

## **SOUTHLAKE DPS CITIZENS ASSOCIATION BYLAWS**

As of 12-31-2007

### **ARTICLE I – NAME**

#### Principle Office

1.01 The name of the Corporation is the SOUTHLAKE DPS CITIZEN'S ASSOCIATION, (hereafter referred to as "SDCA"), with its principle office at The Southlake Town Hall – City Secretary's Office, 1400 Main St, Southlake, Tarrant County, Texas. The Corporation may have such other offices, either within or without the State of Texas, as its Board of Directors (hereinafter referred to as the "Executive Board") may determine or as the affairs of this Corporation may require.

#### Purpose

1.02 SDCA is a non-profit Corporation bringing together graduates of the Southlake DPS Citizens Academy (and others as defined herein) to enhance and maintain relations between the civilian community and the Southlake Department of Public Safety ("Southlake DPS") and to assist in furthering the goals and objectives of the Southlake DPS.

### **ARTICLE 2 – MEMBERSHIP**

#### Classes of Members

2.01 This Corporation shall have two classes of members, Regular Member and Honorary Member. The designation of such classes and the qualifications for each are set forth below.

#### Regular Members

2.02 Regular Members shall be graduates of the Southlake DPS Citizens Academy and members of other organizations/groups sanctioned by, sponsored by, affiliated with, the Southlake Department of Public Safety to include, but not limited to, CERT (Community Emergency Response Team), COP (Citizen's on Patrol), REHAB (Fire Rehab), and who have been accepted for membership, paid an initiation fee, and remain in good standing by submitting a renewal application and applicable renewal fee, if any, at the beginning of each calendar year. The renewal fee shall be determined and reviewed annually by the current Executive Board.

#### Honorary Members

2.03 Honorary Members are defined as persons nominated for such membership by the Executive Board and approved by majority vote of the voting members present at a general or special meeting. Persons may be considered for such Honorary Membership on the basis of outstanding national, state, or community service or an act or acts beneficial to the general populace.

Honorary Members shall have no voting rights.

Any voting member, in good standing, may submit a nominee for Honorary Membership to the Executive Board.

### Southlake DPS Liaisons

2.04 The Southlake DPS may appoint one or more liaisons to SDCA. Each such person shall be a current or retired employee of the Southlake DPS. The liaison(s) shall be ex-officio, non-voting member(s) of the Executive Board.

The Southlake DPS shall advise the SDCA Secretary of such appointment by name(s) and contact information.

### Conduct

2.05 No Member shall promote or represent themselves on behalf of this Corporation for personal, political, or financial gain.

Additionally no Member shall represent themselves as an employee/member of Southlake DPS.

Inappropriate behavior *may result in the termination of membership.*

### Voting Rights

2.06 Each Regular Member shall be entitled to one vote when voting on matters submitted for vote to the general membership. Written proxy votes will be accepted.

### Termination of Membership

2.07 Membership may be terminated for *just cause*. Just cause is defined as any violation of these SDCA Bylaws and or any action that reflects unfavorably on the Southlake DPS. Action to terminate a membership requires that a member faced with termination be afforded an opportunity of a hearing before the Executive Board.

A majority vote of the Executive Board is required to submit action to terminate to the general membership.

Any such action to consider termination of a membership requires a 30-day written notification to said member.

A two-third (2/3) majority vote of voting members in general meeting is required to terminate a membership.

### Resignation

2.08 Any Member may resign by filing a written resignation with the Secretary. Said written resignation shall be read at the next general meeting for inclusion in the minutes.

### Property

2.09 Upon the resignation of any Member, all property belonging to SDCA, the City of Southlake, or the Southlake DPS shall *immediately* be returned.

### Reinstatement

2.10 A former Member who has resigned may apply for reinstatement by submitting a written request to the Secretary. The Executive Board, by majority vote, may submit said request to the general membership for consideration. A two-thirds (2/3) vote of voting Members present is required to reinstate membership.

### Transfer of Membership

2.11 Membership in this Corporation is not transferable or assignable.

### Appeals

2.12 Any Member who wishes may appeal a decision of the Executive Board to the general membership by submitting a written request to the Secretary. Such appeals shall be presented at the next general meeting. Appeals will be decided by a majority vote of voting members present at the general meeting.

Any former Member may appeal their revoked membership to the general membership by submitting a written request to the Secretary. This request will be presented at the next regularly scheduled meeting. Reinstatement of revoked membership requires a two-thirds (2/3) vote of Members present at a general meeting.

## **ARTICLE 3 - MEETINGS OF MEMBERS**

### General Meeting

3.01 General meetings shall be held on a semi-annual basis, at a time and place set by the current Executive Board. The general membership shall be notified a minimum of ten days in advance of each meeting. Members shall be notified in a timely manner to any change in meeting time, location and/or special meetings.

### Annual Meeting

3.02 The last regularly scheduled general meeting of each year shall be designated the Annual Meeting. Elections of officers shall be held at the Annual Meeting.

Place of Meeting

3.03 General and special meetings shall be held at a place designated by the President with the concurrence of a majority of the Executive Board.

Quorum

3.04 The presence of not less than 20 percent of the Members in good standing shall constitute a quorum at a general or special meeting.

Procedure

3.05 This Corporation shall be governed by common accord. All disputes shall be handled in accordance with Robert's Rules of Order Simplified and Applied, Second Edition, and separate Rules of Order, as adopted by the general membership, unless inconsistent with these Bylaws.

The President shall appoint a Member as Parliamentarian to advise and consult on matters of parliamentary procedure. The Parliamentarian shall have no rights except those afforded a Member

Resolutions

3.06 All motions to commit this Corporation on any matter shall be normally considered first by the Executive Board. Such motions offered at a general meeting shall be referred to the Executive Board for evaluation and action as deemed appropriate.

-

Special Meetings

3.07 Special meetings may be called by the President or by the acting President with the concurrence of a majority of the Executive Board at any time. Members shall be notified in a timely manner of the time, place and purpose of any special meeting.

**ARTICLE 4 - EXECUTIVE BOARD**

Composition and Purpose

4.01 The Executive Board shall be composed of the duly elected officers of the SDCA. Each such officer shall have one vote when considering matters that come before the board. SDCA's immediate past President, and any Southlake DPS personnel appointed as liaison(s) shall be ex-officio, non-voting, members of the Executive Board.

The Executive Board shall manage the affairs of the SDCA.

### Meetings

4.02 Meetings of the Executive Board shall be as required to diligently manage the affairs of the SDCA. The President, with the concurrence of two other officers, may determine the requirement for a Board meeting and set the time and place for such meeting. With unanimous consent of all officers, the President may conduct Electronic Meetings in accordance with separate Rules of Order.

### Quorum

4.03 A quorum of the Executive Board shall consist of a majority of the Voting Members of said Executive Board.

## **ARTICLE 5 - OFFICERS AND DUTIES**

### Officers and Term

5.01 The officers of this Corporation shall be a President, an Executive Vice President, one or more Vice Presidents, a Secretary, and a Treasurer. No person shall hold more than one office at the same time.

The term of office shall be for one (1) year ending on December 31. No officer may serve more than two (2) consecutive terms in an office unless they fill an office that is uncontested in a general election. In such circumstance, the Executive Board may approve one (1) additional term.

### President

5.02 The President shall be the principle executive officer of the Corporation and shall supervise and control all the business affairs of this Corporation. The President shall preside at all meetings of the members and of the Executive Board and shall serve as an ex-officio member of all committees. The President may sign with the Treasurer or Executive Vice President checks and necessary documents.

### Executive Vice President

5.03 In the absence, incapacity or inability of the President to serve, or if the President refuses to act, the Executive Vice President shall perform the duties of the President, and when so acting shall have all the powers and shall be subject to all the restrictions upon the President. The Executive Vice President may sign with the Treasurer or President checks and necessary documents.

### Vice President(s)

5.04 There shall be at least one Vice President. Each Vice President shall assume the duties and responsibilities that may, from time to time, be assigned by the President or the Executive Board.

### Secretary

5.05 The Secretary shall keep the minutes of all general meetings and all meetings of the Executive Board. The Secretary shall give all notices in accordance with the provisions of these bylaws, or as required by law. The Secretary shall keep a current register of the membership, and perform all duties that may be assigned by the President or by the Executive Board. In the absence of the Secretary, the President shall assign a member to take minutes.

### Treasurer

5.06 The Treasurer shall have custody of and be responsible for the corporate books and records, and all funds and securities of this Corporation; receive and give receipts for monies due and payable to this Corporation from any source, and deposit all monies in the name of this Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws.

### Election of Officers

5.07 The President shall appoint a nominating committee of three or more Members consisting of two (2) from the general membership and one (1) from the Executive Board. Their duty will be to submit a slate of officers from Members willing to serve on the Board. This slate will be presented and voted on for approval at the Annual Meeting. Any member may submit one or more nominations to the nominating committee prior to the Annual Meeting or from the floor to the general membership during the annual meeting, for consideration. Officers shall be elected by simple majority vote.

### Failure of the Slate

5.08 Should the slate fail to be elected, the President must call a special meeting to consider a new slate of officers. Such meeting shall be held within forty-five (45) days of the Annual Meeting. Nominations to this slate shall be handled as in article 5.08.

### Continuity of Office

5.9 Except in the advent of resignation or removal, the Officers of the Corporation shall continue in office until the later of the expiration of their term or until a successor is elected.

### Vacancies

5.10 If a vacancy in any position of the Executive Board, other than that of President occurs, the Executive Board shall, by majority vote, appoint a Member to fill such position for any remaining portion of the un-expired term. To be effective, resignation of any individual from office must be submitted, in writing, to the Executive Board. Said resignation shall be read at the next general meeting for inclusion in the minutes.

## **ARTICLE 6 - COMMITTEES**

### Committees

6.01 The President may designate and appoint one or more committees and the members thereof. The President shall be an ex-officio (non-voting) member of each committee. Each committee Chairperson shall report to the Executive Board and when requested attend the Executive Board meetings, or report to a designated person from the Executive Board. No committee shall make any binding policies or agreements without approval of the Executive Board.

### Terms of Committees

6.02 Each committee will continue from date of appointment for a term specified by the President.

### Chairperson

6.03 The President shall designate the Chairperson of each committee. Said Chairperson shall govern all meetings of the committee and report to the Executive Board.

### Quorum

6.04 Unless otherwise provided in the appointment of a committee, a majority of the whole committee shall constitute a quorum and any action decided by a majority of the quorum shall be the decision of the committee.

### Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointment by the President.

### Rules

6.06 Each committee may adopt rules for its operation consistent with these bylaws.

## **ARTICLE 7 - CHECKS, DEPOSITS AND FUNDS**

### Checks and Drafts

7.01 Expenditure of SDCA monies requires prior authorization by a majority vote of the Executive Board. Said authorizations shall be conducted in accordance with 4.02, documented, and filed in the records by the Secretary.

7.02 All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of this Corporation shall be signed by the Treasurer. Except that, obligations stated above in excess of \$250 shall be signed by any two (2) of the following officers: Treasurer, President and/or the Executive Vice President.

#### Deposits

7.03 All funds of this Corporation shall be deposited promptly to the credit of this Corporation in such banks, trust companies, or other depositories as the Executive Board may select.

#### Gifts

7.04 The Executive Board may accept, on behalf of this Corporation, any contribution or gift, which does not conflict with these Bylaws.

### **ARTICLE 8 - BOOKS AND RECORDS**

#### Books and Records

8.01 This Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the general meetings and Executive Board meetings. A current membership list shall be maintained by the Secretary and shall be kept at the registered or principal office of this Corporation. Members will have access to all books and records of this Corporation during normal business hours after submitting a written request to the President. Such request will be honored in a reasonable time, not to exceed fifteen (15) business days.

#### Annual Review

8.02 A committee of three or more Members, appointed by the President, shall examine the Treasurer's books and records annually. This review shall be completed by January 31. No Executive Board member may be assigned to this audit committee.

The results of this review shall be presented to the membership at the next general meeting and recorded as an attachment to the minutes.

### **ARTICLE 9 - ANNUAL YEAR**

#### Annual Year

9.01 The annual year of this Corporation shall begin each calendar year on the first day of January and end on the last day of December.

## **ARTICLE 10 – FEES/DUES**

### Fees/ Dues

10.01 A two-thirds (2/3) majority vote of Regular Members at a general or special meeting shall be required to impose or amend the level of fees/dues payable to this Corporation.

### Payment of FEES/Dues

10.02 Initial fees shall be due upon eligibility and submission of application for membership. Any Member shall be in default in the payment of subsequent fees/dues when they are two (2) or more months delinquent. The Executive Board may consider terminating any Member who is in default.

## **ARTICLE 11 - AMENDMENTS TO BYLAWS**

### Amendments to Bylaws

11.1 These Bylaws may be amended, revised or repealed by a two-thirds (2/3) majority vote of voting members during any regularly scheduled general or special meeting. Amendments to be considered must first be submitted to the Executive Board. The Board shall publish and distribute to the membership such amendments, revision, in writing, at 20 days prior to the meeting at which they are to be considered

## **ARTICLE 12 – DISSOLUTION**

### Dissolution

12.01 In the event this Corporation is dissolved without prior termination or disposition of funds, the remaining funds, after payment of any indebtedness, shall be given to a charitable organization as recommended by the Southlake DPS.

---