

**BY-LAWS OF THE  
VIRGINIA STATE POLICE ASSOCIATION  
a Virginia Nonstock Corporation**

**ARTICLE I  
MEMBERSHIP**

1. Membership. Membership in the Corporation shall be divided into four categories:

1. Active. An active member is a member who is a full-time employee of the Virginia Department of State Police or a member who has retired from the Virginia Department of State Police, who established Virginia State Police Association membership a minimum of five (5) years prior to retirement and continuously maintained his membership status with the Corporation since retirement.

2. Inactive. An inactive member is a member who has been an active member of the Corporation a minimum of five (5) years but is no longer employed by the Virginia Department of State Police, for reasons other than disability retirement, having left in good standing as determined by the Board of Directors, and has continuously maintained his membership status with the Corporation after termination of employment with the Virginia Department of State Police.

3. Associate. Associate members shall be comprised of public spirited citizens who are interested in the welfare of members of the Corporation and have such qualifications as the Corporation may fix.

1. Associate members shall not have the right to vote on the affairs of the Corporation and shall not be entitled to receive benefits granted to Active and Inactive Members.

2. Membership shall be by approval of the Board of Directors.

4. Honorary Member. An honorary member is any member of former member who is deemed by the members of the Corporation to be one who has contributed substantially to the goals and purposes of the Corporation. Selection as an honorary member shall be as follows:

1. Nomination by the Board of Directors and approval by two-thirds of the membership present at any annual meeting. Voting shall be conducted through cast ballots.

2. Nomination from the floor and approval of same by two-thirds of the membership present at any annual membership meeting.

Honorary members shall not be entitled to vote or receive benefits granted to Active and Inactive Members.

5. Removal from Membership. Any Corporation member may be removed from the membership by two-thirds vote of the entire Board of Directors. Reasons for removal shall be as follows:

1. Conviction of a criminal act;

2. Publicly condemn, denounce or otherwise bring discredit upon the Association; or

3. Refusal to pay membership dues. (The President shall have the authority to waive a member's dues for one year on a case by case basis.)

Any member being considered for removal shall be afforded the opportunity to address the Board of Directors prior to any vote for separation from the membership.

**ARTICLE II**  
**MEETINGS OF THE MEMBERSHIP**

1. Annual Meeting - The Corporation shall hold annually of each year a meeting of members on a date set by the Board of Directors.
2. Special Meetings - The Corporation shall hold a special meeting of members on call of the President, the Board of Directors, or the written demand of the holders of at least twenty percent (20%) of the Corporation's voting members.
3. Place of Meetings - Meetings of membership may be held at such place, in or out of the Commonwealth of Virginia, as may be provided in the notice of the meeting.
4. Notice of Meetings - Members shall be notified of the date, time and place of each annual and special members's meeting. Such notice shall be given no less than twenty (20) nor more than sixty (60) days before the meeting date.

Unless otherwise required by statute, notice of an annual meeting need not state the purpose or purposes for which the meeting is called. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Notice is effective when mailed, if mailed postpaid and correctly addressed to the member's address shown on the corporation's records.

5. Quorum and Voting Requirements - Members holding one-tenth (1/10) of the votes entitled to be cast by members present or represented by proxy shall constitute a quorum.

**ARTICLE III**  
**BOARD OF DIRECTORS**

6. Board of Directors. The governing body of Virginia State Police Association, Inc. shall be a Board of Directors which shall operate the Corporation in accordance with the Articles

of Incorporation and the By-Laws of the Corporation.

7. Composition of the Board of Directors. The Board of Directors shall be comprised of the President, First Vice President, Second Vice President, Secretary, Treasurer and one Division Representative for each Field Division, and one Representative for the Administrative Headquarters. No person shall be denied a seat of the Board by virtue of national origin, sex, religious affiliation, race, creed or color.

8. Election of Divisional Representatives. The divisional representatives shall be elected at meetings of their respective divisions by members permanently assigned to such division. Elections of the divisional representatives for Divisions 1, 3, 5 and 7 shall be held beginning in the year 2000 and thereafter bi-annually prior to the annual meeting of the Association. Elections of the divisional representatives for Divisions 2, 4, 6 and the Administrative Headquarters Division shall be held in 2001 and thereafter bi-annually prior to the annual meeting of the Association. The Field Division and Administrative Headquarters Representatives shall assume office the day following the close of the annual membership meeting.

9. Vacancy. In the event of a vacancy, the Board by affirmative vote of a majority of the Directors present at a meeting at which there is a quorum, may fill such office for the unexpired term of the affected position.

10. Regular Meetings. The Board of Directors shall meet, no less than quarterly. One meeting shall be held following the annual membership meeting.

11. Special Meetings. Special meetings may be called by the President of the Corporation. It shall be the duty of the President upon a resolution of the Board or at the

request of four (4) members of the Board accompanied with a statement of the matters to be considered to call a special meeting of the Board. Written notice of such special meeting shall be given to each Board Member not less than fifteen (15) days before the Board meeting.

12. Location of Meeting. Meetings of the Board shall be held at such locations as the Board may, from time to time, determine.

13. Quorum. A majority of the Board shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may reschedule the meeting from time to time and from place to place, and when the meeting is held and a quorum is present, any business may be transacted which might have been transacted at the meeting which was rescheduled.

14. Action in Lieu of Meeting. Notwithstanding anything to the contrary contained herein, the Board may adopt or approve any action either through the form of written consent executed by all of the directors or through such telephonic conferences or meetings or in any other manner as may be permitted under Virginia law.

15. Procedure. At all meetings of the Board, the President, First Vice President or, in their absence, a presiding officer chosen by the meeting shall preside, and the Secretary, or in his absence, a person appointed by the presiding officer shall act as Secretary of the meeting and keep a record of the proceedings. All procedural questions shall be determined in accordance with Robert's Rules of Order. In case of a tie on any matter before the Board, the President shall not have a second vote to break the tie, and the proposal, motion or resolution upon which the tie occurs shall be deemed to be lost or defeated.

16. Conflict of Interest. Any director having an existing or potential interest in a

contract or other transaction presented to the Board of Directors thereof for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another person, shall make a prompt, full, and frank disclosure of the interest to the Board prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his interest and any relevant material facts known to him about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The minutes of the meeting shall reflect the disclosures.

#### **ARTICLE IV** **OFFICERS OF THE CORPORATION**

1. Enumeration and Qualifications. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer and Field Division Representatives and one Administrative Headquarters Representative. No person shall be qualified to be an officer if such member is not a voting member of the Virginia State Police Association.

2. Election. The five officers of the Corporation shall be elected by the membership of the Corporation. Elections shall occur in even numbered years and the newly elected officers shall assume office the day following the close of the annual membership meeting. In the event of failure to do so, officers shall hold over and continue to perform their duties as such until their successors are elected and qualified.

3. Term.

A. Each officer and each representative shall hold office for two (2) years or

until his successor has been duly elected or until he shall resign or shall have been removed or shall have been terminated as provided herein.

B. Limitation of Terms.

1. Officers shall not hold the same office for more than two (2) consecutive terms.

2. Representatives shall serve no more than four (4) consecutive terms.

4. President.

A. The President shall be the Chairman and Chief Executive Officer of the Corporation. He will preside as such at all meetings of Corporation membership. He shall have power of general management of the business of the Corporation and shall see that all orders and resolutions of the Corporation are carried into effect.

B. He shall execute any and all contracts that may be authorized by the Board of Directors or the general membership of the Corporation.

C. He shall be a member of all committees.

D. He shall have the power to call a special meeting of the Board of Directors whenever an emergency arises, or upon the petition of a requisite number of members of the Board of Directors.

E. He shall have the power to appoint the members of all standing or special committees.

F. He shall attest all warrants or vouchers drawn on any fund of the Virginia State Police Association, Inc., before payment by the Treasurer.

G. It shall be the duty of the President to promote the growth of the Corporation; establish contacts with the administrative personnel in the Department of State Police; seek new members; advise members, the Executive Committee, and the Board of Directors; and give lectures about the Corporation, its aims and objectives, what it has accomplished, what it can accomplish, and what it strives to do for its members.

H. He shall have the authority to authorize the expenditure of funds up to \$1,000.00 on basic operating expenses (stationery, postage, office supplies, etc.), reimbursement for vehicle expense, and other membership authorized expenses. He shall have the authority, with the approval of the majority of the Board of Directors, to authorize expenditures of funds of over \$1,000.00. He shall convey to his successor all unfinished business of the Corporation.

5. First Vice President. It shall be the duty of the First Vice President to help with the supervision of all committees which the President shall designate; the First Vice President shall perform the duties of the President in his absence, and any other duties which the President or Board of Directors may designate.

6. Second Vice President. It shall be the duty of the Second Vice President to help with the supervision along with the First Vice President of all committees which the President shall designate, to act in place and stead of the First Vice President, and accomplish any other duties which the President or the Board of Directors may designate.

7. Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of Board meetings, including those of the Executive Committee. He shall be responsible for seeing that the members of the Corporation are appraised of the activities and affairs conducted at any Executive Committee or Board of Directors meeting by disbursing the minutes of the

meetings to each division and area representative.

8. Treasurer. It shall be the duty of the Treasurer to keep an accurate and correct record of the finances of the Corporation. He shall be responsible for the collection of dues, and notification to the Secretary of suspended members. He shall attest all warrants or vouchers under his control before payment.

9. Field Division and Administrative Representatives. It shall be the duty of the Field Division and the Administrative Representatives to maintain an open line of communication between the members of their constituency, the President, and the Board of Directors. They shall assist the President in seeking new members and promoting the growth of the Corporation. They shall also serve on the various committees when called upon by the President.

10. Removal from Board of Directors. Any member of the Board of Directors may be removed from the Board by two-thirds vote of the entire Board of Directors. Reasons for removal may be as follows:

A. Failure to perform, or improper performance of the duties of the position on the Board of Directors.

B. Consistent and unjustified absences from meetings of the Board of Directors or assigned committee meetings.

Any member being considered for removal from the Board of Directors shall be afforded the opportunity to address the Board prior to any vote for separation.

## **ARTICLE V** **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, First Vice President, Second Vice

President, Secretary and Treasurer. The Executive Committee shall assist in seeking new members, promoting growth of the Corporation, and serving on various committees as chairmen when called upon by the President. They shall serve as liaison members in the absence of the President at any National Troopers' Coalition function.

**ARTICLE VI**  
**AMENDMENT OF THE BY-LAWS**

These By-Laws may be amended by affirmative vote of two-thirds of the entire Board of Directors, provided a full statement of such proposed amendment or amendments shall have been mailed to each member, with notice of the time and place of the meeting, at least five days prior to any such meeting.

**ARTICLE VII**  
**FISCAL YEAR**

The Fiscal Year of this Corporation shall be for the period of any year commencing on January 1 and ending on December 31 of each year.

**ARTICLE VIII**  
**SEAL**

The corporate seal shall be in such form or forms as may be determined from time to time by the Board.