



**PENNSYLVANIA CHIEFS OF POLICE  
ASSOCIATION BY-LAWS**

**AMENDED and RESTATED ARTICLES of  
INCORPORATION of PENNSYLVANIA CHIEFS  
OF POLICE ASSOCIATION**

*July 22, 2024*

## **BYLAWS**

### **AMENDED and RESTATED ARTICLES of INCORPORATION of PENNSYLVANIA CHIEFS OF POLICE ASSOCIATION**

#### **ARTICLE I - NAME/REGISTERED OFFICE**

The name of this corporation shall be Pennsylvania Chiefs of Police Association. The corporation's registered office is located at 3905 North Front Street, Harrisburg, PA 17110.

#### **ARTICLE II - PURPOSE**

This corporation is organized exclusively for charitable and educational purposes, more specifically to encourage the professional development of all executive and management personnel within duly constituted law enforcement agencies in the Commonwealth of Pennsylvania; and to encourage close cooperation of all law enforcement agencies in the prevention of crime, detection of crime and the apprehension of those responsible for the commission of crimes; to promote the highest standards of the police profession through selection and training of law enforcement officers and generally pledge and strive for the highest degree of respect for law and order throughout the Commonwealth of Pennsylvania.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### **ARTICLE III - EXEMPTION REQUIREMENTS**

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose outlined in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future

federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE IV - DURATION**

The duration of the corporate existence shall be perpetual.

#### **ARTICLE V - MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have one or more classes of members whose qualifications and rights are as outlined in the bylaws. The management of the affairs of the corporation shall be vested in an Executive Board, as defined in the corporation's bylaws. No Officer or Executive Board member shall have any right, title, or interest in or to any property of the corporation.

The Executive Board shall be comprised of eighteen members who are elected by the active members and whose qualifications for office shall be established in the bylaws. The Executive Board shall consist of a President, Chairman (Immediate Past President), First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, and Treasurer, who shall serve as officers of the corporation, and 10 Executive Board members who shall serve terms of three years. The election of new Executive Board members shall take place annually at the business meeting of the organization. The Executive Director of the organization shall be appointed by the Executive Board and shall manage the operations of the Association at the Direction of the Executive Board.

#### **ARTICLE VI - PERSONAL LIABILITY**

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VII - DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## CONSTITUTION AND BY-LAWS

### **ARTICLE I - Definitions**

As used herein, the following terms shall apply:

- (a) "Annual Meeting" shall mean the regular meeting of the Association membership held once per year in accordance with this Constitution.
- (b) "Association" shall mean the Pennsylvania Chiefs of Police Association, a Pennsylvania non-profit corporation incorporated on September 8, 1930, under the laws of the Commonwealth of Pennsylvania and governed by the Non-Profit Corporation Law of 1988, 15 Pa.C.S. §5301 et seq.
- (c) "Executive Board" shall mean the 18-member body elected in accordance with this Constitution which shall conduct, manage, and direct the business and affairs of the Association.
- (d) "Regional Associations" shall mean the following four (4) organizations: Western Pennsylvania Chiefs of Police Association; Central Pennsylvania Chiefs of Police Association; Northeast Pennsylvania Chiefs of Police Association; and the Police Chiefs Association of Southeastern Pennsylvania.
- (e) Gender and Number. In all references herein to any parties, persons, or entities, the use of any gender or the plural or singular number is intended to include the appropriate gender or number as the text of the instrument may require.

### **ARTICLE II - Name**

Section 1. Name. The name of this body shall be the "Pennsylvania Chiefs of Police Association." The design of the insignia or logo shall be at the discretion of the Executive Board.

(Amended July 13, 2015, by vote of the membership, placing discretion for the logo design with the Executive Board)

### **ARTICLE III - Offices and Fiscal Year**

Section 1. Registered Office. The registered office of the Association in the Commonwealth of Pennsylvania shall be at 3905 North Front Street, Harrisburg, Pennsylvania 17110, until otherwise established by a vote of a majority of a quorum of the Executive Board, and a statement of such change is filed with the Department of State.

Section 2. Other Offices. The Association may also have offices at such other places as the Executive Board may from time to time appoint or the business of the Association requires.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

### **ARTICLE IV - Membership**

Section 1. Submission of Application. Any person desiring membership in the Association under Article III hereof shall file his application with the Executive Director giving his name, position, residence, date of birth, and whatever additional information or documentation as is reasonably required to assess an applicant's eligibility for membership.

Section 2. Plenary Authority of Executive Board. Upon receipt of the application, the Executive Director shall refer the same to the Membership Committee which shall make the necessary inquiry as to the applicant's qualifications and personal fitness for membership. The Membership Committee shall vote upon the applicant and submit its findings and recommendation to the Executive Board, but the Executive Board shall have the plenary authority to grant or deny membership to any applicant and shall otherwise have the plenary authority to decide all questions regarding eligibility for membership in the Association.

Section 3. Classes. The Association shall have six classes of membership: Active, Affiliate, Active Life, Honorary, Business, and Associate.

Section 4. Active Membership. "Active" membership shall be open to the following:

- (a) All full-time sworn chiefs of police, superintendents, or commissioners of municipal police agencies in the Commonwealth of Pennsylvania who have police powers and MPOETC Certification.
- (b) All full-time sworn municipal police officers in the Commonwealth of Pennsylvania who have police powers, MPOETC Certification, and hold the rank of captain or above and persons who hold the rank of Captain or above who are members of the Pennsylvania State Police.
- (c) Special agents in charge, assistant special agents in charge, and resident agents of any law enforcement entity of the United States government if, at the time of application, such persons are headquartered in the Commonwealth of Pennsylvania; and; full-time persons with command-level responsibility in any law enforcement agency of the Commonwealth of Pennsylvania provided that these individuals are not elected to their position by a popular vote of citizens. In addition, this provision applies to those persons who have command-level responsibility delegated to them by an individual who is elected to their position by a popular vote of citizens. This section may apply to command-level positions in the following agencies:
  - (1) Attorney General's Office
  - (2) Fish and Game Commission
  - (3) Racing Commission
  - (4) Gaming Control Board
  - (5) County Detectives
  - (6) Port Authority
  - (7) Railroad
  - (8) Airport
  - (9) Federal (FBI, POSTAL, DEA, etc.)
  - (10) University/Colleges
  - (11) School Districts
  - (12) Capitol Police

The Executive Board shall have plenary authority in determining qualification in all cases.

(d) All full-time sworn municipal police officers in the Commonwealth of Pennsylvania who have police powers, MPOETC Certification, command level responsibility and hold the rank of lieutenant; Provided:

- (1) Are sponsored for Membership by their agency's Chief of Police, Superintendent, or Commissioner who is a member in good standing of the Pennsylvania Chiefs of Police Association.
- (2) Such sponsorship may be rescinded at any time by the Chief of Police, Superintendent, or Commissioner in Office. Since the sponsorship is a qualification for Active Membership, upon notification of removal of sponsorship, or if a member admitted under section (f) is reduced in rank below the rank of lieutenant, the Member shall be immediately removed from the Active Membership of the Association, with no right of appeal.

All Active members shall be residents of the Commonwealth of Pennsylvania. Such members shall have a right to attend the Association's Annual Meeting and shall have or exercise the privilege of voting on all matters of Association business arising thereat. Members in good standing who have retired from their position qualifying them for membership may retain their Active Member status by continuing to pay dues until Active Life Status is achieved.

Section 5. Affiliate Membership. "Affiliate" membership shall be open to those persons who, by occupation are Chiefs of Police who work part-time, Police Officers in Charge of Police Departments, Directors of Police Agencies, and Ranking officers who have a supervisory role in a police department. This category also includes agency heads of Corporate Security and Police Academies. These individuals must share a mutuality of interests with the Association and its membership, enabling them access to information from the Association that is regularly provided to Active Members. Affiliate members may attend the Association's Annual Meeting at the invitation of the Executive Board and under no circumstances shall such members have or exercise the privilege of voting, either by voice or ballot, on Association business.

Section 6. Active Life Membership. Every Active member in good standing for twenty (20) years shall automatically be accorded the status "Life" member and, as such, shall thereafter be exempt from the payment of dues unless still employed and qualified for Active membership. Exemption from dues shall begin upon retirement from such a position. Any Active member in good standing for a period of ten (10) years or more may, by paying into the treasury of the Association a sum of money equal to the annual dues multiplied by the difference between his years of membership and twenty, be accorded the status "Life" member and, as such, shall thereafter be exempt from the payment of dues upon retirement from a qualifying position. In addition, during each Annual Meeting, the incoming President, in his discretion, can accord the status of "Life" member to any member of the Association (including himself) and, as such, the member so selected shall thereafter be exempt from the payment of dues.

Section 7. Honorary Membership. "Honorary" membership shall be open to those persons selected for such membership by the President at his discretion. Honorary members shall attend the Association's Annual Meeting only at the invitation of the Executive Board and under no

circumstances shall such members have or exercise the privilege of voting on Association business.

Section 8. Business Membership. Individuals, organizations, companies, or private agencies who donate at least \$500.00 shall be designated a Business Member. The Executive Committee and the Board of Directors shall determine appropriate methods of recognition for this class of member. Business/Corporate members shall not hold office in the Association and under no circumstances shall such members have or exercise the privilege of voting on Association business.

Section 9. Associate Membership. Individuals, organizations, companies, or private agencies who donate any sum less than \$500.00 shall be designated an Associate Member. The Executive Committee and the Board of Directors shall determine appropriate methods of recognition for this class of member. Associate Members shall not hold office in the Association and under no circumstances shall such members have or exercise the privilege of voting on Association business.

Section 10. Restriction on or Revocation of Membership. The Executive Board may censure, suspend, or expel any member for cause, provided that notice of the proposed action and reasons therefore be mailed or given to said member ten days in advance of the action. The member shall have an opportunity within ten days after receiving notice to answer the charges in writing directed to the Executive Director, for consideration by the Executive Board. The member may request a hearing before the Board, which shall be held at such time, place, and manner as may be prescribed by the Board. An appeal from the decision of the Executive Board may be taken at the next annual meeting of the Association, where, by a majority vote of the Active members present, such decision may be sustained, reversed, or modified.

Section 11. Dues. The annual dues of the Association shall be determined by the Executive Board.

Section 12. Delinquent Members. Any member delinquent for one (1) full year in payment of dues is automatically deprived of all benefits of membership and a member delinquent for two (2) years shall be dropped from the rolls of membership and shall not be reinstated until all arrears of dues are paid, provided that the delinquent member shall, at the time of his application for reinstatement, be actively engaged in one of the positions outlined in Article IV, Section 4 hereof and that his membership shall date from the date of reinstatement.

## **ARTICLE V - Officers**

Section 1. Number. The Officers of the Association shall consist of a President, four Vice-Presidents (enumerated First Vice-President through Fourth Vice-President), a Secretary, a Treasurer, and a Chairman of the Executive Board.

Section 2. Terms of Officers. The President and the Chairman of the Executive Board shall hold their respective offices for one (1) year. The Secretary and the Treasurer shall hold their respective offices for three (3) years. The Vice-Presidents shall hold their respective offices for one (1) year.

Section 3. Vice-Presidents. Unless elected to fill a vacancy in the office of Vice-President, a Vice-President shall assume the office of Fourth Vice-President immediately following the Annual Meeting at which he was elected to such office and shall hold such office until the next Annual Meeting, at which time he shall advance to the position of Third Vice-President; provided, however, to advance from Fourth Vice-President to the office of Third Vice-President, a Vice-President must be elected to such office at the Annual Meeting under Article V, Section 4 hereof. Thereafter, at each successive Annual Meeting, a Vice-President shall advance to the next immediate position of Vice-President until such officer serves the Association as First Vice-President, whereupon he shall assume the office of President of the Association; provided, however, to so advance, a Vice-President must be elected at the Annual Meeting to each succeeding office under Article V, Section 4 hereof.

Section 4. Election. By Article VI, Section 4 hereof, the Officers shall be elected by ballot at the Annual Meeting by a majority vote of the Association members present and qualified to vote; provided, however, the office of Chairman shall be filled by Article V, Section 10 hereof.

Section 5. Qualifications. Each Officer shall be a resident of the Commonwealth of Pennsylvania and an Active member of the Association who, upon his election or appointment, is certified as a police officer under 53 Pa.C.S.A. §§2161-2171 (hereinafter "MPOETC") and employed as the full-time chief of police or chief executive of a municipal police department of the Commonwealth of Pennsylvania. Regardless of title, under no circumstances shall a civilian be eligible to serve as an Officer of the Association. Each Officer shall hold his MPOETC certification and his employment as the full-time chief of police or chief executive of a municipal police department of the Commonwealth of Pennsylvania for the entirety of his term. If, for whatever reason, an Officer shall cease to hold during his term of office either MPOETC certification or employment as the full-time chief of police or chief executive of a municipal police department of the Commonwealth of Pennsylvania, then, upon the loss of such certification or employment, all officers are required to provide notification of such change to the Executive Director immediately and his office shall automatically be vacated by operation of law without the necessity for specific action by the Executive Board and shall be filled by Article XI, section 1. Notwithstanding the above, the Executive Board shall have the plenary power to decide all questions regarding eligibility for the positions of Officer in the Association.

Section 6. President. The President shall be the chief spokesperson for the Association on all matters of Association business and shall have general supervision over the activities and operations of the Association. The President shall sign, execute, and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts, or other instruments authorized by the Executive Board, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the Association. The President shall represent the Association at law enforcement functions held on a local, state, or national basis, and shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Executive Board.

(a) Chaplain. At his discretion, the President can appoint a Chaplain who shall perform such duties as are ordered by the President.



(b) President Emeritus. At his discretion, the President can appoint a President Emeritus whose term of office as President of the Association shall pre-date all others. The President Emeritus shall be entitled to the benefits and emoluments accorded members of the Executive Board at the Annual Meeting, except that the President Emeritus shall not have the right to vote at meetings of the Executive Board.

Section 7. Vice-Presidents. The Vice-Presidents shall perform the duties as may from time to time be assigned to them by the Executive Board or the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Executive Board and shall record all the votes of the Executive Board members and the minutes of the meetings of the Executive Board in a book or books to be kept for that purpose and shall timely distribute copies of such minutes to all Executive Board members. The Secretary shall see that notices are given and records and reports properly kept and filed by the Association as required by law and in general shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Executive Board or the President. The Secretary shall receive for his services a salary in an amount fixed and determined by the Executive Board.

Section 9. Treasurer. The Treasurer shall be the chief fiscal officer of the Association and shall have or provide for the custody of the funds or other property of the Association. He shall collect and receive, or provide for the collection and receipt, of monies earned by or in any manner due to or received by the Association, shall deposit (or cover the deposit) of all Association funds in such banks or other places of deposit as the Executive Board may from time to time designate, and shall, whenever so required by the Executive Board, render an account showing his transactions as Treasurer and the financial condition of the Association. In general, he shall supervise the preparation of the Association's annual budget and shall discharge such other duties as may from time to time be assigned to him by the Executive Board or the President. The Treasurer shall receive for his services a salary in an amount fixed and determined by the Executive Board.

Section 10. Chairman. Upon completion of his term of office, the outgoing President shall serve for one (1) year as Chairman of the Executive Board. He shall preside at all meetings of the Executive Board and shall undertake such other actions as are required of him by the President. If the office of Chairman shall become vacant for any reason, then, the President shall automatically assume the duties of Chairman and shall perform such duties during his term of office as President; provided however, upon expiration of his term of office as President, he shall then serve for one (1) year as Chairman of the Executive Board under the terms hereof.

Section 11. Bonds. Any officer shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or sureties as the Executive Board shall require.

## **ARTICLE VI - Executive Board**

Section 1. Powers. Except as otherwise provided herein, the Executive Board shall have full power to conduct, manage, and direct the business and affairs of the Association, and all powers of the Association are hereby granted to and vested in the Executive Board. The power to hire, fire, and supervise Association personnel is hereby expressly vested in the Executive Board and no single Officer or Executive Board member shall have the power to hire, fire, or supervise employees of the Association. The Executive Board shall direct the expenditure of the funds of the Association, but not beyond the amount of funds to the credit of the Treasurer.

Section 2. Number. The Association shall be governed by an eighteen (18) member Executive Board comprised of the following Officers and members of the Association:

- Chairman
- President
- First, Second, Third, and Fourth Vice-Presidents
- Secretary
- Treasurer
- One (1) representative of the Active Retired members
- One (1) Sergeant at Arms
- Two (2) representatives of each of the four (4) Regional Associations

Section 3. Terms of Executive Board Members. Except for Officers (whose terms of office are prescribed by Article V, Section 2 hereof), all Executive Board members shall hold their respective offices for three (3) years. All Executive Board members shall be allowed to succeed themselves in office without limitation except for the following: Chairman, President, Vice-Presidents. The Chairman, President, and Vice-Presidents shall serve their respective terms (as prescribed by Article V, Section 2 hereof) without the right to succeed themselves.

Section 4. Elections. Except for the office of Chairman (which shall be filled by Article V, Section 10 hereof), all Executive Board members, including Officers, shall be nominated, and elected by ballot at the Annual Meeting by majority vote of the Association members present and qualified to vote. When vacancies are about to arise due to the expiration of terms, the Regional Associations shall identify candidates before the Annual Meeting to fill such vacancies and the names of such candidates shall be forwarded to the Nominating Committee before the elections at the Annual Meeting; provided, however, except for vacancies arising in the office of Fourth Vice-President, all such candidates shall be drawn from the same Regional Associations whose representatives are scheduled to soon complete their terms of office on the Executive Board. Candidates for the office of Fourth Vice-President shall be drawn from the same Regional Association as the Executive Board member then serving as First Vice-President, which member is presumed to be the incoming President. For clarification and so that each Regional Association may share

equally in representation on the Executive Board, candidates for the representatives of the Active Retired members shall come from the Central Region, and the Sergeant at Arms shall come from the Southeastern Region. Additionally, the Secretary shall come from the Northeastern Region and the Treasurer from the Western Region.

Section 5. Qualifications. All Executive Board members shall be residents of the Commonwealth of Pennsylvania. Except for the representative of the Active Retired members, Executive Board membership shall be restricted to those Association members holding Active memberships and such Executive Board members shall continue to hold Active memberships for the duration of their terms on the Executive Board. (Exception) The representative to the Executive Board for the Active Retired Members shall hold an Active Member or Active Life Member status. A member of the Executive Board, upon his election or appointment to the Executive Board, must satisfy the membership requirements identified in Article IV Section 4 (a), (b), or (c). Each member of the Executive Board other than the Retired Representative shall hold qualifying employment for the entirety of his term. If an Executive Board member other than the Retired Representative changes employment during his term, the new employment must be such that would enable the individual to join the Association as an Active Member in conformance with Article IV Section 4 (a), (b), or (c). If, for whatever reason, a member of the Executive Board shall cease to hold qualifying employment during his term of office, Executive Board members are required to provide notification of such change to the Executive Director immediately and his office shall automatically be vacated by operation of law without the necessity for specific action by the Executive Board and shall be filled per Article IX, section 1. Notwithstanding the above, the Executive Board shall have the plenary power to decide all questions regarding eligibility for Executive Board membership.

Section 6. Regular Meetings. Regular meetings of the Executive Board shall be held at such time and place as shall be designated from time to time by the Executive Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by this Constitution.

Section 7. Special Meetings. Special meetings of the Executive Board shall be held whenever called by the President or by two or more Executive Board members. Notice of each such meeting shall be given to each Executive Board member by telephone or in writing at least 24 hours (in the case of notice by telephone or fax transmission) or five days (in the case of notice by regular mail) before the time in which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 8. Quorum. A majority of the Executive Board members shall be present at each meeting to constitute a quorum for the transaction of business. Every Executive Board member shall be entitled to one vote which shall be directly cast. Proxy voting is expressly prohibited. Except as otherwise specified in this Constitution, the acts of a majority of the Executive Board members present at a meeting at which a quorum is present shall be the acts of the Executive Board. In the absence of a quorum, a majority of the Executive Board members

are present, and voting may adjourn the meeting, from time to time, until a quorum is present. Any action as may be taken at a meeting of the Executive Board may be taken without a meeting if consent or consents in writing setting forth the actions so taken shall be signed by all the Executive Board members in office and shall be filed with the Secretary of the Association.

Section 9. Executive Director. There shall be an Executive Director who shall be employed by the Executive Board upon such terms and at a salary to be determined by the Executive Board. The Executive Director shall perform such functions as may be assigned to him by the Executive Board. It shall be the specific duty of the Executive Director to collect the annual dues from the members of the Association and to otherwise collect such funds due the Association by reason of any contract or contracts and, together with the Treasurer, to account to the Executive Board for such dues and funds.

Section 10. Counsel. There shall be a legal counsel to the Association who shall be a member in good standing of the Bar of the Supreme Court of the Commonwealth of Pennsylvania. The selection of the legal counsel and the determination of the amount of remuneration for such legal counsel shall be at the discretion of the Executive Board.

## **ARTICLE VII - Committees**

Section 1. Number. The Association hereby ordains five formal standing committees (hereinafter "Standing Committees"):

- (1) Legislative.
- (2) Nominating.
- (3) Education and Training.
- (4) Budget and Personnel; and
- (5) Membership.

Section 2. Selection. The President shall have plenary authority to select the members of the Standing Committees and to name the chairmen thereof. Such selections shall be made by the President at his earliest convenience after he has taken the oath of office at the Association's Annual Meeting.

Section 3. Committee Membership. The Nominating Committee shall have five (5) members, consisting of a chairman and one (1) representative from each of the four (4) Regional Associations. The Chairman shall be a member in good standing of one of the four (4) Regional Associations. If the membership of the Association is scheduled to vote at the Annual Meeting upon the selection of a representative of the Active Retired members for

membership on the Executive Board, then, at least one (1) member of the Nominating Committee shall be an Active Retired member. The remaining Standing Committees shall have nine (9) members, consisting of a chairman and two (2) representatives from each of the four (4) Regional Associations. The Chairmen thereof shall be members in good standing of one of the four (4) Regional Associations. All committee members shall serve at the pleasure of the President and, upon selection, shall serve until the next Annual Meeting of the Association, or until their successors are selected.

Section 4. Duties and Responsibilities. The Standing Committees shall meet at the call of the committee chairman and undertake the following duties and responsibilities:

- Legislative Committee. The Legislative Committee shall consider, propose, review, and support laws or proposed laws that advance the Mission of the Association.
- Nominating Committee. The Nominating Committee shall meet during the Association's Annual Meeting to place in nomination the names of candidates for Officers of the Association and membership on its Executive Board.
- Education and Training Committee. The Education and Training Committee shall formulate, develop, and implement a law enforcement training program for members at each Annual Meeting and shall otherwise advise the Executive Board on all matters of law enforcement education and training.
- Budget and Personnel Committee. The Budget and Personnel Committee shall develop an annual budget which shall be timely presented to the Executive Board for consideration and adoption before the beginning of each fiscal year and shall otherwise review all matters pertaining to Association personnel.
- Membership Committee. The Membership Committee shall review all applications for Association membership and shall otherwise act and make recommendations to the Executive Board pursuant to Article X, Section 2 hereof.

The Standing Committees are not autonomous bodies capable of acting independently of the Executive Board. Rather, all members of such Standing Committees serve at the pleasure of the President, and the powers of such Committees are strictly limited to the making of recommendations to the Executive Board and otherwise executing both the Mission of the Association and the work of the Association as ordained by the Executive Board.

Section 5. Other Committees. The President may create such other committees as are, in his discretion, required from time to time to undertake and accomplish the business of the

Association; provided, however, the duration and purpose of such other committees shall be determined in writing and all such committees shall automatically expire upon completion of their predetermined durations. The President shall have the plenary authority to select the members of such other committees and name the chairmen thereof.

Section 6. Business Expenses. At the discretion of the Executive Board, the Association may reimburse members of the Standing Committees, and such other committees as are from time to time created by the President to undertake and accomplish the business of the Association, for reasonable business expenses incurred in the performance of their duties.

## **ARTICLE VIII**

### **Limitation of Personal Liability of Executive Board Members; Indemnification of Executive Board Members and Other Authorized Representatives**

Section 1. Limitation of Personal Liability. An Executive Board member of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- (a) The Executive Board member has breached or failed to perform the duties of his office as defined in Article VIII, Sec. 2 below; or
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Article VIII, Section 1, shall not apply to:

- (a) The responsibility or liability of an Executive Board member pursuant to any criminal statute; or
- (b) The liability of an Executive Board member for the payment of taxes under local, state, or federal law.

Section 2. Standard of Care and Justifiable Reliance.

- (a) An Executive Board member shall stand in a fiduciary relationship to the Association and shall perform his duties as an Executive Board member, including his duties as a member of any committee of the Association upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, an Executive Board member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - (i) one or more officers or employees of the Association whom the Executive Board member reasonably believes to be reliable and competent in the matters presented.

(ii) legal counsel, public accountants, or other persons as to matters which the Executive Board member reasonably believes to be within the professional or expert competence of such person.

(iii) a committee of the Association upon which he does not serve, duly designated by law, as to matters within its designated authority, which committee the Executive Board member reasonably believes to merit confidence.

An Executive Board member shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(b) In discharging the duties of their respective positions, Executive Board members and committees of the Association may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations, and all other pertinent factors. The consideration of the foregoing shall not constitute a violation of subsection (a) of this Section.

(c) Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Executive Board member, or any failure to take any action shall be presumed to be in the best interest of the Association.

Section 3. Indemnification in Third Party Proceedings. The Association shall indemnify any person who was or is a party, or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a representative of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, concerning any criminal act or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Mandatory Indemnification. Notwithstanding any contrary provisions of this Constitution, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 5. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification hereunder shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the

circumstances because he has met the applicable standards of conduct set forth herein. Such determination shall be made:

- (a) by the Executive Board, by a majority vote of a quorum consisting of Executive Board members who are not parties to such action, suit, or proceedings; or
- (b) if a quorum is not obtainable because of the number of Executive Board members who are parties to such action, suit, or proceeding, by a majority vote of Executive Board members who are not parties to such action, suit, or proceedings.

Section 6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Executive Board member, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

Section 7. Reliance on Provisions. Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## **ARTICLE IX - Vacancies**

Section 1. Officers and Executive Board Members. Any vacancy in the offices of Vice-President, Secretary, Treasurer, or other Executive Board positions, occurring during the interim between Annual Meetings of the Association, shall be filled by the President by appointment, and such appointee shall serve until the next Annual Meeting of the Association succeeding his appointment; provided, however, the President shall make such appointment from the same Regional Association which was represented by the Executive Board member who vacated office. In the event of the death, resignation, or disqualification of the President, the First Vice-President shall become Acting President and shall perform the duties of President for the balance of the unexpired term. At the next Annual Meeting of the Association, the First Vice-President shall then assume the office of President and shall so serve for the entirety of his one (1) year term. A vacancy in the office of Chairman shall be filled in accordance with Article V, Section 10 hereof.

Section 2. Unexpired Terms. Any member elected at the Annual Meeting to fill a vacancy on the Executive Board shall serve for the balance of the unexpired term of the member whom he replaced.

## **ARTICLE X - Amendments**

Section 1. Notice. The Association shall have the power at any Annual Meeting to alter, amend or revise the Constitution, but the same shall not be altered, amended, or revised except after the submission, in writing, of any proposed amendment or amendments to the Executive Director of the Association at least thirty (30) days before the Annual Meeting of the Association, and except after the Executive Director shall have forwarded a copy of the proposed amendment or amendments to each member of the Association at least fifteen (15) days before the Annual Meeting.



Section 2. Submission. All proposed amendments shall be submitted at the last business meeting held at the Annual Meeting, following the receipt of the same, and if approved by two-thirds of the members present and entitled to vote at such meeting, shall become effective.

#### **ARTICLE XI - Annual Meeting**

Section 1. Time. The Annual Meeting shall be held at the call of the President in an area and at a time selected by the Executive Board and ratified by the membership of the Association.

Section 2. Special Meetings. Special meetings of the Association membership shall be called at any time or place by the President upon the request of thirty (30) or more members of the Association, or when requested by a majority of a quorum of the Executive Board. At such special meetings of the Association, no business shall be transacted except that specified in the call. Notice of such special Association meetings and the business to be transacted shall be mailed by the Executive Director to each member of the Association at least ten (10) days in advance of the date of such special Association meeting.

Section 3. Quorum. Thirty (30) Active and/or Retired members of the Association in good standing shall constitute a quorum for the transaction of business.

#### **ARTICLE III - Offices and Fiscal Year**

Section 1. Registered Office. The registered office of the Association in the Commonwealth of Pennsylvania shall be at 3905 North Front Street, Harrisburg, Pennsylvania 17110, until otherwise established by a vote of a majority of a quorum of the Executive Board, and a statement of such change is filed with the Department of State.

Section 2. Other Offices. The Association may also have offices at such other places as the Executive Board may from time to time appoint or the business of the Association requires.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.