

THE TENNESSEE ASSOCIATION **OF CHIEFS OF POLICE**



BYLAWS

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Tennessee Association of Chiefs of Police Bylaws

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HISTORY

The Tennessee Association of Chiefs of Police (TACP) was created August 12, 1970, by a group of founding fathers serving as Chiefs of Police. Meetings held in June that year led to the development of the Articles of Incorporation and were appropriately filed and granted a charter by the Secretary of State of Tennessee. The founding members were:

Chief Henry Lux, Memphis Police Department
Chief Hubert Kemp, Nashville Police Department
Chief Eugene McGovern, Chattanooga Police Department
Chief Joe Fowler, Knoxville Police Department
Chief William Chambliss, Murfreesboro Police Department
Chief Harvey Marcum, Jackson Police Department
Chief Bobby Williamson, Dyersburg Police Department
Chief Bill Bilyeu, Cookeville Police Department
Chief Harry Huskisson, Knoxville Police Department
Chief Hugh Wells, Greenville Police Department
Chief Ted Vettel, Oak Ridge Police Department
Chief Harry N. Hammonds, Alcoa Police Department
Chief Don Moncier, Millington Police Department
Assistant Chief Ralph Deal, Kingsport Police Department
Assistant Chief W.E. Routt, Memphis Police Department
Assistant Chief William Barton, Nashville Police Department
Assistant Chief Ralph Vance, Murfreesboro Police Department
Assistant Chief John Blackburn, Brownsville Police Department
Chief Roy Parham, East Ridge Police Department
Chief William St. John, Nashville Police Department
Chief John R. Bluford, Maryville Police Department
Chief Charles Vaden, Clarksville Police Department
Chief Tip Bowden, Paris Police Department
Chief Walter H. Goney, Algood Police Department
Chief Doyle C. Freeman, Milan Police Department
Chief Rayford H. Commers, Winchester Police Department
Chief W.S. Maddox, Germantown Police Department
Chief Mack C. Godsey, Bristol Police Department
Chief Wayne J. Robinson, Lebanon Police Department
Chief C.H. Hancock, Springfield Police Department
Chief Darrell Bull, Brownsville Police Department
Chief James B. Brazier, Gallatin Police Department

Formed after being summoned to the state capitol by the Tennessee General Assembly to gain the law enforcement perspective on implementing the recommendations of the 1967 Johnson Commission, the founders focused on three areas of development, including leadership training, public safety policy and minimum standards for hiring law enforcement officers in Tennessee. Within a year, the voices of the TACP were heard and Tennessee adopted by statute the minimum standards for hiring law enforcement officers, forever changing law enforcement in Tennessee. Over the next 50 plus years, TACP membership continued to follow the intent of the founding fathers of the Association through leadership growth and development, as well as promoting sound public safety policy to make secure the communities served from Bristol to Memphis.

Today TACP is the largest law enforcement leadership organization in Tennessee and a known leader in law enforcement and is actively engaged through its membership at the local, state and national level.

CODE OF ETHICS

We, members of the Tennessee Association of Chiefs of Police, recognizing our responsibility to the communities we serve and our obligations to society in general, and with the knowledge that our profession requires the highest ideals and rules of conduct, hereby adopt the following code of ethics for police executives and commend them to all persons in the police profession for their guidance:

1. We will put honesty, truth and justice above all other considerations, and we will not allow friendship, enmity, social positions, political influence, nor personal motives to sway us from the impartial performance of duty.
2. We will neither solicit, nor accept, any gift, privilege, favor or advantage from any persons that will place us under any obligation to overlook any violation of the law or violate the ethics of our profession.
3. We will observe all provisions of the Constitution of the United States and the State of Tennessee and will not deprive any person of any right guaranteed by these great documents. We will, at all times, endeavor to carry out the desires of the majority of citizens as legally expressed through proper legislative, judicial or executive channels of government.
4. Having efficient police leadership as our objective, we recognize the need for professional fitness on the part of police executives and subordinates. We pledge ourselves to advance the science of police service through training courses and other methods adequate to meet the many requirements of our profession.
5. We will be fair with subordinates, showing only the favor that has been honestly earned by meritorious service to the public; demanding that all police officers perform their duties and enforce the laws with impartiality, judgment and courtesy.
6. Recognizing the mutual dependence of all law enforcement and other public agencies, we pledge our cooperation to all officials and agencies interested in the promotion of justice and the improvement of the general welfare. We will not allow envy, jealousy, nor any other motive to interfere with such cooperation.
7. We recognize our responsibility to the press of Tennessee as a medium through which the public we serve can be kept informed of our activities and we solicit its support of all honest police endeavors and its condemnation of any act or policy detrimental to the best interests of society.
8. We desire training for the professional development of each department as a means of improving law enforcement for professional recognition.
9. We further subscribe to the IACP (International Association of Chiefs of Police) Code of Ethics and the Oath of Honor.

ARTICLE I NAME AND MISSION

Section 1: Name

This Association shall be known as the Tennessee Association of Chiefs of Police.

Section 2: Purpose

- 1) To advance the science and art of police services; develop and disseminate improved administrative, technical and operational practices and promote their use in police work; foster police cooperation and the exchange of information and experience among police administrators throughout the State of Tennessee; bring about recruitment and training of qualified individuals in the police profession; and encourage adherence of all police officers to high professional standards of performance and conduct.
- 2) To cooperate with existing police organizations of recognized professional and technical standing, to secure unity of action to increase our achievement in the prevention and detection of crime; and ensure public safety.
- 3) To arrange for joint research projects, publications, assistance and participation in conferences to the end that the objectives of the Association may be more fully realized.

Section 3: Mission Statement

Provide Tennessee law enforcement agencies with a voice in setting standards, legislative representation, and management development while promoting cooperation, communication, and the exchange of information to better serve our communities.

Section 4: Objectives

- 1) Elect Officers and Directors to conduct Association business and make recommendations to the membership.
- 2) Establish effective means of recruiting new members.
- 3) Initiate cooperation between law enforcement agencies statewide through exchange of information and joint endeavors.
- 4) Schedule quality training programs, including managerial science, technical advancements, availability of resources and training, reports from state and federal law enforcement agencies.
- 5) Maintain active representation on advisory committees appointed by the Governor and the state Legislature.
- 6) Convey the Association's views to legislators and draft legislation for enactment or amendments to existing legislation
- 7) Collect funds and dues to defray financial obligations.
- 8) Administer grants relating to law enforcement training, traffic safety, crime suppression, narcotics or other purposes that directly promote the interest of the Association.

ARTICLE II **MEMBERSHIP**

Section 1: Classes of Membership

- a) The membership of the Association shall be classified as follows: Active, Associate, Honorary, Sustaining, Retired Active, Retired Associate, Life, and Business/Corporate.
- b) Requirements for each of these membership classes are listed herein; however, the Board of Directors may adopt additional qualifications or categories as part of the Association's approved membership program. In addition, the Board of Directors may adjust these requirements to clarify or adjust qualifications as the law enforcement profession evolves.

Section 2: Active Members

- a) The following individuals shall be eligible for active membership:
 - 1. Chiefs of police, commissioners, superintendents or directors having actual supervision of and receiving salaries from any legally constituted municipal or other police department or any governmental jurisdiction or any police department established by TCA § 49-7-118.
 - 2. Assistant or deputy chiefs of police, executive heads, and division, district, or bureau commanding officers of such departments who are qualified as exempt executive employees by the Fair Labor Standards Act and whose primary duties consist of managing the enterprise in which they are employed or of a customarily recognized department or subdivision thereof and who customarily and regularly direct the work of two or more employees in the enterprise, department or subdivision.
- b) Active members shall be entitled to one vote each in all Association matters.
- c) Active members shall pay dues as determined by the Board of Directors.

Section 3: Associate Members

- a) Any person not eligible for Active membership but qualified by training and experience in police or other law enforcement activity or other professional attainment in police science or administration may be eligible for Associate membership in the Association.
- b) Associate members shall not be entitled to have a vote in the affairs of the Association or hold an office.
- c) Associate members shall pay dues as determined by the Board of Directors.

Section 4: Honorary Members

- a) Individuals who have contributed or rendered distinguished public service in the furtherance of law enforcement as a profession or service to the government, private sector or mankind may be

eligible as an honorary member of the Association.

- b) Honorary members shall not be entitled to have a vote in the affairs of the Association or hold office.
- c) Honorary members are exempt from the payment of dues.

Section 5: Sustaining Members

- a) Those individuals who pledge their whole-hearted support to the goals and purposes of the Association and wish to ally themselves with the membership to promote the ideals of professional law enforcement may be granted Sustaining membership.
- b) Sustaining members shall not be entitled to have a vote in the affairs of the Association or hold office.
- c) Sustaining members shall pay annual dues as determined by the Board.

Section 6: Retired Active Members

- a) Retired Active members shall include those members who by reason of years of service or physical condition have honorably retired, paid member dues to the Association for a minimum of five (5) years, and were Active members in good standing as determined by the Board of Directors at the time of their retirement.
- b) Retired Active members shall be entitled to all privileges and benefits of an Active member of the Association except they shall not be entitled to have a vote on Association business or hold office.
- c) Retired Active members may serve on any committee of the Association to which they are appointed by the President and Board of Directors.
- d) Retired Active members shall pay dues at a reduced rate of 50% of the annual amount as determined by the Board of Directors.

Section 7: Retired Associate Members

- a) Retired Associate members shall include those members who by reason of years of service or physical condition have honorably retired, paid member dues to the Association for a minimum of five (5) years, and were Associate members in good standing as determined by the Board of Directors at the time of their retirement.
- b) Retired Associate members shall be entitled to all privileges and benefits of an Associate member of the Association except they shall not be entitled to have a vote in the affairs of the Association or hold office.
- c) Retired Associate members may serve on any committee of the Association to which they are appointed by the President and the Board of Directors.

- d) Retired Associate members shall pay dues at a reduced rate of 50% of the annual amount determined by the Board of Directors.

Section 8: Life Members

- a) Active members who have maintained membership in the Association and paid dues to the Association equal to that of an Active member for at least ten (10) years or who honorably served in the capacity of President of the Association are eligible to request their membership be converted to Life status.
- b) Life members shall be exempt from paying dues.
- c) Life members shall retain their right to vote in the affairs of the Association and shall have all privileges of Active membership not specifically excluded herein.
- d) Life members are not eligible to hold office in the Association unless they are still actively employed in a municipal police department within the State of Tennessee and still meet the qualifications of an Active member described herein.
- e) Life members who honorably retire while holding office may retain that office for the remainder of their term if they were eligible at the time of their election.

Section 9: Corporate/Business Members

- a) Corporate/Business membership may be available to corporate/business groups that support the mission, goals and objectives of the Association.
- b) Private security executives and individuals that interface with the operations of law enforcement through the private sector may also be eligible for a Corporate/Business membership.
- c) Corporate/Business members shall not be entitled to a vote in any of the affairs of the Association or hold office.
- d) Rights and privileges of corporate/business members are outlined in the Corporate member Policy of the Association adopted by the Board of Directors.
- e) Corporate/Business members shall pay dues at the rate determined by the Board of Directors.

Section 10: Limitation to One Membership

- a) A member shall hold only one type of membership in the Association at one time.

Section 11: Applications for Membership

- a) Individuals desiring membership in the Association for any membership class shall submit a completed application form to the Association along with any requested supporting documentation.

- b) Each application for membership must be endorsed by an Active member of the Association in good standing who is acquainted with the applicant and can certify that the applicant is eligible for membership and the information contained in their application is believed to be true.
- c) All membership applications will be reviewed and vetted by a standing committee as set by the President which will recommend approval or rejection of the application to the Board of Directors.
- d) The Board of Directors will automatically deny membership to any applicant who willfully submits inaccurate information or misrepresentations in their application or supporting documentation. Applicants already approved by the Board of Directors when this inaccurate information or misrepresentation is discovered will be subject to expulsion by the Board of Directors.

Section 12: Membership Dues

- a) Active, Associate, Sustaining, Retired Active, Retired Associate and Corporate/Business members shall pay annual Association dues as determined by the Board of Directors.
- b) Honorary and Life members shall not pay Association dues.
- c) All membership dues shall be paid annually on or before August 1 each year to avoid suspension of membership privileges.

Section 13: Resignation of Members

- a) Any member not in default of payment of dues and against whom no complaint or charge is pending may submit their resignation in writing to the Board of Directors at any time.
- b) Once a resignation is accepted by the Board of Directors the individual is no longer entitled to any membership privileges and benefits of the Association.
- c) Former members wishing to be reinstated as members shall be required to complete the application process as a new member; however, any previous membership time will be considered in determining eligibility for Retired or Life membership.

Section 14: Suspension, Expulsion and Discipline of Members

- a) The Association has the authority to suspend, revoke, terminate or reinstate membership privileges and benefits for any member by a two-thirds majority vote of the Board of Directors that is ratified by the majority of Association members in attendance at the Association business meeting at which the vote is taken.
- b) Any Active, Associate or Sustaining member who is delinquent in the payment of their dues for a period of three (3) months from the due date (August 1 each year as stated previously herein) shall be notified of the delinquency in writing at their last known address and presented to the Board of Directors for suspension until the dues are paid.

- c) Once suspended by the Board of Directors, delinquent members will be notified of their suspension and have 30 days to pay their dues in full to be reinstated as a member in good standing. Failure to pay within the 30-day period will result in expulsion from the Association.
- d) Expelled members wishing to again become members of the Association shall be required to complete the application process as a new member.
- e) If conduct of a member brings disrepute to the Association, upon being made aware of the allegations or official actions taken by a member's employer, the President shall convene an ad hoc committee to investigate the severity and validity of such conduct and report the findings at the next Board of Directors meeting.
- f) The affected member shall be notified in writing of the misconduct allegations that could result in the suspension or termination of their membership and afforded an opportunity to submit a written request to meet with the Board of Directors to present mitigating circumstances for consideration in determining their membership status.
- g) After reviewing all available information, the Board of Directors will make a recommendation for action to the Association members.
- h) Any recommendation from the Board of Directors regarding a status change of any member pursuant to allegations of misconduct requires a majority vote of the member present at the next Association business meeting.
- i) If the President of the Association is the focus of an inquiry or allegation(s), the 1st Vice-President shall notify the Board of Directors.
- j) If the Executive Director or other Association officer or Board of Directors is the subject of a complaint, the President will notify the Board of Directors.
- k) The affected Association member or employee shall be notified in writing of the final action taken by the membership.

ARTICLE III
BOARD OF DIRECTORS

Section 1: Duties and Responsibilities

- a) The management of the business and affairs of the Association shall be vested in the Board of Directors, which shall be the governing body of the Association and have authority to take all appropriate actions and perform duties required to accomplish the mission, objectives and operation of the Association.
- b) The Board of Directors shall consist of twenty-one (21) voting members, each having one vote on matters decided by the Board of Directors, as follows: President, Immediate Past President, 1st Vice President, 2nd Vice President, Treasurer, SACOP Representative, twelve (12) District Directors, two (2) At-Large Directors, and one (1) Life Member Representative.
- c) The Executive Director is a non-voting ex officio member of the Board of Directors and shall meet and serve with the Board of Directors in an advisory capacity.
- d) The Board of Directors shall issue rules and policy establishing formal procedures for the conduct of the business affairs of the Association in accordance with the bylaws of the Association.
- e) All actions of the Board of Directors are subject to review and ratification by the Active members of the Association. Such actions shall be presented for ratification at the first scheduled Association business meeting following the Board of Directors meeting. Ratification is by simple majority of Active members in good standing present and voting at the business meeting.

Section 2: Members

- a) President
 1. The President shall be the presiding officer at all Association meetings and act as the Chairman of the Board.
 2. The President shall appoint standing and ad hoc committees as needed and approved by the Executive Committee.
 3. The President shall be in charge of all official social functions of the Association and is authorized to utilize the services of the Vice Presidents, Executive Director and committee members as necessary for assistance at such functions.
 4. The President shall also perform such duties as are assigned to them by a majority vote of the Board of Directors or that may become necessary to fulfill the mission of the Association.
 5. The President shall have one vote on decisions made by the Board of Directors and Executive Committee.
- b) 1st Vice President
 1. The 1st Vice President shall perform all duties of the President in their absence and may be assigned other special duties as needed by the President or the Board of Directors.
 2. The 1st Vice President shall also perform such duties as are assigned to them by the

President, a majority vote of the Board of Directors or that may become necessary to fulfill the mission of the Association.

3. The 1st Vice President shall have one vote on decisions made by the Board of Directors and Executive Committee.

c) 2nd Vice President

1. The 2nd Vice President, in conjunction with the Treasurer, shall conduct regular reviews of Association financial records to assure compliance with all accounting procedures requirements for non-profit organizations including filing deadlines.
2. The 2nd Vice President shall also perform any other special duties assigned by the President, 1st Vice President, a majority vote of the Board of Directors or that may become necessary to fulfill the mission of the Association.
3. The 2nd Vice President shall have one vote on decisions made by the Board of Directors and Executive Committee.

d) Treasurer

1. The Treasurer shall be the Chief Financial Agent of the Association and Act as the chair of the Financial Oversight Committee.
2. The Treasurer shall exercise authority in financial matters in accordance with the bylaws and directions of the Board of Directors.
3. The Treasurer shall make reports on the Association finances at Board of Directors and Association business meetings.
4. The Treasurer shall also perform such duties as are assigned by the President, a majority vote of the Board of Directors or that may become necessary to fulfill the mission of the Association.
5. The Treasurer shall have one vote on decisions made by the Board of Directors and Executive Committee.

e) Immediate Past President

1. The Immediate Past President shall serve for one year following their term of office as President to provide continuity of Association business.
2. The Immediate Past President shall also perform such duties as are assigned to them by the President, a majority vote of the Board of Directors or that may become necessary to fulfill the mission of the Association.
3. The Immediate Past President shall have one vote on decisions made by the Board of Directors and Executive Committee.

f) SACOP Representative

1. The SACOP Representative shall represent the Association at all SACOP functions and meetings.

2. The SACOP Representative shall have one vote on decisions made by the Board of Directors.

g) District Directors

1. District Directors shall maintain communication with all law enforcement officials located in their respective districts; recruit new members; act as liaisons between their districts and the Board of Directors; promote the values and mission of the Association; and advise the Association of matters of interest occurring in their districts.
2. Each District Director shall have one vote on decisions made by the Board of Directors.

h) At-Large Directors

1. At-Large Directors shall maintain communication with law enforcement officials statewide; recruit new members; act as liaison between Association members and the Board of Directors; promote the values and mission of the Association; and advise the Association of statewide matters of interest and concern based on their knowledge.
2. Each At-Large Director represents all TACP members and shall have one vote on decisions made by the Board of Directors.

Section 2: Appointments

a) Sergeant-At-Arms

1. The President has the authority to appoint a Sergeant-At-Arms who is not a member of the Board of Directors and is not entitled to have a vote in decisions made by the Board of Directors.
2. The Sergeant-At-Arms has a duty to ensure the security and civility of all meetings of the Association including credentialing and identification of participants and orderliness of the members.
3. The Sergeant-At-Arms serves as the official tally clerk for votes taken by the Association members.
4. The Sergeant-At-Arms serves a one-year term, as appointed by the President and approved by the Board of Directors.
5. In the absence of the Sergeant-At-Arms at any Association meeting, the President shall appoint an alternate to assume their duties.

b) Parliamentarian

1. The President has the authority to appoint a Parliamentarian who is not a member of the Board of Directors and is not entitled to have a vote in decisions made by the Board of Directors.

2. A Parliamentarian meets and serves with the President, Executive Committee and Board of Directors in an advisory capacity and parliamentary rules and procedures.
3. The Parliamentarian serves a one-year term, as appointed by the President and approved by the Board of Directors.

Section 4: Terms of Office

- a) The President of the Association serves a one-year term of office after serving one-year terms as both 2nd Vice President and 1st Vice President.
- b) The 1st Vice President serves a one-year term after first serving a one-year term as 2nd Vice President.
- c) The 2nd Vice President is elected to serve a four-year progressive term: one year as 2nd Vice President; the following year as 1st Vice President; the following year as President; and the final year as immediate Past President.
- d) The Treasurer is elected to serve a three-year term for no more than two consecutive terms.
- e) The SACOP Representative is elected to serve a three-year term and may be allowed to serve more than two consecutive terms with the approval of the Board of Directors.
- f) The twelve (12) District Directors are elected to serve three-year terms, with no more than two consecutive terms. Districts are defined in Association policy adopted by the Board of Directors. Each representative must work in the district to which they are elected for the entire duration of their term(s) of office.
- g) The two At-Large Directors are each elected to serve three-year terms for no more than two consecutive terms.
- h) The Life Representative is elected to serve a three-year term for no more than two consecutive terms.
- i) No member of the Board of Directors shall hold more than one office at a time.
- j) All Board of Director members who reach their term limit are eligible to serve on the Board of Directors again after a one-term break in service.

Section 5: Meetings

- a) The Board of Directors shall meet at least quarterly.
- b) Special meetings of the Board of Directors may be called by the President when deemed necessary to conduct the business of the Association. Said meetings can be either virtual or in person.

Section 6: Action Without a Meeting

- c) When necessary for the business of the Association, the Board of Directors may, in accordance with such rules as the Board of Directors establish, take action without an official meeting either by email or a virtual meeting.

Section 7: Member Discipline or Removal

- a) When a member of the Board of Directors of the Association is reduced in rank or removed from an employing agency for misconduct or when said member conducts themselves in such a manner as to bring disrepute on the Association as addressed in Article II, Section 14 herein, the President, shall investigate said allegations and where appropriate present the information to the entire Board of Directors to impose sanctions up to and including suspension or termination of membership on the Board of Directors.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1: Membership of the Executive Committee

- a) The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Treasurer, and Immediate Past President who each have a vote in the affairs of the committee.
- b) The SACOP Representative is a non-voting ex officio member of the Executive Committee who can meet and serve with the committee members in an advisory capacity.
- c) The Executive Director is a non-voting ex officio member of the Executive Committee who can meet and serve with the committee members in an advisory capacity.
- d) The Executive Committee shall oversee the general supervision of the affairs of the Association between regular business meetings; fix the hour and place of all Association meetings; make recommendations to the Board of Directors; and be subject to the orders and requests of the Association membership.

ARTICLE V **ELECTIONS**

Section 1: Elections

- a) Elections for all open district director and officer positions on the Board of Directors shall be held at the last business meeting prior to the annual conference.

Section 1 : Qualifications

- a) A candidate for each Board of Director and officer position must be a member of the Association in good standing for a minimum of two (2) full years prior to nomination.
- b) Only Active members are eligible as candidates for President, 1st Vice President, 2nd Vice President and Treasurer of the Association.
- c) Active and Life members are eligible as candidates for the twelve (12) District Directors and two (2) At-Large Director positions.
- d) A Life Member in good standing is eligible for the Life Member Representative position.
- e) The SACOP Representative may be an Active, Retired Active or Life member.
- f) Associate, Retired Active, Retired Associate, Honorary, Sustaining, and Corporate/Business members are not eligible to be nominated for or hold office in the Association.

Section 2: Nominations

- a) The current President shall form and chair an ad hoc nominating committee which shall consist of all active past presidents of the Association. The President has the option of adding other Active, Retired Active, Retired Associate or Life members to the committee as necessary.
- b) The committee shall meet prior to the election and nominate one eligible candidate for each vacant officer and director position to the Board of Directors for approval.
- c) A member serving on the nominating committee is ineligible for nomination to the offices of President, 1st Vice President, 2nd Vice President or Treasurer.

Section 3: Process

- a) At the last Association business meeting prior to the annual conference, nominees selected by the nominating committee and approved by the Board of Directors will be presented to the Active members in attendance for a vote. During this time, nominations may also be made from the floor by any Active member in good standing who is present at the business meeting.
- b) Nominees in opposed elections will cast their vote(s) and leave the room. A vote for each office will take place by a show of hands of all Active members in good standing and present at the

meeting. The winner is determined by a majority (51%) of the eligible voting members present at the meeting.

- c) The Sergeant-At-Arms is responsible for tallying and recording the votes for each nominee, which shall become a part of the minutes for the business meeting. In the event no nominee receives a majority of the vote for a particular office, another vote shall be taken for that particular office until one nominee receives a majority (51%) of the votes of the Active members in good standing present at the meeting.
- d) If there is more than one nominee for any position, a secret written ballot may be taken if a proper motion is made, seconded, and passes by a vote of a show of hands of the majority of the Active members in good standing present at the meeting.
- e) The nominee for each vacant position receiving a majority (51%) of the votes of the Active members in good standing and present at the meeting shall be declared elected.
- f) In the event of a secret written ballot election, any eligible Active member of the Association may be written in as a candidate regardless of whether they were previously nominated.
- g) It shall be the duty of the current President to certify that only eligible voters were allowed to vote in an election.

Section 4: Filling Vacancies Between Elections

- a) If it becomes necessary to fill an office vacated by an officer, the President shall first declare the office vacant. The Executive Committee, with the approval of the Board of Directors shall then appoint an Active member who meets all the qualifications outlined herein to fill the vacancy until the next regular election of the Association.
- b) If the office of President becomes vacant, the 1st Vice President shall automatically ascend to the office of President. This will not affect their normal term of office.
- c) If the office of 1st Vice President becomes vacant, the 2nd Vice President shall ascend automatically to the office of 1st Vice President. This will not affect their normal term of office.
- d) If the 2nd Vice President office becomes vacant it will be filled by the Executive Committee with approval of the Board of Directors as previously described herein. An appointment to this office will not affect the ability of the appointed candidate to run for election and serve the entire two terms of office.
- e) If during the term a District or At-Large Director retires in good standing from their respective agency, they may fulfill the remainder of their term. If they do not wish to fulfill the remainder of their term the Executive Committee, with the approval of the Board of Directors will appoint an Active member who meets all the qualifications outlined herein to fill the vacancy until the next regular election of the Association. An appointment to this position will not affect the ability of the appointed candidate to run for election and serve the entire two terms of office.

Section 5: Swearing In

The entire Board of Directors shall be given the following oath administered by a dignitary determined by the outgoing Association President, during the annual conference.

TENNESSEE ASSOCIATION OF CHIEFS OF POLICE OATH OF OFFICE

I, _____, do solemnly swear (or affirm) that I possess all the qualifications required for the duties of _____ as mandated by the Charter of the Tennessee Association of Chiefs of Police, and that I will support the Constitution and will obey the laws of the United States and of the State of Tennessee; that I will, in all respects, observe the provisions of the bylaws of the Tennessee Association of Chiefs of Police; and that I will faithfully discharge the duties of _____ to the best of my abilities.

(Officer being sworn)

SWORN TO AND SIGNED BEFORE ME THIS DATE _____,
20_____.

(Individual taking statement)

ARTICLE VI
EXECUTIVE DIRECTOR

Section 1: Authority and Selection

- a) The Executive Director position is the administrative manager and chief executive officer for the Association overseeing the day-to-day operations and business. The activities and authority of the Executive Director will be controlled by these bylaws with duties set out in an employment contract as well as policies approved by the Board of Directors.
- b) The process for the selection of an Executive Director are set out in Association policy approved by the Board of Directors.

Section 2: Term

- a) The Executive Director is an employee of the Association who reports to the Board of Directors and is appointed for a two-year term that can be renewed.
- b) There is no limit to the number of consecutive terms an Executive Director can serve; however, the appointment can be terminated by a majority vote of the Board of Directors, confirmed by majority vote of the Active Association members.

Section 4: Compensation

- a) The individual appointed to this position will be compensated at an annual rate determined by the Association and payable in accordance with Association payroll policy adopted by the Board of Directors.
- b) Compensation is subject to annual review by the Executive Committee. The Treasurer shall be responsible for ensuring that this review requirement is satisfied and reported to the Board of Directors.

ARTICLE VII **MEETINGS**

Section 1: Time and Location

- a) The Executive Committee, with the approval of the Board of Directors, will determine the time and location of all meetings of the Association.
- b) Special meetings, either in person or virtual, may be called by the Association President when necessary.

Section 2: Annual Conference

- a) In addition to determining the time and location of the annual meeting, the Executive Committee will assist the Executive Director and Association staff with planning the events for the annual conference.
- b) The Board of Directors and officers for the upcoming year will be administered the oath of office at the annual meeting.

Section 3: Rules of Order

- a) In the absence of any provision to the contrary in these bylaws, rules or policies of the Association, all meetings of the Association shall be governed by the parliamentary rules and usages contained in the current edition of Robert's Rules of Order.

Section 5: Quorums

- a) A quorum for a Board of Directors meeting shall be a simple majority of the members, currently eleven. In the absence of a quorum, the members present may adjourn or continue as a non-business meeting until a quorum is present.
- b) A quorum for an Association business meeting shall be a simple majority of the Active members present at the meeting. In the absence of a quorum, the members present may adjourn or continue as a non-business meeting until a quorum is present.

ARTICLE VIII **COMMITTEES**

Section 1. Formation and Purpose

- a) The President, with the approval of the Board of Directors shall have the authority to create standing or ad hoc committees of the Association as outlined in Association policy approved by the Board of Directors.
- b) Standing committees are perpetual committees based on a specific subject matter, which meet at a frequency established in policies of the Association. Standing committees will remain established until such a time that the Board of Directors demotes the committee to an ad hoc committee or dissolves it entirely.
- c) Ad hoc committees are established for a limited period to address a specific need or subject matter and can be dissolved by the Board of Directors when they are no longer deemed necessary.
- d) The primary function of any Association committee, whether standing or ad hoc, is to contribute to the efficient operation of the Association and accomplish the mission set forth by its membership and leadership.
- e) As set out in Association policy, in most cases, committee members shall be Association members. However, at the discretion of the President, with approval of the Board of Directors, civilians or non-members may serve on certain committees, as outlined in Association policy, with the approval of the President and Board of Directors.

ARTICLE IX FINANCIALS

Section 1: Oversight

- a) The Executive Director, with oversight of the Treasurer, shall diligently collect all fees, donations, grant funding and other funds payable to the Association and promptly pay all incurred obligations.
- b) All financial records of the Association shall be maintained by the Executive Director and Treasurer.
- c) Financial status reports shall be presented to the Board of Directors and Association members by the Executive Director and Treasurer at each scheduled meeting or upon request.

Section 2: Fiscal Year and Budget

- a) The fiscal year of the Association shall be determined by the Board of Directors.
- b) The annual budget of the Association shall be presented to the Board of Directors by the Executive Director and Treasurer for approval.

Section 3: Annual Audit

- a) An audit of the Association's financial records will be conducted by a certified auditor as determined by the Board of Directors.
- b) A report of this audit shall be made by the Executive Director and Treasurer at the next regular meeting of the Board of Directors after receipt of the final audit report.
- c) The annual audit shall include assurance of Association compliance with reporting requirements as related to IRS form 990 submissions and state law requirements as outlined in Tennessee Code Annotated, Chapter 48, regarding regulation of non-profit organizations.

ARTICLE X
AMENDMENTS

Section 1: Procedure

- a) Any recommended amendments to the bylaws should be presented to the Board of Directors for review.
- b) The Board of Directors shall study and consider the proposed amendment and report its recommendations to the Association membership.
- c) Association members will be provided with a copy of the proposed amendment(s) for review and comment at least thirty (30) days before the next scheduled business meeting at which the vote will be held.
- d) The bylaws may be amended by the affirmative vote of the majority of the Active members present and eligible to vote at an Association business meeting provided that all steps listed herein have been met.