

**BY-LAWS OF
FLORIDA POLICE ACCREDITATION COALITION, INC.**

A CORPORATION NOT FOR PROFIT

ARTICLE 1: PURPOSE AND IDENTITY

1.1 PURPOSE - These are the By-laws of **FLORIDA POLICE ACCREDITATION COALITION, INC.**, hereinafter called "**FLA-PAC**", a corporation not for profit under the laws of the State of Florida. These By-laws are adopted for the purpose of governing **FLA-PAC** and incorporate by reference the terms and conditions of the Articles of Incorporation for **FLA-PAC**.

FLA-PAC recognizes and supports the concept of accreditation for law enforcement agencies, correctional institutions / agencies, crime laboratories, and any public entity as a means of enhancing the quality of law enforcement, services, correctional activities, and other public services within the State of Florida. To this end, **FLA-PAC** will provide a network for member agencies that will encourage communication, mutual cooperation, training, support, and the sharing of resources.

1.2 CORPORATE ADDRESS - The corporate office of **FLA-PAC** shall be that address used by the current Treasurer to conduct the business of the **FLA-PAC**.

ARTICLE 2: MEMBERSHIP AND DUES

2.1 MEMBERSHIP - Membership shall be classified as regular or associate.

2.1.1 Regular Membership shall be open to all law enforcement agencies, crime laboratories, correctional institutions / agencies, and public safety agencies in the State of Florida interested in the process of attaining or maintaining professional accreditation. Membership shall be granted upon receipt and approval of a completed membership application and dues.

2.1.1.1 Member In Good Standing – All dues and financial obligations to **FLA-PAC** must be satisfied and current to be considered a member in good standing.

2.1.2 Associate Membership shall be open to law enforcement agencies, crime laboratories, correctional institutions / agencies, and public safety agencies outside

the State of Florida, other government agencies, private organizations, and individuals with an interest in the accreditation process. Associate Membership shall be granted upon receipt of a completed membership application, payment of dues, and acceptance as demonstrated by a majority of the votes of **FLA-PAC** members present at a regular business meeting.

2.1.2.1 Associate members have no vote and may not hold a position on the Board of Directors of **FLA-PAC**.

2.1.2.2 Commissions, Associations and other entities which grant accreditation to agencies which qualify as regular members will be granted Associate Membership, exempt from payment of dues, upon application and acceptance by a majority vote of the Executive Board members. This vote may occur at a regular Executive Board meeting or via an email poll of the Executive Board members.

2.1.3 Individual Associate Membership shall be open to all retired or former accreditation professionals who have served as an accreditation manager, accreditation assistant, or as a member of the agency accreditation team or staff of an agency eligible for Regular Membership, or who serve or have served as an assessor for any Commission, Association or other entity which grants accreditation to agencies which qualify for Regular Membership.

2.1.3.1 Individual Associate Members shall pay dues equal to 20% of the dues set for an Associate Member as described in 2.1.2.

2.1.3.2 Individual Associate Membership shall be granted upon application and acceptance by a majority vote of the Executive Board members. This vote may occur at a regular Executive Board meeting or via an email poll of the Executive Board members.

2.2 DUES - Dues shall be determined by the Executive Board and approved by majority vote of the voting membership and are payable the first day of the month of the fiscal year. Membership shall be forfeited if dues are not paid within one hundred and twenty (120) days following the first day of the first month of the fiscal year.

ARTICLE 3: GOVERNMENT

3.1 BOARD OF DIRECTORS / OFFICERS - The management of **FLA-PAC**, both business and fiscal, shall be vested in an elected seven member Board of Directors. The Officers of **FLA-PAC** shall be President, First Vice President, Second Vice President,

Corresponding Secretary, Recording Secretary, Treasurer, and Immediate Past President. Each Officer shall hold office until a successor is elected and qualified, or until resignation, death, or removal. Each office must be held by a regular **FLA-PAC** member of a law enforcement, crime laboratories, corrections, or public safety agency. No member agency shall be represented more than once per term in the composition of the FLA-PAC Board.

3.2 RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS - All of the responsibilities and duties of **FLA-PAC** existing under the Florida Statutes, Articles of Incorporation, and these By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees subject only to approval by regular members where such approval is specifically required by these By-laws.

All Officers of **FLA-PAC** owe the highest standard of care in their dealings on behalf of the organization.

3.2.1 PRESIDENT - The President shall be the Chief Executive Officer of **FLA-PAC**. The President shall have all the responsibilities and duties usually vested in the President of a corporation, including, but not limited to, the responsibility to appoint committees, except the Nominating Committee, and to assist in conducting the affairs of **FLA-PAC**. The President will serve as liaison with other accrediting bodies.

3.2.2 FIRST VICE PRESIDENT - The First Vice President shall assist the President generally, exercise such responsibilities, and perform such other duties as shall be prescribed by the Articles of Incorporation and these By-laws. In the absence or disability of the President, the First Vice President shall exercise and perform the duties of the President.

3.2.3 SECOND VICE PRESIDENT - The Second Vice President shall assist the President and First Vice President generally, exercise such responsibilities, and perform such other duties as shall be prescribed by the Articles of Incorporation and these By-laws. In the absence or disability of the President and First Vice President, the Second Vice President shall exercise and perform the duties of the President.

3.2.4 CORRESPONDING SECRETARY - The Corresponding Secretary shall have custody of the seal of the corporation and affix it to the instruments requiring a seal duly signed. The Corresponding Secretary shall be responsible for all correspondence of **FLA-PAC**, and shall read correspondence at **FLA-PAC** meetings, as necessary. The Corresponding Secretary shall attend to the giving and serving of all notices to the members and officers and other notices required by law. The Corresponding Secretary shall keep the records of **FLA-PAC**, retain all minutes for no less than seven years, and shall perform all duties incident to the

office as may be required. Minutes shall be available for inspection by members or their authorized representatives at reasonable times.

At the expiration of the term of office, the Corresponding Secretary shall, within ten days of the installation of the new Corresponding Secretary, deliver to the successor the seal of **FLA-PAC**, together with all books, documents, records, funds, supplies, and paraphernalia; and shall require and receive a two part receipt for the same.

3.2.5 RECORDING SECRETARY - The Recording Secretary shall take minutes of all meetings. The Recording Secretary shall review the roster of members attending and ensure that a quorum is present. When an election of officers will occur at the meeting, the recording secretary shall call the roll of current, active members and ensure a quorum is present. The finding of a quorum will be reported to the President who shall report it to the membership present.

3.2.6 TREASURER - The Treasurer shall have custody of all financial property of **FLA-PAC**, including funds, securities, and evidences of indebtedness. The Treasurer shall receive and give receipts for money due and paid to **FLA-PAC**. The Treasurer shall deposit all monies paid to **FLA-PAC** in such banks or other depositories as shall be selected in accordance with these By-laws. The Treasurer shall keep the books of **FLA-PAC** in accordance with good accounting practices, and shall perform all other duties incidental to the office. At the expiration of the term of office, the Treasurer shall deliver to the successor all books, documents, records, funds, supplies, equipment, etc., and shall require and receive a two part receipt for the same. The Treasurer shall ensure that all necessary financial documents are completed in a timely manner.

3.2.7 IMMEDIATE PAST PRESIDENT - To facilitate continuity in the management of **FLA-PAC**, the office of Immediate Past President is established to act as an advisor and member of the Board of Directors. The Immediate Past President shall be the outgoing President.

3.3 ELECTION OF OFFICERS - Election of Officers shall be conducted in the following manner:

3.3.1 NOMINATIONS - At the Fall meeting (in even numbered years) of **FLA-PAC**, the Board of Directors shall appoint a Nominating Committee of three (3) members from three different agencies. The Nominating Committee shall elect a Chairperson from its committee. The Nominating Committee shall be responsible for contacting all regular member organizations for nominations to the elected offices. The Committee shall ensure that only regular members in good standing shall be nominated. A member may only be nominated for one office during any

election and only one agency representative may be nominated.

Due to the length of commitment, a nominated member shall secure the approval of the member agency's Chief Executive Officer, in writing, to serve as a **FLA-PAC** Officer, and submit the written authorization to the Nominating Committee. If the nominee cannot secure CEO approval, the nominee shall immediately inform the Nominating Committee and their nomination shall be removed from the pool of nominees.

3.3.2 ELECTIONS - At the Spring meeting (in odd numbered years), the President shall ask the Nominating Committee to report on nominations for the offices. When the Nominating Committee report is submitted, the Nominating Committee will be automatically discharged. The President will appoint an Election Committee of three (3) or more members present and the Committee members shall elect a Chairperson. The Election Committee shall be responsible for distributing, collecting and counting the ballots.

The President shall then accept nominations from the floor. Once this is accomplished, nominations shall be closed, eligibility of the floor nominations shall be verified, and a ballot shall be prepared by the Election Committee.

Floor nominees shall make all efforts to verbally secure their agency CEO's approval to serve as a **FLA-PAC** officer prior to the election. If a floor nominee cannot secure approval prior to the election, the nomination shall be considered provisional pending written support from the nominee's CEO.

The Election committee shall be responsible for the proper distribution of ballots by a roll call of eligible voting agencies present (see Section 4.5), and shall collect, tabulate (in front of the membership), and verify all votes cast, ~~and~~ Without declaring the results, the Election Committee Chairperson shall present to the President the Election Committee report providing the name of the candidate that received the majority/plurality of votes for each position for immediate general announcement.

Election of Officers shall be held on the business day of the Spring **FLA-PAC** meeting (in odd numbered years).

When there are two or less candidates for an office, election shall be determined by a majority vote. When there are three or more candidates for an office, the election shall be determined by plurality.

After the results are announced, the President shall call for a vote to approve the results. Once approved, the vote shall be considered valid and the ballots shall be destroyed.

Officers elected shall be installed immediately after the election and shall work with their predecessor for the remainder of the meeting to ensure an orderly transition.

If a provisional nominee is elected to serve as a **FLA-PAC** officer, the nominee shall obtain written approval from their agency's CEO and forward the approval to the President within thirty (30) days of being elected. If CEO approval is withheld, the President shall appoint a qualified replacement to serve until the next scheduled business meeting, where a special election will be held to fill the vacant position.

If a provisional nominee is elected to serve as a **FLA-PAC** officer, the nominee shall obtain written approval from their agency's CEO and forward the approval to the President within thirty (30) days of being elected. If CEO approval is withheld, the President shall appoint a qualified replacement to serve until the next scheduled business meeting, where a special election will be held to fill the vacant position.

3.4 REMOVAL OF BOARD DIRECTORS/OFFICERS - Any Board Officer may be recalled and removed from office, for just cause, by a two-thirds (2/3) vote of all members in attendance at a meeting. A special meeting of the members to recall a Board Officer may be called by ten percent (10%) of the members, giving notice of the meeting as required for a meeting of **FLA-PAC**, and the notice shall state the purpose of the meeting.

3.5 BOARD VACANCIES - Once a vacancy occurs and if one or more business meetings remain in the term, the President shall appoint a qualified replacement to serve the remaining term to be ratified by a majority vote of the membership at the next scheduled business meeting.

3.6 FIDUCIARY RELATIONSHIPS - The Board of Directors of **FLA-PAC** have a fiduciary relationship to the members and shall conduct all activities accordingly.

3.7 COMPENSATION - Officers shall serve without compensation.

ARTICLE 4: MEETINGS AND QUORUMS - FLA-PAC MEMBERSHIP

4.1 MEETINGS - **FLA-PAC** shall meet at least three (3) times per year, attempting to

schedule such meetings one month prior to the Commission on Accreditation for Law Enforcement Agencies, Inc., national meetings.

4.2 SPECIAL MEETINGS:

4.2.1 Special Meetings - The President or the President's successor may call a special meeting when it is deemed urgent and beneficial to the management of **FLA-PAC**.

4.2.2 Upon receipt of a written request for a Special Meeting from members entitled to cast ten (10%) percent of the votes of the entire membership, such Special Meetings shall be scheduled by the President within ten (10) days and conducted within sixty (60) days of receipt of the request. Such Special Meetings may be held in conjunction with a regular meeting occurring within the sixty (60) day period.

4.2.3 Special Meetings are exempt from the 30-day requirement of Section 4.3. Notification of all **FLA-PAC** membership for special meeting as described in 4.2.1 shall be by telephone or electronic mail.

4.3 NOTICE OF MEETINGS - Notice of all regular meetings stating the time, the place, and the purpose for which the meeting is called shall be given by the President or Corresponding Secretary. Such notice shall be posted on the **FLA-PAC** website or communicated in writing to each member no less than thirty (30) days prior to the date of the meeting. The Corresponding Secretary or other Officer will broadcast the posting to the membership by electronic mail.

4.4 QUORUM - A quorum at any **FLA-PAC** meeting shall consist of 25% of the regular members. Acts approved by the majority of voters present at a meeting at which a quorum is present shall constitute the acts of all members, except when approval of a greater number of members is required by the Articles of Incorporation, the By-laws, or the laws of the State of Florida.

4.4.1 No official action on behalf of **FLA-PAC** shall take place unless a quorum is present along with at least four (4) Officers.

4.5 VOTING - To prevent any one agency from dominating, votes will be cast only by agency. Voting at **FLA-PAC** meetings shall be on the basis of one vote per regular member agency. The agency must be a member in good standing in order to cast a vote. Elections shall be by written ballot. Associate members have no voting privileges.

ARTICLE 5: MEETINGS AND QUORUMS - BOARD OF DIRECTORS

5.1 REGULAR BOARD MEETINGS - The Board of Directors shall meet during a regularly scheduled **FLA-PAC** meeting.

5.2 SPECIAL BOARD MEETINGS - The President or the President's successor may call a special meeting when it is deemed urgent and beneficial to the management of **FLA-PAC**. Notice of the meeting shall be given personally or by mail, telephone, or electronic mail. A quorum of the Board shall consist of at least four (4) Board members.

5.3 OPEN MEETINGS - Every Board meeting, general **FLA-PAC** meeting, and/or special meeting shall be open to all members.

ARTICLE 6: FISCAL MANAGEMENT

6.1 THE DEPOSITORY - The Depository of **FLA-PAC** shall be such federally insured bank or savings and loan association convenient to the Treasurer in which monies of **FLA-PAC** shall be deposited. Withdrawal of monies from such account shall only be by checks signed by the Treasurer of **FLA-PAC** and approved by a least one other Officer. The Treasurer may make transfers between **FLA-PAC** accounts as necessary to assure financial obligations are met and to provide interest income when possible. The President shall have the responsibility to sign such checks in the absence of the Treasurer.

6.1.1 Special Accounts may be established for special events and for a limited time with approval of the Executive Board. The Treasurer and such others as designated and approved by the Executive Board shall be a signer on such special accounts. Such special accounts shall not be dependent upon funding from the approved budget of the FLA-PAC, but may be recipients of funding designated for such special event or purpose within the approved budget. Such special accounts are subject to oversight and audit by the Audit Committee as with any other financial activity of the FLA-PAC.

6.2 AUDIT - An Audit Committee shall be appointed by the President from the eligible membership. The Audit Committee shall, in conjunction with each **FLA-PAC** meeting, conduct an audit of the **FLA-PAC** financial records. A complete audit may be conducted annually by a Certified Public Accountant hired by the Board of Directors. The results of all audits shall be presented to the membership at the regular Business Meeting.

6.2.1 The Board of Directors may order an audit at any time.

6.2.2 The Board of Directors may order an audit by a Certified Public Accountant when a new Treasurer is elected.

6.3 FISCAL YEAR - The Fiscal Year of **FLA-PAC** shall begin January 1 and end

December 31.

6.4 BUDGET - Not less than thirty (30) days prior to the beginning of the fiscal year, the Board of Directors shall recommend for approval a budget for said fiscal year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for reserves. The budget meeting shall be open to all members. Notice of the time, place, and purpose of the Board meeting to recommend the budget shall be included with the notice of the Fall **FLA-PAC** meeting, and such notice shall meet all requirements for meeting notices set forth in these By-laws. The recommended budget shall be approved by a majority vote of the members in attendance.

6.4.1 Once approved, the Treasurer may, with approval of a majority of the Executive Board, transfer funds from one account to another to cover normal operating expenses without exceeding the approved annual budget.

6.4.2 If necessary, the annual budget may be adjusted upon recommendation by the Executive Board and approval by majority vote of the general membership at a regular scheduled business meeting of the membership.

6.5 DISSOLUTION - In the event of dissolution, the residual assets of **FLA-PAC** will be turned over to one or more charitable organizations which themselves are exempt as organizations described in Section 501(C)(3) and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purposes.

ARTICLE 7: PARLIAMENTARY PROCEDURE

7.1 ROBERT'S RULES - Robert's Rules of Order (latest edition) shall govern the conduct of meetings when not in conflict with the Articles of Incorporation or these By-laws.

ARTICLE 8: ADOPTION OF BY-LAWS

8.1 BY-LAWS - By-laws shall be adopted by a two-thirds (2/3)-majority vote of the Quorum at a regular schedule business meeting.

ARTICLE 9: AMENDMENTS

9.1 PROPOSAL AND ADOPTION - Any regular member may propose a resolution for the adoption of a proposed amendment to these By-laws. The proposed amendment shall be in writing and directed to the President.

9.1.1 The President will direct the By-Laws Committee to review the proposed amendment and report to the membership at the next scheduled business meeting. The purpose of the review will be to insure that there are no conflicts with current language in the By-Laws and/or Standard Operating Procedures. The proposed amendment will be voted on at the next regular scheduled business meeting.

9.1.2 Officers and members not present in person at the meeting considering the amendment may render an absentee vote in writing or electronic mail, providing the member's dues are current. Absentee votes shall be delivered to the Corresponding Secretary at or prior to the meeting at which the vote will be taken. Except as elsewhere provided, adoption of an amendment shall require not less than two-thirds (2/3) of the votes cast by **FLA-PAC** members present at the meeting and by all absentee ballots received.

9.2 EXECUTION AND RECORDING - All approved By-law Amendments shall be certified by the Corresponding Secretary and thereafter inserted in the document known as BY-LAWS OF **FLA-PAC**, A CORPORATION NOT FOR PROFIT. Members shall be bound by those By-laws.

9.3 Legitimate minor technical changes needed to keep this document current, but which do not change its intent (such as changing the name of the President or Corresponding Secretary, changing the corporate address, or correcting minor grammatical errors), shall not require a vote of the membership as described above.

Signature on File

Cheryl DeGross, President

Signature on File

Tammie Jacobs, Corresponding Secretary (SEAL)