

Constitution and Bylaws of the Alaska Association of Chiefs of Police

Article I. ASSOCIATION NAME AND OBJECTIVES

SECTION 1 NAME. This Organization shall be known as the Alaska Association of Chiefs of Police.

SECTION 2 OBJECTIVES. The purpose of the Alaska Association of Chiefs of Police (referred to hereafter as the Association) includes:

- A. Advancement and improvement of the Alaska criminal justice system in general and law enforcement in particular, by fostering cooperation and the exchange of information and experience among law- enforcement administrators throughout the state.
- B. Providing services designed to improve the quality and effectiveness of law enforcement and the criminal justice system in Alaska. Services may include, but are not limited to; mentoring, training, and quality assurance.
- C. Promoting better public understanding of law enforcement and needs specific to the criminal justice system.
- D. In the furtherance of the Association's objectives, educating and cooperating with the Legislative, Judicial, and Executive branches of government to improve the criminal justice system in order to better serve the public.

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY AND ACCEPTANCE INTO MEMBERSHIP. The Board of Directors of the Association shall have authority over membership and may establish such membership categories and fees as it deems necessary to carry out the purposes of the Association. Membership will not be extended to those whose service is in conflict with the needs and interests of law enforcement and criminal justice.

- A. **VOTING MEMBERS** – Members of the Association who shall have the privilege of voting at general membership meetings concerning the amendment of these bylaws or

concerning any other Association issue where such vote is required, as defined herein, shall be classified as follows:

(1) ACTIVE MEMBERS: Eligibility for active membership is confined to the following persons who are full-time employees of any recognized law enforcement agency within the State of Alaska and serving as:

(a) The chief executive or deputy chief executive; or

(b) The commanding officer of a division, district, or other subdivision of a recognized law-enforcement agency.

(2) RETIRED MEMBERS: An active member in good standing at the time of retirement shall be granted Retired membership. Retired members may be elected to the board and can serve on committees as appointed. They can also be elected to the secretary or treasure positions. Retired members are ineligible to be elected to President or Vice President positions.

(3) LIFETIME MEMBERS. Any member who is in good standing at the time of nomination may receive Lifetime Membership upon nomination by any active or retired member in accordance with governing policy, and receiving a majority vote of the Board of Directors.

B. NON-VOTING MEMBERS - Members of the Association who shall not have the privilege of voting or holding elective office shall be classified as follows:

(1) ASSOCIATE MEMBERS: Eligibility for associate membership is confined to the following persons or commercial firms:

(a) Any person who is an employee or former employee of any recognized law enforcement or criminal justice agency and is otherwise not eligible for active membership.

(b) The chief executive of any industrial or commercial security or investigating agency who are directly employed by the firm in which they serve.

(c) Any persons associated with the education and advancement of the law enforcement or criminal justice profession.

(2) HONORARY MEMBERS: Any person is eligible for honorary membership who is not eligible for another type of membership and must be nominated by an active, retired, or lifetime member. Consideration for honorary membership will be based upon the person's contributions or active support for law enforcement and the criminal justice system. Honorary membership shall be granted by a vote of the Board of Directors.

(3) SUPPORTING MEMBERS - Persons or Companies who are supportive of the purposes and objectives of the Alaska Association of Chiefs of Police.

(a) Corporate Sponsors.

(b) Members of the general public who may support the efforts of the association through a supporting membership.

SECTION 2. RIGHTS OF AND BENEFITS TO MEMBERS. Each member shall be entitled to the services provided by the Association. Upon revision of services, benefits and costs, the membership shall be notified of said changes.

SECTION 3. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of all of the Board members present at a scheduled Board meeting, may suspend or expel a member for cause.

SECTION 4. MEMBERSHIP REVIEW. The board of directors will cause a biannual review of its membership to assure the organization's objectives, goals, and its general good reputation is fulfilled.

SECTION 4. REINSTATEMENT. Membership terminated as stipulated in these bylaws may be reinstated upon submission of a new application for membership and payment of dues owed.

SECTION 5. TRANSFER OF MEMBERSHIP. Membership in the Association is not transferable, assignable nor are dues refundable.

Article III DUES AND FEES

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of the initial fee, if any, and the annual dues payable to the Association by members of each category.

SECTION 2. PAYMENT AND DUES. Dues shall be uniform within each class of membership and shall be payable upon application for membership and renewable each January 1st thereafter.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. Any member of any class shall be in default when payment of dues is 60 days late and membership will thereupon be automatically terminated. Any member that is not current in dues payment loses voting privileges until seven (7) days after payment is received by the Association.

SECTION 4. FEES FOR SERVICES - The association may provide services to members, member agencies, or to other law enforcement agencies.

Article IV MEETINGS

SECTION 1. REGULAR MEETING: The association shall not have less than one (1) regular meeting annually. The dates and location shall be established by the voting membership at any prior meeting. The Association will hold an Annual Meeting in December of each year for the purpose of certifying the Board of Directors, and reporting to the membership on its activities during the year. The annual meeting date shall be designated by the Board of Directors with at least 30 days advance notice.

SECTION 2. SPECIAL MEETING. Special meetings of the Association may be called by the President, a majority of the Board of Directors, or by at least one-tenth of the members having voting rights. Any provisions passed under this section shall be properly recorded and submitted to the Board of Directors. The association may have any number of special meetings annually. The dates and location shall be established by the Board of Directors.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place within the borders of Alaska as the place of meeting for any annual meeting, board meeting or for any special meeting of this board or membership. The Board of Directors may also establish electronic meetings.

SECTION 4. NOTICE OF MEETING. Notice stating the hour, date and place of any meeting of Association shall be made to each member entitled to vote at such meeting, not less than three (3) days before the date of such meeting. All regular meetings and, if possible, special meetings shall be announced in advance to the entire membership by either the Executive Director or Secretary.

SECTION 5. QUORUM. A quorum of the association at any meeting for the purpose of conducting business shall consist of not less than one-tenth of the votes entitled to be cast,

represented in person. **In no event may a quorum consist of less than one-tenth of the voters entitled to vote at a meeting.**

SECTION 6. MANNER OF ACTING. The official adoption or rejection of any matter is determined by a majority vote of members present at a meeting who are entitled to vote on the matter.

SECTION 7. PROXIES. No proxies shall be permitted.

SECTION 8. RULES OF ORDER. Questions of order and procedure at any meeting shall be governed by Roberts Rules of Order, revised edition.

SECTION 9. ELECTRONIC PARTICIPATION. Members of the Association, the Board of Directors or any committee recognized by the Board of Directors may participate in a meeting by means of a teleconference, video conferencing, email or other electronic methods of communications by which means all persons participating in the meeting can communicate with each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 10. EXECUTIVE SESSION. An executive session may be called for by a member of the Board of Directors at any meeting, and convened upon an affirmative vote of a majority of those voting members present at a meeting.

- A. An executive session may be called for the purpose of discussing the background of any person, association employee performance, or for any other reason deemed appropriate.
- B. The discussion in an executive session is the business of the Board of Directors and shall not be discussed outside the session.
- C. Members or other persons of interest relating to the discussion in the executive session may be called upon to provide information at the executive session by the Board of Directors.
- D. Any action requiring a vote of the membership may not be done in executive session but shall be done in open meeting.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. NUMBER, LENGTH OF TERM AND QUALIFICATION. The management of all of the affairs, property and business of the Association shall be vested in a Board of Directors consisting of no more than nine (9) persons from the Association membership. Directors shall be elected on a biennial basis.

SECTION 3. METHOD OF ELECTION. Board members shall be elected by a vote of the membership. Nominees for Officers and Board members shall be solicited by a nominating committee appointed for that purpose. Officers shall be elected by a majority vote of ballots received, which will be counted by the nominating committee, and the results confirmed at the Regular meeting in December. In the event of a tie vote for any office, a majority vote of those voting members in attendance at the Annual meeting will break the tie. Newly elected officers and board members will take office during the meeting in which the election results are confirmed and begin their terms of office.

SECTION 4. REGULAR MEETING. A regular meeting of the Board of Directors shall be held as soon as practical following the annual meeting of members. In addition, the Board of Directors shall meet no less than one time during each of the remaining three quarters of the calendar year. Additional meetings may be called at the request of the President or a majority of the directors.

SECTION 5. NOTICE. Notice of any Board of Directors' meeting shall be given to each member of the Board at least three (3) days prior to the meeting. This provision does not apply in the case of additional meetings of an emergent nature.

SECTION 6. QUORUM. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any scheduled meeting of the Board.

SECTION 7. MANNER OF ACTING. The act of a majority of the Board of Directors present at a Board meeting in which a quorum is present shall be the act of the Board of Directors, unless otherwise required in these bylaws or by statute.

SECTION 8. VACANCIES. All vacancies are to be filled within ninety (90) days after the vacancy occurred. Directors who have three (3) or more absences, monitored by the Secretary, during a one-year period, may be removed by a vote from the board.

SECTION 9. COMPENSATION. No Director, officer, or member who serves within the Association, shall receive compensation for such service. For the purpose of this section, the term "compensation" means anything of value for services rendered, except:

- A. Reimbursement for expenses actually incurred as verified by receipt;
- B. A per diem in an amount not more than the per diem authorized for U.S. General Services Administration (GSA) travel;
- C. Payment of insurance premiums on behalf of a director, officer or member or who, while a director, officer or member is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of AACOP or another organization or employee benefit plan against liability as served against and incurred by the person in or arising from that capacity.

However, nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation thereof.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers to the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers are members of the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected on a biennial basis with staggered terms. On even years the President, Secretary, and two board members will be elected, and in odd years the Vice President, Treasurer and three board members will be elected.

SECTION 3. REMOVAL. Any officer may be removed by the Board of Directors for cause. Written notice shall be given to the officer at least twenty (20) days prior to the meeting at which action is to be taken and shall specify the reason(s) for removal.

SECTION 4. VACANCIES. If in the course of the term the office of President becomes vacant, The Vice President shall ascend to the office of President. If an office, other than President, should become vacant for any reason prior to the expiration of that officer's term, the Board of Directors should elect one of their number to fill the office for the remainder of that term, leaving vacant instead a position as board member which will be filled by appointment of the President after receiving recommendations from the Board.

SECTION 5. PRESIDENT. The President shall be the principle officer of the Association, and shall in general, supervise and control all of the business and affairs of the Association.

He/she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, all documents, contracts, or other instruments in the name of the Association, which the Board of Directors has authorized to be executed. He/she shall also 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 6. VICE PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restriction upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. TREASURER. The Treasurer shall supervise the maintenance of accounting records and have control of the funds of the Association; make financial reports, in such a form as the Board of Directors may direct, at each of the meetings of the members and Board of Directors; insure that fiscal policies and practices of the Association are properly observed and carried out; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in a manner provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the Association records; keep a current list of all members and their current mailing addresses; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 9. IMMEDIATE PAST PRESIDENT. The immediate past president shall be an ex officio member of the Board of Directors.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES. The president may appoint committees as he or she deems necessary to promote or conduct the association business or functions.

SECTION 2. EXECUTIVE COMMITTEE: In order to achieve such business of the Association as cannot be predicted and must be conducted in the interim between meetings, the four (4) board officers shall be deemed an Executive Committee able to make decisions on behalf of the board in lieu of conducting a special meeting of the entire Board.

A. Three (3) of the four (4) officers constitutes a quorum of the Executive committee.

- B. Agreement of a majority of the officers in attendance at the meeting is required for a decision.
- C. Any interim decisions of the Executive Committee shall be reported at the next meeting of the Board and recorded in the minutes thereof.

ARTICLE VIII BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, for any proper purpose at any reasonable time. The responsibility to this article is that of the Secretary and Executive Director, and such books and records shall be housed at the Association headquarters.

ARTICLE IX FINANCE AND ADMINISTRATION

SECTION 1. MONIES. The Monies of the Association shall be deposited in such bank or banks as the Board of Directors shall designate, and shall be drawn out only by checks signed by persons designated in policy by the Board of Directors.

SECTION 3. EXPENDITURE AND DEPOSIT OF FUNDS. The association shall establish policies based upon generally accepted accounting procedures governing the handling and expenditure of all association funds.

SECTION 4. FISCAL YEAR. The fiscal year of the Corporation shall begin October 1st and end September 30th to enable annual financial reports to be prepared and presented at the December meeting of members. Immediately after the end of the fiscal year the Finance committee shall convene to formulate a proposed budget which shall be certified by the Board of Directors before presentation to the members in at the December meeting.

SECTION 5. STAFF. The nature, number and qualifications of the staff required by the Association to conduct its business according to these bylaws and its Articles of Incorporation shall be reviewed by the Board of Directors to ensure they meet the needs of the Association. Any agreements with staff shall set forth in reasonable detail the nature of the services to be performed, the cost basis for such services and the payment to be made by the Association. Included within the services to be provided under this arrangement

shall, at a minimum, be necessary staff support for Association meetings, the keeping of necessary accounting records and records in connection with the Association business.

Based upon the business requirements of the association it may choose to establish an association office and engage the services of an executive director or other support staff. Should the association establish an executive director position; the position will report to the president and be accountable to the Board of Directors. Determination as to whether staff is considered an employee or a contractor shall be decided by rules of the U.S. Internal Revenue Service (IRS).

ARTICLE X INDEMNIFICATION

SECTION 1. POWER TO INDEMNIFY. The Association shall have the power to Indemnify any persons, whether officers, directors, employees, agents or other persons acting for or on behalf of the Association in respect to any and all matters or actions for which indemnification is permitted by the laws of the State of Alaska, including, without limitation, liability for expenses incurred in defending against actions commenced or threatened.

SECTION 2. INSURANCE. In the discretion of the directors, the Association may purchase and maintain insurance against claims arising out of events and made or threatened against persons described in Section 1 above, whether or not the Association has the power to indemnify such persons under the laws of the State of Alaska.

ARTICLE XI CONFLICT OF INTEREST

The definition of a “conflict of interest”, shall be a situation in which a person, such as a director, employee, or professional contractee, that has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties. If a member of the board or general member is related in any way to any firm or organization with which the Association may do or consider doing business, that relationship shall be disclosed by the member. If the business or relationship involves a financial transaction, he or she shall abstain from voting upon and discussing any motion or resolution of the Board of Directors relating thereto.

Article XII GENERAL PROVISIONS

GENERAL ASSOCIATION POLICIES. The Board of Directors shall have the power to adopt various policies and position descriptions deemed necessary and appropriate to further the interests and efficiency of the Association, and those policies when duly approved by the Board and signed by the President shall govern the action or position therein

described. The policies may include but not be limited to governing the management of employees, benefits, and contract support in addition to general operation of the Association.

Should these adopted policies be in conflict with the Association Bylaws or Articles of Incorporation, the Bylaws and Articles shall have supremacy.

ARTICLE XIII AMENDMENTS TO BYLAWS

These bylaws may be changed or amended upon the suggestion of the Board of Directors, By-law committee or any active or retired member in good standing who presents the suggested change or amendment in writing to the membership during or before an association meeting. Bylaws may also be altered, amended or repealed and new bylaws may be adopted by a majority of members present at any scheduled meeting of the members, if prior notice is delivered personally or sent by email, of intention to alter, amend or repeal or to adopt new bylaws at such scheduled meeting.

Amendments or changes to these by-laws, which effect the status of membership, shall not have retroactive effect on any member in good standing at the time such amendment or change is adopted and so long as the member remains in good standing.



Steve Dutra
President

1/26/2021

Gregory A. Russell
Secretary

1/26/2021