

Constitution

of the

**Austin Police
Retired Officers Association**

**PO Box 10471
Austin, Texas 78766**

**Revised
May 9, 2007**

Constitution

Article 1

Name and Purpose

1.1. Name. The name of the corporation is AUSTIN POLICE RETIRED OFFICERS ASSOCIATION hereinafter referred to as the Association.

1.2. Purpose. The association is organized and shall be operated exclusively to assist members of the Association who are receiving retirement benefits in all areas of mutual interest, provided that, as required by Section 501(c)(7) of the Internal Revenue Code, no part of the net earnings of the corporation (if any) will inure to the benefit of any member.

Article II

Definitions

2.1. As used herein, the following terms, phrases or words shall be defined as follows:

A. "Member in good standing" is hereby defined to be a member who has paid all dues and assessments due and who is not more than 30 days in arrears of such payment as of the date specified for the payment thereof.

B. "Board of Directors" Shall be composed of the officers of the Association. These officers shall be the following: President, Immediate Past-President, Vice President, Secretary, Treasurer, Sgt. At Arms, and four (4) Trustees elected from the membership.

C. "Quorum" for a mass monthly or specially called membership meeting, when all members have been notified in accordance with the Constitution and/or By-Laws, the quorum is the number of members present at the time, since they constitute the entire membership at the time. With regards to Board or Committee meetings quorum shall mean the board or committee members present if all such board or committee members have been notified in accordance with the Constitution and/or By-Laws.

D. "Fiscal Year" of the ASSOCIATION shall begin on the first day of January and end on the last day of December in each year.

Article III

Members

3.1 Classes. There shall be two (2) classes of Membership: Active and Honorary.

A. Active Member:- All retired Austin Police officers who are members of the Austin Police Retirement System are eligible for membership in the Association, subject to the provisions of this Constitution. No person shall be denied membership on account of race, religion, color, creed, sex, age or national origin.

1. Only active members, as herein defined shall have a vote.

2. Those convicted of a felony will not be eligible for membership.

B. Honorary Membership: Shall be comprised of individuals recognized by the Association for exceptional service or contribution to the Association, political subdivision or the law enforcement community. Honorary members do not have a vote in the Association and they pay no dues.

3.2. Application for Membership. Persons desiring to apply for membership shall submit their application to the Board of Directors of the Association, which shall act on such application.

3.3. Termination of Membership. Any Member may terminate membership in the Association by written resignation tendered to the Board of Directors. A member's membership in the Association shall terminate by lapsing if that member's dues or assessments. A member's membership in the Association shall terminate upon the member's final conviction of a felony or of a crime involving moral turpitude.

A. Failure of a Member to comply with the rules and regulations shall constitute good grounds for the Board of Directors terminating that person's membership in the Association.

Article 4

Board of Directors

4.1 Number, Tenure, Election and Vacancies. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board") which shall consist of ten (10) members.

4.2 Terms. The officers of the ASSOCIATION shall consist of a President, Vice President, Secretary, Treasurer, Sgt. at Arms, and four (4) elected trustees. The term of the office shall be for two (2) years.

4.3 Vacancies and Removal from office.

A. A vacancy shall be declared, by a majority of the Board, in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Association.

B. A Board member who misses three consecutive regularly scheduled meetings can be removed from office by a majority vote of the Board.

C. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

D. Vacancies which occur, other than at the end of a term of office, shall be filled by majority vote of the members at a regularly scheduled meeting which occurs no sooner than 30 days from the date of notice to the members about the vacancy.

4.4. Nomination, Election and Installation

A. General. At the annual November meeting the members shall vote to fill all Board positions which expire at that time. Only a member who is in good standing may be nominated for a position on the Executive Board.

B. Nominations for all positions set to expire at the next November meeting shall be nominated for their positions at the regularly scheduled September meeting. Nominees who can not be present at the September meeting to accept the nomination must, prior to the September meeting, submit a letter stating their desire to accept the nomination to the Secretary.

C. Ballots.

1. Voting shall be conducted on a ballot mailed or hand carried to each member in good standing by October 1st of the year of the vote. The ballot shall be brought to the November meeting by a member and turned into the voting official appointed by the Executive Board. Each members vote will be accounted for by checking off the member's name when that members vote is turned in.

a. Ballots mailed in should use the two envelope method with the return address on the outer envelope. The members vote will be accounted for by way of the return address on the outer envelope. Once accounted for the outer envelope will be discarded. The inside envelope, which should be blank with ballot enclosed, would then be added to those which are to be open at the November meeting.

b. All ballots being mailed in must be post marked before October 20th of the year of the vote.

c. Ballots will be mailed to the addresses listed on our membership list and it is the member's responsibility to report all address changes.

2. The President shall appoint a voting official who shall oversee the election and vote count and announce the results of the elections and shall declare elected those candidates, receiving a plurality of votes cast for each respective office.

D. Election. The election for each expired position shall be conducted at the regularly held monthly meeting in November of the year the position becomes vacant.

E. Installation. Members voted into office at the November meeting shall take office at that time.

F. Terms of Office. There shall be no limit to the number of terms a member can be elected.

Article 5 Officers

5.1. There shall be a Board comprised of a President, Immediate Past President, Vice President, Secretary, Treasurer, Sgt. at Arms, and four (4) elected trustees.

5.2. The Board shall have and exercise all administrative powers of the ASSOCIATION. It shall have the power to act in all emergencies pertaining to all welfare of the ASSOCIATION. The Board shall meet one hour prior to each General Membership meeting. The President or a Quorum of the Board, from time to time, may call additional meetings as required, for the purpose of carrying out the administrative business, and other affairs of the ASSOCIATION in accordance with the Constitution and By-laws. The President shall preside over the Board.

5.3. The Board shall promulgate such rules and regulations as it deems necessary and appropriate to authorize, control, or otherwise conduct the normal business of the ASSOCIATION. They shall receive no salary for the performance of their duties on the Board.

5.4 Directors may not receive salaries for their services.

Article 6 President

6.1. The President shall be the Chief Executive Officer of the ASSOCIATION. He shall preside over all ASSOCIATION, and Board meetings.

6.2. He shall administer and manage the business of the ASSOCIATION between meetings. He shall ensure that the Resolutions and By-laws of the ASSOCIATION and the orders and actions of the Board are carried out. He shall execute all contracts in which the ASSOCIATION shall enter or may delegate authority to do same to duly elected members of the Board.

6.3. He shall appoint, with the advice and consent of the Board, a majority of each committee thereof to inquire into any matter affecting or concerning the ASSOCIATION. He shall serve as an Ex-Officio member of all committees of the ASSOCIATION.

6.4. Within thirty (30) days after the expiration of his term of office, the President shall convey to his successor all unfinished business and books and records and physical property belonging to ASSOCIATION.

6.5. The President shall be the principal spokesperson of the ASSOCIATION and will be the only member authorized to issue news releases. The President can reserve the right to appoint a spokesperson.

Article 7

Immediate Past-President

7.1. There shall be an office of Immediate Past President, which office shall be held by the living person who most recently held the office of State President, who completed one full term, and who was not removed from office. He shall advise and assist the President and Board of Directors in the performance of their respective duties and shall execute such arrangements or orders as may be directed. He shall have one vote on the Board of Directors.

Article 8

Vice President

8.1. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned by the President.

Article 9

Secretary

9.1. The Secretary shall keep the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of the constitution and bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Member and each Director; and, in general, perform all duties from time to time which may be assigned by the President or the Board.

9.2. At the expiration of his/her term of office and within thirty (30) days thereafter, the Secretary shall deliver to his/her successor all books, documents, records, paraphernalia and equipment in his/her possession, and shall require and receive a receipt thereof.

Article 10

Treasurer

10.1. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time which may be assigned by the President or the Board.

10.2. The Treasurer shall formulate an annual line item budget which shall be presented to the membership for approval no later than July of each year. The membership shall act on approval of the budget prior to December 1st of each year.

A. The budget shall remain in full force and effect for the fiscal year unless revised by the Board of Directors.

10.3. At the expiration of his/her term of office and within thirty (30) days thereafter, the Treasurer shall deliver to his/her successor all books, documents, records, paraphernalia and equipment in his/her possession, and shall require and receive a receipt thereof.

Article 11

Sergeant at Arms

11.1. The Sergeant at Arms shall maintain order at all meetings of the Members and of the Board of Directors; and, in general, perform all duties from time to time which may be assigned by the President or the Board.

11.2. In the event the President and Vice President are unable to attend the meeting; the Sergeant at Arms along with the Secretary shall conduct the order of Business.

Article 12

Trustee

12.1. The ASSOCIATION shall have four (4) trustees. The Trustees shall, in the event that either the Secretary or Sergeant at Arms is absent; fulfill the duties of the respective absentee's office as requested by the President. The Trustees shall perform duties from time to time as delegated by the President.

Article 13

Books and Records

13.1. The Association will keep correct and complete books and records, including financial statements for its assets and liabilities and for its income and expenses for each fiscal year.

13.2 Each Member, Director and officer (at that person's sole expense) may inspect and receive copies of all corporate books and records.

13.3 . The records of the Association shall include rules and regulations adopted by the Board of Directors for the conduct and safety of all persons utilizing property or equipment belonging to the Association, and the Board of Directors shall provide a copy of such rules and regulations to each member:

- A. upon that person becoming a Member and,
- B. at any subsequent time, upon request of the Member.

Article 14

Amendments

14.1. Proposed amendments of the Constitution and By-laws of the ASSOCIATION will be submitted to the Board of Directors. The Board will consider and vote on each proposed amendment(s).

A. The amendment(s) which are approved by a majority vote of the Board of Directors shall be place on the agenda of the first membership meeting following the thirty (30) days notice which shall be given to members.

B. Amendment(s) may also be submitted by way of a Petition signed by not less than one fourth (1/4) of the members of the Association. Petitions must be filed with the Secretary. Once the Secretary has confirmed that at least one fourth (1/4) of the membership signed the petition, the proposed amendment(s) shall be place on the agenda of the first membership meeting following the thirty (30) days notice which shall be given to members.

14.2. Proposed amendment(s) will be voted on by the general membership and may be amended by an affirmative vote of not less than two-thirds (2/3) of the members present.

Article 15

Order of Business

15.1. Conduct of Business at Any Meeting: The meeting shall be called to order at the appointed hour. Business at the meeting shall be conducted within the manner prescribed in the order

- A. The order of Business shall be:
 - 1. Roll call of Officers;

2. Reading of the minutes of the previous meeting(s);
3. Resignations and acceptance of new applications;
4. Reports of Committees;
5. Treasurer's Report;
6. Communications and Bills;
7. Unfinished Business;
8. New Business
9. Election of Officers (Only when required)
10. Installation of Officers (Only when required)
11. Welfare of the Association.
12. Adjournment

B. Speaking at a Meeting: Any Member wishing to make a motion, deliver his or her opinion, or speak upon any subject shall respectfully address the Chair. The Member shall confine himself or herself to the question under discussion and avoid personalities. If two or more Members speak at the same time, the Chair shall decide who shall speak first. No Member shall interrupt another in his or her remarks, unless to call the other Member to order for words spoken. No Member shall speak more than once on the same subject until all Members wishing to speak have done so. A Member, while speaking, upon being called to order by another, shall cease speaking until the question or order is determined.

C. Motions: No motion shall be subject to action until seconded by another Member and stated by the Chair. Any Member may call for division of the question if it contains several points at issue; the Member shall have the right to discuss each point separately. When a motion has been passed, it shall be in order for any Member voting in the majority to move for reconsideration thereof at the same or next meeting.

D. Exclusion of Non-Members: The membership of the Association may exclude from any meeting all persons not a Member of the Association.

E. Robert's Rules of Order: Except as provided in this Constitution and By-laws, the latest edition of "Robert Rules of Order" shall govern the conduct and deliberation of all Board, Committee and General Membership meetings of the ASSOCIATION.

F. Alcoholic Beverages: No member shall consume alcoholic beverages during any meeting.

G. Bi-monthly Meeting: The ASSOCIATION shall conduct bi-monthly membership meetings. These will be held in each of the odd numbered months. The time, date and location will be set and publicized by the Board of Directors and may change from time to time for the good of the ASSOCIATION.

H. Special Meetings: Special meetings of the Members shall be held whenever called by the Secretary of the Association upon the direction of the President of the Association or upon written request of a majority of the Board of Directors; and it shall be the duty of the Secretary to give notice of such meetings to the Members.

I. Board Meetings: The provisions of this Constitution relating to meetings of the Members shall apply to meetings of the Board of Directors, when they conduct business among themselves (in which event, the words "Director" or "Directors" shall be substituted for "Member" or "Members"; provided, however, that a majority of all of the Directors present, after proper notice for the meeting was given, shall constitute the quorum required for the conduct of a Board of Directors meeting.

J. Meeting by Telephone: The Board may hold a meeting by telephone conference-call procedures. A Director's participation in a conference-call meeting constitutes his or her presence at the meeting.

K. Emergency Meeting: An Emergency Meeting of the Members or Board can be called for situations that do not allow for the normal required Notice of Meetings. A majority of the entire Board of Directors must agree that the issue at hand qualifies for an emergency meeting.

L. Notice of meetings:

1. Bi-monthly Meetings: No notice will be required of the monthly membership meeting once the day of the month, time and location has been established. If day of the month, time or location is changed a fourteen (14) days notice will be required.

2. Board of Directors Meeting; No notice will be required of the Board of Directors bi-monthly meeting once the day of the month, time and location has been established. If day of the month, time or location is changed seven (7) days notice will be required.

3. Special Called Meetings: This shall require a minimum of fourteen (14) days notice to all Members.

4. Emergency Meeting of Members: This shall require a minimum of seven (7) days notice to all Members.

5. Emergency Meeting of the Board of Directors: This shall require a minimum of twelve (12) hours as long as all Members of the Board of Directors were notified.

a. messages left on voice mail systems or an e-mail qualifies for proper notice as long as it was at least twelve (12) hours prior to the meeting.

Article 16

Dues and Assessment

16.1. Dues: Members of the ASSOCIATION shall pay dues in the amount listed below. Membership dues shall be paid in lump sum prior to December 1st of each year.

16.2. Schedule of dues payments

A. Active Membership \$35.00 per year

B. Honorary: \$00.00 per year

17.3 A member's membership in the Association shall terminate by lapsing if that member's dues or assessments remain unpaid for a period of thirty (30) days after the December 1st deadline.