

# LITTLETON POLICE CITIZEN ACADEMY ALUMNI ASSOCIATION BYLAWS

Revised: August 2018

## ARTICLE I. NAME

The name of this organization shall be the Littleton Police Citizen Academy Alumni Association (LPCAAA), herein after known as the LPCAAA, a nonprofit organization, under Section 501 (c) (3) of the Internal Revenue Code.

## ARTICLE II. MISSION

LPCAAA's mission is to assist the Littleton Police Department in making our community a safer and better place to live.

## ARTICLE III. MEMBERSHIP

**Section 1. Classes of Members.** There shall be two classes of members, regular and *ex officio*.

- A. To qualify for regular membership an individual shall have completed the Citizen Academy class and must apply for membership in the LPCAAA. Applicants must meet all requirements set forth in LPCAAA policies.
- B. The Chief of Police of the Littleton Police Department (LPD) will be designated an *ex officio* member of the LPCAAA. At its discretion, the Board of Directors may designate other members of the LPD, who are in good standing, as *ex officio* members. *Ex officio* members shall be entitled to all the privileges of regular membership except those of voting and of holding elective office.
- C. Absentee and Proxy voting are not permitted.

**Section 2. Termination, Expulsion or Suspension.** The Board may suspend or expel a member for any conduct or action, which is embarrassing, misrepresentative or disruptive to the LPCAAA or to the Littleton Police Department. Membership will be forfeited after notice of nonpayment of the minimum yearly dues set by the Board of Directors.

**Section 3. Limitations on Use of Membership Lists.** Unless consent is given by the Board of Directors, the LPCAAA membership list is to be utilized by Board members only and restricted for use related to LPCAAA interests.

## ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

**Section 1. Regular Meetings.** Regular meetings shall be held no less than six (6) times per year on the fourth Monday of the month at a time and place determined by the Board of Directors.

**Section 2. Annual Meeting.** The October regular meeting shall be designated the annual meeting and shall be for the purpose of electing Officers, Directors and for the transaction of any other business which may come before the membership.

**Section 3. 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 4. Meeting Notice.** Notice of regular and special meetings may be by electronic means unless otherwise requested by the member.

**Section 5. Quorum.** Four (4) members 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, President-elect, Secretary, Treasurer, Director of Media, Director of Membership, Director of Programs/Training, Director of Volunteer Services, and the Registered Agent shall compose the Board of Directors.

**Section 3. Eligibility.** Spouses and first generation relatives may not serve on the Board at the same time.

**Section 4. Election and Term of Office.** The Officers of the LPCAAA shall be elected at the annual membership meeting.

- A. The President and President-elect shall serve for a term of one (1) year or until their successors are elected and have assumed office.
- B. The Secretary and Treasurer shall serve a term of two (2) years or until their successors are elected and have assumed office. There are no term limits for these positions; at the end of their two-year term, the Secretary and Treasurer may seek election for additional terms.
- C. Directors shall serve a term of two (2) years or until their successors are elected and have assumed office. There are no term limits for these positions; At the end of their two-year term, the Directors may seek election for additional terms.

- D. The Secretary and two (2) Directors shall be elected in odd numbered years. The Treasurer and the other two (2) Directors shall be elected in even numbered years. The Registered Agent's term is unlimited.
- E. Officers and Directors shall assume office on January 1.
- F. Any part of a term in excess of six (6) months shall be considered a full term.
- G. No individual shall hold more than one elected office at a time except as defined in Section 5.

**Section 5. Vacancy in Office.** In the case of a vacancy in the office of President, the President-elect shall become President. A vacancy in the office of President-elect shall be filled by a special election of the membership. In the case of a vacancy of another Board position, the remaining Board may elect by majority vote a successor, even if less than a quorum, to complete the unexpired term of office.

**Section 6. Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly on the fourth Thursday of the month.

**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 the Board members at least three (3) days before the date of these meetings.

**Section 8. Electronic Meetings.** The Board of Directors may meet and take action by any agreed-upon electronic means. The Secretary or designee shall record discussions during the meeting and any votes that are taken.

**Section 9. Quorum.** Five (5) members of the Board shall constitute a quorum.

## **ARTICLE VI. OFFICERS' AND DIRECTORS' DUTIES**

**Section 1. Duties of Officers.** Each Officer shall perform the duties as set forth in these Bylaws, the Policy Manual and in the adopted parliamentary authority.

Full descriptions of specific officer duties are outlined in the official Board Job Descriptions.

- A. The President shall preside at all meetings of the LPCAAA and the Board of Directors; may appoint all committee chairmen with the approval of the Board of Directors and authorize 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 President-elect shall serve as President the year following the term of office as President-elect. The President-elect shall serve as chairman of the Nominating Committee; shall assist the President in the general administration of the LPCAAA; 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 the 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 a record of all such financial accounts and shall provide a report to the Board of Directors quarterly or when requested; maintain an official list of members; perform such other duties as may be required by the President or the Board of Directors.

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

Full descriptions of specific director duties are outlined in the official Board Job Descriptions.

- A. The Board of Directors shall set the amount of the annual dues required for regular members.
- B. The Director of Media shall assemble and distribute the LPCAAA newsletter and maintain the LPCAAA website. The content may be approved by the President.
- C. The Director of Membership shall assume primary responsibility for membership development and retention, providing a consistent Board contact for general information and areas of concerns or questions.
- D. The Director of Programs/Training shall arrange programs and training for the membership meetings.
- E. The Director of Volunteer Services shall coordinate all volunteer activities with the Littleton Police Department and the City of Littleton.
- F. The Registered Agent shall maintain the renewal of the Annual Report with the Secretary of State.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.** The Nominating Committee shall be composed of five (5) members: the President-elect as chairman, the Director of Membership, one (1) member from the Board of Directors and two (2) members selected from the general membership.

**Section 2. The Slate.** The Nominating Committee shall nominate at least one (1) candidate for each Officer and Director position.

**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 majority vote elects.

## **ARTICLE VIII. INDEMNIFICATION, NONLIABILITY, INSURANCE AND COMPENSATION OF BOARD OF DIRECTORS**

**Section 1. Nonliability.** To the fullest extent permitted by the current Colorado Nonprofit Corporation Act, 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 the current Colorado Nonprofit Corporation Act, the LPCAAA shall indemnify its Officers, Directors and duly authorized agents against any liability incurred in any proceeding brought against them by reason of their acts, services or status for or on behalf of the LPCAAA. Such indemnification shall include all legal fees, costs and expenses reasonably incurred in defense of such a proceeding, but only if the LPCAAA is first afforded the opportunity and declines to provide such a defense at its expense.

**Section 3. Insurance.** The Board of Directors may exercise the LPCAAA's power to purchase and maintain insurance on behalf of the Board of Directors, past or present, against any liability asserted against the Board, a Director or Officer and occurring during the term of the person(s).

**Section 4. Compensation.** The members of the Board of Directors shall not receive any remuneration for their services as a Board member.

## **ARTICLE IX. COMMITTEES**

The President shall have the power to appoint such additional committees and their chairs as may be required to fulfill the goals of the LPCAAA, except as otherwise provided by these Bylaws.

## **ARTICLE X. FINANCE**

**Section 1. Fiscal Year.** The fiscal year of the LPCAAA shall be from November 1 to October 31.

**Section 2. Budget.** An annual budget of estimated income and expenditures as prepared by the Treasurer should 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.

**Section 3. Audit.** The financial accounts of the LPCAAA shall be reviewed annually by the Board of Directors.

**ARTICLE XI. NONDISCRIMINATION**

The LPCAAA shall not discriminate on the basis of race, color, religion (creed), gender, gender identification, age, national origin (ancestry), disability, marital status, sexual orientation or military status in any of its activities, elections, hirings or operations.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of LPCAAA 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 LPCAAA may adopt.

**ARTICLE XIII. 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 two-thirds vote, provided written notice or electronic communication shall have been sent to each Board member at least five (5) days in advance of the meeting.

Adopted: November 25, 2000

Revised: 08/05/2010

Last Amended: 07/05/2017

**Signature Page for the Bylaws of Littleton Police Citizens Academy Alumni Association.**

**Kay S Thacker, President** \_\_\_\_\_

**Jim McNamee,  
President-Elect** \_\_\_\_\_

**Sue Otto, Treasurer** \_\_\_\_\_

**Pam Hubbard, Secretary** \_\_\_\_\_

**Joyce Cunningham,  
Director of Media**

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**Karen Wojdyla,  
Director of Membership**

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**Laurie Denhalter,  
Director of Programs/Training**

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**Joe Hanson,  
Director of Volunteer Services**

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**Woody Laughlin, Registered Agent**

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