

**ARTICLES OF INCORPORATION  
AND BY-LAWS  
ALEXANDRIA POLICE ASSOCIATION**

**Adopted March 2, 1944  
Revised November 1958  
Revised January 1966  
Revised May 1968  
Revised June 1984  
Revised April 2008**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the State of Virginia provisions of Chapter 2, Title 13.1, Code of Virginia, 1950, and acts amendatory thereof: to wit:

**FIRST:** The name of the corporation is Alexandria Police Association.

**SECOND:** The period of duration is perpetual.

**THIRD:** The Corporation is organized exclusively for charitable, and educational, purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 ( c ) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Laws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation 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 this Article.

The corporation has validly elected to have the provisions of Section 501 (h) of the Internal Revenue Code of 1954 apply to it. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

If and so long as the corporation is a private foundation as defined in Section 509 (a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws:

( a ) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws.

( b ) The corporation shall not engage in any act of self-dealing as defined in Section 4941 ( d ) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws.

( c ) The corporation shall not retain any excess business holdings as defined in Section 4943 ( c ) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws.

( d ) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws.

( e ) The corporation shall not make any taxable expenditures as defined in Section 4945 ( d ) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on ( a ) by a corporation exempt from Federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent United States Internal Revenue Laws or ( b ) by a corporation, contributions to which are deductible under Section 170 ( c ) ( 2 ) of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Laws.

In accordance with such purposes, the corporation may directly or indirectly,

( a ) promote the welfare of the members of the Association and to give relief to disabled, sick, and needy members' beneficiaries at time of death;

( b ) to lend money to it members, and otherwise assist them;

( c ) to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue it notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

( d ) to lend money for it corporate purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

( e ) to make donations for the public welfare and religious, charitable, scientific, literary and educational purposes;

( f ) to have all powers granted to non-stock corporations under Section 13.1 205 of the Code of Virginia, and acts amendatory thereto;

( g ) the corporation need not carry out or engage in pursuit of all of the foregoing purposes, but it shall be sufficient if at any time the corporation is engaged in one or more of such purposes;

( h ) encourage cooperation with other professionals and organizations in the criminal justice system;

( l ) stimulate public understanding and discussion of important criminal justice issues.

**FOURTH:** The corporation shall have members.

**FIFTH:** The corporation is to be divided into four categories of members. Members in the corporation shall be limited to the categories listed below. The qualifications and rights of the members of each category are as follows:

( a ) **Active Member** – A member of the Alexandria Police who is presently employed as a full time duly sworn peace officer and who has made proper application for membership to the Board of Directors; whose membership has been approved by a two-thirds vote of the Active Members at the next scheduled meeting; and whose dues are paid in accordance with the By-

Laws of the corporation. Active Members shall have the right to one vote each and the right to hold office in the corporation.

( b ) **Associate Member** – A person closely associated with the Alexandria Police activities in the City of Alexandria who has made proper application for membership to the Board of Directors; whose membership has been approved by a two-thirds vote of the Active Members; and whose dues are paid in accordance with the By-Laws of the corporation. Associate Members shall not have the right to vote or hold office in the corporation.

( c ) **Inactive Member** – A person who has been naturally retired or retired due to disability from the Alexandria Police who made proper application for membership to the Board of Directors; whose membership has been approved by a two-thirds vote of the Active Members; and whose dues are paid in accordance with the By-Laws of the corporation. Inactive Members shall not have the right to vote or hold office in the corporation.

( d ) **Honorary Member** – A person who performs an outstanding service to the corporation and whose membership has been approved by unanimous vote of the members of the corporation. Honorary Members shall not have the right to vote or hold office.

**SIXTH:** The manner in which trustees and officers shall be elected or appointed shall be set forth in the By-Laws of the corporation.

**SEVENTH:** Upon the dissolution of the corporation, the trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501 ( c ) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Laws, as the trustees shall determine. Any such assets not disposed of shall be disposed of by the Supreme Court of the State of Virginia, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Other provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws of the corporation.

**EIGHTH:** The address of the initial registered office of the corporation shall be 3010 Colvin Street, in the City of Alexandria, Virginia; and the name of the initial registered agent for the said corporation at such address shall be Roy Nash, a resident of Virginia, whose business office identical with such registered office and who is an officer of the said corporation.

**NINTH:** The number of members constituting the initial trustees and officers is seven, and the names and addresses, including street and number of the persons who are to serve as the initial trustees and officers until their successors be elected and qualified are:

**Current Association Officers and Directors**

- Eric Lemke – President
- Stafford Farmer-Lee – Vice President
- Joe Seskey – Secretary
- Ed Milner – Treasurer
- Dave Hoffmaster – Trustee
- Vince Jones - Trustee

# **By-Laws of the Alexandria Police Association**

## **Article I**

### **Board of Directors**

**Section 1.** The governing body of the Alexandria Police Association shall be known as the Board of Directors. The Board shall be composed of not less than seven members, each of whom shall serve a two-year term of office. Elections shall be staggered in such a manner that no more than four members of the Board shall be eligible for re-election in any given year. The purpose of this condition is to ensure continuity on the Board.

**Section 2.** The Executive Committee shall consist of four members: the President, the Vice President, the Secretary, and the Treasurer. These positions shall be filled as the result of a vote by the members at the regularly scheduled December meeting, in accordance with Article XIV.

**Section 3.** The Supervisory Committee shall consist of three members, who shall be the members of the Board not elected to fill vacancies on the Executive Committee. These positions shall also be filled in accordance with Article XIV.

**Section 4.** Each member of the Board shall have an equal vote when conducting business on behalf of the Association, except that the President shall only vote when it becomes necessary to resolve an evenly split vote.

**Section 5.** At least four members of the Board shall be necessary to constitute a quorum for the transaction of business. Meetings of the Board may be called as often as necessary for the transaction of business, but not less often than quarterly. If circumstances dictate, the President, or the Board member acting in that capacity, may call a special meeting of the Board by establishing telephone contact with sufficient Board members to constitute a quorum. The results of such special meetings shall be reflected in the minutes of the next regular meeting of the Association.

**Section 6.** In case of the absence of the Secretary, the President may appoint a member of the Board to fill that office for that meeting.

**Section 7.** The Board may appoint a Parliamentarian, a Historian, a Sergeant-at-Arms, a Chaplain, as necessary. These positions may be filled by a Board member, or by any member of the Association.

**Section 8.** If a person filling any elected or appointed position in the Association is absent for three consecutive meetings, without submitting an excuse acceptable to the Board, that position may be declared vacant.

**Section 9.** When a position becomes vacant, it shall be filled by a consensus vote of the Board, subject to confirmation by a majority of the members present at the next regularly scheduled Association meeting. Notification of the impending confirmation vote must appear on the agenda for the vote to be considered valid.

**Section 10.** The resignation of any member of the Board shall be presented, in writing, to a Board member, along with any books, records, or other property belonging to the Association.

## ARTICLE II

### President

**Section 1.** The President shall preside at all meetings of the Board and the Association, conduct business in accordance with parliamentary procedure, entertain appeals concerning his/her decisions, convene special meetings of the Board and the Association, as necessary, and exercise control over all affairs of the Association.

**Section 2.** The President shall be eligible to serve only two consecutive terms. He/she may be once again eligible after having been out of office for two years, and the two-term restriction will then be automatically reinstated. There is no limit on the total number of terms to be served. The two-term restriction does not prohibit a past-President from holding any other position in the Association.

## ARTICLE III

### Vice President

**Section 1.** The Vice President, in the absence of the President, shall perform all duties incumbent upon the President. Additionally, the Vice President shall perform all other duties as directed by the President.

## ARTICLE IV

### Secretary

**Section 1.** The Secretary shall attend all meetings of the Board and the Association, and shall keep accurate minutes of the proceedings. A copy of the minutes shall be conspicuously posted at the work place, as well as the Association meeting place, no later than one week after the completion of any meeting. In addition, the minutes of the past meeting shall be read at the next regular meeting. The results of any special Board of Association meeting shall be brought up at the next regularly scheduled Association meeting and shall be incorporated into the minutes for that meeting.

**Section 2.** The Secretary shall, in case he/she cannot attend a meeting, ensure that the necessary books and/or papers are delivered to the President in time for the meeting.

**Section 3.** The Secretary shall preserve all books, papers, and records pertaining to the Association that may have been committed to his/her charge. He/she shall, upon retiring from office, surrender such books, paper, and records, current and in good order, to the elected successor.

**Section 4.** The Secretary shall advertise all meetings by posting a copy of the agenda in conspicuous locations at the work place and at the Association meeting place.

**Section 5.** The Secretary shall cause an attendance list to be circulated at each Association meeting, and shall retain such records for a period of two years.

**Section 6.** All supplies and materials needed by the Secretary to keep his/her records shall be furnished by the Association.

## ARTICLE V

### Treasurer

**Section 1.** The Treasurer shall receive all money belonging to the Association and deposit same in a bank in the City of Alexandria, Virginia.

**Section 2.** He/she shall keep an up-to-date record of all monies received from dues, donations and any other form of revenue by which the Association may secure money. Also, he/she shall keep records of all expenditures.

**Section 3.** He/she shall give an itemized account of all receipts and expenditures at each regular meeting, and such reports are to be reflected in the minutes.

**Section 4.** The Treasurer shall pay out money only after a majority vote of the members present at any regular or special Association meeting, or at the direction of the President, in accordance with a majority vote of the Directors present at any Board meeting.

**Section 5.** The Treasurer shall have his/her accounts in such order that they may be audited by the Supervisory Committee for their semi-annual report to the Board.

## ARTICLE VI

### Supervisory Committee

**Section 1.** The Supervisory Committee shall have charge of all physical property belonging to the Association, and they shall submit semi-annual reports to the Board on the condition of such property.

**Section 2.** The Supervisory Committee shall have the authority to authorize the expenditure of funds to make emergency repairs to Association property, including the replacement of fixtures, appliances, etc. when deemed necessary.

**Section 3.** All improvements, renovations, etc. of Association property shall be completed under the supervision of this Committee, only after approval of the project by a majority vote of the members present at a regular or special Association meeting.

**Section 4.** The Supervisory Committee shall investigate all allegations of abuse or misuses of Association property, and/or violations of house rules established by the Board. The Committee shall recommend to the Board appropriate action if such allegations are found to be true.

## ARTICLE VII

### Parliamentarian

**Section 1.** It shall be the duty of the Parliamentarian to advise the presiding officer on questions of parliamentary law and procedure, thus helping to safeguard the rights and privileges of all members equally and impartially. All questions of parliamentary procedure shall be resolved in accordance with *De Meter's Rules of Order*.

**Section 2.** Rules of order shall be as specified in ARTICLE XVII.

## ARTICLE VIII

### Historian

**Section 1.** The Historian shall maintain a history of the Association and preserve a copy of all newspaper articles and other printed material pertaining to the Association.

## ARTICLE IX

### Sergeant-at-Arms

**Section 1.** It shall be the duty of the Sergeant-at-Arms to maintain order at all meetings of the Association. He/she shall take such actions as are necessary to prevent violations of State and City laws, as well as violations of personal decorum. Such actions may be initiated by the Sergeant-at-Arms, but most often will be directed by the presiding officer.

## ARTICLE X

### Benefits for Members

**Section 1.** When a member enrolled in the Association Life Insurance Plan retires, natural or on disability, from the Police Department, the Police Association shall take over the payment of the monthly premium on the life insurance for the remainder of the retiree's life. Retiree must have had twenty (20) years service normal retirement.

Any active member who retires in good standing who is not enrolled in the Association's Life Insurance Plan, shall have placed a death benefit fund, and upon his/her death said sum will be paid to a designated beneficiary. Any indebtedness of the member to the Association must be paid prior to receiving the above benefits.

This By-Law revision shall affect all active Association members, regardless of the date they entered the Association.

Any member who is presently enrolled in the insurance plan, and who had retired prior to this revision, must refund the full cash allotment given him by the Association in order to receive the benefits afforded under the Article.

**Section 2.** All monies for the non-insurance plan members shall be placed in a separate account at a bank of the Association's choice and marked "Account for Death Benefits." All monies accrued from this account in the form of interest or otherwise shall be transferred to the Association account at the end of each fiscal year.

The Treasurer of the insurance committee shall keep a ledger in which all retired member's names shall appear, with proper entry indicating the date of retirement, insurance or non-insurance plan, and amount of monthly premium.

**Section 3.** Any member who has retired through disability from the Alexandria Police because he/she is deemed physically unfit for future duty shall be carried as an inactive member in good standing.

## ARTICLE XI

### Expenditures

**Section 1.** The Association may, from time to time, find it appropriate to donate funds to various charities. Such expenditures shall be authorized by a majority of the members present at a regular Association meeting.

**Section 2.** The purchase of flowers or fruit baskets is often appropriate in case of sickness in a member's immediate family (i.e., self, spouse, child, or parent). The President shall have the authority to expend funds for these items without prior approval, provided that such expenditure does not exceed an amount considered reasonable and prudent, given current economic conditions.

**Section 3.** The occurrence of personal disaster can be a devastating blow to a member and his/her family, and the Association may find it appropriate to react to these situations with an emergency cash donation. Such donations, not to exceed Two Hundred Dollars (\$200), may be authorized by a consensus vote of the Board of Directors.

**Section 4.** Expenditures of funds not specifically mentioned above must be placed on the agenda for the next regular meeting of the Association, at which time a majority vote will be necessary for authorization of such expenditures.

## ARTICLE XII

### Dues

**Section 1.** Dues shall be Fifteen Dollars (\$15.00) per pay period for active members and Five Dollars (\$5.00) per month for Associated members. Inactive members in good standing are not required to pay dues.

**Section 2.** Any member of the Police Association who becomes delinquent in his/her dues after a period of ninety days will be automatically dropped from the rolls of the Association. This will forfeit all his/her rights and privileges, such as death benefits, Association functions, the use of the Police Association building, sick benefits of the family, and member benefits. He/she will also forfeit his/her right to vote in any election pertaining to the Police Association.

**Section 3.** Names of members who are delinquent in paying dues shall be forwarded to the Secretary, who shall draft letters notifying the delinquent members of the loss of benefits. Such letters shall be signed by the President and distributed to the delinquent members.

**Section 4.** Any member may be reinstated by making application to do so and paying all back dues to the Treasurer. Payment for back dues will be for a minimum of three months. Upon application he/she must obtain a two-thirds vote of the members present to be reinstated in the Association.

**Section 5.** Any active member who is on maternity or sick leave for thirty (30) days or more shall not be required to pay dues until returning to active status but remains eligible to receive all benefits.

## ARTICLE XIII

### Special Committees

**Section 1.** Special Committees may be appointed by the President whenever necessary.

**Section 2.** The President shall designate one member of the Committee to serve as the Chairperson.

## ARTICLE XIV

### Nominations and Elections

**Section 1.** At the regular October Association meeting, the President shall appoint a nominating committee, who shall select a slate of candidates for nomination to the vacancies created by the expiring terms of current Board members. Such nominations are to be presented on the floor at the regular November meeting.

**Section 2.** At the regular November Association meeting, nominations for the Board of Directors shall be made in the following manner:

- a. Nomination of candidates by the Nominating Committee;
- b. Nominations from the floor;
- c. Written nominations submitted to Board members by members who will be absent from the regular November meeting;
- d. All nominees must either be present at the November meeting, or must have indicated in writing to a Board meeting his/her willingness to serve, if elected.

**Section 3.** A list of candidates nominated for the Board of Directors shall be posted in conspicuous locations at work place and at the Association meeting place, at least two weeks prior to the election meeting, along with a list of instructions for casting ballots.

**Section 4.** The election of members to serve on the Board of Directors shall be held on the date of the regular December Association meeting. The election shall be decided on the basis of secret ballot, and a plurality of legal votes cast shall be necessary for the election of any Director.

**Section 5.** The President shall ensure that members are provided adequate opportunities to cast absentee ballots during the twenty-four hour period preceding the start of the December election meeting. Such absentee balloting shall be conducted under the strict control of the Board of Directors.

**Section 6.** The primary polling location shall be the Association meeting place, and polling shall take place for one hour prior to the start of the December election meeting.

**Section 7.** After polling activities have been completed, and all ballot boxes have been gathered at the primary polling location, the President shall call the regular December meeting to order. After the Invocation, the first order of business will be for the President to appoint at least two members to conduct the counting and recording of ballots. This activity shall be conducted away from the general meeting area, and the regular meeting may continue during the process.

**Section 8.** When the results of the election have been made available to the President, the results shall be announced to the membership present at the meeting. The results shall also be reflected in the minutes for that meeting.

**Section 9.** Members elected to the Board at the December meeting shall officially take office before the start of the regular meeting in January.

## **ARTICLE XV**

### **Meetings**

**Section 1.** The regular meeting of the Association shall be held on the second Tuesday of each month, to begin promptly at 8:00 PM., unless otherwise specified. The agenda for regular meetings shall be posted at least five days prior to such meetings, and only those items listed on the agenda shall be discussed.

**Section 2.** Ten active members shall constitute a quorum for the purpose of transacting Association business, and all members present shall be required to vote on any issue raised, unless excused by the President. Unless otherwise specified in these By-Laws, a majority of the legal votes cast at any meeting shall decide an issue, with the President voting only in case of a tie vote.

**Section 3.** Special meetings may be called at any time, in the interest of the Association, either by order of the President, or when the Board is petitioned to conduct such meeting, in writing, by five active members. Notice of a special meeting shall be widely distributed by the most efficient method, at least forty-eight hours prior to the meeting.

## **ARTICLE XVI**

### **Amendments to By-Laws**

**Section 1.** No By-Laws of the Association shall be amended unless the amendment is first presented, in writing, to a Board member for inclusion on the agenda for the next regular Association meeting. Subsequent to such agenda notice, the amendment must be read at two consecutive regular meetings. After the second reading, a vote shall be taken on the amendment. Should a majority of those present at the meeting vote for the amendment, it shall become effective immediately.

**Section 2.** Given compelling circumstances, the Board may call for the immediate suspension of any By-Law that adversely affects the interests of an overwhelming majority of Association members. The Board may enact such suspension either at a Board meeting, or at an Association meeting, but in either case, the vote in favor of such suspension must be unanimous. Subsequent to the emergency suspension of any By-Law, the reason for such action shall be fully explained at the next regular Association meeting.

## **ARTICLE XVII**

### **Order of Business**

**Section 1.** The order of business for all Board and Association meetings, except special meetings, shall be as follows:

- a. Meeting called to order by presiding officer.
- b. Pledge of Allegiance.
- c. Invocation.
- d. Reading of minutes of preceding meeting.
- e. Reading of communications, bills, notices, etc.
- f. Treasurer's report.
- g. Reports of standing committees.
- h. Reports of special committees.
- i. Unfinished business.
- j. New business.
- k. Suggestions for the good of the order.
- l. Adjournment.

## **ARTICLE XVIII**

### **Liability and Indemnification**

**Section 1.** Liability and Indemnification.

- (a) In the absence of fraud or bad faith, the Board of Directors or officers of the corporation shall not be personally liable for its debts, obligations or liabilities; and the corporation shall indemnify any Director or former Director of the corporation or any person who may have served at its request as trustee or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such trustee or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.
- (b) Such indemnification shall not be deemed exclusive of any other rights which trustee or officer may be entitled, under the By-Law, agreement, vote of the Alexandria Police Association or members, or otherwise. Anything contained in this Article to the contrary notwithstanding, the corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1954.

**PROXY**

The undersigned, member of The Alexandria Police Association, Inc., a non-stock Corporation of Virginia, hereby appoints

with power of substitution, to vote for and on behalf of the undersigned, at a meeting of members of the Corporation, to be held at \_\_\_\_\_ o'clock \_\_\_\_\_ .m. on \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof, for the following purposes:

The transaction of such other business as may properly come before the meeting. The presence of the undersigned at the aforementioned meeting shall void this proxy.

\_\_\_\_\_  
Alexandria Police Association Member

\_\_\_\_\_  
Date