

**HOT SPRINGS VILLAGE CITIZENS POLICE ACADEMY
ALUMNI ASSOCIATION**

**BYLAWS
[Amended as of February 13, 2020]**

ARTICLE I. NAME

The name of this organization shall be the Hot Springs Village Citizens Police Academy Alumni Association (HSVCPAAA), hereinafter known as the Association, a Non-Profit, Public Charities organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. MISSION

The mission of this Association is 1.) to support the efforts of the Hot Springs Village Police Department, 2.) to supplement the financial resources of the Hot Springs Village Police Department and 3.) to improve the safety of our officers and residents.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Members. There shall be two classes of members, annual and lifetime.

- A. To qualify for annual membership an individual shall have completed the Citizens Police Academy and make a yearly minimum contribution of an amount set by the Board of Directors, hereinafter also referred to as the Board or BOD.
- B. To qualify for lifetime membership, an individual shall have completed the Citizens Police Academy and make a one-time contribution of an amount set by the Board of Directors.
- C. Exceptions to the qualifications as described in A and B may be allowed at the discretion of the Board of Directors, and approved by the Hot Springs Village Police Chief.

Section 2. Termination of membership. The Board of Directors may terminate a member for any conduct or action which is embarrassing, misrepresentative or disruptive to the Association or to the Hot Springs Village Police Department. Active Membership will be terminated four (4) months after notice of nonpayment of the minimum yearly contribution set by the Board of Directors.

Section 3. Limitations on use of membership lists. Unless consent is given by the Board of Directors, the Association membership list is to be utilized by board members or committee chairs only and restricted for use related to Association interests.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Regular meetings. Regular meetings shall be held no less than four (4) times per year at a time and place determined by the Board of Directors.

Section 2. Annual meeting. One regular meeting will also be designated as the annual meeting and shall be for the purpose of electing officers and for transacting any other business which may come before the meeting. The Annual Meeting shall be held in September.

Section 3: Annual Meeting voting. The Board of Directors and the General Membership will vote for Officers. The Board of Directors will vote on operations.

Section 4. Special meetings. Special meetings may be called by the President at any time or may be called on written request of five (5) voting members. Notification of time, place and business which may properly come before these meetings must be sent to the membership at least five (5) days before the date of these meetings.

Section 5. Meeting notice. Notice of all membership meetings may be by electronic means 14 days prior to the meeting unless otherwise requested by the member.

Section 6. Quorum. At the Annual Meeting a simple majority of the Board of Directors and ten (10) regular members in good standing shall constitute a quorum.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Size. The size of the Board of Directors shall be determined by the Board, but shall not be less than five (5) members nor exceed nine (9) members.

Section 2. Composition. The President, Vice President, Secretary, Treasurer, Past President and one to four at-large directors shall compose the Board of Directors.

Section 3. Eligibility. To be eligible to serve on the Board of Directors, a candidate shall be a member in good standing.

Section 4. Election and term of office. The officers of the Association shall be elected at the annual membership meeting.

- A. The President and Vice President shall serve for a term of one (1) year or until their successors are elected and have assumed office.
- B. All other directors shall serve a term of two years or until their successors are elected and have assumed office. The Secretary shall be elected in odd-numbered years; the Treasurer shall be elected in even-numbered years. At-large positions 1 and 3 shall be elected in odd-numbered years, and at-large positions 2 and 4 in even-numbered years.
- C. Officers and directors shall assume office at the close of the annual meeting.

- D. Any part of a term in excess of six (6) months shall be considered a full term. No Board member may serve in the same position for more than two consecutive terms unless approved by the board.
- E. No individual shall hold more than one elected office at a time.
- F. Proxy voting is not permitted.

Section 5. Vacancy in office. In the case of a vacancy of any Board of Directors position, the remaining Board may elect by majority vote, even if less than a quorum, a successor who is a CPAAA member in good standing, to complete the unexpired term of office.

Section 6. Regular meetings. Regular meetings of the Board of Directors shall be held monthly, at a time to be determined by the Board. Notice of the meetings will be electronically posted by the Secretary at least three (3) days before the date of these meetings.

Section 7. Special meetings. Special meetings may be called at any time by the President or by any two (2) directors. Notification of time, place and business which may properly come before these meetings must be sent to Board members at least three (3) days before the date of these meetings.

Section 8. Board of Directors Quorum. A simple majority of the Board shall constitute a quorum.

ARTICLE VI. OFFICERS, DIRECTORS, AND DUTIES

Section 1. Duties of officers. Each officer shall perform the duties as set forth in these By Laws and in the adopted parliamentary authority.

- A. The President shall preside at all meetings of the Association and the Board of Directors; may appoint all committee chairpersons with the approval of the Board of Directors at its first meeting following the annual meeting and all committees not provided herein; be general executive officer; be authorized to sign checks; conduct correspondence; give all notices required of meetings; and be ex-officio member of all committees except the nominating committee.
- B. The Vice President shall serve as chairperson of the nominating committee; shall assist the President in the general administration of the Association; shall keep current the Policy Manual; and in the absence of the President shall preside at Board and membership meetings.
- C. The Secretary shall keep a permanent record of all proceedings of the meetings of the membership and Board of Directors; be responsible for custody of the corporate books, records and files; and perform such other duties as may be required by the President or the Board of Directors.

- D. The Treasurer shall perform all duties incident to the office, including the preparation of a budget to be presented for approval of the Board at the first Board meeting following the start of the fiscal year; keep an available record of all such financial accounts and shall provide a report to the Board quarterly and/or when requested; maintain an official list of members; perform such other duties as may be required by the President and the Board of Directors.
- E. An annual budget of estimated income and expenditures as prepared by the Treasurer shall be approved by the Board of Directors at the first Board meeting following the start of the fiscal year. No expenses shall be incurred in excess of total budgeted amount without approval of the Board of Directors.
- F. Annual audits as requested by the President and/ or the Board of Directors will be conducted by a qualified appointee within 90 days of the close of the fiscal year.
- G. Signatories. Any one (1) of three (3) currently serving Board of Directors designated by the Treasurer may sign checks up to \$10,000. Checks over \$10,000 will require two (2) signatures.

Section 2. Duties of the Directors. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association, except those specified, granted or reserved to the members by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Directors.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominating committee. The nominating committee shall be composed of five (5) members: the Vice President as chairperson, the immediate Past President, and three (3) members selected from the general membership.

Section 2. The slate. The nominating committee shall nominate at least one (1) candidate for each eligible Board position. The slate shall be sent to the membership no later than one month prior to the election.

Section 3. Election. Elections shall be by ballot at the annual meeting, unless there is but one (1) nominee for each office; then election may be by voice. A simple majority of the Board of Directors and ten (10) regular members in good standing shall constitute a quorum.

ARTICLE VIII. INDEMNIFICATION, NONLIABILITY AND COMPENSATION OF BOARD OF DIRECTORS

Section 1. Non liability. To the fullest extent permitted by current Arkansas nonprofit laws, no member of the Board of Directors shall incur any personal liability for any act or omission, including breach of fiduciary duty, made or committed while serving as a member of the Board.

Section 2. Indemnification. To the fullest extent permitted by current Arkansas nonprofit laws, the Association shall indemnify its Officers and Directors against any liability incurred in any proceeding brought against them by reason of their acts, services or status for or on behalf of the Association. Such indemnification shall include all legal fees, costs and expenses reasonably incurred in defense of such a proceeding, but only if the Association is first afforded the opportunity and declines to provide such a defense at its expense.

Section 3. Compensation. The members of the Board of Directors shall not receive any remuneration for their services as Board members unless approved by the Board.

ARTICLE IX. COMMITTEES

The Board shall have the power to appoint such additional committees and their chairs as may be required to fulfill the goals of the Association, except as otherwise provided by these Bylaws. Committee members will be expected to serve a minimum one-year term.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the proceedings of HSVCPAAA in all cases to which it is applicable and in which it is not inconsistent with these Bylaws and any special rules of order that the Association may adopt.

ARTICLE XI. AMENDMENT

These Bylaws may be amended or revised by the Board of Directors at any regular or special meeting of the Board of Directors by a simple majority, provided written notice shall have been sent to each Board member at least fourteen (14) days in advance of the meeting.

ARTICLE XII. DISSOLUTION

In the event the Association is dissolved, all funds and/or assets shall be relinquished to the Hot Springs Village Police Department.

ARTICLE XIII. HONORARY MEMBERSHIP

Honorary Life Membership may be granted upon majority vote of the Board of Directors and HSV Police Chief to person or persons who have made significant contributions to HSVCPAAA. Honorary Members do not pay annual dues, cannot vote nor run for a Board position but have all the privileges as a member.

Amended and approved February 13, 2020 by the Board of Directors and recorded in the meeting minutes.

S/S Nancy Patton
Nancy Patton, Secretary