

# BY-LAWS of the Haitian American Police Unity Association

A Florida Non-Profit Corporation

## **ARTICLE I. PRINCIPLE PLACE OF BUSINESS**

The principle place of business of the corporation shall be in Port St. Lucie FL, St. Lucie County

## **ARTICLE II. MEMBERS**

### **SECTION 1: Admission to Membership**

An applicant will be admitted to membership in the corporation only on submitting an application for membership. Applications for membership will be in a form prescribed by the board or directors. An affirmative vote of a majority of the board of directors will be required for admission to membership.

### **SECTION 2: Termination of Membership**

The Board of directors, by affirmative majority vote of those present at a regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who is in default in the payment of dues, or may suspend or expel a member for conduct that the board deems detrimental to the objectives or interests of the corporation, or in violation of its certificate of formation, constitution, bylaws, code of ethics, or rules and regulations, provided the member is given 15 days' notice of the proceedings, which notice identifies the factual basis for the termination and sets forth the specific acts alleged to constitute the misconduct, including the dates, places, and persons involved, and the member has an opportunity to be heard in his or her own defense during the proceeding. Grounds for suspension or termination include, but are not limited to:

1. Abandonment
2. Withdrawal
3. Non-payment of dues or assessments
4. Removal from a position in the employer/law enforcement agency
5. Resignation from a position in the employer/law enforcement agency
6. Surrender of membership certificate
7. Death of the member
8. Any member of the corporation found guilty of action of misconduct against the welfare of corporation, including:

- a. Refusal or failure, without justifiable cause, to comply with or abide by a valid decision of this corporation.
- b. Committing any act of fraud, embezzlement, larceny or misappropriation of any funds or property or other thing of value of the corporation or refusing, failing, or neglecting to comply with the provisions of the corporation's certificate of formation and By-laws or Board order requiring a full and accurate accounting of all funds, property, books, and records for examination and audit.
- c. Acquiring membership in the corporation by fraud, false representation, or deceit.
- d. Engaging in Conduct detrimental to the best interest of the corporation or which places or tends to place the corporation in disrepute with other organizations, the employer, or the public.
- e. Conduct unbecoming a member of the corporation provided, however, that use of this provision shall be valid only when charges are set forth in specific terms, specifying the act of conduct alleged to be unbecoming a member.
- f. Refusal to abide by the rules of order of parliamentary procedure established for the conduct of meetings of the corporation.

In the event a member is terminated or suspended by the board, the member may appeal the action to the membership of the corporation at the next regular meeting. A majority vote of the membership at the meeting is required to overturn the board decision, reverse the decision, or lessen the action. The decision of the membership is final.

On written request for reinstatement signed by a former member and filed with the secretary, and by the affirmative vote of the two-thirds of the members of the board and two-thirds of the members, the board of directors may reinstate the former member to membership on such terms as the board of directors deems appropriate.

### **SECTION 3: Effect of Termination**

Whenever any person's membership shall have been terminated in any manner, such person and all persons claiming under, by, or through such person, shall not be entitled to any refund of dues or fees paid into contributions donations made to the corporation, nor to any claims whatsoever upon any of the funds, benefits, or property of the corporation.

### **SECTION 4: Dues, Fees, and Assessments**

Members Shall pay dues to the corporation in the amount of Twenty dollars (\$20.00) per month. Assessments, in addition to dues, may be levied by the Board of directors should the condition of the treasury require such action. An initiation fee of Twenty dollars (\$20.00) shall be levied upon all members at the time they become members.

### **SECTION 5: Voting Rights**

Each member will be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE III. MEMBERSHIP MEETINGS AND PROCEDURES**

### **SECTION 1: Regular meetings of General Membership**

A regular meeting of the membership of the corporation shall be held at least quarterly at a time and location designated by the president in consultation with the Board, or by the Board if the President fails or refuses to do so.

### **SECTION 2: Special Meetings**

Special meetings of the general membership may be called by the president, or the Board of Directors, for the consideration or disposition of any matter properly presented at any such meeting.

Provided, however, that the membership receives notification, at least five (5) days prior to any special meeting called by the President, or in his absence, the Vice President.

### **SECTION 3: Emergency Meetings**

Emergency meetings of the general membership, or of the Board, may be called by the President, or the Board of Directors for the consideration of a particular matter properly presented at any meeting.

### **SECTION 4: Meetings Called by Membership**

Upon petition of not less than one tenth of the members of the corporation, the President shall call a meeting of the corporation within 5 days of receiving the petition. The petition must be in writing, must list the topics to be discussed, and must be signed by at least one tenth of the members of the corporation.

### **SECTION 5: Place of Meeting**

The meeting may be designated for any place within the geographical area near or at the employer law enforcement agency of the membership. The Board of Directors may designate a regular place of meeting. Meetings can also be held via electronic video communication. (Skype, Zoom, Facetime, etc.)

### **SECTION 6: Quorum**

The total qualified members present at a posted meeting shall constitute a quorum for the purpose of conducting business of the corporation provided that:

- A. Notice of such meeting must have been posted at least five (5) days in advance of the meeting.

B. At least one member of the board shall be present to chair such meeting. Otherwise, one-tenth of the qualified members constitute a quorum.

## **SECTION 7: Proxies**

At any meeting of members, a member entitled to vote may vote by proxy, executed in writing by the member or by his or her authorized attorney in fact. No proxy will be valid after 3 months from the date of its execution, unless otherwise provided in the proxy.

# **ARTICLE IV. DIRECTORS , OFFICERS, TERMS & POWERS**

## **SECTION 1: Officers and Directors Defined**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and Communication. Each shall be elected and shall serve a term as prescribed herein. All of the officers named and defined in this Article shall constitute the Board of Directors (the "Board").

## **SECTION 2: Powers and Duties of the Board**

The Board shall be the governing body of the corporation and shall conduct, manage, govern, execute, and administer all of the affairs of the corporation. The Board shall be responsible to control, manage, and supervise all funds and property of the corporation. It is provided, however, that expenditures of more than two hundred dollars (\$200.00) must be presented to the membership for approval. The Board shall cause to be kept a complete record of all meetings and acts, supervise all officers and members of the corporation, and provide information to the members on all matters of importance pertaining to the corporation.

## **SECTION 3: Terms of Office**

The officers of the corporation shall be elected according to the following procedure during the month of December each year and shall serve in their elected capacities until their successors have been selected and qualified. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.

During a regular corporation membership meeting in the month of December, the floor shall be opened for nominations for officers. Each nomination shall require a second. Within five days after the meeting, the secretary-treasurer shall distribute a ballot to all current voting members listing all the qualified nominations. The members shall be required to return the ballot within ten (10) calendar days. The nominees receiving the most votes for each office shall be declared the winners. The newly elected officers shall take the Oath of Office and assume their elected duties on the first business day in the following new year. Ballots may be distributed and returned electronically, via the internet, email, or some other electronic means.

## **SECTION 4: Qualifications of Officers**

No member may be candidate for office who is not in good standing in the corporation. No officer may continue in office or perform duties, or exercise the powers of any office that is not in good standing in the corporation. The term "in good standing" is deemed to mean that all current dues and assessments have been paid and the member has been duly recognized.

## **SECTION 5: Compensation of Officers**

All officers, directors and members of committees or subcommittees shall serve without pay.

## **SECTION 6: Duties of the President and Vice Presidents**

The President (or, in the President's absence, inability, or refusal to act, the succeeding Vice Presidents) shall preside at all meetings and appoint committees. He shall have, subject to approval of the Board, the responsibility to manage, supervise and direct the affairs of the corporation. The President may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by the board of directors, or by these bylaws or statute to some other officer or agent of the corporation. In general, the President will perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time. In the event that a vacancy occurs in the board, the President shall appoint a member in good standing to fill the unexpired term.

A Vice-President will perform such other duties as from time to time may be assigned by the President or by the board of directors.

## **SECTION 7: Duties of the Secretary**

The Secretary shall keep a record of all proceedings of the Board and of all general and special meetings. The Secretary shall keep a record of the membership of the corporation and every other record made under or required by these By-laws. The Secretary shall receive and maintain all correspondence and other papers. The Secretary shall serve, issue, and publish all notices required to be given or as directed by the President. The Secretary shall prepare all ballots at the direction of the Board. The Secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the board of directors.

## **SECTION 8: Duties of the Treasurer**

The Treasurer shall receive all funds and manage all accounts of the corporation. The Treasurer shall deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as may be selected by the board of directors. The Treasurer shall pay all legitimate bills and disburse funds as directed by the Board or the general membership. The Treasurer shall make a written report of the state of the treasury at each regular meeting. In general, the Treasurer shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the board of directors.

## **Section 9: Duties of the Communication Director**

Communications is essential for an organization to develop its brand, share its mission, initiatives and impact with the public, and communicate with partners, constituents, and donors. In the last decade, communications roles have largely shifted into the digital sphere, with increased emphasis on social media, digital marketing, and targeted email campaigns.

## **SECTION 10: Oath of Office**

All newly appointed or elected officers of the corporation shall take the oath of office, which shall be administered by the President of the corporation. Any incumbent Board member may administer the oath of office to a newly appointed or elected President. The oath of office shall read as follows:

*"I (name in full), elected by the members of the **Haitian American Police Unity** as (office), do solemnly and faithfully swear and affirm, that I will support the Constitution of the United States. I do solemnly and faithfully promise to be loyal to the **Haitian American Police Unity** and to support and abide by its Certificate of Formation and By-laws and, to the best of my ability, will strive to assert a positive influence on the citizens of our community and to instill in the members a spirit of fellowship, cooperation, and concern for the well-being of all. So, help me God."*

## **SECTION 11: Recall Provision**

When a member of the Board of Directors violates his oath of office, the power of recalls rests with the membership. A motion for recall shall require a petition signed by at least 51% of the current and active members at that time. The motion shall then be presented to the membership for vote, and a 2/3 majority of those present and voting shall be required to pass and enforce the recall.

## **SECTION 12: Regular meetings**

The board of directors may provide by resolution the time and place for holding regular meetings of the Board without other notice than such resolution. Regular meetings of the Board shall be held at least quarterly.

## **SECTION 13: Special Meetings**

Special meetings of the Board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place as the place for holding any special meeting of the Board called by them.

## **SECTION 14: Notice**

Notice of any special meeting of the board of directors must be given at least 3 prior to such meeting by written notice delivered personally, or sent by mail, email, or facsimile to each director. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been called or convened as required by these bylaws or is contrary to law. The business to be transacted at the meeting need not be specified in the notice of such meetings, unless specifically required by law or by these bylaws.

## **SECTION 15: Quorum**

A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The presence of a director whose express purpose is to object to the transaction of any business because the meeting has not been called or convened as required by these bylaws or is contrary to law will not be counted toward presence of a quorum. A quorum may be obtained, and meetings may be held, through a regular meeting, conference call, via electronic means including email, or a combination thereof, provided that a record of that business is reflected in the minutes of the next regular Board meeting.

## **SECTION 16: Manner of Acting**

The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present will be the act of board of directors, unless the act of a greater number is required by law or by these bylaws. A meeting may be held in person, conference call, by any electronic means including email, or combination thereof.

## **SECTION 17: Other Committees of Directors**

The board of directors, by resolution adopted by a majority of the directors in office, may designate other committees, each of which must consist of two or more directors, which committees, to the extent provided in the resolution, will have and exercise the authority of the board of directors. The designation of such committees and the delegation of authority to them will not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

A designated committee may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

## **SECTION 18: Other Committees**

Other committees, which do not have and exercise the authority of the board of directors in the management of the corporation, may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee will be members of the corporation and the President of the corporation will appoint the members. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation will be served by such removal.

## **SECTION 19: Term of Office in Committee**

Each member of a committee will continue as such until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee is sooner terminated, unless such member is removed from the committee, or the member ceases to qualify as a member of the committee.

## **SECTION 20: Chair**

One member of each committee will be appointed chair by the person or persons authorized to appoint the committee members.

## **SECTION 21: Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **SECTION 22: Quorum for Committees**

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

# **ARTICLE V. CONTRACTS, CHECKS, DEPOSITS & FUNDS**

## **SECTION 1: Contracts**

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

## **SECTION 2: Checks, Drafts, or Order for Payment**

All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by two officers of the corporation in such manner as from time to time may be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments must be signed by the Treasurer and countersigned by the President or a Vice-President of the corporation.

## **SECTION 3: Deposits**

All funds of the corporation must be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

## **ARTICLE VI. MISCELLANEOUS**

### **SECTION 1: Books and Records**

The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and will keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **SECTION 2: Fiscal year**

The fiscal year of the corporation will begin on the first day of January and end on the last day of December of each year.

### **SECTION 3: Waiver of Notice**

Whenever any notice must be given under the Florida Non-Profit Corporation Act under the certificate of formation or bylaws of this corporation, a waiver of such notice, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

### **SECTION 4: Conduct of Meetings**

“Robert Rules of Order” shall govern the conduct of all meetings except as otherwise provided in these by-laws or the Certificate of Formation.

### **SECTION 5: Order of Business**

As a rule, meetings shall be conducted in the following order:

1. Roll Call of Officers
2. Minutes
3. Communications of Bills
4. Reporter of the Treasurer
5. Committee Reports
6. Unfinished Business
7. New Business
8. Good and Welfare of the Association

## **ARTICLE VII. AMENDMENTS**

### **Section 1:**

#### **Power of Members to Amend Bylaws**

The Bylaws of this corporation may only be amended, repealed, or added to, or new bylaws adopted by the vote of two-thirds (2/3) of the membership entitled to vote. The vote shall be by written ballot provided to the members, with its return due within seven (7) days of being issued to the membership.

These bylaws may not be amended more than twice in any one fiscal year. Any amendment or repeal of a bylaw, or additional or new bylaws will be filed with the Florida Secretary of State as required by law. Unless otherwise specified, amendments to these by-laws shall be in full force and effect immediately upon adoption. Ballots may be distributed and returned electronically, via the internet, email, or some other electronic means.

## **ARTICLE VIII. ENACTMENT**

These by-laws shall be in full force and effect immediately upon adoption.

These bylaws were adopted by the Board of Directors on:

\_\_\_\_\_ *[Date]*

\_\_\_\_\_ *[Signature of Secretary]*

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