



**GACP**  
**Constitution**

# CONSTITUTION

## PREAMBLE

We, the members of the Georgia Association of Chiefs of Police, recognizing our responsibilities to the communities we serve and our obligations to society in general, and with the knowledge that our profession requires the highest ideals and standards of conduct, hereby adopt the following code of ethics for police executives, and commend them to all persons in the police profession for their guidance.

- Section 1. The name of this body shall be “Georgia Association of Chiefs of Police, Inc.” and the insignia shall be the seal of the State of Georgia, surrounded by a wreath of Mountain Laurel, with the words Georgia Association of Chiefs of Police superimposed on the shield.
- Section 2. The Georgia Association of Chiefs of Police is dedicated to providing police services in the State of Georgia that are aimed at achieving more effective and efficient crime control, reduced fear of crime, improved quality of life, and improved police legitimacy, through a proactive reliance on community resources that seeks to minimize crime-causing conditions.
- Section 3. The Georgia Association of Chiefs of Police strives to ensure that all our citizens are served in a professional, ethical and equitable manner that respects individuals, protects our democratic ideals and system of government, pursues greater accountability of police, greater public share in decision-making, and greater concern for civil rights and liberties.
- Section 4. The Georgia Association of Chiefs of Police promotes the ideals of partnering between public and private law enforcement agencies, social service agencies and public and private groups.
- Section 5. The Georgia Association of Chiefs of Police aspires to increase the levels of police professionalism, improve the level of training, and enhance educational credentials and professional development for law enforcement executives.
- Section 6. We will put honesty, truth, and justice above all other considerations, and we will not allow friendship, enmity, social position, political influence, or personal motives to hinder us from the impartial and ethical performance of our duty.
- Section 7. We will neither solicit, nor accept any gift, privilege, favor, or advantage from any person, which will place us under any obligation to overlook any violation of a law, or will violate the ethics of our profession.
- Section 8. We will support and defend all the provisions of the Constitution of the United States and the Constitution of the State of Georgia, and will not deprive any person of any right guaranteed by these great documents. We will at all times endeavor to carry out the desires of the citizens as legally expressed through proper legislative, judicial, or executive channels of government.

- Section 9. We shall have efficient police administration and the need for professional fitness on the part of police executives and subordinates as our objective. We pledge ourselves to advance the science of police service through training courses and other methods adequate to meet the many requirements of our profession.
- Section 10. We will be fair with subordinates, showing only that favor which has been honestly earned by meritorious service to the public; demanding that all police officers perform their duties and enforce the laws with impartiality, good judgment, and courtesy.
- Section 11. We pledge our cooperation to all officials and agencies involved in the promotion of justice and the improvement of the general welfare. We will not allow envy, jealousy, or any other improper motive to interfere with such cooperation.
- Section 12. We recognize our responsibility to keep the public informed about matters of their legitimate interest.

## **ARTICLE I PURPOSE**

- Section 1. The Georgia Association of Chiefs of Police shall be governed by its Constitution, which shall be adopted and amended by its voting members, in accordance with the provisions set forth herein.
- Section 2. The Constitution shall set forth the Association's name and purposes, membership qualifications and classifications, the establishment of Officers and their functions, the establishment and functions of the Nominations and Election Committee and the establishment and function of the Conference Committee, qualifications for office, election processes, the duties of the Association's Executive Board, the duties of officers and District Representatives, the procedures for removal of Officers and Executive Board Members, the filling of vacancies in offices and on the Executive Board, duties and responsibilities of the Executive Director, the manner and procedure for amending the Constitution, the requirements of dissolution, and other matters of a similar nature.
- Section 3. The By-Laws of the Association shall set forth the manner in which the Association shall conduct its general business affairs. The Executive Board of the Association shall adopt and amend the Bylaws through which it oversees the general business affairs of the Association and its operation. The Association's By laws shall not contradict the Constitution, and shall govern, with more particularity than the Constitution, the manner in which the Association shall operate. They shall cover such matters as: membership dues, meetings of the Executive Board, the order of business and rules of order for General Membership meetings, awards and recognition of members and others, election rules and regulations, the adoption and amendments of budgets, budget controls and annual audits, the establishment of committees other than Standing Committees established by the Constitution, and matters of similar nature.

Section 4. The Constitution may be amended by a written ballot only, with a 2/3 affirmative vote cast by active Chief Executive or Life Members present and eligible to vote at any regular meeting of the Association, and where notice of such a vote has been provided to the General Membership in accordance with the Provisions of this Constitution.

Section 5. The By-Laws may be adopted or amended only with the affirmative vote of five (5) of the seven (7) Executive Board Members, voting at a duly called meeting, where proper notice of said By-Law vote has been provided.

## **ARTICLE II MEMBERSHIP CLASSIFICATIONS**

Section 1. There shall be the following membership classifications within the Association: Chief Executive, Command Staff, Life, Professional, Corporate, Associate, Chaplain, and Honorary Life. Members whose annual dues are current and life members are considered active members of the Association.

Section 2. Chief Executive Membership

- a) Any full time certified law enforcement peace officer, as defined by Georgia Code and/or POST Rules, holding the chief executive officer position in their agency as defined in Title 35 of the official code of Georgia § 35-8-2 (4) “Department head”, engaging in the management of a local, state, or federal law enforcement agency in the State of Georgia having the authority to enforce the criminal or traffic laws through the power of arrest and whose duties include the preservation of public order, the protection of life and property, and the prevention, detection, or investigation of crime. This shall also include the chief executive or head of any campus law enforcement department of any public or private university in Georgia having the authority to enforce the criminal or traffic laws through the power of arrest and whose duties include the preservation of public order, the protection of life and property, and the prevention, detection, or investigation of crime, provided that said chief executive or department head is a Peace Officer certified by the Georgia Peace Officers Standards and Training Council.
- b) Elected officials who are chief executives of law enforcement agencies may be chief executive members but will not be eligible to hold office in the Association.
- c) The person holding the chief executive membership shall be the agency’s voting member. If a chief executive member is unable to vote, they may vote by proxy and assign a member of their agency to vote for them. Each agency will be entitled to only one voting member.

Section 3. Command Staff Membership

- a) Any full time certified law enforcement peace officer, as defined by Georgia

Code and/or POST Rules, engaging in the management of a local, state, or federal law enforcement agency in the State of Georgia, having the authority to enforce the criminal or traffic laws through the power of arrest and whose duties include the preservation of public order, the protection of life and property, and the prevention, detection, or investigation of crime, provided that said command staff member is a Peace Officer certified by the Georgia Peace Officers Standards and Training Council. Command Staff level membership may be granted to any supervisory rank with Agency Head and GACP Executive Director approval.

- b) Command Staff members will not be eligible to hold an office or vote on any matters unless assigned the proxy vote of the chief executive member for their agency.

#### Section 4. Life Membership

- a) To be qualified for Life Membership in the Association, a member must have retired from full-time law enforcement duty and either:
  - b) be a Life Member as of July 26, 2005; or
  - c) have twenty (20) years experience in law enforcement, of which eight (8) years total must have been spent as a dues-paying chief executive law enforcement officer of the Association, in good standing. Honorable service in any branch of the United States Armed Forces shall be counted toward the “twenty (20) years of experience” provision of this requirement.
- d) Life Membership shall NOT be granted to persons under investigation by POST, or who have received discipline by POST immediately prior to their request for Life Membership in the form of being revoked, or suspended for conduct which resulted in, or could have been, the main reason that they elected to retire.
- e) Nominations for Life Membership in the Association shall be received by the Executive Director, in writing, not less than fifteen (15) days prior to the monthly Board meeting or conference at which the Executive Board will vote to confer Life Membership upon the nominee.
- f) The Executive Board shall reserve the right to recommend a waiver of time requirements for Life Membership in cases deemed to be unique by the Board. Approval shall require a unanimous vote by the Executive Board.
- g) Life Members (retired) will not be charged a Conference Registration Fee. This provision shall apply only so long as a Life Member remains retired from law enforcement.
- h) If a Life Member returns to duty as a full-time law enforcement Chief Executive, as defined in this Constitution and By-Laws, his/her status shall revert to that of a chief executive membership, and the member shall be required to pay the same dues as paid by a Chief Executive Member. If such a

member should subsequently leave duty as a Chief Executive Member, their status shall automatically revert to that of a Life Member. If a Chief Executive leaves for other positions in law enforcement, they will be awarded another membership as defined in the Constitution.

- i) Life Members shall have the same right to vote as Chief Executive
- j) Life Members shall not be eligible to hold elective office.

#### Section 5. Professional Membership

- a) Professional membership shall be available to any active or former police officer from a federal, state, or local law enforcement agency, attorneys, judges, law enforcement instructors, elected and appointed government officials, and other individuals who promote the advancement of law enforcement in their official positions.
- b) Private security executives and individuals that interface with the operations of law enforcement through the private sector are also eligible for professional membership.
- c) Professional members will not be eligible to hold an office or vote on any matter.

#### Section 6. Corporate Membership

- a) Corporate membership is required and available to any person representing a business, firm, or corporation engaged in selling products or services to the members of the Association. This shall also include attorneys.
- b) Corporate members will not be eligible to hold an office or vote on any matter.

#### Section 7. Associate Membership

- a) Associate membership shall be available to members of the general public who are concerned and interested in the welfare and advancement of law enforcement.
- b) Associate members will not be eligible to hold an office or vote on any matter.

#### Section 8. Honorary Life Membership

- a) Honorary Life Membership is a prestigious award sponsored by the Georgia Association of Chiefs of Police to recognize individuals who have made significant or extraordinary contributions to the Association by special acts or by outstanding and ongoing service.

- b) Any member of the Georgia Association of Chiefs of Police may make nominations for Honorary Life Membership. Nominations must be submitted in writing to the Executive Director of the Association and should include the reason the person is nominated along with supporting documentation. Nominations must be received sixty (60) days prior to the conference at which the vote will be taken to confer the Honorary Life Membership.
- c) The President of the Association may bestow this honor upon the recipient at either of the semi-annual conferences.
- d) Recipients of Honorary Life Membership shall enjoy all the privileges of membership provided to non-voting members and they shall not be eligible to hold elective office.
- e) Permanent records regarding Honorary Life Membership shall be maintained in the Association office.
- f) Honorary Life Members will not be eligible to hold an office or vote on any matter.

#### Section 9. Chaplain

- a) Chaplain membership shall be available to any person who is serving in the capacity as a chaplain for a law enforcement agency. The chief law enforcement officer of the agency will submit a letter with the application attesting that the person is serving as their chaplain.
- b) Chaplain membership will not have the ability to vote on any matters or serve as an officer in the Association.
- c) Chaplain membership will be terminated once the member no longer serves as a law enforcement chaplain.
- d) Chaplain members will not be eligible to hold an office or vote on any matter.

#### Section 10. Application for Membership

- a) All applicants shall create an account and apply for membership on-line.
- b) On-line applications will be reviewed by the Association administratively and credentials will be verified.
- c) Once approved for membership, the Association will send a verification letter. Membership cards are sent out once a year in the first quarter of the calendar year.

#### Section 11. Termination of Membership

- a) Any member may resign from the Association and such resignation shall be effective as of the date received by the Association, unless said resignation specifies another date.
- b) Members of any classification may be removed from membership for cause by the President. For any cause other than non-payment of dues, the President will advise the member of the charges at least 15 days prior to the proposed date of the action. If removed, such member may appeal the decision of the President to the Executive Board providing that the notice of intent to appeal is provided to the Executive Board no later than ten days following the termination. The member removed will not be allowed to be represented by counsel at the hearing. The motion carries with a majority vote by the Executive Board.
- c) Any chief executive member who resigns or is terminated from his or her position as an agency head for any reason and is not re-employed in a similar position within ninety (90) days shall be ineligible for Chief Executive membership.
- d) Chief executive members, upon retirement, shall be eligible to retain chief executive membership status for the remainder of the current dues year.

### **ARTICLE III OFFICERS**

Section 1. The officers of the Association shall be elected from the Chief Executive membership and shall consist of the President, the four Vice-Presidents, the Immediate Past President, and the Chairman of the District Representatives; all of whom shall hold their respective offices for a period of one year or until their successor is elected or appointed. Collectively the officers of the Association shall be known as the Executive Board and shall be the ruling body of the Association.

### **ARTICLE IV QUALIFICATIONS FOR OFFICE AND ELECTION PROCEDURES**

Section 1. A 4<sup>th</sup> Vice-President shall be elected at the annual summer meeting of the Association by a majority vote of the chief executive members present and qualified to vote.

Section 2. At the time of the election, all candidates for office in the Association must meet the provisions for chief executive membership in the Association and be in good standing.

Section 3. A candidate's notice of intent to run must be submitted, in writing, to the Executive Director or his designee, prior to the close of business meeting at the Winter Conference. The notice of intent to run for office shall be forwarded to the

Nominations and Election Committee.

- Section 4. In the event that a vacancy should occur on the Executive Board after the cutoff date set forth in the By-Laws for the filing of intent to run, or if no candidates are qualified for election, qualified members may file written notice of intent to run for office during this period, but no later than thirty (30) days before the date of the business meeting at the annual summer training conference where the election will be held.
- Section 5. When candidates file written notice of his/her intent to run for office with the Association, the Executive Director shall forward to the candidate the portion of the Constitution and By-Laws that outline the “Qualifications for Office and Election Procedures”.
- Section 6. When there is only one candidate for the office of 4<sup>th</sup> Vice-President, the Chairman of the Nominations and Election Committee, or his designee, shall declare the candidate elected at the business meeting of the summer conference where the election is to be held.
- Section 7. When there are two or more candidates for the office of 4<sup>th</sup> Vice-President, the candidate receiving the highest number of votes shall be declared elected.
- Section 8. Candidates for vacant offices on the Executive Board shall compete collectively without designating a particular office.
- Section 9. Each Chief Executive shall have one vote for each vacancy on the Executive Board. All nominations for office on the Executive Board shall be voted on by secret ballot, unless there is only one candidate.
- Section 10. The candidate receiving the most votes will be installed in the highest vacant office on the Executive Board. The candidate receiving the second highest number of votes will be installed in the next highest office on the Executive Board. If a third vacancy should exist on the Board of Officers, the candidate with the third highest votes will be installed in that office. If there are a sufficient number of candidates for the vacancies, the election shall not be open to additional candidates.
- Section 11. The officer or officers elected shall be installed and take office at the annual induction of officers held at the summer meeting at which the election takes place. Officers of the Association previously elected shall advance to the next higher office, unless removed for cause as set forth in these Constitution and By-Laws.

**ARTICLE V**  
**DUTIES OF EXECUTIVE BOARD AND DISTRICT REPRESENTATIVES**

- Section 1. The Executive Board shall be the governing body of the Association and shall have authority to take all appropriate measures and to perform all duties required to accomplish the objectives of the Association. The Executive Board shall establish and promulgate the rules of the Association by which its business and affairs shall

be conducted and governed in accordance with the provisions of this Constitution and By-Laws. Such rules shall include administration, membership procedure, regulations governing and budgeting, receipt, custody, disbursement of, and accounting for all Association funds, purchases, contracts, and other expenditures, order of business and conduct of the Association meetings. Such rules shall not contradict the Constitution and By-Laws of the Association.

- Section 2. The Executive Board shall consider and report at any regular meeting on all matters coming to their attention during the interim between such meetings. The Executive Board shall have the authority to call a special meeting of the Association upon majority vote of the members of the Board. It shall, through appropriate sub-committees, present subjects for general discussion, suggest means for the advancement of the purpose of the Association, convene when and where practicable to accomplish its function, disseminate literature and in every way promote the interests of the Association in any and all matters pertaining to its purposes.
- Section 3. The Executive Board shall have the responsibility of implementing the provisions and intent of O.C.G.A. 35-8-20 and 35-8-20.1.
- Section 4. The Executive Board shall adopt an annual budget for the Association. Keeping in mind that total budgets are estimates, the Association must be careful not to exceed budgeted line item amounts.
- Section 5. The Executive Board shall authorize and give general supervision to the publications of the Association. The Executive Board shall cause the minutes of its meetings to be published to the members of the Association.
- Section 6. The Executive Board shall appoint an Executive Director. As the governing body of the Association, the Executive Board shall fix the conditions of employment, tenure, and compensation of the Executive Director, and shall be responsible for the efficient discharge of his or her duties.
- Section 7. The Executive Board shall appoint the General Counsel by majority vote at a regular or special called meeting. As the governing body of the Association, the Executive Board shall fix the conditions of employment, tenure, and compensation of the General Counsel, and shall be responsible for the efficient discharge of his or her duties. The General Counsel or Parliamentarian is responsible for giving guidance to the presiding officer concerning any questions of order coming before any meeting. The Parliamentarian will utilize the Constitution and By-Laws and Robert's Rules of Order in defining any question. Throughout the year the General Counsel will work with the Executive Director and the Executive Board on any matter important to the Association.
- Section 8. The Executive Board shall take all appropriate steps to keep the membership apprised of the results of its activities and of all matters of pertinent concern to the membership as a whole.
- Section 9. All endorsements of products or services made in the name of the Georgia Association of Chiefs of Police shall be reviewed and approved by the Executive

Board, prior to use of the endorsement.

Section 10. The Executive Board shall hear and decide complaints concerning campaign practices reported to it by the Nominations and Election Committee.

Section 11. The Executive Board shall meet, not later than 120 days following the winter business meeting, and the following items may be discussed:

- a) Prepare goals and a strategic plan for the next year.
- b) Review the Executive Director's action plan, complete with budget projections, for fund raising.
- c) Authorize the 1<sup>st</sup> Vice-President to make District Representative and committee appointments for the upcoming year. Announcements may be made before the Summer Conference.
- d) Any other business coming before the Board.

## ARTICLE VI DUTIES OF OFFICERS

Section 1. The **President** shall be the official representative and spokesperson for the Association; serve as the chairman of the Executive Board; preside at meetings of the Association; appoint all committee members and District Representatives with the exception of District Representatives and committee appointments made in Article V Section 11, (c) including those not provided for in the Constitution and By-Laws; determine that all Association funds are collected and disbursed according to accepted accounting principles and in accordance with the Constitution and By-Laws of the Association and policies adopted by the Executive Board. The President shall appoint an adequate number of Chief Executive Members to serve as Sergeant at Arms, for the purpose of enforcing the herein prescribed election rules and such other election rules as may be promulgated by the Nominations and Election Committee and call special meetings of the Executive Board whenever the President deems special meetings are necessary.

Section 2. The **First Vice-President** shall assist the President in conducting the business and policies of the Association. In the absence or inability of the President to perform the duties of the office, the First Vice-President shall be directed to assume the duties of the President and perform such other duties as are prescribed by the Executive Board. In addition to all other duties required by the President, the First Vice-President shall perform such other duties as may be required by a majority vote of the Association. The First Vice-President will also determine that all Association funds are collected and disbursed according to accepted accounting principles and in accordance with the Constitution and By-Laws of the Association and policies adopted by the Executive Board.

Section 3. The **Second Vice-President** shall assist the President in conducting the business and policies of the Association. In the absence or inability of the President and First Vice-President to perform the duties of President, the Second Vice-President shall

be directed to assume the duties of the President and perform such other duties as are prescribed by the Executive Board. In addition to all other duties required by the President, the Second Vice-President shall perform such other duties as may be required by a majority vote of the Association. The Second Vice-President will also determine that all Association funds are collected and disbursed according to accepted accounting principles and in accordance with the Constitution and By-Laws of the Association and policies adopted by the Executive Board.

- Section 4. The **Third Vice-President** shall assist the President in conducting the business and policies of the Association. In the absence or inability of the President and other Vice-Presidents, the Third Vice-President shall be directed to assume the duties of the President and perform such other duties as prescribed by the Executive Board. In addition to all other duties required by the President, the Third Vice-President shall perform such other duties as may be required by a majority vote of the Association. The Third Vice-President will also determine that all Association funds are collected and disbursed according to accepted accounting principles and in accordance with the Constitution and By-Laws of the Association and policies adopted by the Executive Board.
- Section 5. The **Fourth Vice-President** shall assist the President in conducting the business and policies of the Association. In the absence or inability of the President and other Vice-Presidents, the Fourth Vice-President shall be directed to assume the duties of the President and perform such other duties as are prescribed by the Executive Board. In addition to all other duties required by the President the Fourth Vice-President shall perform such other duties as may be required by a majority vote of the Association. The Fourth Vice-President will also determine that all Association funds are collected and disbursed according to accepted accounting principles and in accordance with the Constitution and By-Laws of the Association and policies adopted by the Executive Board.
- Section 6. The **Immediate Past President** shall serve as a voting member of the Executive Board and assist the President in carrying out the business of the Association when requested.
- Section 7. The **Chairman of the District Representatives** shall be responsible for attending Executive Board meetings, communicating information from the Board to the District Representatives, and to ensure that District Representatives fulfill their responsibilities assigned to them by the President, by the Executive Board, and under the Constitution and By-Laws. The Chairman of the District Representatives shall serve as a voting member of the Executive Board.
- Section 8. There shall be two (2) Chief Executive Members who serve District Representatives from each District, one of who shall be appointed by the President, and the other shall be elected by the Chief Executive Members from each district. The purpose of the District Representatives is to serve as an advisory body to the Executive Board, to represent the members in their respective districts, and to assist in disseminating information to the members in their district. The District Representatives shall review and advise the Executive Board on matters pertaining to the Association.

- a) The President shall appoint one District Representative from each District. The President may remove any appointed Representative for such reasons, as he or she deems appropriate.
- b) The chief executive members of each District shall elect a District Representative at a duly called District meeting. Such election shall take place not later than sixty (60) days before the first day of the annual summer training conference. Proper advance notice of such election must be given to all District members by the incumbent District Representative. Each District shall inform the Executive Director of the election and identity of its elected representative not later than sixty days before the first day of the annual summer training conference. If a district fails to notify the Executive Director of its duly elected Representative by the sixtieth day prior to the opening of the annual summer training conference, the First Vice-President shall have the authority to appoint the second representative from that district for the upcoming year. A district may remove an elected Representative for such cause, as the chief executive members in the district deem appropriate. The President of the Association shall have the power to fill any vacancy which exists among District Representatives.
- c) Both elected and appointed District Representatives shall begin their term at the same time that the First Vice-President takes his/her oath of office as President, and their terms shall coincide with his/her term.
- d) District Representatives shall be required to call at least one district meeting before each semi-annual conference.
- e) The District Representatives shall select one of their members to serve as Chairman who will represent the District Representatives at the Executive Board meetings as a voting member. The vote for the Chairman will be held at the summer conference when the incoming District Representatives' appointments are to begin.

**ARTICLE VII  
REMOVAL OF OFFICE**

Section 1. A two-thirds vote of the Executive Board of the Association shall be required to remove any Executive Board Member of the Association. In such event, the next Executive Board Member in line will advance to the position so vacated.

Section 2. The removal of an Executive Officer of the Association shall require a finding by the Executive Board that the Officer has become incapacitated for an extended period in fulfilling the duties of the office in a competent and efficient manner, or the Executive Officer has been indicted or convicted of a felony or crime of moral turpitude, or the individual has acted in a manner that reflects discredit upon the reputation of the Georgia Association of Chiefs of Police.

Section 3. Any person subject to removal under this Article shall be provided a fifteen (15)

day advance notice of the meeting at which the removal vote will be taken. Said Executive Officer shall have an opportunity to be heard by the Executive Board before the vote is taken. The Executive Officer will not be allowed to be represented by counsel or advocate at the hearing. The Executive Board hearing will be conducted in executive session.

## **ARTICLE VIII VACANCIES**

Section 1. If the office of President is vacated, the First Vice-President shall become President immediately and shall serve for the remainder of the vacated term. If the remainder of the term to be served is less than six months, the First Vice-President who has served in the vacated term shall remain eligible to serve as President for an additional year.

If the remainder of the vacated term is six months or more prior to the next summer conference, he/she shall not be eligible to serve another term as President but shall move to the office of Immediate Past President. Any Vice-President position vacated before the term is completed shall follow this same procedure.

Section 2. If an individual holding office on the Executive Board of the Association or holding a position as District Representative of the Association should be terminated, reassigned, transferred, placed on a leave of absence, given termination leave while still on the payroll, or otherwise be removed from the day-to-day administration of his/her agency, or is not re-employed as an law enforcement agency head within 90 days from the date of any of the above actions, the individual shall be removed from his/her position as a member of the Executive Board or as District Representative and his/her position declared vacant.

A member of the Executive Board who accepts another position as head of a law enforcement agency in another jurisdiction within the state of Georgia and assumes the new position within 90 days from the date of his/her termination from the previous employing agency shall not be affected by this section.

A District Representative, who accepts another position as head of a law enforcement agency outside the district where he/she is presently serving as District Representative, shall relinquish the position of District Representative unless he/she is re-appointed a District Representative in the district he/she is moving to. A Chairman of District Representative who is re-appointed as a District Representative in the new district shall maintain his/her position as Chairman.

Section 3. Vacancies on the Board shall be filled by appointment for the unexpired time by the President.

## **ARTICLE IX DUTIES AND RESPONSIBILITIES OF EXECUTIVE DIRECTOR**

There shall be an Executive Director whose duties, subject to policies rules and direction of

the Executive Board, shall be, but not limited to:

- a) Serve as secretary of the meetings of the Association and the Executive Board.
- b) Give due notice of all such meetings and keep the official minutes thereof, such minutes to be read and approved by the Executive Board at the subsequent monthly meeting.
- c) Maintain the records, files, and library of the Association and handle its general correspondence.
- d) Conduct a continuous effort to increase all classifications of membership.
- e) Conduct a continuous effort to increase the revenues of the Association.
- f) Prepare an annual budget of the Association for consideration and approval by the Executive Board, keep complete records of all monies owed to the Association and of expenditures incurred by the Association, and take all appropriate measures to assure the prompt collection of and accounting for Association funds.
- g) Direct the preparation and distribution of all publications as the Association may publish or sponsor.
- h) Assist the committees of the Association by furnishing them with technical information and assisting in the preparation of their reports.
- i) Administratively oversee such research programs or special projects as the Executive Board may prescribe and periodically update the Board on their progress.
- j) Shall treat all members of the Association with dignity and respect.
- k) Perform such duties as may be assigned to him by the President or the Executive Board. Respond/follow up appropriately regarding assignments from the President or from the Executive Board.
- l) Shall hire, manage, and supervise all Association staff employees with the Executive Board having the final word in disciplinary related matters with the guidance of Association's General Counsel.
- m) Shall insure that all vendors are treated equitably.

In order to perform the foregoing duties, the Executive Director may employ such staff and incur such other expenses, as the Executive Board, in its budget, shall authorize.

## **ARTICLE X AMENDMENTS OF CONSTITUTION**

- Section 1. Any Chief Executive Member may request a change to the Constitution by submitting a proposed amendment to a District Representative. The District Representative shall forward the proposal to the Executive Director who shall forward the proposed amendment to the Chairman of the Constitution and By-Laws Committee and the Executive Board. All proposed amendments to the Constitution must be submitted to a District Representative not later than 90 days before the general membership meeting at which the amendment can be voted upon.
- Section 2. The Constitution and By-Laws Committee shall have the function of editing the proposed amendment to ensure its meaning is clear and shall determine the effects of the amendment, if any, upon other provisions of the Constitution. The

Constitution and By-Laws Committee shall report to the Executive Director and District Representatives the edited amendment, its purpose and meaning, and the effects, if any, of the amendments on other sections of the Constitution. The District Representatives shall make a recommendation on whether to adopt a proposed Constitutional amendment to the general membership. In voting whether to recommend a proposed Constitutional amendment each District shall have one vote. Only those amendments, which have received an affirmative vote by both Representatives of not less than 4 out of 11 Districts' will be submitted to the general membership for a vote. The District Representatives shall vote on the proposed Constitutional amendments in time for it to be published in final form, along with any reports and recommendations on the proposed amendment not less than 25 days prior to the general membership meeting at which the proposed amendment will be voted upon. The vote by the District Representatives may be conducted in person, writing, or through electronic means, as the District Representatives deem appropriate. The Executive Director shall receive and preserve all written or electronic records of votes by the District Representatives and shall maintain such records for a period of six months. The proposed Constitutional amendment shall be published to the general membership not less than 20 days before a general membership meeting. Publishing may be accomplished through written correspondence, or the Association newsletter, or on the Association's website, or through electronic mail or fax to the general membership,

- Section 3. The Constitution may be amended by a written ballot only, with a 2/3 affirmative vote cast by active Chief Executive/Life members present and eligible to vote at any regular meeting of the Association.

## **ARTICLE XI DISSOLUTION**

- Section 1. If at any regular or special meeting called for this purpose, three-fourths of the Chief Executive/Life membership present vote in favor of dissolution by a written ballot, the Association shall be dissolved within sixty (60) days of the date of such vote.
- Section 2. Immediately after a vote favoring dissolution, the Executive Board shall proceed to settle any financial obligations pending against the Association and to dispose of all property held by the Association. Any funds remaining after all claims have been settled and all property disposed of shall be turned over to such non-profit, tax exempt charitable, scientific, or educational organizations as selected by the Executive Board.