



**CONSTITUTION
&
BY-LAWS**

**CUYAHOGA COUNTY
POLICE CHIEF'S
ASSOCIATION**

**Amended Constitution
And By-Laws**

June 9, 2003

President

Chief Richard A. Walling, Westlake

Vice President

Chief Charles T. LoBello, Gates Mills

Secretary/Treasurer

Chief Robert T. Lipton, Broadview Heights

Chaplain

Chief Michael T. Dugan, Independence

Board of Governors

Chief Mitchell T. Guyton, Sr., Highland Hills

Chief David A. Maine, Euclid

Chief Joseph C. Kocab, Brooklyn Heights

Chief Lamont Lockhart, Woodmere

Chief David M. Wright, Bay Village

Past President

Marion R. Taylor, Executive Director

Stephen T. Parisi, Legal Counsel

**CONSTITUTION
of the
CUYAHOGA COUNTY
POLICE CHIEF'S ASSOCIATION**

ARTICLE 1

Section 1. This group shall be known as the Cuyahoga County Police Chief's Association, Incorporated in the State of Ohio on September 7, 1928, and hereafter referred to as the Association.

Section 2. The purpose of this Association is: (1) to perform and build up an official and mutual friendship between the members: (2) to devise methods to suggest ways and means for the advancement of the Police profession: (3) to read articles and discuss Police incidents and experiences that will be of interest to the Association: and (4) to seek ways to improve the delivery of criminal justice to the citizens of Cuyahoga County.

ARTICLE 2

Section 1. The officers of the Association shall consist of a President, a Vice-President, a Secretary/Treasurer, a Chaplain, six (6) Board of Governors, which shall be four (4) Active Members of the Association and the immediate past President, and one (1) Life Member, appointed by the Board as defined in Article 4, Section 6., who shall hold their respective offices for one year until such time as their successors are elected and installed, or appointed. This entire body shall be known as the Board of Governors. All of said officers and governors shall be elected at the regularly scheduled December meeting of each year, by a majority vote of the Active Members.

A Life Member shall be appointed by the elected members of the Board of Governors on or before the next regularly scheduled meeting. The Board of Governors shall appoint the Life Member from a list of not more than three (3) names provided to the Association's President or designee by a committee of the Associations Life Members no later than the regularly scheduled October meeting prior to the December election meeting.

Section 2. The newly elected President will act as Chairman of the Board of Governors but

will be denied the right to vote except to cast a tie-breaking ballot. The Board of Governors will meet at such times and places as determined by the President and all actual expenses incurred by such meetings shall be born by the Association.

Section 3. The Board of Governors will meet promptly at the discretion of the President and expedite all matters referred to them by the Active Membership of the Association.

Section 4. The Board of Governors shall have power to:

- A. Manage and administer the affairs of the Association.
- B. Authorize the expenditure of all funds of the Association.
- C. Arrange for the raising of funds to support the programs of the Association and control the dispersements of these funds.
- D. Establish dues for any class of Association membership approved by the membership at a regular or special meeting of the Association.
- E. Employ an Executive Director.

F. Enter into and authorize any officer and/or the Executive Director to enter into such agreements and contracts with any person, firm, corporation or governmental agency which in the judgment of the Board of Governors, are necessary and will further and be consistent with the purposes of the Association.

G. Otherwise do and perform all acts authorized by the laws of the State of Ohio to be done by the Association incorporated not for profit not inconsistent with its Constitution and By-Laws.

Section 5. At all meetings of the Board of Governors, a majority of its total Governors shall constitute a quorum for the transaction of business but less than a quorum may adjourn a meeting from time to time without further notice until a quorum is present.

In determining a quorum, the number of Governors shall be considered that number which are then duly and properly serving as members of the Board of Governors. Any vacancies which may exist shall not be counted in determining the total number of Governors excepting only that the total number of Governors that may constitute a quorum shall never be less four.

Each member of the Board of Governors shall be entitled to one vote, and any act of a majority of the members present and voting at a meeting at which a quorum is present, except as otherwise herein noted shall constitute the act of the Board of Governors.

ARTICLE 3

Section 1. The President shall appoint members to all committees at the first regularly scheduled meeting after his election.

Section 2. President: to preside at all meetings of the Association and perform such other duties as may be incidental to his office.

Section 3. Vice President: to preside at all meetings in the absence of the President.

Section 4. The Secretary/Treasurer may Receive for his services a sum not to exceed \$600 per annum.

Section 5. Secretary/Treasurer: to receive and answer all communications addressed to him or the Association; to keep a full written record of all meetings; to receive all money from dues and other sources and to maintain an accurate record thereof; to keep itemized statements of outstanding disbursements; to perform such other duties

as may be required of him by the officers of the Association; to prepare a written financial report at each regularly scheduled general membership meeting on the condition of the funds of the Association, showing the receipts and disbursements thereof; to pay all expenses of the Association upon approval of the Board of Governors. The Secretary/Treasurer shall be bonded in the amount of \$5,000.

Section 6. Chaplain: upon being elected he shall receive from his predecessor the badge of office. It is expected that the Chaplain attend each of the regularly scheduled meetings and that he will attend as many of the outside functions that solicit the services of his office as his particular occupation permits.

Section 7. The Life Member appointed to the Board of Governors shall serve as a liaison between Life Members and the Board of Governors. The appointed Life Member of the Board will report various requests from Life Members. The appointed Life Member will attend the Board meetings and present issues and concerns of Life Members.

Section 8. The Executive Director shall serve as assistant to the President and the Board of Governors. The Executive Director shall conduct the business of the Association that is required of him by the President and/or Board of

Governors on a day-to-day basis. The Executive Director shall keep the President informed, as necessary, to the business of the Association, and perform such other duties as he may be directed by the President and/or Board of Governors. The Executive Director shall make a full report of his activities to the Board of Governors at each Board meeting. (The position of Executive Director shall not have voting power).

It shall be the duty of the Executive Director of the Association to perform the administrative functions of the Association and maintain any office of the Association.

The Executive Director shall be responsible to serve under and carry out tasks as assigned by the President and/or Board of Governors of the Association. He shall attend each meeting of the Board, as well as the monthly meetings of the Association.

ARTICLE 4

Membership

Section 1. The Association membership shall be divided into five classes: Active, Law Enforcement Associate, Associate, Honorary, and Life members.

Section 2. Active Members

- A. Chiefs of Police of Municipal and Township Police Departments, the County Park District, Hospital Police Departments, the Greater Cleveland Regional Transit Authority, College or University Police Departments, and the University Circle Police Department, all in Cuyahoga County accepted as stipulated in Section 7 of this Article are entitled to be Active Members. The status of "Active Member" referred to herein shall remain with the individual so long as he actively continues in the same capacity as that approved by the membership at the time of original application.
- B. Chiefs of Police of Municipal and Township Police Departments of counties contiguous to Cuyahoga County accepted as stipulated in Section 7 of this Article are entitled to be Associate Members and are eligible to exercise all of the privileges of Active Members except that they shall not be eligible to vote

or hold office. The status "Associate Member" referred to herein shall remain with the individual so long as he continues to function in the same capacity as that approved by the membership at the time of original application.

Section 3. Law Enforcement Associate

The Director or Administrative Head of any Agency, responsible for the protection and security of persons or property, who is employed by an Agency whose primary support is funded by public tax money is eligible for membership under this section. He shall be entitled to all privileges of Active Members except that he shall not be eligible to vote or hold office.

Section 4. Associate Members

Associate Members shall have the privileges of Active Members insofar as it relates to the discussion of topics before the Association, but shall have no vote or management in the affairs of the Association. They shall be exempt from all duties. At any meeting, the Association may by a majority vote of the Active Members present exclude Associate Members from an Association meeting.

Section 5. Honorary Members

Honorary Members shall consist of those persons, sponsored by an Active Member of the Association, who are occupying one of the following municipal offices:

- 1. Mayor and/or City Manager**
- 2. Safety Director**
- 3. Law Director***
- 4. County and Local Prosecutor***
- 5. Presiding Judges of the County Courts and local Judges***
- 6. County Coroner**
- 7. County Commissioners**

***Wherein a Law Director, Prosecutor, or Judge serves more than one community, one membership card and decal will be sent by the Secretary/Treasurer.**

In addition, Honorary Members shall have the privileges of Active Members insofar as it relates to discussion of topics before the Association, but shall have no vote or management in the affairs of the Association. They

shall be exempt from all duties. At any meeting the Association may by majority vote of the Active Membership present, exclude Honorary Members from an Association meeting.

Honorary Members shall be exempt from paying dues.

Section 6. Life Members

Life Members shall consist of those persons who are Active Members in good standing and at the time retired from active duty. Life Members shall have the privilege of Active Members, except that they shall not be entitled to hold elective office and they shall be exempt from paying dues.

Section 7. Any person holding or occupying any of the positions indicated in Section 2 and desirous of becoming an Active Member of this Association, shall file his application with the Secretary/Treasurer. The Secretary/Treasurer shall refer this application to the membership at the next regularly scheduled meeting for comments and then to the Board of Governors, who shall make inquiries as to his qualifications for membership. A ballot shall be taken by the Board of Governors and if the majority of Governor's votes favor the applicant, the applicant shall become a member when the Secretary/Treasurer receives full payment of the annual dues for the year.

Section 8. Any person who desires to become an Associate Member may only do so by invitation from an Active Member in securing an application which when completed and accompanied by the annual dues for the year, shall be forwarded to the office of the Secretary/Treasurer. Application for Associate Membership will be approved by the membership at the next regular Association meeting.

Section 9. Organizations or groups are not eligible for membership.

ARTICLE 5

Amendments

Section 1. The Association shall have the power at any regularly scheduled meeting to alter, amend or revise its Constitution and By-Laws, but the same shall not be altered, amended or revised except by a two-thirds vote of the Active Members of the Association present and entitled to vote who have received from the Secretary/Treasurer's office written notification of all contemplated changes at least ten (10) days prior to the regularly scheduled meeting.

ARTICLE 6

Vacancies

Section 1. Any vacancy occurring in the office of President shall be filled by the Vice President.

Section 2. Any vacancy occurring in the office of Vice President may be filled by appointment by the President or, at the discretion of the President, the office may be left vacant until the next regularly scheduled election.

Section 3. Any vacancy occurring in the office of the Secretary/Treasurer can be filled only by special election and after the Active Members have been advised in writing by a presidentially-appointed Acting Secretary/Treasurer ten (10) days prior to the scheduled election meeting.

Section 4. Any vacancy occurring in the office of Chaplain may be filled by appointment by the President, or, at the discretion of the President, the office may be left vacant until the next regularly scheduled election.

Section 5. Any vacancy occurring in the Board of Governors, except Life Member, shall be filled only by special election and after the Active Members have been advised in writing ten (10) days prior to the scheduled election

meeting. A Life Member vacancy shall be filled by appointment of the Board of Governors.

ARTICLE 7

Anything in this Constitution to the contrary notwithstanding:

Section 1. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making or distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph A, hereof, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of