

KEENE POLICE OFFICERS ASSOCIATION

BY-LAWS

REVISED July 14, 2003

ARTICLE I

CHAPTER - NAME

- Section 1: Name. The name of this Organization shall be: Keene Police Officers Association, Local # 6246, American Federation of Teachers, AFL-CIO.
- Section 2: The short name of this organization shall be "KPOA".
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ARTICLE II

PURPOSE OF ORGANIZATION

Purpose: The purpose of this organization shall be:

Section 1: To work for and promote the welfare of the Keene Police Officers Association. Work towards the advancement and improvement of their members.

Section 2: To unify and strengthen the law enforcement profession to secure and maintain the salaries, retirement, tenure, leave, and other matters concerning wages, hours, terms and conditions of employment and benefits to reflect members' professional status necessary to support the members of the Keene Police Officers Association.

Section 3: To promote a closer bond of fraternity for mutual benefits and advantages, to promote the individual well being of each member or members collectively, and to enable members to speak with a common voice on matters pertaining to the interest of the Keene Police Officers Association, and to present their individual and common interests before various boards, agencies and other legal authorities or bodies.

Section 4: It shall be a chapter governed by the By-Laws of The Chapter and the Collective Bargaining Agreement.

Section 5: The Chapter will disseminate information among its members while still respecting economic, social, political and other matters affecting their lives and welfare.

Section 6: The Chapter will work to advance the interests its members by advocating the enactment of laws beneficial to them and the defeat or repeal of laws detrimental to them.

Section 7: The Chapter believes that our members have the same Constitutional rights as other citizens and it will protect those rights.

ARTICLE III

PRINCIPAL OFFICE

Section 1: The President shall be the Chief Executive Officer of the Keene Police Officers Association and will determine the location of the office where its principal business will be transacted. However, business or offices may hereafter be transacted or established at such other place or places, either within or without the State of New Hampshire, as may be determined from time to time by the Board of Directors.

ARTICLE IV

ASSOCIATION OFFICERS

Section 1: The officers of the Association, which shall be chosen and elected by the membership, shall be a President, Vice-President, Secretary, Treasurer, Councilor, Steward and the Sgt. At Arms.

ARTICLE V

DUTIES OF OFFICERS

Section 1: The President shall have general and active management of the business of the Association, and shall see that all orders or resolutions of the Board of Directors are carried into effect. Upon the affirmative vote of the membership (according to article V, section 1) the President shall execute bonds, mortgages and other contracts under the seal of the Association, except when required or permitted to be otherwise signed and executed; and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officers or agent of the Association. The President shall be responsible for signing each cash voucher dispersed by the Treasurer, as so directed by the Board of Directors.

Section 2: The Vice President shall act as the President of the Association in the absence of the President. He shall be the Chairman of the Finance Committee and the Chairman of the Political Action (PAC) Committee. He shall be ex officio Chairman of the Association Membership Committee and shall perform such duties as may be prescribed by the Board of Directors or the President. He shall act under the supervision of the President.

Section 3: The Secretary shall attend all meetings of the Board of Directors and all meetings of the membership and record all proceedings of the meetings of the Association and the Board of Directors in a book to be kept for that purpose. The Secretary shall have or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he/she shall be. The Secretary shall keep in a safe place, the Seal of the Association and when authorized by the Board of Directors, affix the same to any instrument requiring, and when so affixed it shall be attested by his/her signature.

Section 4: The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, shall deposit all monies and other valuable effects in the same and to the credit of the Association, in such depositories as may be designated by the Board of Directors. The Treasurer, within the guidelines of the bylaws, shall disperse funds of the Association, taking proper vouchers for such disbursements and signing each voucher; and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires an account of all his/her transactions as Treasurer and of the financial condition of the Association.

Section 5: The Sgt. At Arms shall be responsible to the presiding officer for the orderly running of Association meetings. The Sergeant at Arms will maintain order and remove any member, guest or other person who causes a disruption of the meeting. The Sergeant at Arms will be responsible for maintaining security during meetings; keeping out unwanted and uninvited persons. The Sergeant at Arms may call on members to assist in carrying out these duties.

Section 6: The Steward(s) shall be responsible for "policing" the collective agreement, deal with complaints and settle grievances. Besides processing grievances, the Steward(s) shall communicate with the members, local executive and management personnel, listen to members' problems, motivate members, keep members informed, and periodically check working conditions. The Steward(s) will assist those members in all aspects of the grievance process set forth by Article XIX of the CBA. They shall be the Chairman of the Grievance Committee.

Section 7: The Councilors and Alternates shall keep the membership informed at all times of Association matters; to poll the members in order to determine their stand on vital issues; and to present their viewpoint at council meetings.

Each Councilor shall attend all council and Board of Directors Meetings. In the event this is impossible, it shall be his/her responsibility to secure an alternate councilor to substitute for him/her.

If a Councilor fails to attend two (2) consecutive meetings of the council without providing for an alternate to substitute for him/her, or if a Councilor fails to attend two consecutive meetings of the Board of Directors without receiving an excused absence, he/she shall cease to be an Association Councilor. A Councilor who has been removed shall have rights of appeal as provided by Article XII Section 1(e) the Keene Police Officers Association By-Laws.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of four officers; the President, Vice-President, Secretary, Treasurer. The Sgt. At Arms, Steward and the Councilor will make up the remaining seats on the Board of Directors. Only sworn members may sit on the Board of Directors.

Section 2: The President's shall be appointed to a 2-year term.

Section 3: The VicePresident shall be appointed to a 2-year term.

Section 4: The Secretary, Treasurer, Councilor and Sgt. At Arms positions shall be 1-year terms.

Section 5: Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority vote of the general membership at a special election called for that purpose and the Directors so chosen shall hold office until the next annual election.

ARTICLE VII

DUTIES OF THE BOARD

Section 1: The Board of Directors shall be responsible for the management of the Association, exercise all approved expenditures within the budget, and carry out all policies and bylaws established. Report its transactions to the membership and suggest policies for consideration by the membership.

Section 2: Under such personnel policies as may be adopted, and within the annual budget, the Board of Directors are authorized to employ, under contract if available, a Staff for the Association.

Section 3: The property. Affairs and business of the Association shall be managed by it's Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things that are not, by statute or by the bylaws, directed, or required to be exercised or done by the membership.

ARTICLE VIII

MEETINGS OF THE BOARD

Section 1: The President of the Association shall be the presiding officer of the Board of Directors.

Section 2: The Board of Directors of the Association may hold meetings, both regular and special, either within or outside of the state of New Hampshire.

Section 3: The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Board of Directors, and notice of such meeting shall be necessary to the Directors in order to legally constitute the meeting, provided that a quorum is present.

Section 4: Regular meetings of the Board of Directors may be held at such time and at such place as from time to time may be determined by the Board and notice will be given to the membership. The Board shall meet at least quarterly but no less then 2 times a year.

Section 5: The President on one day's notice to each Director may call special meetings of the Board, either personally, by mail or telegram. The President shall call special meetings in a like manner and on like notice by a written request of two Directors.

Section 6: At all meetings of the Board, a majority of the Directors must be present at that meeting to constitute quorum for the transaction of business, the act of the majority of the Directors at any meeting shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the bylaws of the Association. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

ARTICLE IX

REMOVAL AND RESIGNATION OF OFFICERS AND DIRECTORS

Section 1: Any officer or member of the Board of Directors who becomes negligent in the performance of his/her duties, or purposely, or willfully violates any of the bylaws or is guilty of any acts hostile to the welfare of the Association shall be removed from office by the balance of the Board of Directors. Such person may also be removed from office by the majority vote of the eligible members of the Association. Such vote is to be based upon written charges, which must be signed, by at least twenty five per cent of the eligible members.

Section 2: At the time the officer on the Board of Directors is notified of the action to have him/her removed, said officer shall immediately be placed on suspension and be suspended from the position for which he/she is holding until the process is completed.

Section 3: The Board of Directors, shall within twenty days, appoint a committee of seven members of the Association other than the Board of Directors, to conduct a hearing so that evidence and witnesses may be brought forth to substantiate the removal. If the committee finds that the Board of Directors acted in good faith, the removal shall stand. However, if the Appeal Board overturns the decision of the Directors, then the Officer or Director shall immediately be re-instated to his/her position.

Section 4: Resignation from the office may be accepted by the majority vote of the Board of Directors.

Section 5: Any member of the Board of Directors will be automatically be dismissed from the Board when it is verified that he/she has missed two (2) of the regular Board meetings, excluding excused absences. The Secretary will be responsible for recording the absent/present/excused information as part of the regular monthly minutes of Board meetings. It will be the responsibility of each elected Board member to inform the Board (or at least the Recording Manager) for each absence. The Board of Directors shall make the determination as to whether the absence is excused or not excused.

ARTICLE X

APPOINTMENT OF COMMITTEES

Section 1: The Board of Directors will, by resolution passed by a majority of the Board, designate one or more committees, and the Members of each Committee. Each Committee is to consist of two or more members who to the extent provided in the resolution shall make recommendations to the Board concerning the business and affairs of the Association. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2: A Grievance Committee shall be a permanent Committee within the Keene Police Officers Association. The Steward of the Association will chair this committee.

Section 3: A Finance Committee shall be a permanent Committee within the Keene Police Officers Association. The Board of Directors shall appoint the members of the Finance Committee. The Treasurer of the Association will chair this committee.

Section 4: Each Committee shall keep regular minutes of its meetings and report to the Board of Directors upon summons to do so.

ARTICLE XI

MEMBERSHIP

Section 1: All full time sworn member of the Keene Police Officers Association in good standing, who is a full-time certified police officer in the State of NH, active member of the Keene Police Department holding the rank below Corporal, and has completed his/her probationary period as set forth by the Keene Police Department and the CBA and who is not currently under suspension by the Keene Police Officers Association and/or the Keene Police Association.

Any full-time Dispatcher employed by the Keene Police Department, who holds no supervisory rank, and has completed his/her probationary period as set forth by the Keene Police Department and the CBA and who is not currently under suspension by the Keene Police Officers Association and/or the Keene Police Association.

Section 2: Application for membership in this Association may be requested as soon as the employee is placed in full time status as a member of the Keene Police Officers Association.

Section 3: Membership in the Keene Police Officers Association shall cease upon resignation, termination, or dismissal for just cause of said member from service in the Keene Police Department. Any employee, who is reinstated, may make application for membership upon reinstatement.

Section 4: Notwithstanding Section 1 of this article or any provision of these Bylaws, no person shall be considered eligible for active membership status, and be entitled to the rights and privileges (including without limitation, the right to nominate and vote for directors) of Membership in the Keene Police Officers Association, who is not current in dues with the Keene Police Officers, or had membership canceled for just cause.

Section 5: No member shall be responsible individually or personally liable for any of the debts or liabilities of the Association in excess of his proportion of the indebtedness authorized to be incurred by the Association in the Bylaws. In the event of failure and insolvency of the Association, a Member may be required to pay any unpaid dues, or installments which, pursuant to the Bylaws, have become due from such Member to the Association before such solvency.

ARTICLE XII

CENSURE OF MEMBERSHIP

Section 1: Censure of a Member:

(a) The Board of Directors shall have the power to select an Ethics Committee, consisting of 7 to 15 members.

(b) The Ethics Committee will review all allegations against a member, which may have adverse effects against the Association.

(c) A chairperson will be appointed by the Board of Directors to oversee the proceedings of the Ethics Committee. The Committee shall have the power to recommend censure of any member for cause, after due notice and hearing.

(d) The member charged, when he appears before the Committee, may be represented by counsel at his/her own expense, may present witnesses in his/her behalf, and may cross-examine witnesses testifying against him/her. If he fails to appear at the Committee hearing, in the absence of reasonable excuse acceptable to the Committee, he may be considered in default. If witnesses testifying against the member refuse to appear at the hearing, all allegations against the member will be dropped.

(e) Any appeal or review actions will be handled by and reviewed by the Board of Directors.

Section 2: The Chairperson will appear before the membership and express the committee's recommendations. The Board of Directors will then express their recommendations to the membership. The membership will vote for or against censorship.

ARTICLE XIII

MEETINGS OF GENERAL MEMBERSHIP

Section 1: All meetings of the general membership, for any purpose, may be held at such time and place as shall be stated in the notice of meeting. The general membership shall meet once each quarter.

Section 2: Roberts Rule of Order will prevail at all meetings of the membership.

Section 3: The annual meeting of general membership shall be held on an unspecified date during the month of April and each April thereafter, at which time the results of the annual election of Officers and Board of Directors will be provided to the membership.

Section 4: Special meetings of the membership for the purpose or purposes, unless otherwise prescribed by statute, or by the Articles of InAssociation, may be called by the President, or shall be called by the President and Secretary at the request and writing of a member of the Board of Directors, or at the request and writing of 10 percent of the general membership. Such request shall state the purpose or purposes of the proposed meeting.

Section 5: Written notice of a special meeting of the general membership, stating the time, place and object thereof, shall be given to each member entitled to vote, at least 15 days, if possible, before the date of the meeting.

Section 6: Business transacted at any special meeting of the membership shall be limited to the purpose stated in the notice.

Section 7: All members of the Keene Police Officers Association shall be provided with a ballot whether they are present at any membership meeting or not.

ARTICLE XIV

BUDGET AND FINANCES

Section 1: On April first, the first of each calendar year, the Board of Directors shall present a full and clear statement of the business and condition of the Association to its members.

Section 2: A mandatory audit may be required by an independent C.P.A. approved by the Board of Directors upon request of a majority vote of the Board of Directors. The audit may be completed and presented to the membership each year. The Board of Directors may authorize a special audit(s) at anytime.

Section 3: The Board of Directors, under the direction of the President and the Treasurer, shall present the membership for approval by the majority of the membership before May 1st of any year, a budget, giving an estimate of the income and itemized expenditures for the upcoming year. The Board of Directors may revise this budget at any time. All revisions will be presented to the general membership for approval by the majority vote of the membership.

Section 4: All requested funds, not provided for in the budget, must be submitted on the approved Keene Police Officers Association request form or letter. All requests for funds shall be submitted in a timely manner prior to the next Board of Directors meeting. The Board will prepare an information sheet detailing the reasons and use of the requested funds. The membership will then vote to approve or disapprove the use of Association funds, (except as provided in Article XIV, section 5 of the Bylaws).

Section 5: Funds may only be used for an Association Member.

Section 6: A benevolent account can be created. The funds from this account will be used for members or member's families who are in need of such funds. A new article will be created to the Bylaws and will set criteria for eligibility for these funds.

Section 7: The Board of Directors shall be authorized to incur debt up to five hundred dollars (\$500.00) however only by a majority vote of the Executive Board. The Board of Directors shall not be authorized to incur debt in the excess of \$500.00 except by a majority vote of the membership. A 2/3rd's vote of the General Membership shall be needed for debts of over \$1000.00. The only exception to this section is if the expenditure is to cover the cost of a grievance, Arbitration, ULP or a hearing in front of the PELRB.

Section 8: A voucher system will be established to provide documentary evidence for all expenses incurred by this Association unless such expenses are previously documented by statement, billing invoice, receipt, or other substantiating documents as accepted by common accounting procedure. The Board of Directors must approve such vouchers, before payment will be made.

ARTICLE XV

ELECTION OF OFFICERS

Section 1: The Polling Committee shall consist of a minimum of 2 members not currently holding office or seeking election. These 2 members will have duties, which will consist of making sure that all members of the Keene Police Officers Association are informed that they have the right to nominate a person of their choice to the position of their choice, and to ensure that the election is carried out in a smooth and professional manner.

Section 2: Notice of a vote on an issue or election shall be given at least 30 days prior to the vote. If an election, nominations for the office will be collected no later than 15 days prior to the election.

Section 3: The Polling Committee shall maintain a membership list and shall prepare and make a complete list of the members entitled to vote. This list shall be arranged in alphabetical order, showing the address of each member. The list shall be produced and kept by the Chairman of the Polling committee and subject to the inspection of any member who may be present at any membership event.

Section 4: The Polling Committee, at the direction of the Board of Directors, will conduct all elections in one of the following methods:

1. The Polling Committee will prepare a ballot of all Keene Police Officer Association members who were nominated by the membership and send the ballot to every eligible member of the Keene Police Association on the Association's web based E-mail System. The eligible member will then have 72 hours to mark the ballot and reply by E-mail his candidates of choice.
2. The Polling Committee shall provide ballots and locked ballot boxes located in a centrally located area. At least one Polling Committee Member will be present for voting at all times. Voting will take place at limited, specified times, not less than 24 hours, nor more than 72 hours. Members will be required to initial or sign for the blank ballots.

The Polling Committee shall provide Absentee Ballots for any member who is away on vacation, special assignment, training, etc. and cannot be at his duty station during the period of voting.

ARTICLE XVI

THE WILL OF THE MAJORITY

In order to insure the will of the majority of the membership:

- a. The following matters must be voted upon by the Association membership prior to any action taken by any Officer or Board of Directors:
 1. All Association fund (except as provided by the Bylaws).
 2. Censure -(Association).
 - 3.. Removal of an Association Officer or Board of Directors.
 4. Election of Officers and Board of Directors.
 5. Any changes to the By-Laws of the Association.
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ARTICLE XVII

DUES AND ASSESSMENTS

Section 1: The dues for this chapter, in addition to the Association dues shall be eleven (\$11.00) dollars per week, per member (optional).

Section 2: The President of the Association shall be notified immediately when this chapter votes to change additional dues in excess of the annual dues charged by the Association

Section 3: Whenever the Board of Directors deems that the conditions warrant or demand a levying and an additional assessment upon member of the Association, The Board of Directors shall, upon it's own majority vote, submit a proposed assessment plan to the eligible members of the Association, which shall ballot upon the same; and if the plan is approved by a majority of the members voting, the assessment shall immediately become due and payable.

ARTICLE XX

TITLE OF CERTIFICATES OF MEMBERSHIP

Section 1: The Association shall be entitled to recognize the exclusive rights of persons registered on it's books as members to vote and will hold liable for any calls and due assessments of any persons registered on it's books as members. The Association shall not be bound to recognize any other claim to or interest in such on the part of any other persons not a member of the Association. Except as otherwise provided by the laws of New Hampshire.

ARTICLE XXII

BENEFITS

Section 1: The Chapter shall provide any benefit such as insurance plans, savings plans, etc., that might benefit the general membership at a reasonable cost to the individual member.

Section 2: Legal Representation - The Chapter shall provide legal assistance for its members on any justifiable grievance with the City of Keene, New Hampshire following the guidelines set up by the CBA. If a member has been terminated or suspended and the action is being appealed, said member shall continue to pay dues to the Keene Police Officers Association.

Section 3: The Board of Directors may authorize compensation for certain positions or committees within the Union. A majority vote of the Board of Directors shall be required before any monies are to be distributed.

ARTICLE XXII

ADOPTION, AMENDMENT AND REPEAL

Section 1: The members of the Association within one month after the annual elections shall adopt the By-laws of the Association. A majority vote of the members or a written assent of the members representing a majority of the vote is necessary to adopt such By-laws.

Section 2: The Board of Directors of the Association shall make recommendations to the membership for additional By-law deletions or changes to the By-laws. The membership will then vote on the items as specified in Article XV and XVI.

Section 3: The members shall have power to make additional By-laws, to amend the By-laws, or to repeal any By-laws provided that the majority of the members vote in the affirmative by a printed ballot vote.

ARTICLE XXIII

DISSOLUTION CLAUSE

SECTION 1: In the event of the dissolution of this Association, real and personal property shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under section 501(C) (3) of the Code or corresponding provisions of any subsequent Federal Income Tax laws, as the Board of Directors of the Association shall determine. Any such assets not so disposed of, for whatever reason shall be disposed of by the order of the Superior Court of the County of Cheshire, NH to such organization or organizations and operated exclusively for charitable purposes to such organization or organizations, as said Court shall determine which are organized and operated exclusively for charitable purposes.

ARTICLE XXIV

CORPORATE EARNINGS/ASSET DISTRIBUTION

Section 1: No part of the assets of the Association and no part of any earnings of the Association shall be divided among or inure to the benefit of any director, officer or member of the Association, except as the reasonable compensation for services in effecting the corporate purposes.

ARTICLE XXV

NONDISCRIMINATORY POLICY

Section 1: It shall be the policy of the members of the Association to maintain a non-discriminatory policy with respect to sex, race, color, national or ethnic origin, creed or religion in the furtherance of the purposes for which the Association is formed.

ARTICLE XXVI

CONFLICTS OF INTEREST

Section 1: Any possible conflict of interest on the part of any member of the Board, officer or employee of the Association, shall be disclosed in writing to the Board and made a matter of record in the minutes of the board meeting when disclosed and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, and then a two-thirds vote of the disinterested directors and publication in a statewide newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy.

The aforementioned by-laws and amendments are a true and attested copy.

Dated:

President

Vice President

Secretary

Treasurer