

**BYLAWS of the NATIONAL**  
**ASSOCIATION OF POLICE**  
**ORGANIZATIONS, INC.**



**As Amended through October, 2020**

## **PREAMBLE**

The National Association of Police Organizations, Inc., ("NAPO"), is established to provide a powerful, effective and respected voice for its member organizations and to educate the public with regard to public safety, the rights of law enforcement officers, and crime reduction.

The objective of this Association shall be to unite all law enforcement officer organizations within the United States and surrounding territories, 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.

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, Trademarks, and Principal Place of Business**

Section 1. The name of this Association is: "National Association of Police Organizations, Inc."

Section 2. No organization or person shall use the name "National Association of Police Organizations, Inc." or the logos or trademarks or servicemarks of the Association or its programs in any way that may indicate the sanction or approval of NAPO without the permission of the Executive Board or a majority of the elected officers of the corporation, provided that all elected officers were notified of the requested usage of the logo or mark.

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

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

## **ARTICLE II - Membership**

Section 1. In General. Any *bona fide* law enforcement organization may apply for membership in NAPO. "*Bona fide* law enforcement organization" means any entity active in the promotion of the interest and welfare of sworn law enforcement officers, whether active or retired.

Section 2. Application and Fee, Individual Law Enforcement Members. A request for membership in this Association shall be made by submitting an application to the Executive Director together with an application fee of \$200. The Executive Board shall have the authority to offer membership to non-traditional groups or associations. Such groups or associations shall not have the right to vote or have their members hold elected office. Such groups or associations may be required by the Executive Board to pay an annual assessment in lieu of regular dues. Upon such terms as the Executive Board shall determine this organization may admit individual law enforcement officers to membership.

Section 3. Individual Associate Members. 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. Processing of Application. 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 Executive Director shall also consult with one or more Area Vice Presidents representing the Area from which the application originates to assist in determining whether the applicant is a *bona fide* law enforcement organization, whether there exist any conflicts with current member organizations, and to pass along any and all information believed to be important to allow the executive board to make a well informed decision. If the application originates from an Area with no current Area Vice President, then the Executive Director shall consult with one or more Area Vice Presidents from the next nearest or a contiguous Area. The application for membership shall be considered and a recommendation to approve or deny the application voted upon by the Membership Recruiting and Retention Committee. The Membership Recruiting and Retention Committee shall advise the Executive Board of its recommendation and the Executive Board shall have the final authority to approve or deny the application.

Section 5. Initial Payment of Dues. The application fee shall be applied toward payment of membership dues upon approval of the application by the Executive Board. Upon approval of such application, dues shall be paid by the new member organization in an amount sufficient, to bring the new member organization current to the nearest ensuing January 1st, April 1st, July 1st or October 1<sup>st</sup>. 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).

## **ARTICLE III - Dues and Assessments**

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

Section 2. Computation of Dues. 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: \$4.50 for each member.

(b) 3001 to 10,000 members: Subsection 2(a), plus \$3.50 for each member over 3000.

(c) 10,001 to 15,000 members: Subsection 2(a), plus Subsection 2(b), plus \$3.00 for each member over 10,000.

(d) 15,001 or more members: Subsection (2)(a), plus Subsection 2(b), plus Subsection 2(c), plus \$2.25 for each member over 15,000.

(e) The annual membership dues for members of all organizations of retired police officers shall be \$3.25. For the purpose of this Bylaw, retired police officers' organizations must be comprised of at least 51% retiree members.

(f) Payment of such dues shall be due on January 1<sup>st</sup> of each year. Alternatively, member organizations may elect to pay their dues quarterly, and if so, quarterly payments shall be due on January 1<sup>st</sup>, April 1st, July 1st and October 1st of each year.

Section 3. Arrears. Any member organization in arrears of dues for sixty (60) calendar days from the due date is not considered a member in good standing; In addition, 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.

Section 4. Umbrella Groups. 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 persons for whom dues are paid to 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. For the purpose of this section, an “umbrella organization” is defined as an entity which includes the members of more than one *bona fide* law enforcement organization.

**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, a Vice President At-Large for associate members, 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. The Executive Board shall also have 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.

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

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 10% of the total number of Appointed and Elected Area Vice Presidents. At-large designation is the prerogative of the Executive Board and such at-large appointments may be terminated or transferred at any time. The term of office of an Area Vice President At-Large shall expire at the same time as the term of the Executive Board which appointed him or her.

Section 8. Associate members shall have the right to elect from among nominees selected pursuant to Article VI, Section 8, one Vice President At-Large to serve on the Executive Board. Associate members may not vote by proxy in such an election.

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

Section 10. The Association's proposed annual operating budget shall be developed by the Executive Director in consultation with the President and the Treasurer. The resulting proposal shall be submitted in writing by the Treasurer to the Finance Committee for their review and approval prior to the annual convention. The proposal, along with any recommendations from the Finance Committee, shall next be presented by the Treasurer to the Executive Board, for their review and approval. Finally, the Treasurer shall present the proposal to the Delegates 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. Removal from Office.

(a) Any elected or appointed Officer of the Association or elected or appointed Area Vice President (including Area Vice Presidents at Large), may be removed from office for cause. The serious misconduct or malfeasance in office of the Officer or Area Vice President, or the abandonment of the position, shall constitute such cause.

(b) Any member of the Executive Board who believes that an elected or appointed Officer or Area Vice President should be removed for cause may submit a written statement to the Ethics Committee of the Association, stating with specificity the reasons he or she believes that the Officer or Area Vice President should be removed. The statement shall be signed by the complainant and notarized and be accompanied by any documents or exhibits that the complainant believes proves the allegation.

(c) Upon receipt of such a written statement, the Chair of the Ethics Committee shall immediately forward a copy of the same, along with copies of any supporting documents or exhibits, to the person against whom the complaint is directed, as well as to the members of the Ethics Committee and the President and the General Counsel of the Association.

(d) Within 21 days of the receipt of such a written statement, the Ethics Committee shall carefully review the complaint and any evidence in support thereof. The person complained against shall have the right to submit his or her own statement to the Committee, along with any supporting documents or exhibits. After carefully considering all the evidence submitted, the Committee shall, through its Chair, submit a written report of the case to the entire Executive Board, along with a recommendation for action, if any, that the Executive Board might take regarding the possible removal of the elected or appointed Officer or Area Vice President. This report and recommendation by the Ethics Committee to the Executive Board shall be submitted no later than 30 days after the receipt by the Committee of the initial written statement referred to in subsection (b) above.

(e) Upon receipt by the Executive Board of the report and recommendation from the Ethics Committee referred to in subsection (d) above, the Executive Board shall, within 30 days of such receipt, meet to discuss and decide the case. No action shall be taken to remove an elected or appointed Officer or Area Vice President unless three quarters (3/4) of the Executive Board (not counting the Officer or Area Vice President whose conduct is at issue) finds by clear and convincing evidence that abandonment or serious misconduct or malfeasance has in fact occurred. If the Executive Board does make such a finding, it shall next vote on whether or not to remove the elected or appointed Officer or Area Vice President from his or her office. An affirmative vote by three quarters (3/4) of the Executive Board (not counting the Officer or Area Vice President whose conduct is at issue) shall be required for removal.

(f) In the event an elected or appointed Officer or Area Vice President is removed pursuant to this Article, the appointing or elective authority which first appointed or elected the Officer or Area Vice President in question shall be immediately entitled to elect or appoint, as the case may be, a replacement to fill the remainder of the official's term.

(g) Nothing in this Article shall prevent the president or other designating authority of a member organization from removing or changing such designation pursuant to Article VI of these Bylaws, at his or her pleasure. Nor shall anything in this Article prevent any elected or appointed Officer or Area Vice President from voluntarily resigning his or her office.

## **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;
  - (2) A member to fill each vacancy on a committee between conventions; and
  - (3) The chair of each committee from among the members of that committee.
- (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, Sergeant-at-Arms, or Vice President at Large representing Associate Members, 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. The approval by the Executive Board referred to in this subsection may be determined utilizing a conference call or by email, provided that such conference call or email take place or be sent within ten days of the tentative appointment.
- (e) Directs with the national office staff and 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 made available 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) Is authorized to appoint a member in good standing to the position of Chaplain, subject to the approval of the Executive Board

(n) Acts as a spokesperson for the Association, if time allows the President will consult with the elected officers and or the entire Executive Board regarding the comments to be made. If time does not allow for consulting with either of these groups then an email will be sent to the entire executive board reference the comments as soon as possible.

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

(a) Assumes the duties of the President in his or her 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 calls the roll when requested by the President.

(c) 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 maintains oversight of expenditures.

(b) Assists the President, Executive Director and Finance Committee in preparing the annual budget and presents 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) Causes the bank accounts to be reconciled 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) Verifies registration of all Delegates at meetings and keep order at all meetings.

(b) Serves as Chairperson of the Membership Recruiting and Retention Committee.

(c) 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, including Area Vice Presidents At-Large, 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 Chaplain shall have the following duties:

(a) Offers an Invocation at the beginning, and Benediction at the end, of Association events.

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

Section 10. The President of NAPO shall receive compensation as proposed by the Finance

Committee and approved by the Delegates at the annual convention.

Section 11. 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 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 recommend for approval an application for membership in the Association.

(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 voted upon by the Committee, the Sergeant-at-Arms shall inform the Executive Board of the Committee's recommendation to approve or disapprove the 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 also review the annual audit of the Association. 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, subject to the approval of the Association Delegates.

(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 shall advise the President and the Executive Board of its recommendation. 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, review, evaluate, and act upon requests for endorsement 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. 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, 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 President and the Executive Director, but only after consultation with affected member organizations to solicit their views. The Committee shall 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 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.

(f) Ethics Committee.

The Ethics Committee shall be composed of no fewer than 5 persons and shall be responsible for receiving, reviewing, and making recommendations of action (if any) to the Executive Board,

concerning any allegation of serious misconduct, abandonment, or malfeasance in office of the elected or appointed Officers and Area Vice Presidents of the Association, in accordance with Article IV, Section 11 of these Bylaws. Notwithstanding the provision of Article V, Section 1 (c) (3) of these Bylaws regarding appointment of committee chairs, the members of the Ethics Committee shall elect the Chair of the Committee by majority vote.

Section 12. The President may establish additional committees of the Association, subject to the approval of the Executive Board.

Section 13. The Executive Director serves as the 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.

(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 subsidiary organizations, including any programs carried out by the Association or any of its subsidiary organizations, 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) Supervises and manages the staff members for those positions approved by the Executive Board; and develops and implements personnel policy, which shall be set forth in writing; such policy and any changes thereto to be approved by the elected officers of the Association. Such policy shall be distributed to each staff member, who shall sign an acknowledgement that they have received and understand the same. Except in an urgent or unusual situation, no staff person shall be hired nor separated from employment without the approval of the President. If the

President is unavailable, then a majority of the other elected officers of the Association.

(4) Supervises the day-to-day financial operations of the Association and its subsidiary organizations, 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 a member 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 determination such individual, or the President of a member organization, or the designee of such a President, may then submit a challenge to the Inspector(s) of Election for a final determination under Subsection 6(b) of Article X.

Section 2. Starting with the annual convention in 2015, and each odd year thereafter on the first day of the annual convention, time shall be set aside for nominations to the offices of President, Executive Vice President, Recording Secretary, Treasurer and Sergeant-at-Arms. 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 next to 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 newly elected officers of the Association shall be sworn into office prior to ~~at~~ the conclusion of the convention, leaving sufficient time for the newly elected or re-elected President to announce his or her selection and appointment of committee members, as contemplated by Section 9(a) of this Article.

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), 2 (d) and 2(e) 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 day 2 of the 2015 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 authorized Delegate of each member organization shall vote the member organization's total number of votes for one 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 member organization Presidents or Delegates, as the case may be, shall be polled again and consideration given only to those candidates involved in the tie.

Section 7. Elected Area Vice Presidents and their Alternates shall be nominated and elected in Area caucuses held after the election of the Association officers designated in Section 2, above. 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 eligible 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 eligible 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 eligible member organizations current in payment of dues may vote.

Section 8. Nominations for the office of Vice President At-Large representing 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 associate members shall be chosen by roll call voice vote of individual associate members present at the annual convention. Associate members may not vote by proxy.

Section 9. The following provisions shall govern the selection of members of all committees:

(a) Beginning with the annual convention in 2015, and on each odd-numbered year thereafter, during the last general session of the annual convention and after the election of officers, the newly-elected or reelected President shall announce his or her selection and appointment of members to all committees.

(b) Upon appointment at the annual convention or between conventions to fill vacancies, each member of a committee shall take his or her place on the committee and shall serve until the next appointment of new committee members.

Section 10. If the Delegates at the annual convention fail to elect the officers of the Association designated in Section 2, above, 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, by certified mail, overnight delivery, email or fax (with verification of receipt); to the Executive Director no later than June first, for consideration at the next 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 proposed change to the member organizations at least thirty 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 submitted 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 Article and Section, if any, and then the language as it would read, if amended, and shall be accompanied by a letter of justification explaining why it is believed the a Bylaw amendment is required.

(b) If the proposed amendment is not in compliance with this section, the Executive Director shall notify the proponent of such non-compliance by mail, overnight delivery, email 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 but not limited to the Executive Board, committees, employees, or programs/activities/operations shall supersede 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 members 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, members 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, Section 3 shall be permitted to attend meetings.

Section 5. The location and hosting of the annual convention shall be the responsibility of the National office. Member organizations may also assist as the hosting group(s) for the annual convention. In the event one or more member organizations have an interest in hosting the annual convention, they shall so inform the President and Executive Director at least twenty-four (24) months prior to date of the convention involved. If two or more member organizations have expressed an interest, the Executive Board shall decide the location of the convention. If the Executive Board fails to so decide, the decision shall be made by the elected officers and Executive Director of the Association. In the event only one member organization expresses an interest in hosting the annual convention, the Executive Board shall consider the proposal and approve or disapprove it. If the Executive Board fails to so act, the decision shall be made by the elected officers and Executive Director of the Association. Nothing in this Section shall prohibit a group of more than one member organizations from cooperatively hosting the annual convention at a single location.

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 special meeting, specifying the date 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 the Washington, D.C. area or the state of the Association's incorporation. Notice of the time, place,

and purpose of such special meeting of the Association shall be mailed by the Recording Secretary to each member organization by registered mail, return receipt requested; provided, however, that notice of a special meeting called by any member organization(s) entitled to cast ten (10) percent of the total votes at such meeting shall be mailed by certified mail, return receipt requested, 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 such meetings shall be made by the Recording Secretary to the entire Executive Board.

Section 8. In between scheduled Executive Board meetings, in those instances where these Bylaws grant certain authority and responsibility to act on behalf of the Association to the elected officers or other personnel of the Association, the exercise of that authority or responsibility may be facilitated by utilizing appropriate remote meeting technology. Other meetings of the Association, including but not limited to Executive Board meetings, the Annual Convention, and Special Meetings, may also be conducted utilizing appropriate remote meeting technology in the event that circumstances make it desirable or imperative to dispense with normal in-person meetings. In such an event, the location requirement(s) for any such meeting shall be deemed to have been complied with.

## **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 for the entire Association eligible to be cast at such convention or special meeting.

Section 2. The following procedure shall be used to determine the presence of a quorum:

(a) Before the start of the first general session of the annual convention or of a special meeting of the Association, Delegates shall notify the Recording Secretary and the Inspector(s) of Election (if any) of their presence and who they are representing. If a Delegate arrives after the start of such general session or such special meeting, such Delegate shall notify the Recording Secretary and the Inspector(s) of Election (if any) of their presence. The Inspector(s) of Election (if any) shall inform the President as to whether a quorum exists. If no Inspector(s) of Election are in attendance at the particular convention session or special meeting, the Recording Secretary shall perform this duty. If a quorum exists, the President shall announce that a quorum does in fact exist. Once a quorum is recognized there shall not be any call for the determination of a quorum for the rest of the convention or special meeting.

(c) If a quorum does not exist at the beginning of the convention or special meeting, then business may be discussed among those present but no voting or motions shall occur or be in order in accordance with these Bylaws, other than a motion to adjourn or recess. Once the convention or special meeting starts, the Inspector(s) of Election (if any), may still determine that enough members have arrived thereby meeting the requirements for a quorum. The Inspector(s) of Election (if any) shall notify the President when a quorum does exist. If no Inspector(s) of Election are in attendance at the particular convention session or special meeting, the Recording Secretary shall perform this duty. The President shall announce that a quorum exists. Once a quorum is recognized, there shall not be any call for the determination of a quorum for the rest of the convention or special meeting.

Section 3. 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 Delegate's weighted vote to be determined, as follows:

(a) Each member organization's weighted vote at the annual convention or at a special meeting of the Association 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 or on April 15 of the year in question. 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, 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 or special meeting. However, such a payment shall be fully refunded, less the 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 of each year, the Executive Director shall send to each member organization a confirmation form for the purpose of verifying 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, fax or email so that it is received at the national office no later than June 1.

(3) Upon receipt of this form from any member organization claiming a larger or smaller weighted vote than originally set forth on the confirmation form, the Executive Director shall examine invoices to and dues submissions from each such organization, and may communicate with such organization or others 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, and shall notify the member organization of the result.

(4) 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 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 Executive Board, sending a copy of such notification to the President, the Recording Secretary, and the Executive Director.

(5) Thirty (30) calendar days prior to the convention or special meeting, the Executive Director shall in good faith prepare a list or other record of member organizations entitled to vote and each member's organization's weighted vote. 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.

(6) Upon registration at the annual convention or a special meeting, Delegates representing member units in good standing shall sign with the Sergeant at Arms for the amount of votes they are assigned, based on the notification issued under Subsection (c)(5).

(d) The failure of a member organization to comply with the provisions of Subsections 1(c) (2), (3), and (4) for the verification of weighted voting and the 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 presented to the Executive Board and the weighted vote as determined by the Executive Director under Subsection (c)(3) and set forth in (c) (5) shall be final.

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. Voting by Alternates (Executive Board meetings) In the absence of an Area Vice President at an 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, including voting, of the absent Area Vice President.

Section 4. Voting by Proxy (Annual Convention and Special Meetings of the Association)  
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. All such Proxy letters of authorization must be received by the Recording Secretary, with a copy sent to the Executive Director, no later than two weeks prior to the start of the annual convention or special meeting of the Association. Provided that, if such two weeks' notice is impossible due to the occurrence, after the two weeks' deadline has passed, of an extreme organizational emergency such as an officer death or municipal bankruptcy, then the notice shall be provided as soon as possible under the circumstances. At the annual convention, Proxy votes may only be cast by a registered and present Delegate.

Section 5. When called upon to cast votes, a voting Delegate is not permitted to "PASS," and then cast their vote afterwards. A "PASS" 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 where an election or appointment to office is scheduled to take place, 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 (AAA) or a current or former mediator from the Federal Mediation and Conciliation Service (FMCS) to administer the nomination and election of national officers, 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 or FMCS representative, and such authority is hereby delegated to the AAA or FMCS representative.

(b) 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 (1)(c)(5), the voting power of each, the existence of a quorum, and the validity and effect of proxies, (2) shall hear and determine each challenge and disputed question arising in connection with the eligibility to run as a candidate or be appointed to or hold office, prior to the first scheduled vote of the convention, except for any challenge arising during scheduled votes; (3) shall count and tabulate all votes, and determine the result; and (4) 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 - Endorsements of Candidates for Office**

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 acted upon in the following manner:

(a) At the annual convention or a special meeting of the Association 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. Such requests shall be submitted to the chairman of the Committee on Political Education (COPE).

(b) Each endorsement request by a caucus at 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.

(c) Endorsement requests for public office received by the Association or the chairman of COPE after the convention or a special meeting that were not considered by a local caucus at such convention or special meeting shall be acted on by the Elected Officers, after taking into account the recommendation by the chairman of COPE and the views of affected member organizations-

(d) 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) and (b) 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 of the Elected Officers, pursuant to Subsection 1(c).

Section 2. The endorsements by the Association for Federal 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 Delegate 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, after three attempts, 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 Elected Officers, 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 or 2 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 Section 1 of this Article, This Section 3 does not affect any such individual member's eligibility for an endorsement by the Association for those public offices covered by Section 1 or 2 of this Article.

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, the Elected Officers and the Executive Director.

Section 5. All endorsements shall be in the name of the National Association of Police Organizations, and/or "NAPO".

Section 6. In those Areas in which there is at the time no organization having membership in this Association, 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 political office or appointment, or the Association may endorse such a candidate after such convention or special meeting, whose endorsements were not considered at the convention or special meeting, but only after compliance with the provisions of Subsection 1(c).

## **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: This list is not intended to be exhaustive, and other activities or business items may also be conducted or addressed as necessary or convenient. This list is also not a substitute for an agenda, and the order of items on the list is not intended to be adhered to in an overly rigid or inflexible manner.

1. Opening prayer.
2. Pledge of Allegiance.
3. Moment of silence for those law enforcement officers who have given their lives in the line of duty.
4. Introduction of guests, including any Inspector(s) of Election from the American Arbitration Association.
5. Adoption of minutes from the previous convention.
6. Remarks by the President.
7. Reports of the Association's committees.
8. Report of the Executive Board.
9. Nomination of Association Officers (in an election year).
10. Reports of the NAPO National Office staff, including the Executive Director, General Counsel, and any other staff as deemed necessary.
11. Unfinished business.
12. New business, including but not limited to consideration of and voting on the proposed budget, legislative resolutions, bylaws proposals, elections for Association office, and political endorsements.
13. Presentations by speakers.
14. Swearing in of Association Officers
15. Appointment of committee members
16. Good and welfare.
17. Benediction (optional).
18. Adjournment.
19. Executive Board Meeting, if needed following the convention.

### **ARTICLE XIII - Parliamentary Authority**

All questions of order not addressed by these Bylaws or the Association's articles of incorporation shall be governed by the latest edition of "Robert's Rules of Order, Newly Revised."