

NAPO

Bylaws

As Amended through August 2006



National Association of Police Organizations

Representing America's Finest

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PREAMBLE

The National Association of Police Organizations, Inc., herein after referred to as "NAPO", is established to provide a powerful, effective and respected voice for its member organizations and to educate the public with regard to achieving improved public safety and crime reduction.

The objective of this Association shall be to unite all police officer organizations within the United States in order to promote and maintain federal legislation most beneficial to law enforcement in general and the protection of the citizens of this Nation.

It shall further be the aim of NAPO to stimulate mutual cooperation between law enforcement organizations and to assist in the economic, social and professional advancement of all law enforcement officers, whether active or retired.

It shall be a further aim of NAPO to educate the public concerning the methods and means of achieving more effective crime control and law enforcement so as to establish a more peaceful, tranquil and free society for all.

NAPO shall disseminate information to all member organizations and to the public regarding federal legislation and related matters which affect the interest and welfare of its member organizations, the law enforcement profession and the public.

ARTICLE I - Name and Location

Section 1. The name of this organization shall be: "National Association of Police Organizations, Inc."

Section 2. No organization or person shall use the name of the "National Association of Police Organizations, Inc." in any way that may indicate the sanction or approval of NAPO without written authorization of the Executive Board.

Section 3. Notwithstanding the language of Section 2 above, nothing herein shall prevent the President or his designee from acting on behalf of this Association.

Section 4. The principal place of business of this organization shall be located in Washington, D.C. For purposes of the New York Not-for-Profit Corporation Law and the NAPO's Articles of Incorporation, the Executive Board of NAPO may designate an office of a NAPO member organization within New York, New York, as a NAPO office for purposes of service of process, filing of a lawsuit in court, and for retention of membership records, subject to the approval of such member organization.

ARTICLE II - Membership

Section 1. Any *bona fide* law enforcement organization may apply for membership in NAPO. For the purpose of this section, "*bona fide* law enforcement organization" is deemed to mean any association or organization active in the promotion of the interest and welfare of sworn law enforcement officers, both active and retired.

Section 2. Request for membership in this Association shall be made by submitting an application to the Executive Director together with the fee prescribed in Section 7 in this article. The President or an Officer acting on his behalf shall have the authority, subject to the approval of the Executive Board, to offer Associate Membership to non-traditional groups or associations. Such groups or associations must consist solely of sworn police officers, and they shall not have the right to vote or hold office. If accepted for Associate Membership, such groups or associations shall pay the membership fee as per Article II, Section 5. In addition they shall pay an annual assessment as determined by the Executive Board. Upon such terms as the Executive Board shall determine this organization shall admit individuals to Associate Membership.

Section 3. Individual Associate Member. Any individual who supports the purposes and objectives of this organization as reflected in the Preamble may apply for individual associate membership. Individual associate members may vote for one Vice President At-Large, pursuant to Article IV, Section 8.

Section 4. Upon receipt of an application for membership and the required fee, the Executive Director shall notify the Membership Recruiting and Retention Committee Chairperson regarding the application. The application for membership shall be considered and voted upon by the Membership Recruiting and Retention committee, pursuant to Article V, Section 10.

Section 5. The application fee shall be applied in payment of membership dues upon approval of the application by the Membership Recruiting and Retention Committee. Upon approval of such application, dues shall be paid on a *pro rata* basis in the amount no less than three (3) months dues, to bring the entering association current to the following January 1st, April 1st, July 1st or October 1st, whichever date is applicable. In no event shall the first dues payment be required to exceed three (3) months dues, unless there is an advance payment of dues pursuant to Article X, Subsection 1(b). The application fee shall be \$200.00.

Section 6. Life Members: Those individual members who are nominated by the President and/or the Executive Board and approved by the General Membership for outstanding service to NAPO and the law enforcement profession. Life members shall be exempt from dues and shall not have any voting privileges.

ARTICLE III - Dues and Assessments

Section 1. There shall be a minimum annual membership dues of \$200.00.

Section 2. The annual membership dues for each member organization shall be based on the number of individual members belonging to such organization, applying the following formula:

(a) 1 to 3000 members: \$3.50 for each member, effective January 1, 2002.

(b) 3001 to 10,000 members: Subsection 2(a), plus \$2.50 for each member over 3000, effective January 1, 2002.

(c) 10,001 to 15,000 members: Subsection 2(a), plus Subsection 2(b), plus \$2.00 for each member over 10,000, effective January 1, 2002.

(d) 15,001 or more members: Subsection (2)(a), plus Subsection 2(b), plus Subsection 2(c), plus \$1.25 for each member over 15,000, effective January 1, 2002.

(e) The annual membership dues for members of all organizations of retired police officers shall be \$2.25 per member, effective January 1, 2002. For the purpose of this Bylaw, retired police officers' organizations must be comprised of at least 50% retiree members.

(f) Payment of such dues shall be due and owing on January 1st, April 1st, July 1st and October 1st of each year.

Section 3. Any member organization in arrears of dues for sixty (60) calendar days from the due date is not considered a member in good standing; notwithstanding the foregoing, any member organization which is not current in payment of all dues as of April 15 and does not thereafter remain current prior to the first day of the first general session of the annual NAPO convention shall not vote or participate in any proceedings of this Association. A member organization whose dues are in arrears for one (1) calendar year shall be removed from the NAPO membership roll and shall not have standing as a NAPO member. Each such organization reapplying for membership shall be required to pay the membership dues for the delinquent one (1) year.

Section 4. If any individual member organization is a member of a larger umbrella organization that is also a member, then the annual dues of the umbrella organization shall be computed by subtracting from the umbrella organization's total membership the number of people represented in this Association by the individual member organization. The umbrella organization shall pay annual dues, as calculated pursuant to Section 2 of this article, for all the remaining persons under its umbrella, and the individual organization shall pay annual dues, calculated pursuant to Section 2 of this article, for all the persons it represents within this Association. For the purpose of this section, an umbrella organization is defined as an association which represents the members of more than one *bona fide* law enforcement officers' organization.

Section 5. The umbrella organization shall provide a complete list of individual member organizations and a list of organizations within the umbrella organization, which are considered an individual member organization of NAPO. Such list shall be submitted to the NAPO National Office as an annual report and list of member organizations for verification of membership and dues payment and/or credit and shall be certified by an officer of the umbrella organization as true and accurate of the total number of member organizations and individuals belonging to them. Such annual report and list shall be submitted no later than April 15 of each year and shall be distributed to all members at the annual convention. However, if there are two or more umbrella member organizations from the same state and one requests non-disclosure of the names of individual member organizations, then two annual reports and lists shall be prepared by such members, one with only a code number for each member organization of such umbrella organization, for distribution to the general membership, with the distribution of the list identifying organizations limited to the President, Vice President, Treasurer, and Executive Director. Failure to provide a complete and accurate report and list, so verified and certified, by April 15 shall disqualify that umbrella member organization's officers or Delegates from voting or participating in any proceedings of this Association. Any disputes concerning the compliance with this section, including the accuracy of membership numbers or the proper weighted vote based on those numbers shall be resolved initially by the Executive Director pursuant to Article X, Subsection 1(c) or, if not so resolved to every member organization's satisfaction ten (10) calendar

days prior to the annual convention or a special meeting of the Association, then by the Inspector(s) of Election, pursuant to Article X, Section 6.

ARTICLE IV - Executive Board

Section 1. The Executive Board of the Association shall consist of a President, an Executive Vice President, a Recording Secretary, a Treasurer, a Sergeant-at-Arms, an Executive Secretary and Area Vice Presidents from each designated area. Area Vice Presidents may be represented at a meeting of the Executive Board by an alternate in accordance with the provisions of Article X, Section 3.

Section 2. The Executive Board shall be the governing body of the Association.

Section 3. The Executive Board shall execute the policy established by a vote or unanimous approval of the Delegates at the annual convention. The Executive Board shall have the authority to determine policy during the period between annual conventions concerning any matter or issue on which the Delegates have not voted or otherwise approved a policy.

Section 4. The term of office for the members of the Executive Board shall be two (2) years.

Section 5. Only one (1) member from each member organization may serve on the Executive Board, except for Area Vice Presidents who shall be appointed or elected by their own area organizations to such positions pursuant to the provisions of Section 7 of this article.

Section 6. The designated areas are as follows:

AREA 1	AREA 2	AREA 3	AREA 4
Arizona New Mexico	Alaska Montana Washington	Texas Oklahoma Colorado	Illinois Indiana
AREA 5	AREA 6	AREA 7	AREA 8
Michigan Wisconsin	Iowa Kansas Nebraska	New York Connecticut Rhode Island New Jersey	Massachusetts Maine New Hampshire Vermont
AREA 9	AREA 10	AREA 11	AREA 12
Florida Georgia Alabama	Ohio West Virginia	Minnesota North Dakota South Dakota	California

AREA 13	AREA 14	AREA 15	AREA 16
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Kentucky	Nevada	Louisiana	Oregon
Missouri	Utah	Arkansas	Idaho
Tennessee		Mississippi	Wyoming
AREA 17	AREA 18	AREA 19	AREA 20
Maryland	Hawai'i	Puerto Rico	Virginia
Delaware	U.S. Pacific	U.S. Virgin	North Carolina
Pennsylvania	Territories	Islands	South Carolina
District of Columbia			

Section 7. The numbers of Area Vice Presidents shall be determined, as follows:

(a) Each area shall have no less than one (1) and no more than three (3) Elected Area Vice Presidents, elected by and from the member associations of less than 3,000 members within their respective areas. The following scale shall be used:

- Areas comprised of up to 5,000 members: One (1) Elected Area Vice President
- Areas comprised of 5,001-10,000 members: Two (2) Elected Area Vice Presidents
- Areas comprised of more than 10,000 members: Three (3) Elected Area Vice Presidents

(b) Each area shall have one (1) Appointed Area Vice President for any member association having more than 2,999 but less than 25,000 members within such area and two (2) Appointed Area Vice Presidents for any member association with more than 24,999 members in such area. Appointed Area Vice Presidents shall be appointed by the presidents of their respective member associations.

(c) Except as provided for in paragraph (b) above, there shall be no more than one (1) Area Vice President, including Area Vice Presidents At-Large, from any one (1) member association.

(d) The Executive Board, by a majority vote of the Board members then in office, shall have the right to appoint Area Vice Presidents At-Large. However, at-large designations may never exceed more than 10% of the total number of Appointed or Elected Area Vice Presidents. At-large designation is the privilege of the Executive Board of NAPO and such at-large designations may be terminated and transferred at any time. At-Large Area Vice Presidents shall have the same duties as outlined in Article V, Section 7.

Section 8. Individual associate members shall have the right to elect from among nominees selected pursuant to Article VI, Section 9, one Vice President At-Large to serve on the Executive Board and an alternate to serve in such officer's absence from meetings of the Board.

Section 9. Each person, staff member and officer of NAPO who has control of NAPO funds shall be bonded for a minimum of \$200,000.

Section 10. The Executive Board shall develop the operating budget for the fiscal year. The proposal shall be submitted in writing by the Treasurer to the membership at the annual convention for ratification. The Treasurer shall submit an annual financial report at each convention. If necessary,

additional financial reports shall be supplied in writing by the Treasurer at the President's or Executive Board's direction.

Section 11. The Executive Board shall have the following authority: (1) to enter into a contract of employment for the hiring of staff; and (2) to interview, select, and hire the Executive Director, who shall report to the Board and shall be a non-voting *ex officio* member of the Board but not an officer of the Association.

ARTICLE V - Duties of Executive Officers, Committees, and Executive Director

Section 1. The President shall have the following duties:

(a) Presides at all general meetings.

(b) Calls special meetings.

(c) Appoints:

(1) For two-year terms, the members to each committee, subject to the approval of the Delegates through en bloc elections, beginning in 2001, pursuant to Article VI, Section 10;

(2) A member to fill each vacancy on a committee between such elections for the remainder of the two-year term or to serve during the transition period from the effective date of this provision [August 2000] until the 2001 annual convention, subject to the approval of the Executive Board which may be determined through mail or faxed-in ballots; and

(3) The chair of each committee from among the members of that committee after their en-bloc election by the Delegates or, alternatively, their approval by the Executive Board under Article VI, Subsection 10(c).

(d) Fills all vacancies that may occur in the executive offices. In the event that a vacancy arises in the office of Executive Vice President, Recording Secretary, Treasurer, or Sergeant-at-Arms, the President shall appoint a member in good standing, subject to approval by the Executive Board, to serve in the vacated position until the next annual convention, provided that a special election shall be held during a convention held in an even-numbered year. All rules and procedures regarding elections shall pertain to these special elections.

(e) Directs and plans with the concurrence of the Executive Officers all activities of the annual convention.

(f) Is an *ex-officio* member of all committees.

(g) Performs any other activity pertaining to the Office of the President.

(h) Decides all questions of order.

(i) Declares all results of all elections.

(j) Causes a certified audit to be conducted of the funds and assets to be done at least once a year, a copy of which is to be sent to each member organization.

(k) Is authorized to appoint a member in good standing to the position of Executive Secretary, subject to approval by the Executive Board.

(l) Is authorized to appoint a member in good standing to the position of Parliamentarian, subject to approval by the Executive Board.

(m) Acts as a spokesperson for the Association, in consultation with the Executive Director to assure that the Association's pronouncements and positions are consistent.

Section 2. The Executive Vice President shall have the following duties:

(a) Assumes the duties of the President in his absence.

(b) Assumes the Office of the President if that position becomes vacant, until the next annual convention, at which time an election for that position shall be held.

(c) Performs other duties as the President may direct.

Section 3. The Recording Secretary shall have the following duties:

(a) Keeps the minutes of all meetings.

(b) Maintains the general roll-call book and call the roll when requested by the Chairperson.

(c) Reads all communications, reports, petitions, etc.

(d) Performs other duties as the President may direct.

Section 4. The Treasurer shall have the following duties:

(a) Is the primary fiduciary of the funds and maintain oversight of expenditures.

(b) Assists the President, Executive Director and Finance Committee in preparing the annual budget and present the proposed budget at the annual convention to the Executive Board and Delegate body for approval.

(c) Coordinates the preparation of the certified annual audit.

(d) Carries out investment strategies as directed by the Executive Board.

(e) Reconciles bank accounts on a monthly basis.

(f) Performs other duties as the President may direct.

Section 5. The Sergeant-at-Arms shall have the following duties:

- (a) Validates credentials of all voting Delegates upon registration to the annual convention.
- (b) Verifies registration of all Delegates at meetings and keep order at all meetings.
- (c) Serves as Chairperson of the Membership Recruiting and Retention Committee.
- (d) Performs other duties as the President may direct.

Section 6. The Executive Secretary shall perform such duties as the President may direct.

Section 7. The Area Vice Presidents shall have the following duties:

- (a) Keep an accurate account of each member organization within the prescribed area.
- (b) Attend all meetings of the Executive Board.
- (c) Perform other duties as the President may direct.

Section 8. The Parliamentarian shall have the following duties:

- (a) Becomes acquainted with these Bylaws and "Robert's Rules of Order, Newly Revised" and advises the President on all questions of order.
- (b) Performs other duties as the President may direct.

Section 9. The President and Treasurer of NAPO shall receive compensation as proposed by the Finance Committee and approved by the membership at the annual convention.

Section 10. The following Committees of this Association shall have the indicated duties:

- (a) Membership Recruiting and Retention Committee.

(1) The Membership Recruiting and Retention Committee shall provide, administer, and act upon all applications for membership in the Association. Upon receipt of an application for membership and the required fee, the Executive Director shall notify the Committee's chairman regarding the application. A majority vote of the members of the Committee shall be required to approve an application for membership in the Association. The Committee shall contact an Area Vice President from the Area from which the application originates to determine whether the organization making application is a *bona fide* organization as defined in Article II, Section 1.

(2) The Membership Recruiting and Retention Committee shall be composed of a minimum of five (5) Area Vice Presidents and shall be chaired by the Sergeant-at-Arms. The Sergeant-at-Arms shall not vote on any application for membership, except to break a tie. Once an application for membership has been decided by the Committee, the Sergeant-at-Arms shall inform the President and the Executive Director of the Committee's decision to approve or disapprove, as the case may be, the application. If the Committee does not decide on a pending application through a tie vote or for another reason, the Sergeant-at-Arms shall notify the Executive Board and report the reason for the

lack of a decision.

(3) Upon a written notice of appeal from either an applicant whose application has been disapproved or not acted upon by the Membership Recruiting and Retention Committee or from a member of the Executive Board concerning an application approved, disapproved, or not acted upon by such committee, the Board shall consider the appeal at its next meeting. Before rendering a decision, the Board shall inquire of the Sergeant-at-Arms as to the reasons for the Committee's decision or lack of decision, shall provide a brief opportunity for the applicant and any appellant Board member to be heard and respond to questions before general debate, and then shall deliberate and approve or disapprove the membership application.

(b) Finance Committee. The Finance Committee shall provide oversight, recommend policy, and assist in the gathering and dissemination of information within the Association regarding matters of finance, revenue, and expenditures. The Committee shall consist of no fewer than five (5) persons, one of whom shall be the Association Treasurer. The Committee shall assist the President, Treasurer and Executive Director in the preparation of the Association's annual budget. The Committee shall propose the compensation of the Association's President and Treasurer, subject to the approval of the Association membership.

(c) Bylaws Committee. The Bylaws Committee shall receive, review, consider, and act upon any proposed amendments to the Association's Bylaws. The Committee shall be composed of no fewer than five (5) persons. The Association's General Counsel shall also serve as an *ex officio* member of the Committee, but shall have no vote thereon. Upon receipt of a proposed Bylaws amendment, the Committee shall evaluate the proposal and recommend to the member units prior to the vote on the proposal at the annual convention the adoption or rejection of the proposed amendment, and prior to the convention, the Committee may advise the President and the Executive Board of its recommendation, if it so decides. The Committee shall also review and offer its interpretation of the Bylaws of the Association when called upon to do so by the President or Executive Board.

(d) Committee on Political Education. The Committee on Political Education (or "COPE") shall be composed of no fewer than five (5) persons and shall provide oversight and coordination of the Association's political endorsement and education activities, as follows:

(1) Prior to or during the annual convention or a special meeting of the Association, the Committee on Political Education shall receive pursuant to Article XI, Subsection 1(a), review, evaluate, and act upon requests for endorsement by the Association of candidates for the U.S. Congress and candidates for statewide office, including governor, lieutenant governor, attorney general and any other statewide office, pursuant to and in compliance with provisions of Article XI. COPE shall recommend the granting or withholding of the Association's endorsement to the Delegates.

(2) For endorsement requests received after the convention or special meeting of the Association, pursuant to and in compliance with Article XI, Subsection 1(c), the chairman of the Committee on Political Education shall receive and manage such requests in the same manner as does the Committee for pre-convention or pre-special meeting endorsement requests, and the chairman of the Committee then shall make a recommendation to the Executive Director, but only after consultation with affected member organizations to solicit their views, pursuant to and in compliance with Article IX, Sections 1 and 2. The Committee shall establish policy guidelines to ensure that the endorsements of the Association are not in conflict with one another and shall assist the President, Executive Board, Delegates and Executive Director in complying with the requirements of Article XI of these Bylaws.

(e) Legislative Committee and Resolution Subcommittee.

(1) The Legislative Committee shall consist of no fewer than seven (7) persons. The Committee shall develop and promulgate the legislative priorities and positions of the Association. The Committee shall review the previously adopted legislative positions of the Association at least annually, and shall identify to the Executive Board those legislative positions and policies which no longer best serve the interests of the Association because of obsolescence, achievement of previous goals, or any other reason.

(2) There shall be a subcommittee of the Legislative Committee known as the Resolutions Subcommittee, which shall consist of at least three (3) persons who are members of the legislative committee, appointed to the Subcommittee by the President, one of whom shall be designated chairman of the Subcommittee. The Legislative Committee shall inform the Resolutions Subcommittee of the legislative and policy positions, which it believes the Association, ought to adopt. The resolution subcommittee shall prepare corresponding resolutions in the appropriate format for presentation for consideration to the Executive Board or Delegates, as appropriate.

Section 11. The President may establish additional committees of the Association, subject to the approval of the Executive Board.

Section 12. The Executive Director serves as the Chief Operating Officer of the Association and shall have the following duties:

(a) The Executive Director shall implement the policies adopted by the Executive Board and the Delegates, as directed by the Board. The Executive Director shall report to the Executive Board, except that in the period between meetings of the Board the Executive Director shall report to and consult with the President (or one or more officers, if the President is unavailable and time is of the essence) to obtain guidance whenever the Association's interest in and its likely position on a matter is unclear, in response to legislative, media, or any other inquiries.

(b) The Executive Director shall have the following specific duties, in addition to any other duty specified in other articles of these Bylaws:

(1) Plans, conducts, and administers the day-to-day business and operations of the Association and any of its affiliates, including any programs carried out by the Association or any of its affiliates, including the annual convention, an awards or other ceremony, and seminars;

(2) Implements the legislative program, based on the legislative resolutions adopted by the Delegates at the annual convention or any special meeting of the Association or, in the absence of such a resolution on a new legislative issue, based on the legislative objective of the Association stated in the second paragraph of the Preamble to these Bylaws; this duty shall include communications with members of Congress, testimony before committees of the Congress, and the submission of legislative language;

(3) Hires, supervises, and, if necessary, fires staff members for those positions approved by the Executive Board; and develops and implements personnel policy, which shall be set forth in writing;

(4) Supervises the day-to-day financial operations of the Association and its affiliates, under the

direction of the Treasurer; maintains and complies with the accounting and reporting procedures mutually agreed upon by the Treasurer and Finance Committee; and assists the Treasurer and Finance Committee in developing and preparing a proposed annual budget;

(5) Coordinates any direct mail or other fundraising programs or projects authorized by the Executive Board;

(6) Responds in an expeditious fashion to media inquiries concerning the Association's position on legislative matters, court decisions, executive branch actions, or other law enforcement matters; and

(7) Responds to requests for guidance or limited assistance from member organizations, within time and resource limitations, which may include research, letters, travel, and attendance at member organization conventions.

ARTICLE VI - Nominations and Elections

Section 1. In order to hold an elective or appointive office in this Association, the office holder must be the President of a member organization or a designee of the President of the organization of which the designee is a member. An office holder shall be an individual who is or was a law enforcement officer, employee, or otherwise an official associate of the member organization. If a question arises as to an individual's qualifying status under this section, a vote of the Executive Board shall initially determine his or her status, to which such individual or the President of a member organization, or the designee of such President, may then submit a challenge under Article X, Section 6, to the Inspector(s) of Election for a final determination under Subsection 6(b)(3).

Section 2. Starting with the annual convention in 2001, and each odd year thereafter on the next to last day of the annual convention, time shall be set aside for the nomination of officers. When an individual is nominated for a position as an Elected Officer and receives a second, any objection to the nomination must be made immediately following the second. All objections must be heard immediately and no objection can be raised once nominations are closed. This provision does not shield anyone who was ineligible or who is removed as a designee by his or her organization's president. On the last day of the convention, a roll call voice vote shall be taken of the Delegates to elect the new officers of the Association. The new Executive Board shall be sworn into office at the conclusion of the convention.

Section 3. Each member organization shall be entitled to one (1) vote per member of organizations having membership up to 3,000 members. Thereafter, each member organization shall be entitled to one (1) vote based upon the total payment made in accordance with Article III, Subsections 2(b), 2(c) and 2(d) (divided by the amount of dues for each member as per Article III, Subsection 2(a)). Organizations paying minimum dues shall be entitled to one (1) vote for each member actually represented.

Section 4. On the last day of the 2001 annual convention and each odd year thereafter, the President shall call upon the Recording Secretary to call the member organizations roll, and the President or his designee of each organization shall stand and vote the total number of votes for each candidate of their choice for each elective office except Area Vice President.

Section 5. After the vote is taken, the Recording Secretary shall give the President the total number of

votes each candidate received. The President shall then announce to the Delegates present the number of votes each candidate received for each office and also announce the names of the winning candidates.

Section 6. If a winning tie occurs for any office, the Delegates shall be polled again and consideration given only to those candidates involved in the tie.

Section 7. Proxy voting is permitted but can only be voted by a registered Delegate in accordance with the provisions in Article X, Section 4, and presented to the Sergeant-at-Arms prior to the second day of the annual convention.

Section 8. Elected Area Vice Presidents and their alternates shall be nominated and elected in Area caucuses held after the election of the general officers. Each member organization not entitled to an Appointed Area Vice President, pursuant to Article IV, Subsection 7(b), shall be entitled to vote. The number of votes shall be in accordance with Section 3 of this article. Whenever a vacancy in an Elected Area Vice President position occurs between such elections, one or more member organizations in that area entitled to vote for such officer shall coordinate and organize an election, in consultation with the Executive Director; shall notify all such member organizations within that area to solicit nominations; and shall thereafter inform such organizations of the candidates and set a reasonable and fair deadline for receipt of ballots. All such member organizations current in payment of dues may vote. A majority of the votes cast, in accordance with Subsection 7(b) of this article, shall constitute an election of the candidate receiving such majority.

Section 9. Nominations for the office of Vice President At-Large representing individual associate members shall be sent to the President at least thirty (30) calendar days prior to the annual convention. The President shall choose a slate of three names from among those nominated. At the time of voting pursuant to Section 2 of this article, the Vice President At-Large for individual associate members shall be chosen by roll call voice vote of individual associate members present at the annual convention.

Section 10. The following provisions shall govern the selection of members of all committees:

(a) Prior to first general session of the annual convention, beginning in 2001, the Executive Board shall determine and specify the number of members for each committee in compliance with Article V, Section 10, the number of committees on which an individual may serve at one time, and any other matters necessary for an orderly and fair election of committee members, consistent with the procedures set forth in this section and not inconsistent with any provision of the Bylaws.

(b) Beginning with the annual convention in 2001, and on each odd-numbered year thereafter, during the last general session of the annual convention and after the election of officers, except for Area Vice Presidents, the newly-elected President shall immediately announce his selection and appointment of members to all committees. After a short recess, the Delegates shall consider and then vote en bloc on these appointments for each committee. This election to approve or reject the President-elect's selection and appointment of all of the members on each committee shall be conducted in compliance with Article X, Section 1, and shall be held separately for each committee, with the order of vote and election to follow the order in which the committees are established in Article V, Section 10, with the election of members of any committees not specified in the Bylaws to then occur.

(c) If the appointments to a committee are rejected after a roll call vote, then the President shall within a short period of time announce the appointments to the committee, replacing at least two of his first set of appointments with other members, except for committees of six or fewer members as to which there shall be one replacement, at which time a second roll call vote shall be taken on that set of appointments to the applicable committee. If that second set of appointments is rejected, then the President shall replace at least two more remaining candidates for this committee, except for committees of six or fewer members as to which there shall be one replacement, proceeding to a third roll call vote in the same manner as required for the two previous roll call votes. If that third set of appointments is rejected after the roll call vote, then the Inspector(s) of Election shall announce an impasse as to this committee. Between any such roll call votes, the elections of members to other committees may occur, and after the announcement of an impasse, the votes on the appointments to any remaining committees shall take place and any unfinished business shall occur. Thereafter, immediately after the adjournment of the annual convention, the Executive Board shall convene to consider and then vote on this third set of appointments, and any subsequent sets of appointments, if that third set is rejected for any committees as to which there has been an impasse declared.

(d) Upon election at the annual convention or upon approval by the Executive Board of appointments made between elections to fill vacancies, each member of a committee shall take his or her place on the committee and shall serve until the next election of new committee members.

Section 10. If the Delegates at the annual convention fail to elect the officers of the Association during the convention, as is intended by these Bylaws, then the Executive Board shall meet within a reasonable time thereafter and take such action as necessary to call for a special meeting of the Association for the purpose of the election of officers and the transaction of any unfinished business, in compliance with the New York Not-for-Profit Corporation Law.

ARTICLE VII - Bylaws

Section 1. These Bylaws may be amended or otherwise revised only at the annual convention by an affirmative vote of two-thirds (2/3) of the registered votes cast.

Section 2. Each proposed Bylaws change shall be submitted in writing, and by certified mail, overnight delivery, or fax (with verification of receipt), to the Executive Director no later than June first, in advance of and for consideration at the annual convention. Upon receipt of such a proposed change, the Executive Director shall furnish a copy to the President and the chairman and members of the Bylaws Committee and then shall timely transmit such a change to the member units at least thirty (30) calendar days prior to the annual convention, which shall also be distributed at the first general session. This requirement may be waived at the annual convention by a majority vote of the registered votes cast.

Section 3. Voting shall be conducted in accordance with the provisions of Article X of these Bylaws.

Section 4. Proposed amendments to these Bylaws shall be submitted in the following format:

(a) Such amendments shall be typed on the member organization's letterhead and signed by the president of the association or an authorized designee of the president of the organization of which the designee is a member, shall state the existing language of the section, if any, and then the language as it would read, if amended, and shall be accompanied by a letter of justification explaining why a Bylaw amendment is required and the need for the change.

(b) If the proposed amendment is not in compliance with this section, the Executive Director shall notify the proponent of such non-compliance by certified mail, overnight delivery, or by fax (with verification of receipt) within one week of receipt of the proposed amendment, and the proponent shall have five (5) business days after receipt of such notification to resubmit the proposal in the proper format or otherwise bring it into compliance.

Section 6. No written or oral agreement concerning the Association, including the Executive Board, committees, employees, and programs/activities/operations shall supercede the language of the Bylaws.

ARTICLE VIII - Meetings and Conventions

Section 1. There shall be an annual convention.

Section 2. There shall be no limit on the number of Associate Delegates allowed to attend the annual convention. The maximum number of Delegates allowed to attend the annual convention shall be based on the following:

MEMBERSHIP - DELEGATES:

Up to 2500 members.....2 Delegates
2501 to 5000 members.....3 Delegates
5001 to 10,000 members.....4 Delegates
10,001 to 20,000 members....5 Delegates
More than 20,000 members....6 Delegates

Section 3. For purposes of this article, Associate Delegates may attend meetings, but only Delegates shall be allowed to participate in the proceedings.

Section 4. Only member organizations in good standing as per Article III, Sections 3 and 5, shall be permitted to attend meetings.

Section 5. The location and hosting of the annual convention shall be the responsibility of the National office. In each Presidential election year, the annual convention may be held in the Metropolitan Washington, DC area.

Section 6. A special meeting of the Association may be called by the President, the Executive Board, and any member organization(s) entitled to cast ten (10) percent of the total number of votes at such a meeting, specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such call. Such a meeting shall be held either in Washington, D.C., or the state of the Association's incorporation. Notice of the time, place, and purpose of such special meeting shall be mailed to each member organization by registered mail, return receipt requested, at least fifty (50) calendar days before the scheduled date of the special meeting, provided, however, that notice of this special meeting called by any member organization(s) entitled to cast ten (10) percent of the above votes shall be mailed by the Recording Secretary to members within five (5) business days of receipt of a demand from such members for such a meeting, or, if not done, by any member organization participating in the demand for the meeting. No other business shall be conducted at a special meeting of the Association other than that for which the meeting was called.

Section 7. The Executive Board shall meet at least once a year. Additional meetings may be called by the President or a majority of the members of the Executive Board. Notification of the entire Executive Board must be made by the Recording Secretary.

ARTICLE IX - Quorum

Section 1. At the annual convention or a special meeting of the Association, a quorum shall consist of the attendance of a sufficient number of member organizations entitled to cast a majority of the total number of weighted votes entitled to be cast at such meeting.

Section 2. The following procedures shall govern the process for determining the presence of a quorum:

(a) Before the start of each general session of the annual convention or of a special meeting of the Association, Delegate representatives shall notify the Recording Secretary and the Inspector(s) of Election of their presence and who they are representing. If a representative arrives after the start of such general session or such special meeting, such representative must notify the Recording Secretary and the Inspector(s) of Election of their presence.

(b) Before the start of each general session of the annual convention or a special meeting of the Association, the Inspector(s) of Election shall inform the Recording Secretary, who shall then inform the President as to whether a voting quorum exists. If a quorum exists, the President shall then notify the membership that a quorum does in fact exist. Once this quorum exists, there shall not be any call for voting quorums for the rest of that day's business.

(c) If a quorum does not exist at the beginning of the meeting, then no voting shall occur in accordance with these Bylaws. Once the meeting starts, the Inspector(s) of Election, may still determine that enough members have arrived therefore meeting the requirements for a quorum. The Inspector(s) of Election shall notify the President when a quorum does exist and the President shall then notify the membership that a quorum exists.

Section 2. At all Executive Board meetings, a quorum shall consist of one-half (1/2) plus one of the members of the Executive Board.

ARTICLE X - Voting

Section 1. At the annual convention and at any special meeting of the Association, Delegate voting on all questions, motions, or resolutions, unless unanimous, shall be by a weighted roll call vote, with each member's weighted vote to be determined, as follows:

(a) Consistent with Article III, Sections 3 and Section 5, each member organization's weighted vote at the annual convention (hereafter "the convention") or at a special meeting of the Association (hereafter "special meeting") shall be based on the number of individuals belonging to that organization, or belonging to organizations comprising umbrella organizations, for which dues have been paid, as of the last dues payment prior to April 15. Any dues payments for a member organization's increased numbers of its own members made after April 15 shall not increase such organization's weighted vote.

(b) New member organizations admitted after April 15, pursuant to Article II, Section 5, may participate in the convention or a special meeting but shall not be able to vote, unless an advance

payment for two quarters of dues was made on or before April 15, in anticipation of eventual approval of an organization's membership application, which amount shall determine the organization's weighted vote at the annual convention. However, such a payment shall be fully refunded, minus the \$200 application fee, if the membership application is disapproved.

(c) The following procedure and deadlines shall be utilized in confirming, verifying, and correcting weighted votes:

(1) On or before May 15, the Executive Director shall send to each member organization a confirmation form for the purpose of verifying the accuracy of each organization's weighted vote for the upcoming convention or any subsequent special meeting of the Association.

(2) Each such organization shall verify the true and accurate numbers of members on this form and shall make any necessary correction or change on the form with a full explanation. Each organization shall then return this form by certified mail, overnight delivery, or fax (with verification of receipt) no later than June 1.

(3) Upon receipt of this form from any member organization claiming a larger or smaller weighted vote than set forth on the confirmation form, the Executive Director shall examine invoices to and dues submissions from each such organization to determine compliance with Article III, Section 2, and, in the case of umbrella organizations, the report and list submitted pursuant to Article III, Section 5, and may communicate with such organization or others by telephone or by fax to obtain additional information. The Executive Director shall then make any corrections or changes that are justified and based on the outcome of his or her examination, in compliance with these Bylaws.

(4) No later than thirty (30) calendar days before the first day of the convention or a special meeting, the Executive Director shall determine in good faith and then notify each member organization of its weighted vote for such convention or special meeting. For those member organizations claiming a larger or smaller weighted vote under Subsection (c)(3), such notification shall be by certified mail, overnight delivery, or fax (with verification of receipt), provided, however, such notification may be delayed for a maximum of fifteen (15) additional calendar days for any such organization whose claims are still under examination and have not yet resolved under (3), in which case such notification shall also be by telephone.

(5) If upon receipt of such notification, if a member organization claiming a larger or smaller weighted vote under Subsection (c)(3) continues to claim a larger or smaller weighted vote for itself, and wants to formally to challenge this issue, such organization shall, within seven (7) calendar days of receipt of such notification but in no event later than two (2) calendar days before the beginning of the annual convention or special meeting, expeditiously inform the Inspector(s) of Election appointed under Section 6, sending a copy of such notification to the President and the Executive Director.

(6) Thirty (30) calendar days prior to the convention or special meeting, and contemporaneous with any notifications required in Subsection (5), the Executive Director shall in good faith prepare, produce, and certify a list or other record of member organizations entitled to vote and each member's organization's weighted vote. Such list or record shall identify and describe each specific claim for a larger or smaller weighted vote made under this subsection and, as to each, the initial determination by the Executive Director, the subsequent determination and resolution of such claim by the Executive Director, the basis for such a determination and resolution, and, whether or not the claim has been resolved to the member organization's satisfaction. This list or record shall be disseminated by the Executive Director, at least ten (10) calendar days prior to such annual convention or special meeting, to any member organization so requesting such list or record, unless the request for such list or record is received thereafter, in which case the next business day.

(7) Upon registration at the annual convention or a special meeting, Delegates representing member units in good standing shall sign for the amount of votes they are assigned, based on the notification issued under Subsection (c)(6).

(d) If the determination under Subsection 1(c)(4) of this article concerning the right to vote at the convention or a special meeting, including the number of weighted votes, is challenged or questioned, the Inspector(s) of Election, appointed pursuant to Section 6 of this article, shall require such list or record of member organizations and any other relevant material to be produced as evidence of the right of such organization challenged to vote at such convention or meeting. All member organizations which appear from such list or record to be members entitled to vote thereat may vote as such meeting, but only if a challenge or question on that issue is as been resolved in their favor by such Inspector(s), and may only vote the number of weighted votes as the Inspector(s) shall determine, pursuant to Section 6.

(e) The failure of a member organization to comply with the provisions of Subsections 1(c) (2), (3), and (5) for the verification of weighted voting and the submission, examination, consideration, and resolution of claims by such organization of a larger or smaller weighted vote shall render moot and invalid any claim by a such organization in a challenge to the Inspector(s) of Election, and the weighted vote as determined by the Executive Director under Subsections (c)(4) and set forth in (c) (6) shall be final, unless the Inspector(s) of Election find(s) initially during a challenge by such organization that there was a significant mitigating factor for such non-compliance primarily outside of the control of such organization and that to deny such organization a hearing before the inspector(s) would be unfair.

Section 2. Voting at the Executive Board meetings shall be by simple majority. Each member of the Executive Board is entitled to one vote. However, member organizations that are entitled to more than one vote may have all of their votes cast by a member of their organization when they obtain the proper authorization from their organization's president.

Section 3. In the absence of an Area Vice President at the Executive Board meeting, the Area Vice President's alternate may, upon written notice to the Recording Secretary, attend such meeting and exercise all rights, powers, and privileges of the absent Area Vice President.

Section 4. Voting by Proxy at the annual convention or special meeting of the Association shall be permitted if the Proxy is in the form of a letter of authorization from the president of a member organization or a designee of the president of such organization of which the designee is a member. All letters of authorization must be presented to the Sergeant-at-Arms either prior to, or during the annual convention. Proxies can only be given by a registered and attending Delegate at the annual convention.

Section 5. When called upon to cast votes, a voting Delegate is not permitted to "PASS," and then recast their vote afterwards. A "PASS" vote shall be recorded as a vote not cast.

Section 6. At least one Inspector of Election shall be appointed for resolving potential or actual challenges or questions prior to or during the voting and for otherwise conducting the election, as follows:

(a) At least two months before the annual convention or as soon as possible before any special meeting of the Association, the Executive Director shall file a request and enter into an agreement with the American Arbitration Association's (AAA's) National Department of Elections to administer

the

nomination and election of national officers, pursuant to Article VI and other applicable provisions in the Bylaws, through the appointment of at least one election arbitrator, who shall serve as the Inspector(s) of Election. The Executive Board is deemed to have appointed the election arbitrator(s) selected by the AAA, as such authority is hereby delegated to the AAA.

(b) In compliance with the AAA's Election Rules, such inspector(s) (1) shall determine the identity of each voting member organization by reviewing the list or other record prepared under Article X, Subsection 6(c), and any other relevant membership document, the voting power of each, the existence of a quorum, and the validity and effect of proxies, (2) shall receive votes, ballots, or consents; (3) shall hear and determine each challenge and disputed question arising in connection with the right to vote, including the number of weighted votes, and the eligibility to run as a candidate pursuant to Article VI, Section 1, prior to the first scheduled vote of the convention, except for any challenge arising during scheduled votes; (4) shall count and tabulate all votes, ballots or consents and determine the result; (5) shall take such acts as are proper to conduct the election or vote, with fairness to all members; and (6) if so requested by the presiding officer or any member, shall make a report in writing of any challenge, question, or matter determined by them and certify facts found by them.

ARTICLE XI - Political Endorsements

Section 1. The endorsements by the Association of candidates for the U.S. Congress and candidates for non-federal office, including governor, lieutenant governor, attorney general and other non-federal public office, shall be considered, processed and acted upon in the following manner:

(a) At the annual convention (hereafter "convention") or a special meeting of the Association (hereafter "special meeting"), a local caucus for each state having member organizations shall determine which candidate(s) the caucus desires to endorse. Voting on each candidate's endorsement shall be by a weighted vote. A two-thirds (2/3) majority of the votes cast within the caucus shall determine the candidate whose endorsement shall be requested of the Association.

(b) Requests for such endorsements shall originate at the local designated Area as defined in Article IV, Section 6, and the boundaries of which encompass all or part of an individual legislator's district. Such requests shall be submitted to the chairman of the Committee on Political Education (COPE) and then processed by COPE, in compliance with the provisions of Article V, Subsection 10(d).

(c) Each endorsement request by a caucus for such public office received by COPE prior to the convention or a special meeting shall require a majority vote of the registered Delegates at such convention or special meeting for approval of the endorsement.

(d) Endorsement requests for public office received by the chairman of COPE after the convention or a special meeting but prior to the election that were not considered by a local caucus at such convention shall be acted on by the Executive Director, after taking into account the recommendation by the chairman of COPE and the views of affected member organizations, pursuant to Article V, Subsection 10(d)(2). The Executive Director shall expeditiously issue the letter of endorsement, unless there is a lack of consensus among, or general opposition to the candidate by, affected member organizations or if there is another compelling reason against such endorsement, in which case the Executive Director shall consult with the President and notify affected member organizations of the Executive Director's final decision.

(e) No endorsement by the Association for any candidate covered by this section shall be initiated or acted upon by any local Area member organization, or any units of such organization, (1) prior to or during the convention or a special meeting, until the actions required by Subsection(1)(a) through (c) occur and the candidate whose endorsement is sought has received the requisite number of votes thereunder, or (2) after such convention or special meeting concerning any candidate whose endorsement was not considered by a local caucus or the Delegates, without the express written approval by the Executive Director, pursuant to Subsection 1(d).

Section 2. The endorsements by the Association for Executive branch officers or other appointees of the Federal Government shall be made, as follows:

(a) The endorsements for U.S. President and Vice President shall require a two-thirds (2/3) majority vote of the registered votes cast at the annual convention or a special meeting of the Association for approval of the endorsement. If the votes that are cast fail to provide the required two-thirds (2/3) vote for any candidate, then the Executive Board, by a majority vote, shall make the final decision on all such endorsements.

(b) Any requests for endorsements of appointees nominated to offices in the U.S. executive or judicial branches, requiring U.S. Senate confirmation, shall be acted on by the Executive Director, after consultation with and taking into account the views of the chairman of COPE, any affected member organization, and any organization familiar with a nominee.

Section 3. Any individual member of a member organization in good standing, who runs as a candidate for any municipal, county or other local office, for office in the state legislature, or for any other public office not covered in Section 1 of this article, shall be eligible for an endorsement by the Association. Such an endorsement shall be considered and voted upon in compliance with the procedures or requirements of Subsection 1(a), (b), (c), and (e) of this article, provided however that any such endorsement requests received after such convention or annual meeting shall be considered and determined in compliance with the procedures or requirements of Subsection 1(d) and (e) of this article. This section does not affect any such individual member's eligibility for an endorsement by the Association for those public offices covered by Section 1.

Section 4. No endorsements shall be altered or withdrawn by any person without concurrence from the affected member organizations within the local Area, the boundaries of which encompass all or part of the individual legislator's district, and only after advance notification to the chairman of COPE and the Executive Director.

Section 5. All endorsements shall be in the name of the National Association of Police Organizations, Inc.

Section 6. In those Areas in which there is at the time no organization or association having membership in this Association, as defined in Article IV, Section 6, the Delegates may endorse at the annual convention or a special meeting of the Association by a two-thirds (2/3) vote a candidate for the U.S. Congress, or the Association may endorse such a candidate after such convention or special meeting, whose endorsements were not considered at this convention or special meeting, but only after compliance with the provisions of Subsection 1(d).

ARTICLE XII – Business and Activities at the Annual Convention

During the annual convention, each of the following activities, actions, and other business shall take place, unless otherwise ordered by a majority vote of the Delegates or unless the lack of a quorum prevents a vote on a matter:

1. Opening prayer.
2. Pledge of Allegiance.
3. Moment of silence for those police officers who have given their lives in the line of duty.
4. Adoption of minutes from the previous convention.
5. Reports of the Association’s committees.
6. Report of the Executive Board.
7. Reports of the NAPO National Office staff, including the Executive Director, General Counsel and Director of Communications, and any other staff as deemed necessary.
8. Unfinished business.
9. New business, including consideration of and voting on the proposed budget, legislative resolutions, bylaws proposals, and national political endorsements.
10. Presentations by speakers.
11. Good and welfare.
12. Benediction (optional).
13. Adjournment.

ARTICLE XIII - Parliamentary Authority

All questions of order not covered by these Bylaws shall be covered by the latest edition of "Robert's Rules of Order, Newly Revised."