

**BYLAWS
OF THE
ARLINGTON HEIGHTS CITIZEN POLICE ACADEMY
ALUMNI ASSOCIATION
AN ILLINOIS NOT-FOR-PROFIT CORPORATION**

ARTICLE I: ORGANIZATION AND OFFICE

Section 1.01. Corporate Name The name of the organization is the “Arlington Heights Citizen Police Academy Alumni Association, Inc.,” hereafter referred to as “AHCPAAA.”

Section 1.02. Purpose The purpose or purposes for which the AHCPAAA is formed is to bring together graduates of the Arlington Heights Citizen Police Academy to: enhance the relations and public awareness between the community and the Arlington Heights Police Department through continuing (ongoing) education; support the continued growth and development of the Citizen Police Academy; to participate in activities that contribute to the well-being of the community; and to provide assistance and services that partner with and support the Arlington Heights Police Department when requested.

Section 1.03. Principal Office The principal office of the AHCPAAA is in the State of Illinois and shall be located in the Village of Arlington Heights, County of Cook.

Section 1.04. Registered Office and Registered Agent The registered office of the AHCPAAA may be, but need not be, identical with the principal office in the State of Illinois. The address of the registered office may be changed from time to time by the Board of Directors.

Section 1.05. Political Activity The AHCPAAA 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 individuals appearing to represent the AHCPAAA for or against any issue, candidate or other matter that has been formally brought forth to the public for vote by federal, state, Village or any political subdivision thereof. This provision shall not serve to restrict or encumber any member from exercising his/her right to promote or campaign for or against issues or candidates of his/her choice, with the understanding that such activity shall not be engaged in a manner which in any way implies or appears to reflect AHCPAAA’s support, or lack thereof, for any such issue or candidate.

Section 1.06. Non-Intervention Policy The AHCPAAA is a non-intervention association. Members are neither commissioned officers of any law enforcement agency nor are they to represent themselves as such (unless coincidental). The policy of the AHCPAAA regarding any law enforcement activities is to observe and report any

offenses to the appropriate law enforcement agency with jurisdiction over the offense. Any action taken by a member shall be construed as an unofficial act of the AHCPAAA or any law enforcement agency. Each member agrees to indemnify, release and hold harmless the Village of Arlington Heights, its elected or appointed officials; the Arlington Heights Police Department and its officers, and the AHCPAAA, and its directors, officers and members for any results of any action taken on his/her own initiative.

Further, it is the policy of the AHCPAAA that no individual shall carry on their person a weapon to any event of this association unless he/she is a sworn law enforcement officer/certified peace officer. Any individual found in violation of this policy shall be immediately expelled from the AHCPAAA with no right to appeal.

ARTICLE II: MEMBERSHIP

Section 2.01. Eligibility Any person who is a graduate of the AHCPAAA in good standing is eligible for membership and shall either be employed in Arlington Heights, IL or reside in Arlington Heights, IL. No person shall be denied membership in the AHCPAAA because of race, religion, sex or ethnic background.

Section 2.02. Classes of Membership The AHCPAAA shall have three (3) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

Full Membership shall be available to any person who is a graduate of the Arlington Heights Citizen Police Academy in good standing who have paid their annual dues. Full Members will have all privileges of the AHCPAAA including: general membership voting rights, committee membership, and election to office subject to the restrictions of the office they seek to hold.

Associate Membership shall be available to any person currently enrolled in the Arlington Heights Citizen Police Academy. These members shall have all privileges except eligibility to hold office or vote. Upon graduating from the Academy, this person(s) may pay their respective dues and be granted Full Membership status.

Honorary Membership shall be open to any person who exemplifies outstanding service to the AHCPAAA or the Arlington Heights Police Department. Honorary Members are nominated to the Board of Directors and approved by a majority vote of the membership constituting a quorum at any General Membership Regular Meeting or Special Membership Meeting. Honorary Membership is a lifelong title, without voting privileges or the ability to hold office and dues will not be charged.

Section 2.03. Dues Membership dues shall be the sum fixed by the Board of Directors. Failure to pay dues within 60 days of expiration of membership shall result in termination of membership from AHCPAAA.

All funds of AHCPAAA shall be derived from dues or proceeds from fundraising. Funds secured by AHCPAAA shall be used for the purchase of materials and/or equipment for the Arlington Heights Police Department and/or to assist in the continuing education of AHCPAAA and/or the citizens of the community. Any funds remaining at the end of the fiscal year shall be carried over to the next year. An audit shall be conducted at the end of the fiscal year to insure the non-profit objective of the AHCPAAA.

Section 2.04. Termination of Membership Any member, officer or director may be terminated from the AHCPAAA for non-payment of dues or for illegal and/or immoral conduct (conduct that is considered to be damaging to the AHCPAAA, the Arlington Heights Police Department, the Village of Arlington Heights, or other law enforcement agencies) by a majority vote of a quorum of the membership present at the next General Membership meeting. Any member, officer, or director who has been terminated has the right to appeal, within thirty (30) days, in writing, to the General Membership for a hearing at the next General Membership meeting. The terminated individual may bring all the facts to the attention of the General Membership present. The Board of Directors may also present all evidence or findings to the General Membership pertaining to the terminated individual's conduct.

If a member, officer or director is terminated or resigns, they shall surrender within thirty (30) days, any materials belonging to the AHCPAAA. Termination or resignation does not discharge any indebtedness or other obligation due AHCPAAA.

Section 2.05. Transfer of Membership Membership in AHCPAAA is not transferable or assignable.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS

Section 3.01. General Powers The business of the AHCPAAA shall be managed by its Board of Directors [herein after referred to as the Board]. Directors must be full members in good standing. The function of the Board is to approve all activities and expenditures presented or proposed by the elected Officers or General Membership to ensure that the AHCPAAA operates in accordance with its purpose and Bylaws. Each Board member shall have one vote on all matters requiring approval. There shall be no absentee or proxy voting.

Section 3.02. Number, Tenure and Qualifications The number of Directors shall be no fewer than four or more than nine. Each Director shall hold office for a term of two (2) years or until a successor has been elected and qualified as determined by a popular vote of a quorum of the General Membership present at the meeting in which the election is held. The removal, for due cause, of a Director from the Board shall require a two-thirds (2/3) majority vote of the Board of Directors. Should any Director miss three (3) consecutive regular meetings without being excused by the Board, he/she will be considered to have resigned. The number of Directors may be increased or decreased

from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship filled by a 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.

Section 3.03. Elected Officers The elected Officers of the AHCPAAA shall be: a President who serves a term of two (2) years up to four (4) years or until a successor has been duly elected; and a Vice-President, a Secretary, and, a Treasurer who shall serve a term of two (2) years or until a successor(s) has been duly elected.

Section 3.03a. Board of Directors The Board of Directors shall consist of no less than four (4) elected Officers and no more than five (5) elected Directors for a total of nine (9). Each Director shall serve a term of two (2) years or until a successor has been duly elected.

Section 3.04. Duties and Powers of Elected Officers

President: The President shall: be the principal elected officer and authorized spokesperson of the AHCPAAA; preside at all meetings of both the Board and General Membership; serve as an *ex officio* member of all committees, with the exception of Nominating and Elections and Audit Committees; decide all questions of order; call all special meetings; appoint all committees not otherwise provided for; present views of the AHCPAAA to the Police Department liaison; represent the AHCPAAA at public affairs; and perform other such duties as the office may require. The President shall be empowered to sign, with the Secretary, Treasurer or any other proper officer of the AHCPAAA authorized by the Board, any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the AHCPAAA.

Vice President: The Vice President shall perform the duties of the President in the absence of the President, or in the event of his/her inability or refusal to act. When so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve as an *ex officio* member of all committees.

Secretary: The Secretary shall: keep an accurate record of the minutes of all Board , General Membership, Special and Annual Meetings of the AHCPAAA; send out all notices of the Board and Special meetings; be custodian of the corporate records and of the seal of the AHCPAAA and affix the seal of the AHCPAAA to all documents; answer correspondence; maintain a name and address register of members; maintain an inventory of AHCPAAA property; maintain copies of all documents pertaining to the business of the AHCPAAA; and, presents a summarized report of the past year's activities at the Annual Meeting. The secretary may also perform other duties from time to time as assigned by the President or by the Board.

Treasurer: The Treasurer shall: receive all monies and deposits them in the name of the AHCPAAA in a federally insured bank approved by the Board; keeps a book provided for the purpose of an account of financial transactions; submits a Treasurer's Report, in writing, at every Board meeting and gives a financial report at the Annual Meeting; be authorized as one of two signatories to sign all checks of the AHCPAAA; pays all normal recurring expenses and other expenses as authorized and approved by the Board; and prepares the books for the annual audit. The Treasurer shall, at the expiration of term of office, present a full accounting of receipts and expenditures during the said term in office and hand over to the successor, within twenty (20) days all books and monies belonging to AHCPAAA. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties with the cost of such bond being borne solely by the AHCPAAA. The treasurer may also perform other duties from time to time may be assigned by the President or by the Board.

Past Presidents: Past presidents shall act as advisor(s) to the Board but do not have voting rights. The immediate past president may be counted to meet the required quorum for any meeting.

Directors: Five (5) Directors shall serve as voting members of the Board. Four (4) shall be elected by the membership and one (1) being the immediate past president. The Director(s) shall perform duties as may be assigned to him/her by the Board.

Section 3.05. Vacancies A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

Section 3.06. Nominations and Elections The President shall appoint a Nominating Committee for the purpose of filling vacancies or nominating Officers and Directors for the next term. The Nominating Committee shall consist of three members with Full Membership status, none of whom shall be nominated by the committee for an office. One committee member will serve as chair. The Nominating Committee chair shall solicit Board member nominations from the membership; shall present a list of candidates who have agreed to run for the Board; shall notify the membership of the candidates; and shall prepare ballots for the election. The Committee shall meet at least once to determine the Board nominees. The Nominating Committee will be dissolved after an election and all newly elected board members are qualified.

Section 3.07. Compensation The Board of Directors shall receive no compensation for their services as Directors of AHCPAAA other than reimbursement of funds approved and expended by the Board of Directors on behalf of AHCPAAA.

Section 3.08. Removal Any member of the Board who falsely represents him/herself as having authority to act on behalf of the AHCPAAA on any matters deemed inappropriate by the Board or general membership in the collection of money, contracts, loans, checks, drafts, or other order for the payment of money other than as

stipulated above shall be individually liable for such actions and be removed from office by a majority vote of the Board.

Section 3.09. Quorum A majority of the Board of Directors shall constitute a quorum for the transactions of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, then a majority of the Directors present may adjourn the meeting until a quorum, fixed in this section, shall be present.

ARTICLE IV: MEETINGS

Section 4.01. General Membership Meeting General Membership Meetings shall be held twice a year. The time and date of each meeting shall be set by the Board of Directors. A quorum at a General Membership Meeting shall be defined as twenty-five percent (25%) of Full Members present.

Section 4.02. Special General Membership Meetings Special General Membership Meetings may be called by the President or acting President. Members shall be notified no less than three (3) days in advance of a special meeting either in person, by mail, email, fax or telephone contact. The presence of not less than twenty-five percent (25%) of the membership in good standing shall constitute a quorum and shall be necessary to conduct any business brought before any Special General Membership Meeting.

Section 4.03. Annual Meeting The annual meeting of the Members shall be held in January of each year.

Section 4.04. Board Meetings The meeting of the Board shall be called by the President. The Board may designate any place, either within or without the State of Illinois, as the place of the meeting for any annual meeting, board meeting, or for any special meeting called by the Board. All Board meetings are open to all members unless an Executive Session is called, at such time all non-essential members shall vacate the room.

Section 4.05. Eligibility to vote Each Full Member of the Alumni Association, present and in good standing, shall have one 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.

ARTICLE V: COMMITTEES

Section 5.01. Committees Committees shall be designated by the Board as necessary to carry on the work of the organization. Committee chairpersons shall be appointed by

the President. Committee members must be Full Members in good standing. The committee shall report to the President and the Board of Directors.

Section 5.02. Standing Committees Standing Committees shall be: Membership, Fund Raising, Community Relations, Training/Program, and Special Events. Each chair shall submit a written report on the committee's activities for the year at the Annual Meeting.

Section 5.03. Time and Needs Committees Time and Needs committees shall be appointed by the President and approved by the Board of Directors for a specific need and/or for a specific length of time.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The Board of Directors may authorize any officer or officers, agent or agents of the Alumni 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 Alumni Association. Such authority may be general or confined to specific instances.

Section 6.01. Deposits All funds of the AHCPAAA shall be deposited from time to time to the credit of the AHCPAAA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.02. Checks and Drafts All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AHCPAAA will require a signature from any two of the following elected officers: President, Vice President, Treasurer or Secretary.

Section 6.03. Gifts The Board of Directors may accept on behalf of the AHCPAAA any contribution, gift, bequest, or device for general purposes or for any special purpose of the AHCPAAA.

Section 6.04. Fund Raising Operational fund raising and charitable fund raising activities may be recommended to the Board of Directors for approval. The Board may supersede such activities if it finds that such activities are in violation of the purpose of the organization, Articles of Incorporation or Bylaws of the AHCPAAA.

Section 6.05. Financial Records All AHCPAAA expenditures approved by the Board will be made by check and signed by at least two (2) authorized officers. Only the President, Vice President, Treasurer, and Secretary shall be authorized to sign checks.

Section 6.06. Bond Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of funds of the AHCPAAA, cost of the bond to be borne by the AHCPAAA.

Section 6.07. Net Earnings No part of the net earnings of the AHCPAAA shall benefit or be distributed to its members, officers, directors or other persons, except that members or Board may be reimbursed for limited out of pocket expenses, with prior Board approval of the expenditure.

Section 6.08. Budget At the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 6.09. Books and Records The AHCPAAA shall keep correct and complete books and records of account, and shall also keep minutes of all Board and committee meetings having any of the authority of the Board, with time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given, the names of those present at committee or Board meetings and the proceedings thereof. All books and records of the AHCPAAA may, upon written request, be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time. All original books and records will be kept by and maintained by the Secretary. The AHCPAAA will keep a list of all names, addresses, and email addresses of the Board of Directors and its Officers and a copy of the Bylaws at its registered office.

ARTICLE VII: FISCAL YEAR

The fiscal year of the AHCPAAA shall begin on January 1 and end on December 31.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

All proceedings of the AHCPAAA shall be conducted under Robert's Rules of Order, new revised, except as herein otherwise provided.

ARTICLE IX: AMENDMENTS TO BYLAWS

The bylaws may be amended at the Annual Meeting of the AHCPAAA by a two-thirds vote of the members present. The membership shall be notified seven days in advance of any such meeting. No amendments shall be valid that either intentionally or unintentionally change the status of AHCPAAA as a not-for-profit corporation.

ARTICLE X: SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the AHCPAAA and the words "Corporate Seal of the Arlington Heights Citizen Police Academy Alumni Association, Inc." The Board of Directors may adopt, use, and thereafter alter the corporate seal.

ARTICLE XI: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois Non-Profit Corporation Act, the Articles of Incorporation or the Bylaws of the AHCPAAA, 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 XII: LIAISON

The AHCPAAA program coordinator or any other Officer of the Arlington Heights Police Department as appointed by the Chief shall act as a liaison between the AHCPAAA and the Police Department. He/She shall report activities and progress to interested parties of both organizations and provide assistance as requested by the AHCPAAA. The liaison is invited to attend all general membership meetings but is not eligible for membership nor have any voting rights.

ARTICLE XIII: RATIFICATION

The above Bylaws being duly adopted by a majority vote of a quorum of the General Membership present at a meeting duly called and held on November 13, 2006. Having operated in accordance with these Bylaws since November 13, 2006, these Bylaws shall be effective as of that date.

Article I through Article XIII of these Bylaws, inclusive, were amended and ratified by a majority of a quorum of General Membership present at the special Annual Meeting on November 13, 2006.