*HISPANIC POLICE OFFICERS ASSOCIATION, INC.*

*BYLAWS*

*(Adopted , 2015)*

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HISPANIC POLICE OFFICERS ASSOCIATION, INC.

BYLAWS

**THE PROVISIONS OF THIS DOCUMENT CONSTITUTE THE BYLAWS OF THE HISPANIC POLICE OFFICERS ASSOCIATION, INC. A FLORIDA NOT-FOR-PROFIT CORPORATION, WHICH BYLAWS, UNTIL CHANGED BY AMENDMENT HERETO, SHALL BE UTILIZED TO GOVERN THE MANAGEMENT AND OPERATION OF THE CORPORATION.**

# NAME

The name of this organization shall be HISPANIC POLICE OFFICERS ASSOCIATION, INC. (hereinafter called “HPOA”).

# CORPORATE PURPOSE AND OBJECTIVES

## General Purposes

: The general purposes for which HPOA is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

## Specific Purposes

: The specific purposes of HPOA are:

### To unify police officers at all levels; specifically, those officers who share a Hispanic ancestry and those, who although not of Hispanic origins, believe in the advancement of local Hispanic issues;

### To conduct research in relevant areas of law enforcement;

### To establish linkages and liaisons with organizations of similar concern;

### To evaluate and recommend legislation relating to the criminal justice process;

### To establish effective means and strategies for dealing with discriminatory practices in the law enforcement community;

### To develop communication techniques for sensitizing police executives; police officers, institutions, and agencies in the criminal justice system to the problems in the Hispanic community;

### To develop mechanisms that will facilitate the exchange of information among HPOA members;

### To be the official spokesperson for the members of HPOA; and

### To provide legal assistance to members for certain on-the-job events in appropriate circumstances.

# QUALIFICATIONS FOR MEMBERS ANDTHE MANNER OF THEIR ADMISSION

## Membership Eligibility

: Anyone who supports the objectives of HPOA, demonstrates his/her dedication to the objectives of HPOA and commits his/her efforts to further the work and purposes of HPOA as outlined by the Articles of Incorporation and Bylaws, is actively employed by or retired from the Miami Dade Police Department, is a sworn officer with arrest powers for any other local, state or federal law enforcement agency, and actively participates in service to the Hispanic community may become a member of HPOA.

## Non-Discrimination

: HPOA shall not discriminate against any person on the basis of race, color, national or ethnic origin, sex, age, handicap, religion, or marital status.

## Application for Membership

: Any person wishing to become a member of HPOA shall complete an application form and submit the same to the Board of Directors for approval.

## Dues

: Each member must pay monthly dues in order to remain as a member in good standing and in order to be eligible to vote.

## Voting Rights

: Members shall be entitled to vote at any meeting in person. Each member shall have one (1) vote for the election of Officers and Directors at the Election Meeting, or for the determination of any matter which may be properly brought before the membership for action. Votes cast by the members shall be counted and verified by a certified public accountant and a committee of not more than three (3) members who are not Officers or Directors of HPOA, appointed by the President.

## Voting

: No member who has failed to pay dues 30 days in advance of any meeting or election shall be eligible to vote thereon.

## Resignation of Members

: Any member may resign by providing written notice of his/her resignation directly to the Board of Directors. Any such resignation shall become effective immediately upon receipt of said written notice or at such later date as may be specified in the notice.

## Transfer of Membership

: Membership in HPOA shall not be transferrable or assignable.

## Regular Meetings

: There shall be at least six (6) regular meetings of the membership annually, which shall be held on such dates as may be designated by the Board of Directors. The annual meeting shall be held in August. Scheduled meetings of the membership, other than the annual meeting, may be canceled or rescheduled by the President but in no event shall there be less than four (4) regular meetings of the membership on an annual basis.

## Special Meetings

: Special meetings of the members may be called by a majority of the Board of Directors or upon the petition of five percent (5%) of the members in good standing.

## Place of Meetings

: Meetings of the members shall be held at the principal place of business of HPOA or at such other place specified in a notice of the meeting.

## Notice of Meetings

: Written, printed, or electronic notice stating the place, day, and hour of any regular or special meeting of the members must be given to each member not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the President. Meetings will be conducted in the predominant language of the United States. Spanish discourse is encouraged among members. No business other than that specified in such notice shall be transacted at any special meeting. Notice must be given either personally, by email or first-class mail, or by publication in the HPOA newsletter or by other social media. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the member at his/her address as it appears in the records of HPOA, with postage therein prepaid. If emailed, the notice shall be deemed to be given when sent addressed to the member at his/her email address as it appears in the records of HPOA. If published in the HPOA newsletter or by other social media, the notice shall be deemed to be given when published.

## Parliamentary Authority

: The rules contained in “ROBERTS RULES OF ORDER” shall govern the proceedings of HPOA, except in such cases as are covered by the Articles of Incorporation, Bylaws and Standing Rules adopted by HPOA. The Sergeant at Arms shall advise on all questions of procedure, when so requested by the presiding Officer.

## Waiver of Notice

: A written waiver of notice signed by any member, whether before or after any meeting, shall be equivalent to the giving of timely notice to said member. Attendance of a member at a meeting of the members shall constitute a waiver of notice of such meeting, and waiver of any and all objections to the place of the meeting, time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting for the expressed purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the members need be specified in any written waiver of notice.

## Quorum

: A quorum shall be a minimum of one percent (1%) of the membership eligible to vote; however, at any meeting a purpose of which is to amend the Bylaws a quorum shall be ten percent (10%) of the membership eligible to vote. Exceptions shall be limited to emergency situations as determined by a majority of the Board of Directors. 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. The act of a majority of the members present at a meeting at which a quorum is present shall be binding upon the membership. Issues that affect the membership shall require no less than five (5) days nor more than thirty (30) days notice via email or other effective means of communication that can be confirmed.

## Order of Business

: The order of business for regular meetings shall be as follows:

### Roll Call.

### Reading of minutes of previous meeting.

### Treasurer’s report.

### Committee reports.

### Unfinished business.

### New business.

### Adjournment.

## Authority of Membership

: The business and affairs of HPOA shall be conducted in a manner consistent with the Articles and Bylaws and all applicable directives of the Board of Directors, the Officers; the Articles of incorporation, and these Bylaws. Nonetheless, the membership is the supreme and final authority of HPOA. Any decision of the President or the Board of Directors may be overridden by petition which can be submitted by any member in good standing. The petition must be ratified by 66⅔ of the membership attending a regular meeting. Through the petitioning process, the membership reserves the right to override decisions of the Board of Directors in all matters, including, but not limited to, the following:

### The right to appoint legal counsel;

### The right to appoint the outside accountant or auditor;

### The right of prior approval of the operating philosophy of HPOA and any proposed changes thereto;

### The right to require prior approval of the membership of any lease, sale, or encumbrance of corporate property; and

### The right to require prior express written approval [Same question] of any proposed merger or dissolution of the HPOA.

## Disciplinary Actions

: The Board of Directors shall be allowed to terminate or suspend privileges based upon information available to it. The membership shall be informed of all issues, violations, and actions taken to correct such violations. Any individual against whom disciplinary action is sought to be taken shall be entitled, upon request, to a full evidentiary hearing wherein he/she may address the allegations to the Board of Directors.

# OFFICES AND REGISTERED AGENT

## Registered Office and Registered Agent

: The Registered Office of HPOA shall be located in the State of Florida, and the Registered Agent shall have a business office identical with such Registered Office, which Office and Agent may be changed, from time to time by the members of HPOA upon filing of such notices as may be required by law.

## Principal Office

: The principal office and place of business of the HISPANIC POLICE OFFICERS ASSOCIATION, INC., shall be located at 1470 N.W. 107th Avenue, Suite P, Miami, Florida 33172, or such other location as the members of HPOA shall from time to time determine.

# CORPORATE POWERS

## In General

: Except as limited by its Articles of Incorporation or these Bylaws, HPOA shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

## Specific Powers

: Without limiting the generality of the powers specified in Subsection 1 above, the specific powers of HPOA shall include:

### To acquire by purchase, lease, or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the operations of HPOA;

### To lease all or a portion of such real or personal property to HPOA or to any other entity engaged in activities beneficial to the operations of HPOA;

### All proposed contracts, including the borrowing of funds, shall be discussed at regular membership meetings to provide attendees an opportunity to review the proposed actions. These discussions shall be recorded in the minutes. The final decision to take action shall be made after the issue is addressed with the membership. Areas of concern will be thoroughly examined and resolved by the Board of Directors;

### To make charitable contributions; however, each contribution shall be reviewed by the Board of Directors and presented to the membership at a regular or special meeting before any funds are expended;

### To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

### To utilize its income in furtherance of the foregoing objectives.

# DUES

## When Payable

: Membership dues for Miami Dade Police Department employees shall be paid through payroll deduction. Retired employees of Miami Dade Police Department who are members in good standing will no longer be required to pay dues to maintain membership in HPOA. Members not employed by Miami Dade Police Department shall pay monthly.

# BOARD OF DIRECTORS

## Membership of the Board of Directors

: The Board of Directors shall consist of the six (6) Officers elected by the membership, who shall hold the Officer positions described in Article VIII, below.

## Eligibility for the Board of Directors

: Any individual who is and has been a member in good standing of HPOA for a minimum of four (4) years, has attended a minimum of four (4) meetings of the membership within the previous twelve (12) months and is employed by Miami Dade Police Department shall be eligible to serve as a Director and to hold any office except President.

## Qualification of Directors

: In electing Directors, consideration shall be given to a candidate’s:

### Appreciation and support of HPOA and its purpose in the community;

### Willingness to accept the duties and responsibilities of a Director;

### Experience and knowledge of the issues of concern and interests of the members;

### Experience in organizational community activities;

### Areas of interest and expertise; and

### Satisfaction of all legal requirements.

## Duties and Responsibilities of Directors

: The Board of Directors shall have the control and general management of the affairs and business of HPOA. Such Directors shall in all cases act as a Board, regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of HPOA as they may deem proper, not inconsistent with the Articles of Incorporation, these Bylaws and the laws of the State of Florida. The Board of Directors is responsible for the development of HPOA’s annual budget proposal as well as its goal and objectives for each fiscal year. In addition to those duties and powers, expressed or implied, set forth in these Bylaws, the Board of Directors shall be responsible for the execution, through the Officers and Directors, of the policies approved by the membership. It shall have general supervision of the affairs of HPOA between business meetings, fix the hour and place of business meetings, make recommendations to the members and shall perform other duties which may be assigned to it by the membership. The Board of Directors shall be subject to the orders of the members of HPOA, and none of its acts shall conflict with action approved by HPOA members.

## Regular Meetings of the Board of Directors

: There shall be at least six (6) regular meetings of the Board of Directors annually, which shall be held on such dates as may be designated either by the Board of Directors or the President. Scheduled meetings of the Board of Directors may be canceled or rescheduled by the President but in no event shall there be less than four (4) actual, regular meetings of the Board of Directors on an annual basis. At least two (2) of the regular meetings of the Board of Directors referred to in this Section 6 shall be held during the month of March and August of each year for the purposes set forth herein. The following topics shall be included:

### **March**

• Review the accomplishments of goals/objectives for the previous fiscal year

• Review of financial status

• Submit a plan and budget proposal

• Other business matters

### **August (annual meeting)**

• Review proposed budget for the next fiscal year;

• Midyear review of accomplishments (January - June),

• Discuss goals/objectives for the next fiscal year

• Review annual financial review/audit

• Nomination of Officers (even years only) to be voted upon at the Election Meeting

• Other business matters

## Special Meetings

: The President or any other Director may call a special Board of Directors meeting. Any and all issues discussed and decisions made shall be made known to the membership at the next membership meeting. A 72-hour advance notice is required for any special meeting that is held.

## Place of Meetings

: Meetings of the Board of Directors shall be held at the principal place of business of HPOA or at such other place as the Board of Directors may from time to time designate.

## Notice of Meetings

: Written, printed, or electronic notice stating the place, day, and hour of any regular or special meeting of the Board of Directors must be given to each Director not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the person or persons calling the meeting. No business other than that specified in such notice shall be transacted at any special meeting. Notice must be given personally by first class mail or by email. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his/her address as it appears in the records of HPOA, with postage therein prepaid. If emailed, the notice shall be deemed to be given when sent addressed to the Director at his/her email address as it appears in the records of HPOA.

## Waiver of Notice

: A written waiver of notice signed by any Director, whether before or after any meeting, shall be equivalent to the giving of timely notice to said Director. Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, and waiver of any and all objections to the place of the meeting, time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting for the expressed purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any written waiver of notice.

## Quorum

: Two-thirds (⅔) of the number of Directors entitled to vote, as fixed by these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws, or applicable law. Attendance shall be either in person or by telephonic, radio, or similar communication whereby the distant Director and those Directors present in person all hear and may speak to and be heard on the matters raised therein.

## Adjourned Meeting

: A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to all Directors, whether or not present at the time of adjournment. Such notice must comply with the provisions of Section 9 of this Article VII.

## Voting

: Each Director who is present at any meeting of the Board of Directors, whether in person or by telephonic, radio, or similar communications shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors. A Director may not vote by proxy.

## Actions of Directors

: Any action required or which may be taken by the Board of Directors pursuant hereto shall be taken and considered the act of the Board of Directors only if one (1) of the following applies:

### Action by Meeting. The action is taken at a meeting of the Board of Directors at which a quorum is present pursuant to vote of the majority of the Directors so present, unless the act of a greater number is required by the Articles of incorporation, these Bylaws, or applicable law. In the event of a tie vote, the President shall break the tie, or

### Action by Written Consent. The action is taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

## Recordation of Actions

: All actions of the Board of Directors shall be recorded in the minutes; or in an action by written consent, if taken without a meeting, and such minutes or written consents shall be available to any Director or member of HPOA and available for review at each general membership meeting.

## Procedure

: The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

## Conflict of Interest

: If any member of the Board of Directors has any interest whatsoever in an outside concern doing business with HPOA, then that member shall make a full disclosure to HPOA and refrain from voting on any matter or transaction as it affects or involves that business with HPOA. In the event that a Director fails to make such a disclosure, then any business agreement entered between his/her outside interest and HPOA shall be canceled and the member subject to disciplinary action by HPOA.

## Vacancy on the Board of Directors

: Any vacancy occurring on Board of Directors shall be filled by a special election of the membership which shall be held within 60 days of the vacancy.

## Resignations of Directors

: Any Director may resign by providing written notice of such resignation to the President and the Board of Directors. Any such resignation shall become effective immediately upon receipt of said written notice or at such later date as maybe specified in the notice.

## Removal of Directors

: The membership, following the petition of twenty-five percent (25%) of the members, may remove any Director. Consideration of the proposed removal of a Director shall be discussed during a meeting of the membership. Removal of a Director from office will be accomplished through the vote of a majority of the membership present at a regular or special meeting. The only exception to removal of a Director by the membership will be criminal violations or other improper acts by a Director which have embarrassed the Miami Dade Police Department and HPOA, in which case the Board of Directors will determine the level of sanctions, including removal as a Director, that should be taken. Further, a majority of the members of the Board of Directors may vote to remove a Director from the Board of Directors if such Director has three (3) or more consecutive and unexcused absences from meetings of the Board of Directors, regardless of whether the meetings were regular or special.

## Annual Report of the Directors

: The Board of Directors shall prepare an annual report for the members of HPOA which reviews and discusses the accomplishments made and the projects undertaken by HPOA during the prior year. The annual report shall also include a plan and a budget proposal for the projects HPOA proposes to undertake in the subsequent year. The Board of Directors shall submit the annual report to the members at least thirty (30) days before the scheduled March regular meeting of the members.

# OFFICERS

## Number

; The Offices of HPOA shall be:

PRESIDENT
FIRST VICE-PRESIDENT
SECOND VICE-PRESIDENT
SECRETARY
TREASURER
SERGEANT AT ARMS

The Officers of HPOA shall constitute the Board of Directors consistent with Article V, above. Except as provided in this Article VIII, Section 2(e), below, no Officer may hold more than one office.

## Eligibility for President

: Any individual who is and has been a member in good standing of HPOA for a minimum of five (5) years, has served as a Director of HPOA for a minimum of two (2) terms, has attended a minimum of four (4) meetings of the membership within the previous twelve (12) months and is employed by Miami Dade Police Department and holds a rank below Captain, and is a descendant of at least one (1) Hispanic grandparent shall be eligible to serve as President. If the serving President is promoted to Captain or higher during his/her elected term, he/she may complete the current term, provided less than twelve (12) months then remain in the term.

## Election

: The Officers shall be elected by the membership and shall hold office until the end of their term or until their successors are duly elected.Elections shall be held subject to the following:

### Only members present shall be entitled to make a nomination at the annual meeting.

### The election of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Sergeant at Arms shall be by secret ballot of a majority of the members present at the regular meeting held in November of even years (the “Election Meeting”). The newly elected Directors/Officers shall assume their positions on the following January 1st.

### In the event of a vacancy, two or more offices may be held by the same person (except the offices of President and Secretary, which may not be held by the same person) until an election can be held within 60 days after the vacancy in office. Prior to such election, the vacancy shall be filled as provided in this Article VIII, Section 9.

## General Duties of the Officers

: The business of HPOA, as managed and authorized by the Board of Directors and the members, shall be carried out and conducted by the Officers of HPOA and all Officers shall perform such duties as are usually prescribed for the offices held by them, and such duties as may be from time to time prescribed by the Board of Directors and the members.

## Specific Duties of the Officers

: The Officers of HPOA shall have the following specific duties:

### President. The President shall be the Chief Executive Officer of HPOA, shall preside at all meetings of the Board of Directors, perform the duties associated with the general and active management of the affairs of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect and perform any other duties assigned by the Board of Directors or the members.

The President shall be the official spokesperson for HPOA, however, he/she can only provide statements, with the approval of the Board of Directors, that express the values, goals, and objectives of HPOA. The President will convene the Board of Directors to discuss issues of concern before they are conveyed to other organizations or parties, If this is not feasible, the issues discussed and reason for circumventing the Board of Directors will be entered into the minutes of the next regular membership meeting. All views expressed must be consistent with the opinions and goals of HPOA. The Board of Directors shall appoint the chairpersons of committees. The President shall execute any and all contracts that are authorized by the Board of Directors and/or the general membership; shall be ex-officio member of all special committees and may inquire into any affair or matter affecting or concerning HPOA.

The President shall execute any and all contracts authorized by the Board of Directors or the membership; shall be ex-officio member of all committees and may inquire into any affair or matter affecting or concerning HPOA; and shall have the power to call a special meeting of the Board of Directors whenever an emergency arises, or upon the petition of a majority of the Board of Directors.

### First Vice-President. The First Vice-President shall assist the President in the performance of his/her duties and perform the duties of the President in his/her absence, serve as adviser to the President at all times, serve in such capacities as assigned by the President, share with the President the responsibility of serving as liaison in working with committee chairpersons to effect regular functioning and reporting, and become President for unexpired terms in case the President cannot fulfill his/her obligation due to resignation, incapacity, death or as provided in this Article VIII, Section 9, below. The First Vice-President shall coordinate, or delegate coordination thereof to other Officers, all the social functions of HPOA.

### Second Vice-President. The Second Vice-President shall, in the absence of the President and First Vice-President, exercise the powers and duties of the President. In the absence of the First Vice-President, he/she shall assume the duties and powers of that office.

### Secretary. Subject to the direction of the Board of Directors, the Secretary shall:

#### Maintain a record of the meetings of the membership, the Board of Directors and all committees in one or more books provided for that purpose;

#### Assure that all notices are given in accordance with the provisions of these Bylaws and as required by law;

#### Be custodian of the corporate records and the seal of HPOA;

#### Assure that the seal of HPOA is affixed to all documents required by law, the execution of which on behalf of HPOA under its seal is authorized in accordance with the provisions of these Bylaws;

#### Perform other duties incident to the office of Secretary which may be more particularly prescribed in these Bylaws or assigned by the President; and

#### Be responsible for HPOA’s correspondence at the direction of the President.

### Treasurer. The Treasurer shall be the Chief Financial Officer of HPOA and, subject to the direction of the Board of Directors, the Treasurer shall:

#### Render, at stated periods as the Board of Directors shall determine, a written account of the finances of HPOA and such report shall be physically affixed to the minutes of the meeting of the Board of Directors;

#### Have the care and custody of and be solely responsible for tracking all monies and securities belonging to HPOA;

#### Keep correct and complete records of all of HPOA’s financial transactions, which records shall be open for inspection at any reasonable time by any member, Officer, or Director.

#### Receive and give receipt for monies due and payable to HPOA;

#### Deposit all monies in the name of HPOA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

#### Be one of two Officers required to sign the checks and drafts of HPOA. The second signature shall follow the order of succession (President; First Vice-President, Second Vice-President, Secretary, or in last recourse the Sergeant at Arms); and

#### Perform other duties incident to the office of Treasurer as may be more particularly prescribed in these Bylaws or assigned by the President.

### Sergeant at Arms

The Sergeant at Arms shall maintain order at all meetings and shall carry out such other administrative duties as may be assigned by the President.

The Sergeant at Arms may remove any member, Director or Officer of HPOA from a meeting when sufficient cause exists. The Board of Directors may entertain charges against any member, Officer or Director. The Sergeant at Arms will ensure compliance of all rules properly promulgated and published as necessary for carrying out the purposes and goals of HPOA.

## Resignation of Officers

: Any Officer may resign at any time by providing written notice of such resignation to the President, Secretary, and Board of Directors of HPOA, and such resignation shall become effective immediately upon receipt of said notice or at such later date as may be specified in the notice. Any such resignation shall be made known to the membership at the next membership meeting.

## Removal of Officers

: The membership and the Board of Directors may remove an Officer in the manner provided for the removal of a Director, as set forth in Article VII, Section 19.

## Term Limits for Officer Positions

: No Officer may serve in any specified Officer position for more than an initial elected term of two (2) years and an additional elected term of two (2) years, which terms need not be consecutive. If an Officer is elected to another office during his/her term, his/her term limits renew for the newly elected office. If a member is elected to fill a vacancy in an office or an Officer ascends to an office as the result of the abdication, removal, departure, or death of another Officer, the remainder of the unexpired term served by such person shall not count against his/her term limit for any other elected office as provided herein.

## Chain of Authority

: When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office as a result of death, resignation, removal, disqualification, or as provided in this Article VIII, Section 10, the duties of that office shall, unless otherwise provided for by the members, be performed by the next Officer set forth in the following sequences: The chain of authority shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Sergeant at Arms. Members may authorize the delegation by any Officer of any such Officer’s powers and duties to any agent or employee of HPOA, subject to the general supervision of such Officer.

## Automatic Removal of President upon Certain Events

: In the event the President is promoted to the rank of Captain or above while serving in such office and there is not more than twelve (12) months remaining in the term, he/she shall be allowed to serve the balance of his/her elected term. If in such event, however, there is more than twelve (12) months remaining in the term, or if the President ceases to be employed by the Miami Dade Police Department while serving in such office, he/she shall be automatically removed as President, but may remain as a Director of HPOA, and the next Officer who otherwise qualifies as President, as provided in this Article VIII, Sections 2 and 9, shall automatically become the President. If no such Officer qualifies as President, a special election shall be held to fill such vacancy for the remaining term. Any member so elected shall not have such remaining term counted against his/her term limits, as set forth in this Article VIII, Section 8, above.

# COMMITTEES

## Election Committee

: The Board of Directors shall establish an election committee, consisting of a least five (5) members of HPOA, to witness the counting of ballots and certify the election of Officers and Directors. During the August regular membership meeting preceding each Election Meeting, volunteers shall be sought to comprise the election committee. If no members volunteer, each Director shall select one (1) member to form and serve on the election committee. The Chairperson of the election committee shall be chosen by the members of such committee by majority vote.

## Special Committees

: The Board of Directors may establish ad hoc or select committees as it deems necessary for the functioning of HPOA. The Chairperson of each special committee shall be chosen by the Board of Directors.

## Committee Meetings

: Except as otherwise provided in these Bylaws, all special committees shall meet at least one (1) time annually at the discretion of the Chairperson or the Board of Directors. Meetings of special committees may be called at any time by:

### The Chairperson of the committee;

### Any three (3) committee members; or

### The Board of Directors.

## Governance of Committee Meetings

: All committee meetings shall be governed by the same rules of procedure that govern Board of Directors meetings and that are outlined in these Bylaws.

## Bonds of Officers of HPOA

: The Board of Directors may secure the fidelity of any or all of the offices of HPOA by bond or otherwise, in such terms, and with surety or sureties, conditions, penalties, or securities as shall be required by the Directors.

# CONTRACTS

## Authority to Execute

: All contracts or other documents authorized by the Board of Directors in accordance with the approved policies and programs of HPOA to be executed in the name and on behalf of HPOA shall be signed by the President or other appropriate Officer or agent of HPOA. The Board of Directors shall review all contracts to determine if it is in the best interest of the membership and approve if appropriate. Decisions of the Board of Directors shall be discussed at the next regular meeting to ensure that all members are informed as to the actions taken.

# FINANCIAL TRANSACTIONS

## Deposits

: All funds of HPOA shall be promptly deposited to the credit of HPOA in one or more such banks, trust companies, or other depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as may be prescribed by the Board of Directors. Deposits shall be made no later than 72 hours after their receipt. Any rules and regulations that are established shall be published to the membership and the reasons for adoption.

## Withdrawals

: All checks, drafts, or other orders for the payment of money, and all notes or other evidences of such indebtedness issued in the name of HPOA shall be signed by the President or Treasurer. The descending order should be used if the President is not available. Minimum of two (2) signatures shall be required for all checks, draft, or other orders for the payment of money in excess of $1,000.

## Gifts

: The Board of Directors may accept on behalf of HPOA any contributions, gifts, bequests, or devises for and consistent with the general purposes or any specific purpose of HPOA. However, in the event of such acceptance, the following procedures shall be followed:

### In order to account for each gift/donation received, the Board of Directors shall:

#### Send a letter prepared on behalf of HPOA to the person or organization making the gift/donation;

#### Develop ledgers accounting for all property received; and

#### Publish monthly in the HPOA newsletter, or by email or social media, the source and amount of all gifts/donations received.

### The Treasurer shall be responsible for ensuring that these procedures are followed.

## Loans Prohibited

: No loans of HPOA funds will be made to any person or entity.

# INDEMNIFICATION

## Officer/Director Indemnification

: HPOA shall indemnify any Director or Officer, or former Director or Officer, for expenses and costs (including attorneys’ fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, HPOA may, under comparable terms and limitations, indemnify employees and agents of HPOA with respect to activities in the scope of their services performed on behalf of HPOA.

## Defense of Claims

: As a condition of a Director’s or Officer’s right to be indemnified hereunder, such Director or Officer shall grant HPOA the right to assume and control the defense and settlement of any claim made or threatened against such Director or Officer upon HPOA’s written undertaking to hold such Director or Officer harmless from all costs and liabilities of such claim and the defense or settlement thereof, including any costs of final judgment. If HPOA does not so elect to assume the defense or settlement of any claim, it is nevertheless a condition of a Director’s or Officer’s right to claim the benefits of this indemnity that any counsel retained by such Director or Officer in connection with the defense or settlement of such claim (other than a claim by or in the right of HPOA), be counsel mutually agreeable to the Director or Officer and HPOA. HPOA shall give a Director or Officer written notice of any election under this section within a reasonable period after receipt of written notice of a claim against such Director or Officer.

## Limitation of Indemnity

: Notwithstanding anything in this indemnity to the contrary, no Director or Officer shall be entitled to any indemnification pursuant thereto to the extent that (i) such Director or Officer is entitled to indemnity or payment under any policy or policies of insurance, or (ii) any action by HPOA in its right to procure a judgment in its favor, whether civil or criminal, is brought to impose a liability or penalty on any Officer or Director for an act alleged to have been committed by such Officer or Director in his/her official capacity or in such official capacity in any other corporation in which he/she served at the request of HPOA.

## Notice and Cooperation

: As a condition of any Director’s or Officer’s right to be indemnified hereunder, such Director or Officer shall give written notice to the President of HPOA as soon as practicable of any such claims made or threatened against such Director or Officer in his/her capacity as a Director and/or Officer and such Director or Officer shall give HPOA such information such information and cooperation as HPOA may reasonably require.

## Subrogation

: HPOA shall be subrogated to the extent of any payments made hereunder to all of the indemnified Director’s or Officer’s rights of recovery and the Director or Officer shall execute all papers required and shall do everything that may be necessary to secure such rights for HPOA.

## Termination Rights

: This indemnity may be terminated by HPOA giving not less than sixty (60) days prior written notice of termination to all Directors and Officers, but any such termination shall not affect any person’s right to indemnification in respect to any acts or omissions of such person occurring prior to such termination.

# AFFILIATION WITH OTHER ORGANIZATIONS

## Authorization of Formation

: The membership shall have input as to any proposed affiliation with any other organization where HPOA uses its funds or name. Before such affiliation occurs, the following criteria shall be followed:

### The Board of Directors shall provide the membership with information regarding the proposed affiliation with any other organization, specifically:

 1. The history and purpose of the organization;

 2. The amount of HPOA funds to be expended;

 3. The extent to which the credibility of HPOA’s name will be used to further the objectives of the affiliated organization and commonality of goals; and

 4. A clear delineation of the anticipated benefits to HPOA.

### A vote of the membership of HPOA will be held to determine if the membership wishes to affiliate with the other organization.

### No HPOA funds will be used to entertain or support a proposed other organization unless it has been approved by the membership; however, any Director can authorize the expenditure of $200.00 for spontaneous activities that develop with little or no notice. The Board of Directors shall prepare a detailed expenditure report each month that shall be reviewed during the regular membership meetings.

### Annual fees to sponsor or support other organizations shall be reviewed and considered by the Board of Directors. The Board’s recommendations will be discussed and voted upon by the membership.

# MISCELLANEOUS

## Fiscal Year

: HPOA’s fiscal year shall be from January 1 - December 31, unless otherwise designated from time to time by the Board of Directors.

## Seal

: HPOA shall adopt a seal capable of making a circular impression on bond paper, which impression shall contain within the circle the name of HPOA and the year of its establishment.

## Vote by Presiding Officer

: The person acting as presiding Officer at a meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as a presiding Officer.

## Gender and Number

: Whenever the context requires, the gender of all words used herein shall include the masculine and feminine and the number of all words shall include the singular and plural thereof.

## Article and Other Headings

: The articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning and interpretation of these Bylaws.

## Financial Review/Audit

: There shall be an review or audit of HPOA’s finances, as determined by the Board of Directors, conducted annually by a certified public accountant. Once the review/audit is complete, it shall be available for review for a two (2) month period at the regular meetings of the membership. Prior to the meetings, the membership will be informed by the newsletter, email or social media that the results will be available at the regular meetings. The review/audit shall be commenced each January and completed as soon as practicable with reasonable efforts made to the results will be available by March.

## Professional Advisors

: HPOA’s attorney, accountant, and other professional services shall be selected by a majority vote of the Board of Directors. Before the final selection is made, the proposed selections will, be discussed at the regular membership meeting to solicit input and inform the membership.

## Yearly Report

: Each December the Board of Directors shall prepare its yearly report outlining its accomplishments for the fiscal year, including a financial status report.

## Availability of Minutes

: The minutes of the meetings of the Board of Directors and the membership shall be available for review during the following month’s membership meeting.

## Availability of Financial Information

: HPOA’s funding balances and expenditures shall be available for review at each general membership meeting.

## Approval of Trips

: All business/professional development trips funded through HPOA shall be approved by the majority of the Board of Directors. Prior to final approval, the trip shall be discussed during the next general membership meeting.

## Publishing of Agenda

: Agenda items for upcoming meetings shall be published in the newsletter or sent by email or social media prior to the next meeting.

# AMENDMENTS TO BYLAWS

## Method of Amendment

: These Bylaws may be changed, amended, rescinded, or annulled in whole or in part, and new Bylaws may be adopted by a majority of a quorum of the members at any regular or special meeting of the members called for such purpose, provided that the members receive at least thirty (30) days written notice of the meeting called for such purpose. All revisions shall be underlined with the revision date noted in parentheses [( )]. This will provide the reader with a notation indicating a revision. The Secretary shall maintain a record of all revised Bylaws. There shall be an indefinite retention period for this document.

# EFFECTIVE DATE

These Bylaws shall be effective and shall replace all prior Bylaws of HPOA upon adoption thereof by the members.

ADOPTED:

EFFECTIVE:

CERTIFICATION

President Executive Vice-President

Second Vice-President Secretary

Treasurer Sergeant at Arms