



**PRINCE WILLIAM COUNTY
RETIRED POLICE OFFICERS ASSOCIATION, INC.
AMENDED BYLAWS**



ARTICLE I

Purpose

The purpose of the *Prince William County Retired Police Officers Association, Incorporated* (the "Corporation"), shall be to promote the goals and welfare of its members, to promote a harmonious and cooperative atmosphere in the community and to promote general goodwill and understanding, the education of members of their families, and to otherwise act as a local association of retired employees and tax exempt charitable organization as defined in Sections 501 (c)(3) and (4) of the Internal Revenue Code.

ARTICLE II

Principal Office

The principal office of the Corporation shall be in the County of Prince William (inclusive of all towns and cities) in the Commonwealth of Virginia.

ARTICLE III

Membership

There shall be three classes of membership as follows:

Section 1. Regular Membership. In order to effect the purposes of the organization, those retired sworn members, retired full time employees of the Prince William County Police Department, and retired employees of the Prince William County Public Safety Communications Center who have associated themselves for fraternal purposes and for their mutual benefit and social betterment and, to do any and all things necessary, incidental or germane to the foregoing purposes shall be eligible for Regular Membership in the Corporation. Those Regular Members who founded this Corporation shall be entitled to the special title of "Charter Member."

Section 2. Associate Membership. The surviving spouse of any "regular" member shall be eligible for "Associate" membership in the corporation.

Section 3. Honorary Membership. Any person approved by the Board of Directors or by the Regular Members at an annual meeting shall be entitled to an "Honorary" membership in the Corporation. Such membership requires a two-thirds affirmative vote of the Board or a two-thirds vote of the membership.

Section 4. Application for Regular or Associate Membership. Upon application to become a new Regular Member of the Association, the applicant must submit a signed application form with a \$10 application fee in addition to annual membership fees (prorated to July 1 in the year of the application). Members whose dues have lapsed and are dropped from the Association shall not be entitled to benefits of membership until such time as they have paid the current years dues. They shall not be required to pay an additional application fee however, they must complete an application form and submit this form with the current year's dues (not prorated) for the purpose of updating their contact

information and becoming active in the Association. There shall be no annual dues for “Associate” members. All applications are subject to approval by the Board of Directors.

ARTICLE IV
Dues and Assessments

Section 1. Dues. Each Regular Member shall be assessed annual dues in an amount determined by the Board of Directors on or before July 1st each year. Dues shall be payable by check, money order or other funding source as determined by the Board of Directors. Members who have not paid their dues by July 31st, will receive a reminder notice and if the dues are not paid by August 31st, their membership will be terminated.

Section 2. Waiver of Dues. The Corporation may waive the dues of any member whose failure to pay has been caused by circumstances which justify such action and of which the Corporation shall be fully informed, subject to the approval of the Board of Directors. Dues are waived for members of the Corporation upon reaching their 70th birthday.

ARTICLE V
Membership Meetings

Section 1. Annual Meetings. There shall be at least, one annual meeting of the membership. The annual meeting of the membership for the transaction of business as may properly come before them will be held in the Fall of each year at the Annual PWCPD Retiring Qualification and Luncheon in September or, on a date determined by the Board of Directors. At the discretion of the Board of Directors, such meetings may be held in-person or virtually with proper notice to the membership.

Section 2. Special Meetings. Special meetings of the membership, other than those required by statute, may be called at any time by the Board of Directors or the President. The purpose(s) of the proposed meeting shall be stated in the Notice of Meeting. No business other than that specified in the Notice of Meeting shall be transacted at any such special meeting. At the discretion of the Board of Directors, such meetings may be held in-person or virtually and specified in the Notice of Meeting.

Section 3. Notice of Meeting. Except as otherwise required by statute, written or electronic email notice, stating the place, day and hour of the meeting or in the case of a virtual meeting, a zoom link, stating the day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum. A quorum at any meeting of the Regular Members shall consist of one Officer, one other Board member, and 10% of the Regular Members in good standing (not a Board member of Officer), in person or by proxy. Associate and Honorary members may attend any meeting, unless specifically excluded as determined by the President. If a quorum is not present at any meeting of the Regular Members, a majority of the Regular Members then present shall have the power to adjourn that meeting from time to time, without notice other than announcement at the meeting, to a future date at which a quorum shall be present or represented. At such reconvened meeting, any business may be transacted which might have been transacted at the meeting originally called. Once a Regular Member is present at a meeting, he or she is deemed present for quorum purposes for the

remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

Section 5. Voting. All Regular Members shall be entitled to vote at a meeting of the membership. The Board of Directors, in its discretion, may order reconsideration of any vote by scheduling a special meeting for the purpose of such reconsideration, the notice of which special meeting must be given thirty (30) days after the vote of the membership to be reconsidered.

ARTICLE VI

Directors

Section 1. Number and Qualifications. The Board of Directors shall consist of a minimum of five (5) but no more than ten (10) Regular Members of the Corporation. The Board of Directors shall determine the actual number of Board seats.

Section 2. Manner of Election. The Directors shall be elected as provided herein just prior to the Annual Fall meeting of the Regular Members, except as herein provided for filling vacancies. A Regular Member not in good standing as defined by a resolution of the Board of Directors (such as a member in arrears on dues) is not entitled to a vote. Voting shall be conducted using secret, electronic voting software (EZ Vote On-Line).

Section 3. Nomination of Directors.

The President shall solicit nominations from the membership for the upcoming election for the Board of Directors no later than ninety (90) days prior to the election. Individual Regular and eligible members may submit their names to the President in written or electronic mail format for consideration prior to the deadline for submission of nominees (July 31st of the election year). The President shall verify that those Regular Members whose names are submitted by another member are willing to accept the nomination and have their name placed on the ballot for consideration. The Secretary shall verify those members desiring consideration are in good standing. Once vetted, the members name shall be placed on the ballot (the President shall prepare the election ballot in either written format or when using an electronic voting method, an electronic ballot). All candidates who have requested to be placed on the ballot and have been determined to be eligible, shall be included on the ballot without exception. All candidates shall be given a reasonable opportunity to communicate their qualifications to the membership and solicit votes.

Section 4. Election of Directors. All Regular Members of the Corporation who are eligible to vote may vote on all directors to be elected. Unless otherwise provided by resolution of the Board of Directors, elections for Board members shall be by secret electronic ballot when using electronic voting software pursuant to the following nomination and election procedure:

- A. Electronic Voting Software shall be utilized for the conduct of elections for Board of Directors. The President shall be the only member of the Board of Directors with access to the software to complete the ballot and set the parameters for voting. The President shall ensure that all Regular Members eligible to vote have been added to the software listing of eligible voters to receive a link to vote via electronic mail (Email) once the voting period has

started. A start date and end date (August 1st and September 15th respectively) will be established as the voting period with a second notice being sent to eligible voters who have not yet voted on September 1st. Each Regular Member in good standing shall be entitled to one vote and will receive an electronic link to the voting software which permits them to view the ballot and select their choices for Board of Directors. The software shall not provide any information related which candidates the individual voting member voted. The software shall reflect the total number of eligible voters and the percentage of those eligible who voted. The software shall have the capability of automatically tabulating votes, which cannot be manipulated or changed. The software shall not permit the viewing of votes tabulated until the voting period has ended and shall only be accessible to the President. The President will download the tabulation results and provide an electronic copy to the Board of Directors for certification of the results. The results shall reflect the total number of votes each candidate received and the percentage of eligible voters who cast their vote for the candidate. The top ten (10) candidates receiving votes shall be declared election winners for the Board of Directors positions.

- B. The President shall report the results of the election to the membership at the Fall Annual Meeting.
- C. The Secretary shall receive a copy of the of the election results and the report shall become a permanent record in the corporate files of the Secretary.

Section 5. Term of Office. The term of office for each Director shall be for three (3) years, unless a Director passes away, resigns, or is removed from office during their elected term. Directors shall take office on January 1st following an election.

Section 6. Duties, Powers, and Manner of Acting. The Board of Directors shall have full control and management of the affairs, business, and property of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and for the management of the Corporation, as they deem proper, not inconsistent with law, or these bylaws. Unless otherwise approved by the Board of Directors, all matters in every meeting will be subject to “Roberts Rules of Order-Revised” unless otherwise specifically provided in these bylaws or the Articles of Incorporation.

Section 7. Board of Directors Meetings. Regular and annual meetings of the Board of Directors may be held without notice at such time and place as shall be determined in advance from time to time by the Board of Directors. Any such meeting may be held by telephone conference call or other electronic means, including, but not limited to, the use of email or zoom conferencing. Notice of any meeting not held at a time fixed in advance by the Board shall be given to each Director by delivering such notice at least seven (7) days before the meeting to the Director’s home address, by delivering such notice personally at least four (4) days before the meeting, by email at least four (4) days prior to the meeting, or by telephone at least four (4) days prior to the meeting.

Section 8. Quorum. At any meeting of the Board of Directors, the presence of the majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business.

However, should a quorum not be present, a lesser number may adjourn the meeting until such further date when it is reasonably possible to obtain a quorum.

Section 9. Voting. At all meetings of the Board of Directors, each Director shall have one (1) vote.

ARTICLE VII

Officers

Section 1. Officers and Qualifications. The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. Each officer must be an elected member of the Board of Directors. The Board may add additional officer positions at its discretion, but at no time shall there be fewer than two (2) officers.

Section 2. Election. All officers of the Corporation shall be elected annually by the Board of Directors then holding office at the Corporation's Fall Board meeting each year. Officers will take their seats on January 1st of each calendar year. On election years, the newly elected Board of Directors shall elect officers for the upcoming year beginning January 1st.

Section 3. Term of Office. All officers shall hold office for one (1) year or until their successors are elected, but any officer may be removed with cause at any time by the vote of a majority of all the Directors. The President may appoint any Director or other Regular Member to complete the term of any officer who passes away, resigns, is removed, becomes ineligible to hold office or due to changes in the number of Directors. This is subject to ratification by the Board of Directors at the next Board meeting.

Section 4. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

- A. **President:** The President shall be the Chief Executive Officer (CEO) of the Corporation. He or she shall preside at all meetings of the membership and Board of Directors. He or she shall enforce these bylaws. The President, or persons expressly designated by the President, shall be the only person(s) authorized to make statements to the press or the public in the name of the Corporation.
- B. **Vice-President:** The Vice-President shall, in the absence or incapacity of the President, perform the duties of the President and, when so acting, shall all the powers of the President. The Vice-President shall act as the senior advisor to the President on all business matters before the Association.
- C. **Treasurer:** The Treasurer shall serve as the Chief Financial Officer (CFO) of the Corporation and shall have the care and custody of the funds and property of the Corporation. The Treasurer's financial records shall always be open for inspection by any Director. The Treasurer shall submit all financial records to a committee of three members appointed by the President for audit. The Committee shall cause the financial records of the Corporation to be audited at least once each calendar year and shall report their findings to the Board of

Directors and the membership at the Annual Fall Meeting. Any honorarium paid to or expenditure by any Director shall be reviewed by the Treasurer, who shall report such expenditure to the Board of Directors. The Board shall review the honorarium or expenditure and approve or disapprove the same within sixty (60) days of the date of the request for payment.

- D. **Secretary:** The Secretary shall keep, or cause to be kept, the minutes of meetings of the Board of Directors and the membership. The Secretary shall attend to the giving of notices of meetings and shall be the custodian of corporate records. The Secretary will be responsible for the recruitment and selection of new members according to the bylaws. The Secretary will maintain all membership records and update the membership on changes. The Secretary will be responsible for processing and collection of the annual membership dues. All monies received shall be forwarded to the Treasurer for deposit or be deposited directly into the Association checking account in which case, receipts shall be forwarded to the Treasurer. The Secretary will provide the Board with an updated accounting of the membership status and report to the membership at the Annual Fall Meeting.

ARTICLE VIII

Installation of Directors and Officers

The Officers and Directors of the Corporation shall be installed at such time and place as the Board of Directors shall deem appropriate.

ARTICLE IX

Fiscal Review

The Board shall cause financial records of the Corporation to be reviewed on a regular basis. The Fiscal Year of the Corporation shall be January 1st through December 31st.

ARTICLE X

Liaison to the Police Association of Prince William County, Inc.

The President, acting with concurrence of the Board, shall annually appoint a member of the Corporation who was a member of the Police Association of Prince William County, Inc., to act as the official liaison between the two Corporations.

ARTICLE XI

Committees

The Board of Directors or the President may designate one or more committees to exercise such powers at the Board of Directors or the President may enumerate. The President shall appoint all committee members, subject to Board approval. The Board of Directors may dissolve any committee at any time, for any reason. Notwithstanding the foregoing, there shall be the following Standing Committees:

Section 1. Standing Committees. The following committees are considered necessary for the general operation of the Corporation and shall be in effect throughout the year. The President shall annually appoint qualifying members to these committees:

- A. **Audit Committee.** This committee shall be composed of three (3) regular members, none of whom is a Director. The committee members shall determine who shall serve as chair. The committee will meet as needed to provide a fiscal review of the activities of the Corporation. The committee shall report their findings at the Annual Fall Meeting as provided for in Article VII.

- B. **Outreach Committee.** This committee shall be composed of no less than three (3) Regular Members in good standing, of which one (1) must be a Director. The committee members shall determine who shall serve as chair; however, a Director shall not serve in that capacity. This committee will meet as needed to review requests for funds from the Mike Mansfield Benevolent Outreach Fund. This committee shall also be responsible for liaison with members concerning post retirement benefits administration, coordinating voluntary assistance for members in need, and providing updates on members recovering from illness or injury. Any such meeting may be in person, by telephone conference, zoom conference or other electronic means. The Ben Wood Flower Fund was established in 2020 to cover the cost of providing floral arrangements to members, their immediate families or funeral home providing services for regular and associate members of the Association upon their death. Immediate family members are defined as the member, spouse, parent or child of the member.

- C. **Scholarship Committee.** This committee shall be composed of no less than four (4) Regular Members in good standing, of which one must be a Director. The committee members shall determine who shall serve as chair; however, a Director shall not serve in that capacity. This committee shall meet as needed to review scholarship applications and make recommendations of award to the Board of Directors regarding the scholarship program supporting members and their immediate families. Two (2) \$1,000.00 scholarships will be awarded each year at a minimum. At the discretion of the Board of Directors, additional scholarships may be awarded in amounts as determined by the Board. The Director serving on the committee shall be responsible for making notification via electronic email to the membership of the open dates for submitting scholarship applications (April 1st to May 31st at midnight), eligibility requirements for applicants, the application itself and submission requirements. Once the application deadline has passed, the applications deemed to be acceptable will be provided to the Scholarship Committee to review, score and report to the Board of Supervisors with their recommendations no later than July 1st.

ARTICLE XII
Indemnification

The Corporation shall indemnify its Officers, Directors, agents and employees in accordance with the Corporation's Articles of Incorporation and Virginia Law.

ARTICLE XIII
Checks, Notes and Drafts

Section 1. Signatures. All checks, notes, drafts and other evidence of expenditures shall be signed by such persons as the Board from time to time may authorize. Officers shall be issued debit

cards for use on Corporation business only and shall notify and provide a receipt for any expenditure to the Treasurer along with an explanation for the expense (i.e. purchase of flowers for a funeral, purchase of need supplies and equipment essential for the transaction of Corporate business, the purchase of software programs, etc.).

Section 2. Expenditures. The President shall have the authority to approve expenditures up to \$1,500.00. Expenditures exceeding \$1,500.00 shall be approved by the Board of Directors. The Board shall authorize no donations to political candidates or political organizations. Donations to charitable organizations are authorized only if the Board of Directors has first endorsed and verified that such organization is recognized by the IRS as a charitable organization. Once verified the organization's name shall be placed on a Master Charitable Donations List maintained by the Treasurer.

ARTICLE XIV

Seal

The Seal of the Corporation shall have the name of the Corporation, the word "SEAL" and the year of incorporation, and may be facsimile, engraved, printed or impression seal. An impression of said Seal may appear on the margin hereof.

ARTICLE XV

Amendments

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of a two-thirds majority of the Board of Directors. Notwithstanding any other provision of these bylaws, in any case, the bylaws may also be altered, amended, repealed, or added to by the affirmative vote of two-thirds of the Regular Members in attendance at a meeting of the membership. Any bylaw adopted by the Board of Directors may be altered, amended, repealed or added to by the Regular Members, but no such bylaw adopted by the Regular Members shall be altered, amended or repealed by the Board of Directors. Only such changes shall be made which do not conflict with applicable law or the Articles of Incorporation.

Amended September 2023