

**BYLAWS of the
VIRGINIA ASSOCIATION OF CHIEFS OF POLICE AND FOUNDATION, INC.**

ARTICLE I

Name and Term of Association

The name of the organization shall be the Virginia Association of Chiefs of Police and Foundation, Inc., and the term of the Association shall be perpetual. The Association also shall do business as "Virginia Association of Chiefs of Police" and "VACP". The principal offices of the Association shall be located in Henrico County, Virginia.

ARTICLE II

Purpose

Section 1. The purpose of the Virginia Association of Chiefs of Police and Foundation, Inc. shall be to promote the professional development of all executive and management personnel within duly constituted law enforcement agencies in the Commonwealth of Virginia; to encourage close cooperation of all law enforcement agencies in the prevention of crime, detection of crime and the apprehension of those responsible for the commission of crimes; to promote the highest standards of the police profession through selection and training of law enforcement officers and generally pledge and strive for the highest degree of respect for law and order throughout the Commonwealth of Virginia.

Section 2. The assets of the Association shall at all times be dedicated to the purposes set out above. All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation or other legal requirements and applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual, association or corporation.

Section 3. The Association is a Virginia nonstock corporation as defined and provided for in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and it shall be a qualified charitable and educational organization as defined under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

Bylaws and Changes to the Bylaws

Section 1. The Association shall establish bylaws to govern the activities of the Association, the Executive Board and the Association staff. The bylaws shall at all times be consistent with the direction and purpose of the Association.

Section 2. Amendments to the bylaws of the Association must be presented for approval to the Association membership. Bylaws amendments must be approved by a simple

majority of the active members present at either the midyear or annual meeting of the Association.

Section 3. In the event of an emergency, the Executive Board of the Association may amend the bylaws. Such amendments must be ratified or rescinded by a majority vote of the Association at the next scheduled meeting.

ARTICLE IV

Dissolution

Upon the dissolution of the Virginia Association of Chiefs of Police and Foundation, Inc., the Executive Board shall, after paying or making provision for the payments of all of the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purpose of the Organization in such manner, or to such organization or organizations organized and operated exclusively as a professional organization under section 5021(c) of the Internal Revenue Code of 1954 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue Law), as the Executive Board shall determine.

ARTICLE V

Membership

Section 1. Membership in the Virginia Association of Chiefs of Police and Foundation, Inc. shall consist of three classes: Active, Associate, and Senior.

Section 2. ACTIVE memberships shall consist only of those persons who are actively engaged as chief law enforcement executive of law enforcement agencies which are authorized to operate in accordance with the laws of the Commonwealth of Virginia as well as executive and/or administrative officers with responsibility of at least bureau or division commanders or similar status as designated by the chief law enforcement executive of such agencies.

Section 3. SENIOR memberships shall consist of those persons who, upon retirement from the law enforcement profession, wish to remain active in the Association. Upon regular payments of dues of an amount to be determined by the Executive Board, such members shall be entitled to all privileges and benefits of the Association including retention on the Association mailing list. They shall not be entitled to vote, nor hold any active office and shall not be counted at any time in determining a quorum or majority for any purpose.

Section 4. HONORARY memberships which were awarded prior to February 19, 2004 shall be retained in the Association. Honorary members shall not be entitled to vote, nor hold any active office and shall not be counted at any time in determining a quorum or majority for any purpose.

Section 5. ASSOCIATE memberships shall include those persons involved in law enforcement or law enforcement related occupations, or individuals sincerely interested in

the advancement of the law enforcement profession, but not eligible for Active membership as provided in Article V, Section 2. Associate members shall be permitted to attend the Midyear and Annual Meetings, and participate in discussions, but shall have no vote, shall not be eligible to hold office in the Association, and shall not be counted at any time in determining a quorum or majority for any purpose.

Section 6. Each application for membership shall be made in writing on an application form provided by the Association, and shall contain such information as prescribed by the Executive Board. The application shall be presented by the Executive Director to the Executive Board, which shall approve or reject the application.

Section 7. The dues of the Association shall be determined by the Executive Board and shall be paid annually.

Section 8. A member of the Association shall be considered suspended from membership for failure to pay annual dues in a timely manner. Upon the elimination of the cause of suspension, the suspended member may be reinstated by the Executive Board.

Section 9. Actions against members. The Executive Board may censure, suspend, or expel any member for cause, provided that notice of the proposed action and reasons therefore be mailed or given said member ten days in advance of the action. The member shall have an opportunity within ten days after receiving notice to answer the charges in writing directed to the Executive Director, for consideration by the Executive Board. The member may request a hearing before the Board, which shall be held at such time, place and manner as may be prescribed by the Board. An appeal from the decision of the Executive Board may be taken at the next midyear or annual meeting of the Association, where, by a majority vote of the Active members present, such decision may be sustained, reversed, or modified.

ARTICLE VI

Officers of the Association

Section 1. The Executive Board shall consist of the elected officers of the Association, who are the President, First Vice President, Second Vice President, and the Third Vice President and the five elected At-Large Board members. The Immediate Past President of the Association shall serve as a full voting member of the Executive Board for a term of one year, provided that he/she otherwise meets all other requirements for an officer of the Executive Board. The Executive Director shall serve as a non-voting officer appointed by the elected officers, and shall be designated as the Secretary of the Association.

Section 2. Qualifications. Prior to nomination, election or appointment as an officer of the Association, a member must have served for at least two years as an Active member of the Association in good standing. Each Executive Board member, at the time of nomination, election, or appointment, also shall be regularly engaged in active police service as the operating chief executive of his or her police department in the Commonwealth of Virginia and receiving a salary.

Section 3. Terms of Officers. The Executive Board shall consist of all elected officers of the Association. Vacancies on the Executive Board shall be filled through the election process at the business session of the annual meeting of the Association.

Section 4. Candidates for the open At-Large Board member positions shall be elected to a four (4) year term to serve as At-Large Board members, the dates of service to coincide with Executive Board elections held at the Annual Conference.

Section 5. Eligible members may run for the position of Third Vice President for a term not to exceed five (5) years, to ascend through the Vice President positions to serve as President and Immediate Past President, after which the member's term on the Board will expire.

Section 6. Mid-term board member vacancies which may occur will be filled as outlined in Article VIII, and dates of election as delineated in this Article will be adjusted accordingly.

Section 7. The President of the Association shall be the chair of the Executive Board. A majority of the Board shall constitute a quorum and their decision shall be governed by a majority of those present.

Section 8. A quorum at any regular Midyear or Annual Meeting shall consist of a majority of the membership present.

ARTICLE VII

Election of Officers of the Association

Section 1. Nomination of Elective Officers. The President shall appoint a nominating committee which shall make recommendations for election of any vacated elective offices, namely: President, First Vice President, Second Vice President, Third Vice President, and five At-Large Board members. Nominations from the floor are also in order.

Section 2. The President of the Association shall be elected from the Vice Presidents or interim President of the Association serving in accordance with the provisions of Article VIII.

Section 3. The Nominating Committee will accept applications and interview candidates as outlined in Article VII, Section 1.

Section 4. The Nominating Committee will, if required, present a nomination to fill any vacant Executive Board seat.

Section 5. At the annual business meeting of the Association, the Nominating Committee will present the slate of nominations to the membership and, following any nominations from the floor, the membership will vote for the Officers and At-Large Board members of the Executive Board.

ARTICLE VIII

Vacancies of Unexpired Terms

Section 1. In the event of a vacancy in the office of President occasioned by death, resignation, removal, suspension, or inability to serve for any reason, the First Vice President shall serve as President. A vacancy in the office of the First Vice President shall be filled by the Second Vice President; a vacancy in the office of the Second Vice President shall be filled by the Third Vice President. Vacancies still remaining in the positions of the Vice Presidents or other At-Large Board Members shall be filled by an election at the next scheduled midyear or annual meeting of the Association, or by special election called by the Executive Board. The Executive Board shall have the discretion to determine the term of years for open At-Large Board member positions.

Section 2. Board members who retire from employment who are in good standing with the Association may, at the discretion of the Executive Board, remain in elected office until the next scheduled officer election.

ARTICLE IX

Duties of Elected Officers

Section 1. President. The President shall preside at all meetings of the Association. In conducting meetings of the Association, his or her decision shall be final unless otherwise provided for in this Constitution. His or her decision may be reversed by a two-thirds vote of the membership present at the Midyear or Annual Meeting. He or she shall appoint all pro tem officers in case of absentees. If, in the opinion of the President, an occasion or circumstance shall warrant calling a special meeting, he or she shall have the authority to call such meeting and shall notify the membership of the purpose, date, time, and place of such meeting.

Section 2. Executive Board. The Executive Board shall have the right to accept for the Association any donation or contribution of money or property, real or personal, to be placed to the credit of the Association.

Any such monies are to be delivered to the Executive Director for deposit in the general funds of the Association. The Board shall have control over all property, real or personal, and shall administer all such property or funds to the best interest of the Association. The Board shall have the right to invest any unexpended funds remaining in the treasury. The Association shall conduct financial audits as needed at the direction of the Executive Board. A majority of the Executive Board shall be a quorum to transact the business of the Board, which shall be governed by a majority vote of the members present.

Section 3. The Executive Board shall serve the good of the Association and shall further the goals and objectives set out in the Constitution and Bylaws of the Association. The Executive Board members are not monetarily compensated for their time and service and do not receive a salary.

Section 4. The Executive Board may establish rules consistent with these Bylaws, which shall direct this organization unless amended or repealed by a majority vote of the Board members present.

ARTICLE X

Association Staff

Section 1. The Staff of the Association shall consist of an Executive Director and other personnel.

Section 2. The Executive Director of the Association shall be appointed by the Executive Board. The Executive Director may be compensated as determined by the Executive Board.

Section 3. The Executive Director shall collect all dues and make an accounting of all funds at the regular Annual Meeting. He or she shall have the authority to disburse funds for the approved operation of the Association. He or she shall place all unexpended money in a fund to the credit of the Association.

Section 4. It shall be the duty and responsibility of the Executive Director as the designated Secretary of the Association to keep a correct record of all proceedings of the Association and file all related documents and minutes. He or she shall preserve all books, papers, and other property belonging to the Association. He or she shall make a complete report of the conditions of the Association as directed by the Board. He or she shall, at the expiration of his term of office, account for and deliver to his successor in office all monies and property of the Association. The Executive Director shall perform all other duties as voted by the Association or as required by the President or Executive Board.

Section 5. It shall be the duty and responsibility of the Executive Director to hire or retain such staff as needed to carry out the activities of the Association. The Executive Director is responsible for seeking and qualifying applicants, and for hiring or retaining, firing, disciplining and supervising Association staff. Association staff shall report directly to the Executive Director of the Association.

ARTICLE XI

Committees and Affiliates

Section 1. All committees shall be appointed by the President of the Association.

Section 2. Members shall serve a one (1) year term, and may be relieved of their duties at any time by the President of the Association.

Section 3. The Executive Board shall be authorized to establish and recognize affiliate groups of the Association. Affiliate groups shall consist of individuals who are engaged in law enforcement support services. Professional groups may be granted affiliate status with the Association by formal request to the Executive Board. Upon approval by the Executive Board, an affiliate group must maintain a management relationship with the Association in

compliance with the rules of group exemption established by the Internal Revenue Service in order to acquire and retain its group affiliation with the Association.

ARTICLE XII

Sergeant At Arms

Section 1. At the opening of each Midyear Meeting or Annual Meeting, the President may appoint any Active member of the Association as Sergeant At Arms and such necessary assistants as may be required.

Section 2. The duties of the Sergeant at Arms shall be to examine membership credentials of those present and permit no unauthorized persons to be present during the Meeting or Conference. He or she shall maintain order and shall perform any duty required of him by the President for the conduct of such Meeting.

ARTICLE XIII

Order of Business and Appointment of Parliamentarian

Section 1. The order of business shall be determined by the presiding officer of each business session of each Association meeting.

Section 2. Rules of Order. In the absence of any provision to the contrary in this constitution or rules of the Association, all meetings of the Association, the Executive Board, and of all other committees shall be governed by the parliamentary rules and usages contained in the current edition of *Robert's Rules of Order, Revised*.

Section 3. The President may appoint a parliamentarian, to meet and serve with the President at his discretion. At the time of appointment, the parliamentarian must be an Active Member of the Association.

ARTICLE XIV

Meetings

The Association will meet at least once each year. The location and dates for these meetings will be set by the Executive Board. Nothing in this article shall prevent the President of the Association from calling a special meeting of the Association.

Approved as Amended August 28, 2019 by Active VACP members