

MISSION STATEMENT

&

BYLAWS

OF THE

CHICAGO POLICE SERGEANTS ASSOCIATION

POLICE BENEVOLENT

&

PROTECTIVE ASSOCIATION

UNIT 156A

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MISSION STATEMENT: The mission of the Chicago Police Sergeants Association is to promote the fair and equitable treatment of all Chicago Police Sergeants; to provide assistance to any Sergeant who has been wronged by the city or department, who have had their contractual rights denied, as well as those who have been denied the rightful benefits that their employer provides; to prevent any type of job discrimination, unfair practices, reprimands, or suspensions which may arise; to work diligently for and with all Sergeants while acquiring and maintaining the best possible working conditions and benefits for all members through the collective bargaining process; maintain and promote a social as well as a fraternal organization; provide assistance to all members and their families in their time of need; and promote the morale and welfare for the collective good of all Sergeants of the Chicago Police Department.

ARTICLE I

NAME AND PURPOSE

Section 1. Name of Organization. This organization shall be known as the CHICAGO POLICE SERGEANTS ASSOCIATION – POLICE BENEVOLENT & PROTECTIVE ASSOCIATION - Unit 156A; a non-profit corporation organized and existing under the laws of the State of Illinois (herein referred to as the "Association").

Section 2. Purpose. The Association, comprised of Sergeants of Police, of the City of Chicago, is formed for the primary purpose of securing the best possible conditions and benefits of employment for its members. To accomplish this objective, the Association pledges itself to using only such means as are proper and legitimate. The Association shall promote a fraternal spirit among its members by means of social activities. The Association will strive to improve the skills and efficiency of the individual members toward the end of establishing police work as a profession.

Section 3. Use of Name and the Like. The Board of Directors of the Association retains the exclusive control of the name, logo, emblem, and any other membership identification of the Association. No member or other person/s shall be permitted to use the Association name, logo, emblem, or any other membership identification for any purpose without the prior express written consent from the Board of Directors of the Association.

Section 4. Robert's Rules of Order. Except as heretofore provided, Robert's Rules of Order will prevail.

ARTICLE II

MEMBERSHIP IN THE ASSOCIATION

Section 1. Eligibility. Eligibility to membership in the Association shall be as set forth in these Bylaws. A member is obligated to adhere to and to follow the terms of these Bylaws with respect to his rights, duties and privileges conferred upon him by virtue of his membership in this Association. Suspended or expelled Sergeants, or any Sergeant who is not a member of the Association in good standing i.e. not current in the payment of dues, assessments or other financial obligations shall not be considered members for any purpose.

Section 2. Classes of Membership. Membership in the Association shall consist of four (4) classes, as follows:

A. **Active Membership:** Active membership shall be open to all members of the Chicago Police Department currently serving and holding the Career Service Rank of Sergeant of Police.

1). Only Active members in good standing shall be qualified to hold office in the Association. Further, any member who is

either an elected, appointed, or ex-officio official of any other organization, to include any state, national, or local FOP, or AFSCME that would tend to be a conflict of interest with the Association shall be ineligible from holding office in the Association.

- B. **Inactive Membership:** Inactive membership shall be open to all members of the Association in good standing, who, under honorable conditions, have obtained extended or military leaves of absence from the Chicago Police Department.
- C. **Associate Membership:** Associate membership may be granted to any person who has rendered distinguished service to the public, the City of Chicago, the Chicago Police Department or the Association. This membership may also be granted to a person who has made a notable contribution in the field of law enforcement. The decision of who shall be granted Associate membership shall be made by the Board of Directors.
 - 1). Enrollment as an Associate member shall be by application addressed to the President of the Association. Associate membership shall be for the duration of the calendar year issued and is renewed automatically unless as in the individual case such membership is terminated by a vote of a majority of the Board of Directors.
- D. **Retired Membership:** Retired membership shall be open to any member who has resigned, while in good standing, from the Chicago Police Department who qualifies to receive a pension from the Chicago Police Pension Fund.

Section 3. Denial of Membership. An objection by any member of the Association or by any member on the Board of Directors to the application of an individual for Associate membership ("Application") shall result in said application being directed to the Board of Directors for consideration. Said application can only remain with the Board of Directors for consideration and action for a period not to exceed ninety (90) days from the original date of application. After expiration of this period the Application must be brought to the floor of a regular business meeting, wherein a two-thirds vote of those members present will be required for admission of the applicant. Denial of admission to the applicant at this time will preclude said applicant from seeking admission to the Association for a period of six (6) months from the date of the regular business meeting at which such vote and action was taken.

Section 4. Membership Cards, Voice and Vote. Membership cards of any class of membership are not transferable. A wrongful transfer of a membership card is sufficient grounds for discipline by the Association.

- A. **Active Membership:** Active members of the Association shall have the right to possession of a membership card, the right to attend general and special business meetings, to make motions and be heard at such meetings, to vote on properly raised issues and are eligible for membership in duly authorized committees. Upon retirement an active member will be awarded a LIMITED lifetime membership.
- B. **Inactive Membership:** Inactive members shall have the right to possession of a membership card and the right to attend general business meetings. The right to vote is not granted to members of this class. Inactive members are also precluded from membership on committees, unless said prohibition is waived by order of the President of the Association or his duly authorized agent with the approval of a majority of the Board of Directors present at the meeting.
- C. **Associate Membership:** Associate members will not have the right to possession of a membership card, and are not privileged as a matter of right to attend any general or special business meetings.

Section 5. Membership Funds: Membership in the Association shall not vest any member with any right, title, or interest in or to the funds, property or other assets belonging to the Association, now owned and possessed, or that may hereafter be acquired.

ARTICLE III

DUES

Section 1. Dues.

- A. **Active Member Annual Dues.** Annual full membership dues in the Association shall be set by the Board of Directors annually to be collected through payroll deduction at a rate of one-twenty fourth

(1/24) of the total per pay period. At a minimum, dues shall be increased each year to the nearest half dollar by the percentage annual increase in pay provided to the members of the bargaining unit under the terms of the collective bargaining agreement. The Board reserves the discretion to increase dues to a greater amount.

- 1). Any increase in dues known as a special assessment must be approved by two-thirds (2/3) of the Board of Directors.
- B. **Fair Share Fee.** Each year the Association shall calculate the cost and expenses of negotiating, maintaining and administrating the collective bargaining agreement for the prior year. The purpose shall be to establish a fair share fee to be paid by covered sergeants who choose not to be full members of the Association. Any sergeant who chooses to be a fair share participant is not a member of the Association; is not entitled to vote; and not allowed to participate in any other program offered by the Association.
- C. **Inactive Member Annual Dues.** Dues for inactive members shall be set by the Board of Directors and must be paid in full at the time of application for each year of inactive status.
- D. **Special Assessment.** For unique situations the Board reserves the right to propose a Special Assessment to cover those matters.

ARTICLE IV

MEETINGS

Section 1. General Membership Meeting(s). The regular monthly meeting of the Association shall be held on the third (3rd) Thursday of every other month beginning in January.

Section 2. Annual Meeting(s). The annual meeting of the Association shall be held on the third (3rd) Thursday in the month of January.

Section 3. Special General Membership Meeting(s). Special meetings may be called by either the President or a majority of the Board of Directors. Written notice of such special meeting shall be posted on the bulletin boards of each district and unit at least five (5) days prior to said meeting, and in addition, notice shall be mailed, or emailed to each member at least seven (7) days prior to said meeting.

Section 4. Special Board Meeting (s). In the event a Special Board Meeting should need to be called, it may be called by the President or a majority of the Board of Directors with as much notice as reasonably possible under the circumstances. Votes may be made in person, via any form of electronic communication, or written proxy.

ARTICLE V

ORDER OF BUSINESS FOR

GENERAL MEMBERSHIP MEETINGS

Section 1. Order of Business

- A. **Call To Order.** The President should announce: "the meeting will please come to order".
- B. **Prayer or Invocation.** Prayer or invocation for departed members. (Optional).

- C. **Quorum Check.** The **Recording** Secretary shall read the roll call of Board Members present.
- D. **Agenda.** An agenda will be provided prior to each meeting.
- E. **Minutes.** Minutes of each general membership meeting shall be distributed to unit representatives for membership review before the next meeting. The President should state, “are there any corrections to the minutes?” The President should wait for comment and announce, “the minutes are approved”, or if corrected, “the minutes are approved as corrected.”
- F. **President’s Report.** To conserve time, motions arising out of correspondence may be handled at this time rather than to repeat under new business.
- G. **Treasurer’s Financial Report.** The Treasurer's financial report shall be read. A motion for acceptance is mandatory. The President shall announce; “the Treasurer’s Financial Report will be filed for audit.”
- H. **Board of Directors’ Report.** Recommendations from that body may be acted on here or repeated under new business.
- I. **Standing Committees’ Report.** Standing Committees' reports, if any, shall be read.
- J. **Special Committees’ Report.** Special Committees' reports, if any, shall be read.
- K. **Unfinished Business.** Recording Secretary shall advise the President of any unfinished business arising from the previous meeting.
- L. **New Business.** New business, if any, shall be addressed.
- M. **Guest Speakers.** Program, if any, shall be addressed.
Note: President does not turn the meeting over to anyone, even if the program is introduced by a special person who is introduced by the President. The presiding officer is in the “chair” throughout the meeting, continues to hold the gavel, and maintains order.
- N. **Announcements.** President announces date, time and place of the next meeting.

- O. **President statements.** President may make a statement before the close of the meeting.
- P. **Adjournment.** President may adjourn the meeting if there is no further business, upon motion to adjourn. "There being no further business to come before the meeting, it now stands adjourned".

ARTICLE VI

OFFICERS

Section 1. Defined. Officers of this Association shall be: President, Vice President, Financial Secretary, Recording Secretary, Treasurer, Sergeant-at-Arms, and Nine (9) Directors at Large. Officers of this Association shall be elected at large. Each officer shall by virtue of his office be a member of the Board of Directors.

Section 2. Bond Requirement. The President, Financial Secretary, and Treasurer shall furnish a bond for the faithful performance of the duties performed by virtue of office in the Association, in such form and amount as determined by a majority of the Board of Directors, which shall be paid for out of general funds. (See Article VIII, Section 8(A)).

Section 3. Duties of President. The duties of the President are as follows: he shall be the full time Chief Executive Officer of the Association and as such shall carry out its purpose according to these Bylaws and policy as set forth by the Board of Directors. He shall represent the Association at all official functions, formal or informal. He shall, in general, supervise all the activities, business, and affairs of the Association. He shall preside at all meetings of the Association. He shall appoint the majority of all committees. He shall be ex-officio member of all committees in which he may advise, vote and may attend meetings as he deems appropriate. He shall sign all official correspondence, documents, vouchers, and checks as required and shall, in general, oversee the Association business. He shall be one of the two required signatures on any checks or withdrawals of funds made on behalf of the Association. He shall, in general, perform or delegate all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Within

fourteen (14) days after a President's term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Association property that may have been entrusted to him by virtue of his office. The succeeding President, upon a resolution from the Board shall promptly advise any and all financial institutions which the Association does business that the former President or any other signator is no longer authorized to sign checks, or make withdrawals on behalf of the Association.

Section 4. Duties of Vice President. The duties of the Vice President of the Association shall be as follows: he shall aid and assist the President in conducting meetings, and he shall act for the Association in the absence or incapacitation of the President, assuming all authority and responsibilities of the President. He shall perform other duties as directed by the President. Within fourteen (14) days after a Vice President's term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Association property that may have been entrusted to him by virtue of his office.

Section 5. Duties of Financial Secretary. The duties of the Financial Secretary shall be as follows: he shall review the bank reconciliation with the Treasurer, he shall along with the Treasurer ensure that deposits are in accordance with expected dues collected, he shall assist the Treasurer in ensuring that checks written to the Association are deposited, he shall ensure the reconciliations balance, and he shall with the Treasurer coordinate, supervise, and approve the audit of the annual report with the outside accounting firm and the lead accountant. Within fourteen (14) days after a Financial Secretary's term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Association property that may have been entrusted to him by virtue of his office.

Section 6. Duties of Recording Secretary. The duties of the Recording Secretary shall be as follows: he shall be the official Historian of the Association. He shall record and safely keep the minutes of all Association meetings, which shall remain the permanent official property of the Association and be accessible for inspection by the membership at all reasonable times and places. He shall see that all notices are duly given in accordance with the provisions of these By Laws. Within fourteen (14) days after a Recording Secretary's term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Association property that may have been entrusted to him by virtue of his office.

Section 7. Duties of Treasurer. The duties of the Treasurer shall be as follows: He shall be the custodian of all monies and property received on behalf of the Association and shall promptly deposit all monies of the Association in a checking account in a bank designated by the Board of Directors at least two times a month, or as the Board of Directors may designate. He shall keep a complete and accurate record of all monies received and spent on behalf of the Association. These records shall be

the official property of the Association and shall be open to inspection by any active member of the Association at all reasonable times. He shall pay all lawful and authorized obligations of the Association only by check, which said check shall be countersigned by the President. He shall maintain a check register accounting for all receipts and expenses of the Association. He shall maintain copies of all paid vouchers and supporting documentation. Copies of all paid vouchers will then be made available to the Board of Directors at their next meeting. The Treasurer shall ensure that an accurate annual financial report is prepared. The annual financial report shall be published prior to the annual meeting of the Association and be certified by a licensed Certified Public Accountant selected by the Board of Directors. Within fourteen (14) days after a Treasurer's term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money, and other Association property that may have been entrusted to him by virtue of his office.

Section 8. Duties of Sergeant at Arms. The duties of the Sergeant at Arms shall be as follows: He shall be present at all Association meetings to assist the presiding officer in maintaining and preserving order. He may, whenever necessary, ask the presiding officer for additional help in carrying out the above function. He shall keep an official sign in log of members in attendance at all general membership meetings. Within fourteen (14) days after a Sergeant at Arms' term of office expires or is otherwise terminated or suspended, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Association property that may have been entrusted to him by virtue of his office.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Defined. The Board of Directors shall be composed of the Officers of the Association and nine (9) Directors, for a total of fifteen (15) Members.

Section 2. Elections. All Officers of the Association and all Directors shall be elected at large.

Section 3. Ex-Officio Members. Ex-Officio members of the Association, who shall be appointed by the President to act in the capacity of consultants. They shall hold the title of Association Attorney and Association Chaplain, and may attend all meetings of the Board of Directors or a regular meeting, upon the invitation of the President of the Association

Section 4. General and Annual Meetings. The President shall preside over all meetings of the Board of Directors. The Vice President shall preside in the absence of the President. In the event the President and Vice President are both absent, the Financial Secretary shall preside. Attendance will be taken at these meetings. Additionally the Pension Board Representative may be present at all meetings for reporting purposes only.

Section 5. Quorum. Nine (9) board members present shall constitute a quorum for the transaction of business at any meeting of the Board, provided all directors have been provided advance written notification of the meeting. The Board of Directors shall meet prior to the regular meeting of the Association.

Section 6. Resignation. Failure of a member of the Board of Directors to attend at least three (3) consecutive meetings without good cause, shall be considered equivalent to a resignation. The vacancy so caused, or any other vacancy shall be filled by the President with the approval of the Board of Directors.

Section 7. Duties.

- A. **Bonds.** It shall be the further duty of the Board of Directors, to fix the amount of the bonds of the Officers and it is the duty of the Board to ensure they are purchased.
- B. **Oversight.** It shall be the duty of the Board of Directors to see that all elected or appointed officers and chairmen of the official committees and the District and Unit representatives perform their duties faithfully. They shall transact such other business as may pertain to the Board of Directors.
- C. **Amendments.** The Board of Directors shall consider all proposed amendments to the Bylaws, and all other motions which are submitted in the prescribed manner. The Board of Directors shall report their findings and or recommendations to the membership at a regular meeting. A majority plus one (1) vote of the Board of Directors is required to carry the amendment or motion for adoption

or defeat. A minority report may be submitted by the dissenting members of the Board of Directors to the membership. A two-thirds vote of the membership present at a regular meeting may reverse the findings of the Board of Directors, provided a motion is presented in the prescribed manner from the floor and seconded.

- D. **Reports.** The Board of Directors shall examine and consider all committee reports that are submitted either in writing or orally, from the Committee Chairman and make such recommendations as are deemed necessary for the good and welfare of the Association. The Board of Directors may be advised, consulted and directed in matters of policy, and certain other matters concerning the good and welfare of the Association, by non-voting, ex-officio members of the Association, who shall be appointed by the President to act in the capacity of consultants.
- E. **Committees.** The Board of Directors may create committees for the furtherance of the objectives of the Association. Appointments shall be made to said committees as follows: the President shall appoint the majority number of members to any committee and the Vice President of the Board of Directors shall appoint the balance of membership to any and all committees, except otherwise stated in these By Laws.

ARTICLE VIII

RULES OF ELECTION

Section 1. Generally. The election of Officers and other members of the Board of Directors of the Association will be held every third (3rd) year during the month of November, at a date and place to be announced by the Election Committee.

Section 2. Election Committee. The Election Committee shall be appointed as follows: The President shall appoint the Chairman of the Election Committee and one

(1) member. The Board of Directors shall appoint three (3) members to the Election Committee. The duties and responsibility of the Election Committee and its Chairman shall be outlined in this Article. The Election Committee shall be selected and the appointments announced at the regular meeting in September of the election year. The Chairman of the Election Committee shall appoint clerk/s and judge/s of the election as necessary for the conduct of the election. No member of the Election Committee may be a candidate for office while serving on the Election Committee.

Section 3. Elected Positions. The following Officers and Directors will be elected:

President
Vice President
Financial Secretary
Treasurer
Recording Secretary
Sergeant at Arms

Nine (9) Directors at Large

Section 4. Eligibility. All candidates for office in the Association must be an Active Chicago Police Sergeant for the previous twelve months and must be a member of the Association in good standing for the current year. Additionally, to be eligible to run for any office a member must have attended fifty (50) percent of the regular meetings in the twelve (12) months prior to the filing of nominating petitions. This requirement is to establish a member's commitment to and knowledge of the regular business of the Association. This requirement will necessitate the maintenance of a sign in log book by the Sergeant at Arms at all regular membership meetings. The Pension Board representative is ineligible from holding CPSA elected positions while elected as a Sergeant's Pension Board Representative, but will serve in an advisory capacity as a non-voting member .

Section 5. Term of Office. The term of office for all Officers and Directors will be for three (3) years. No member may serve in the office of President for more than two (2) consecutive elected terms. Members elected to office shall assume their duties at the first regular meeting of the new year following the election and will serve for three (3) years until their successors are elected. Officers, Directors, and members appointed to committees are under obligation to perform the duties of their office after they have accepted appointment or election thereto until their term of office has expired, or their offered resignation has been accepted within a reasonable time after it has been tendered.

Section 6. Candidate Petitions. All candidates for office must file petitions, on a form provided by the Election Committee, containing the signatures of at least ten (10) percent of the membership in good standing of the Association as of the regular meeting in September of the election year. These petitions must be filed with the election Committee at the regular monthly meeting, one (1) month prior to the election, at a place designated by the Association (hereinafter the "filing date").

- A. Upon the close of the filing date, the Election Committee will rule on the sufficiency of all petitions. Any candidate disqualified will be notified in writing by registered mail within ten (10) days. Upon filing of the petitions, position on the Ballot shall be determined by a drawing conducted by the Election Committee.

Section 7. Voting.

- A. Any Active member in good standing for the current year shall be eligible to vote in the election.
- B. The form of balloting shall be determined by the Election Committee and shall be designed to assure confidentiality and the security of the process.

- C. All ballots must be cast in a manner designated by the Election Committee.
- D. All eligible voters must be active members in good standing. All voters must establish their identity and eligibility in the manner prescribed by the Election Committee.
- E. The Election Committee will designate the location and manner for the conduct of the election and the tabulation of votes. Each candidate may designate one (1) poll watcher to observe the conduct of the election and the tabulation of the votes on his behalf.
- F. All ballots, tabulating sheets, unused and spoiled ballots, as well as all election paraphernalia, will be then turned over to the Chairman of the Election Committee who will take steps for retention and security of the material for a period of one year following the election.

Section 8. Disputes. All questions and issues will be referred to the Election Committee. The decision so given will be final and binding upon the Association, all candidates and the Judges of Election.

Section 9. Election Results. The results of the election will be submitted by the Chairman of the Election Committee and presented at the monthly meeting held in November following the counting of ballots at a time and place to be designated by the Association. The candidate with the highest number of votes cast for any office, with the exception of the candidates for Office of President shall be declared winner of that office. In the balloting for the Office of the President the candidate must receive a majority of votes cast to be declared a winner. If no candidate receives a majority, a run off election will be conducted between the candidates with the two highest vote totals. In the event of a run off for President the sitting President shall continue to serve until a run off election is held and a winner is officially declared and sworn into office. In the balloting for the offices of Director at Large, the nine (9) candidates with the highest vote totals shall be declared winners of that office.

Section 10. Unopposed Positions. In the event that any candidate properly nominated and eligible for office is unopposed as of the date of the election, that individual shall be declared elected by the election committee without the need for the conduct of election for that particular office.

Section 11. Vacancies. In the event of death, resignation, removal or incapacitation of any Officer or Director, except that of President, it shall be the duty of the President to name a successor to the vacated office for the unexpired term with the approval of the majority of the Board of Directors. In the case of the President, the Vice President will assume the duties of the President until a replacement is designated from the Board of Directors if less than eighteen (18) months remain in the term of office. The

Presidential designee will be selected by a majority vote of the Board of Directors. If more than eighteen (18) months remain in the term a special election must be held within ninety (90) days of the vacancy following standard rules of election contained in these By Laws for the conduct of an election.

ARTICLE IX

IMPEACHMENT, EXPULSION, RESIGNATION AND

REMOVAL

Section 1. Impeachment. Impeachment proceedings against any Officer or Director of the Association may be raised at any general meeting. Provided however, that such Officer or Director is given written notice of the intended action at least thirty (30) days before said meeting. The written notice must outline the charges against him, and be signed by at least ten (10) percent of the entire Active membership as of the date of filing petition.

- A. Impeachment may be initiated for any of the following:
- 1). Willful violation of these By Laws;
 - 2). Misuse of office;
 - 3) Upon separation from the Chicago Police Department;
 - 4) Conduct injurious to the Association or Board;
 - 5) Unexcused absence from three (3) consecutive Board meetings without good cause.

Section 2. Removal and Expulsion. After the impeachment order is entered with the Recording Secretary, it will be put to a vote at a general meeting where a two-thirds (2/3) majority of the total members present shall be necessary for the removal from office and/or expulsion of the Officer or Director from the Association, or the impeachment order may be amended by the assembly to provide for lesser punishment. No Officer or Director shall preside at a meeting at which his own impeachment is being decided.

Section 3. Resignations. Notice of resignations shall be in writing to the Recording Secretary of the Association. Resignations of members in good standing shall be automatically accepted. Resignations of Officers and members shall be discussed and voted upon at regular business meetings of the Association, with a majority vote necessary for acceptance of the resignation.

Section 4. Disciplinary Action. Any member, officer, or director who acts in a manner which is prejudicial to the best interests of the Association may be subject to suspension or expulsion from the Association. A member, officer, or director shall not be subject to disciplinary action, unless a written complaint is filed with the Recording Secretary of the Association, specifying the misconduct of the accused member and signed by two (2) active members of the Association. The accused shall be given a fair and impartial hearing by the Board of Directors. If a complaint is filed against a member of the Board of Directors, then that Board member shall not participate or vote with the Board with respect to that complaint. The accused shall be furnished with a copy of the complaint and shall be allowed to appear and be heard in his defense at the hearing. Within ninety (90) days of the filing of the complaint, the Board of Directors will make a written finding. A finding of suspension or expulsion will require a two-thirds vote of the Board of Directors. In the event that less than two-thirds of the Board of Directors agree to the suspension or expulsion of the accused member, no disciplinary action shall be taken. An Appeal of an adverse decision may be taken by the accused member to the membership at either of the next two (2) following regularly scheduled general meetings with twenty (20) days written notice of prospective action. The President of the Board and the accused will be given an opportunity to be heard. The matter then will be submitted to the membership for affirmation or reversal of the finding of the Board. A two-thirds (2/3) vote of the membership present at the general meeting will be required to reverse the finding of the Board. Failing a two-thirds (2/3) vote, the finding of the Board will be affirmed.

Section 5. Officer or Director Discipline. Any Officer or Director who is either suspended or removed from office shall have no power or authority for the period of time of the suspension or beginning with the date of his removal from office and thereafter.

ARTICLE X

AMENDMENTS TO THE BYLAWS

Section 1. Amendments.

- A. Any proposed amendments to the Bylaws shall be submitted in writing to the Recording Secretary and shall be supported by the signature of ten (10) percent of the Active membership.
- B. Amendments to the Bylaws received with supporting signatures will be submitted to the Bylaws committee and Legal Counsel for review and recommendation at their next regular Board of Directors meeting.
- C. Following review and a recommendation from the Board of Directors the Bylaw amendment will be submitted to the vote of the membership at the next monthly business meeting or special meeting. The schedule to vote and the proposed Bylaw change will be published in the notice to the membership of the monthly meeting or special meeting.
- D. It shall be necessary that a two-thirds (2/3) vote of the membership present at a general or special meeting shall be required to effect any change in the Bylaws.
- E. These Bylaws may also be amended by a majority referendum vote of the entire membership in good standing, provided that the proposed Bylaw change is reduced to writing and is signed by a majority of the Active members in good standing signifying their approval of the proposed change.

ARTICLE XI

COMPENSATION AND DISSOLUTION

Section 1. Generally. No part of the net earnings of the Corporation shall be profitable to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in previous Articles hereof.

Section 2. Reimbursement. Each member of the Association and Board of Directors shall be reimbursed for all legitimate expenses incurred while performing their respective duties on behalf of the Association with approval of a majority of the Board of Directors. All expenses shall be supported by written receipts.

Section 3. Compensation. Any member upon recommendation of the President and with prior approval of the Board of Directors may be compensated for special services performed on behalf of the Association. Any compensation shall be an amount of pay determined by the Board.

Section 4. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, social welfare, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c)(4) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.