

MINNESOTA CHIEFS OF POLICE ASSOCIATION

BYLAWS

[First Adopted on June 10, 1955. Amended on June 21, 1962; June 18, 1964; June 16, 1965; June 11, 1970; June 8, 1978; June 9, 1979; March 24, 1983; Sept. 11, 1987; March 27, 1991; March 24, 1993; March 23, 1994; September 9, 1999, February 23, 2000 and April 18, 2007, April 13, 2010, April 18, 2016.

VALUES

- * Integrity and honesty
- * Dedication and commitment
 - * Professional
 - * Teamwork
- * Responsible and accountable
- * Community service oriented
 - * Values driven
 - * Innovative

MISSION STATEMENT

The mission of the Minnesota Chiefs of Police Association is to bring the highest quality police services to the people of Minnesota.

VISION STATEMENT

The vision of the Minnesota Chiefs of Police Association is to be the recognized voice for professional law enforcement in Minnesota.

ARTICLE I - NAME AND PURPOSE

Section 1. Name. This organization shall be known as the "Minnesota Chiefs of Police Association".

Section 2. Purpose. The purpose of the Minnesota Chiefs of Police Association is to promote and develop quality leadership and management for the public's safety, advance the science and art of police services, and foster cooperation among police administrators in matters of mutual professional interest.

ARTICLE II - MEMBERSHIP

Section 1. Membership Types. The Association membership will be divided into five (5) classes:

- (a) Voting;
- (b) Life;
- (c) Associate;
- (d) Supporting; and,
- (e) Retired.

Section 2. Voting Membership. Eligible for Voting membership are the chief law enforcement officers of state or local law enforcement agencies in the State of Minnesota authorized by law to employ peace officers, excluding county sheriffs. The chief law enforcement officer shall be the highest-ranking officer in the agency holding an active Minnesota peace officer license under the rules of the Minnesota Board of Peace Officer Standards and Training (POST Board).

Section 3. Life Membership. The following members of the Association shall automatically become Life members upon retirement from public service, shall be exempt from the payment of dues, and shall receive Associate member benefits:

(a) Any person previously elected by the membership as an "active life" member prior to March 24, 1993, under the rules of the Association then existing; and,

(b) Any member who shall have been a member in good standing of the Association for a minimum of twenty (20) years, or who shall have met the qualifications of a Voting member for a minimum of ten (10) years, with each year served on the Board of Directors counting as two years toward this qualification.

Section 4. Associate Membership. Eligible for Associate membership are:

(a) Any federal, state, or local law enforcement official whose office is in the State of Minnesota, or a contiguous state or province, and who is in charge of, the second-in-command of, or holds the rank of captain or higher of the law enforcement agency, including county sheriff's

departments, and who does not qualify to be a Voting member;

(b) Any appointed official who directly supervises persons eligible for membership under Section 4, subsection (a) or under Section 2, and who does not qualify to be a voting member;

(c) Any person who has been a member of the Association and who has retired from public service.

Section 5. Supporting Membership. Eligible for Supporting membership are those individuals or businesses whose business or profession or interest brings them in close relationship with the Voting or Associate membership of the Association, and who support the mission and purpose of the Association.

Section 6. Retired Membership. Eligible for Retired membership are those individuals who were Voting members in good standing at the time of their retirement from public service, but who were not eligible for Life membership.

ARTICLE III - APPLICATION FOR MEMBERSHIP

Section 1. Application Process. Application for membership shall be made in writing to the Executive Director, and shall include such information as may be required by the Board of Directors, together with the appropriate membership fee. Each application shall be certified attesting to the applicant's qualifications for the requested membership class. All applications shall be referred to the Executive Director or to the Secretary in the absence of the Executive Director. The Board shall make inquiry into the applicant's qualifications for membership. Membership shall become effective upon a majority vote of the Board of Directors present and upon payment of the established initiation fees and annual dues.

Section 2. Application Denial. Membership shall be denied to any person who has been convicted by a court of record for the commission of a felony or a misdemeanor of such nature that shall reflect unfavorably upon the Association or its membership, or who has misrepresented his/her title or position when applying for membership, or for other just cause.

ARTICLE IV - DUES AND MEMBERSHIP FEES

Section 1. Dues and Membership Fees. Dues and membership fees are synonymous terms, and shall be set by the Board of Directors for all members required by these bylaws to pay dues. A Voting member shall pay dues as an agency head; other members shall pay as individuals.

Section 2. Dues Structure. The Board may set different membership fees within each class of membership.

Section 3. Limit on Dues Increase. The Board may not increase the dues of any class or subclass of membership by more than ten percent (10%) on an annual basis without approval by the voting members.

ARTICLE V - MEMBER SUSPENSION OR EXPULSION

Section 1. General. The Board of Directors may, on its own initiative by majority vote, or upon the written request of at least three voting members who state their reasons therefore, call for the suspension or expulsion of any member of the Association. No member will be expelled or suspended prior to a finding of fact contrary to the mission, purpose, ethical standards or application standards of this Association. If the request for suspension or expulsion appears to state reasons sufficient for such action, the Board of Directors shall advise the accused member in writing of the charges. The accused member may make a reply in writing and may appear personally before the Board of Directors prior to any determination of the accusation. The Board of Directors may, at its discretion, conduct its own investigation, and within sixty (60) days after the date of receipt of such request and reasons for suspending or expelling a member, make a final decision which may range from exoneration to expulsion. In any event, the accused member shall be notified in writing of the final determination made by the Board of Directors.

Section 2. Expulsion for Dues Delinquency.

(a) Any member in arrears of dues for thirty (30) days shall be notified thereof by the Executive Director by mail and, unless such dues are paid within thirty (30) days from date of such notice, shall automatically cease to be a member of the Association.

(b) A person who has been removed for nonpayment of dues may be reinstated upon application, payment of all dues in arrears, and Board of Directors approval.

(c) Any questions concerning membership not provided for in these Bylaws shall be resolved by the Board of Directors and its decision shall be final.

ARTICLE VI - PERSONAL LIABILITY

Section 1. The members, officers, directors and employees of this Association shall not be personally liable for the acts, debts, liabilities, or obligations of the Association.

ARTICLE VII - MEETINGS

Section 1. Annual Meeting of Voting Members. There shall be an annual meeting of the voting members of this Association to be held in Minnesota.

Section 2. Time and Place. The annual meeting of voting members shall be held on a date and at a place designated by the Board of Directors. No change of the time or place for an annual meeting shall be made within sixty (60) days prior to the date set for the next annual meeting of said members.

Section 3. Elections and Business. At the annual meeting of voting members, there shall be action taken and/or business transacted as may be deemed necessary, desirable, or useful by the Board of Directors or voting members, consistent with any notice requirement imposed by these bylaws or by law, and shall include:

- (a) Those elections required by these bylaws; and,
- (b) A report on the activities and financial condition of the Association.

Section 4. Special Meetings of Voting Members. A special meeting may be called by the President, Board of Directors or the voting members in accordance with M.S. 317A.433. Notice shall be given to the voting members of record by the Executive Director or designee not less than ten (10) days prior to the date of the special meeting and shall set forth the purpose of the meeting. The business transacted at a special meeting is limited to the purpose stated within the notice of the meeting.

Section 5. Voting Rights. Except as otherwise provided for by these bylaws, all action taken or business transacted by the voting members shall be by a majority vote of the voting members present at the meeting at which the action is taken or the business transacted. Each voting member present is

entitled to one vote on each item brought to vote.

Section 6. Quorum. A quorum for a meeting of voting members is ten percent (10%) of the voting members of record at the time of the meeting.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section 1. Appointment. The Board of Directors is authorized to employ an Executive Director of the Association. The method of employment shall be determined by the Board. The Executive Director shall be appointed by the Board of Directors for a definite or indefinite period and may be removed only by the Board.

Section 2. Authority. The Executive Director shall serve as principal staff support to the Board of Directors in the conduct of the business of the Association, subject to the general supervision of the President on behalf of the Board. The Executive Director shall appoint Association employees, as authorized by the Board of Directors, and shall administer and be responsible for the Association Office. The Executive Director shall conduct transactions, maintain records, disburse funds in the name of the Association, and carry out other duties, such as signing contracts, as may be authorized by the Board.

Section 3. Duties.

(a) The Executive Director shall prepare an annual budget of revenues and expenditures for the consideration of the Board of Directors, and shall limit expenditures to the total budget approved by the Board of Directors.

(b) The Executive Director shall work closely with the Secretary to prepare minutes and reports, and with the Treasurer to maintain the Association's finances.

(c) The Executive Director shall be a liaison and give support to Board Task Forces and Committees.

ARTICLE IX - OFFICERS

Section 1. Positions. The officers of the Association shall consist of a

President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Sergeant-At-Arms.

Section 2. Terms. The terms of the President and Vice Presidents shall be one (1) year. The offices of President, First Vice President, and Second Vice President shall be filled by automatic succession. The Third Vice President shall be elected at the annual meeting, and shall automatically move up at each succeeding annual meeting until having served a full term as President. In the event a vacancy causes elections to be held for more than one Vice President position, those elected to positions above Third Vice President shall serve correspondingly fewer terms of office.

The terms of office of the Secretary and the Treasurer shall be three (3) years. The terms of office of the Sergeant-At-Arms shall be one (1) year.

Section 3. Nomination. The Nominating Committee shall present a slate of at least one candidate for each office up for election at the annual meeting. Additional nominations shall then be received from the floor, if any.

Section 4. Election. The election of Officers shall be held at the annual meeting after all nominations have been received, and shall be by secret ballot of those voting members present. The person receiving the most votes cast for each office shall be elected.

Section 5. Vacancies.

(a) **President.** In the event of a vacancy in the office of President, the First Vice President shall automatically become President for the remainder of the unexpired term, as well as for the following full term.

(b) **Vice Presidents.** In the event of a vacancy in any of the offices of the Vice Presidents, each lower Vice President shall move up to fill all vacancies for the remainder of their unexpired terms. The President, with the approval of the Board, shall then appoint an acting Third Vice President to serve until the next annual meeting. Any person so appointed shall not continue in office after the next annual meeting unless elected to office by the Voting Members.

(c) **Other Officers.** In the event of a vacancy in any other office, the President, with the approval of the Board, shall appoint an acting Director to

serve for the remainder of the term of the seat. Upon completion of the term, the seat will be open for a nomination to be elected at the annual meeting.

Section 6. Removal. An Officer may be removed from the Board for cause upon an affirmative vote of the remaining Board members present at a duly called Board meeting. Prior notice of at least five (5) days must be given to all Board members of the intent to seek such removal. An Officer may also be removed by the voting members at the annual meeting or at a special meeting called for such purpose. A Director may also be removed by the voting members at the annual meeting or at a special meeting called for such purpose.

ARTICLE X - DUTIES OF OFFICERS

Section 1. President.

- (a) The President shall preside over all meetings of the Board of Directors.
- (b) The President shall preside at all meetings of this Association and shall appoint pro tem officers in case of absentees.
- (c) The President shall appoint all standing and special committees, subject to Board approval, and shall define the duties of such committees in conformance with these bylaws.
- (d) In the absence of the Executive Director, the President shall assume management of the Association Office.
- (e) The President shall also have such other duties as may be required, from time to time, by the Board.

Section 2. Vice Presidents.

- (a) The Vice Presidents, in the order of their station, shall perform all the duties of the

President in case of absence or disability, and shall succeed to said office in case of the President's termination by reason of resignation or disqualification.

(b) The Vice Presidents shall have such additional duties as shall be determined by the Board of Directors and/or the President.

Section 3. Secretary.

(a) The Secretary shall record and keep on file the minutes of all proceedings of the Association, along with all necessary documents.

(b) The Secretary shall preserve all books and papers belonging to the Association.

(c) The Secretary shall consult with the Executive Director to insure that membership lists are current and that all notices required by law or these bylaws are properly served.

(d) The Secretary shall perform such additional duties as shall be determined by the Board and/or the President.

Section 4. Treasurer.

(a) The Treasurer shall maintain a complete record of the financial condition of the Association and shall file a monthly report of that record with the Board.

(b) The Treasurer shall collect all dues and shall include such information in the monthly report.

(c) The Treasurer shall disburse monies for incidental expenses related to the duties of the office, and shall report all such expenses in the monthly report.

(d) The Treasurer shall place all unexpended monies in a fund in the name of the Association.

(e) The Treasurer shall consult with the Executive

Director to insure that a full set of financial accounts, showing the detail of the business of the Association, are maintained.

(f) The Treasurer, in consultation with the Executive Director, shall prepare for the Board a preliminary budget for the ensuing year.

(g) The Treasurer shall perform such additional duties as shall be determined by the Board and/or the President.

Section 5. Sergeant-At-Arms.

(a) The Sergeant-At-Arms shall insure that all meetings of the Association are orderly and that no unauthorized persons are allowed to remain.

(b) The Sergeant-At-Arms shall perform such additional duties as shall be determined by the Board of Directors and/or the President.

ARTICLE XI - BOARD OF DIRECTORS

Section 1. Composition. The affairs of this Association shall be administered by the Board of Directors, which shall consist of the following members:

(a) Officers (7) - President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Sergeant-At-Arms

(b) Immediate Past President (1); and,

(c) Directors (7).

(d) A chaplain (1): Ex-officio Board member appointed by the president, approved by the Board of Directors and need not be a voting member.

All Board members, except the Chaplain, must be voting members in good standing with the Association.

Section 2. Immediate Past President.

(a) **How Determined.** The Immediate Past President shall be the Voting member of the Association who was most recently, but is no longer, President.

(b) **Term.** The Immediate Past President shall serve until a successor qualifies under subsection (a).

Section 3. Directors.

(a) **Terms.** The terms of Directors shall be three (3) years. The terms shall be staggered so that the terms of two Directors shall begin at each annual meeting.

(b) **Nomination.** The Nominating Committee shall present a slate of at least one candidate for each Director position up for election at the annual meeting. Other nominations shall then be received from the floor, if any.

(c) **Election.** The election of Directors shall be held at the annual meeting after all nominations have been received, and shall be by secret ballot of those voting members present. The person receiving the most votes cast for each office shall be elected.

(d) **Vacancies.** In the event of a vacancy in the office of Director, the President with the approval of the Board, shall appoint an acting Director to serve until the next annual meeting, at which time a successor will be elected to serve the remainder of the term, if any.

(e) **Removal.** A Director may be removed from the Board for cause upon an affirmative vote of the remaining Board members present at a duly called Board meeting. Prior notice of at least five (5) days must be given to all Board members of the intent to seek such removal. A

Director may also be removed by the voting members at the annual meeting or at a special meeting called for such purpose.

- (f) **Attendance.** Members of the Board of Directors shall attend at least 7 meetings per calendar year in person and may attend the remaining meetings in that calendar year remotely via MCPA video conferencing, with all voting rights.

Section 4. Executive Director. The Executive Director shall serve without a vote as an ex-officio member of the Board.

Section 5. Quorum and Duties. A simple majority of the Board shall be a quorum to transact the business of the Association. It shall be governed by a majority vote of those in attendance as defined in Article XI Section 3 (f). It shall have control of all property, real or personal, and shall administer such property or funds to the best interest of the Association. It shall have the right to accept or reject for the Association any donations or contributions of money or property, real or personal. Any monies or property rejected shall be immediately returned to the contributor. Monies or property accepted shall be delivered to the Treasurer for deposit with regular funds of the Association.

Section 6. Chaplain Duties. Shall be responsible for promoting the spiritual health and fitness of the association and its members. Shall provide direct spiritual care and support resources to individuals as requested. Shall provide the invocation at meetings of the members and represent the association at ceremonial events as directed by the association. Shall identify, evaluate, communicate and coordinate additional spiritual care and support resources available to the association and its members.

ARTICLE XII - POWERS OF DIRECTORS

Section 1. General Powers of Directors. The Board of Directors shall manage the business of the Association, subject to restrictions imposed by law, by the Articles of Incorporation, or these bylaws, and may exercise all legal powers of the Association.

Section 2. Specific powers of Directors. In addition to their general powers, the directors shall have the following powers:

- (a) Those specific powers granted by the Articles

of Incorporation or these bylaws.

(b) To appoint, remove, or suspend all agents and employees of the Association; prescribe their duties; fix their compensation and, if desired, require from them security; to delegate the powers and duties of any officer upon any other person on a temporary basis.

(c) To authorize payment for any property purchased by the Association.

(d) To borrow money and issue notes, bonds and other negotiable instruments, mortgages, deeds of trust or trust agreements.

(e) To designate the time and place of its meetings or to authorize the President to do so.

(f) To select and designate a bank or trust company as official depository of the funds of the Association and to prescribe the manner in which such deposits shall be made and/or withdrawn.

(g) To accept gifts, donations, contributions or legacies on behalf of the Association.

(h) To enter into contracts on behalf of the Association and to designate persons authorized to execute the contract.

Section 3. Surety Bond. A Surety Bond for not less than \$200,000 shall be obtained at the expense of the Association for any and all officers authorized to conduct financial transactions, including the Executive Director.

ARTICLE XIII - COMMITTEES

Section 1. Duties. Each committee shall keep regular minutes of their proceedings and report the same to the Board of Directors directly, or through the Executive Director.

Section 2. Types. There shall be two types of committees: standing and special. The standing committees are: Executive, Rules, Nominating and other such committees as may be designated from time to time by the President with

the approval of the Board of Directors. Members of the standing committees shall be appointed by the President subject to ratification by the Board of Directors. Members of special committees shall be appointed by the President who shall appoint a Chair and establish the purpose of the committee. Special committees will dissolve upon completion of their stated purpose. Except as otherwise provided in these bylaws, any person can be a committee member

Section 3. Executive Committee.

(a) **Authority and Responsibilities.** The Executive Committee may be authorized by the Board to act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these bylaws. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting, and are subject to approval by the Board.

(b) **Composition.** The Executive Committee shall consist of the Officers, Immediate Past President and the Executive Director who will serve without a vote. The President shall be the chair.

(c) **Quorum and Call of Meetings.** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Executive Director on the request of three (3) members of the Executive Committee.

Section 4. Rules Committee. The Rules Committee shall be charged with all matters relating to these bylaws and any other duties imposed by the Board of Directors.

Section 5. Nominating Committee. The Nominating Committee shall be comprised of three members, consisting of three past Presidents. The immediate past President shall be chair. The Nominating Committee shall solicit and prepare slates of candidates for Board positions as required by these bylaws. In preparing these slates, the Nominating Committee shall insure that both metro area and out-state departments are adequately represented in the slate.

Section 6. Regional Districts. The President shall appoint a committee and a committee chair to organize specific regional districts within the State of Minnesota. These regional districts will represent specific areas within the State and will formulate objectives similar to that of the Association. When these districts become organized, they may thereafter elect their own slate of district officers. Such districts will be in an advisory capacity only regarding Association matters. The Association's Board of Directors shall determine the number and boundaries of each of the districts and shall be guided by the desires of the membership of the Association.

ARTICLE XIV - RULES OF ORDER

Section 1. Questions. All questions of order shall be decided by the presiding officer, subject to appeal by any Association member.

Section 2. Motions. All motions and resolutions, if requested by the Secretary, shall be presented in writing.

Section 3. Robert's Rules. On any questions coming before the meeting for which no provisions have been made in the bylaws, the presiding officer shall be governed in the decision by the rules set forth in the "Roberts Rules of Order".

ARTICLE XV - AMENDMENTS

Section 1. Temporary Amendment. These bylaws may be temporarily amended by a majority vote of a quorum of the Board of Directors.

Section 2. Permanent Amendment. To become permanently adopted, any amendment to these bylaws must be ratified by a majority vote of the voting members in attendance at the annual meeting, or at a special meeting called for that purpose.

Section 3. Notice. Notice of intention to change or amend these bylaws, and the proposed change or amendment verbatim, must be given in writing to all voting members at least thirty (30) days prior to the annual meeting by the Secretary.

Section 4. Method. Amendments may be initiated by either the Board of Directors or by any member, but proposals from members shall be submitted to the Board of Directors at least sixty (60) days prior to the annual meeting. The Board may approve, disapprove or amend individual member's proposals, but shall forward the same to the membership for action at any general meeting of the Association, if supported by a petition of ten percent (10%) of the voting

members in good standing.

ARTICLE XVI - MISCELLANEOUS PROVISIONS

Section 1. Notice and Waiver of Notice.

(a) Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated. Any notice so required shall be deemed to be sufficient if addressed to the person entitled thereto at their last known address. Such notice shall be deemed to have been given on the day of such mailing.

(b) A member may waive notice of a meeting of voting members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Section 2. Assent to Meeting.

(a) **Method.** An action required or permitted to be taken at a Board meeting may be taken by written action signed by a majority of the members of the Board of Directors.

(b) **Effective Time.** The written action is effective when signed by the required number of members of the Board of Directors, unless a different effective time is provided in the written action.

(c) **Notice; Liability.** When written action is proposed, all members of the Board of Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written notice. A member of the Board of Directors who does not sign or consent to the written action is not liable for the action.

Revised April 18, 2016

Revised April 13, 2010