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## **BYLAWS**

THE LAS VEGAS POLICE PROTECTIVE ASSOCIATION METRO, INC.

~BYLAWS~

### **PREAMBLE**

We, the members of the Las Vegas Police Protective Association Metro, Inc. hereafter referred to as the “PPA” or the “Association,” in order to form a more perfect professional Association, ensure justice, ensure legal protection, provide a common fund, promote general welfare, and secure and maintain constitutional and collective bargaining rights, do establish these Bylaws for the Las Vegas Police Protective Association Metro, Inc.

## **BYLAW 1 - ENFORCEMENT**

- 1.01 These Bylaws shall be construed, interpreted, and enforced in conjunction with but at all times subordinate to this Association's Articles of Incorporation and the laws of the State of Nevada and the United States of America.
- 1.02 These Bylaws shall also be construed, interpreted, and enforced in conjunction with regulations adopted for this Association, but such regulations shall at all times be subordinate hereto and will be attached hereto as an addendum if such regulations are established.

## **BYLAW 2 - RIGHTS**

- 2.01 This Association shall have and enjoy such rights, privileges, and powers as are conferred upon it by law and in equity, in addition to such rights, privileges, and powers granted to it under its Articles of Incorporation, these Bylaws, and such regulations adopted incidental thereto.
- 2.02 To the extent that any word, phrase, clause, sentence, paragraph, or provision of these Bylaws is deemed by a Nevada court of competent jurisdiction to be void, the remainder shall not be defeated.
- 2.03 These Bylaws shall be given such construction, interpretation and enforcement as to effect the objects and purposes of this Association.

### **BYLAW 3 - REGULATIONS**

- 3.01 Except as otherwise provided in the Articles of Incorporation and these Bylaws, the Board of Directors may from time to time make regulations for this Association as such regulations are deemed necessary for the furtherance of the business and affairs of this Association. Any such regulations, if established, will be attached as an addendum hereto.

#### **BYLAW 4 - OFFICES**

- 4.01 The principal office of the Association will be located in Clark County, Nevada.
- 4.02 The office will transact day-to-day operations and all other critical business of the Association.
- 4.03 The Association may have such other offices, anywhere situated, as the Board of Directors may determine and as the affairs of the Association may from time to time require.

## **BYLAW 5 - PURPOSE**

5.01 The objects and purposes of the Association include but are not limited to:

- a) To represent the Association membership before arbitrators, labor boards, civil service boards and similar bodies *as authorized* by these Bylaws for matters relating to employment and conditions of employment;
- b) To represent individual members as authorized by these Bylaws concerning proceedings brought for violation of any law while acting in the capacity of a peace officer;
- c) To promote the general welfare of the Association membership by working in concert with other national, state and local law enforcement and other employee organizations or associations for improved and safer working conditions and standards of employment for peace officers;
- d) To educate the community concerning law enforcement labor issues and concerns;
- e) To receive and hold all properties, real or personal, that are contributed to the Association;
- f) To receive contributions and/or donations.

## **BYLAW 6 - MEMBERSHIP**

- 6.01 **QUALIFICATIONS** - A person is qualified for membership in this Association if employed in any capacity covered by Chapter 289 of Nevada Revised Statutes and covered by a Collective Bargaining Agreement enforced by this Association, or they are promoted or retired from such employment.
- 6.02 **HONORARY MEMBERS** - The Board of Directors of this Association may, by majority vote, allow others not meeting the qualifications set forth in Bylaw 6.01 to become “Honorary” PPA members. Criteria for becoming an Honorary PPA member include but are not necessarily limited to, substantial contribution to the general welfare of the Association membership, substantial contribution to the improvement of working conditions and standards of employment for peace officers, and substantial contribution to the promotion of issues affecting labor and employee organizations and associations. Honorary members have no rights, benefits or privileges of any kind in this Association other than those specifically conferred thereon.
- 6.03 **APPLICATION** - No qualified person may be a member of this Association except upon approval given by majority vote of the Board of Directors and subject to the terms and conditions of membership as fixed by the Board of Directors and/or as described in these Bylaws; **it is the policy of this Association that approval for membership shall not be based on arbitrary or discriminatory grounds.**
- 6.04 **REINSTATEMENT** - Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by affirmative majority vote, may reinstate such former member upon such terms as the Board may deem appropriate.
- 6.05 **ACTIVE MEMBERS** - individuals approved for membership pursuant to Bylaw 6.03 and who pay regular dues pursuant to Bylaw 7.02 are entitled to all rights and benefits under these Bylaws.
- 6.06 **RETIREE MEMBERS** - Association members who retire from any employment described in Bylaw 6.01 and who become retired members pursuant to Bylaw 7.03 (infra), are entitled to all rights and benefits under these Bylaws as an Active Member except that Retiree members may only serve in the one at-large director position that represents the other retiree members, with the right to vote on matters coming before the Board of Directors; they are not entitled to vote on Contract or Bylaw Ratification, and they are not entitled to representation pursuant to Bylaw 9.

6.07 RE-EMPLOYED MEMBERS - Association members who retire, resign or are terminated from employment, become Retiree Members pursuant to Bylaws 7.03 and 6.06, and are subsequently reinstated to employment described in Bylaw 6.01 must reapply for active membership pursuant to Bylaw 6.03 and resume payment of regular dues pursuant to Bylaw 7.02 to be entitled to all rights and benefits of this Association.

## BYLAW 7 - DUES

- 7.01 Except as otherwise provided in these Bylaws, members of this Association shall pay all dues, assessments, levies and fines as may be determined by this Association.
- 7.02 The general membership dues of the Association shall be in the amount of one and a half (1.5) percent of the monthly salary of a LVMPD Police Officer II, Step 4 Salary Range 21, or the equivalent. It is the responsibility of the members to see that their dues are paid on time.
- 7.03 Members who are retired, **resigned, or terminated** from employment in any capacity described under Bylaw 6.01, **and who have been a member in good standing for at least one year immediately preceding their separation from employment, shall** may pay dues of a one-time fee, as set forth below, ~~of Five Hundred Dollars (\$500.00)~~ **to become a lifetime member of this Association.**
- a) **Five Hundred Dollars (\$500.00) within sixty (60) days of his or her separation from employment;**
  - b) **Seven Hundred and Fifty Dollars (\$750.00) within sixty-one (61) to three hundred and sixty five (365) days of his or her separation from employment;**
  - c) **One Thousand Five Hundred Dollars (\$1,500.00) within 1 to 5 years of his or her separation from employment.**
- 7.04 Honorary members shall pay no dues.

## **BYLAW 8 - DUTIES OF MEMBERS OF THE ASSOCIATION**

- 8.01 It shall be the duty of all members of the Association to conduct themselves in an orderly fashion at all Association meetings.
- 8.02 Members having **administrative matters or** litigation pending through the Association shall **cooperate with the Association and shall** use diligence in the preparation of their cases and strictly comply with all official summonses.
- 8.03 Any member of the Association given permission to start a suit under these Bylaws shall also institute a joint suit, or authorize the Association to institute such a suit at the option of the Association, to collect all fees expended by the Association. Any member failing or refusing to do so may be refused financial aid and the Board shall be relieved of all further responsibility therein.
- 8.04 Said member shall cooperate with the Association in the prosecution of such suit; failure on the part of any member to so cooperate shall relieve the Association of any responsibility to render any assistance to such member and further shall authorize the Association to recover all costs, expenses, and disbursements incurred on behalf of such members from the member so involved.
- 8.05 Failure on the part of any member to comply fully with the provisions of the foregoing sections shall relieve the Association of its obligations towards such member.

## **BYLAW 9 - REPRESENTATION**

9.01 Members in good standing requesting representation shall be entitled to representation in the following situations and forums:

- a) To appeal a dispute regarding the application or interpretation of a provision of the Collective Bargaining Agreement (a non-discipline grievance) to a Labor/Management Board, providing the Board of Directors believes that the matter is meritorious;
- b) To appeal a dispute regarding the application or interpretation of any Department rule, regulation, policy, or procedure that governs the Department, providing the Board of Directors believes the matter is meritorious;
- c) To appeal a dispute regarding the application of a disciplinary action (a discipline grievance), providing the Board of Directors believes the matter is meritorious:
  - i. To a Deputy Chief for a written reprimand;
  - ii. To a Labor/Management Board for disciplines of ~~80~~ 40-hour suspensions or less;
  - iii. To an arbitration for disciplines of greater than an ~~80~~ 40-hour suspension.
- d) To address any other matters that fall within the Association's duty of fair representation, not specifically referred to above;
- e) To address other legal issues as the Board of Directors may from time to time, and upon motion, deem to be an additional benefit to its members, providing resources allow such additional benefits. (NOTE: The Association has the discretion to suspend these additional benefits, or any portion thereof, provided it gives 30 days written notice to the membership.)

9.02 Members in good standing shall follow the following guidelines in requesting representation:

- a) A member requesting representation or assistance for any matter defined in Bylaw 9.01 shall notify any Executive Board member and as soon as possible thereafter shall meet with the appropriate representative and/or attorney.
- b) The Executive Board, by majority vote, may deny a member's request for representation on the grounds that it is not the type of representation the PPA provides. Said denial must be submitted to the member in writing.
  - i. In the event such member disagrees with the determination of the Executive

Board he or she may then bring the request for representation to the next Board of Directors meeting to appeal to the full Board of Directors. The request must be submitted in writing three (3) business days before the Board of Directors meeting at which it will be decided.

- ii. The Board of Directors shall have the ultimate authority to determine whether representation or legal representation shall be provided.
- iii. In the event a member chooses to appeal to the Board of Directors for representation, the Executive Board member making the initial denial shall make arrangements with the appropriate individuals within the Department to protect any time periods from expiring during the appeal process.

#### 9.03 Conditions on representation:

- a) The Board of Directors shall retain complete discretion to select and employ counsel at the Associations expense, in accordance with the foregoing guidelines.
- b) Nothing herein is intended to preclude a member from employing the services of his or her personal choice of counsel, at the member's own expense, for assistance in other than labor relations and contract matters. A member's selection of his or her own counsel, shall act as a waiver of any rights and privileges outlined in this Bylaw for that particular matter.
- c) In any matter wherein the member or members seek a monetary award of damages, attorney's fees, back pay, disability payments or other monetary award, the Board may condition representation upon the members' agreement to reimburse the Association first, out of any monies recovered.
- d) The Association, in no event, shall be liable to pay an award of damages, costs or attorney's fees to an adverse party or parties by virtue of the Board's decision to provide representation in any of the foregoing matters, or on behalf of a member or members.
- e) In all of the foregoing matters, the Board shall determine in its sole discretion, on the basis of the facts presented along with the request for representation, whether a matter is meritorious and to what extent representation will be provided at the expense or burden of Association resources, and whether outside counsel will be employed, as well as designation of any outside counsel to be employed. Generally, the Board will refer legal matters for representation to its legal office unless the Board, in its discretion, determines that circumstances dictate otherwise. The Association is not an insurer.

- f) The legal office or any professional employed by the Association shall consider the Association as their client and any grievant or appellant shall be advised that they are a third party beneficiary of such representation unless legal counsel is approved to discuss any potential matter other than that set forth above.
- g) A request for representation at the Association's expense may be denied where the member is entitled to representation at the expense of a governmental agency.
- h) In labor relations and contract matters, when a member is entitled to legal representation through this Association and another labor association, labor organization or other valid policy of insurance, the member has the right to choose the legal counsel he or she will utilize for purposes of the appeal. A member's selection of counsel from another labor association, labor organization or other valid policy of insurance shall act as a waiver of any rights to representation from this Association on that particular labor relations or contract matter. A member's selection of counsel from outside this Association will not waive the member's right to reasonable costs and expenses (excluding representation and/or legal fees) associated with the appeal, providing the Board of Directors believes the matter is meritorious. For purposes of this Bylaw, reasonable costs and expenses shall mean the average costs and expenses of the past five (5) similar appeals handled by this Association's legal office (i.e., the reasonable costs and expenses of an arbitration hearing shall be the average costs and expenses of the past five (5) arbitration hearings handled by the Association's legal office.)

**BYLAW 10 - GENERAL MEMBERSHIP MEETINGS**

10.01 A general membership meeting shall be held at least quarterly.

10.02 This meeting shall be held on the first Thursday of the month in which it is held and will serve as an open forum for the exchange of information and concerns.

## **BYLAW 11 - BOARD OF DIRECTORS MEETINGS**

- 11.01 At least 40% of all elected or appointed Board of Directors must be present for the transaction of any Association business. If 40% of the Board is present, business may be conducted by a simple majority vote.
- 11.02 Board of Directors meetings will be held at least once a month. **These Board of Directors meetings are not open to the public or the general membership, except that an individual who is not on the Board may appear for a particular item, and only that particular item, that is on the agenda.**
- 11.03 The Executive Director or his or her designee may call a special meeting of the Board of Directors at any time. A petition signed by a majority of the members of the Board of Directors shall also be sufficient to call a special meeting of the Board of Directors. Prior to calling said special meeting, the Executive Director or a majority of the Board of Directors must give at least 12 hours notice to the Board of Directors.

## **BYLAW 12 - MINUTES**

- 12.01 Minutes of all Board of Directors and General Membership meetings shall be taken by the Secretary of the Association, or, in his or her absence, by a Director or attorney designated for that purpose.
- 12.02 The minutes shall include, without limitation: names of all persons in attendance; names of Directors not in attendance and whether or not they have been excused; all motions brought; the name of the person bringing the motion and the name of the person seconding the motion; and the dispositions of the motions which shall include the vote of each Director given on each motion.
- 12.03 The Secretary shall maintain the minutes of the meetings which shall serve as business records of this Association and be made available to the membership for review upon request, in person, at the LVPPA office. General membership meeting minutes may be posted at each representative's area once they are approved by a majority of the Board.

### **BYLAW 13 - COMPOSITION OF THE BOARD OF DIRECTORS**

- 13.01 The Directors of this Association shall represent as closely as possible a cross section of all members of this Association.
- 13.02 The Board of Directors shall consist of the Executive Board and at least 18 elected Directors. Specifically, there will be one elected Patrol Representative from each of the Patrol Area commands. Additionally, and to the extent practicable, there will be one or more, representatives for each area location of Association members depending on need.
- 13.03 The elected Directors will individually voice the concerns of the employee group(s) they represent, and shall act and advocate on behalf of the Association as a whole.
- 13.04 The Executive Director will determine the number of Directors that are assigned to the different groups within the Department based on the membership's needs with the approval by a majority vote of the Board of Directors.
- 13.05 The Directors of this Association will be elected ~~by mail-out ballot~~ pursuant to Bylaw 28 and shall serve staggered terms of four (4) years.
- 13.06 The term of each Director shall begin at the start of the November ~~General Membership Board of Directors~~ meeting, at which time the results of the election are made known.
- 13.07 The elections of the Board of Directors shall be staggered to ensure continuity of leadership.
- 13.08 The Executive Director may, at his or her discretion, recommend to the Executive Board and Board of Directors that a non-voting director representing each of the ethnic employee associations be added to the Board of Directors. These Directors shall be members of this Association in good standing and eligible to vote pursuant to Bylaw 29.03 (a) and (b); they shall be selected by the group they represent and confirmed by the Board of Directors. The purpose of these non-voting Directors shall be to ensure diversity of representation within the PPA commensurate with the diverse group it represents. These Directors shall be bound by the same confidentiality and have the same rights and privileges as other Directors, with the exception of not voting on issues within the Board of Directors.
- 13.09 To qualify as a non-voting Director pursuant to 13.08, the individual must meet the same requirements as elected board members with voting privileges. These appointed directors shall have an annual review by the Board of Directors to maintain a seat on the Board of Directors.

## **BYLAW 14 - SELECTION OF BOARD OF DIRECTORS**

- 14.01 The area Representatives will be nominated from each of the Patrol Area Commands and Specialized Units.
- 14.02 Qualifications to be eligible for election:
- a) Only active members in good standing who are qualified to vote may seek and hold an elected or appointed office in this Association. ~~(Note: At the time this Bylaw was modified and ratified in 2007, there were two Sergeants sitting on the PPA Board of Directors. Those Sergeants will be grandfathered into the Board and not excluded from serving on or voting with the PPA Board of Directors.)~~
  - b) Members meeting the above requirements may indicate their candidacy for office of director by mailing a nomination (letter of intent) to the Secretary of the Association. The Secretary will promptly time and date stamp the nomination when he or she receives it and provide the candidate with a copy. Mail in nominations will be accepted up until the close of the last business day of the second week of October.
- 14.03 There will only be one elected Representative from each of the Patrol Area Commands and Specialized Units.
- 14.04 It is the intent of this Bylaw that a Director represents each Patrol Area Command and each Specialized Unit, where practical.
- 14.05 Patrol Representatives shall be nominated and elected by that Patrol Area Command's membership. In addition to the Patrol Representatives, there will be one or more representatives for each area location of Association members, depending on need. Directors shall be elected by a majority of votes cast; votes may only be cast by members assigned to the area the candidate is seeking to represent. The election shall be conducted consistent with Bylaws 27 and 28.
- 14.06 The election of Directors shall be held in October of the relevant year for that particular directorship, with the term starting as of the first Board of Directors' meeting in the month of November.
- 14.07 Members wishing to vote for a Representative may only cast a vote in the election relevant to the area to which they are assigned and no member may cast a vote for a Representative that is not assigned to their Patrol Area Command or Specialized Unit.
- 14.08 If a Patrol Area Command or other Specialized Unit does not nominate a candidate, the Board of Directors shall fill that Representative position by majority vote of the Board of Directors.

- 14.09 Said Representative must be assigned to that Patrol Area Command or Specialized Unit to fill that position.
- 14.10 If the Representative's assignment changes and he or she must leave that Area Command, or Specialized Unit, that Representative will have to resign from that position (i.e. the position is linked to the Area Command or Specialized Unit).
- 14.11 The Executive Director may elect to appoint one or more "at-large" Directors to coordinate and oversee the Representatives assigned to specific Bureaus or Area commands and/or to fill any vacancies that might occur. In no event shall there be more than five (5) at-large Directors, no more than four (4) to coordinate and oversee the elected Representatives and one (1) to represent the retiree members of the Association. These positions shall be approved by a majority of the Board of Directors.

## BYLAW 15 - DUTIES OF BOARD OF DIRECTORS

### 15.01 Attendance at General Membership and Board of Directors meetings:

- a) Attendance by Directors at General Membership and Board of Directors meetings is mandatory, unless excused in advance.
- b) A Director may only be excused from attending a General Membership or Board of Directors meeting by a member of the Executive Board.

~~c) Unexcused absences that total more than two (2) annually will require review and may potentially result in removal of the subject Director.~~

⊕ c) The Board of Directors may adopt regulations governing its conduct and membership.

### 15.02 The material altering of investments (which shall mean any investment amounting to more than \$100,000.00) or the material transfer of funds (which shall mean any transfer of funds amounting to more than \$100,000.00) must have approval of a majority of the Board of Directors.

### 15.03 Communication with members from a Director's Patrol Area Command or ~~area location of or other~~ area of assignment.

- a) Directors shall communicate regularly with the members they represent to keep them informed of Association business and to stay apprised of their members' issues and concerns.
- b) Directors should strive to address members of the bargaining unit within their designated Patrol Area Command or Specialized Unit(s) during at least two (2) briefing sessions per month.
- c) Directors are responsible for ensuring that their designated Patrol Area Command or Specialized Unit(s) have an Association bulletin board available on which to post Association information; Directors are also responsible for posting on these bulletin boards any and all Association information that may be distributed for publication at Board of Directors meetings.

### 15.04 Representation:

- a) Directors ~~are expected~~ may be asked by members of the Executive Board to participate in the internal investigation process by assisting members of the Executive Board in the provision of representation to members noticed to appear and give a voluntary statement at Internal Affairs.
- b) Directors may be asked to participate in the drafting or processing of grievances.

**BYLAW 16 - COMPOSITION OF THE EXECUTIVE BOARD OF DIRECTORS**

- 16.01 The Executive Board of Directors of this Association shall consist of at least an Executive Director, Assistant Executive Director, Secretary and Treasurer, or the equivalent thereof, all of whom shall be Directors.
- 16.02 The Executive Director may at his or her discretion recommend additional Executive Board members as necessary to ensure the Association runs in an effective manner. These Executive Board members must be approved by a majority vote of the Board of Directors, and shall be subject to annual review by the Board of Directors.
- 16.03 Executive Board members appointed by the Executive Director shall be required to comply with the provisions of Bylaw 18, Duties Of The Executive Board.

## **BYLAW 17 - ELECTION AND SELECTION OF EXECUTIVE BOARD**

### 17.01 Election of the Executive Director

- a) The Executive Director shall be elected by a majority vote of the members, pursuant to the procedure set forth in Bylaw 28. The term of office of the Executive Director shall be a term of five (5) years in length.
- b) The Executive Director must meet the following criteria:
  - i. Must be compensated under the current Collective Bargaining Agreement(s).
  - ii. Must have a minimum of two (2) years of service on the Board of Directors.
  - iii. Must be serving on the Board of Directors at the time of election.
  - iv. Must be an active member of this Association and in good standing.
- c) The election of the Executive Director shall be held in October, with the term starting on the first Monday in January of the following year.

### 17.02 Selection of Executive Board

- a) Once the elected Executive Director is determined by the procedure set forth in Bylaw 28, he or she will be required to inform the Board of Directors of his or her recommendations for the Executive Board which recommendations will be made no later than the first Board of Directors meeting in December.
- b) Any Director who wishes to sit on the Executive Board must meet the following criteria:
  - i. Must be compensated under the current Collective Bargaining Agreement(s).
  - ii. Must have a minimum of one (1) year experience on the Board of Directors.
  - iii. Must be serving on the Board of Directors at the time of appointment.
  - iv. Must be an active member of this Association and in good standing.
- c) The Board of Directors will review the Executive Director's recommendations for the Executive Board.

- d) A majority vote of the Board of Directors will be required for approval **of all Executive Board members**.
- e) The Executive Board will be reviewed **and reappointed** on a yearly basis.
- f) Should a circumstance arise involving the recommendation for removal of an Executive Board member, the process will adhere to the procedure outlined in Bylaw 22, Removal of Director.

## **BYLAW 18 - DUTIES OF THE EXECUTIVE BOARD**

- 18.01 Titles: The Executive Board of this Association shall be at least the Executive Director, Assistant Executive Director, Secretary, and Treasurer, or the equivalent thereof; additionally the Executive Director has the discretion to appoint additional temporary or permanent Executive Board members pursuant to these Bylaws and subsections herein.
- 18.02 Executive Director: The Executive Director shall be the Chief Executive Officer of the Association. The Executive Director of the Association shall supervise and control the affairs of the Association. He or she shall perform all duties incident to his or her office and such other duties as may be required by State law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall, **to the extent practical**, preside at all meetings of the Board of Directors and General Membership meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.
- 18.03 The Executive Director shall have the authority to appoint the office staff. The office staff (i.e. General Counsel and all other necessary staff) and any other person selected by the Executive Director to accomplish the Association's mission shall be approved by a majority vote of the Board of Directors.
- 18.04 Assistant Executive Director, or the equivalent thereof, shall, to the extent practical, perform the following functions: In the absence of the Executive Director, or in the event of the Executive Director's inability or refusal to act, the Assistant Executive Director **with the most seniority on the Department** shall perform all the duties of the Executive Director, and when so acting, shall have all the powers of and shall be subject to all the same restrictions imposed upon the Executive Director. The Assistant Executive Director shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or the Executive Director.
- 18.05 Secretary, or the equivalent thereof, shall, to the extent practical, perform the following functions: The Secretary shall keep the minutes of the General Membership and Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Association by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Executive Director or the Board of Directors.

- 18.06 Treasurer, or the equivalent thereof, shall, to the extent practical, perform the following functions: The Treasurer shall be the Chief Financial Officer of the Association and shall have those duties as are customarily implied by such title. He or she shall furnish or cause to be prepared and keep a full set of books of account, showing every detail of the Association's accounts and transactions including all receipts and disbursements of every name and nature, the amount of cash on hand and the amount of money owed by the Association or owing to it, and such other information as may be, in the judgment of said Treasurer, pertinent or as may be required by the Board of Directors. He or she shall have charge and custody of, and be responsible for, all funds and securities in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; report monthly all receipts and disbursements to the Board; make deposits in designated depositories without undue delay; and perform such other tasks as designated by the Board of Directors or the Executive Director. The Treasurer shall have dominion and control over credit cards, and other such instruments issued in the name of the Association, to be used exclusively for Association business.
- 18.07 The Treasurer shall, upon assuming the duties of that office, review and submit a written report to the Board of Directors of the previous Treasurer's administration of that office.

~~BYLAW 19 - LIST AND DESCRIPTION OF STANDING COMMITTEES~~

---

~~19.01 The committees listed in this Bylaw shall be the standing committees of this Association.~~

~~19.02 Political Action Committee. The Political Action Committee shall consist of at least three (3) persons including, but not necessarily limited to, the Executive Director, and two (2) other Directors, either from the Executive Board or the Board.~~

~~a) The purposes of the Committee shall be as follows:~~

~~(1) To conduct interviews and make political endorsements in all races except those specified below in subsection (2);~~

~~(2) To make recommendations to the Board regarding political endorsements in the Sheriff's election, District Attorney's election, Attorney General's election, Governor's election, City Council elections, County Commissioner elections and judicial elections as deemed necessary by the Board.~~

~~(A) For the purposes of an election for the office of Sheriff (and only the office of Sheriff), mail out balloting will be done in accordance with Bylaw 28 (Mail Out Balloting). If a minimum of 51% of the ballots are returned by the membership, the majority of votes of the returned ballots will determine the candidate to be endorsed by the Association for the office of Sheriff.~~

~~b) When the Committee has made a determination that it would be appropriate and in the best interests of the Association to make a political endorsement in a race specified in subsection (2) it shall make recommendation to the Board, which recommendation shall specify the name of the candidate and the office to which such candidate seeks election or is being considered for appointment.~~

~~c) The Board shall consider and vote upon the same.~~

~~d) Notwithstanding the foregoing, the Board shall have the right to change the amount of the contribution recommended by the Committee.~~

~~19.03 Bylaws Committee. The Bylaws Committee shall consist of at least three (3) persons including, but not necessarily limited to, the Secretary, and two (2) other Directors, either from the Executive Board or the Board.~~

~~a) The purpose of the committee shall be to review the Associations Bylaws on a regular basis to ensure that they are in compliance with applicable local, state and federal law.~~

~~b) To receive and consider suggestions regarding changes to the Association's Bylaws, to draft or have drafted proposed Bylaws thereto.~~

~~c) To make recommendations to the Board of Directors regarding such Bylaws.~~

~~19.04 Finance and Audit Committee. The Finance and Audit Committee shall consist of at least three (3) persons including, but not necessarily limited to, the Treasurer, and two (2) other Directors, either from the Executive Board or the Board.~~

~~a) The purpose of the Committee shall be to analyze and make reports and recommendations to the Board regarding the financial and accounting procedures and affairs of the Association and to audit the books and records of the Association when required to make reports to the Board as to the status thereof.~~

~~b) Members of the Committee shall be given full access to all books and records of the Association reasonable necessary for them to perform their duties hereunder.~~

~~19.05 Negotiations Committee. The Negotiations Committee shall consist of at least three (3) persons including, but not necessarily limited to, an Assistant Executive Director, and two (2) other Directors, either from the Executive Board or the Board.~~

~~a) The purpose of the Committee shall be to review the Association's current contract(s) on a regular basis to ensure compliance with applicable laws and to receive and consider suggestions from members regarding benefits.~~

~~b) To draft or have drafted proposed contract changes and to inform the Board regarding such proposed changes.~~

~~c) To enter into good faith negotiations with the representatives or negotiating teams of the employers (i.e. Clark County and/or the City of Las Vegas or their designee) with the authority to make permanent choices for the bargaining group.~~

~~19.06 Elections Committee. The Elections Committee shall consist of at least three (3) persons including, but not necessarily limited to, an Assistant Executive Director, and two (2) other Directors, either from the Executive Board or the Board.~~

~~a) The purpose of the committee shall be to conduct and oversee all elections and ballot measures in accordance with the applicable provisions of these Bylaws, and subject thereto, the Committee may adopt such rules and establish such procedures as are necessary for such elections and balloting to be carried out in a fair, expedient and confidential manner.~~

~~b) They shall cause the preparation of ballots, pick-up the ballots (if printed~~

~~outside the Association office), transport the ballots to the Association office, cause the printing of members names and addresses to be placed on said ballots, and transport said ballots to the post office to be mailed. Provide generally for the preparation, printing, mailing, recovery, security, and counting of ballots as set forth in other applicable provisions of these BYLAWS.~~

**BYLAW 20 19- MISCONDUCT, MALFEASANCE OR NONFEASANCE BY ANY MEMBER OR DIRECTOR**

**20.01**

**19.01** The following shall constitute Misconduct:

- a) Refusal or intentional failure to comply with or abide by the provisions of the Articles of Incorporation, the Bylaws or any other official decision of the Board of Directors;
- b) Committing any act of fraud, embezzlement, or misappropriation of any funds or property or other thing of value belonging to the Association, or refusing or intentionally failing to comply with the provisions of the Bylaws which require full and accurate accounting of all funds, property, books and records for examination, audit or financial review;
- c) Filing false charges against **the Association or** any director, member, representative, consultant, agent, or employee of the Association, provided, however, that it is understood that for the purposes of this provision false charges are not merely charges of which a person is acquitted, but rather charges which are filed recklessly or in bad faith without substance, foundation, or reasonable basis of support;
- d) Committing any physical assault upon any director, member, representative, consultant, agent or employee of the Association while such person is engaged in the performance of his or her duties for the Association.

**20.02**

**19.02** The following shall constitute Malfeasance:

- a) Any wrongdoing or misconduct by a Director or Executive Board member of the Association in the performance of his or her official duties;
- b) The performance of a lawful action in an illegal or improper manner by a Director or Executive Board member of the Association in connection with his or her official duties.

**20.03**

**19.03** The following shall constitute Nonfeasance:

- a) The intentional or willful failure to act by a Director or Executive Board member of the Association in connection with his or her official duties or as directed by the Board of Directors.

**20.04**

19.04 Who may proffer charges: Any Association member in good standing may proffer charges under the provisions of this Bylaw.

20.05

19.05 Who may be charged: Any member of the Association may be charged with misconduct; any Director or Executive Board member of the Association may be charged with malfeasance or nonfeasance.

## **BYLAW ~~21~~ 20- CENSURE, SUSPENSION OR TERMINATION OF MEMBERSHIP**

~~21.01~~

**20.01** Membership in this Association is a privilege, not a right, and may be terminated or suspended by reason of a member's death, resignation, and/or non-payment of money past due and owing to this Association (including, without limitation, dues, levies, assessments and/or fines).

~~21.02~~

**20.02** Membership in this Association may be terminated or suspended for any subversive acts against the Association and because of discipline imposed pursuant to this Bylaw.

~~21.03~~

**20.03** A member may be subject to disciplinary action including, without limitation, censure, suspension, and/or termination of membership in this Association for:

- a) Any violation of the terms and conditions of membership in this Association including but not limited to, violation of any regulation, Bylaw, or Article of Incorporation of this Association;
- b) Violation of any local, state or federal law, which brings dishonor upon the Association.

~~21.04~~

**20.04** Censure or suspension of membership does not in any way relieve a member of any financial obligation due, or past due and owing to this Association:

- a) A censured or suspended member shall continue to be obligated to pay their monthly dues and all other levies and assessments as other members are required to pay;
- b) All assessments imposed shall be charged against members as regular dues and must be paid within the time required to protect the member's standing;
- c) Additionally, he or she shall not be qualified to vote on any matter whatsoever during the period of their censure or suspension;
- d) They may also be disqualified from seeking, accepting or holding an Association office of any kind and may be barred from receiving one or more other rights, benefits, and privileges of membership in this Association for the time of their censure or suspension.

~~21.05~~

**20.05** It is a paramount concern to and a vital goal of this Association that it is capable of freely

receiving, investigating, and determining reasonable complaints of members against others. It shall be and is an express condition of membership, that upon adjudication as provided in these Bylaws, said members expressly, knowingly, intentionally and irrevocably waive any and all claims, charges and demands of any kind whatsoever that they have or may have that arise out of, relate to, or otherwise concern any complaint made by or against them, the determination of any such complaint, and any disposition made of such complaint.

~~21.06~~

20.06 This Bylaw does not apply to this Association and to those of its members acting in their official capacity in the handling, processing, investigation, hearing, determination and disposition of member complaints.

## **BYLAW 22 21- FILING OF CHARGES**

### **22.01**

**21.01** To be properly filed, charges brought pursuant to Bylaw 20 and 21 must be filed in writing and signed by the charging member(s).

### **22.02**

**21.02** The charging document must specifically state the act alleged to constitute a violation of Bylaw 20 and/or 21; also, it must specifically identify the Bylaw and section number allegedly violated.

### **22.03**

**21.03** In the event an alleged violation involves established policies, decisions or governing principles of the Association which are not set forth in these Bylaws, the charging document shall so state.

### **22.04**

**21.04** A complaint may result in the member being censured, or their membership suspended or terminated as follows:

- a) Upon a written complaint made and given by any member in good standing to any Director;
- b) Upon a written complaint made by any member in good standing and sent by certified mail to the Board of Directors.

### **22.05**

**21.05** The complaint shall be promptly filed with the Secretary, who shall then cause the matter to be docketed as a new matter to be heard on the business agenda of the Board of Directors at its next regular meeting.

### **22.06**

**21.06** Response to Charges: The accused shall have thirty (30) days from either the receipt by the Association of a hand-delivered complaint or the postmarked date of the certified letter containing the charging document to respond to the charges. The response must be filed in writing and delivered to the Board of Directors by certified mail or hand carried. If the accused fails to respond, the charges shall stand as filed.

### **22.07**

**21.07** The accused may deny the allegations(s), in which case the Board of Directors shall convene no sooner than thirty (30) days and no later than forty-five (45) days from the postmarked date of the certified letter or date of delivery. If more than one person is charged the Board of Directors may hear the matter in a single session.

~~22.08~~

~~21.08~~ The Assistant Executive Director or his or her designee shall be responsible for the investigation of the compliant; if the Assistant Executive Director is under investigation the Executive Director will designate a Board Director to investigate the complaint.

~~22.09~~

~~21.09~~ If the investigation is not completed at the time of the Board of Directors meeting, it shall be continued for hearing and determination at the next regular or any special meeting of the Board of Directors.

~~22.10~~

~~21.10~~ The Board of Directors shall consider and determine all facts and circumstances relevant to the matter(s) for which disciplinary action is sought and determine if the complaint is sustained, not sustained or unfounded.

~~22.11~~

~~21.11~~ If the compliant is sustained, the Board of Directors shall also consider what measure of discipline should be imposed, consistent with the provisions of Bylaw 21.

~~22.12~~

~~21.12~~ In considering the measure of discipline that should be imposed, the Board of Directors may consider all mitigating and aggravating information and including the sustained disciplinary history of the member, if any, but limited to the two years immediately preceding the filing of the complaint with the Secretary.

~~22.13~~

~~21.13~~ If the member is to be disciplined, he or she shall be given written notice stating the reason(s) why disciplinary action is taken against them.

~~22.14~~

~~21.14~~ If the compliant is not sustained or it is determined to be unfounded, the complaint shall be dismissed with prejudice and no record of the proceedings may be referred to or in any way used against the member in any further disciplinary action.

## BYLAW ~~23~~-22- REMOVAL OF DIRECTOR

~~23.01~~

~~22.01~~ A Director or Executive Board member may be removed from office for excessive excused or unexcused absence(s) from any meeting of the Board of Directors, or for any other reason at law or in equity, or as otherwise provided in the Articles of Incorporation or these Bylaws. For purposes of this Bylaw, excessive unexcused absences shall mean three (3) or more in any given twelve (12) month period and excessive excused absences shall mean six (6) or more in any given twelve (12) month period.

~~23.02~~

~~22.02~~ The removal of a Director or Executive Board member from office shall require:

- a) A recommendation of a majority vote of the Board of Directors.
- b) A referral to the Secretary who shall include the matter on the business agenda of the next General Membership meeting following the meeting of the Board of Directors at which the recommendation for removal was made.
- c) That the Secretary shall furnish written notification of the recommendation to the Director whose removal from office is recommended. Notice may be served personally or by certified mail. Service by certified mail shall be deemed valid and effective when registered with the U.S. Postal Service. Certified delivery to the Director will be to his or her last known address of record. The written notice shall contain the following information:
  - i. That the Board of Directors has made a recommendation for the Director's removal from office;
  - ii. The reason(s) for the recommendation;
  - iii. The date, place, and time of the Board of Directors meeting at which the Director's removal will be considered;
  - iv. That said Director has a right to be heard in person or in writing on the question of his or her removal from office.
- d) That the Director whose removal from office is sought shall be notified either personally or by certified mail no less than fifteen (15) calendar days prior to the meeting of the general membership at which his or her removal will be considered and determined.

- e) A majority vote of those members represented by the Director who has been recommended for removal will be required to remove said Director.

~~23.03~~

~~22.03~~ No person shall be eligible to remain as a Director of this Association who is not a member in good standing.

## **BYLAW 2423-FUNDS AND PROPERTY**

~~24.01~~

**23.01** The funds of this organization shall be derived from dues, assessments, donations, and other lawful sources.

~~24.02~~

**23.02** All funds and property of this Association shall be held in its name.

~~24.03~~

**23.03** Association checks and Association issued credit cards shall be used exclusively for Association obligations. Disbursement checks must be signed by two (2) members of the Executive Board. The Treasurer, if not a signer, must be apprised of all monetary disbursements. A summary of Association disbursements and funds will be presented to the Board of Directors for review and approval on a monthly basis.

~~24.04~~

**23.04** The affairs of the Association shall be under the exclusive control and direction of the Executive Board and shall be managed in all matters consistent with the purpose of the Association and the terms of the Articles of Incorporation and these Bylaws.

~~24.05~~

**23.05** The Executive Board is required to secure the services of a certified public accountant to manage the Association's funds.

~~24.06~~

**23.06** At least once every three (3) years, a complete audit of the Association's financial activities for the previous year shall be performed.

Note: Meets the legal standard set in NRS.

## BYLAW ~~25~~24- VACANCY OF OFFICE

~~25.01~~

24.01 A vacancy of any Director position caused by resignation, removal, death, or disability shall be filled upon approval by majority vote of the Board of Directors.

~~25.02~~

24.02 The approval of a member to fill a vacancy of an elected office shall be only for the remaining term of his or her predecessor. Vacancies in office shall be filled for the remainder of the unexpired term by vote of the Board of Directors. However, if more than six (6) months remain of the unexpired term, the vacancy will be filled by a special ballot.

~~25.03~~

24.03 In the event an Executive Board Member, other than the Executive Director, resigns or is removed from his/her position on the Executive Board, the Executive Director shall make an appointment to fill the vacancy; this appointment shall be approved by a majority vote of the Board of Directors.

~~25.04~~

24.04 In the event the Executive Director resigns or is removed from office, the Assistant Executive Director with the most seniority ~~in the Association~~ on the Department shall fill the position temporarily. A special election for the position of Executive Director shall be held within 60 days of the Executive Director's vacancy. The election shall be conducted consistent with Bylaws 17 and 28. The new Executive Director shall serve the remainder of the original term, and shall then be subject to re-election.

## **BYLAW 26 25- CONFLICT OF INTEREST**

~~26.01~~

**25.01** A conflict of interest shall exist when an officer, member, employee, and/or agent of the Association cannot act in the best interests of the Association due to association with any person, organization, business, and/or legal entity which had or has interests conflicting with those of this Association. Conflict of interest shall render the officer, member, employee, and/or agent unable to act on behalf of the Association as it relates to dealings with the other person, organization, business, and/or legal entity.

~~26.02~~

**25.02** When any officer, member, employee, and/or agent of the Association believes a conflict of interest may exist, he or she shall immediately cease acting on behalf of the Association or the other party or entity, as the situation so requires, as it relates to the potential conflict and shall notify the Board of Directors of the potential conflict. Alternatively, if the officer, member, employee, and/or agent of the Association believes that a potential conflict of interest exists involving someone other than himself or herself, that person may notify the Board of Directors of the potential conflict of interest. The Board of Directors may or may not, in its discretion, seek an opinion from its legal advisor.

~~26.03~~

**25.03** If, after a vote of the Board of Directors, a conflict of interest is deemed to exist, the officer, member, employee, and/or agent of the Association shall not resume representation of the Association or other party or entity, as the situation so requires, as it relates to the conflict.

~~26.04~~

**25.04** This Bylaw shall control and supersede all other Bylaws relating to powers and authority of Executive Board members, Directors, members, employees, and/or agents of this Association.

## **BYLAW ~~27~~ 26- BOOKS AND RECORDS**

~~27.01~~

**26.01** The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its General Membership meetings and Board of Directors meetings, and shall keep a record giving the names and addresses of the members entitled to vote at its registered or principal office.

## BYLAW 28 - MAIL OUT BALLOTING

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- ~~28.01 Voting by Mail. All directorship elections will be taken by written mail-out ballot, in accordance with the applicable provisions of the Articles of Incorporation and these Bylaws.~~
- ~~28.02 The Election Committee shall mail a given ballot, in typed form, to all eligible Association members to vote upon.~~
- ~~28.03 In the event of a pro or con argument relating to a given ballot measure, if the Election Committee, in its discretion, determines that the arguments set forth therein are adequately or better covered in another argument submitted, then the Election Committee, in its discretion, shall have the authority to limit the number of pro or con arguments to be mailed with the ballot to the minimum number necessary to adequately present the various pro and con arguments. In exercising its discretion thereunder, the Election Committee shall act fairly and impartially.~~
- ~~28.04 Ballots shall be mailed by first class mail to the members along with the ballot, an unmarked sealable envelope for the ballot and a self-addressed, stamped envelope. On the outside of the return envelope there shall be a space provided for the printed name, personnel number and signature of the member. Each member shall be instructed to provide the information called for and sign the envelope, and shall be advised that any ballot returned without such information and signature shall not be counted.~~
- ~~28.05 The members shall be given a reasonable time to complete and return their ballots and, for this purpose, a period of fifteen (15) days shall be conclusively presumed to be reasonable. Any ballot, which is personally delivered or postmarked (if mailed) after the cut-off date established by the Election Committee or is unmarked, shall not be counted.~~
- ~~28.06 Ballots received or postmarked later than midnight of the last day of the announced election dates shall be invalid and will not be counted.~~
- ~~28.07 Timely ballots shall be counted on the seventh (7<sup>th</sup>) calendar day following the cut-off date for either postmark or personal delivery. Ballots shall be counted during normal business hours.~~
- ~~28.08 The ballots shall be counted by one (1) Executive Director, one (1) regular Director and one (1) active member of the Association. An attorney from the legal office may be present for the count as well as a representative for each individual whose name appears on the ballot.~~
- ~~28.09 In the event any member protests the conduct of balloting or certain ballots, such protest shall be made in writing by registered or certified mail within forty-eight (48) hours, setting forth the exact nature and specification of the protest and his/her claim as to how the protested practice or ballots affected the outcome of the election. The Board of Directors will resolve~~

~~the protest at its next general membership meeting. The decision of the general membership on appeal shall be final and binding.~~

~~28.10 Ballots shall be returned to the office of the General Counsel. The General Counsel shall keep all ballots for one (1) year.~~

~~28.11 Upon completion of counting the ballots, the results thereof shall be certified by the Chairperson of the Election Committee and forthwith delivered to the Board of Directors. The Association shall have the authority to destroy all ballots one (1) year from the date of the certification of that election or ballot measure.~~

~~28.12 No voting by proxy is authorized.~~

## **BYLAW 27- ELECTRONIC BALLOTING**

27.01 All elections and surveys will be done electronically.

### 27.02 ELIGIBILITY TO VOTE

- a) Contract Ratification - all dues paying members in the bargaining unit covered by the agreement that is being voted upon and for which the Association is the recognized exclusive bargaining agent may vote to ratify or reject a new contract or contract amendment.
- b) Bylaw Ratification - only active members of the Association, as defined in Bylaw 6.05, may vote to accept or reject a Bylaw modification.
- c) Directorship positions - only active members of the Association, as defined in Bylaw 6.05, and who are assigned to the area or areas the director candidate is seeking to represent may vote for a director candidate.
- d) Sheriff endorsement surveys
  - i. For the purposes of an election for the office of Sheriff (and only the office of Sheriff), balloting will be done in order to ascertain which candidate for Sheriff the membership is interested in endorsing. If a minimum of 51% of all those eligible to vote do so, the candidate receiving the majority of votes will be endorsed by the Association for the office of Sheriff.
  - ii. All dues paying members in the bargaining unit covered by the Las Vegas Police Protective Association - Las Vegas Metropolitan Police Department Collective Bargaining Agreement may vote on the potential endorsement of a candidate for sheriff.
- e) Other miscellaneous surveys - only active members of the Association, as defined in Bylaw 6.05, may vote in surveys conducted by the Association.

27.03 The Elections Committee shall cause an electronic password to be e-mailed to all eligible Association members to vote upon.

27.04 In the event of a pro or con argument relating to a given ballot measure, if the Election Committee, in its discretion, determines that the arguments set forth therein are adequately or better covered in another argument submitted, then the Election Committee, in its discretion, shall have the authority to limit the number of pro or con arguments to be mailed with the ballot to the minimum number necessary to adequately present the various pro and con arguments. In exercising its discretion thereunder, the Election Committee shall act fairly

and impartially.

27.05 Voting electronically.

- i) Only those eligible to vote who have a valid personal e-mail address, other than a Department e-mail address, on file with the Association, shall be entitled to vote.
- ii) Prior to a given election or survey, the independent electronic voting contractor shall send a password, by e-mail, to each eligible member entitled to vote that will allow that member to access the voting system and cast his or her confidential vote or votes.
- iii) At the conclusion of voting, the independent electronic voting contractor shall tabulate the results and send a correspondence to the Association certifying the outcome of the election or elections.

27.06 In the event any member protests the conduct of balloting or certain ballots, such protest shall be made in writing by registered or certified mail within forty-eight (48) hours, setting forth the exact nature and specification of the protest and his/her claim as to how the protested practice or ballots affected the outcome of the election. The Board of Directors will resolve the protest at its next general membership meeting. The decision of the general membership on appeal shall be final and binding.

27.07 Certification of the outcome of an electronic vote shall be returned to the office of the Secretary. The Secretary shall keep the certified results for one (1) year.

27.08 Upon receipt of a certification of the outcome of an electronic vote, the results thereof shall be certified by the Chairperson of the Election Committee and forthwith delivered to the Board of Directors. The Association shall have the authority to destroy all certifications one (1) year from the date of the certification of that election or ballot measure.

27.09 No voting by proxy is authorized.

## BYLAW 29 - CONTRACT AND BYLAW RATIFICATION

~~29.01 Voting to ratify or reject a new Collective Bargaining Agreement, to amend a provision of a current Collective Bargaining Agreement and to approve or reject a Bylaw modification shall be in person at a central location as determined by the Election Committee. The Election Committee shall have the authority to establish satellite voting areas in each of the areas staffed by Resident Officers, in order to address their special geographic needs.~~

~~29.02 The Election Committee shall provide notice to all those entitled to vote of the upcoming election at least two weeks in advance of the election.~~

### ~~29.03 ELIGIBILITY TO VOTE~~

~~\_\_\_\_\_ a) Contract Ratification - all dues paying members in the bargaining unit for which the Association is the recognized exclusive bargaining agent may vote to ratify or reject a new contract or contract amendment.~~

~~\_\_\_\_\_ b) Bylaw Ratification - only active members of the Association, as defined in Bylaw 6.05, may vote to accept or reject a Bylaw modification.~~

~~29.04 The Election Committee shall make the relevant proposal (whether a contract, contract amendment or Bylaw(s)) available to those entitled to vote at the Association office, via the Association website and by other means as may be established by the Election Committee.~~

~~29.05 Those entitled to vote on a proposal (whether a contract, contract amendment or Bylaw(s)) shall be given a reasonable time to appear and vote in person at the voting location established by the Election Committee. For purposes of this Bylaw, "a reasonable time" shall mean that the voting location will be open for seven (7) consecutive days, 0600 - 2000 hours, to accommodate the schedules and shifts of those entitled to vote.~~

~~29.06 The ballots shall be counted by one (1) Executive Board member, one (1) regular Director and one (1) active member of the Association who is not on the Board of Directors. An attorney from the legal office may be present for the count as well.~~

~~29.07 In the event any member protests the conduct of balloting or certain ballots, such protest shall be made in writing by registered or certified mail within forty-eight (48) hours, setting forth the exact nature and specification of the protest and his/her claim as to how the protested practice or ballots affected the outcome of the election. The Board of Directors will resolve the protest at its next general membership meeting. The decision of the general membership on appeal shall be final and binding.~~

~~29.08 Ballots shall be returned to the office of the General Counsel. The General Counsel shall keep all ballots for one (1) year.~~

~~29.09 Upon completion of counting the ballots, the results thereof shall be certified by the Chairperson of the Election Committee and forthwith delivered to the Board of Directors. The Association shall have the authority to destroy all ballots one (1) year from the date of the certification of that election or ballot measure.~~

~~29.10 No voting by proxy is authorized.~~

**BYLAW 28- WHEN ELECTRONIC VOTING CANNOT BE DONE**

28.01 Voting by mail for all directorship elections, sheriff endorsement surveys, and other miscellaneous surveys.

- a) In the event electronic voting cannot be done, directorship elections, sheriff endorsement surveys, and other surveys shall be conducted by mail in vote.
- b) ELIGIBILITY TO VOTE - eligibility to vote shall be in accordance with Bylaw 27.
- c) The Election Committee shall mail a given ballot, in typed form, to all eligible Association members to vote upon.
- d) In the event of a pro or con argument relating to a given ballot measure, if the Election Committee, in its discretion, determines that the arguments set forth therein are adequately or better covered in another argument submitted, then the Election Committee, in its discretion, shall have the authority to limit the number of pro or con arguments to be mailed with the ballot to the minimum number necessary to adequately present the various pro and con arguments. In exercising its discretion thereunder, the Election Committee shall act fairly and impartially.
- e) Ballots shall be mailed by first class mail to the eligible members along with the ballot, an unmarked sealable envelope for the ballot and a self-addressed, stamped envelope. On the outside of the return envelope there shall be a space provided for the printed name, personnel number and signature of the member. Each member shall be instructed to provide the information called for and sign the envelope, and shall be advised that any ballot returned without such information and signature shall not be counted.
- f) The members shall be given a reasonable time to complete and return their ballots and, for this purpose, a period of fifteen (15) days shall be conclusively presumed to be reasonable. Any ballot, which is personally delivered or postmarked (if mailed) after the cut-off date established by the Election Committee or is unmarked, shall not be counted.
- g) Ballots received or postmarked later than midnight of the last day of the announced election dates shall be invalid and will not be counted.
- h) Timely ballots shall be counted on the seventh (7<sup>th</sup>) calendar day following the cut-off date for either postmark or personal delivery. Ballots shall be counted during normal business hours.

28.02 Voting in person to ratify or reject a new Collective Bargaining Agreement or to amend a provision of a current Collective Bargaining Agreement and to approve or reject a Bylaw modification.

- a) In the event electronic voting cannot be done, voting to ratify or reject a new Collective Bargaining Agreement, to amend a provision of a current Collective Bargaining Agreement and to approve or reject a Bylaw modification shall be in person at a central location as determined by the Election Committee.
- b) The Election Committee shall provide notice to all those entitled to vote of the upcoming election at least two weeks in advance of the election.
- c) ELIGIBILITY TO VOTE - eligibility to vote shall be in accordance with Bylaw 27.
- d) The Election Committee shall make the relevant proposal (whether a contract, contract amendment or Bylaw(s)) available to those entitled to vote at the Association office, via the Association website and by other means as may be established by the Election Committee.
- e) Those entitled to vote on a proposal (whether a contract, contract amendment or Bylaw(s)) shall be given a reasonable time to appear and vote in person at the voting location established by the Election Committee. For purposes of this Bylaw, “a reasonable time” shall mean that the voting location will be open for seven (7) consecutive days, 0600 - 2000 hours, to accommodate the schedules and shifts of those entitled to vote.

28.03 Miscellaneous provisions

- a) The ballots, whether cast under 28.01 or 28.02 above, shall be counted by one (1) Executive Board member, one (1) regular Director and one (1) active member of the Association who is not on the Board of Directors. An attorney from the legal office may be present for the count as well.
- b) In the event any member protests the conduct of balloting or certain ballots, such protest shall be made in writing by registered or certified mail within forty-eight (48) hours, setting forth the exact nature and specification of the protest and his/her claim as to how the protested practice or ballots affected the outcome of the election. The Board of Directors will resolve the protest at its next general membership meeting. The decision of the general membership on appeal shall be final and binding.
- c) Ballots shall be returned to the office of the Secretary. The Secretary shall keep all ballots for one (1) year.

- d) Upon completion of counting the ballots, the results thereof shall be certified by the Chairperson of the Election Committee and forthwith delivered to the Board of Directors. The Association shall have the authority to destroy all ballots one (1) year from the date of the certification of that election or ballot measure.
- e) No voting by proxy is authorized.

## BYLAW ~~30-29~~ - INDEMNIFICATION

### ~~30.01~~

~~29.01~~ Definitions: For the purposes of this Bylaw, “agent” includes any person who is or was a Director and/or Executive Board member of the Association, or is or was serving at the request of the Association as a Director, Executive Board member, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust, or other enterprise; “proceeding” includes any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes attorneys’ fees and any expenses of establishing a right to indemnification under 30.05 and 30.06(b).

### ~~30.02~~

~~29.02~~ Indemnification in Actions by Third Parties: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Association, against expenses, judgment, fines, settlement, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

- a) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and not in a manner which the person reasonably believed to be in the best interests of the Association nor shall it, of itself, create a presumption that the person had reasonable cause to believe that the underlying conduct was unlawful.

### ~~30.03~~

~~29.03~~ Indemnification in Actions by or in the Right of the Association: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Association, against expenses actually and reasonably incurred by such a person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

### ~~30.04~~

~~29.04~~ No indemnification shall be made under 30.03:

- a) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person’s duty to

the Association, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for the expenses which such court shall determine;

- b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval.

### 30.05

29.05 Indemnification against Expenses: To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in 30.02 or 30.03 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

### 30.06

29.06 Required Determinations: Except as provided in 30.05, any indemnification under this Chapter shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in this Bylaw or by:

- a) A majority vote of a quorum consisting of Directors who are not parties to such proceedings;
- b) The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Association.

### 30.07

29.07 Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Bylaw.

### 30.08

29.08 Other Indemnification: No provision made by the Association to indemnify its Directors or Executive Directors for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of the members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Bylaw. Nothing contained in this Bylaw shall affect any right to indemnification to which persons other than such Directors and Executive Board

members may be entitled by contract or otherwise.

~~30.09~~

**29.09** Forms of Indemnification not permitted: No indemnification or advance shall be made under this Bylaw, except as provided in 30.05 or 30.06(a) in any circumstance where it appears:

- a) That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b) That it would be inconsistent with any conditions expressly imposed by a court in approving settlement.

~~30.10~~

**29.10** Insurance: As long as reasonably available, the Association shall purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Bylaw.

## BYLAW ~~31~~ 30- BYLAW MODIFICATION

31.01

30.01 Any member wishing to submit a proposed Bylaw(s) shall submit it in writing to the Secretary of the Association no later than the ~~June~~ **second quarter** General Membership meeting each year. The proposed Bylaw(s) shall be accompanied by a petition containing signatures of at least 5% of the Association members. Any member submitting a proposed Bylaw(s) will be available at each General Membership meeting to explain the reason(s) for the proposed Bylaw(s) and to answer any questions by other members relative to the proposed Bylaw(s).

31.02

30.02 The Secretary shall then submit the proposed Bylaw(s) to the ~~Chairperson of the~~ Bylaws Committee, ~~who shall then submit the proposed amendment to~~ and the Association's General Counsel for review to ensure that it does not conflict with any other Bylaw(s) in the Governing Bylaws, State Laws or other statutes.

~~31.03 The Association's General Counsel shall then submit the proposed Bylaw(s) back to the Chairperson of the Bylaws Committee, who shall bring it before the Bylaws Committee for review.~~

31.04

30.03 ~~The~~ **After consulting with the Association's General Counsel, the Bylaws** Committee will then present the proposed Bylaw(s) at the August Board of Directors meeting with the recommendation of do-pass/fail.

31.05

30.04 The Board of Directors will review the proposed Bylaw(s), place it on the agenda, and present it at the ~~September~~ **third quarter** General Membership meeting with the recommendation of do-pass/fail.

31.06

30.05 After discussion of the proposed Bylaw(s), it shall be tabled until the October ~~General Membership~~ **Board of Directors** meeting, at which time it will be discussed again and placed on the November ballot, and voted on by the membership pursuant to Bylaws ~~29~~ **27 and 28**.