returned ballot shall be sealed in an envelope bearing the voter's name and residence address clearly printed on the outside. The voter's signature shall appear across the seal of the envelope, to assist maintenance of ballot anonymity; however, failure to use the additional unmarked inner envelope shall not invalidate the ballot.
- E. The Nomination and Election Committee will be the sole arbiter regarding the validity of any absentee voting request.

SECTION 17. COUNTING of BALLOTS – The counting of ballots shall be done by the Election Committee at its headquarters immediately following the conclusion of all voting and the transportation of voted ballots to the headquarters.

- A. Candidates and members in good standing may be present at the ballot tabulation. The Nomination and Election Committee shall determine the number and conditions of the attendance.

SECTION 18. ELECTION RESULTS – The candidate in each contested office receiving a simple majority of valid ballots cast shall be elected.

- A. Tie Vote. In the event of a tie vote, the relevant ballots shall be recounted, and if the tie vote is verified, the winner shall be decided in a run-off election scheduled and conducted within 30 days of the election.
- B. Committee Notification. The Committee shall informally notify the candidates and the Board Chairperson of the uncertified election results within twenty-four hours of the close of the polls.
- C. Publication of Results. The Nomination and Election Committee shall certify the election results, including the votes, in writing to the Board Chairman after six days but within ten days following Election Day. The Board Chairman shall certify the elected candidates to the General Membership, in writing, within fifteen days of receipt of certification from the Election Committee.
- D. Only a person who has, prior to the election, been certified as a qualified candidate by the Nomination and Election Committee may be certified as the winner of an election.

SECTION 19. ELECTION COMPLAINTS – A person who has reason to believe that the Nomination and Election Committee, any of its members, or a poll worker failed to comply with the requirements of these election rules may file a written complaint, specifying the alleged non-compliance, with the Board. If no regular Board meeting is scheduled within one week after Board's receipt of any such complaint, the Board shall hold a special meeting to hear the complaint. The Board shall issue a written decision on the complaint within seven days after hearing the complaint.

SECTION 20. CONDUCT AT THE POLLING SITE –

- A. Distance from Polling Place. No person shall engage in any electioneering or campaigning within 50 feet of the premises of the polling place during the time the poll is open.
- B. Polling Place Monitors. A candidate, or an individual or group supporting or opposing any issues or candidate on the ballot may be represented by a polling place monitor. The Nomination and Election Committee or its representatives shall determine proximity to the actual casting of ballots. No polling place monitor shall directly or indirectly campaign for issues or candidates on the premises of a polling place. Polling place monitors are prohibited from accosting or interfering with the rights of the membership to enter and exit the polling site and cast a secret ballot.

- C. Candidates Prohibitions. A candidate for office shall not serve as a polling place monitor.
- D. Penalty. Any persons failing to comply with these restrictions shall be reported to the Board of Directors. Failure to stop and desist any observed misconduct shall result in the loss of membership, disqualification of the candidate, forcible removal, detention, and civil or criminal prosecution of the offender.

SECTION 21. SECURITY OF THE BALLOTS

- A. Ballot boxes shall remain in the custody of the Nomination and Election Committee.
- B. Ballot boxes shall be sealed at the close of the polls each day and deposited in a secure facility.
- C. Ballot boxes shall remain sealed until the official tabulation begins.
- D. Counting shall begin after a polling place staff member delivers each ballot box to the Nomination and Election Committee at its headquarters.
- E. All ballots counted shall be initialed by the Nomination and Election Committee Chair and placed in a tamper-proof sealed container after counting has been completed.
- F. The sealed containers shall be kept in a secure place until two weeks after the election, at which time the containers are to archive with seal intact under the supervision of the Nomination and Election Committee for an additional two (2) weeks. If no challenges are made within this time period, the ballots shall be destroyed.
- G. Ballots not used in the election shall be shredded and disposed.

SECTION 22. INSTALLATION OF OFFICERS – The installation ceremony will take place not later than the 2nd Saturday in December of the calendar year. This may be accomplished either at a regularly scheduled meeting or special called meeting of the membership.

A. OATH of OFFICE

OFFICIAL: **PLEASE RAISE YOUR RIGHT HAND.**

“DO YOU SOLEMNLY AFFIRM THAT YOU WILL FAITHFULLY EXECUTE THE DUTIES OF THE OFFICE TO WHICH YOU HAVE BEEN ELECTED OR APPOINTED.”

RESPONDENTS: **I WILL.**

SECTION 23. REMOVAL of DIRECTOR – Any officer, except the president, of the corporation may be removed from office for any act detrimental or contrary to the interest of BPA-DALLAS, incompetence, inattention to duties of their office, conduct unbecoming of an officer, upon the written recommendation of two-thirds vote of the Board of Directors present in a regular meeting or general meeting. The President must be removed by a two-thirds vote of the Board of Directors in Executive Session. The President may request an appeal before the Board of Directors at the first Executive Board Meeting thereafter. The Executive Board of Directors shall hear all the evidence then render a decision upholding or reversing the previous decision by a two-thirds vote. All other officers may request an appeal before the Board of Directors at the first regular or general board meeting thereafter.

SECTION 24. REMOVAL PROCESS – Said officer shall be notified by certified mail – return receipt requested – as to the charges lodged against him or her. The officer MUST reply within ten (10) days of receipt of said charges. Failure to respond will result in automatic removal. Said officer may request a hearing before the Board of Directors in an Executive Session. The hearing will be held within 30 days. The Hearing Panel will consist of the President, the Vice Presidents, and the Secretary (non-voting member).

SECTION 25. RESIGNATIONS – Any officer may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect at the time specified therein or, if no time is so specified, shall take effect immediately; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 26. BOARD ATTENDANCE – Any director who misses two (2) consecutive and properly noticed meetings of the Board and fails to notify the presiding officer or his designee in a timely fashion of the absence and does not provide acceptable cause for the absence shall be deemed not in good standing. The Board – representing a quorum – shall vote during the second missed meeting to remove the Director for cause. The board will declare a board member's position vacant after four (4) consecutive unexcused absences from regular and/or general board meetings. The board will declare a board member's position vacant after four (4) unexcused absences from regular and/or general board meetings in one (1) calendar year. A resolution of removal signed by the President and Secretary will be sent by certified mailed to the Director or Board Member with return receipt requested.

A. NOTICE – The Board of Directors shall send all official notices to the last known address found in the Membership Database.

SECTION 27. BOARD CONTACT DATA – All elected and appointed officers of BPA-DALLAS are required to provide the Secretary a Change of Address and Telephone Notice within ten (10) days of the change.

ARTICLE VII. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE – The Executive Committee shall consist of the following elected or appointed voting officers: President, the Vice-Presidents, Fiscal Officer, and President Emeritus. The Executive Committee shall consist of the following elected or appointed non-voting members: Secretary, Recording Secretary, and Parliamentarian.

- A. The Chapter Secretary shall serve as the Secretary of the Executive Committee and in his/her absence the order of succession shall be the Correspondence Secretary and will not be a voting member of the Executive Committee.
- B. Powers of the Executive Committee. The Executive Committee may be empowered by the Board of Directors with all powers of the Board of Directors in the management of the business affairs of the Corporation. The power to adopt, amend or repeal these bylaws may not be delegated.
- C. Duties and Responsibilities of the Executive Committee. Shall be...
 - 1. Administration of projects approved by the Board of Directors, including all investigation, marketing, and packaging, evaluation and the operational supervision of all such projects;
 - 2. Establish procedures for approving proposed projects, including appointing fiscal agents, budgets, salaries and the implementation of personnel procedures.
 - 3. Make recommendations to the full Board for the appointment and/or discharge of the employees or officers of the Corporation.
 - 4. The Executive Committee may enact its own rules and operating procedures. Executive Committee procedures when enacted must be written and certified with the Chapter Secretary prior to taking official action thereon.
 - 5. Quorum. The presence of not less than fifty percent (40%) plus one (1) member shall be required to constitute a quorum for the transaction of business.
 - 6. Vacancies. The power to fill vacancies shall be reserved by the Executive Committee, unless the vacancy is the President of Board of Directors. In such instances, vacancies shall be filled by the majority vote of the Board of Directors at a properly constituted meeting.
 - 7. Meetings. Meetings shall be open to members and to staff members of subsidiary projects of the Corporation with the exception of Executive Sessions.

8. Reports. Written reports of the activities of the Executive Committee shall be submitted at each Board of Directors' meeting. An annual report shall be submitted at the Corporation's annual meeting, containing a report outlining all projects undertaken in the Corporation's name.

SECTION 2. STANDING COMMITTEES. All standing committees will submit written quarterly status reports during the General Membership Meeting and provide the Board of Directors with written status reports as directed by the presiding officer. The Standing Committees of the Corporation and their respective duties shall be as follows:

- A. Legislative Issues and Monitoring Committee. Shall investigate proposed legislative bills and resolutions under consideration by national, state, and local governments. The committee shall collect, analyze, report, and distribute pertinent data, with emphasis upon the appropriate responsive proposals and recommendations;
- B. Ways and Means Committee. Shall develop fund raising methods consistent with the purposes of the Corporation as reflected in its preamble. The committee in conjunction with the Fiscal Officer shall be responsible for the accounting of all corporate funds;
- C. Budget Committee. Shall be chaired by the Fiscal Officer and shall report the operating budget of the Corporation to the membership for approval at its annual meeting. The committee shall make determinations and recommendations for annual membership dues based upon projected program requirements for the fiscal year. Submit a recommended budget and funding levels for the fiscal year;
- D. Research Committee. Shall conduct any and all research necessary to carry out programs proposed by the Board and/or Executive Committee. The committee shall further conduct qualifying inquiry for all proposed Honorary and Corporate Members.
- E. Membership Committee. Shall recruit and qualify candidates for active membership in the Corporation. Serve as a liaison with the Chapter Secretary to update corporate membership records;
- F. Program Committee. Will develop programs to be implemented by the Corporation on a year-to-year basis. The committee will interface with the Budget Committee to establish funding priorities. The committee will further monitor the operational aspects of implemented programs and periodically report the status of all programs to the Board of Directors.
- G. Legal Assistance Committee. Shall be chaired by the Executive Vice-President and if he/she is unable to attend a meeting then the duties of chairmanship shall fall to the 2nd Vice-President or the 3rd Vice President in that order. The committee shall review written request for legal assistance in instances where the association does not provide legal assistance for issues outside the scope of normal association coverage. The committee shall only make a written recommendation to the board of directors who will approve or deny the request.
- H. Other Committees. The Board of Directors and/or the Executive Committee may create, establish, authorize, remove members or abolish the formation of any committee, board or council it deems necessary for the day-to-day operation or welfare of the Corporation.

SECTION 3. TERM of OFFICE. Each member of any committee established pursuant to the bylaws shall serve until the next annual meeting of the Board of Directors and until a successor is appointed unless the committee shall be abolished, or unless such member shall be removed, or unless such member shall cease to qualify as a member thereof.

SECTION 4. VACANCIES. Vacancies on committees shall be filled by the President of the Board of Directors.

SECTION 5. REPORT OF MEETINGS. The Committee Chairperson shall give notice of all Standing Committee meetings. Each Standing Committee shall keep regular minutes of its proceedings and shall report briefly on its activities at each Board of Directors' meeting.

SECTION 6. RESIGNATIONS or REMOVAL of COMMITTEE MEMBERS. A member of a committee may resign at any time by giving written notice to the committee and/or the Chairperson of the Board of Directors. The Chairperson of the Board may remove any member from a committee, upon recommendation of the chair of the involved committee, with or without cause, subject to the approval of a majority of the executive committee. The President of the Board of Directors will have the authority to remove any committee member outside of the Executive Committee.

SECTION 7. PRESIDENT ON COMMITTEES. The President will be an ad hoc member of all committees.

SECTION 8. ATTENDANCE by TELEPHONE. Any or all of the members of a committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. This method will be approved by the presiding chairperson of the committee in reasonable time before the commencement of the meeting. Participating in this manner constitutes presence in person at the meeting. If a written or secret ballot is required during a meeting where members are participating via telephone or similar communications equipment, those who are not physically present may give their written proxy(s) to those who are in physical attendance as to cast their ballots in accordance with the voting procedure. A signed facsimile shall be accepted as a proxy and the original signed proxy will be submitted to the presiding officer immediately upon their return.

ARTICLE VIII. NO STRIKE CLAUSE

SECTION 1. DECLARATION – Neither BPA-DALLAS nor any of its affiliations will ever encourage or engage in any strikes, work slowdowns, or any other effort to limit or restrict employees from working.

ARTICLE IX. AFFILIATIONS

SECTION 1. TEXAS PEACE OFFICERS ASSOCIATION (STATE) – BPA-DALLAS is a charter affiliate of the nation's first African American peace officers' association – founded in 1935 in Houston, Texas.

SECTION 2. NATIONAL BLACK POLICE ASSOCIATION (NBPA) – BPA-DALLAS sponsors and houses the local NBPA Dallas Chapter. The association will sponsor the minimum required members for a NBPA Dallas Chapter (City of Dallas) yearly. The sponsorship shall be incumbent upon the financial stability of the local organization as determined by the BPA-Dallas Board of Directors.

SECTION 3. NATIONAL ASSOCIATION for the ADVANCEMENT OF COLORED PEOPLE – BPA-DALLAS will be a lifetime member of the NAACP.

SECTION 4. BLACK POLICE ASSOCIATION POLITICAL ACTION COMMITTEE. The BPA-Dallas will be affiliated with the Black Police Association Greater Dallas Political Action Committee.

SECTION 5. OTHER AFFILIATIONS – The Board of Directors shall determine other affiliations; short and long term.

ARTICLE X. OPPORTUNITIES FOR DEVELOPMENT

SECTION 1. OPPORTUNITIES for DEVELOPMENT. Opportunities for Development. Board of Directors are encouraged to attend local, state, regional, and national meetings of their organizations at least twice in a two (2) year term. This section should be governed in accordance with board policy.

ARTICLE XI. AMENDMENTS of CONSTITUTION and BYLAWS

SECTION 1. PROCESS – The Constitution and Bylaws of BPA-DALLAS may be amended by a two-thirds vote of those members present at any regular, general or special meeting of the membership or other voting method provided that notice of the amendment(s) being proposed were mailed and/or delivered to each regular member at least thirty (30) days prior to the vote and ratification. The Internet is an acceptable alternative.

- A. All proposed alterations or amendments to the Constitution and/or Bylaws of the BPA-DALLAS will be made in writing at the quarterly meeting of the association's membership.

- B. The President will have due authority to formulate a Constitution and Bylaws Committee who will be vested with the authority to make recommendations to the board of directors to correct misspellings, grammatical errors, and bring clarity to document due to past amendments or otherwise. The authority will not allow the committee nor the board of directors to change the meaning of any article in Constitution or Bylaws.
- C. All amendments will have an effective date and time in which the amendment will be enacted.

ARTICLE XII. PARLIAMENTARY AUTHORITY

SECTION 1. THE STANDARD CODE OF PARLIAMENTARY PROCEDURE (Revised by the American Institute of Parliamentarians) – shall be the BPA-DALLAS parliamentary reference. All other conflicts shall be resolved by the President or a majority vote of the Board of Directors.

ARTICLE XIII. CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST POLICY. It shall be the policy of the Association to avoid all conflicts of interest and to minimize any appearance of conflict by any Director, Officer, employee, consultant or other individual who provides services or furnishes goods to the Association. All Directors are required to sign a Conflict of Interest Agreement at the beginning of each year they serve on the board.

SECTION 2. DEFINITION of CONFLICT of INTEREST. A conflict of interest may exist if a transaction is entered into by the Association and one or more of its Directors or Offices, or by the Association and any other corporation, partnership, association or other entity in which one or more of its directors, officers, or general partners is or are Director(s), Officer(s), or have a material financial interest.

SECTION 3. Any conflict of interest and any situation that may give the appearance of a conflict of interest, even though no actual conflict of interest exists, shall be disclosed to the Board of Directors in writing as soon as practicable after the conflict or appearance becomes known. The Board of Directors, acting without the vote of any director who may have a conflict of interest with respect to the matter under consideration, shall determine the optimum course for eliminating the conflict of interest and minimizing any appearances that a conflict of interest exists. These requirements shall not be construed as preventing a Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Directors. All Board actions taken on matters that involve a conflict of interest or appearance of conflict shall clearly reflect, in the minutes of such action, that the above requirements have been met. All Directors and Offices shall submit to the Secretary upon request a signed written statement disclosing possible conflicts of interest.

ARTICLE XIV. AGENDAS.

SECTION 1. PROPOSED AGENDA and CONSENT AGENDA. The Board Secretary shall be responsible for preparing the proposed agenda for each meeting, in cooperation with the President. Copies of the proposed agenda, minutes of the previous meeting, financial reports and/or audits and relevant supplementary information shall be delivered to each board member at least five (5) days in advance of the meeting and shall be available to any interested member at the BPA-DALLAS OFFICE twenty-four (24) hours prior to the board or general meeting.

SECTION 2. CONSENT AGENDA. To expedite business at the board meeting, the Board of Directors approves the use of a consent agenda which includes those items considered to be routine in nature. The consent agenda will appear on the regular agenda following the Approval of Minutes of the Previous Meeting(s). Any item which appears on the consent agenda may be removed from the consent agenda by a member of the board and inserted in the appropriate place on the agenda. The remaining items will be voted on by a single motion. The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

ARTICLE XV. MINUTES.

SECTION 1. MINUTES. The Board Secretary and Recording Secretary shall be responsible for recording and preparing the minutes of all board meetings. Minutes become official after approved by the board and shall be

retained as a permanent record of the association. When issues are discussed that may require detailed record the President or board may direct the secretary to record the discussion verbatim. All recordings shall be maintained on file for period of ten (10) years. Minutes shall be comprehensive and shall show:

- A. The date, time, and place of the meeting; the presiding officer; members in attendance; items discussed during the meeting and the results of any voting that may have occurred; action to recess for executive session with a general statement of purpose; and time of adjournment.
- B. Minutes shall be descriptive of the meeting and shall include a reference to each item discussed regardless of the action taken. The secretary shall make a record of each member's vote as it is called for and given.
- C. Unofficial minutes shall be delivered to board members within five (5) days of the next regularly scheduled meeting of the board and shall also be available to the BPA-DALLAS members within twenty-four (24) hours of the scheduled board or general meeting.
- D. A file of permanent minutes of all board meetings will be maintained in the BPA-DALLAS Book of Minutes and a back-up will be maintained in the BPA-DALLAS administrative files for a period of ten (10) years. The Book of Minutes will be made available for review in the BPA-DALLAS OFFICE upon request by the member. The Book of Minutes will not be removed from the BPA-DALLAS OFFICE.

ARTICLE XVI. BOARD MEMBER EXPENSES

SECTION 1. BOARD MEMBER EXPENSES. These expenses are detailed in the policy manual of the BPA-DALLAS.

ARTICLE XVII. LEAVE and SUSPENSIONS

SECTION 1. MILITARY LEAVE. Members of the BPA-DALLAS in good standing entering the military service during a national emergency and leaving their respective department due to compulsory service in any capacity in the armed forces serving National Defense or National Emergencies. These members shall be carried as non-dues paying members until their return to duty in accordance to the policies and procedures of their respective city, county, state, or federal agency.

SECTION 2. VOLUNTARY LEAVE OR RETIREMENT. A BPA-DALLAS member in good standing is on official leave of absence from the department for any cause other than Military Leave, shall pay his/her dues in advance to the Fiscal Officer.

SECTION 3. SICK LEAVE OR INJURY LEAVE. Any member injured on duty or on sick leave more than 6 weeks may be exempted from paying dues at the discretion of the Board of Directors. The injured or sick member must submit a request to the Board of Directors to suspend dues within five (5) days of the injury or sick leave.

SECTION 4. SUSPENSIONS. Any member that has been suspended or relieved from duty by his respective department, upon his/her return shall continue his/her membership in the association. Any member of this association may be fined or suspended by the association for violation of the Constitution and/or Bylaws or for conduct unbecoming of an officer. No member shall be fined or suspended without given a fair and impartial hearing. All hearings will be governed by the policies and procedures set forth in the BPA-DALLAS Policy Manual.

ARTICLE XVIII. MISCELLANEOUS

SECTION 1. BPA-DALLAS ANNUAL EVENTS. The BPA-DALLAS will be involved in annual events that promotes the further advancement of youth through scholarships and programs; promote, develop and facilitate growth with local, regional and national affiliations; to provide education and awareness to the general community including health and safety, but limited to those areas; promote unification of peace officers and their respective families; provide outreach to historically deprived communities; and foster relationships and partnerships with philosophically compatible organizations dedicated to providing assistance to underserved and beneficial populations.

SECTION 2. BPA-DALLAS SPONSORED CHARITIES. The BPA-DALLAS will sponsor charitable organizations through participation and/or financial assistance that are philosophically compatible with the mission, vision, goals, and

objectives the BPA-DALLAS. A record of sponsored charitable organizations will be maintained in the BPA-DALLAS administrative files.

SECTION 3. DISRUPTIONS. If a meeting is disrupted, and the Board can restore order only by removing those who have caused the disruption, the Board may empty the meeting room of all persons except non-disruptive members and the press. The Board may, but is not required to, readmit the peaceful members of the audience.

SECTION 4. REGISTRATION OF ATTENDANCE. The Board of Directors may require all members and guest to register to attend any meeting of the BPA-Dallas. The may at anytime go into executive session requiring non-board members and guests to exit the meeting until such time as the executive session adjourns.

SECTION 5. SPECIAL DUES ASSESSMENT. In the event a regular member of the BPA-DALLAS is Killed in the Line of Duty, as defined by current U.S. Federal Statutes, policies, procedures, and guidelines a one month of dues assessment will be assessed on all regular members to underwrite Organization Honors. The total assessment will be provided to the surviving beneficiary of the deceased BPA-DALLAS member according to the proper departmental records. The specifics of this section shall be governed by BPA-Dallas Policy.

SECTION 6. YEARLY DUES ASSESSMENT. A yearly dues assessment shall be excised on all regular members to support the educational and community programs of the BPA-Dallas in concordance with U.S. Federal Statutes, Texas Statutes, policies, procedures and guidelines. The yearly dues assessment will be defined by the policy established by the Board of Directors. The details of this assessment shall be governed by BPA-Board Policy.

SECTION 7. PRESIDENTS COUNCIL. The President of the Board of Directors is authorized to establish the Presidents Council. The council shall honor all past presidents by affording them an opportunity to work in counsel with the current President on sensitive and notable issues that arise from time to time. The Presidents Council shall advise the President and provide critical and strategic assessments of topical and future issues facing the BPA.

SECTION 8. PRESIDENT EMERITUS. The Past President Emeritus shall be elected by the Board of Directors and shall have been the President of the BPA for a minimum of one full term. The Past President Emeritus shall have voting privileges on both the Executive Committee and the Presidents Council. Except for his advisory capacity the Past President Emeritus shall have no assigned duties other than those delegated to him/her by the President. There shall be only one Past President Emeritus even though more than one person holds the requisite qualifications. The President Emeritus honorably retired from assigned organizational duties and retains his/her title along with the additional title 'emeritus'; retired from assigned duties shall not mean or imply that one is inactive.

SECTION 9. EXITING EXECUTIVE CLOSED DOOR SESSION. No member will be allowed to leave the room without the permission of the presiding officer when there is a closed door meeting. The presiding officer will rule at the time of the request to allow the person requesting to leave the room permission to re-enter. Any board member may request a closed door meeting in the form of a motion. Upon majority vote all non-members or non-board members will be required to leave the room.

SECTION 10. SPOKESPERSON. The President will be the voice of the association in all matters relating to the organization. No Board Member will speak for the association without permission from the President.

SECTION 11. All Board of Directors will submit a monthly written report to the President at the beginning of every monthly board meeting. Board members who fail to deliver a written report will be fined in accordance with the policies and procedures of the President.

SECTION 12. MEETINGS. Board Members may participate in an executive board meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other and concurrently participate. All persons must be able to hear each other. This method will be approved by the board of directors president in reasonable time before the commencement of the meeting. Participating in this manner constitutes presence in person at the meeting. Each board director must consent in writing and in accordance with BPA Policy. If a written or secret vote is required during a meeting where members are participating via telephone or similar communications equipment, those who are not physically present may give their written proxy(s) to those who are in physical attendance as to cast their ballots in accordance with the voting procedure. A signed facsimile shall be accepted as a proxy and the original signed proxy will be submitted to the presiding officer immediately upon their return.

ARTICLE XVII. MISCELLANEOUS FINANCIAL AND RELATED PROVISIONS

SECTION 1. DEPOSITORIES. All funds of the Association not otherwise employed shall be deposited on a regular basis to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors or its duly authorized agent may designate.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money issued in the name of the association maybe signed by such officer or officers or other individuals in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. DEEDS, MORTGAGES, BONDS, CONTRACTS and OTHER INSTRUMENTS. The President or Board of Directors approved designee may sign all deeds, mortgages, bonds and other contracts or instruments of the association.

SECTION 4. FISCAL YEAR. The Fiscal Year of the BPA-DALLAS is a calendar year from January to December.

SECTION 5. MAINTENANCE of CORPORATE RECORDS. The Association shall maintain its corporate records at its Principal Office, including the Association's Articles of Incorporation and these Bylaws. Minutes of the proceedings shall be kept in written, typed, or electronic format that enables them to be converted to written or typed form. The accounting books shall be kept in written, typed, or electronic format that enables them to be converted to written or typed form.

SECTION 6. INSPECTION of CORPORATE RECORDS. Directors shall have the right to inspect, copy and make extracts of the Association's books, records and documents and to inspect the physical properties of he Association during regular business hours and at its Principal Office. Reasonable notice shall be given to management in the event a Director/s requires inspection of such books, records and documents.

SECTION 7. FINANCIAL REPORTS. The Board of Directors shall approve an annual budget for the Association and following the close of each fiscal year, shall cause the preparation of an annual report, which shall summarize the activities of the Association for such a year, compare the actual results of the Association to the budget, and include audited financial statements.

SECTION 8. AUDIT. Each year the Board of Directors shall appoint a firm of certified public accountants, who are not members of the Board of Directors, to make an audit and report to the Board of Directors.

SECTION 9. USE OF ASSOCIATION NAME. The presiding Officer shall prescribe regulations governing the use of the name Black Police Association – Dallas Chapter, its initials and the trademarks of the Association, and all chapters/subchapters and members of the Association shall adhere to such rules and regulations.

SECTION 10. ORDER of BUSINESS. The presiding Officer shall prescribe the order of business at all meetings of the association. The Standard Code of Parliamentary Procedure shall govern all meetings of the Association on any point not covered in the Bylaws or Policies of the Board of Directors.

SECTION 11. FINANCIAL RESPONSIBILITY. The Association shall not be financially responsible for the conduct of any Chapter of the Association. No chapter/subchapter shall have the authority to pledge the credit of the Association, except as specifically authorized in writing by the board of Directors.

SECTION 12. ARTICLES of INCORPORATION. The Articles of Corporation may be amended by resolution of the Board of Directors adopted by an affirmative vote of a two thirds majority of the Board of Directors present and in office at any duly convened annual, regular or special meeting of the Board of Directors.

SECTION 13. BYLAWS.

- a) GENERAL: The General Membership Body may amend, restate, or repeal these Bylaws by resolution of the affirmative vote of a majority of the attending and present membership at any duly convened annual, regular, or special meeting called by the President or the Board of Directors.
- b) METHOD: The method, date, time, location, and other pertinent information related to voting to amend the Bylaws and Constitution will established by the President. Thirty Days notice shall be deemed sufficient notice that a vote will occur

- c) **EFFECTIVE DATE:** Amendments shall be effective on the date approved or on the date specified in the amendment.
- d) **PUBLICATION:** Notice of adopted changes in the Articles of Incorporation and Bylaws shall be made available to all members in Good Standing as soon as practicable but no later than sixty (60) days after the effective date.