

# CONSTITUTION AND BYLAWS

OF



NEW BALTIMORE, MICHIGAN

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APPROVED AND ADOPTED

WITH IMMEDIATE EFFECT

ON

MAY 13, 2010

# CONSTITUTION AND BYLAWS

## OF



### ARTICLE I

#### NAME OF ORGANIZATION

This organization shall be named and known as **NEW BALTIMORE POLICE OFFICERS ASSOCIATION**, hereinafter also referred to as **NBPOA**.

### ARTICLE II

#### PURPOSE AND OBJECTIVE OF NBPOA

The purpose and objective of this organization (**NBPOA**) shall be to promote the fraternal, professional and social interests and causes of its **Members** through good fellowship, social activities, advancement and acquisition of relevant information, knowledge and understanding between and among **Members**, advancement of good community relations and the support of **NBPOA** and its **Members**, local charities, individuals in need of help and assistance and worthy causes through the careful and thoughtful expenditure of **NBPOA** funds and/or the expenditure of time and effort and assistance by **Members** of **NBPOA** to promote and advance the purpose and objective of **NBPOA**.

### ARTICLE III

#### MEMBERSHIP AND ELIGIBILITY FOR MEMBERSHIP

##### SECTION 1            Classifications of Membership in NBPOA

There shall be two (2) different classifications of **Membership** in **NBPOA**, to wit: **Regular Membership** and **Associate Membership**.

(A) **Regular Membership:** Any current or past “employee” of the **New Baltimore Police Department** shall be eligible for **Membership** in **NBPOA** as a **Regular Member**, subject to acceptance and approval by a simple majority vote of the **Regular Members** of **NBPOA** present, eligible to vote and voting at a **Meeting** of the **Membership** of **NBPOA**. “Employee” under this **ARTICLE III** shall include New

Baltimore Chief of Police, New Baltimore Police Officers and New Baltimore Reserve Police Officers, if any. “Employee” under this **ARTICLE III** shall also include

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New Baltimore Police Cadets, the designated and approved Chaplain for the New Baltimore Police Department and the person or persons employed by the City of New Baltimore, Michigan as the Clerk/Dispatcher for the New Baltimore Police Department.

(B) **Associate Membership:** Any person not a current or past “employee” of the New Baltimore Police Department who is sponsored by a **Member** of NBPOA (whether such **Member** is a **Regular Member** or an **Associate Member**) to become an **Associate Member** of NBPOA shall be eligible for **Membership** in NBPOA as **Associate Member**, **subject to** acceptance and approval by a simple majority vote of the **Regular Members** and **Associate Members** present, eligible to vote and voting at a **Meeting** of the **Membership** of NBPOA.

**SECTION 2 Applications for Membership / Process for Becoming a Member in NBPOA:**

(A) Any person desiring to become a **Regular Member** or an **Associate Member** of NBPOA shall first complete and submit to the **Secretary** of NBPOA an **NBPOA Membership Application Form** (as authorized and approved by the **Executive Board** of NBPOA). All Applicants shall disclose in detail in the **NBPOA Membership Application Form** any prior criminal history, all prior criminal convictions and any and all criminal charges pending or threatened against the Applicant at the time of Application. The **Executive Board** of NBPOA **may** also require Applicants to pay an **Application Fee** with their completed **NBPOA Membership Application Form**, said **Application Fee** to be in an amount as determined and voted by the **Executive Board** of NBPOA and may be used by NBPOA to pay for the cost of a **Criminal History Report/Background Check** relative to the Applicant and/or for any other lawful purpose or objective of NBPOA.

(B) Once an Applicant has completed and submitted the required **NBPOA Membership Application Form** and paid the required **Application Fee**, if any, and a **Criminal History Report/Background Check** relative to the Applicant has been completed, a Notice of the Applicant's **Application for Membership** in NBPOA shall be disclosed and announced to the **Membership** of NBPOA at the next regular **Meeting** of the **Membership** of NBPOA. The **Membership** of NBPOA shall be afforded an opportunity to comment on and/or object to and/or indicate support of the Applicant's **Application for Membership** in NBPOA up to and including the next regular **Meeting** of the **Membership** of NBPOA occurring after the **Meeting** when the Notice of the Applicant's **Application for Membership** in NBPOA was disclosed and announced to the **Membership**. After the **Membership** of NBPOA has been afforded the opportunity as stated above to comment on and/or object to and/or indicate support of an Applicant's **Application for Membership** in NBPOA, the **Membership** of NBPOA (including **Regular Members** and **Associate Members**, if permitted to vote) present, eligible to vote on the matter and voting at a **Meeting** (**Regular Meeting** or **Special**

**Meeting**) of the **Membership** of NBPOA shall vote to either approve or deny the Applicant's Application and Request to become a **Regular Member** or **Associate Member** of NBPOA. No person having a felony conviction or other "serious"

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criminal conviction on his or her record shall be permitted to become a **Regular Member** or **Associate Member** of NBPOA or to remain a **Regular Member** or **Associate Member** of NBPOA.

### **SECTION 3 Members in Good Standing:**

A **Member** of NBPOA, whether a **Regular Member** or an **Associate Member**, Shall and must be and remain a Member "**in good standing**" at all times in order to keep and maintain his or her **Membership** in NBPOA. In order to satisfy this requirement of **Membership** in NBPOA and remain a Member "**in good standing**", a **Member** must **personally attend** at least **two (2) Regular Membership Meetings** of NBPOA per calendar year **and also personally attend and assist** at a minimum of **one (1) NBPOA-sponsored event** per calendar year. Failure to satisfy and comply with these requirements may result in the loss of **Membership** in NBPOA, as determined by a vote of the **Membership** of NBPOA present, eligible to vote and voting on the issue at a Meeting of the **Membership** of NBPOA.

## **ARTICLE IV**

### **MEMBERSHIP VOTING RIGHTS**

#### **SECTION 1 Voting Rights of Regular Members of NBPOA:**

(A) **Regular Members** of NBPOA "**in good standing**" (as used and described in **ARTICLE III**) shall have the right to vote on **all** matters, questions, issues and concerns placed or brought before the **Membership** of NBPOA for a vote or decision, **unless** prohibited from doing so by this **Constitution and Bylaws of New Baltimore Police Officers Association** or by applicable Michigan laws and statutes. **Only Regular Members** of NBPOA shall have the right and shall be permitted to vote on or for the adoption of and/or the amendment of the **Constitution and Bylaws of New Baltimore Police Officers Association**. **Only Regular Members** of NBPOA shall have the right and shall be permitted to make nominations for and vote for the election of **President, Vice-President** and **Sergeant at Arms** of NBPOA. **Only Regular Members** of NBPOA shall have the right and shall be permitted to vote on finding and determining whether or not a **Regular Member** is "**in good standing**" (as used and described in **ARTICLE III**) and whether or not a **Regular Member** who is found and determined to **not** be "**in good standing**" (as used and described in **ARTICLE III**) should, as a result thereof, lose his or her **Membership** in NBPOA.

#### **(B) Voting Rights of Associate Members of NBPOA:**

**Associate Members** of NBPOA "**in good standing**" (as used and described in **ARTICLE III**) shall have the right to vote on all matters, questions, issues and concerns

placed or brought before the **Membership** of NBPOA for a vote or decision, which such matters, questions, issues and concerns are not specifically reserved in this **ARTICLE IV** (or any other provision(s) of this Constitution and Bylaws of New Baltimore Police

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**Officers Association**) exclusively for a vote or decision by the **Regular Members** of NBPOA.

(C) **Voting Determination / Decision by Simple Majority Vote:**

Any matter, question, issue or concern placed or brought before the **Membership** of NBPOA for a vote or decision at a **Meeting** of the **Membership** of NBPOA shall be decided and determined by a **simple majority vote** of **Members** of NBPOA present, eligible to vote and voting on the matter, question, issue or concern at said **Meeting**.

**ARTICLE V**

**ANNUAL MEMBERSHIP DUES**

**Annual Membership Dues** for all **Regular Members** of NBPOA and/or for All Associate **Members** of NBPOA may be determined and assessed by a vote of the **Membership** of NBPOA. If **Annual Membership Dues** are determined and assessed by a vote of the **Membership** of NBPOA, such vote shall also determine the amount of and manner of payment of such **Annual Membership Dues** and the date or dates upon which such **Annual Membership Dues** are due and payable. **Annual Membership Dues for Regular Members may differ** in amount from the **Annual Membership Dues** for **Associate Members**. Failure of a **Member** to pay **Annual Membership Dues**, if required, shall be grounds for suspension of **Membership** and/or for the loss by said **Member** of **Membership** in NBPOA in accordance with rules and procedures determined by and approved by a vote of the **Membership** of NBPOA. This **ARTICLE V** of the **Constitution and Bylaw of New Baltimore Police Officers Association** does **not** require that either **Regular Members** or **Associate Members** be assessed **Annual Membership Dues** or obligated to pay **Annual Membership Dues** but rather, this **ARTICLE V** merely **permits** the determination and assessment of such **Annual Membership Dues**.

**ARTICLE VI**

**ASSETS AND PROPERTY OF NBPOA**

**SECTION 1**      **Ownership of Assets and Property:**

(A) All money, funds, donations, gifts and other assets and property received by NBPOA shall be the sole and separate property of and shall be owned by NBPOA, **except** for any money, funds, donations, gifts, assets and property received by and/or held by NBPOA for the specific benefit of some other person, organization, association, entity or cause, in which case NBPOA shall hold any such money, funds, donations,

gifts, assets and property in trust for and shall thereafter in reasonable fashion distribute same to such person, organization, association, entity or cause.

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(B) Individual **Members** of **NBPOA** (whether **Regular Members** or **Associate Members**) shall have **no** individual or personal right, title, interest or claim of ownership in or to the property, funds and assets of **NBPOA**.

**SECTION 2**      **Maintaining Assets and Property of NBPOA Safely and Securely / Depositing of Funds with Federally Insured Banking Institution:**

The assets and property of **NBPOA** shall be kept and maintained in a safe and secure manner at all times. Cash and other liquid funds of **NBPOA** shall be deposited with and maintained in an account or accounts with/at a federally insured banking institution or federally insured financial institution.

**SECTION 3**      **Dissolution and Disbandment of NBPOA / Disposition of NBPOA Assets and Property Upon Dissolution and Disbandment:**

If at any time in the future the **Membership** of **NBPOA** **formally** determines that the purpose and objective of **NBPOA**, as stated and set forth in this **Constitution and Bylaws of New Baltimore Police Officers Association**, is/are no longer attainable or worthwhile pursuing, the **Membership** of **NBPOA** **may** vote to dissolve and disband **NBPOA** in accordance with applicable laws and statutes, in which case the assets and property of **NBPOA** shall be donated to an appropriate charitable institution or charitable organization as designated, voted and determined by the **Membership** of **NBPOA** or shall otherwise be legally disposed of as required by the laws and statutes of the **State of Michigan**.

**ARTICLE VII**

**ADMINISTRATION, OFFICERS AND EXECUTIVE BOARD OF NBPOA**

**SECTION 1**      **Administration of NBPOA:**

(A) The business, affairs and operations of **NBPOA** shall be administered by an **Executive Board** consisting of **five (5) Officers** elected by and from the **Membership** of **NBPOA** who are eligible to vote for said **Officers**.

(B) The **Executive Board** of **NBPOA** shall consist of the following **five (5)** elected Officers, to wit:

**President**  
**Vice-President**  
**Secretary**

**Treasurer**  
**Sergeant at Arms**

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- (1) Only a Regular **Member** of NBPOA shall be eligible to Hold the **Executive Board Office** of President.
- (2) Only a Regular **Member** of NBPOA shall be eligible to Hold the **Executive Board Office** of Vice-President.
- (3) **Regular Members and Associate Members** of NBPOA Shall be eligible to hold the **Executive Board Offices** of **Secretary and Treasurer**.
- (4) Only a Regular **Member** of NBPOA shall be eligible to Hold the **Executive Board Office** of **Sergeant at Arms**.
- (5) No Member of NBPOA shall hold two **Executive Board Offices** at the same time.

(C) The **Members** of the **Executive Board** of NBPOA shall perform and fulfill their respective duties, obligations and responsibilities as detailed, directed and set forth in **ARTICLE VIII** of this **Constitution and Bylaws of New Baltimore Police Officers Association**.

(D) The **Executive Board** of NBPOA shall be responsible for preparing and adopting an Annual Budget, determining how and where to invest the money and assets of NBPOA, proposing and/or recommending **Amendments** of/to the **Constitution and Bylaws of New Baltimore Police Officers Association**, recommending to the **Membership** of NBPOA and/or selecting worthy causes for NBPOA to support, determining **Membership** status of the **Members** of NBPOA (unless otherwise herein provided) and administering the business, affairs and operations of NBPOA. The **Executive Board** of NBPOA shall be permitted to approve, authorize and make individual expenditures of NBPOA funds **in an amount not to exceed \$500.00** for any one item, matter, cause or expenditure directly related to the purpose and objective of NBPOA without first seeking and obtaining the consent and approval of the **Membership** of NBPOA. The **Executive Board** of NBPOA may create and establish such **Special Committees** as the **Executive Board** shall determine to be reasonable and proper to advise the **Executive Board** and/or the **Membership of NBPOA** and/or to assist the **Executive Board** and/or the **Membership** of NBPOA in carrying out and fulfilling its/their duties and responsibilities. Each **Member** of the **Executive Board** of NBPOA shall have the right and duty to vote on all matters coming before the **Executive Board** of NBPOA unless otherwise prohibited from doing so by this **Constitution and Bylaws of New Baltimore Police Officers Association** or by applicable Michigan laws or statutes.

(E) It shall be considered a duty of all **Members** of the **Executive Board** of NBPOA to attend the Meetings of the **Executive Board** of NBPOA. A **Member** of the **Executive Board** of NBPOA shall be permitted to have one (1) unexcused absence in a calendar year. A **Member** of the **Executive Board** of NBPOA having two (2) or

more **unexcused** absences in a calendar year is subject to the loss of his or her **Office** as shall be determined by a **simple majority vote** of the other **Members** of the **Executive Board** of NBPOA.

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**SECTION 2**                    **Nomination and Election of Officers, Voting by Secret Ballot, Assumption of Duties, Filling of Vacancies:**

(A) All **Officers** comprising and serving on the **Executive Board** of NBPOA shall be elected annually **each January** at the **January Meeting** of the **Membership** of NBPOA. If, for whatever reason, no **January Meeting** of the membership of NBPOA is held, the said **Officers** shall be elected at the **next** **Regular Meeting** or **Special Meeting** of the **Membership** of NBPOA.

(B) Nominations for all **Offices** of the **Executive Board** of NBPOA shall be made from the floor at the **January Meeting** (or at a subsequent **Regular Meeting** or **Special Meeting** if necessary and as provided in **ARTICLE VIII, SECTION 2(A)** above) by **Members** of NBPOA attending the **Meeting**. Only **Members** eligible to hold a particular **Office** shall be permitted to make a nomination for said **Office** or to “**second**” a nomination for said **Office**. Only **Members** (candidates) receiving a **nomination** to an **Office** with a “**second**” to said nomination may be voted upon and elected to said **Office**.

(C) The **Election** of all **Officers** shall be by **written Secret Ballot**. **Only Members** of NBPOA “**eligible**” to vote for an **Office** (as provided and limited by this **Constitution and Bylaws of New Baltimore Police Officers Association**) shall be permitted to vote for a **Member** (candidate) running for said **Office**. Each **Officer** for the **Executive Board** of NBPOA shall be elected by a **simple majority vote** of the **eligible Members** present and voting to fill the particular **Office**. A **Member** (candidate) running for an **Office** shall be permitted to vote for himself or herself. In the event of a tie vote, the winner of the **Office** shall be determined by a “heads or tails” coin flip.

(D) The **Officers** shall be elected separately in the order named and listed in **ARTICLE VII, SECTION 1(B)** of this **Constitution and Bylaws of New Baltimore Police Officers Association**.

(E) All **Officers** shall be elected for a term of one (1) year and shall assume the duties of the **Office** to which they have been elected on the first day of the month of February or on the first day of the month following their election, whichever date is later in time.

(F) **No** **Officer** shall be “**term limited**” under this **Constitution and Bylaws of New Baltimore Police Officers Association** and may be nominated for, run for and be elected to his or her **Office** on the **Executive Board** of NBPOA for an unlimited number of times.



(G) **No Officer** shall hold more than one **Office** of the **Executive Board** of NBPOA at the same time.

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(H) **Vacancies in an Office** of the **Executive Board** of NBPOA occurring as a result of death, resignation, suspension, and removal or otherwise shall be filled by a majority vote of the remaining **Officers** of the **Executive Board** of NBPOA. The **Member** selected to fill a vacancy in an **Office** pursuant to this subsection shall hold said **Office** and serve in said **Office** for the unexpired term of the Office for which he or she has been selected.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES AND RESPONSIBILITIES**

#### **SECTION 1**            **The President of NBPOA:**

(A) The **President** shall be the **Chief Executive Officer** of NBPOA.

(B) The **President** (and in his or her absence, the **Vice-President**) shall **preside** at and act as **Chairperson** at all **Meetings** of the **Executive Board** of NBPOA and at all **Regular Meetings** and all **Special Meetings** of the **Membership** of NBPOA. The **President** may appoint **Regular Members** and/or **Associate Members** to serve on **Special Committees**, including a **Finance Committee, Programs Committee, Constitution and Bylaws Committee, Events Committee** and such other **Special Committees** as the **Executive Board** of NBPOA may from time to time create and establish.

(C) The **President** shall ensure the due observation of and adherence to the **Constitution and Bylaws of New Baltimore Police Officers Association** and all other **Rules and Regulations** of NBPOA.

(D) The **President** shall not be permitted to make any **Motions** while he or she is chairing an **Executive Board Meeting** or a **Meeting** of the **Membership** of NBPOA, however, the **President** shall be permitted to comment upon and take part in the debate of/on any Motion made at any **Executive Board Meeting** or at any **Meeting** of the **Membership** of NBPOA and shall be permitted to vote on **Motions** as herein provided in this **Constitution and Bylaws of New Baltimore Police Officers Association**.

(E) The **President** shall announce the results of all voting by the **Executive Board** and the results of all voting by the **Membership** of NBPOA.

(F) Unless precluded or prohibited by law, the **President** shall be **permitted to vote** on any Motion, issue, question, matter or concern coming before the **Executive Board** of NBPOA at any **Meeting** of the **Executive Board** of NBPOA or coming before the **Membership** of NBPOA at any **Meeting** of the **Membership** of NBPOA, however,



The **Treasurer** shall be responsible for the safe-keeping of the property and assets of **NBPOA**. The **Treasurer** shall have custody of and shall fully and accurately account for all receipts of money, funds, assets and property of **NBPOA** and for all Disbursements and expenditures made by **NBPOA**. The **Treasurer** shall give and provide to the **Secretary** of **NBPOA** a written Receipt for all monies, funds, assets and property of **NBPOA** that are, at any time, turned over by the **Secretary** of **NBPOA** to the

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**Treasurer** of **NBPOA**. The **Treasurer** shall deposit all monies and funds turned over to the **Treasurer** or otherwise received by the **Treasurer** into a federally insured banking institution or federally insured financial institution approved by the **Executive Board** of **NBPOA**. The **Treasurer** shall be responsible for making and effectuating appropriate payments of all expenses and expenditures approved by the **Executive Board** of **NBPOA** and/or the **Membership** of **NBPOA** in accordance with the limitations set forth in this **Constitution and Bylaws of New Baltimore Police Officers Association**. The **Treasurer** shall regularly prepare Financial Reports detailing all receipts and disbursements made during the preceding “**accounting period**” and the **Treasurer** shall read and present the most recent Financial Report at each **Meeting** of the **Membership** of **NBPOA**. The “**accounting period**” (as used herein) shall consist of and shall cover and include that period of time from and after the preceding **Meeting** of the **Membership** of **NBPOA** up to next following **Meeting** of the **Membership** of **NBPOA**. The **Treasurer** Shall have copies of his or her Financial Report available at the **Meeting** of the **Membership** of **NBPOA** at which such Financial Report is read and presented for distribution to or review by any **Member** of **NBPOA** that requests a copy of same or that requests the opportunity to review same. The Financial Records of **NBPOA**, including all Financial Reports prepared by the **Treasurer**, shall be available for inspection at reasonable times by any **Member** of **NBPOA**.

#### **SECTION 5**                      **Sergeant at Arms of NBPOA:**

The **Sergeant at Arms** shall be charged with the responsibility of keeping and maintaining the peace and order at all **NBPOA Executive Board Meetings, NBPOA Membership Meetings** and all other **NBPOA** programs, functions and events to ensure that all **NBPOA** Meetings, programs, functions and events are carried out in an orderly, Dignified and effective manner. The **Sergeant at Arms** shall also carry out and perform such other duties and responsibilities as shall be determined and designated by the **Executive Board** of **NBPOA**.

#### **SECTION 6**                      **NBPOA Checking Account / Signatories:**

Any checking account, savings account, money market account, certificate of deposit or other investment vehicle of **NBPOA** deposited at or with a banking institution or financial institution approved by the **Executive Board** of **NBPOA** shall require the **signatures** of **two (2) Officers** of **NBPOA** in order to withdraw from, issue checks or drafts from or close out such checking account, savings account, money market account, certificate of deposit or other investment vehicle of **NBPOA**. One of the **signatories** shall be the **Treasurer** of **NBPOA**. The **Executive Board** shall determine,

select and designate the **Officer** of NBPOA (**Member** of the **Executive Board** of NBPOA) who shall act as the second signatory. In the event any banking institution or financial institution at which **NBPOA** funds are held or deposited does **not** allow or permit **two (2) signatories** on an account or investment vehicle, the **Treasurer** of **NBPOA** shall then act and serve as the sole **signatory** for said **NBPOA** account(s) and/or investment vehicle(s).

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**SECTION 7**                      **Auditing of NBPOA Financial Books / Records:**

The **Financial Books** and **Financial Records** of **NBPOA** shall be **audited** at least once each year. Immediately prior to the installation of new **Officers** for the **Executive Board** of **NBPOA**, the **Financial Books** and **Financial Records** of **NBPOA** shall undergo a **Financial Audit**. Unless otherwise determined, designated and voted by the **Membership** of **NBPOA**, the **Treasurer** of **NBPOA** shall timely undertake, conduct and complete the **Financial Audit** of the **Financial Books** and **Financial Records** of **NBPOA**. Upon completion of the **Financial Audit** by the **Treasurer** of **NBPOA** (or by such other person as may be determined, designated and voted by the **Membership** of **NBPOA**), the results of the **Financial Audit** shall **immediately** be disclosed to the **Members** of the **Executive Board** of **NBPOA** and shall be disclosed to the **Membership** of **NBPOA** at the next **Meeting** of the **Membership** of **NBPOA**. In addition to the annual **Financial Audit** required under this **ARTICLE VIII, SECTION 7**, the **Membership** of **NBPOA** may vote to authorize such **additional Financial Audits** and/or **Financial Investigations** of the **Financial Books** and **Financial Records** of **NBPOA** as the **Membership** of **NBPOA** shall determine to be reasonable, proper, advisable and appropriate.

**ARTICLE IX**

**FISCAL YEAR AND MEMBERSHIP MEETINGS OF NBPOA**

**SECTION 1**                      **Fiscal Year of NBPOA:**

The **Fiscal Year** of **NBPOA** shall be on a **calendar year basis** and shall **begin** on the **first (1st) day of January** and shall **end** on the **(31st) day of December** of every year.

**SECTION 2**                      **Meetings of the Membership of NBPOA:**

(A) **Regular Meetings** of the **Membership** of **NBPOA** shall be held at such intervals, on such days, at such times and at such locations as the **Membership** of **NBPOA** shall determine, authorize, vote and approve.

(B) **Special Meetings** of the **Membership** of **NBPOA** shall be held at such intervals, on such days, at such times and at such locations as the **Executive Board** of **NBPOA** shall determine, authorize, vote and approve.

(C) The **President** of NBPOA may call for and schedule a **Special Meeting** of the **Membership** of NBPOA at any time if the **President** of NBPOA shall reasonably determine that an **emergency situation** and/or **emergency issue** has developed concerning the business and affairs of NBPOA requiring the immediate notification of, input from, advice of, consent of, approval of and/or vote(s) of the **Membership** of NBPOA.

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(D) The **President** of NBPOA, or his or her designee, shall prepare a written **Schedule of Regular Meetings of the Membership of NBPOA** for the Fiscal Year, listing and setting forth therein the dates, times and locations of such **Regular Meetings**. The **President** of NBPOA shall cause a copy of this **Schedule** to be **posted** in a conspicuous location at the **New Baltimore Police Department**. The **President** of NBPOA shall also make copies of this **Schedule of Regular Meetings of the Membership of NBPOA** readily available to **Regular Members** and **Associate Members** of NBPOA.

(E) In the event a **Special Meeting** of the **Membership** of NBPOA is called for and scheduled by action of the **Executive Board** of NBPOA or by the **President** of NBPOA as herein provided, reasonable efforts shall be made by the **President** of NBPOA to inform, advise and notify the **Membership** of NBPOA in advance of any such **Special Meeting** of the **Membership** of NBPOA.

(F) All **Regular Members** of NBPOA “**in good standing**” and all **Associate Members** of NBPOA “**in good standing**” shall be entitled to attend all **Regular Meetings** and all **Special Meetings** of the **Membership** of NBPOA. **Non-Members** of NBPOA may be invited to attend and/or may be permitted to attend a **Regular Meeting** or a **Special Meeting** of the **Membership** of NBPOA at the invitation of any **Officer** of NBPOA or at the invitation of any **Member** of NBPOA. Any **Non-Member** of NBPOA **may** be **excluded** from attending any **Regular Meeting** or any portion thereof and/or **may** be **excluded** from attending any **Special Meeting** or any portion thereof upon the vote of a **simple majority** of the **Members** present, eligible to vote and voting at said **Regular Meeting** or at said **Special Meeting**.

## ARTICLE X

### PARLIAMENTARY AUTHORITY AND INTERPRETATION OF BYLAWS

#### SECTION 1      APPLICABLE RULES OF ORDER:

(A) The **Membership** of NBPOA shall formally determine, select, and choose, Vote for and authorize the “**Parliamentary Rules of Order**” that shall be applicable to, employed at and which shall govern at all **Meetings** of the **Membership** of NBPOA. Unless otherwise determined, selected, chosen, voted for and authorized by a vote of the **Membership** of NBPOA, ***Robert's Rules of Order***, latest edition, shall be the “**Parliamentary Rules of Order**” applicable to, employed at and which shall govern at all **Meetings** of the **Membership** of NBPOA. The applicable “**Parliamentary Rules of Order**” may be suspended **temporarily** at, for or during any **Regular Meeting** and/or at,

for or during any **Special Meeting** of the **Membership** of NBPOA by a simple majority vote of the **Members** present, eligible to vote and voting at said **Regular Meeting** and/or at said **Special Meeting** of the **Membership** of NBPOA.

(B) The **Members** of the **Executive Board** of NBPOA shall formally determine, select, choose, vote for and authorize the “**Parliamentary Rules of Order**”

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That shall be applicable to, employed at and which shall govern at all **Meetings** of the **Executive Board** of NBPOA. Unless otherwise determined, selected, chosen, voted for and authorized by a vote of the **Members** of the **Executive Board** of NBPOA, *Robert's Rules of Order*, latest edition, shall be the “**Parliamentary Rules of Order**” applicable to, employed at and which shall govern at all **Meetings** of the **Executive Board** of NBPOA. The applicable “**Parliamentary Rules of Order**” may be suspended temporarily at, for or during any **Meeting** of the **Executive Board** of NBPOA by a simple majority vote of the **Members** of the **Executive Board** of NBPOA present, eligible to vote and voting at said Meeting of the **Executive Board** of NBPOA.

## SECTION 2                      INTERPRETATION OF BYLAWS:

Unless otherwise provided or decided by **Michigan law** and/or statutes and/or by the decision or ruling of a Court of competent jurisdiction, any and all questions concerning the **interpretation of** and/or **meaning of** any section, sub-section, portion, word, phrase, sentence, term, limitation, restriction or provision contained in this **Constitution and Bylaws of New Baltimore Police Officers Association** shall be determined and decided by a simple majority vote of the **Membership** of NBPOA present, eligible to vote and voting on such **interpretation** and/or **meaning** at a **Meeting** of the **Membership** of NBPOA. Nothing contained in this **ARTICLE X, SECTION 2** shall permit, allow or authorize or be construed to permit, allow or authorize the simple majority vote by the **Membership** of NBPOA on such **interpretation** and/or **meaning** to result in or constitute an **Amendment** or modification or change of any wording, substance or portion of this **Constitution and Bylaws of New Baltimore Police Officers Association** and this **Constitution and Bylaws of New Baltimore Police Officers Association** shall be and remain in exact form and substance as herein drafted and set forth until and unless formally **amended** pursuant to and in accordance with the provisions and requirements of **ARTICLE XII**.

## ARTICLE XII

### AMENDMENTS

This **Constitution and Bylaws of New Baltimore Police Officers Association** May be changed, modified and **amended** by the **Regular Members** of NBPOA. The **Executive Board** of NBPOA and/or any **Regular Members** and/or any **Associate Member** may propose changes, modifications and **Amendments** to this **Constitution and Bylaws of New Baltimore Police Officers Association**. Any and all proposed changes, modifications and **Amendments** to this **Constitution and Bylaws of New**

**Baltimore Police Officers Association** shall be in writing and shall be presented to the **Members** of NBPOA at any **Regular Meeting** or **Special Meeting** of the **Membership** of NBPOA. Copies of all proposed changes, modifications and **Amendments** in their final written form shall be available for distribution to all and/or for review by all **Members** of NBPOA attending the **Meeting** at which such changes, modification-  
tions and **Amendments** are presented to the **Members** of NBPOA. All proposed

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changes, modifications and **Amendments** in their final written form shall be voted on at the next **Regular Meeting** or at a **Special Meeting** called and scheduled for that purpose, however, such vote at a **Regular Meeting** or **Special Meeting** shall not be held sooner than thirty (30) days after the date of the **Meeting** of the **Membership** of NBPOA at which the proposed changes, modifications and **Amendments** were presented. All **Members** of NBPOA, **including** **Associate Members**, shall be permitted to comment upon, object to and debate any proposed changes, modifications and **Amendments**, **however, only Regular Members** of NBPOA shall be permitted to vote on proposed changes, modifications and **Amendments** of the **Constitution and Bylaws of New Baltimore Police Officers Association**. Any changes, modifications or **Amendments** to/of the **Constitution and Bylaws of New Baltimore Police Officers Association** shall require a **simple majority vote** of the **Regular Members** present, eligible to vote and voting thereon at the **Meeting** of the **Membership** of NBPOA at which such changes, modifications and **Amendments** are voted upon.

### ARTICLE XIII

#### QUORUM FOR MEETINGS OF NBPOA

A **Quorum** shall be required for holding and conducting any **Meeting** of the **Membership** of NBPOA. A **Quorum** shall mean and shall consist of a **simple majority** of the then current **Members** of NBPOA, who must be **present and attending** the **Meeting** of the **Membership** of NBPOA **and** said **simple majority** of the then current **Members** of NBPOA **present and attending** the **Meeting** must include at least **two (2) Officers** (**Members of the Executive Board of NBPOA**) of NBPOA.

**THIS CONSTITUTION AND BYLAWS OF NEW BALTIMORE POLICE OFFICERS ASSOCIATION HAS BEEN APPROVED AND ADOPTED ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2010.**

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**TIMOTHY P. WILEY, PRESIDENT OF NBPOA**

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**RANDY BLACKBURN, VICE-PRESIDENT OF NBPOA**

**DRAFTED AND PREPARED BY:**

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