

HISPANIC AMERICAN POLICE COMMAND OFFICERS ASSOCIATION
(HAPCOA)

BYLAWS

November 15, 2005

ARTICLE ONE

OFFICES

Section 1 Association Name

- A. This Association shall be known as the Hispanic American Police Command Officers Association (HAPCOA) hereinafter referred to as the Association.

Section 2 Association Headquarters

- A. The principal office of Association shall be at the location whereupon the Executive Director is seated.
- B. The Association may also have offices at other places away from the location of the Executive Director as the Board of Directors may determine or the business of the Association may require.

ARTICLE TWO

PURPOSE

Section 1 Vision

- A. HAPCOA seeks to achieve national recognition as the most effective non-profit membership organization of command officers and others, committed to the career advancement of qualified men and women in the fields of law enforcement, criminal justice, and related career fields, as well as to the public safety of the communities which they protect and serve.

Section 2 Mission Statement

- A. To promote and develop Hispanics in law enforcement and to serve as an advocate for Hispanic law enforcement issues.

Section 3 Nonprofit Corporation

- A. The Association has been incorporated in the state of California as a non-profit public

benefit corporation and is not organized for the private gain of any person. It is organized under the NON-PROFIT PUBLIC BENEFIT CORPORATION LAW for charitable purposes Tax Exempt Organization, IRS ID # 95-3998895.

- B. This Association is organized exclusively for charitable/educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and applicable future corresponding provisions of the United States Internal Revenue Code. Contributions to the Association are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4 Political Endorsements

- A. The Association is an apolitical organization which will neither provide endorsements nor support to individual political candidates.

ARTICLE THREE

NATIONAL BOARD

Section 1 Powers

- A. There shall be a National Board of the Association, which shall supervise and control the business, property, and affairs of the Association, except as otherwise expressly provided by law, the Articles of Incorporation of the Association or these Bylaws.

Section 2 Number and Election

- A. The members of the National Board shall be composed of no more than 10 individuals. The Board shall consist of the following elected and appointed officers of the Association: President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, Secretary, Treasurer, Sergeant-at-Arms, Director-at- Large (appointed) and Immediate Past President.
- B. The elected officers of the Association and the ascension protocols for each officer shall be as follows:
 - 1. President – ascends yearly from the 1st Vice President Officer position at the conclusion of the annual national conference.
 - 2. 1st Vice President – ascends yearly from the 2nd Vice President Officer position at the conclusion of the annual national conference.
 - 3. 2nd Vice President – ascends yearly from the 3rd Vice President Officer position at the conclusion of the annual national conference.

4. 3rd Vice President – ascends yearly from the 4th Vice President Officer position at the conclusion of the annual national conference.
5. 4th Vice President – This officer will be elected to office yearly by voting members of the Association and will then ascend yearly to the next Vice President positions until the officer reaches the office of President. Upon completion of the Presidential term, the officer will assume the position of Immediate Past President. So that all levels of government are represented in the Association and all membership are given an equal opportunity to seek a Board officer position, the 4th Vice President Officer will be nominated and elected, in alternate years, from Association members who are employed by:
 - i. a federal agency, grade GS-14 or above,
 - ii. a state, county, municipal, university law enforcement agency, a private police organization or a law enforcement agency of a political sub-division of a state, as a rank of Lieutenant or above.
6. Secretary, Treasurer and Sergeant-at-Arms- These Officers will be elected by the voting members of the Association for a two (2) year term. Nominations for these officers shall be made at the annual conference of the Association held during even numbered calendar years. Any Association regular member who wishes to be considered for a position on the Board shall submit their name to the Nominating Committee during the annual conference.

Section 3 Vacancies

- A. Any vacancy in the National Board shall be filled with the approval and consent of the National Board of Directors. A majority of the National Board shall confirm the interim appointment that shall be for the length of the unexpired term of the vacant position.

ARTICLE FOUR

BOARD MEETINGS

Section 1 Meetings

- A. Meetings of the Board of Directors shall be scheduled and held at least once a year as requested by the Association President.

- B. A majority of the elected Board of Directors shall be necessary to conduct Association business at Board meetings. Ratification of Board decisions relative to the Association must be by a majority of the Board. A majority of the Board will constitute a quorum.
- C. Board members shall be present, unless excused by the Association President or 1st Vice President.

ARTICLE FIVE
SPECIAL MEETINGS

Section 1 Special Meetings

- A. Special Meetings of the Board of Directors shall be scheduled and held as requested by the Association President.
- B. A majority of the elected Board of Directors shall be necessary to conduct Association business at Board meetings. Ratification of Board decisions relative to the Association must be by a majority of the Board. A majority of the Board will constitute a quorum.
- C. Board members shall be present, unless excused by the Association President or President Elect.

ARTICLE SIX
NOTICE, WAIVER OF NOTICE

Section 1 Board Meetings, Special Meetings and Annual Association Meetings

- A. The President or his designee shall notify members the National Board at least thirty days in advance of any National Board meetings.
- B. Under exigent circumstances, the Association President may waive the thirty day notice requirement to call a special meeting. The President will, subsequently notify the membership of this special meeting within a reasonable period of time.

ARTICLE SEVEN

ASSOCIATION MEMBERSHIP

Section 1 Membership Types

A. Membership in the Association will consist of the three types described below:

1. Regular Member

- a. Full-time certified peace officers of a municipal, county, state or federal agency, certified peace officer of a university or other private police organization or peace officer of a political sub-division of a state who hold the rank of command supervisor, Sergeant, Lieutenant, Federal Criminal Investigator's GS-13 or above, Inspector or its equivalent whose Association membership has been approved who remain in good standing having paid the necessary Association dues and fees, are deemed regular members of the Association and are thereby entitled to all rights and privileges of membership.
- b. Upon the regular payment of dues, an active member of the Association in good standing at the time of his/her retirement from a law enforcement or peace officer position may continue their membership with the Association. For the purpose of this Section, retirement shall mean the voluntary and honorable separation from a law enforcement or peace officer position.

2. Associate Member

- a. Associate membership is extended to those individuals who do not meet the criteria of a regular member but who are nonetheless a fulltime certified peace officer of a municipal, county, state or federal agency, certified peace officer of a university or other private police organization or peace officer of a political sub-division of a state who does not hold the rank of command supervisor, Sergeant, Lieutenant, Federal Criminal Investigator's GS-13 or above, Inspector or its equivalent whose Association membership has been approved who remain in good standing having paid the necessary Association dues and fees, are deemed Associate members. Associate members may hold office as defined by the Association bylaws.

3. Supporting Member

- a. Support membership is extended to those individuals who are interested in furthering the goals of the Association. Individuals will have privileges as defined by the Association Bylaws.

ARTICLE EIGHT
ACTION WITHOUT MEETING

(Proposed)

ARTICLE NINE
TELEPHONE MEETING

(Proposed)

ARTICLE TEN
RESIGNATION AND REMOVAL OF OFFICERS

(Proposed)

ARTICLE ELEVEN
COMPENSATION AND REIMBURSEMENT

(Proposed)

ARTICLE TWELVE
CONFLICT OF INTEREST

(Proposed)

ARTICLE THIRTEEN

Section 1 Composition of National Board of Directors

- A. The National Board of Directors shall consist of the following elected officers of the Association: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, Sergeant-at-Arms, and Immediate Past President.
- B. Any vacancy in the National Board shall be filled with the approval and consent of the National Board of Directors. A majority of the National Board shall confirm the interim appointment that shall be for the length of the un-expired term of the vacant position.

Section 2 National Board of Directors Duties and Responsibilities

- A. The National Board of Directors shall be the governing body of the Association and shall have authority to initiate all appropriate actions and to perform all duties required to pursue and accomplish the objectives of the Association. The National Board shall establish and promulgate rules and protocols to conduct Association business in conformity with Association National by-laws. Rules and protocols established and promulgated by the National Board shall include, but not be limited to, the following matters: administration, membership, budget, procurement, disbursement of Association funds, contractual relationships, expenditures, staffing, annual meeting matters and use of the official seal and insignia of the Association. Rules and protocols established and promulgated shall be distributed to all active members via the Association Web site.
- B. The National Board of Directors shall develop and adopt an annual budget for the Association, and all Association expenditures shall be made in accordance with fund allocations in the original or amended budget.
- C. The National Board of Directors shall have oversight responsibility for the publication Association literature and marketing materials.
- D. The National Board of Directors shall appoint an Association Executive Director. The National Board shall determine the Consultant's term and conditions of employment as well as the appropriate compensation. The National Board shall ensure that the Executive Director is effectively and efficiently discharging the duties of the position.
- E. The National Board shall take all appropriate steps to keep Association membership apprised and informed of pertinent matters potentially impacting the Association and its membership.

Section 3 National Board Member Duties and Responsibilities

- A. NATIONAL PRESIDENT

The National President shall be the Chief Executive Officer of the Association. She/He shall preside at all national meetings, promote and enforce the goals and objectives of the Association, decide all questions of order at National Board of Directors meetings and annual Association meetings subject to concurrence of a majority of the National Board, and appoint all committees. The National President shall perform such duties as coming within the purview of her/his office, as the bylaws, customs and traditions of the organization demand.

B. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall aid and assist the National President in the performance of her/his duties, shall have oversight of and preside over the standing committees as assigned by the Association President. She/He shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

C. 1st VICE PRESIDENT

The 1st Vice President shall aid and assist the National President in the performance of her/his duties, shall have oversight of and preside over the standing committees as assigned by the Association President. In the absence of the National President, she/he shall preside over meetings and while presiding shall have the full power and authority of the National President. She/He shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the constitution, bylaws, custom and traditions of the organization demand.

D. 2nd VICE PRESIDENT

The 2nd Vice President shall aid and assist the National President in the performance of her/his duties shall have oversight of and preside over the standing committees as assigned by the Association President. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

E. 3rd VICE PRESIDENT

The 3rd Vice President shall aid and assist the National President in the performance of her/his duties, shall have oversight of and preside over the standing committees as assigned by the Association President. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

F. 4th VICE PRESIDENT

The 4th Vice President shall aid and assist the National President in the performance of her/his duties, shall have oversight and preside over the standing committees as assigned by the Association President. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

G. NATIONAL SECRETARY

The National Secretary shall record, maintain and have reference copies of the minutes of National Board of Director and general membership meetings, distribute the meeting minutes to the National Board no later than thirty (30) days prior to the next National Board meeting, keep a register of National Board members and their attendance at National Board meetings and call the roll when required. She/he shall maintain copies of all records and reports submitted during National Board meetings and other official meetings, have available at all meetings a current copy of the Association's ~~constitution~~, bylaws, an Association membership roster and a copy of minutes of previous National Board meetings and other official meetings for the past two (2) years. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

H. NATIONAL TREASURER

The National Treasurer shall keep a just and accurate account of all monies received by her/him for the Association, shall prepare and issue a comprehensive Association financial status report on an annual basis. She/he shall pay all bills, claims and indebtedness requested by the person, corporation or instrumentality entitled to payment. She/he shall make all payments with the consent and approval of the National President. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

I. SERGEANT AT ARMS

The Sergeant At Arms shall enforce order at all Association meetings and conferences. ~~and conventions~~. She/he shall expel intruders and bar the door to any unauthorized person. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

All candidates seeking election to a position on the National Board must be Association members in good standing for at least one year prior to their nomination. The National Nomination/Election Committee shall tabulate and present the results to the National President before the close of the Association annual membership election meeting. The National President will announce the election results.

ARTICLE FOURTEEN

Section 1 Appointed Members of the National Board of Directors

- A. The National Board may appoint a Historian, Correspondence Secretary, and Director at Large to the National Board of Directors.
- B. These appointed officers will have the following duties and responsibilities:

1. HISTORIAN/PARLIAMENTARIAN

The Historian/Parliamentarian shall have a thorough knowledge of parliamentary procedures and thorough knowledge of the constitution and bylaws of the Association. She/he shall serve as arbiter in matters dealing with parliamentary procedures or interpretation of the Association's constitution or bylaws. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

2. DIRECTOR AT LARGE

The Director At Large is appointed by the National Board of Directors and will assist the National President in carrying out the programs, policies and goals developed for the Association. She/he shall have oversight of and preside over the Civil Rights Standing Committee. She/he will perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

3. CORRESPONDENCE SECRETARY

The Correspondence Secretary shall keep a full and accurate account of Association membership, will provide all correspondence pertaining to fees and dues to the National Treasurer for proper accounting and receipting. She/he shall open and distribute all organization correspondence as directed by the Executive Director. She/he shall draft and prepare formal and informal communications as directed by the National President, shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

ARTICLE FIFTEEN

Section 1 Association Executive Director

- A. The Executive Director is an appointed officer of the National Board of Directors,

appointed by and serving at the pleasure of the National Board. The Executive Director will report directly to the National Board and is responsible for the implementation of National Board policies, promoting the Association goals as established by the National Board and conduct the day to day administration of the Association's national office, staff and programs. She/he serves as the official liaison to public groups, professional organizations and will respond to official and public inquiries. She/he shall perform any and all duties as coming within the purview of her/his office, as directed by the National President, as the bylaws, customs and traditions of the organization demand.

ARTICLE SIXTEEN

Section 1 Association Fiscal Year

- A. The National Board shall determine the fiscal year of the Association.

ARTICLE SEVENTEEN

Section 1 Association Annual Meetings

- A. Time and Place - Association membership shall meet annually at such time and place as shall be determined by the National Board. In the event it is later determined by the National Board that the time or place so selected will not be desirable or available for the meeting, the National Board may select another time and/or place. The National Board will provide notice to Association membership at least three (3) months prior to the planned annual meeting date.
- B. Association Business Session - A minimum of one session at the annual meeting of the Association shall be designated as a business session. Notice of the business session meeting shall be published at least thirty (30) days prior to the meeting.
- C. Quorum - For the purpose of considering and deciding upon Association matters at the business session, a majority of the membership entitled to vote, who are registered at the meeting, must be present at the business session.
- D. Resolutions- Every resolution offered for the consideration of Association membership shall be in writing and in its concise form.

ARTICLE EIGHTEEN

Section 1 Establishment of Association Regional Chapters

- A. A Regional HAPCOA Chapter may be organized with the consent and approval of the National Board of Directors upon fulfillment of the following minimum requirements:
 - 1. There must be a minimum of seven qualified members in the group

petitioning for a regional charter.

2. All petitioners in a proposed chapter must be Association members in good standing.
 3. A proposed regional chapter must file for tax-exempt status within their respective state.
- B. All pertinent documentation substantiating fulfillment of the minimum requirements must be submitted to the Executive Director within one (1) year of chapter petition submission.

Section 2 Regional Chapter Petitions

- A. Petitions for the establishment of a chapter must be submitted to the National Board for approval. The petition must contain the name of chapter members and a membership list. The National President will sign all petitions and charters of a regional chapter.
- B. The petitioning members of a regional chapter shall verify that all members of the chapter are Association members in good standing, whether full members or associate members and shall submit a report to the Association attesting that all members and chapter applicants are eligible for chapter membership in accordance with the ~~constitution and~~ bylaws of the Association.
- C. Upon the issuance of a regional charter to a chapter, the elected Regional President will administrate said chapter in accordance with the Association bylaws, ~~constitution~~, rules and policy. Elected officers will be sworn in as directed by the Association.

Section 3 Regional Chapter Report by Instituting Officer

- A. No later than thirty (30) days after the formal installation of chapter officers has taken place, the chapter instituting officer will submit a formal report to the Executive Director detailing the date of the formal chapter institution, the physical location of the chapter and the names of and addresses of the regional chapter officers with their specified appointment term.

Section 4 Defunct Regional Chapters

- A. Any member of any defunct regional chapter may seek to revive the chapter by making written request to the National Board providing said member is in good standing and application is being made by seven (7) chapter members in total.
- B. Any chapter becoming inactive or defunct shall return the charter together with all records, documents, effects, monies and properties of said chapter to the National Treasurer to be held in trust by the National Board. If the regional chapter does not petition to re-organize within one year and does not re-organize within two years, the local chapter forfeits all

monies and properties to the Association.

Section 5 Regional Chapter Suspensions

- A. The National Board may for cause suspend a chapter for a period of 60 days for violation or refusal to comply with the rules, policies, constitution and bylaws of the Association. If the regional chapter files no appeal within the sixty (60) day suspension period, the National Board may cancel the chapter provided however that before the chapter is canceled the members of the chapter in question shall have an opportunity to show cause before the National Board as to why action to cancel the chapter should not be taken.
- B. While under suspension, no formal meeting shall be held in the name of the chapter or the Association except for the sole purpose of discussing the suspension and seeking reinstatement. Regional chapter funds shall not be expended or obligations incurred by the chapter, except for the sole purpose of reinstatement.
- C. The charter of a regional chapter having less than seven active members in good standing on its rolls shall be canceled at the discretion of the National Board.

Section 6 Regional Chapter Reorganization

- A. The National Board may order the reorganization of any chapter for cause. The chapter shall carry the original name provided it shall not have been appropriated. A new charter shall be issued bearing the old and the new chapter names.

Section 7 Regional Chapter Regular Meetings

- A. Regular meetings of regional chapter members will be held at least once every other month.

Section 8 Regional Chapter Quorum

- A. The regional chapter shall specify in their bylaws the minimum number of members in good standing required to constitute a quorum to conduct chapter business.

Section 9 Regional Chapter Bylaws

- A. Chapter bylaws will be forwarded to the Executive Director for review. Chapter bylaws will be approved by the National President. Regional chapter bylaws must not conflict with the Association by-laws or *National Board* orders.

Section 10 Regional Chapter Name Change

- A. Any regional chapter may petition the National Board to have its name changed. The name change petition will require two-thirds approval of the chapter membership present at a regular or special meeting called for that purpose. Proper notice, at least thirty (30) days

prior to such meeting, must be given to chapter membership.

- B. Upon petition approval by the National Board, the chapter shall be issued a new charter with resulting expenses being paid by the regional chapter.

Section 11 Regional Chapter Change of Physical Location

- A. Any regional chapter may change its physical location by two-thirds approval of the chapter membership present at a regular or special meeting called for that purpose. Proper notice, at least thirty (30) days prior to such meeting, must be given to chapter membership. The National Board shall be promptly notified of any change in physical location of a chapter.

Section 12 Regional Chapter Elected Officers

- A. The elective officers of a regional chapter will consist of the following:
 - 1. President
 - 2. Vice President
 - 3. Secretary
 - 4. Treasurer
 - 5. Sergeant-at-Arms
- B. The regional chapter may at its option elect a 2nd or 3rd Vice President and may appoint any or all of the following officers:
 - 1. Correspondence Secretary
 - 2. Newsletter Editor
 - 3. Parliamentarian
 - 4. Historian
 - 5. Legal Advisor
- C. These elected officers shall fill their positions and assume their duties as soon as reasonably practicable after their election. Elected officers may be removed for cause by the Regional President, subject to approval by a majority of the chapter membership in good standing.

- D. All elected regional chapter officers shall serve for a period of two years.

Section 13 Installation of Regional Chapter Officers

- A. Regional chapter officers shall be installed into their respective positions at a regular or special meeting conducted publicly. At the officer installation meeting, no other chapter business will be transacted.
- C. The installation of regional chapter officers shall be conducted by a member in good standing, by a sworn city or state official selected by the regional chapter President Elect or by the National President or her/his designee.

Section 14 Regional Chapter Officers Removal

- A. A regional chapter may by two-thirds vote of the chapter membership declare a position of any officer vacant if the officer has been absent from two consecutive chapter meetings without good cause being provided. Proper notice to vacate the position must be provided to the officer and chapter membership.
- B. If the vacancy is of the Regional Chapter President, the chapter Vice President shall at once succeed the President and will have authority to assume the duties of such office. Regional chapter membership will be convened for the election of a new Vice President.

Section 15 Regional Chapter Presidents

- A. Regional Chapter Presidents shall serve as members of the National Board of Directors.

Section 16 Regional Chapter Membership

- A. Regional chapter membership will consist of the following three (3) types of membership:
 - 1. Regular Member
 - 2. Associate Member
 - 3. Supporting Member

Section 17 Regional Chapter Membership Application

- A. Application for regional chapter membership will require the preparation and submission of an Association application. The Association Executive Director will provide these application forms to the regional chapter.
- B. Each accepted applicant, who has paid the Association dues shall be formally notified thereof by the National Secretary and shall be sent an Association membership card and a

copy of the Association bylaws.

Section 18 Regional Chapter Annual Dues

- A. A regional chapter may establish its own annual chapter membership dues or fees. A regional chapter member must also pay 50% of the prevailing Association dues that are be forwarded to the Association Executive Director.
- B. A regional chapter member whose Association and chapter dues are paid in full is deemed to be an Association member in good standing. Regional chapter members delinquent in paying their dues are not deemed Association members in good standing until all dues are paid.

Section 19 Regional Chapter Membership Transfer

- A. Any regional chapter member in good standing in one chapter may transfer their membership to another chapter with the formal approval of both Regional Chapter Presidents.

Section 20 Regional Chapter Headquarters

- A. The headquarters of the Regional Chapter shall be located in the city in which the current chapter president resides or where he or she is employed.
- B. A regional chapter office may be located as designated by the National Board of the chapter.

ARTICLE NINETEEN

Section 1 Association Annual Dues

- A. Association annual membership dues shall be assessed for regular membership, associate and supporting members.
- B. Association annual dues and fees may be modified at the discretion of Association membership. A change in Association dues and fees requires two-thirds approval of Association members in good standing.

ARTICLE TWENTY

Section 1 Association Contractual Authority

- A. The National Board may authorize any National Board Member to enter into any contract or execute any contractual instrument on behalf of the Association subject to its review. Unless so authorized, no National Board Member or any other person shall have the

authority to bind the Association by any contract or render it liable for any purpose or for any amount.

ARTICLE TWENTY-ONE

Section 1 Association Bylaw Amendments

- A. Association bylaws may be amended at any annual Association meeting with the approval and consent of a majority of Association members present at the annual meeting. The majority of Association membership will be determined by vote casting.
- B. Proposed amendments to the Association bylaws must be submitted thirty (30) days in advance to the National Board of Directors and Association membership for review in advance of membership voting.