

# BY-LAWS OF THE TEXAS MUNICIPAL POLICE ASSOCIATION (AS REVISED 01-11-2020)

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## **ARTICLE I**

### **SECTION 1.**

The principal place of business of this Association shall be anywhere in the State of Texas as may be expedient to the business of the Association.

### **SECTION 2.**

"ROBERT'S RULES OF ORDER, NEWLY REVISED" shall govern the conduct of all meetings except as may be otherwise provided in the Constitution and By-laws.

## **ARTICLE II - PROCEDURE**

### **SECTION 1. RULES**

#### **RULE I:**

Any member wishing to make a motion, deliver his opinion, or speak upon any subject, shall respectfully address the chair. He shall confine himself to the question under discussion and avoid personalities. If two or more members rise to speak at the same time, the President shall decide who shall speak first.

#### **RULE II:**

No member of the Board shall interrupt another in his remarks, unless to call him to order for words spoken. No member shall speak more than once on the subject, until all the members wishing to speak have done so.

#### **RULE III:**

A member while speaking, being called to order by another, shall cease speaking until the question of order is determined.

#### **RULE IV:**

An Advisory Committee shall be chosen by the immediate Past-President at the annual conference. Whenever possible this Committee shall consist of four (4) Past-Presidents in good standing and in attendance who are not employed by the TMPA, as well as the immediate Past-President. The immediate Past-President shall serve as the Chair of the Committee, and if not available, then the President shall appoint the Chair of the Committee. In the event that there are less than five (5) Past-Presidents in attendance at the Conference who are willing to serve on the Advisory Committee, the President shall appoint such additional Association members as necessary to fill the Committee with the minimum number of

members. The President shall meet with the Advisory Committee and deliver a report on the past year's record of the present Board Members and Committee Chairmen who are not members of the Board of Directors. Any member who desires to be considered for office by the Advisory Committee may submit a written application to the Secretary of the Association prior to or at the beginning of the Annual Conference. The Secretary shall maintain a file of such applications and deliver them to the immediate Past-President. The written application shall contain at least the following information:

- NAME OF APPLICANT
- APPLICANT POSITION WITH CITY OR AGENCY
- CITY OR AGENCY WHERE EMPLOYED
- TENURE OF THE MEMBER
- OFFICE BEING SOUGHT
- DATE APPLICATION IS SUBMITTED
- SIGNATURE OF APPLICANT

The Advisory Committee shall begin its deliberation and interviews of applicants as necessary after their appointment by the immediate Past-President. In the event that there are no applicants for a particular office, the Advisory Committee shall have the privilege of recruiting someone to run for that office. This privilege will not be extended if any eligible applicant has applied for that office. The Advisory Committee will make its report as to the eligibility for office of each candidate interviewed after which the Chair will call for nominations from the floor. All nominations will be closed for each office before nominations for additional offices takes place. If there is a nomination from the floor, there will be at least a one (1) hour recess to allow the Advisory Committee to reconvene and interview the floor nominee. The Advisory committee will then make its final report as to the eligibility of the nominees from the floor. No member shall be nominated for more than one office at a time, nor shall any member be elected to serve in more than one office at a time except that the offices of SECRETARY and TREASURER may be combined as one office if the delegates attending the Annual Conference so desire. After all nominations from the floor have been closed, each candidate who faces opposition will be afforded three (3) minutes to make a short speech to the delegates present at the Annual Conference. The list of candidates will then lay over for a minimum of twelve (12) hours prior to any voting taking place.

In the event of a tie delegate vote for a board position or office, to break the tie, the then existing board of directors shall vote and determine who will be the next director or officer for that board position.

If a region has more than one (1) director position, then delegates are entitled to vote for as many persons as there are directors to be elected in their respected region. A delegate may not cast multiple votes for the same candidate.

#### **RULE V:**

When a question is before the assembly no motion shall be received except; first to amend, second to close the debate, third to refer, forth to postpone action to definite time, fifth to postpone action to an indefinite time, and sixth to adjourn; with precedence in the order therein arranged.



**RULE VI:**

A motion to adjourn shall always be in order, except when a member is speaking, a vote is being taken, or a previous adjournment time has been set. A motion to adjourn, failing of passage, cannot be renewed until some proposition is made or business transacted.

**RULE VII:**

When only one nominee has been submitted to fill an office, and additional names are not entered from the floor, the nominees may be elected by general consent, i.e., "acclamation."

**RULE VIII:**

When the reading of a paper or other matter is called for, and the same is objected to by any member, it shall be determined by a majority vote as to whether it shall be read or not.

**RULE IX:**

No member of the Board shall vote on a question that directly affects his/her personal interest, not common to other members of the organization.

**RULE X:**

No member, having failed to pay dues when required, shall be permitted to reinstate his membership by payment of any lesser amount than the full annual dues applicable to the calendar year in which reinstatement is requested; and in no case will reinstatement be retroactive.

**ARTICLE III - MANAGEMENT****SECTION 1.**

The government and management of this Association are entrusted to the duly elected Board of Directors and officers as set forth in the Constitution. All recommendations by staff regarding By-Laws or Constitution changes shall be reviewed by the President, First Vice-President, and Second Vice-President and, if approved by those officers, presented to the Board who may refer the issue to the By-Laws Committee for research and recommendations to the entire Board at a called meeting. All proposed changes to the Constitution or By-laws of this Association shall be presented at a regular called Board meeting and shall not be voted on until the next regularly scheduled Board meeting.

**SECTION 2. EXECUTIVE COMMITTEE**

The Executive Committee of the TMPA shall consist of the President, the four (4) Vice Presidents, and the Secretary. The Executive Committee is responsible to the Association through the President and can hold meetings as needed to handle the running of the Association where the calling of the entire Board is unnecessary, impractical, or impossible. The Executive Committee is responsible for giving due diligence to the day-to-day proposals

and issues that come before the Association and to provide a synopsis of said topics along with a recommendation to the entire Board for consideration.

## **SECTION 2A. STANDING COMMITTEES**

The TMPA shall have committees renewed each year as necessary to maintain continuity in the mission of the Association and to provide transparency in our Association while maintaining a system of checks and balances. The committees generally shall be limited in size to consist of the committee chair and three (3) additional members chosen from the Board of Directors or the membership at large, subject to the approval of the President. The exception to this is the Budget committee, which shall have the Treasurer as a member. The President can authorize a larger committee as needed. Any TMPA staff needed for support of the committees shall be made available to the committees upon request and as is reasonable. The President may cause to be formed committees in addition to the standing committees as the need may arise. The standing committees are as follows:

(1) Legislative Committee: The 1<sup>st</sup> Vice President or his designee shall act as Chair of this committee subject to the approval of the President. This committee is to remain abreast of all matters of a legislative nature that could affect the way in which our members are able to execute their duty. The members of the committee as chosen by the chair are to provide their advice on legislative matters as needed and work closely with the Director of Legislative affairs.

(2) Budget Committee: The 2<sup>nd</sup> Vice President or his designee shall act as Chair of this committee subject to the approval of the President. This committee is responsible for oversight of the budget and to ensure that the best possible balanced budget is presented to the Board for consideration every fiscal year. It is their responsibility to sign the engagement letters of any independent audit firms. The results of any independent audits are to be reported to the Association by the Budget Committee at the Annual Conference along with the Treasurer's report. It shall be their responsibility to coordinate their efforts with the controller of the TMPA.

(3) Audit Committee: The 3<sup>rd</sup> Vice President or his designee shall act as Chair of this committee subject to the approval of the President. This committee shall act as a system of review to ensure fiscal responsibility of the Board of Directors, as well as the employees of the TMPA. It will be their responsibility to review expenditures and to coordinate their efforts with the controller to provide a report to the Board of Directors once every fiscal year.

(4) By-laws Committee: The 4<sup>th</sup> Vice President or his designee shall act as Chair of this committee subject to the approval of the President. This committee shall review the By-laws and Constitution of the Association to ensure that it remains in compliance with the constantly changing structure of the TMPA, as well as emerging trends. They shall provide guidance and a report annually to the Board of Directors for consideration.

## **SECTION 3. PRIVILEGES OF PAST-PRESIDENT**

If any Past-President of the Association is deemed not in good standing by a vote of the Board of Directors, then he shall no longer hold the privileges afforded the position of a Past-President.



#### **SECTION 4. MEETINGS**

The President shall call all meetings of the Board of Directors as required for business to be transacted; provided, however, that it shall be mandatory upon the President to call a meeting upon the written request of at least five (5) Directors. The meeting shall be called within thirty (30) days of the receipt of the request by the President. It shall be within the authority of the President to call any meeting of the Executive Committee as he feels is necessary. If such a meeting is called and three (3) or more of the Executive Committee is present, minutes of said meeting shall be kept to be provided to the entire Board of Directors as soon as is reasonably possible, but prior to the next regularly called and scheduled quarterly Board meeting.

#### **SECTION 5. CONFERENCE**

The Board of Directors and Officers of the Association shall select the location and set the date for the Annual Conference.

#### **SECTION 6. DELEGATES OF MEMBERS TO ATTEND CONFERENCE**

An agency may appoint a member, affiliate member, or retired member to serve as a delegate to the Annual Summer Conference. Each delegate duly qualified and seated at the regular conference will be entitled to one (1) vote on all propositions to be voted on by the membership.

#### **SECTION 6A.**

If a delegation that has been duly qualified and seated at the conference has been called away from any part of the remainder of the conference, the remaining delegates shall allow the chairman of that delegation to appoint a member who shall cast the votes (unit rule, instructed) for the entire delegation so absented.

#### **SECTION 6B.**

Any agency that wishes may send one (1) or more delegates to the Annual Conference, who would have the voting proxy of that agency only. These delegates would then be authorized to cast the entire number of allocated votes for the total number of delegates allowed for the agency under Article III, Section 7.

#### **SECTION 6C.**

Any agency that wishes may send one (1) or more alternate delegates to the Annual Conference who may take the place of duly qualified and seated delegates during such delegate's temporary or permanent absence from the Conference hall.

#### **SECTION 6D.**

A roster of all qualified delegates and alternates with the number of votes they are authorized to cast must be filed with the Secretary at the Annual Conference before the delegation may be seated.

## **SECTION 6E.**

In the event two (2) or more members of the agency attempt to fill the same delegate seat, and cannot reach an agreement on their own, the President will appoint a Delegate Committee of at least five (5) members. The committee will investigate the reason for the dispute and make its recommendation to the President, who will then decide who will be seated. The President's decision in the dispute will be final. The term AGENCY is defined as any Texas Law Enforcement Agency employing full-time certified peace officers, who are currently paying dues to the TEXAS MUNICIPAL POLICE ASSOCIATION.

## **SECTION 6F.**

TMPA will recognize one (1) local association per agency as the representative group for all TMPA members at that agency, provided that the local has requested such recognition and has voted to affiliate itself with TMPA. If more than one (1) local association comprised of members from the same agency requests such recognition, TMPA will recognize the group with the largest number of TMPA members who are full time paid peace officers. In the event of a tie, the President will decide how the delegate votes will be allocated. The President's decision in the dispute will be final.

## **SECTION 7. NUMBER OF DELEGATES TO ATTEND CONFERENCE**

Each Agency will be entitled to send delegates to the Annual Conference under the following schedule:

1. One member to nine members, one delegate.
2. Ten members to twenty-four members, two delegates.
3. Twenty-five members to forty-nine members, three delegates.
4. Fifty members to ninety-nine members, four delegates.
5. One hundred members to one hundred ninety-nine members, five delegates.
6. Two hundred members to two hundred ninety-nine members, six delegates.
7. Three hundred members to three hundred ninety-nine members, seven delegates.
8. Four hundred members to four hundred ninety-nine members, eight delegates.
9. Five hundred members to five hundred ninety-nine members, nine delegates.
10. Six hundred members to six hundred ninety-nine members, ten delegates.
11. Seven hundred members to seven hundred ninety-nine members, eleven delegates
12. Eight hundred members and beyond, twelve delegates
13. No delegation shall have more than twelve delegates



For the purpose of this section, the term "MEMBER" includes affiliate members. Retirees of an agency shall not be counted in determining the number of delegates to attend the Annual Conference. This section does not prohibit any agency from sending and duly seating a TMPA Retiree from their agency as a delegate. Statewide law enforcement agencies will be assigned to the region where their agency headquarters are located, with the agency receiving delegate votes based on total membership.

## **8. CONDUCT OF BOARD MEMBERS.**

Board Members are expected to always act in a manner which promotes the best interests of TMPA and its members. Any time a member of the Board of Directors or the Legislative Committee of the Texas Municipal Police Association appears before the Texas House or Texas Senate in opposition to a bill that has been adopted and endorsed by TMPA and its membership, that member must resign his position before appearing before the Legislature. If the President deems it necessary to call a Board meeting into Executive Session, then any information discussed therein is to be deemed of a confidential nature. Any reckless or malicious release of such information which is deemed harmful to TMPA as a whole shall be cause for removal of the Board Member subject to the rules as set forth in Article III, Section 9.

## **SECTION 9. RECALL OF BOARD MEMBERS**

When a member of the Board of Directors of the Texas Municipal Police Association violates his oath of office or any provision of these By-laws, the power of recall rests with the President. When said member is recalled, he shall have the right to appeal to the Board of Directors within fourteen (14) calendar days; provided, however, that a quorum of the Board being present shall vote and a three-fourth (3/4) majority of those present and voting shall be required to uphold the recall.

The President may be recalled with a quorum of the Board present voting and three-fourth (3/4) of those present voting for the recall. The recalled President shall not hold any office available to Past-Presidents, nor may he be elected to any future position as a Director of the Association or Committee Member. The previous Past-President will continue to serve on the Board for an additional year after the recall of the President.

## **SECTION 10. NON-DISCLOSURE AGREEMENT**

As a condition to holding office with the Texas Municipal Police Association, all current and future Board Members shall sign a Non-Compete/Non-Disclosure of Trade Secrets Agreement as a condition of holding office. Failure to execute the Non-Compete/Non-Disclosure Agreement shall result in the removal from office under Article III, Section 9 of the Texas Municipal Police Association By-Laws.

## **SECTION 11. ETHICAL CONDUCT OF THE BOARD OF DIRECTORS**

The position of Director of the Texas Municipal Police Association is a solemn trust conferred upon each board member by the membership of TMPA. As such, the conduct of each board member must be above reproach and must always be in the best interest of the Association. No board member shall ever utilize the resources of the Texas Municipal Police Association, either financial or material, for his own gain or in the pursuit of election to a Board position.

Any board member found to be in violation of this provision shall be accountable to the Association under the provisions of Article III, Section 9 of the By-Laws of TMPA.

## **SECTION 12. SUPERVISION OF TMPA EMPLOYEES**

Supervision and direction of the employees of the TMPA in day-to-day operations rests with the Executive Director of the Association subject to the approval of the Board of Directors as set forth by Article II, Section 8 of the Constitution. Reasonable requests for assistance or information may be made to employees by members of the Board of Directors. Employees of the TMPA may also make reasonable requests for assistance or information from any Board Member so long as the request does not violate any provisions of the employee handbook, policies approved by the Board of Directors, the Constitution, or the By-laws of the TMPA. No general management or day-to-day operating instructions or directions shall be made of employees by Board Members directly as a matter of general practice. The exception to this is the position of General Counsel. General Counsel shall report directly to the Board of Directors in an advisory capacity. Article II, Section 8A of the Constitution shall govern the relationship between the Board of Directors and the Executive Director in any disputes arising from his conduct of the supervision and direction of TMPA employees.

## **ARTICLE IV - AFFILIATE PROGRAM**

All persons who are not eligible for membership in the Texas Municipal Police Association but who are engaged in or retired from licensed public safety careers or public safety related careers are eligible to join the Affiliate Program. Unlicensed affiliates are not entitled to hold elected office. Affiliates are entitled to participate in all TMPA programs and to receive all TMPA benefits. Affiliate dues and optional fees are the same as for members, except affiliates who are retired, as defined by Constitution Article III, Section 1A, shall pay no dues. TMPA employees shall be considered non-dues paying affiliates unless otherwise eligible as members.

## **ARTICLE V - AMENDMENTS**

These By-laws, after adoption, shall not be suspended, altered, amended, or repealed, except by a vote of two-third (2/3) of the members of the board present and voting at a regular meeting. By-Laws may not be suspended, altered, amended, or repealed more than twice in a fiscal year. If any provision or condition of these By-laws shall be held to be invalid or unenforceable by reason of any law, rule, administrative order, or judicial decision by any court or regulatory agency or body, such invalidity or enforceability shall attach only to such article, provision, or condition. The validity of the enforceability shall attach only to such article, provision, or condition. The validity of the remaining articles, provisions, or conditions shall not be affected thereby and these By-laws shall be carried out as if any such invalid or unenforceable article, provision, or condition were not contained herein.

## **ARTICLE VI - RATIFICATION**

### **SECTION 1.**

These By-laws shall be in force and effect immediately upon adoption.



**SECTION 2.**

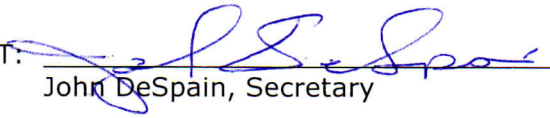
Any amendment or amendments to these By-laws shall be in force and effect immediately upon adoption.

**Adopted by the Board of Directors on this 11<sup>th</sup> day of January, 2020.**



Thomas Brown, President

ATTEST:



John DeSpain, Secretary