

**BY-LAWS OF SCHOOLS, EDUCATORS, POLICE LIAISON ASSOCIATION
(SEPLA)**

ARTICLE I: NAME AND OBJECTIVES

SECTION 1: NAME: This organization shall be known as the Schools, Educators, Police Liaison Association.

SECTION 2: OBJECTIVES: The objectives of this Association are to foster an environment that is conducive to open communications between Law Enforcement Officers, Educators, Students, Parents, and the Community. We can achieve this objective by becoming a resource center for information that can be used by all members that are partnered in finding solutions of youth problems that can be found at home or at school, without losing track of educating all who have contact with our children.

ARTICLE II: MEMBERSHIP

SECTION 1: Membership is open to all active members of Law Enforcement who work with the education system and to all those educators. Membership shall be open to agencies that share the same concerns for our youth in the educational environment upon recommendation by at least (2) active members made in writing and submitted to the Board of Directors for approval. Membership shall be granted to such recommended agencies upon approval of fifty-one (51%) percent of the members of said Board of Directors.

SECTION 2: Members shall not be considered in good standing whose dues are in arrears more than ninety (90) days. At the expiration of sixty (60) days, a written reminder will be sent to the member. At the expiration of ninety (90) days, such agency may automatically be dropped from active membership.

SECTION 3: Honorary membership shall be automatically conferred upon an individual or active member in good standing who retires from active engagement in his/her profession of youth work by reason of longevity or disability.

- Such honorary membership shall include the receiving of all communications and notices distributed to members by the membership secretary of the Association.
- Such honorary membership shall not require the payments of dues by that individual.

ARTICLE III: DUES/FISCAL YEAR

SECTION 1: Effective January 1, 2004 dues of this Association shall be twenty-five (\$25.00) dollars per year for individual memberships. Such dues are due and payable in January of each year.

SECTION 2: The annual dues payable to the Association by members is the amount determined from time to time by resolution of the Board of Directors. The first annual dues must be submitted with a membership application. Thereafter, annual dues are due and payable no later than the 31st of January of each membership year.

SECTION 3: The books of the Association shall be closed and the annual accounting period shall end on the 31st day of December.

ARTICLE IV: MEETINGS AND RULES OF ORDER

SECTION 1: QUARTERLY MEETINGS: The meetings of this Association shall be held quarterly, unless otherwise ordered by the Board of Directors. Meetings shall be held at a place designated by the Board of Directors.

SECTION 2: QUORUM: Fifteen (15) active members in good standing at the annual meeting shall constitute a quorum for the transaction of business at said meeting.

SECTION 3: NOTICE: Written notice of the time, place, and purposes of a meeting of the members shall be given by mail to individual(s) designated on the membership application (no more than two), within a reasonable time prior to the meeting. All notices to the members of the Association shall be mailed to the address designated by that member on their membership application. The notice is deemed to have been served when it is deposited with postage thereon, prepaid, in a U.S. Post Office or U.S. Mail Box.

SECTION 4: VOTING: Each member is entitled to a vote on each matter submitted to a vote. The ballots shall be distributed and the votes shall be cast by mail.

SECTION 5: ORGANIZATION: The president shall call meetings of the Association to order and shall act as chairman of such meetings. The recording secretary of the Association shall act as secretary of all meetings of the Association, but in the absence of the secretary at any meeting of the Members or his/her inability to act as secretary, the presiding officer may appoint any person to act as secretary of the meeting.

SECTION 6: NEW MEMBERS: Every person becoming a member of this Association

shall be deemed to assent to these By-Laws. Said member shall deliver to the treasurer with their first annual dues a membership application containing the address to which they desire notices to be sent. All notices mailed to said address shall be deemed to have been properly served upon said new member. A member that fails to so designate their address, or fails to update their address with the membership secretary shall be deemed to have waived any and all notices.

SECTION 7: REPORTS: The Board of Directors shall consider and report at the annual meeting all proposed measures for the benefit of the individual members and the general welfare of the Association

SECTION 8: RULES OF ORDER: Any question coming before this Association with reference to conduct of meetings or voting, which matter shall not have been covered by these By-Laws, shall be governed by **Robert's Rules of Order**, revised edition.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: CLASSIFICATION: The Board of Directors shall manage the business and affairs of the Association. The duly elected officers of this Association shall automatically be members of the Board of Directors. The Board of Directors shall oversee the planning, implementation, and oversight of the annual LESLPI (Law Enforcement School Liaison Planning Institute).

SECTION 2: NUMBER AND TERM: The number of Directors shall be a minimum of six (6). The Board of Directors shall hold office for a four-year term. A Director shall hold office for the term of officer for which he/she is elected and until a successor is elected and qualified or until his/her resignation or removal.

SECTION 3: PLACE OF MEETING: The Directors may hold their meetings in such place within this State as a majority of the Board of Directors may, from time to time determine.

SECTION 4: MEETINGS: Meetings of the Board of Directors may be called at any time and at any place upon determination of two-thirds (2/3) of its members. The Directors shall be notified of the time, place, and purpose of all meetings of the Board at least five (5) days prior to the date scheduled for said meeting.

SECTION 5: QUORUM OF BOARD DIRECTORS: Presence of a two-thirds (2/3) majority of the Board of Directors at any regularly called meeting of the Board of Directors shall constitute a quorum for the transaction of

business to which reference was made in the call of said meeting, unless notice of such meeting was waived by the Directors.

SECTION 6: ACTION WITH MEETING: Any action that might be taken at a meeting of the Board may be taken without a meeting if before or after the said action all members of the Board consent thereto in writing. The written consents shall be filed with the minutes of the proceedings. The consent has the same effect as a vote of the Board for all purposes.

SECTION 7: VACANCIES: Vacancies in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, for a term of office continuing only until the next election of Directors by the members.

SECTION 8: COMPENSATION: No Directors shall receive any salary or compensation for his/her service as Director unless otherwise specifically ordered by the Board of Directors or by the By-Laws.

SECTION 9: EXPENDITURES: The Board of Directors shall approve all expenditures of this Association.

SECTION 10: The Board of Directors shall be responsible to see that the appropriate Federal and State Information/Tax Returns, Corporate Annual Reports, and other necessary paperwork is filed when due, in order to protect the Association's status with these agencies.

SECTION 11: The Board of Directors shall have the authority to create sub-committees to address, investigate in depth, and present subjects for general consideration of the Association. The chairperson of each sub-committee shall first be an active member of the Board of Directors.

ARTICLE VI: TAKING ACTION

SECTION 1: TAKING ACTION: The Board of Directors may take action either by motion or by resolution.

SECTION 2: MOTIONS: Motions are directions and actions affecting the Association and those involved in its operations. Motions shall be formally paraphrased in the minutes of the meeting.

SECTION 3: RESOLUTIONS: Resolutions are more formal orders usually affecting outsiders. Resolutions are to be recorded word for word in the minutes. A copy of the resolution presented for consideration shall be provided to the secretary to be used in reporting the minutes.

ARTICLE VII: OFFICERS

SECTION 1: The officers of this Association shall be members in good standing and shall consist of the following: President, Vice-President, Secretary, and Treasurer.

SECTION 2: The Board of Directors may also create new officer designations as they may deem necessary for the efficient transaction of the business of the Association and may appoint an individual to fill that position until the next election, so long as that individual is a member in good standing. All such officers shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be designated by the Board.

SECTION 3: The Board of Directors may remove any officer or agent whenever, in their judgment, the professional and business interest of the Association will be served thereby.

SECTION 4: The Board of Directors may secure the fidelity of any or all of such officers by bond or other means.

ARTICLE VIII: DUTIES OF OFFICERS

SECTION 1: PRESIDENT: The President, in the recess of the Board of Directors, shall have the general control and management of the Association's business and affairs; subject however, to the right of the Board of Directors to delegate any specific power to any other officer(s) of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors.

The President shall also be designated as the Resident Agent for purposes of the Association's Non-Profit Charter filed with The Department of Commerce and his/her address shall be the designated registered office address. The appropriate paperwork shall be filed to change this information following the election, if necessary. The address of the President shall also be the address that shall be on file with the Internal Revenue Service and the Michigan Department of Treasury. The appropriate paperwork shall be filed to change this information following the election, if necessary.

SECTION 2: VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 3: SECRETARY: The Secretary of the Association shall keep the minutes of all the meetings and shall receive and answer all communications addressed to the Association or that may be submitted to the Secretary for such purpose by the Board of Directors. All such answers shall be approved by the Board of Directors by a fifty-one (51%) percent majority vote. The Secretary shall read all reports, papers or communications to the members when requested to do so by the President or the Board of Directors. He/she shall attend to the giving and receiving of all notices of The Association and in addition, such other duties as may be prescribed by the Board of Directors.

SECTION 4: TREASURER: The Treasurer shall have custody and keep account of all money, funds and property of the Association, unless otherwise determined by the Board of Directors, and shall render such accounts and present such statements to the Directors and President as may be required. He/she shall deposit all funds of the Association that may come into his/her hands in such bank(s) as the Board of Directors may designate. He/she shall keep the bank account(s) in the name of the Association and shall exhibit the books and accounts, at all reasonable times, to any Director of the Association, during business hours. He/she shall pay out money as the business may require upon the order of the proper officer(s) and to provide by what officer(s), if any, all bills, notes, checks, vouchers, orders, or other instruments shall be countersigned. He/she shall perform, in addition, such other duties as may be prescribed by the Board of Directors.

ARTICLE IX: NOMINATIONS AND ELECTIONS

SECTION 1: The Board of Directors shall create a nominations committee, chaired by the vice-president and composed of at least three (3) active members, in October of each election year. The nominations committee shall present at the November meeting in an election year. Further nominations from the floor by active members in good standing are also authorized and permitted.

SECTION 2: The election for the various posts shall take place in December with those elected being installed in their respective positions at the January meeting and beginning their duties as of January 1st. The officers and board members shall serve for a two-year term.

SECTION 3: Eligibility to hold an executive office in the Association shall be limited to active members in good standing.

SECTION 4: Each member within the Association shall be limited to one vote. Each member within the Association will be mailed one ballot. The ballot will

have to be returned such that the results can be tabulated to allow announcement of same at the December meeting.

SECTION 5: Officers and board members shall be elected by such written ballot by a majority vote of the members.

ARTICLE X: AMENDMENTS

SECTION 1: These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors.

SECTION 2: Amendments to these By-Laws may be initiated by any member of the Board of Directors or by petition of five (5%) percent of the members on good standing.

SECTION 3: Any proposed amendment(s) shall first be submitted to the general membership by mail, along with a notice as to when the Board expects to act and an invitation for each member's input. The amendment(s) shall then be submitted to the Board of Directors in writing at least ten (10) days in advance of the meeting at which they are to be voted upon or before a written consent under Article V, Section 6 is due.

SECTION 4: Notice of any amendments adopted by the Board shall be provided to the general membership by mail. Copies of the By-Laws and any amendments thereto shall be made available by contacting any Board Member.

SECTION 5: Any proposed amendment to the By-Laws shall be voted on by the Board within thirty (30) days after notice has been provided.

ARTICLE XI: INDEMNIFICATION OF THE BOARD OF DIRECTORS

SECTION 1: The specific provisions of the Michigan Business Non-profit Corporation Act pertaining to the indemnification of Directors and Officers (MCL 450.2561.et.seq.) are specifically adopted to the extent that such provisions do not conflict with any other provisions contained herein.

The above revised By-Laws of the School, Educators, Police Liaison Association of Michigan were approved by the membership at the _____ regular monthly meeting. Amendments were made in _____.