

CONSTITUTION OHIO RETIRED POLICE CHIEFS ASSOCIATION

ARTICLE 1. NAME

The name of this Association shall be the Ohio Retired Police Chiefs Association, Inc., hereinafter known as the "Association" and/or ORPCA. No amendment may be adopted to change this name.

ARTICLE II. PURPOSES AND GUIDING PRINCIPLES

The general purpose and objectives of this Association shall be to (1) promote, perform and build an official and mutual friendship between the members; (2) to provide assistance, advice to members seeking employment when requested; (3) to provide guidance to a members surviving spouse, surviving family members concerning benefits available when requested; (4) to support Homeland Security for the United States and all the military, federal, state and local agencies contributing to this security; (5) upon request seek ways to improve the delivery of Homeland Security to those we serve; (6) to support the efforts of Active Police Chiefs Associations that are supporting the advancement of the Police profession; (7) upon request make available the many years of law enforcement command experience of the members to others; (8) to support a criminal justice outstanding student program in local Ohio colleges if funds are obtained; (9) to preserve the history of chiefs of police and their service to the residents of municipalities, villages and townships in the state of Ohio. To preserve their records of progress and professionalism as they continually strive to meet the needs of the public they serve.

ARTICLE III. MEMBERSHIP

Section I. The association membership shall be one class Active.

Section II. Active Members-applications that will be considered for Active Membership are Chiefs of Police and/or those having equal rank as head of a police department example "Colonel" of Municipal, Township and Village Police Departments in the State of Ohio that are retired or resigned "after serving a minimum of twenty four months as chief of police or of equal rank as head of a police department in a municipal, township or village police department" in good standing that have not resigned or retired to evade criminal charges.

Section III. Any person described in Section II, and desirous of becoming an Active Member of this Association, shall file his/her application with the Secretary/Treasurer. The Secretary/Treasurer shall refer this application to the Board of Governors, who will make inquiries as to the qualifications of the applicant. A ballot shall be taken by the Board of Governors and if a majority of the Governors' votes favor the applicant, the applicant shall become a member when the Secretary/Treasurer receives full payment of the annual dues for the year. The applicant information shall be presented to the membership at the next regularly scheduled meeting and if the membership objects to the applicant's qualification, the application shall be returned to the Board of Governors for reconsideration and vote.

Section IV. Legal Counsel. Legal Counsel may be obtained by the Board of Governors. He/she shall be appointed by a majority vote of the Board of Governors.

Section V. Charter Members. There shall be Charter Members in the Association. Charter Members shall have all the rights of an Active Member. These Charter Members are those members having paid current dues for the year 2005 by the date of the first meeting called by the Board of Governors. Names to be included as part of these Constitution and By-Laws.

Section VI. Organizations or groups are not eligible for membership.

Section VII. Termination of membership. (A) Upon the arrest of any member for a crime amounting to a felony the member shall have their membership suspended, and upon conviction of a crime amounting to a felony the membership shall be terminated. (B) Any member brought to the attention of this Association for conduct detrimental to the Association or law enforcement in general shall be terminated by majority vote of the Board of Governors or if the Board of Governors by majority vote agrees to present it to the general membership shall be terminated by majority vote of the general membership at the next regular meeting. (C) Any member so accused shall have the right to present his or her defense before the Board of Governors or if the Board of Governors agree to present it to the general membership before the general membership at that meeting, to a maximum of fifteen (15) minutes per vote.

ARTICLE IV. BOARD OF GOVERNORS

Section I. The officers of the Association shall consist of a President, a Vice President, a Secretary/Treasurer, a Chaplain, a Historian and up to a total of six (6) member Board of Governors which shall be composed of up to six (6) District Directors of the Association, and the immediate Past President who shall hold their respective offices for one year until such time as their successors are elected and installed. This entire body shall be known as the Board of Governors. A President, a Vice President, a Secretary/Treasurer, a Chaplain, and a Historian shall be elected at the General Membership meeting as scheduled by the President. The four (4) members of the Board of Governors shall be elected at this meeting until the Districts as listed below have met the below listed election requirements.

Section II. The State of Ohio shall be divided into six (6) districts to be known as Districts No. 1, 2,3,4,5, and 6.

- a. District No. 1 shall be composed of the counties of Ashland, Ashtabula, Cuyahoga, Geauga, Lake, Lorain, Mahoning, Medina, Portage, Stark, Summit, Trumbull and Wayne.
- b. District No. 2 shall be composed of the counties of Allen, Auglaize, Crawford, Defiance, Erie, Fulton, Hancock, Hardin, Henry, Huron, Lucas, Mercer, Ottawa, Paulding, Sandusky, Seneca, Van Wert, Williams, Wood and Wyandot.
- c. District No. 3 shall be composed of the counties of Brown, Butler, Champaign, Clark, Clermont, Darke, Greene, Hamilton, Logan, Miami, Montgomery, Preble, Shelby, and Warren.
- d. District No. 4 shall be composed of the counties of Adams, Athens, Clinton, Fayette, Gallia, Highland, Hocking, Jackson, Lawrence, Meigs, Pickaway, Pike, Ross, Scioto, Vinton and Washington.
- e. District No. 5 shall be composed of Delaware, Fairfield, Franklin, Knox, Licking, Madison, Marion, Morrow, Perry, Richland and Union.
- f. District No. 6 shall be composed of Belmont, Carroll, Columbiana, Coshocton, Guernsey, Harrison, Holms, Jefferson, Monroe, Morgan, Muskingum, Noble and Tuscarawas.
- g. District Directors shall be appointed in each of the Ohio Retired Police Chiefs Association's six (6) Districts when one or more members have joined the Association from said District. When a District has a total of ten (10) members from said District, an election shall be held in the first December after obtaining the (10) memberships to elect a District Director. Candidates for office shall have attended at least 50% of said District's meetings within the previous twelve (12) months to qualify for the office of District Director.
- h. District Directors shall not be members of the Board of Governors of the Ohio Retired Police Chiefs Association until they are elected to that office but may attend ORPCA Board of Governors and General Membership Meetings. Once elected as a District Director they shall serve on the Board of Directors beginning On January 1st of the year following their election. The current Board of Directors elects (4) four to serve. As each District elects a Director, said Director shall replace (1) of the present elected Board of Directors. When all Districts have elected a District Director, there will be a total of (6) District Directors, replacing the present (4) four, serving on the elected Board of Governors.
- i. District Directors will notify the Board of Governors of their District Meeting and members of the Board of Governors may attend these District Meetings.
- j. District Directors will communicate with the ORPCA and provide the Board of Governors with current information on District Membership, Director serving, the needs of their District, illness and/or death of members and their family, accomplishments of said District and information for Newsletters.

Section II. The newly elected President will act as Chairman of the Board of Governors but will be denied the right to vote except to cast a tie-breaking ballot. The Board of Governors will meet at such times and places as determined by the President.

Section III. The Board of Governors will meet promptly at the discretion of the President and expedite all matters referred to them by the Active membership of the Association.

Section IV. The Board of Governors shall have power to:

- a. Manage and administer the affairs of the Association.
- b. Authorize the expenditure of all funds of the Association
- c. Arrange for the raising of funds to support the programs of the Association and control the disbursements of these funds.
- d. Establish dues for any class of Association membership approved by the membership at a regular or special meeting of the Association.
- e. Enter into and authorize any officer to enter into such agreements and contracts with any person, firm, corporation or governmental agency, which in the judgment of the Board of Governors, are necessary and will further and be consistent with the purposes of the Association.
- f. Otherwise, do and perform all acts authorized by the laws of the State of Ohio to be done by the Association Incorporated not for profit not inconsistent with its Constitution and By-Laws.

g. Appoint Legal Counsel.

Section V. At all meetings of the Board of Governors, a majority of its total Governors shall constitute a quorum for the transaction of business, but less than a quorum may adjourn a meeting from time to time without further notice until a quorum is present. In determining a quorum, the number of Governors shall be considered that number which is then duly and properly serving as members of the Board of Governors. Any vacancies which may exist shall not be counted in determining the total number of Governors excepting only that the total number of Governors that may constitute a quorum shall never be less than four.

Each member of the Board of Governors shall be entitled to one vote, and any act of a majority of the members present and voting at a meeting at which a quorum is present, except as otherwise herein noted, and shall constitute the act of the Board of Governors.

ARTICLE V.

Section I. The President shall appoint members to all committees at the first regularly scheduled meeting after the election.

Section II. President: to preside at all General/Special meetings of the Association and perform such other duties as may be incident to his office.

Section III. Vice President: to preside at all General/Special meetings in the absence of the President.

Section IV. The Secretary/Treasurer: to receive and answer all communications addressed to him/her or the Association; to keep a full written record of all meetings; to receive all money from dues and other sources and to maintain an accurate record thereof; to keep itemized statements of outstand disbursements; to perform such other duties as may be required of him/her by the officers of the Association; to prepare a written financial report at each regularly scheduled general membership meeting on the condition of the funds of the Association, showing the receipts and disbursements thereof; to pay all expenses of the Association upon approval of the Board of Governors. The Secretary/Treasurer shall be bonded in the amount of \$5,000.

Section V. Chaplain: It is expected that the Chaplain attend each of the regularly scheduled meetings and that he/she will attend as many outside functions that solicit the services of his/her office as time permits.

Section VI. Historian: to receive and answer all communications addressed to him/her or the Association concerning the history of the Association; to maintain historical records and/or documents of the Association and/or to establish a policy for distribution of historical documents to a Historical Society that will maintain said documents or other historical material.

ARTICLE VI. AMENDMENTS

Section I. The Association shall have the power at any regularly scheduled meeting to alter, amend or revise its Constitution and By-Laws, but the same shall not be altered, amended or revised except by a two-thirds vote of the Active Members of the Association present and entitled to vote who have received from the Secretary/Treasurer's office written notification of all contemplated changes at least ten (10) days prior to the regularly scheduled meeting.

ARTICLE VII. VACANCIES

Section I. Any vacancy occurring in the office of President shall be filled by the Vice President.

Section II: Any vacancy occurring in the office of Vice President shall be filled by appointment by the President or, at the discretion of the President, the office may be left vacant until the next regularly scheduled election.

Section III. Any vacancy occurring in the office of the Secretary/Treasurer can be filled only by special election and after the Active Members have been advised in writing by a presidential-appointed Acting Secretary/Treasurer ten (10) days prior to the schedule election meeting.

Section IV. Any vacancy occurring in the office of Chaplain and/or Historian may be filled by appointment by the President, or, at the discretion of the President, the office may be left vacant until the next regularly scheduled election.

Section V. Any vacancy occurring in the Board of Governors shall be filled only by special election and after the Active Members have been advised in writing ten (10) days prior to the scheduled election meeting. A vacancy occurring in the office of Legal Counsel may be filled by a majority of the Board of Governors.

**ARTICLE VIII. ANYTHING IN THIS CONSTITUTION TO THE CONTRARY
NOTWITHSTANDING:**

Section I. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making or distributions to organizations that qualify as exempt organizations under Section 501c(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section II. No part of the net earnings of the Association shall inure to the benefits of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in paragraph a, hereof, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles the Association shall not (except to an insubstantial degree) engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

Section III. Upon the dissolution of the Association, the Board of Governors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Governors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association 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.

Section IV. Except to the extent inconsistent with this Article VIII, the other articles of this Constitution shall be and remain in full force and effect.

ARTICLE IX. INDEMNIFICATION

Section I. The Association may indemnify to the full extent then permitted by the laws of the State of Ohio, any person who was or is a party or 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 such person is or was a member of the Board of Governors, officer employee or agent of the Association, or is or was serving at the request of the Association as a director, trustee, officer, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Section II. Advance Payment of Expenses: Expenses, including attorneys' fees incurred in defending any action, suit or proceeding referred to in Section I of this Article, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Governors in the specific case upon receipt of an undertaking by or on behalf of the member of the Board of Governors, director, trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article.

Section III. Non-exclusive – The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by the Association's Constitution the Association's By-Laws or any agreement, vote of disinterested members of the Board of Governors or otherwise, both as to action in official capacities and as to action in another capacity while such person is a member of the Board of Governors, director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of each such person.

Section IV. Insurance – The Association may, to the full extent then permitted by the laws of the State of Ohio, purchase and maintain insurance on behalf of any person who is or was a member of the Board of Governors, officer, employee or agent of the Association as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability.

ARTICLE X - NOTICE

Whenever notice of any kind is required to be given or delivered by any Article or provision of this Constitution, notice may be satisfied by deliver to the affected members by sending notice by regular U.S. Postal 1st class mail service, or by electronic communication (email service). The Secretary/Treasurer shall maintain a list of all members who prefer notice to be delivered by electronic communication along with their electronic address (email address). Anytime notice is delivered by this method, records shall be maintained to verify notice has been delivered. In the same way. When notice is given by regular U.S. Postal 1st class mail service, the Secretary/Treasurer shall maintain records indicating members so notified, along with their respective names, addresses and the date mailed.