

Florida Police Chiefs Education and Research Foundation Bylaws

PREAMBLE

The Florida Police Chiefs Education and Research Foundation ("Foundation") is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not for Profit Act. The specific and primary purposes for which this corporation is formed is to operate for the advancement of charity and education, and for other charitable purposes and particularly to provide financial assistance and support to the Florida Police Chiefs Association, Inc., including but not limited to, supporting the activities of the Florida Police Chiefs Association, Inc., in the areas of education, research, training, and the gathering and dissemination of information to law enforcement organizations and the general public as well as fundraising for specific endeavors as voted and approved by the Foundation Board of Trustees.

ARTICLE I

MEMBERS: CONTRIBUTORS

The corporation shall have three (3) CATEGORIES OF MEMBERS: corporate, executive and citizen representatives. Members shall be acknowledged and provided such privileges or services as may be determined by the Board of Trustees.

ARTICLE II

SECTION 1

BOARD OF TRUSTEES

The Board of Trustees may consist of a maximum of twenty-three (23) members unless expanded as set forth in SECTION 2. Eight of the Trustees shall be active voting CEO members of the Florida Police Chiefs Association, Inc. (The FPCA). Voting membership in the FPCA is limited to chief executive officers of a Florida Municipal, college/University, School Board/District, Tribal, or Airport, Railroad or Port Authority law enforcement agency. Active membership shall refer to any member whose membership dues are current and who is a member in good standing. Five (5) of these eight (8) shall serve as Trustees ex officio by reason of their office in the FPCA. These five (5) shall be the President, First Vice President, Second Vice President, Third Vice President, and Secretary/Treasurer. The three (3) remaining active trustees may be appointed by the FPCA President.

In addition, there may be a maximum of fifteen (15) Trustees who are not employed in a full-time law enforcement position. Two (2) of the fifteen (15) shall serve as trustees ex officio by reason of their position in the FPCA and shall be the FPCA Executive Director and an FPCA employee as identified by the FPCA Executive Director who shall serve as the Assistant Secretary/Treasurer. This member should have the function of serving as the Business Manager of the FPCA. The remaining thirteen (13) trustees, non-ex officio, shall be elected by a majority vote of the existing Board of Trustees.

SECTION 2

VOTING/BOARD GUIDELINES

The Board of Trustees may be expanded by the majority vote of the entire Board of Trustees provided that the number to be added to the Board of Trustees shall always be an uneven number with non-ex officio members serving as a majority. A board Chair will be elected by a majority vote of the existing Board of Trustees. The Chair shall serve a minimum of a two-year term.

The ex officio members of the Foundation cannot serve as either the Chair nor the President of the Foundation.

When Trustees are to be elected by vote of the existing Board of Trustees, each Trustee shall have one vote for each position to be filled and the nominees with the greatest number of votes shall be elected. It shall not be

permissible for a Trustee to cast more than one vote for any single nominee (i.e., no cumulative voting). In the event of a tie there shall be a runoff election among the tied nominees. A Trustee whose position is to be filled shall have no vote. The two ex officio members who serve by virtue of their positions within the FPCA shall have no voting privileges.

Trustees that are not ex officio will serve a minimum of a three-year term and may be re-elected with the approval and consent of the majority vote of the Board of Trustees.

SECTION 3

REMOVAL/RESIGNATION

In the event a non ex officio Trustee vacancy occurs on the Board of Trustees the vacancy shall be filled by a majority vote of the Board of Trustees. Any Trustee may be removed by the affirmative vote of the majority of Board of Trustees with or without cause.

SECTION 4

GENERAL POWERS: The Board of Trustees shall have control and management of the business, funds, and property of the corporation, and shall have the power to appoint and define the duties of committees.

SECTION 5

MEETINGS/QUORUM

The regular meeting of the Board of Trustees shall be held on or about the time of the FPCA's Mid-Winter and Summer conferences.

Special meetings of the Board of Trustees shall be called by the Secretary and held at the request of the Chair of the Board, the President or of any five (5) of the Trustees.

The Secretary or their designee shall give notice of each meeting of the Board of Trustees, whether regular or special, to each member of the Board by telephone, by mail, or other electronic means at least two (2) days before the meeting, which notice need not specify the purposes of the meeting. Attendance at a meeting by a Trustee without objection to the form of notice shall constitute a waiver of notice.

A majority of the Trustees holding office present at the time of any meeting shall constitute a quorum at all meetings of the Board of Trustees. Except as may otherwise be provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, the act of a majority of Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

The Board of Trustees may hold its meetings at such a place within or outside the State of Florida as the Board may determine. A trustee must be present at a meeting of Trustees in order to vote at such meeting provided that, with a meeting: (a) actions may be taken by a majority of the Trustees in writing, and (b) at the request of the Chair or their designee, Trustees may vote on a question or election by mail, fax, telephone, email, video conferencing or other electronic means. In the event of a vote by mail, fax, telephone, video conferencing, email or other electronic means the entire Board of Trustees shall be considered present and a majority vote shall be the act of the Board of Trustees.

SECTION 6

COMPENSATION

Trustees, as such, shall not receive any stated salary for their services, but, on resolution of the Board, a fixed sum of expenses of attendance, if any, may be allowed for attendance at each meeting, regular or special

provided that nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore. Members of either executive or special committees may be allowed such compensation as the Board of Trustees may determine for attending committee meetings.

ARTICLE III OFFICERS

The officers of the corporation shall be appointed or elected from the existing Board of Trustees and shall include a Chair of the Board, a President, and if desired by the Trustees, one or more Vice Chairs, and such other officers and assistant officers as deemed necessary. Officers shall hold office for one (1) year, or until their successors are elected and qualified. Officers may be removed by a majority vote of the Trustees with or without cause.

The Board of Trustees may appoint one or more Vice Chairs, and such officers and agents to act for the corporation as it may from time to time determine.

The same person may hold more than one office, other than that of Chair and Vice Chair, or Secretary/Treasurer and Assistant Secretary/Treasurer. However, when any resolution of the Trustees requires action by more than one officer, one individual shall not be authorized to take such action by virtue of holding two offices. Neither the FPCA President nor those who are appointed by the President shall serve in any such role or committee that dictates or controls the fiscal interests of the Foundation.

In case of the absence of any officer or for any other reason which the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers or duties of such officer to any other officer or Trustee, provided a majority of the entire Board of Trustees concurs therein.

ARTICLE IV. DUTIES OF OFFICERS

CHAIR OF THE BOARD. The Chair of the Board shall preside at all meetings of the Trustees and perform such other duties as may be assigned to him from time to time by the Board of Trustees. In the absence of the Chair, the President of the Foundation shall preside. In the absence of both the Chair and the Foundation President, the FPCA President shall preside.

PRESIDENT. The President shall be the chief executive officer in handling the day to-day affairs of the corporation. The President shall perform such other duties as may be assigned from time to time by the Board of Trustees.

SECRETARY/TREASURER. The Secretary/Treasurer of the FPCA shall act as the Secretary/Treasurer of the Florida Police Chiefs Education and Research Foundation, Inc. The FPCA Executive Director shall keep the minutes of all proceedings of the Board of Trustees. The Secretary/Treasurer shall review such books and financial statements as may be required by the Board of Trustees and shall take charge of the seal of the corporation, if any, shall have custody of the funds and securities of the corporation, and shall do the same as ordered by the Board of Trustees. When necessary or proper, the Secretary/Treasurer may endorse on behalf of the corporation for collection, checks, notes, and other obligations. The Secretary/Treasurer or the Assistant Secretary/Treasurer shall deposit the funds of the corporation to its credit in such banks and depositories as the Board of Trustees may from time to time designate. The Secretary/Treasurer or the Assistant Secretary/Treasurer shall submit at the annual meeting of the Trustees a statement of the financial condition of the corporation and, whenever required by the Board of Trustees, shall make and render a statement of accounts, and such other statements as may be required. The Secretary/Treasurer, with the assistance of the Assistant Secretary/Treasurer, shall

keep the corporate books, with a full and accurate accounting of all monies received and paid on behalf of the corporation. The Secretary/Treasurer shall perform such other duties as assigned by the Board of Trustees. The Secretary/Treasurer will ensure that all finances are processed in accordance with the following:

(a). Each check and draft or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall require two signatures which can be any of the following: the Chairman, the Secretary/Treasurer, the President, the FPCA Executive Director and/or the Administrative Operations Manager or other full-time employed FPCA member as designated by the FPCA Executive Director. The use of facsimile signatures shall be prohibited for purposes of this subsection.

(b). All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the President and/or Board of Trustees may elect.

(c). Gifts. The Board of Trustees may accept on behalf of the Foundation any contributions, gift, bequest, or device for the general purpose of the Foundation.

(d). Upon approval of the Board of Trustees, Foundation staff may establish specific bank accounts to align with fundraising endeavors.

(e) Upon approval by the FPCA Board of Trustees, the Foundation may receive contributions to support training or officer wellness programs.

ASSISTANT SECRETARY/TREASURER. An individual selected by the Executive Director and approved by the Trustees shall serve as the Assistant Secretary/Treasurer of the Florida Police Chiefs Education and Research Foundation, Inc, and shall keep and maintain all records of the Foundation. The Assistant Secretary/Treasurer shall perform such other duties as may from time to time be assigned by the Board of Trustees.

ARTICLE V.

AMENDMENTS

The Bylaws may be amended or repealed by the majority affirmative vote of the entire Board of Trustees. Amendments shall become effective immediately upon a majority vote of the Board.