

**Bylaws of the Wichita Falls
Citizen Police Academy Association
A Non-Profit Corporation**

**ARTICLE I
OFFICERS AND ORGANIZATION**

Section 1.1 **Principal Office.** The principal office of the Association is in the State of Texas and shall be in the City of Wichita Falls, Wichita County, Texas. The Association may have such other offices, within the State of Texas, as the Board of Directors may require.

Section 1.2 **Registered Office and Agent.** The Association shall have and continuously maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Association Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

Section 1.3 **Purposes.** The purpose or purposes for which the Association was formed is to bring together graduates of the *Wichita Falls Citizen Police Academy* to enhance the relations between the community and the Wichita Falls Police Department. The official Statement of Purpose or Mission Statement is: *The Wichita Falls Citizen Police Academy Association is a non-profit organization formed to bring together the graduates of the Citizen Police Academy and to enhance the relations between the community and the Police Department. Our mission is to provide assistance through volunteerism and community activities which partner with and support the objectives of the Wichita Falls Police Department.* This organization shall not directly, or indirectly, participate or intervene, in anyway, including publication or distribution of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 1.4 **Non-Intervention Policy.** The Association is a non-intervention Association. Members are not commissioned officers of any law enforcement agency nor are they to represent themselves as such (unless coincidental). The policy of the Association regarding law enforcement activities is to observe and report any offense to the appropriate law enforcement agency with jurisdiction over the offense. Any such action taken by a member shall be construed as an unofficial act of the Association or any law enforcement agency. Each member, by completion of their membership application, agrees to indemnify, release, and hold harmless, the City of Wichita Falls, Texas, its elected and appointed officials, the Wichita Falls Police and Sheriff's Department and their officers, and the Association, its directors, officers and members for any results of any action taken on their own initiative.

Section 1.5 **Weapons.** Further, it is the policy of this Association that no individual shall carry on their person any firearm to any event of the Association unless they are a certified peace

officer or are in possession of a Concealed Handgun License. Any individual found in violation of this policy shall be immediately expelled from the Association, with no right to appeal.

ARTICLE II

MEMBERSHIP

Section 2.1 **Full Membership.** Full membership shall be available to any person who graduates from the *Wichita Falls Citizen Police Academy*, upon completion of the application and payment of dues.

Section 2.1.1 Family Membership. Family membership shall be available to any family member of a graduate who, themselves, have not attended and graduated from the *Wichita Falls Citizen Police Academy*. This membership shall enjoy all privileges except voting.

Section 2.2 **Associate Membership.** Associate membership shall be available to any registered non-graduate of the *Wichita Falls Citizen Police Academy*. These persons shall have all privileges except eligibility to hold office or vote. Upon graduation from the Academy, this person may pay their respective dues and be granted Full Membership status.

Section 2.3 **Business Membership.** Business Membership shall be available to any registered business of the city of Wichita Falls, Texas. This membership shall not have any voting privileges.

Section 2.4 **Honorary Membership.** Honorary Membership shall be open to any person nominated by the Board of Directors and approved by a majority affirmative vote of the members present, at a regular or special meeting of the General Membership. This membership shall enjoy all privileges except voting.

Section 2.5 **Denial of Membership.** No person shall be denied membership in this organization because of race, religion, sex, or ethnic background.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 **General Powers.** Its Board of Directors shall manage the affairs of the Association. The Board of Directors shall elect a Chairperson to serve as the facilitator at all board meetings. The function of the Board of Directors is to approve/disapprove any activities and expenditures presented or proposed by the Officers or General Membership, to ensure the Association is operated in accordance with its charter and membership.

Section 3.2 **Number and Election.** The number of Directors shall not be fewer than seven (7). Each Director named in the Articles, shall hold office for one (1) year, until the election their successor, which shall be determined by a popular vote of a quorum of the membership present at the meeting in which the election is held. (A quorum shall be comprised of two-thirds (66.7%) of the membership present at the meeting which the election is held.) Directors shall be elected by the membership at its annual election meeting which shall be in the General Membership meeting held in the first quarter of the year, or if there is not such a meeting, the first General

Membership meeting after January 1st. Any vacancy that occurs prior to the Annual Election meeting may be filled by appointment by the President, confirmed by the remaining members of the Board of Directors. Such appointments shall be for the balance of the current year. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any Directorship filled by reason of an increase in the number of Directors shall be filled by election by a majority vote of a quorum of the membership present at the next General Membership meeting. **No officer may serve more than two (2) consecutive terms unless the office is uncontested in a general election, at which time the Board of Directors may approve one (1) additional term.**

Section 3.3 **Officers.** The Officers of the Association shall consist of a President, a Vice-President of Programs, a Vice-President of Membership, a Secretary, a Treasurer, and any other such officers as the Board of Directors appoints from time to time. The same person may hold no more than one (1) of the five (5) principal offices.

Section 3.4 **Meetings.** Regular monthly meetings of the Board of Directors shall be held without other notice than this Bylaw. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Meetings of the General Membership shall, at a minimum, be held three (3) times annually, or as determined by the Board of Directors.

Section 3.5 **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally, sent by surface mail, or delivered by electronic mail(e-mail) to each Director at his/her address as shown by the records of the Association.

Section 3.6 **Voting.** The affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any question, except where the act of a greater number is required by these Bylaws or by Statute. Each Board member shall have one (1) vote on all matters requiring approval. There shall be no absentee or proxy voting.

Section 3.7 **Tenure.** Directors in any capacity shall be eligible to serve two (2) consecutive one (1) year terms, subject to election by the Association's General Membership, but then must cease Board membership for one (1) year before being eligible for reelection to the Board of Directors. **No Officer may serve more than two (2) consecutive terms unless the office is uncontested in a general election, at which time the Board of Directors may approve one (1) additional term.**

Section 3.8 **Resignation and Removal of Directors.** Any Director or Officer may resign at any time. The resignation of a Director or Officer shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The removal for due cause of a Director from the Board shall require a two-third (2/3) majority vote of the members present of the Association's General Membership. Notice of a proposed removal shall be given to the affected Director at least seven (7) days prior to any vote

on such removal. Should a Director miss three (3) or more consecutive Board of Director meetings it shall be deemed that said Director has resigned their position.

Section 3.9 **Vacancy.** A vacancy occurring on the Board of Directors may be filled by appointment by the President and confirmed by the remaining members of the Board of Directors. Such appointment shall be for the balance of the current year. **NOTE:** The exception to this article would be if the vacancy created was that of the President, at which time the Vice-President of Programs would assume the presidential duties until such time as nominations can be made and vote of the General Membership could be taken to fill that office for the remainder of the term. Vacancies for positions with less than one (1) month remaining of their elected term would not require filling until the very next scheduled election.

Section 3.10 **Powers and Duties.** The Board of Directors shall have the control and management of the affairs and property of the Association. The Directors may delegate certain of their duties to the Officers of the Association, but such delegation shall not relieve the Board of Directors of the responsibility for any action so taken.

Section 3.11 **Advisory Committees.** The Board of Directors shall be authorized to establish one or more committees; composed of both Association members who are and who are not members of the Board of Directors, for the purpose of advising the Board of Directors.

Section 3.12 **Chairperson and Vice-Chairperson.** The President of the Association shall serve as the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed from time to time by the Board. The Vice-President of Programs shall serve as the Vice-Chairperson of the Board of Directors and, in the absence of the President, or in the event of the death, inability to serve, or refusal to act of the President, shall preside at all meetings of the Board.

Section 3.13 **No Compensation.** The Board of Directors shall not permit compensation of Directors for their services as such.

ARTICLE IV **OFFICERS**

Section 4.1 **Officers of the Corporation.** The Officers of the Corporation shall consist of a President, a Vice-President of Programs, a Vice-President of Membership, a Secretary, a Treasurer, and other such officers as the Board of Directors appoints from time to time. The same person may hold no more than one (1) of the five (5) principal offices.

Section 4.2 **President.** The President shall be the chief executive officer of the Association, subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these Bylaws. He/she shall preside at all meetings of the Association. The President will have the power to convene special meeting of the Board of Directors provided the requirement of notice is met. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time, by the Board of Directors. The President may sign, with the Secretary or any other proper Officer

of the Association so authorized by the Board of Directors, any deeds, leases, bonds, contracts, or other instrument which may lawfully be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other Officer or Agent of the Association, or where required by law to be otherwise signed and executed. The President shall only be empowered to vote on matters that result in a tie vote by the members of the Board of Directors. In the event the President cannot fulfill the term, the Vice-President of Programs shall assume the duties and responsibilities of the President until such time as nominations can be made and a vote of the General Membership can be taken to fill that office for the remainder of the term, in accordance with Article Three, Sections 3.2 and 3.9, respectively. In the absence of the Treasurer, the President shall provide the signatory purpose of that office. The President will serve as Advisor in an *ex-officio* capacity, **with full voting privileges**, on the Board of Directors for one (1) year immediately following the tenure of office. **The President shall be afforded the opportunity to attend the Annual CPA convention as the Association's representative. At a minimum, the association shall pay meals, the registration fee, lodging, and associated transportation expenses. Should the President be unable to attend, the opportunity then passes in-turn throughout the Board of Directors.**

Section 4.3 Vice-President of Programs. In the absence of the President, or in the event of a death, inability or refusal to act of the President, the Vice-President of Programs, unless otherwise determined by the Board of Directors, shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all restrictions upon the President. The Vice-President of Programs shall also serve as the Vice-Chairperson of the Board of Directors and in the event of death, inability or refusal to act of the President, the Vice-President of Programs, shall preside at all meetings of the Board of Directors. The Vice-President of Programs shall perform other such duties as may be assigned by the President or the Board of Directors. The Vice-President of Programs will be responsible for initiating programs of the Association, for reporting on Committee activities if a Chairperson is unavailable, and as stated above, may serve in the President's stead when necessary.

Section 4.4 Vice-President of Membership. The Vice-President of Membership shall:

- Be responsible for obtaining and retaining members of the Association.
- Keep a current list of all members in good standing.
- Perform other functions as the President or the Board of Directors may request from time to time.

The Vice-President of Membership may serve in the Vice-President of Program's stead when necessary.

Section 4.5 Secretary. The Secretary shall be responsible for:

- Keeping and reporting the minutes of all General Membership and Board of Director meetings, with said reports being available at the next meeting.
- Filing any certificates or reports required by Statute, state, local, or federal law.
- Submitting to the membership, as appropriate, any communications addressed to the office of Secretary and to serve notice to the members.

- Attending to all correspondence of the Association and after approval by the Board of Directors, exercise all duties incident to the office.
- Submitting minutes of all General Membership and Board of Director Meetings to the Audit Committee, as required.
- Perform other functions as the President or the Board of Directors may request from time to time.

Section 4.6 **Treasurer.** The Treasurer shall:

- Have the custody of all funds of the Association, maintaining such funds at a financial institution approved by the Board of Directors.
- Keep accurate financial records of the Association, including bank statements, paid receipts, invoices, budgets, and cancelled checks, Make disbursements as authorized by the Board of Directors and/or the General Membership. All Association expenditures will be made by debit card or check signed by authorized officers as the Board of Directors may from time to time designate.
- Make available a complete financial statement at all General Membership and Board of Director meetings and such other times as requested by the Board of Directors or Membership. At a minimum this report will contain the closing balance of the last report, all income and expenditures itemized, and a closing balance.
- Cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the State of Texas and shall be prepared and filed in a timely manner.
- Submit financial records and a copy of the annual budget to the Audit Committee as required.
- Perform other functions as the President or the Board of Directors may request from time to time.

Section 4.7 **Director of Communications.** The Director of Communications shall:

- Be responsible for the Association's communication functions, to maintain the Association's website, and to coordinate all activities with the Vice-President of Programs.
- Serve in the Vice-President of Membership's or the Director of Publications stead when necessary.
- May perform other functions as the President or the Board of Directors may request from time to time.
- **Shall serve as the Chairperson of the Telephone Committee, which shall consist of no specific number of members whose responsibility shall be to telephonically notify members when requested to do so by the Association's President.**

Section 4.8 **Director of Publications.** The Director of Publications shall:

- Be responsible for initiating the Association's newsletters and other publications as necessary and will coordinate activities with the Director of Communications. **At the minimum of once each quarter, or more often if desired by the Board of Directors,**

shall be responsible for collecting and compiling the information, type-setting and publishing, addressing, and mailing the Association's newsletter to all members.

- Serve in the Vice-President of Membership's or the Director of Communication's stead when necessary.
- May perform other functions as the President or the Board of Directors may request from time to time.

ARTICLE V

COMMITTEES

Section 5.1 Creating Committees. The Board of Directors from time to time may create one or more committees consisting of at least one (1) member of the Board of Directors and an undesignated number of volunteer members from the General Membership who are in good standing with the Association, (NOTE: The only exception to this article is with the Audit Committee, which shall be composed solely of non-Board members and consist of at least three (3) members from the General Membership who are in good standing with the Association and are appointed by the President.) The President shall be an *ex-officio* (non-voting) member of all committees.

Section 5.2 Types of Committees. Such committees created by the Board of Directors of the Association may be, but are not limited to, that of Nominating, Budget, Audit, Fundraising, Communications, or Membership.

Section 5.2.1 Association Photographer/Historian Committee. *This committee shall be responsible for taking photographs at all the Association's functions and placing them in chronological order in a scrapbook (either physical or electronic) for that particular calendar year. At least one member of this committee shall attend all classes of the current CPA and photograph "students in action." If possible, photographs of CPS's should be taken with a digital camera to facilitate the production of a Power Point presentation at the graduation of the current class. NOTE: A committee consisting of several people to perform the tasks associated with performing this function would be a good idea in order to prevent this from becoming a burden on any one person. The Committee Chairperson will not serve as a member of the Board of Directors, but will be a committee Chairperson under the Vice-President of Membership.*

Section 5.2.2 Fundraising Chairman. *The individual serving in this position shall be responsible for organizing projects to generate funds for the Association, The fundraising chairperson will not serve as a member of the Board of Directors.*

Note: {Further ideas for this position will be written by the Board of Directors and entered into this position description}

Section 5.2.3 Hospitality Committee. *This committee shall be responsible for contacting members to bring refreshments to the first night of class for CPAs and similar functions.*

Other responsibilities shall be written by the Board of Directors and entered into this position, The Chairperson of this Committee will not serve as a member of the Board of Directors.

Section 5.3 **Authority.** Each Committee shall make no binding policy, enter agreements, or exercise the authority of the Board of Directors without the **written** approval of the Board of Directors.

Section 5.4 **Committee Chairpersons.** The President shall designate and appoint, with the confirmation of the Board of Directors, one person of the said Committee to act as the Chairperson who shall govern all meetings of the Committee. The Committee Chairperson shall be expected to attend the regular meetings of the Board of Directors for the purpose of reporting on the work of their Committees, receiving direction and guidance from the Board, and seeking approval of actions proposed by their Committees, which require Board approval.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, and FUNDS

Section 6.1 **Contracts.** The Board of Directors may authorize an Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, Such authority may be in general or confined to a specific instance.

Section 6.2 **Checks and Drafts.** All checks, drafts, or other orders for payment of money issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any amount over \$500 shall require a signature from two (2) of the following elected officers: President, either Vice-President, Treasurer, or Secretary.

Section 6.3 **Deposits of Funds.** All funds of the Association shall be deposited within three (3) business days of receipt, to the credit of the Association, in such Bank, Trust Company, Credit Union, or other depository as the Board of Directors may select.

Section 6.4 **Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Association.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1 **Permanent Records.** The Association shall keep as permanent records minutes of all meetings of its Board of Directors, and Committees having the authority of the Board of Directors, with a place and time of holding, whether regular or special (and if special, how authorized), the notice given, the names of those present at the Directors' or Committees' meeting, and the proceedings thereof.

Section 7.2 **Form of Records.** The Association shall maintain its records in written form in addition to, if decided by the Board of Directors, in another form capable of conversion into written form within a reasonable time.

Section 7.3 **Types of Records.** The Association shall keep a copy of the following records at its Principal Office: (i) Articles of Incorporation and all amendments to them, (ii) Bylaws or restated Bylaws and all amendments to them currently in effect, (iii) a list of names of businesses or home addresses of its current Directors and Officers; and (iv) its most recent Form 990 delivered to the Internal Revenue Service.

Section 7.4 **Inspection of Records.** The minutes and records described above shall be made available for inspection by current Directors of the Association during normal business hours. In addition, to the extent required by applicable law, the Association shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the Association; and, (ii) the annual returns filed with the Internal Revenue Service for the three (3) most recent years (to the extent the Association is required to file such returns); provided, that the names and addresses of contributors to the Association may be kept confidential.

Section 7.5 **Annual Review.** The Treasurer’s books and records shall be examined annually, in January, by a committee of three (3) or more members of the Association appointed by the President. This committee shall bear the name of the Audit Committee and shall have no members of the Board of Directors on that Committee.

ARTICLE VIII **FISCAL YEAR**

Section 8.1 The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE IX **SEAL**

Section 9.1 The Board of Directors may provide a corporate seal, which shall have inscribed thereon the name of the Association and the words “*Wichita Falls Citizen Police Academy Association.*” The Board of Directors may adopt, use, and thereafter alter the corporate seal. **The corporate seal of the Wichita Falls Citizen Police Academy Association is:**



Upon approval of the Board of Directors, the seal/logo may be inscribed, embroidered, or applied to stationary or clothing, as desired.

ARTICLE X **WAIVER OF NOTICE**

Section 10.1 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, The Articles of Incorporation, or The Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI **AMENDMENTS TO BYLAWS**

Section 11.1 **Required Vote.** A majority vote of a quorum of the General Membership present at any business meeting or at any special meeting called for the purpose, shall be required to alter, amend, or repeal these Bylaws and for new Bylaws to be adopted and added.

Section 11.2 **Notice.** At least two (2) weeks' notice, in writing and/or e-mail, shall be given to all members in good standing of an intention to alter, amend, or repeal these Bylaws. The notice must state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XII **POLICIES**

Section 12.1 **Fundraising.** Operational and charitable fundraising activities may be suggested by any Association member and recommended and approved by a majority vote of the Board of Directors.

Section 12.2 **Prohibited Activity.**

- (a) The Association prohibits the carrying of firearms by persons other than duly commissioned peace officers or those who possess a Concealed Carry Permit, during Association functions, with the exception of weapons skill competitions approved by the Board of Directors.
- (b) The Association shall not engage in political activities. Political activity is defined, for purposes of these Bylaws, as actively promoting or campaigning as a group, or as an individual appearing to represent the Association for or against any issue, candidate, or other matter that has been formally brought forth to the public for vote by federal, state, city, or any political subdivision thereof. **NOTE:** This provision shall not serve to restrict or encumber any member from exercising their right to promote or campaign for or against issues or candidates of their choice, with the understanding that such activity shall not be engaged in such a manner which, in anyway, implies or appears to reflect this Association's support, or lack thereof, for any such issue of candidate.

Section 12.3 **Inurement.** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its representatives, officers, directors, or other person, except that representatives or officers may be reimbursed for limited out-of-pocket expenses, with prior Board approval of the expenditure.

Section 12.4 **Director/Officer Conflict of Interest Transactions.** A conflict of interest transaction is a transaction with the Association in which a Director of the Association has a direct or indirect interest. For the purpose of the Bylaws, a Director/Officer has an indirect interest in a transaction if:

- (a) Another entity in which the Director/Officer has a material interest or in which the Director is a Director, Officer, or Trustee in a party to the transaction. A conflict of interest transaction is not voidable on the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board of Directors or a Committee of the Board if the material facts of the transaction and the Director's interest are disclosed or known to the Board or Committee of the Board; and
- (b) The Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Association. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board or Committee who have no direct or indirect interest in the transaction, but a single Director may not approve a transaction under this section. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinafter provided.

Section 12.5 **Annual Member Dues.** A member in good standing shall be a person who pays dues. Annual dues shall be \$15 per individual, \$25 per couple (where both members attended and graduated from the Academy), and \$5 for each member of the immediate family who did not attend and graduate from the Academy (Family Membership).

Section 12.5.1 **Annual Business Dues.** Annual dues for a Business Membership shall be \$100 with each paid business receiving a certificate to display in their respective place of business each year.

Section 12.5.2 **Payment of Dues.** Dues shall be payable not-later-than January 31st of each year. **NOTE: Upon approval of the Board of Directors, special arrangements for members with limited financial resources may be arranged to allow for multiple payments for the above dues structure, whereby extending the due date.** Members who join during the course of the year shall have their dues prorated for that current year.

Section 12.5.3 **Default.** Any member who has not paid their annual dues by March 31 each year shall be in default and will receive written notice of their delinquency. The Board of Directors may consider his/her membership for termination.

Section 12.5.4 **New Graduates.** Dues for any new member graduating mid-year shall be 50% of the annual dues. Any new member graduating after November 1st will not be assessed dues for the remainder of that year, but their dues shall become due January 31st of the year following.

ARTICLE XIII **CONDUCT and DISCIPLINARY ACTIONS**

Section 13.1 **Expulsion.** Any member may be expelled from the Association for failure to perform the duties of his/her office, for illegal and/or immoral conduct (conduct that is considered to be damaging to the Association or the Wichita Falls Police Department), as it may be interpreted as a reflection of behavior of the Association, and would be deemed in violation of Article I, Section 1.3.

Section 13.1.1 All accusations of failure to perform duties or illegal and/or immoral conduct must be presented to the Board of Directors in writing. The Board will, at the next regular board meeting, examine and discuss the charges for non-compliance with the Bylaws, and after a majority affirmative vote of the Board members present, will notify the accused officer/member in writing, and place the charges on the agenda of the next General Membership meeting.

Section 13.1.2 The officer/member will be expelled from the Association by a majority affirmative vote of the members present at the next General Membership meeting

Section 13.2 **Appeal.** Any officer or member who has been expelled has the right to an appeal within ninety (90) days in writing, to the General Membership, for a hearing at the next General Membership meeting. The written appeal must be presented to the Board of Directors at least thirty (30) days prior to the hearing. The expelled officer or member will bring all the facts to the attention of the members present. The Board of Directors will also present all evidence pertaining to the expelled member's conduct.

Section 13.2.1 A majority affirmative vote of the members present at the hearing will be considered final.

ARTICLE XIV **PROHIBITED ACTIVITIES**

Section 14.1 Anything contained in these Bylaws to the contrary notwithstanding, the Association shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by:

- (a) As an Association exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code, as amended, or any corresponding section of any subsequent tax code, or
- (b) As an Association, contribution to which are deductible under Section 170(C)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code, or
- (c) As an Association, organized and existing under the Texas Non-Profit Corporation Act.

Section 14.2 **Loans or Guarantees.** The Association may not lend money to or guarantee the obligation of a Director, Officer, or member of the Association, but the fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

ARTICLE XV **LIAISON**

Section 15.1 The Wichita Falls Police Department's *Citizen Police Academy Liaison* shall act as a liaison between the Association and the WFPD, reporting activities and progress to interested parties within the WFPD and providing assistance (suggesting speakers, contacts, departmental resources, etc.), to the Association. The Liaison is invited to attend all meetings and to serve on any committee, but is not eligible for regular membership. In case of the Liaison's absence, a representative from within the WFPD may be appointed.

ARTICLE XVI **GENERAL MEMBERSHIP MEETINGS**

Section 16.1 **Meeting Frequency.** In accordance with Section 3.4 of these Bylaws, meetings of the General Membership shall be held, at a minimum, three times annually. The Board of Directors shall determine the time, place, and length of the meeting.

Section 16.2 **Special General Membership Meetings.** Special General Membership meetings may be called by the President, provided ten (10) day notice of said meeting is given utilizing either telephone, surface mail, or electronic (e-mail) communication.

Section 16.3 **Voting.** Each full member of the Association present and in good standing shall have one (1) vote in matters brought before the General Membership for consideration or action. All votes shall generally be cast by secret ballot; however, the President may call for a "show of hands" vote on any issue as a matter of expediency. There shall be no absentee or proxy voting permitted.

Section 16.4 **Governance.** The Association shall be governed by common accord. Any disputes arising in any meeting or regarding any action or lack thereof shall be handled in accordance with *Robert's Rules of Order, Newly Revised*.

ARTICLE XVII **DISSOLUTION**

Section 17.1 In the event this organization is dissolved without prior termination or disposition of funds, the remaining funds and assets, after payment of any indebtedness, shall be given to a charitable organization as recommended by the Wichita Falls Police Department.

