

TEXAS SCHOOL DISTRICT POLICE CHIEFS' ASSOCIATION

CONSTITUTION

As Amended on June 23, 2021

ARTICLE I

NAME OF ORGANIZATION

Section 1.01

This organization shall be known as the TEXAS SCHOOL DISTRICT POLICE CHIEFS' ASSOCIATION (hereinafter TSDPCA or (Association), which is an association succeeding the Southeast Texas School District Police Chiefs' Association organized April 24, 1997, and then existing under and by virtue of State Charter number 01445695-01, State of Texas.

ARTICLE II

PURPOSE OF THE ASSOCIATION

For the purpose of this document and for this Association an Independent School District (ISD) shall be defined as follows. An ISD is a District whose governing board is elected by the populous of citizens within that jurisdiction in accordance with the Texas Education Code.

Section 2.01

The Texas School District Police Chiefs' Association shall be a free and voluntary organization composed of ISD peace officers and security personnel employed in the various parts of the State of Texas, for the purpose of:

- A) Establishing a partnership with the community; ISD administrators and ISD Police departments that enhances a coordinated to maintain a safe and secure environment during all school related activities.
- B) Promoting a social fellowship and economic well-being among its members.
- C) Promoting a high quality of work environment for all school district peace officers and security personnel.

- D) Instilling the spirit of cooperation and the high regard to our profession.
- E) Asserting a wholesome influence on the education of the citizens of the State of Texas, especially with the purpose of inculcating respect of law and order.
- F) Cooperating with prosecution, courts, judges, and corrections at the local, state, and federal levels.
- G) Incorporating among its members a closer personal acquaintance; gathering, receiving, and dissemination of such information as may helpful to its members in the pursuit of duty.
- H) Encouraging cooperation and unified action with the various police organizations, including the Texas Police Chief Association, throughout the state.

Section 2.03

The TSDPCA shall be governed by a Board of Directors (a.k.a. Executive Board) in accordance with its By-laws and Board approved amendments thereto.

Section 2.04

The Texas School District Police Chiefs' Association shall be for the duration of the existing charter, perpetual.

TEXAS SCHOOL DISTRICT POLICE CHIEFS' ASSOCIATION BY-LAWS

As Amended on June 23, 2021

ARTICLE I

CLASSES OF MEMBERSHIP AND RIGHTS

Section 1.01

- A) The Association shall have four classes of members: Active, Associate, Honorary, and Life. Active and life members shall have equal voting rights and enjoy all benefits of membership, except the holding of office. No member of any class shall have any interest or property rights in the assets of the Association, and no member shall concurrently hold more than one membership type in the Association.
- B) The qualifications for membership are as follows:
 - 1) The Chief Executive Officer or Director of an ISD Police or Security Department and the second in command of same may be an active member.
 - 2) Any individual who has assisted in the betterment of the Association can become a Honorary Member, upon approval of the Board of Directors.
 - 3) All past presidents upon completion of their term will automatically become Life Members. Any active member, who by special circumstances can become Life members, with the approval fo the Board of Directors.
 - 4) Any individual who may show an interest in the Association can become Associate Members, with the approval of the Board of Directors.

ASSESSMENTS

Section 1.02

Membership shall be non-assessable.

Section 1.03

- A) Annual dues shall be twenty-five dollars (\$25.00) per year per person for Active and Associate members.
- B) Honorary and Life Members shall not be assessed any dues.

CERTIFICATES OF MEMBERSHIP

Section 1.04

Membership certificates will be issued to members upon request.

TRANSFERABILITY OF MEMBERSHIP

Section 1.05

Membership is not transferable and non-assignable.

TERMINATION OF MEMBERSHIP

Section 1.06

Membership shall terminate:

- A) On receipt by the Board of Directors of the written or typed resignation of a member;
- B) On notification of the death of a member;
- C) One year subsequent to delinquency in dues; or
- D) Upon a finding of a valid cause following a hearing by the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.01

- A) Each region may have (1) Director as specified in Article III, Section 3.02, who will be elected or appointed during the first annual meeting and who will conduct the overall operation of the region. The Directors shall cast the votes for their respective regions.
- B) Each regional chapter shall hold meeting annually, for the purpose of business, elections and training. Members of the region shall be provided notice of the date, time, and location of such meetings within a reasonable time prior to such meetings.

Section 2.02

- A) Meeting shall be held as necessary as voted on by the Executive Board and the delegates to ensure the proper dissemination of information.
- B) The President will set the date and time of Executive Board meetings.
- C) The Annual Meeting – Training Conference will be held between June 1 and August 31 of each year. During the Conference, at least one Executive Board

meeting will be held for the purpose of appointing Executive Board officers and transacting such other business as may come before it.

SPECIAL MEETINGS

Section 2.03

Special meetings shall be called by the President and held at such times and places as may be agreed upon by a majority of the Executive Board. Special meetings may be conducted via teleconferencing, audio conferencing, or other technologies as appropriate.

ORGANIZATION

Section 2.04

- A) There are 20 geographical regions organized according to the Texas Education Agency's Regional Education Service Centers. Each shall be represented by a Regional Director elected by the membership or appointed by the Executive Board of Directors for a 2 year term. Directors may succeed themselves.
- B) Members wishing to seek the office of Regional Director shall submit their name to the Executive Board. If the position is currently filled, an election will be conducted at the next Annual Conference - Training Conference where elections are normally held (odd numbered years). The same election procedures will apply as stated in Article IV, Section 4.02 of these Bylaws.
- C) Regions shall be consistent with the objectives of the Association as stated in the Preamble of the By Laws. A Regional Director may be terminated as specified in Article I, Section 1.06 for failure to comply with the objectives of the Association.

NOTICE OF MEETINGS

Section 2.05

Notice of the time and place of meetings shall be delivered to each member personally, telephonically or electronically within a reasonable time prior to such meetings.

CONTENTS OF NOTICE

Section 2.06

Notice of meetings shall specify the place, date, and the hour of the meeting as well as the general nature of the business to be transacted.

QUORUM

Section 2.07

- A) A majority of the members (delegates) attending the Annual Meeting shall constitute a quorum for the transaction of business; and, except as otherwise provided by law, by any further Articles of Incorporation, or by these Bylaws, no business shall be transacted in the absence of a quorum.
- B) A majority of the Executive Board members attending the Board Meetings shall constitute a quorum for the transaction of business, and a majority of the voting eligible Board quorum must approve any Board action, including the amendment of the Constitution and Bylaws.

CUMULATIVE, PROXY, AND FRACTIONAL VOTING

Section 2.08

Neither cumulative voting nor voting by proxy shall be authorized, and no single vote shall be split into fractional votes.

CONDUCT OF MEETINGS

Section 2.09

Meeting shall be governed by Robert's Rules of Order as such rules may be revised from time to time, in so far as such rules are not inconsistent or in conflict with these Bylaws, with future Articles of Incorporation of this Association or the law. The President may suspend the rules with the concurrence of a majority of the voting Executive Board present at the meeting.

ARTICLE III

REGIONAL DIRECTORS OF ASSOCIATION

DUTIES AND POWERS

Section 3.01

The Regional Directors shall exercise the powers of their region and conduct its affairs, except as otherwise provided by law, future Articles of Incorporation or these Bylaws.

Section 3.02

- A) One (1) Director appointed or elected, from each region will serve for a two (2) year term and their duties will be to assist the President with the overall operation of their respective region and to chair such committees as deemed necessary to conduct regional business; to recruit and assist new members for the Association; and, to assist whenever needed in the mechanical functions of the Annual Meeting – Training Conference, including the preplanning.
- B) Any Active member, in good standing, that resides in the region may serve as that region's Director.
- C) If a vacancy occurs, the Executive Board may appoint a regional Director.
- D) The appointed Director shall serve at the pleasure of the Executive Board, or until a successor is elected or appointed.
- E) Regional Directors may appoint an alternate to temporarily represent the Region when appropriate.

COMPENSATION

Section 3.03

Regional Directors shall serve without compensation; however, reasonable and customary expenses submitted to the Executive Board for reimbursement, consistent with the policies for the Executive Board, are permitted.

MEETINGS

Section 3.04

- A) Regional Directors shall meet regularly at the call of the President or any four Executive Board Directors, and such meetings shall be held at the time, place, and hour designated by the person or persons calling the meeting.
- B) Notice of the time and place of the meetings shall be delivered to each Regional Director personally, electronically, or in writing at least seven (7) days prior to any such meetings.
- C) Regional Directors will conduct meetings and business transactions for their regions.
- D) Regional meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, in so far as such rules are not inconsistent or in conflict with these Bylaws, with any future Articles of Incorporation, or with law. Board actions must be approved by a majority vote of the then serving voting Board members. Such votes may be conducted within or across any geographical area either telephonically or electronically or any other form of geographically distributed communication provided the Board Secretary records

each Board member's vote, abstention, or absence as well as the outcome of the vote. In addition, Robert's Rules of Order shall be suspended for all forms of geographically distributed voting.

ARTICLE IV
OFFICERS OF ASSOCIATION
NUMBER AND TITLES

Section 4.01

The Association Executive Board shall have a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, Immediate Past President, Membership Director and Legislative Director. The Executive Board may assign the Membership and Legislative Director functions to any existing Board Member based on necessity, efficiency and/or experience.

QUALIFICATION, ELECTION, TERM OF OFFICE AND VACANCIES

Section 4.02

- A) Qualification to be elected as a voting member of the Executive Board:
 - 1) Active or Life member in good standing.
 - 2) Must currently be serving as a Chief Executive Officer or Director of a School District Police or Security Department.
- B) Executive Board members cannot serve as Regional Directors while serving as an Executive Board member.
- C) Executive Board vacancies shall be filled by a qualified member who is appointed by the majority vote of the Executive Board to fill the position. Thereafter, Board officers holding Vice President positions shall succeed to the next higher level Vice President position every two years or whenever it becomes vacant. The 1st Vice President shall succeed to the President level after the President's two year term expires or the President position is vacant. The retiring President shall assume the office of Immediate Past President.
- D) The 4th Vice President shall be elected by a majority vote of the active members in attendance at the Annual Meeting for the year the existing 4th Vice President's term is expiring.
- E) 4th Vice President Election Process
 - 1) At the beginning of the annual meeting – training conference, the nomination committee or person, as appointed by the President, shall accept written

- nominations for the 4th Vice President from active members who are in attendance.
- 2) Nominations will be accepted until the posted starting time for the second general assembly training day.
 - 3) No later than 90 minutes after the posted starting time for the second general assembly training day, the names of the candidates will be posted in the general assembly area of the venue.
 - 4) During the general membership assembly of the second annual training day, each candidate will be allowed three (3) minutes to address the general membership.
 - 5) Votes may be cast from the time that the candidates are posted until 4:00 p.m., of the second general assembly training day.
 - 6) The nominating committee will facilitate the voting process by providing the active members with one ballot each; which contains the names of each candidate for the position they are seeking.
 - 7) The committee shall provide a secure ballot box at a convenient place for active members to cast their vote.
 - 8) The nominating committee will collect the ballots, tabulate the results and announce the successful candidates before the end of the training conference.
 - 9) In the event of a tie vote, a run-off election will be held immediately after the results of the general election votes are tabulated. The candidate receiving one more vote than the next highest vote getter, will be declared the winner.

DUTIES OF THE PRESIDENT

Section 4.03

The President, being the chief executive officer of the Association, shall:

- A) Shall vote only in case of a tie.
- B) Subject to the oversight of the Executive Board:
 - a. Supervise the affairs of the Association.
 - b. Perform all duties incident to the office and other such duties as provided by these Bylaws or as may be prescribed from time to time by the Executive Board.
 - c. Preside at all meetings, conducting them with efficiency and dignity, granting voice to all member regions in order.
 - d. Appoint the various committee chairpersons.
 - e. Cause any Bylaw amendments to be voted upon by the Executive Board. Any amendments that pass shall be recorded by the Secretary and signed by the President.
 - f. Appoint the webmaster for the Association.

- g. Recommend a vendor to handle website development and review the agreement at the beginning of their term of office.
- h. Sign any and all contracts which encumber Association funds.
- i. Call any special meetings needed and attend all committee meetings deemed necessary.

DUTIES, POWERS AND SUCCESSION OF THE VICE PRESIDENTS

Section 4.04

The Association shall have four (4) Vice Presidents who shall automatically succeed to the next highest level of Vice President, and ultimately President, as positions are vacated, or terms expire. The Vice Presidents shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice Presidents shall:

- A) Each have a vote to approve Board actions.
- B) Perform such other duties as may be prescribed from time to time by the Executive Board.
- C) Be in charge of the Bylaws and all changes or additions to the Bylaws. Such additions or changes shall be given to the President prior to the conclusion of the Annual Meeting.
- D) Shall be in charge of maintaining and administering any scholarship program as approved by the Executive Board.
- E) The 1st Vice President shall be responsible for seeking venues for the Annual Conference, which shall be brought to the Executive Board for approval prior to any contractual agreements being executed.

DUTIES AND POWERS OF THE SECRETARY

Section 4.06

The Secretary shall:

- 1) Have a vote on Board actions.
- 2) Keep an accurate and permanent record of the minutes of all meetings and Executive Board meetings.
- 3) Be the custodian of the Association records.
- 4) Give all notices as are required by law or by the Association Bylaws.
- 5) Perform all duties as may be required by these Bylaws; or which may be assigned from time to time by the Executive Board; Serve as Agent of Notice of Purposes of the Texas Non-Profit Corporation status of the Association.

- 6) Keep a separate record of all motions carried and defeated pertaining to policy and procedure, making copies available to the President.
- 7) Maintain and attend to all correspondence and communications pertaining to this Association.
- 8) Keep on file, all reports of the Treasurer and Committees.
- 9) Provide a copy of the minutes of each meeting upon a member's request.
- 10) Perform all duties incident to the office of the Secretary and such other duties as may be required by law or by future Articles of Incorporation, of these Bylaws, or which may be assigned from time to time by the Executive Board.

DUTIES OF THE TREASURER

Section 4.07

The Treasurer, being appropriately bonded, shall have charge and custody of all funds of the Association. Furthermore, the Treasurer shall:

- 1) Have a vote on Board actions.
- 2) Deposit such funds as required by the Executive Board.
- 3) Keep and maintain adequate and correct accounts of the Association properties and business transactions.
- 4) Render reports and accountings to the Executive Board and members as required.
- 5) Perform all duties incident to the office of the Treasurer and such other duties as may be required by law or by future Articles of Incorporation, of these Bylaws, or which may be assigned from time to time by the Executive Board.
- 6) Receive all funds and cause them to be placed in deposit or in safekeeping.
- 7) Keep an accurate and permanent record of all receipts, disbursements, and distributions made.
- 8) Serve as the liaison and contact for the Association for all tax and accounting related matters of the Association.
- 9) Countersign all checks, warrants, orders or other records of disbursement of funds.
- 10) Notify all members who are delinquent in their dues.
- 11) Notify the Secretary that members have been dropped because of delinquent dues and keep a record of the date of affiliation of all individual members and member regions.

DUTIES OF THE MEMBERSHIP DIRECTOR

Section 4.08

The Membership Director shall:

- A) Not have a vote on Board actions unless they also hold a Vice President position.
- B) Perform all duties incident to the office and any other such duties as provided by these Bylaws or as may be prescribed from time to time by the Executive Board.
- C) Strive to maintain and increase affiliation membership.
- D) Accept names of and contact prospective member regions.
- E) Notify all member regions by mail, electronic mail, or other electronic means of the time and place of regular and special meetings.
- F) Notify all members by mail, electronic mail, or other electronic means of any Bylaw amendments to be voted upon.
- G) Take roll at all meetings.
- H) Keep a correct list of names and addresses of all member regions.
- I) Conduct a workshop at each annual meeting for new or prospective members and/or regions.
- J) Verify all information contained on membership applications.
- K) These duties may be assigned by any willing Vice President or Regional Director of the Association by the President.

DUTIES OF THE LEGISLATIVE DIRECTOR

Section 4.09

The Legislative Director shall:

- A) Not have a vote on Board actions unless they also hold a Vice President position.
- B) Perform all duties incident to the office and other such duties as provided by these Bylaws or as may be prescribed from time to time by the Executive Board.
- C) Advise of legislation that promotes a common interest, support for the Association as well as its over philosophy and mission.
- D) Provide the Executive Board with a periodic report on new and proposed legislation.
- E) Represent the Association on matters related to legislation and proposed regulatory changes.
- F) Provide legislative updates to the general membership under the guidance of the President or a majority of Board members.
- G) The President may assign these duties to any willing Vice President or Regional Director of the Association or may perform the duties themselves.

- H) Shall be eligible to receive reimbursement from the Association for reasonable and customary travel expenses while on Association business at rates set by the Executive Board.

COMPENSATION

Section 4.10

Executive Board members and officers of the Association shall serve without compensation. However, pursuant to Board policy, adopted in 2019, reasonable and customary travel expenses may be submitted to the Treasurer on a prescribed form, for reimbursement.

ARTICLE V

COMMITTEES

Section 5.01

The President may appoint such committees as deemed necessary and advisable. All appointments to committees shall be for a specified period not to exceed two (2) years.

FINANCE COMMITTEE

Section 5.02

There shall be established a finance committee, which shall consist of the following members of the Executive Board:

- A) President
- B) 1st Vice President
- C) Treasurer
- D) Immediate Past President

The Committee shall be chaired by the Immediate Past President.

DUTIES OF THE COMMITTEE

- A) Establish a budget for the Annual Training Conference.
- B) Recommend approval of Contracts for future Training Conference to the Executive Board.
- C) Keep the signatory card(s) for the Association accurate and current with the current depository bank, to include the following officers as signors:
 - a. President
 - b. 1st Vice President

- c. Treasurer
- D) Make recommendations to the Executive Board regarding the setting of dues for members.
- E) Assist the President with a review of any on-going contracts for services being provided to the Association.

EXECUTIVE COMMITTEE

Section 5.03

There shall be established an Executive Committee, which shall consist of the following members of the Executive Board:

- A) President
- B) Immediate Past President
- C) 1st Vice President
- D) Secretary
- E) Treasurer

Any expenditure greater than \$500.00 must have prior approval of the Executive Board.

The Committee shall be chaired by the President.

DUTIES OF THE COMMITTEE

Section 5.04

The committee shall be empowered to make business decisions for the Association on behalf of the Executive Board, on matters of urgent necessity. Whenever practical, there should be a called meeting of the Executive Board as soon as possible to ratify the actions of the Executive Committee.

ARTICLE VI

MISCELLANEOUS PROVISIONS

FISCAL YEAR

Section 6.01

The fiscal year of the Association shall be from January 1st to December 31st each year.

ASSOCIATION SYMBOL

Section 6.02

The Association shall have a logo that shall be in such form and contain such matters as shall be specified by resolution of the Executive Board of Directors.

EXECUTION OF CHECKS, NOTES, AND CONTRACTS

Section 6.03

Except as otherwise provided by law:

- A) Checks, drafts, promissory notes, orders for payment of money and evidence of indebtedness of the Association shall be signed by the Treasurer.
- B) All Checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Association greater than (\$10,000), shall be signed by the Treasurer and countersigned by the President.
- C) Any contract, lease, or other instrument executed in the name of and on behalf of the Association shall:
 - 1) Be authorized by resolution approved by a majority of the Executive Board of Directors; and
 - 2) Signed by the Secretary and countersigned by the President and shall have attached to it a certified copy of the authorizing resolution.

AMENDMENTS

Section 6.04

The Constitution and/or Bylaws of the Association may be amended at any duly called meeting of the Executive Board by a favorable vote of the majority of voting eligible Executive Board members present. Unless otherwise specified all amendments to the Constitutions or Bylaws shall be in full force and effect immediately upon adoption.

STANDING RULES FOR EXECUTIVE BOARD MEETINGS

Section 6.05

- A) All meetings of the Executive Board conducted via teleconferencing software or other means, shall be recorded.

- B) Any Executive Board member wishing to make a motion, deliver their opinion, or speak upon any subject, shall respectfully address the Chair. The meeting shall be confined 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.
- C) No member shall interrupt another in their remarks, unless to call them to order for words spoken. No member shall speak more than once on any subject, until all the members wishing to speak have done so. If required, there can be multiple rounds of speeches, for and against, on any given subject, subject to the discretion of the Chair.
- D) If a member wishes to raise a point of order, all debate shall cease until the point of order has been raised and the Chair has made a ruling.
- E) 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 which fails, cannot be renewed until some proposition is made or business transacted.
- F) 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 or not it will be read.
- G) No member of the Executive Board shall vote on a question that directly affects their personal and nonprofessional interest.
- H) No member, having failed to pay dues when required shall be allowed to prorate the payment of dues owed the Association for the applicable calendar year.
- I) One year's complimentary membership in the Association is available to all first time ISD Chiefs of Police and/or Directors of Security, whichever is applicable. These individuals also qualify for a reduced registration fee the first time they attend an Association Training Conference. The rate is to be set by the Executive Board of Directors.
- J) A financial audit of the Association's records shall be conducted by a qualified Certified Public Accountant, anytime there is a change in the Office of Treasurer, and at least once every three (3).
- K) The President of the Association shall be seated on the Board of Directors of the Texas Police Chiefs Association for the duration of their term in office, pursuant to an agreement between the two organizations.
- L) Designated Executive Board Officers of the Association may represent the organization at the Bill Blackwood Law Enforcement Institute of Texas, upon invitation, to discuss the Association and school based law enforcement.
- M) The Association pledges to cooperate with the following State agencies:
 - a. Texas Commission on Law Enforcement;
 - b. Bill Blackwood Law Enforcement Management Institute of Texas; and,
 - c. Texas School Safety Centerto the greatest extent possible.

DISSOLUTION

Section 6.06

If at any time this Association shall be dissolved, no part of the funds or property shall be distributed to or among its members, but after payment of all debts of the Association, its surplus funds and properties shall be disbursed as in accordance with the provisions of the Internal Revenue Code relating to tax exempt organizations and as deemed appropriate by the Executive Board within the parameters of those IRS provisions.

CERTIFICATION AND SIGNATURE PAGE

I, Bill Avera, 2nd Vice President of the Texas School District Police Chiefs' Association (TSDSPCA), hereby certify that the attached pages of the TSDPCA Constitution and Bylaws have been voted on and approved by a majority of the voting members present at a duly called meeting of the Executive Board of Directors of the Association in Galveston, Texas, on this the 22nd day of June, 2021.



Bill Avera, 2nd Vice President

June 23, 2021

Date



David Kimberly, President

June 23, 2021

Date

ATTEST:



Alan Bragg, Secretary

June 23, 2021

Date