

BYLAWS OF THE AUSTIN POLICE ASSOCIATION – 2014

ARTICLES OF INCORPORATION

The purposes of the Austin Police Association (herein referred to as the "Association") shall be to promote the social welfare of its members by activities designed to:

- 1) Promote better wages, better benefits, and better working conditions.
- 2) Promote professionalism within the Austin Police Department.
- 3) Encourage respect for law and order among the citizens of the City of Austin.
- 4) Instill in the members a spirit of cooperation.
- 5) Promote social fellowship and towards this end, to furnish a place where meetings may be held.
- 6) Provide an effective service to the community.

ARTICLE I OFFICES OF THE ASSOCIATION

Section 1 – Principal Office

The principal office of the Association shall be located in the City of Austin, Travis County, Texas.

Section 2 – Registered Office and Registered Agent

The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II DEFINITIONS

Words of any gender used in these bylaws shall be held and construed to include any other gender, and words in the singular number shall be held to include the plural, and vice versa, unless the context requires otherwise.

The following definitions will be used herein:

Active Member: An Active Member is a regular member who is not on suspension pursuant to Article III, section 6, nor been terminated pursuant to Article III, section 7.

Conflicts of Interest shall include the following circumstances:

- A. A Contract or Transaction between the Association and a Responsible Person or Family Member.
- B. A Contract or Transaction between the Association and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.
- C. A Responsible Person competing with the Association in the rendering of services or in any other Contract or Transaction with a third party.
- D. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with the Association in the provision of services or in any other Contract or Transaction with a third party.
- E. A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that: (1) does or is seeking to do business with, or is a competitor of the Association; or (2) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Association.

Contract or Transaction means any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship with the Association. For purposes of this policy, the making of a gift to the Association or the provision of services by the Association within the Association's non-profit mission is not considered a Contract or Transaction.

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Family Member means a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

Material Financial Interest in an entity means a financial interest of any kind that, in view of all the circumstances, is substantial enough that it reasonably could affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. Employment, the conduct of over \$10,000 of business in any one year, and ownership of a ten percent (10%) or more interest will be reputably presumed to be material financial interests.

Qualified Candidate: An active regular member of the rank and assigned to the work area for which a Board vacancy exists or will exist. Additionally, the candidate must be an active regular member at the time of nomination.

Regular Member: A Regular Member is a commissioned member of the Austin Police Department of the City of Austin (herein referred to as the 'Department' who has been regularly appointed under Civil Service.

Retired Life Member: A member, who retires from active duty, provided he/she was an active regular member for at least the fifteen years immediately prior to retirement.

Retirement Honorarium: The Association's Retirement Honorarium is that presentation of nominal value deemed appropriate by the Board of Directors, given to each member on the occasion of their converting Regular membership to Retired Life membership.

Record Date: The date on which a person must be registered as an active regular member in order to be entitled to notices of meetings, elections and ballots.

Responsible Person means any person serving as an officer, employee or member of the Board of Directors of the Association.

ARTICLE III **MEMBERSHIP**

Section 1 – Qualifications for Regular Membership

Regular Membership in this Association shall be limited to commissioned members of the Police Department of the City of Austin who have been regularly appointed under Civil Service.

Section 2 – Qualifications for Retired Life Membership

A member of the Association who retires from active duty will be carried as a Retired Life Member, provided he/she was an active regular member for the fifteen years immediately prior to retirement. A member in this category shall be entitled to a retirement honorarium and to attend all meetings and social functions, but shall not be entitled to vote, hold an office on the Board of Directors, or hold an Executive Board position.

Section 3 – Qualifications for Honorary Membership

A deserving citizen may be elected to Honorary Membership upon recommendation by the Board of Directors and approval by two-thirds of the membership present and voting majority at a general membership meeting. An honorary member is entitled to attend all regular meetings and social functions. An honorary member shall not be entitled to a retirement honorarium, vote, hold office, receive the expense reimbursal provided in Article IX, section 6, if any, attend any Association meeting of the Board of Directors, be represented by any individual or group at any Association Board of Directors meeting or be represented by any member of the Association.

Section 4 – Qualifications for Associate Membership

Non-Sworn employees of the Department may join the Association as Associate Members. An associate member is entitled to attend all regular meetings and social functions. An associate member shall not be entitled to a retirement honorarium, vote, hold office, receive the expense reimbursal provided in Article IX, section 6, if any, attend an Association meeting of the Board of Directors, be represented by any individual or group at any Association Board of Directors meeting or be represented by any member of the Association except with regard to the general purposes of the Association as set out in Article II of the Articles of Incorporation.

Section 5 – Dues and Assessments

Dues are payable on the first day of the Association's fiscal year as set by the Board of Directors, or by payroll deduction.

The monthly dues for Regular membership in the Association shall be an amount equal to one hour's wage of a five-year police officer, as adjusted from time to time. The Annual dues shall be an amount equal to twelve (12) times the monthly dues.

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In addition to dues, assessments for regular members may be levied by the Board of Directors only upon the Board's determination that an assessment is necessary. The Board must then pass by majority a resolution describing the purpose for which such assessment is necessary, the amount to be assessed, and the method of assessment. The resolution must then be submitted to the general membership for a vote and must be approved, by a two-thirds majority of the membership voting, before the assessment may be levied.

Retired Life Members and Honorary Members are exempt from payment of dues and from assessments. The Board may establish a dues structure for Associate membership by resolution.

Section 6 – Suspension of Membership and Benefits

Except as otherwise provided in these bylaws, any regular member of this Association who has failed to pay his/her dues, assessments, or other obligations owed to the Association shall be automatically suspended from membership in the Association pending review by the Executive Board.

Payment of current and delinquent dues, assessments, and other obligations owed to the Association shall reinstate such suspended regular member.

Section 7 – Termination of Membership

Except as provided elsewhere in these bylaws, membership for regular members in this Association shall terminate by abandonment, withdrawal, death of the member, or after notice and an opportunity to be heard for conduct detrimental to the welfare of the membership and upon a final and binding vote of two-thirds (2/3) of the Board of Directors present and voting. If an indefinite suspension by the Department is upheld, through all appeals, by Civil Service or an Arbitrator or any other legal means, the member shall be terminated from the Association. Whenever any membership shall be terminated in any manner, the person whose membership was thus terminated and all persons claiming under, by, or through such person, shall not be entitled to any refund of dues or fees paid into or contributions or donations made to this organization, or to any claim whatsoever of any of the funds, benefits or property of this organization.

Any member found guilty of a breach of trust, or of conduct detrimental to the Association may be expelled by the Board of Directors. At the next regular general membership meeting, a two-thirds voting majority of the membership in attendance may override such expulsion and may make the reinstatement retroactive to the expulsion date.

Membership for an Associate Member in this Association may be terminated at any time by a voting majority of the Board of Directors.

Section 8 – Copy of Bylaws Provided to Members

Each member will be provided an electronic or paper copy of the bylaws and amendments upon request.

Section 9 – Association as Members' Agent

Every Police Officer who accepts membership in this Association shall be deemed thereby to have authorized the Association to act as his/her agent to represent, bind, and speak in the presentation, adjustment and settlement of all grievances, complaints, or disputes arising out of the employer-employee relationship.

Section 10 – Authorized Address for Service of Notices

Every Police Officer who accepts membership in this Association shall be deemed thereby to have authorized the Association to serve all notices required by law or these bylaws to the member's email address on record with the Association or at his/her departmental mailbox, in respect to general membership meetings, as prescribed in Article VII, section 3, and to have waived all requirements for additional personal notice of any and all meetings, elections and ballots.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

Section 1 – Composition of Board

The Board of Directors shall be composed of twenty-two (22) members. The President, the Vice President, the Secretary and the Treasurer shall be elected at-large by a vote of the membership. Three (3) positions shall be occupied by the Presidents, or their designees, of the Texas Peace Officers' Association, the Austin Police Women's Association, and Amigos En Azul; provided, however, that any individual organization shall be required to maintain not less than two-thirds (2/3) of their respective voting membership, and specifically the person designated to occupy the Board position, as active regular members of this Association. The remainder of the Board

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of Directors shall be elected by the members of their respective rank or work area and shall be composed as follows, subject to expansion in accordance with Article IV, Section 13:

<u>Commander</u>	<u>one (1) position elected by rank of Commander</u>
<u>Lieutenant</u>	<u>one (1) position elected by rank of Lieutenant</u>
<u>Sergeant:</u>	<u>Two (2) positions elected by rank of Sergeant</u>
<u>Detective:</u>	<u>Three (3) positions elected by rank of Detective</u>
<u>Corporal:</u>	<u>one (1) position elected by rank of Corporal</u>
<u>East Sub Patrol Officer:</u>	<u>one (1) position elected by rank of Police Officer working a patrol shift at the East Sub</u>
<u>Main Headquarters Patrol Officer:</u>	<u>one (1) position elected by rank of Police Officer working a patrol shift at the Main Headquarters</u>
<u>North Sub Patrol Officer:</u>	<u>one (1) position elected by rank of Police Officer working a patrol shift at the North Sub</u>
<u>South Sub Patrol Officer:</u>	<u>one (1) position elected by rank of Police Officer working a patrol shift at the South Sub</u>
<u>Non-Patrol Officer:</u>	<u>three (3) positions elected by rank of Police Officer that is not assigned to patrol.</u>

Section 2 – Officers

The Executive Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a Parliamentarian, a Sergeant-at-Arms and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

The Parliamentarian and Sergeant-at-Arms shall be elected from the Board of Directors by a majority vote of the Board of Directors.

Any person may not hold more than one office at a given time. An officer may succeed himself/herself in the same office.

Section 3- President

The President shall be the Chief Executive Officer of the Association and shall, in general, supervise all of the business and affairs of the Association; supervise the handling of funds and property; supervise all Officers and Employees of this Association, with the authority to hire and discharge employees; and, execute such agreements as may be necessary for the day-to-day operation of the Association. The President shall perform these duties with the advice of the Board of Directors. Provided, however, that the President shall be bound by the vote of the membership on any matter.

The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with any other executive officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4- Vice President

The Vice President shall preside in the absence of the President, and shall perform all functions of the President at such times as the President is unavailable to act, and perform such other duties as delegated by the President or the Board of Directors.

The Vice President shall work closely with all appointed Committee Chairpersons to see that the direction and mission of the Association is always carried out.

Section 5- Appointed Vice President(s)

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The President may appoint one or more Vice Presidents, as he/she may deem desirable, with the approval of a majority of the Board of Directors. Additional Appointed Vice Presidents, in general, shall perform the duties prescribed by the President and shall serve as ex-officio (non-voting) Board member(s).

Section 6- Treasurer

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

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may determine. Payment for such bond shall be an expense of the Association.

Section 7- Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose and keep attendance records of all members at the meetings of the members and meetings of the Board of Directors; give all notices in accordance with the provisions of these bylaws, or as required by law, be custodian of the Association's records, and keep a register of the personal email address and/or post-office address of each member. The Secretary may be assigned other duties as from time to time by the President or Board of Directors.

Section 8- Assistant Treasurer and Assistant Secretary

Any Assistant Treasurer and any Assistant Secretary, as may be appointed by the Board of Directors, shall serve as ex officio (non-voting) Board members.

Any Assistant Treasurer and any Assistant Secretary, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary or by the President or the Board of Directors.

If required by the Board of Directors, any Assistant Treasurer shall give bond for the faithful discharge of his/her duties in such sums and such sureties as the Board of Directors may determine. Payment for such bond shall be an expense of the Association.

Section 9- Parliamentarian

A Parliamentarian will be appointed by the Board of Directors. The Parliamentarian shall rule on all points of order. The meetings of the Board of Directors and the general membership shall be conducted by Roberts Rules of Order, unless otherwise specified by law or these bylaws. In the Parliamentarian's absence, points of order shall be decided by the Presiding Officer.

Section 10- Sergeant-at-Arms

A Sergeant-at-Arms will be appointed by the Board of Directors. The Sergeant-at-Arms shall assist the Presiding Officer in keeping order at all meetings.

Section 11- Duties of Directors

It shall be the duty of the Board of Directors to cause a complete record to be kept of all meetings and acts and to control Association funds and property. Provided, however, that the Board of Directors shall be bound to the vote of the membership on any matter.

Section 12 – Actions of the Board of Directors

The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Section 13- Additions to the Number of Directors

The Board of Directors may create or delete board positions as needed due to restructuring or growth of the Department in an effort to give equal and adequate representation to all members. New or deleted positions may be created by a two-thirds voting majority.

Section 14- Election and Term of Office

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Directors and Officers shall be elected for a period of three (3) years. Term of office shall run from January 1st through December 31st, except for the three (3) positions occupied by the President of the other organizations, as listed in Article IV, section 1 which shall be elected, and their terms of office dictated, by the bylaws of the respective organizations. The Board of Directors may, by two-thirds voting majority, approve one (1) six-month extension of the office of President during periods when contract negotiations are actively occurring.

Section 15- Compensation

Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors for out-of-pocket or personal expenses incurred by such Director in the performance of their duties. Any gifts or remuneration to a Director shall be approved by the Board of Directors.

The Board of Directors may adopt a resolution providing for payment to the President and any other Officers of the Association for being on-call for the Association.

Section 16- Installation of Officers

Installation of new officers of the Association shall be first order of business at the first Board of Directors meeting of the new year.

Section 17 – Quorum

A majority of the Board of Directors shall constitute a quorum of that Board.

Section 18- Presiding Officer Not to Vote – Exceptions

The presiding officer shall not vote on any question except when a vote is required to overcome a deadlock or tie vote.

Section 19- Election Procedure

Members may only vote for those Board candidates within their respective rank or work area. When a member of the Board of Directors is promoted or transferred, he/she shall be permitted to complete his/her term as the representative of his/her former rank or work area after the board position has been announced to the members as per Article IV, Section 20 and no one files for the position as per the requirements of these bylaws.

Section 20- Filling Vacancies

When a vacancy occurs on the Board of Directors outside of the election process the vacancy for the remaining term shall be advertised to the membership by electronic notification and through posting on the Association's website. Dates of the candidacy filing period shall include no less than fourteen (14) days after notification of the vacancy was posted. After the last day of the filing period, the Association's Secretary will compile a list of all qualified candidates and subsequently submit the list to the Board of Directors. The Board of Directors, at its next regularly scheduled meeting, shall elect by voting majority one of the candidates to the vacant position.

In the event no one files for the position in a timely fashion, as per the requirements of these bylaws, the Board of Directors may recruit a qualified candidate from the respective rank or work area in order to provide representation in lieu of leaving the position vacant.

Section 21- Filing as Candidate for Office

Any active regular member desiring to run for office in this Association shall submit their Declaration of Candidacy Application established by the Association Secretary between September 1st and eleven (11) calendar days prior to the general membership meeting in October. For purpose of counting, a candidate may file on the day of September 1st and before 5:00 p.m. on the day which is the eleventh calendar day falls on a Saturday, a Sunday, or a city holiday in which case the filing deadline shall be the last business day prior to the eleventh calendar day.

Declaration of Candidacy application forms shall contain the name, rank, and work area of the member and the office he/she seeks. The application will also list descriptions of all board positions available including a full listing of work areas assigned to each work area at-large board position.

Declaration of Candidacy Application forms shall be made available through the Association's website and the Association's office.

No member may file for more than one (1) office concurrently.

The Secretary shall certify and inform the member at the time of filing if he/she is a qualified candidate. At the close of the filing period, the Secretary shall publish a list of all qualified candidates for the office and enclose such list with notice of the October general membership meeting, pursuant to Article VII, section 3.

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Section 22- Nomination of Directors and Officers

The names of all qualified candidates shall be read to the membership at the regular meeting of the general membership in the month of October.

Active regular members who have not filed as candidates may be nominated from the floor, in form of a motion which must have a second, at the regular meeting of the general membership meeting in the month of October. Nominations shall not cease until a motion has been entertained and properly passed. Only active regular members may be nominated.

All active regular members who are on assigned police duty when the nominations are made may make written nomination, in form of a motion which must have a second, and both parties must sign the motion and the second. This nomination must be given to the Secretary prior to the beginning of the "call to order" of the October meeting. The Secretary shall place each written nomination of a qualified candidate before the membership. Only active regular members may be nominated in writing.

During the October general membership meeting and after a complete list of candidates has been compiled, the membership present at the meeting may decide by majority vote to elect by acclamation all nominees in uncontested positions.

Section 23- Content of Election Ballot

The ballot shall contain the names, ranks and work areas of the candidates for office, and the office they seek. The ballot may contain a brief description of any proposition or amendment to the constitution and bylaws of the Association.

Section 24- Voting

- A. An Election Chairman, who is not running for a board elected office, shall be appointed by the Association's Board of Directors and will have full authority to carry out the day to day responsibilities of the board elections. The Election Chairman may appoint election judges to assist with election responsibilities. The election shall be via electronic means as determined by the Board of Directors and voting shall be conducted in days and times predetermined and announced by the Election Chairman and certified by the Board of Directors. Only active regular members, as defined in Article II, will be allowed to vote and no member may cast more than one (1) vote. All voting conducted under this paragraph shall be conducted by secret ballot.
- B. Absentee voting may be conducted in days and times predetermined and announced by the election chairman and certified by the Board of Directors, but dates and times shall be selected so as to conclude absentee voting prior to the dates and times for regular voting.
- C. A candidate must receive more than fifty percent (50%) of the votes cast to be deemed elected. A run-off election shall be called by the Election Chairman to fill each position where there is not a declared winner at the first election canvass.
- D. Run-off elections shall be conducted in accordance with subsections A, and B of this section and shall occur within two weeks of the previous election having become final.
- E. Election results will be obtained by the Election Chairman who will announce the results via member email and on the Association's website.

Section 25- Removal of Directors and Officers

- A. Any Director or Officer of this Association may be recalled or removed from office for willful neglect in the performance of his/her duties to this Association. Provided, however, that whenever such Director or Officer is to be removed, he/she shall be served with a copy of the charges forming the petition for removal, pending hearing before the Board of Directors of such charges forming the basis of his/her contemplated removal. Such charges must be set forth in clear and concise language signed by the President upon the direction of a majority of the Board of Directors. Provided that if the Officer against whom such charges are pending should be the president, such charges may be signed by the Vice-President or any other Officer directed to do so by the Board.
- B. The Director or Officer charged shall have the right to a full, fair and impartial hearing before the Board of Directors concerning the charges. The Board shall vote on the validity of the charges that have been made against the Officer.
- C. If after such hearing the Board determines by majority vote that such charges are sustained and sufficient cause exists for removal, the Board shall submit a copy of the charges together with a copy of their findings, to the members and shall call a special recall election not less than thirty (30) days and not more than sixty (60) days from the date that the Board voted to sustain the charges. If two-thirds (2/3) of the members voting shall vote for his/her removal, the Board of Directors shall thereupon declare such office vacant.

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Section 26- Recall of Directors and Officers

At any time during the term for which any officer has been elected, an election may be held for a recall of that officer provided a petition, signed by a majority of the total membership, or a majority of the membership of that Board position's rank or work area, has been submitted to the Board of Directors.

Any recall petition signed by a majority of the Board position's rank or work area that has been presented to the Board of Directors must contain clear and concise language forming the basis for the recall.

Signatures on the recall petition are considered valid if it possesses the printed name, signature, and Department employee number of the regular member signing the recall petition.

A recall petition containing a majority of the Board of the total membership, or the total membership of that Board position's rank or work area shall be presented to the Board of Directors. The names on the petition shall be verified by the Secretary, although if the officers against whom the recall petition is the Secretary, the signature will be verified by any other Board member directed by the Board. The Board shall follow Section 25 (c) in calling for a Special Recall Election.

Section 27 – Conflict of Interest Policy

The Association's conflicts of interest policy is designed to assist directors, officers and employees of the Association identify situations that present potential conflicts of interest and to provide the Association with a procedure that will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction.

A. Procedures.

1. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
2. A director or committee member who plans not to attend a meeting at which he/she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his/her personal influence with respect to the matter, either at or outside the meeting.
4. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting may be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. An action on a Contract or Transaction shall be approved if it receives the affirmative vote of a majority of the disinterested persons entitled to vote. For purposes of this paragraph, a member of the Board of Directors of the Association has a Conflict of Interest when he/she stands for election as an officer or for re-election as a member of the Board of Directors.
5. Responsible Persons who are not members of the Board of Directors of the Association, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the president or executive director any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. In the event that the conflict involves the president or executive director, disclosure shall be made to a vice president or other officer of the Association. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the A's participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

B. Confidentiality

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Association. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Association for the personal profit or advantage of the Responsible Person or a Family Member.

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C. Review of Policy.

This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

1. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he/she has done so.
2. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he/she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to the Association. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Section 28 – Whistleblower Policy

The Association requires board members, committee members and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

A. Reporting Responsibility.

The Association seeks to have an “open door policy” and encourages board members and employees to share their questions, concerns, suggestions, or complaints regarding the Association and its operations with someone who can address them properly. In most cases, a board member or committee member should present his/her concerns to the Chair of the Board. The Executive Director is generally in the best position to address an employee’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee is not comfortable speaking with the Executive Director or if the employee is not satisfied with the Executive Director’s response, the board member, committee member or employee is encouraged to speak with anyone on the Board whom the employee is comfortable in approaching, or to directly contact the Association’s outside legal counsel, whose contact information can be obtained from the Executive Director.

B. No Retaliation.

No board member, committee member, or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within the Association prior to seeking resolution outside the Association.

C. Compliance Officer.

The Chairman of Association’s Ethics Committee shall serve as the Compliance Officer and is responsible for investigating and resolving all employee complaints and allegations concerning violations of any ethical or legal principles or code applicable to the Association and its employees. If the complaint involves both the Executive Director and the Chairman of Association’s Ethics Committee, outside legal counsel will carry out the functions of the Compliance Officer.

D. Accounting and Auditing Matters.

The Association’s Treasurer shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify Association’s Treasurer of any such complaint and work with the Treasurer until the matter is resolved.

E. Requirement of Good Faith.

Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

F. Confidentiality.

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Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

G. Handling of Reported Violations.

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Section 29 – Presidential Succession

In cases of temporary absence, the succession shall be Vice President, Secretary, and then Treasurer. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. The Vice President position shall be appointed by the Board of Director as per Article IV Section 20.

ARTICLE V EXECUTIVE BOARD

The Executive Board shall consist if the President, Vice President, Secretary, Treasurer, Parliamentarian, and one at-large member elected from the Board of Directors.

Elected Executive Officers shall serve for a period concurrent with their term of office as Director or Officer.

The Executive Board shall meet, at the request of the President, on subjects that should be decided upon immediately. The subject or subjects to be decided on shall, by nature, be those in which a delay of decision could jeopardize a benefit or opportunity for members. A majority of the Executive Board members shall constitute a quorum of that Board.

Decisions made by the Executive Board may be reversed by a majority vote of the Board of Directors at the next regularly scheduled or special meeting of the Board of Directors.

ARTICLE VI ASSOCIATION STANDING COMMITTEES

Section 1- Appointment of Members

Except as otherwise provided herein, the President shall appoint the Chairperson and members for each Association Committee. Members of Committees shall serve until a replacement is appointed by the President.

Section 2- Committees

The Association's Committees may include, but are not limited to, the following:

A. Grievance Committee

This committee shall consist of no less than three (3) members. The purpose of this committee is to provide a just and equitable method for resolving disagreements between the parties regarding the interpretation of the provisions of any City/Association agreements. When a grievance has been filed and the Division head rejects the grievance, the Grievance Committee shall convene and consider:

1. whether or not the written grievance alleges a violation of the City/Association agreements,
2. whether a grievance exist, and
3. whether it is in the best interest of the Association membership to pursue the grievance on the member's behalf.

The Grievance Committee shall consult legal counsel before reaching its conclusion. If a grievance is properly alleged and it is in the best interest of the Association membership to pursue it, the Committee shall prosecute the grievance on the member's behalf.

B. Communications Committee

This committee shall be responsible for reporting information to the membership and the public through a newsletter and such other means as the Board may deem necessary and proper.

C. Budget Committee

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This committee shall prepare an operating budget for the upcoming fiscal year that shall include projected income and expenses. The Association's elected Treasurer shall, by nature of his/her position, chair the committee. The chairperson shall convene meetings of the committee during the last quarter of the fiscal year and shall cause a posting of the scheduled listing dates, times, and locations of the meetings. The committee shall draft an operating budget to be presented to the Board of Directors at their regularly scheduled meeting in the month of December.

D. Ethics Committee

It is the responsibility of this committee to investigate reports of violations of the Code of Ethical Conduct by members of the Board of Directors or any Association committee.

Allegations of Ethical violations shall be made in writing to any Board member. All Board Members have the duty to forward all written formal complaints from any Association member to the Ethics Committee Chairman without delay.

The Ethics Committee shall conduct an investigation, and deliver a report to the Board of Directors of the Association within 90 days of receiving the complaint. The Board of Directors may grant an extension for delivering the report due to extenuating circumstances.

The Board of Directors will review the Ethics Committee report and take any action deemed appropriate in accordance with these bylaws against any Board member whom the Board determines has violated the Code of Ethical Conduct.

It shall be the responsibility of the Chairman of the Ethics Committee to report in writing to the complainant the outcome of the investigation within 2 weeks of the Board's decision.

The minutes of all Ethics Committee meetings shall be maintained in the office of the Association.

Section 3- Report by Chairperson

All Committees shall keep a record of the committee meetings.

The Chairperson of each committee shall timely report to the President a summary of the meeting.

Section 4- Decisions by Committees

All decisions and recommendations of the committees shall be reported to the President and the Board.

ARTICLE VII MEETINGS

Section 1- Meetings of the General Membership

- A. The regular meetings of the general membership of the Association shall be held at least quarterly, during February, May, August, and October at date and time designated by the President.
- B. Special meetings of the general membership of the Association may be called by a majority of the Board of Directors, or by written request signed by twenty percent (20%) of the active regular membership and submitted to the President. Emergency meetings of the general membership of the Association may be called by a majority of the Executive Board for the consideration or disposition of a particular matter or particular matters which the Board considers to be such importance to the general membership that delay would seriously hinder the ability of the Association to effectively represent the membership.
- C. Any question or proposal submitted to the general membership, at a regular or special meeting of this Association, shall become final in authority and the President and Board of Directors shall be guided accordingly only if a motion is made and is seconded, and then passed by a voting majority of those active regular members present. To submit the question or proposal for a vote of the membership, such request must be approved by a two-thirds voting majority of the active regular members present at the meeting in which the motion is made, except that the question of contract ratification shall always be done by vote and needs no such approval. If the motion is approved, the question or proposal shall be added to the next ballot scheduled to be voted on by a vote. Scheduled votes shall be held twice annually, to include the election ballot and a ballot to be voted on during the second full calendar week in the month of May, if any questions or proposal has been approved for a vote. The locations, days and times for any vote to decide contract ratification shall be predetermined and announced by the election chairman and certified by the Board of Directors; such votes are not considered emergency votes but may be held at times other than scheduled vote and notice of the election shall be given as provided in Article VII, Section 3.

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- E. An Emergency vote can be scheduled only if approved by two-thirds voting majority of the Board of Directors at the next regularly scheduled Board meeting following the membership meeting in which the question or proposal was submitted. Only those items considered to be of an emergency nature by the Board shall be included on the Ballot.
- F. No member may cast more than one (1) vote.

Section 2-Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors shall be monthly. They will be open to any member of the Association, but only members of the Board of Directors have the right to vote.
- B. Special meetings of the Board of Directors may be called by a voting majority of the Board of Directors.
- C. Emergency meetings of the Board of Directors may be called by the President or any member of the Executive Board for the consideration or disposition of a particular matter provided that a quorum of the Board of Directors is in attendance.
- D. An agenda of proposed items for discussion shall be distributed to all Board members no less than three (3) working days prior to regular meetings of the Board of Directors. Any member may get a copy of the agenda by requesting it at the Association office. Topics not on the published agenda may not be discussed without a two-thirds (2/3) voting majority of the Board present on a motion allowing variance from the agenda.

Section 3- Notices of Membership Meetings

The record date for all membership meetings shall be 5:00 p.m. on the day eleven (11) calendar days prior to the day of the meeting.

A. General Membership Meetings

A notice may be mailed and/or posted to the membership listing the time, date, and location of the General Membership Meeting. Notice of a meeting will be posted on the Association Calendar, Association website, or other means determined by the Association's Board of Directors.

B. Special General Membership Meetings

Written or electronic notice stating the place, day, and hour of the meeting and in the case of a special meeting, as defined in Article VII, Section 1(B), the purpose or purposes for which the meeting is called, shall be posted and/or mailed not less than ten (10) days prior to the date of the meeting to every member entitled to vote at such meeting.

C. Emergency General Membership Meeting

In case of an emergency general membership meeting, notice of the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be given in any manner reasonably calculated to notify as many members as possible.

Section 4- Voting Members List for Meeting

- A. After fixing a record date for the notice of a meeting, the Association shall prepare an alphabetical list of the names of all of its voting members who are entitled to notice of a meeting.
- B. Not later than two (2) business days after the date notice is given for a meeting and the list is prepared according to Article VII, Section 4, Paragraph A, the list of voting members shall be available for inspection by any active regular member for the purpose of communicating with other members concerning the meeting. The active regular member, or that member's agent or attorney, is entitled on written demand to inspect, subject to Article VIII, Section 1, Subsection B, and to copy the list at a reasonable time and at the member's expense, during the period the list of voting members is available for inspection.

Section 5- Quorum

The presence of forty-five (45) active regular members or a majority of the Board of Directors at any general, special called, or emergency membership meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6- Proxies

No proxies shall be allowed.

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ARTICLE VIII BOOKS AND RECORDS

Section 1-General

- A. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceeding of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office in this state a record giving names and addresses of the members entitled to vote.
- B. An active regular member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, and at the expense of the member.
- C. All minutes of regular, emergency, and special meeting of the general membership and of the meetings of the Board of Directors shall be posted on the Association's website once approved by the Association's Board of Directors.

Section 2- Financial Records and Annual Reports

The Association shall comply with Article 1396-2.23A of Vernon's Texas Revised Civil Statutes with regard to Financial Records and Annual Reports.

Section 3- Document and Retention Policy

The Association acknowledges its obligations to preserve information relating to litigation, audits, and investigations and in that vein has established the following policy.

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Association may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the Executive Director.

From time to time, the Executive Director may issue a notice, known as a "legal hold," suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the Executive Director.

Corporate Documents

<i>Bylaws and Articles of Incorporation</i>	Permanent
<i>Corporate resolutions</i>	Permanent
<i>Board & committee agendas & minutes</i>	Permanent
<i>Conflict-of-interest disclosure forms</i>	4 years

Finance and Administration

<i>Financial statements (audited)</i>	7 years
<i>Auditor management letters</i>	7 years
<i>Payroll records</i>	7 years
<i>Check register and checks</i>	7 years
<i>Bank deposits and statements</i>	7 years
<i>Chart of accounts</i>	7 years
<i>General ledgers and journals</i>	7 years
<i>Bank reconciliations</i>	7 years
<i>Investment performance reports</i>	7 years
<i>Equipment files and maintenance records</i>	7 years after disposition
<i>Contracts and agreements</i>	7 years after all obligations end
<i>Correspondence — general</i>	3 years

Insurance Records

<i>Policies — occurrence type</i>	Permanent
<i>Policies — claims-made type</i>	Permanent
<i>Accident reports</i>	7 years
<i>Safety (OSHA) reports</i>	7 years
<i>Claims (after settlement)</i>	7 years
<i>Group disability records</i>	7 years after end of benefits

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Real Estate

<i>Deed</i>	Permanent
<i>Leases (expired)</i>	7 years after all obligations end
<i>Mortgages, security agreements</i>	7 years after all obligations end

Tax Documents

<i>Form 1023 submitted to IRS</i>	Permanent
<i>IRS exemption determination letter</i>	Permanent
<i>Other IRS correspondence</i>	Permanent
<i>IRS Form 990s and 990-T</i>	7 years
<i>Annual Registration Statements</i>	7 years

Human Resources

<i>Employee personnel files</i>	Permanent
<i>Retirement plan documents</i>	Permanent
<i>Employee handbooks</i>	Permanent
<i>Workers comp claims (after settlement)</i>	7 years
<i>Employee training materials</i>	7 years after use ends
<i>Withholding tax statements</i>	7 years
<i>Employment applications</i>	3 years
<i>Timecards</i>	3 years
<i>IRS Form I-9</i>	1 year after end of service

Technology

<i>Software licenses / support agreements</i>	7 years after all obligations end
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A. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

B. Emergency Planning

The Association's records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Association operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

C. Document Destruction

The Executive Director is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. Document destruction will be suspended immediately upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation. A written log will be maintained indicating the general types of documents destroyed, the destruction date, and the manner of destruction.

D. Compliance

Failure to comply with this policy can result in possible disciplinary action against responsible individuals. The Executive Director will periodically review these procedures with the Association's legal counsel or certified public accountant to ensure that they are in compliance with new or revised regulations.

Section 4 – Member Privacy Policy

The Association is firmly committed to maintaining the privacy of their membership and does not release personally identifying information to third parties unless they have given permission to do so or unless such release is required to comply with the law.

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ARTICLE IX BUDGET

Section 1- Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2- Negotiable Instruments

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3- Depositories

All funds of the Association shall be deposited from time to time to the credit of the Associations in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4- Contributions, Gifts, Bequests and Devises

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 5- Operating Funds

The Budget Committee shall review an operating budget for the upcoming fiscal year that shall include projected income and expenses. The Board of Directors shall review the budget, making changes as needed, and a final draft shall be voted on and ratified by a two-thirds voting majority of the Board of Directors prior to the beginning of the next fiscal year.

During the budget year, amendments to the budget may be considered by the Board of Directors. If a two-thirds voting majority of the Board agrees an amendment is needed the amendment shall be submitted to the Treasurer for budget analysis. A vote cannot be taken until after the Treasurer reports, to the Board of Directors, the impact the amendment may have on the overall budget.

The Association shall at all times operate with a balanced budget unless excess expenditures are approved by two-thirds majority vote of the Board of Directors or a two-thirds majority vote of the regular active members.

ARTICLE X FISCAL YEAR

Section 1- Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI AMENDMENTS

Section 1- Procedure

The bylaws of the Association may be amended only by a voting majority of the members; after such amendment shall have been submitted in writing to the Board of Directors and approved by two-thirds (2/3) voting majority of the Board. If not approved by a two-thirds (2/3) voting majority if the Board members, the sponsor may raise the issue at the next general membership meeting as per Article VII, Section 1, Subsection C.

Section 2- Notice

A written or electronic notice may be mailed and/or posted to the membership listing the time, date, and location of a scheduled or called meeting no less than ten (10) days prior to the date selected for the balloting, and in accordance with the provisions of Article VII, Section 3. Notices of a meeting will be posted on the Association Calendar, Association website, or other means determined by the Association's Board of Directors.

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[Section 3- Power of the Parliamentarian](#)

The parliamentarian shall have the authority to adjust or correct matters of form and grammar in these bylaws as directed by the Board of Directors. However, corrections or adjustments by the parliamentarian are only for “housecleaning” purposes and may not alter the intent of these bylaws.

ARTICLE XII WAIVER OF NOTICE

[Section 1 – Effect of Waiver](#)

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Eccentric

ARTICLE XIII SEVERABILITY

[Section 1 – Effective Date](#)

These bylaws shall be in full force and effect immediately upon their adoption.

[Section 2 – Effective Date of Amendments](#)

Any amendment to these bylaws shall be in full force and effect immediately upon its adoption.

[Section 3 – Severability](#)

In case any one or more of the provisions contained in these bylaws shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or enforceability shall not affect any other provisions hereof and these bylaws shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

[Section 4 – Indemnification](#)

The Association shall purchase and maintain a Comprehensive General Liability Insurance policy that includes a Directors and Officers Insurance policy to protect and indemnify Directors, Officers, Employees or agents of the Association from legal recourse in the conduct of the affairs of the Association.