

**PROPOSED AMENDMENT #1
TO THE MCPA FOUNDATION BY-LAWS**

Purpose: To change the number of Trustees to 5 to 7 members and to determine the length of terms.

Article(s) and Section Number(s): Article III, §§2 and 3.

Proposed Language:

ARTICLE III

BOARD OF TRUSTEES

Section 2. The Board of Trustees shall consist of not less than eighteen ~~(18)~~ five (5) and not more than ~~twenty-seven (27)~~ seven (7) members who shall be elected by the Voting members of the Corporation or appointed according to this section. ~~at their annual meeting.~~ One member will be the 3rd Vice President of the Maryland Chiefs of Police Association and one member will be a Past President of the Maryland Chiefs of Police Association. All Trustees shall be Voting members of the Corporation.

Section 3. Trustees shall be elected to serve a ~~three (3)~~ two (2) year term. Vacancies shall be filled by the action of the Board of Trustees. ~~The initial Board of Trustees shall hold office for one (1), two (2), or three (3) years with the term of each member to be chosen by lot.~~

Effective Date of Amendments: All amendments shall become effective immediately upon ratification by the membership.

Person Offering Amendments: Michael A. Fry
Chair, Resolutions and By-Laws Committee
(240) 773-5004

CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that on this ____ day of _____, 2005, a copy of the foregoing Proposed By-Law Amendments were submitted to the President and Executive Board.

Michael A. Fry
Chair, Resolutions and By-Laws Committee

Approved by the Voting Members this ____ day of _____, 2005.

H. Fred Keeney, Chief
President

ARTICLE III

BOARD OF TRUSTEES

Section 1. The business and affairs of the Corporation shall be managed under the direction of a Board of Trustees.

Section 2. The Board of Trustees shall consist of not less than eighteen (18) and not more than twenty-seven (27) members who shall be elected by the Voting members of the Corporation at their annual meeting. All Trustees shall be Voting members of the Corporation.

Section 3. Trustees shall be elected to serve a three (3) year term. Vacancies shall be filled by the action of the Board of Trustees. The initial Board of Trustees shall hold office for one (1), two (2), or three (3) years with the term of each member to be chosen by lot.

Section 4. A Trustee shall be removed if the Trustee ceases to be a Voting member or by a two-thirds (2/3) vote of the Voting members at any annual or special meeting of such members at which a quorum is present.

Section 5. Failure of any Trustee to attend two (2) meetings, either special or regular, in any fiscal year shall constitute cause for that Trustee's removal unless that Trustee has notified the President or other officer of all the meetings in question at least forty-eight (48) hours prior to the meeting time.

Section 6. A majority of the Board of Trustees then in office present at a meeting shall constitute a quorum for the conducting of all business of the Board of Trustees.

Section 7. Unless otherwise indicated herein, all questions shall be resolved by a majority vote of the Trustees.

Section 8. A regular annual meeting of the Trustees shall be held immediately after the annual meeting of the Voting members each year. The Trustees may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 9. (a) Special meetings of the Trustees may be called by or at the request of the President or any nine (9) Trustees. The person or persons authorized to call special meetings of the Trustees may fix the place for holding any special meeting of the Trustees called by them.

(b) Notice of any special meeting shall be given at least five (5) days previously thereto by: (1) written notice delivered personally, or by telegram, facsimile or mailed to each Trustee at his business address, or (2) oral notice communicated in person or by telephone. Written notice, in a comprehensible form, shall be effective at the earliest of the following: (i) when received, (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed, or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is

signed by or on behalf of the addressee. Oral notice is effective when communicated, if communicated in a comprehensible manner.

- (c) The attendance of or participation by a Trustee at a meeting shall constitute a waiver of notice of such meeting, unless the Trustee at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 10. The Board of Trustees shall permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 11. A Trustee may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall be effective upon receipt thereof by the Board of such officers, and the acceptance of the resignation shall not be necessary to make it effective.

Section 12. No compensation shall be paid to the Trustees, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized.

Section 13. Unless otherwise provided by law, any action required to be taken at a Trustees' meeting or any action that may be taken at a Trustees' meeting or a committee meeting, may be taken without a meeting if each and every Trustee entitled to vote on the matter signed one or more written consents setting forth the action, signed

either before or after such action, and such consent is included in the Minutes or is filed with the Corporation's records. Such Trustees may all sign a single consent in writing or they may each sign singly individual identical copies of the consent in writing.

ARTICLE IV

INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Corporation shall indemnify, to the fullest extent permitted by the laws of the State of Maryland, as such laws exist now or may hereafter be amended, its Trustees, officers, employees and agents who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

ARTICLE V

LIMITATION OF LIABILITY OF TRUSTEES AND OFFICERS

The liability of any Trustee or officer in any proceeding brought by members (or a member) of the Corporation in the right of the Corporation or on behalf of the members (or a member) of the Corporation, unless otherwise provided by the laws of the State of Maryland, shall be limited to One Hundred Dollars (\$100.00) for any damages assessed against a Trustee or officer arising out of any single transaction, occurrence, or course of conduct. If an individual is both a Trustee and an officer, the limitation on liability stated above shall be the total aggregate amount of liability to which such person may be subject. However, the liability of a Trustee or officer shall not be limited as provided in this Article V if the Trustee or officer engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 1. The officers of the Corporation shall be a President, a Treasurer, and a Secretary. Said officers shall be elected by the Board of Trustees to serve for a period of one (1) year or until their successors are elected and qualified. Said election and ratification will be held at the annual meeting of the Board of Trustees. The Board may elect or appoint any other officers who need not be members of the Board, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, as it deems desirable.

Section 2. The President shall be the Chief Executive Officer of the Corporation. He shall be present at each meeting of the Board and report on the progress and condition of the Corporation and shall make an annual report of such membership. He shall cause to be called regular or special meetings of the Board in accordance with these By-Laws. He shall sign all contracts, agreements, certificates and statements authorized by the Board. He shall see that the books, reports, statements, and certificates required by the State of Maryland are properly kept, made and filed according to law. In addition, he shall perform all other duties which usually pertain to the office of President.

Section 3. The Vice President shall, during the absence or the inability of the President to render and perform his duties or exercise his powers, perform such duties. When so acting, he shall have all powers and responsibilities hereby given to, or imposed upon, the President of the Corporation. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

Section 4. The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept

on deposit in financial institutions approved by the Board of Trustees, subject to checks signed by the Treasurer and/or the Executive Trustee, as discussed below. He shall exhibit his books and accounts to any Trustee of the Corporation, upon application at the office of the Treasurer during normal working hours. He shall render a statement of the receipts and expenditures at the end of the month to the members of the Board of Trustees by mail, and submit a full financial report for the past year to the President so he can include it in his report to the Voting members at the annual meeting of the Voting membership of the Corporation. Upon request, he shall open his books of account and all records under his control to the auditing firm representative authorized by the Board of Trustees.

Section 5. The Secretary shall keep the Minutes of the meeting of the Board of Trustees, both regular and special, in appropriate books. He shall be custodian of the records of the Corporation and shall service all notices and attend to the correspondence of the Corporation. In addition, he shall perform all the duties incumbent to the office of the Secretary.

Section 6. The Board of Trustees may remove any officer by a two-third (2/3) vote of Trustees present at any meeting, regular or special, with or without cause. Any vacancy in an office may be filled by a majority vote of Trustees present at any regular or special meeting.

Section 7. An officer may resign at any time by delivery of notice to the Board of Trustees. Unless otherwise specified in the notice, the resignation shall be effective upon the receipt thereof by the Board and the acceptance of the resignation shall not be necessary to make it effective.

Section 8. The officers of the Corporation shall not receive any salary or compensation for their services, but may be reimbursed for actual expenses incurred, as approved by the Board of Trustees.

Section 9. The Board of Trustees may contract with any third party to provide management services to the Corporation. Such management agreement may provide for the engagement of an Executive Trustee to provide such services. The Board of Trustees may authorize such Executive Trustee to sign checks on behalf of the Corporation.

ARTICLE VII

EXECUTIVE ADMINISTRATIVE OFFICER

Section 1. Position. The Board of Trustees may appoint the Executive Administrative Officer, on an annual basis. The Board of Trustees shall stipulate conditions of this employment.

Section 2. Authority and Duties of the Executive Administrative Officer.
(a). Subject to the policies, rules and direction of the Board of Trustees, the Executive Administrative Officer shall:

- (1) Serve as the chief administrator for the Foundation;
- (2) Maintain the records and files of the Foundation and handle its general correspondence;
- (3) Prepare an annual budget of the Foundation for consideration and approval by the Board of Trustees;
- (4) Coordinate with the committees responsible for Foundation meetings, conferences and other seminars;
- (5) With the cooperation of the Treasurer and committee chairs, submit reports concerning the Foundation's activities, operations, finances or interests as directed by the Board of Trustees;

- (6) Supervise the preparation and distribution of the Foundation's publications, promotional materials and any reports that may be required; and
 - (7) Perform other such duties as may be assigned by the President of the Foundation.
- (b) Should the Executive Administrative Officer position become vacant for any reason, the President shall assume responsibility for these duties, provided that the President may assign such duties to members.
- (c) Upon the establishment of an Executive Committee, all references to the Board of Trustees in Sections 1 and 2 of this Article VII shall refer to the Executive Committee.

ARTICLE VIII

SEAL

The Corporation may have a seal. The form of such seal shall be designated by the Board of Trustees.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of October and end on the 30th day of September of each year.

ARTICLE X

EXECUTIVE COMMITTEE

The Board of Trustees may, by resolution passed by a majority of the Board, in its discretion, designate not less than three (3) Trustees to constitute an Executive Committee who shall have and exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation during the interval between Board meetings and to the extent permitted by law. The

Executive Administrative Officer shall be an ex-officio member of the Executive Committee.

ARTICLE XI

OTHER COMMITTEES

Standards for providing scholarships shall be established by a committee appointed by and serving at the pleasure of the Board of Trustees. Such committee may be composed in part of persons other than Trustees, but is shall include only those individuals competent through professional experience to select recipients this program can best serve.

Standards and topics for education and training programs shall be established by a committee appointed by and serving at the pleasure of the Board of Trustees. Such committee may be composed in part of persons other than Trustees, but shall include only those individuals competent through professional experience to select the educational and training type programs as well as forum for such programs so that such programs can prove to be beneficial to all in attendance.

ARTICLE XII

MISCELLANEOUS

Section 1. The Trustees may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. No expense in an amount equal to or greater than One Thousand Dollars (\$1000.00) shall be contracted on behalf of the Corporation and no evidence of indebtedness in an amount equal to or greater than the above-stated sum shall be issued in its name unless authorized by a Trustees' resolution. Such authority may be general or confined to specific circumstances.

Section 3. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Trustees.

Section 4. All funds of the Corporation no otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Trustees may select.

ARTICLE XIII

AMENDMENTS

These By-Laws may be amended, altered, or added to by the majority vote of any regular or special meeting of the Board of Trustees provided that the Trustees have been notified of such proposed amendment, alteration or addition at least fifteen (15) calendar days prior to the meeting.