

**BYLAWS OF THE
NATIONAL ASSOCIATION FOR
CIVILIAN OVERSIGHT OF LAW ENFORCEMENT
(NACOLE)
(09-25-2019)**

ARTICLE I - NAME

The name of this corporation shall be the National Association for Civilian Oversight of Law Enforcement. It is established as a voluntary, tax-exempt, non-profit professional association formed under the sponsorship of interested persons for the purpose of advancing the cause of civilian oversight.

ARTICLE II – PURPOSES

Mission

The National Association for Civilian Oversight of Law's mission is to create a community of support for independent, civilian oversight entities that seek to make local law enforcement agencies transparent, accountable, and responsible to the communities they serve, and to encourage full racial, ethnic, gender, gender identity, gender expression, sexual orientation, religious, and national origin representation and participation in this organization and the agencies overseen by its members.

[Revised on 9/25/2019 at the Annual Meeting in Detroit, MI to be consistent with NACOLE's Mission, Vision, Goals, and Values statement]

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from U.S. Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States of America Internal Revenue Laws.

ARTICLE III - OFFICES

The National Association for Civilian Oversight of Law Enforcement is incorporated under the laws of the State of Maryland. The Board of Directors shall determine the principal office location and mailing address.

ARTICLE IV - MEMBERSHIP

Membership in NACOLE is subject to individuals meeting the qualifications as described in ARTICLE IV, Section A. Members shall be divided into three categories.

A. Categories of Membership

1. Regular members are defined as those persons:

- Who are not sworn law enforcement officers;
- Who work for or constitute agencies which are established by legislative or executive authority to investigate and/or review issues and complaints against law enforcement; and/or
- Who have worked for and/or have constituted agencies, which are established by legislative or executive authority to investigate and/or review complaints against law enforcement.
- Who are mayors, county or municipal managers or who otherwise hold an executive position or are on a board, council, commission or committee with authority to direct, control, and/or oversee the activities and/or performance of the chief law enforcement officer of a political subdivision.

2. Associate members are defined as any persons interested in the oversight of law enforcement. Associate members shall be able to participate in all Association activities including serving on committees, but are ineligible to vote or serve as officers or members of the Board of Directors.

3. Organizational members are defined as agencies or boards who provide civilian oversight of law enforcement by legislative or executive mandate. These agencies or boards will receive one transferable regular (voting) membership. All agency or board affiliate members are eligible to serve on committees, however election or appointment to the Board of Directors shall be limited to the designated voting member of the agency or board. Cities or other political subdivisions may obtain one organizational membership to cover all of the entities within it, which meet the requirements for regular membership.

[Revised 9/25/07 at the Annual Meeting in San Jose, CA to authorize non-U.S. agencies to become organizational voting members]

[The intent of the Bylaws is to authorize only one person per voting membership (organizational) to be elected to and serve on the Board of Directors at the same time. Interpretation approved by the Board 10/8/08.]

[Revised 11/1/09 at the Annual Meeting in Austin, TX to clarify that no more than one person within an agency holding an organizational membership is eligible for appointment/election to the Board and further than any such elected/appointed member must be the organizations designated voter.]

4. Life membership shall be granted to:

- (a) The Founding Members of NACOLE;
- (b) Past Presidents after having honorably completed their full term of office;

- (c) To any individual who has retained active regular membership for 20 continuous years or who has 20 continuous years of service with an agency or board that has held continuous Organization membership during that person's tenure; and
- (d) To any individual who retires from police oversight activities and at the time of retirement has retained active regular membership for 10 continuous years or who retired from police oversight activities and at the time of retirement has 10 continuous years of service with an agency or board that has held continuous Organizational membership during that person's tenure.

[Revised on 9/25/07 at the Annual Meeting in San Jose, CA by adding language to provide for life memberships.]

[This section is interpreted to authorize the granting of Life Memberships to individuals who retire after completing ten or more years of service with an entity holding a continuous NACOLE Organizational Membership during that person's tenure. Interpretation approved by the Board 12/12/07.]

[New language added at the Annual Meeting in Austin, TX, 11/1/09 to clarify the criteria for the awarding of Life Memberships consistent with the above interpretation.]

[Life members shall be entitled to vote as a Life member and in addition, in cases where the Life Member has been identified as an Organizational Designated Voter, the Life member shall be entitled to also vote in that capacity. Interpretation approved by the Board 9/19/10]

- 5. Student members are defined as individuals currently enrolled either full or part-time in a college of university program in the area of criminology, criminal justice, law, sociology, political science, public administration, journalism, or a related field and who are interested in the oversight of law enforcement. Student members shall be able to participate in all Association activities including serving on committees, but are ineligible to vote or serve as officers or members of the Board of Directors.

[Revised on 9/22/10 at the Annual Meeting in Seattle WA, 9/22/10 to provide for student memberships]

B. Dues

All categories of members shall be required to pay the dues set for that level of membership in order to retain that membership. The Board of Directors shall establish annual membership dues for the period July 1 – June 30 for all membership categories.

[Revised on 11/1/09 at the Annual Meeting in Austin, TX to establish a specific membership period.]

C. Termination of Membership

A member may resign their membership at any time by submitting their resignation in writing to the President or the Secretary of this Association. A member who has not paid his/her dues by September 1 each year shall be dropped from the membership roster. Notice of this provision shall be included in dues notices/invoices, which shall be mailed or emailed to the last known postal service or email address of delinquent members at least 30 days prior to terminating membership.

[Revised on 11/1/09 at the Annual Meeting in Austin, TX to clarify procedure for terminating membership for non-payment of dues.]

D. Voting

Only regular members according to ARTICLE IV, Section A, are eligible to vote on Association business.

ARTICLE V - OFFICERS

The officers of the Association shall be an elected President, Vice President, and an appointed Secretary and Treasurer. Only regular members in accordance with Article IV, Section A who have been a member in good standing for one (1) year and have attended at least one (1) of the two previous national conferences shall be eligible for election or appointment as officers of the Association. Members standing for election as President shall have been elected as members of the Board of Directors and shall have served in that capacity for no less than two (2) years. Members standing for election as Vice-President shall have been elected as members of the Board of Directors and shall have served in that capacity for no less than one (1) year. Their duties shall be:

[Revised 10/3/18 at the Annual meeting in St. Petersburg, FL to provide continuity in leadership and experience with the Organization by requiring service on the Board of Directors of no less than two years to be eligible for election as President and no less than one year to be eligible for election as Vice-President.]

A. President

The President shall be elected to the position by a vote of association members at the annual conference and shall serve for a term of two years. The President shall not be eligible to be elected to a consecutive term as President. The President shall be the presiding officer of the Association and an ex-officio member of all committees; shall be available to consult with the members on Association matters between meetings; shall appoint committees from time to time; and shall generally represent the interests of the Association with related associations, agencies, and organizations.

[Revised 9/14/11 at the Annual Meeting in New Orleans LA by adding language to provide that the President shall be eligible for reelection; however may be elected to serve for no more than three consecutive terms as President.]

[Revised 10/3/18 at the Annual meeting in St. Petersburg, FL to provide that the President shall be elected for a two-year term and shall not be eligible for re-election as President: however, shall be eligible to be elected o the Board of Directors unless prohibited by Article VI, Section C.]

B. Vice-President

The Vice-President shall be elected to the position by a vote of association members at the annual conference and shall serve for a term of two (2) years. The Vice-President shall be eligible for reelection. The duties of the Vice-President shall be to learn the duties and activities of the presidency and functions of the Association, to fulfill the duties of the President in the event of the President's absence or disability and to undertake any duties assigned to him/her by the President.

[Revised 9/14/11 at the Annual Meeting in New Orleans, LA to change the title of President-Elect to Vice-President and to provide that the Vice-President shall be eligible for reelection.]

[Revised 10/3/18 at the Annual meeting in St. Petersburg, FL to provide for a lengthier two-year term for the Vice-President and allow for reelection without limitation unless prohibited by Article VI, Section C.]

C. Secretary

The Secretary shall be appointed by a majority vote of the Board of Directors on an annual basis. The Secretary shall be responsible for the minutes of meetings of the Association and its Board of Directors as well as all non-fiscal records of the Association.

D. Treasurer

The Treasurer shall be appointed by a majority vote of the Board of Directors on an annual basis. The Treasurer shall be responsible for the assets, funds, and fiscal records of the Association.

E. Removal

The Board may, by a two-thirds (2/3) vote (8 members) remove the President, Vice President, Secretary or Treasurer for cause. Prior to any such removal, at least three members of the Board shall have filed a request in writing that the President or when the proceedings involve the President, the Vice President, schedule such action at a regular or special Board meeting. The President or when the proceedings involve the President, the Vice President may at his or her discretion, approve or reject the request. If the President or the Vice President approves the request, the person subject to removal shall be notified and shall be provided an opportunity to address the Board prior to the vote. Any individual removed from the position of President, Vice President, Secretary or Treasurer in accordance with the provisions herein, may continue as a Board member, unless otherwise removed in accordance with Article VI. Any such removal as authorized herein shall be reported in writing to the membership within 30 days.

[Revised on 9/25/07 at the Annual Meeting in San Jose, CA to provide a procedure for the removal of officers.]

ARTICLE VI - BOARD OF DIRECTORS

A. Powers

Management of the Association shall be vested in the Board of Directors. The Board of Directors shall be and is hereby fully authorized to execute all powers of the Association and its property; to establish rules and regulations proper or necessary for the transaction of the business of the Association; and to establish objectives and determine policies with relation to Association needs.

The Board of Directors may delegate to any person or committee any of the powers and duties herein granted them as a Board of Directors. In making such appointments and delegating such authority, the Board of Directors does not abrogate its responsibilities or duties as set forth in these by-laws.

B. Composition

The Board of Directors shall consist of the following members:

1. President
2. Vice-President
3. Eight Members at Large (including the Secretary and Treasurer who are appointed by the Board).
4. Immediate Past President

C. Term of Office—And Eligibility

Only regular members in accordance with Article IV, Section A who have been a member in good standing for one (1) year, whose NACOLE dues are fully paid at the time that he/she filed a declaration of intent to stand for election or appointment and who have attended at least one (1) of the two previous national conferences shall be eligible for election or appointment as Members of the Board of Directors of the Association.

[Language added at the Annual Meeting in Austin, TX, 11/1/09 to clarify that dues must be fully paid at the time of filing a declaration of intent to seek election or indicating an interest in appointment to the Board of Directors.]

Officers and members of the Board of Directors shall be elected by the voting membership at the annual meeting according to the procedures as described in Article VII of these by-laws with the commencement of the term of office to take place during the annual conference. Terms of office shall be staggered so that, as close as possible, one-third of the Board, excluding the President, Vice-President and the Immediate Past President, are elected each year. No member of the Board of Directors shall be eligible to be elected to serve more than three consecutive three-year terms or a total of 12 consecutive years on the Board regardless of position.

[Action taken on 9/27/00 at the Annual Conference, Lihue, Hawaii. Two candidates running for office were not present at the conference, however delegates from their agencies were present which presented the question "...whether the Regular Membership held by each Organizational Member can be 'split' to allow one person from the Organizational Membership to run for office, and a second one to vote." The Executive Committee decided "Organizational Members hold one Regular Membership that cannot be split." This decision precluded conference delegates from Minneapolis and Syracuse from voting since individuals from each of those agencies who were not present at the conference had declared themselves as candidates for office, which required them to be the designated voting members.]

[Action taken at a Pre-Annual Meeting on 9/29/00 at the Annual Conference, Lihue, Hawaii. The Election Committee informed those present of the following issue: "If an organization holds a NACOLE Organizational Membership and no separate Regular Membership for any of its representatives, can a representative of that organizational who is not present run for a NACOLE office or election to the board and a representative of that organizational who is present still cast a vote?" The Board decided, "the one Regular Membership accorded to the Organizational Member could be used either to support the election of the non-present representative or to permit the representative who is present to vote during the election. Two Regular memberships would be required to permit the absent representative to stand for office and another representative to vote during the elections."]

[The intent of the Bylaws is to authorize only one person per voting membership (organizational) to be elected to and serve on the Board of Directors at the same time. Interpretation approved by the Board 10/8/08.]

[Revised on 9/14/11 at the Annual Meeting in New Orleans, LA to provide that no person shall serve more than 12 consecutive years on the Board regardless of position.]

D. Vacancies

Except in cases involving the Immediate Past President or when the vacancy is created by the election of a serving Board member as President or Vice President, the Board of Directors shall fill vacancies occurring before the expiration of terms of office by appointment of Association members to the Board. In the event the Immediate Past President becomes incapacitated or specifically indicates his or her desire to discontinue full and active participation as a Board member, the Board may appoint a former Past President, a Founding member or a former Board member to serve in his or her stead. In the event a serving Board member is elected to the office of President or Vice President, any unexpired term shall be filled by election in accordance with the provisions of Article VII.C of these Bylaws and the Election Rules. In the event the members fail to nominate and elect a member to fill any such vacancy at the Annual Meeting, the Board shall do so within sixty (60) days. Persons so chosen shall serve until the expiration of the terms that they have been designated to fill. This will not prohibit them from being eligible to serve additional full terms as defined in Article VI, Section C.

[Revised at the Annual Meeting 9/22/10 in Seattle, WA to provide authority and a process for the appointment of specified members to serve on the Board in cases where the Immediate Past President becomes incapacitated or indicates his or her unwillingness to serve.]

[Revised at the Annual Meeting 9/17/14 in Kansas City, MO to provide for the election of members to fill unexpired terms of office on the Board created by the election of a Board member as President or Vice President.]

E. Duties

In accordance with the Board policy and priority guidelines established by the members of the Association, the Board of Directors shall be responsible for the following:

1. Direction, coordination, and evaluation of the Association, including study of alternative program possibilities and establishment of preferential ratings of such alternatives to guide in the allotment of Association resources.
2. Creation of permanent and Ad Hoc national committees and task forces depending on the policy and priorities of the total Association, definition of their functions, and allocation of specific assignments.
3. Representation of the Association and maintenance of its relationship with other organizations.
4. Finances of the Association including the rendering of an annual accounting to members concerning sources and amount of income and nature and amount of expenditures.
5. Membership policies and practices of the Association within the limits prescribed by these by-laws.

6. Selection and employment of staff assistance on a temporary or full-time basis from time to time as determined by need.
7. Personnel policies and practices of the Association within the limits prescribed by these by-laws.
8. Provision at regular intervals for an evaluation and appraisal of operations in relation to fulfillment of Association goals.
9. Review and resolution of intra-organizational issues and problems.
10. All other business of the Association in the fulfillment of the Association's purposes.

F. Meetings

The Board of Directors shall hold no fewer than one meeting in a given year, at such times and places or by such procedures and processes as may be determined by the President. Reasonable notice of the time, place, and method of each meeting shall be given to each member of the Board of Directors.

G. Absences

In the event a member of the Board of Directors is absent for three consecutive meetings without good cause (as determined by the Board of Directors) there shall be sufficient reason to find that a vacancy exists in the terms of membership held by the member involved.

H. Removal

The Board may, by two-thirds (2/3) vote (8 members), censure, suspend or expel any member of the Board for cause. Prior to any such censure, suspension or expulsion, the President shall appoint a Select Committee consisting of two Board members and one NACOLE member at large, who shall review the facts and circumstances of the case to ascertain the suitability of such member to remain as a member of the Board. The Select Committee shall make its recommendations to the Board within 30 days. The Board shall schedule a hearing to provide the member an opportunity to present mitigating information if he/she chooses to do so. Following the hearing, which shall be held within 30 days from the date on which the President receives the recommendation of the Select Committee unless otherwise agreed by all parties, the Board at its next regular meeting, shall rule on the recommendation of the Select Committee. The decision of the Board shall be final.

[New section added at the Annual Meeting in San Jose, CA 9/25/07 to provide a procedure for the removal of Board members.]

I. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of all

business.

ARTICLE VII - ELECTION PROCEDURES

A. Eligibility for Office

1. Shall be in accordance with Article V of these by-laws.
[The intent of the Bylaws is to authorize only one person per voting membership (organizational) to be elected to and serve on the Board of Directors at the same time. Interpretation approved by the Board 10/8/08.]

B. Election Committee

1. Appointment of Committee
 - a. No less than six-months prior to the annual meeting, the President shall appoint, an Election Committee.
 - b. The term of office of the Election Committee shall be one (1) year.
 - c. The Election Committee shall be solely responsible for conducting the election of Officers and Board of Directors.

2. Duties

The duties of the Election Committee shall be:

- a. The establishment of procedures, subject to the approval of the Board of Directors, to regulate and guide the nomination and balloting processes.
- b. To receive declarations of candidates and pertinent background information for each position in the regular election of Officers and Board of Directors as stated in these by-laws.
- c. The establishment of procedures, subject to the approval of the Board of Directors, that defines a proxy vote for election purposes only, which shall include:
 - 1) A proxy vote form,
 - 2) Circumstances for casting a proxy vote.
 - 3) How a proxy vote is to be cast and when.

- d. Sixty (60) days prior to the election of Officers and Board of Directors, the Chair of the Election Committee shall file with the Board of Directors a progress report on the election and the candidates for office.
- e. The Election Committee shall be responsible for the distribution of ballots and the general conduct of the election.
- f. Upon completion of the ballot tally by the members of the Election Committee, the Chair shall verify the tally and submit to the Secretary a tabulation of ballots for each office of the organization.

Each candidate for office may appoint an observer to monitor the counting of ballots.
- g. The Chair shall announce to the membership at the annual meeting those candidates who have compiled the highest number of votes for each office.

C. Elections

- 1. Elections shall be held through a secret ballot process, listing the names of the persons nominated. The form of the ballot may be at the discretion of the Election Committee. The ballot for elections of officers and Board of Directors shall become final thirty (30) days prior to the date established by the Board of Directors for the purpose of election to office. The exception shall be nominations for office submitted from the floor on the day of elections.
- 2. All regular members shall be entitled to vote in elections for Officers and Board of Directors and shall not cast more than one vote per office providing that they have been a regular/organizational member in good standing at least 30 days prior to the election.
- 3. Election of candidates to office shall be by the highest number of votes cast for any one office.
- 4. The ballot for the Officers and Board of Directors shall consist of all names of candidates seeking each office. The candidates receiving the highest number of votes shall be elected to said offices.

ARTICLE VIII - ADDITIONAL COMMITTEES AND TASK FORCES

- A. Committees and Task Forces may be created and abolished by the President with the

advice and consent of the Board of Directors as necessary to plan and review the goals and purposes of the Association. These Committees and Task Forces shall report to the Board of Directors and shall, within budget authorizations, create their own sub-units as required to complete their assigned tasks.

- B. Committees and Task Forces may consist of members of the Board of Directors and any other members of the Association. In making appointments, the President shall give consideration to: (1) special competence, (2) geographic distribution, and (3) continuity of experience, (4) term of service, (5) membership recommendations, and (6) optimum use of Association resources.

ARTICLE IX - MEETINGS OF MEMBERS OF THE ASSOCIATION

A. Annual Meetings

The annual meeting of the members of the Association shall be held on a date and at a location each year as shall be determined by the Board of Directors.

Notice of Annual Meeting

Notices of the annual meeting of the members of the Association shall be in writing and shall set forth the date, time and place thereof. Such notices of meetings shall be mailed or caused to be mailed by the Secretary not fewer than sixty days before each meeting and shall be addressed to each member of the Association at his/her address as it shall appear on the records of the Association.

B. Special Meetings

Special meetings of the members of the Association may be called by the Board of Directors or shall be called by the Secretary upon written request by two-thirds of the members of the Association. Such special meetings shall be held on such dates and at such places as shall be specified in the respective notices thereof.

Notice of Special Meetings

Notices of special meetings of the members of the Association shall be in writing and shall set forth the date, time, and place thereof. Such notices of meetings shall be mailed or caused to be mailed by the Secretary not less than twenty or more than forty days before each meeting. The notices of meetings shall be addressed to each member of the Association at his/her address, as it shall appear on the records of the Association.

C. Quorum

At any annual or special meeting of the members of the Association, a minimum of 10 voting members must be present in order to constitute a quorum for the transaction of

business.

D. Procedures

The President shall rule on all procedural matters not specifically covered in these by-laws and shall be guided in this duty by Robert's Rules of Order Revised.

E. Voting

In voting on issues before the Association, each regular member, as defined in Article IV Section A, Part 1, shall be entitled to one vote, and a majority vote of such regular members present and voting on such matters shall be necessary for passage.

ARTICLE X - BUDGET AND FINANCE

The Board of Directors shall annually determine the budget of the Association and shall have overall responsibility for the Association's financial affairs.

ARTICLE XI - SOURCES OF INCOME

The Association may receive income from both public and private sources including grants for special purposes.

ARTICLE XII - AMENDMENTS TO BYLAWS

These by-laws and any amendments or supplements thereto may be adopted, amended, altered, supplemented or repealed by a majority vote of the voting membership present in person or by proxy at any general meeting of the Association when due notice of a proposed by-law amendment has been given to the general membership thirty days prior to the annual or special meeting.

[Approved 10/14/98; revised 11/03/02, Cambridge, MA; 12/13/05, Miami, FL; 9/25/07, San Jose CA; 11/1/09 Austin, TX; 9/22/10 Seattle, WA; and 9/14/11 New Orleans, LA]