

# **Minutes of the General Membership Meeting of the National Police Canine Association**

**Fort Meyers, FL October 8, 2012**

## **Attendance:**

Officers in attendance: President Terry Anderson, Treasurer Mark Green, Secretary Joe Caponetto, West Coast Regional Director Elliot Zibli, North West Regional Director Bill Delay, South West Regional Director Tim Norton, South Central Regional Director Danny Valdez, North East Regional Director Mark Tobin, South East Regional Director Fred Janke. Also present: Administrative Assistant Katy Farnsworth and Recruiter Rich Maiocco.

Meeting was called to order at 1153 hours.

## **Presidents Report, Terry Anderson.**

President Anderson welcomed the attendees to the meeting and introduced the Board (Listed above).

## **Secretary's Report, Joe Caponetto**

Positions up for election in 2012: President, Treasurer, South Central Regional Director, South East Regional Director and the North Central Regional Director.

Nominated for office:

President, Terry Anderson  
Treasurer, Mark Green  
South Central Regional Director, Danny Valdez  
South East Regional Director, Fred Janke  
North Central Regional Director, Ryan Sumner

All officers ran unopposed and were elected by the general membership.

A presentation and discussion regarding a change in the bylaws to allow electronic voting (email) was conducted. See attached bylaw change.

Motion: To accept the change in bylaws to allow electronic voting. Bill Delay 1<sup>st</sup>, Danny Valdez 2<sup>nd</sup>. Motion passed.

## **Treasurers Report, Mark Green**

Main Checking: \$54,817.43

(Includes Phoenix PD and Beaumont PD seminar monies)

-\$4,257.28 Phoenix

-\$6,975.21 Beaumont

\$43,584.94 in main checking.

Seminar Account: \$14,033.28

Certificate of Deposit: \$11,558.55

## **Regional Directors Reports**

All Regional Directors gave a verbal report for their area, this was the same report given at the Executive Board Meeting on the prior Sunday. See attachments to the Executive Board minutes.

Motion: Approve all reports. Bill Delay 1<sup>st</sup>, Mark Tobin 2<sup>nd</sup>, motion passed.

## **Awards, Bill Delay and Terry Anderson**

Officer Dave Edwards and K9 Berry of the Kansas City, MO Police Department was presented with a plaque for the 2011 Patrol Case of the Year.

Officer Mark Douglas and K9 Cobra of the Commerce City Police Department, Honorable Mention 2011 Patrol Case of the Year.

Sgt. Tom "Chief" Taylor and K9 Benny of the Hawley, MN Police Department was presented with a plaque for the 2011 Detection Case of the Year.

Inv. Tom Hayes and K9 Boo of the Lakewood, CO Police Department, Honorable Mention 2011 Detection Case of the Year.

Please remember to submit cases to your Regional Directors for awards, you could win a trip to the NPCA Nationals.

Year to date, 17 cases have been nominated for Quarterly Awards.

Motion: To adjourn the meeting, Danny Valdez 1<sup>st</sup>, Mark Tobin 2<sup>nd</sup>, motion passed, meeting adjourn d at 1244 hours.

Submitted by,

A handwritten signature in black ink that reads "Joseph M. Caponetto". The signature is written in a cursive style with a large initial "J" and "C".

Joseph M. Caponetto  
NPCA Secretary  
Kansas City, MO Police Department

To: Terry Anderson

Cc: Diana Hoover

From: Kelcy Mueller

Date: Thursday, June 14, 2012

Re: Electronic Voting for Members of the National Police Canine Association, Inc.

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The National Police Canine Association, Inc. (“NPCA”) wishes to implement an electronic voting procedure for the election of board members (regional directors and officers) in order to increase member participation and reduce the costs associated with voting by paper ballot. This memo will explain the steps NPCA should take to implement an electronic voting procedure.

#### **PROPOSED ACTION**

Implementing an electronic voting procedure requires that (i) an electronic voting procedure be developed that complies with the Florida Nonprofit Corporations Act,<sup>1</sup> (ii) amendments be made to NPCA’s By-Laws, and (iii) members approve of the amendments to the By-Laws.

#### **i. Electronic Voting Procedure Requirements**

To comply with Florida law, NPCA’s electronic voting procedure must provide (a) a means to verify that the person submitting an electronic ballot is a member entitled to vote, (b) that the members entitled to vote have a reasonable opportunity to review the election materials and submit the electronic ballot, and (c) that NPCA maintains a record of the members’ votes made by electronic ballot. *See* FLA. STAT. § 617.0721(3) (2011).

Upon collecting the members’ e-mail addresses from the annual membership form, an electronic mailing list should be created that contains a list of the members, their e-mail addresses, their class of membership, and their designated region. The electronic mailing list must be used to ensure that the members entitled to vote by the By-Laws receive the election e-mail. The electronic mailing list must also be used to verify that an e-mail address from which a completed election ballot is returned is that of a member entitled to vote.

The election e-mail containing the electronic ballot should state the reason for the e-mail and provide a timeline for review. The timeline must provide the date by which ballots are to be returned to the elections committee, if applicable, or Secretary. A biography of each candidate and the electronic voting procedures should be attached to the e-mail. The By-Laws, without amendments, give members approximately thirty days to return their paper ballots. If this timeline has been effective in the past, it should continue to provide the members a reasonable opportunity to consider the election materials before submitting their electronic ballots. The

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<sup>1</sup> NPCA’s By-Laws are governed by the Florida Nonprofit Corporation Act. NPCA By-Laws § 11.01.

electronic voting procedures attachment can contain the same language as what is in the amended By-Laws. As a precautionary measure, NPCA may wish to send a reminder e-mail on the last day the ballots can be submitted.

NPCA's elections committee, if applicable, or Secretary must maintain a record of the members' votes made by electronic ballot. NPCA should create one e-mail account to be used only for election proceedings. The exclusive election e-mail account will provide the Secretary with a less cluttered record of nomination and election proceedings and prevent confusion among members. The person responsible for maintaining the election records must have access to the election e-mail account, the electronic mailing list, and the e-mail ballots. The electronic voting records should be kept in the same manner as the paper ballots have been maintained in the past.

## **ii. Proposed Amendments**

The following are recommended amendments to be made to the By-Laws. The timelines provided are based on the current By-Laws and consideration for providing members entitled to vote a reasonable opportunity to review the election materials and submit their electronic ballots.

### **ARTICLE V DIRECTORS**

- **Section 5.05 Election, Designation and Term of Office:**
  - (a) Regional directors shall be elected by the regular (K-9) and associate members that are in good standing within the designated region.
  - (b) Regional directors must reside in the designated region from which they are elected.
  - (c) The nomination and election of regional directors shall proceed as set forth in Article VIII.
  - (d) Any regional director may seek to be an officer of the corporation provided the requirements of the By-Laws are met.

### **ARTICLE VII OFFICERS**

- **Section 7.02 Election, Designation and Term of Office:**
  - (a) All officers, except those appointed pursuant to Section 7.03, shall be elected by the regular (K-9) and associate members that are in good standing.
  - (b) The election of officers, except those appointed pursuant to Section 7.03, shall proceed as set forth in Article VIII.
- **Section 7.09 Secretary:**
  - (a) [no changes]
  - (b) Election Records:
    - a. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a record of all members, their e-mail addresses, their class of membership, their designated region, and nomination and election records. The election records shall include the correspondence sent to and received from the members related to the election and the electronic ballots.

b. The secretary shall establish, if not already in existence, and maintain an e-mail account to be used strictly for board member nomination and election proceedings.

(c) ~~(b)~~ [no changes to text]

## ARTICLE VIII ELECTION OF OFFICERS AND DIRECTORS

- **Section 8.01 Nomination of Directors:**

(a) A regular or associate member, in good standing, may nominate a candidate for regional director for his or her region no later than sixty (60) days prior to the annual meeting.

(b) A nomination must be accepted by the nominee within ten (10) days of receiving the nomination. To be eligible for office, the nominee shall accept the nomination in writing (electronically or by paper) to the chairman of the election committee, if applicable, or the secretary.

- **Section 8.03 Nomination of Officers:**

(a) A regular or associate member, in good standing, may nominate an officer at the annual meeting.

(b) A nomination must be accepted by the nominee within ten (10) days of receiving the nomination. To be eligible for office, the nominee shall accept the nomination in writing (electronically or by paper) to the chairman of the election committee, if applicable, or the secretary.

- **Section 8.04 Election of Directors and Officers:**

(a) The secretary shall establish, if not already in existence, and maintain an e-mail account and address book to be used strictly for board member nomination and election proceedings.

i. The address book shall contain a record of all members, their e-mail addresses, their class of membership, and their designated region.

(b) Election of Directors

i. Each regional director shall be elected to a term of service to last two (2) years.

A. The regional directors from the North Central, South Central and South East Regions shall be nominated and elected in the even numbered years and take office on January 1 of the odd numbered years.

B. The regional directors from the North East, South West, West Coast, and North West regions shall be nominated and elected in the odd number years and take office on January 1 of the even numbered years.

i. Regional directors are to be elected by electronic ballot by the regular (K-9) and associate members that are in good standing within the designated region.

- C. No later than forty-five (45) days prior to the annual meeting of the membership, electronic ballots will be sent to the last known e-mail address of each member entitled to vote. A biography of each candidate and the electronic voting procedures outlined in these By-Laws shall be attached to the electronic ballot e-mail.
  - D. Each member entitled to vote must send the e-mail vote to the election e-mail address no later than the fifteenth (15th) day before the annual meeting. Each member entitled to vote may cast only one vote for each available position.
  - E. The elections committee, if applicable, or the board shall tally the votes. The elected candidates shall be determined by those receiving the highest number of votes. The results of the election shall be announced at the annual meeting. A written record of the votes shall be recorded in the minutes of the meeting.
- ii. Section 8.05 of these by-laws shall apply to the election of regional directors.
- (c) Election of Officers
- i. Each regional director shall be elected to a term of service to last two (2) years.
    - A. The president and treasurer (chief financial officer) shall be nominated and elected in the even numbered years and take office on January 1 of the odd numbered years.
    - B. The secretary shall be nominated and elected in the odd number years and take office on January 1 of the even numbered years.
  - ii. Officers are to be elected by electronic ballot by the regular (K-9) and associate members that are in good standing.
    - A. No earlier than ten (10) days and no later than fifteen (15) days after the annual meeting of the membership, electronic ballots shall be sent to the last known e-mail address of each member entitled to vote. A biography of each candidate and the electronic voting procedures outlined in these By-Laws shall be attached to the electronic ballot e-mail.
    - B. Each member entitled to vote must send the e-mail vote to the election e-mail address no later than forty-five (45) days after the annual meeting. Each member entitled to vote may cast only one vote for each available position.
    - C. The elections committee, if applicable, or the board shall tally the votes. A written record of the votes shall be recorded by the secretary. The elected candidates shall be determined by those receiving the highest number of votes.

D. The results of the election shall be announced by e-mail and on the NPCA website no later than sixty (60) days after the annual meeting.

iii. Section 8.05 of these by-laws shall apply to the election of officers.

- **Section 8.05 Certification of Elections:**

- (a) The elections committee, if applicable, or the board shall be responsible to count all ballots returned within the time prescribed by these by-laws, and shall certify each election.

**iii. Member Approval of the Amendments**

Adoption of an electronic voting procedure must be approved by the members at the annual meeting of members. NPCA By-Laws § 12.01. The By-Laws do not provide what the quorum or majority voting requirements are in order to amend the By-Laws. *Id.* Using Article V: Directors as guidance, quorum will be satisfied if a majority of the board members are present at the annual meeting. *Id.* § 5.09. The amendments to the By-Laws are approved if a majority of the members present at the annual meeting vote in favor of them. *Id.*