



**CORPORATE BY-LAWS
of the
National Troopers Coalition, Inc.**

September 14, 2010

CONTENTS

ARTICLE I	NAME	3
ARTICLE II	PRINCIPAL OFFICE	3
ARTICLE III	PURPOSES and POWERS	3
ARTICLE IV	MEMBERSHIP	4
ARTICLE V	DUES	5
ARTICLE VI	PARLIAMENTARY AUTHORITY	6
ARTICLE VII	BOARD OF DIRECTORS	6
ARTICLE VIII	OFFICERS	9
ARTICLE IX	EXECUTIVE BOARD	10
ARTICLE X	COMMITTEES	12
ARTICLE XI	ELECTIONS	13
ARTICLE XII	REMOVAL of OFFICERS, MEMBER ORGANIZATIONS, DIRECTORS, and MEMBERS	16
ARTICLE XIII	FISCAL YEAR	18
ARTICLE XIV	INDEMNIFICATION	19
ARTICLE XV	POLITICAL ENDORSEMENTS	19
ARTICLE XVI	NTC PICNIC	19
ARTICLE XVII	EXECUTION of INSTRUMENTS	20
ARTICLE XVIII	AMENDMENT and REPEAL of BYLAWS	20
ARTICLE XIX	SEAL	20
ARTICLE XX	LIMITATIONS	20
ARTICLE XXI	DISSOLUTION	21

**ARTICLE I
NAME**

The name of the Corporation shall be National Troopers Coalition, Inc. hereinafter referred to as National Troopers Coalition, NTC, or Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in Albany, New York.

**ARTICLE III
PURPOSES AND POWERS**

The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation are those set forth in its Articles of Incorporation. In particular, the primary purposes of the Corporation are:

- A. A continuing effort to better police services to the public.
- B. To stimulate mutual cooperation between State Police Associations throughout the nation.
- C. To elevate the standards of policing throughout the United States and promote the professionalism of the State Police Officers.
- D. To assist member State Police Associations in achieving the best possible equipment, salaries, pensions, fringe benefits and working conditions.
- E. To provide a vehicle through which State Police Associations may disseminate factual data for the purpose of collective bargaining and legislative lobbying.

ARTICLE IV MEMBERSHIP

Section 1 Eligibility

State Police Associations and those persons therein who comprise the State Police Associations are eligible for membership within the NTC. The term "State Police Association" shall mean police unions, lodges, fraternal orders, police benevolent associations, and similarly designated organizations whose membership contains sworn officers who are members of their state's primary State Police Agency. These officers must have statewide jurisdiction. These agencies are traditionally called State Police, State Patrol, State Highway Patrol, and similar names. When different State Police Associations represent various groups within a state's primary State Police Agency, more than one State Police Association may be allowed from each state. This provision is intended to provide for situations where more than one State Police Association represents members of different ranks within the primary State Police Agency.

Section 2 Membership

State Police Associations must make application to the Board of Directors in writing detailing their status as their state's primary State Police Agency and detailing the membership within their Association. If the Board of Directors accepts the application by majority vote, the applicant State Police Association, and its members therein, will become members of the NTC. The State Police Association will then become known as a Member Organization of the NTC and its membership therein will be known as Members of the NTC.

Section 3 Voting Rights

Member Organizations represented within the National Troopers Coalition shall have the right to one (1) vote on the Board of Directors. Individual members within the Member Organizations shall have no voting authority within the Board of Directors of the Corporation unless they are the solely designated person determined by their Member Organizations as Director to cast a vote on matters before the Board of Directors or they are a currently elected Officer of the Corporation. Members shall have the right to one (1) vote on any matters put forth and presented to them by the Board of Directors. Only Member Organizations and Members in good standing may cast votes.

Section 4 Associate Membership

In recognition of the valuable contributions of the community at large, the NTC offers Associate Membership to individuals, organizations, corporations or other entities seeking to assist the National Troopers Coalition in the pursuit of its goals by a vote of the majority of the Board of Directors. Associate Members may be required to remit fees to the NTC as a stipulation of their Associate Membership status. These fees will be determined by the Executive Board.

Section 5 Honorary Membership

In order to recognize and reward the contributions made by the community at large, the NTC may present an Honorary Membership to individuals, organizations, corporations or other entities seeking to assist the National Troopers Coalition in the pursuit of its goals by a vote of the majority of the Board of Directors.

Section 6 Rights of Associate and Honorary Membership

Associate and Honorary Members shall receive all National Troopers Coalition newsletters and informational mailings. The National Troopers Coalition may develop additional membership privileges. Only Associate Members that have paid any dues requirements will be eligible for any rights of membership. Associate and Honorary Members shall not be eligible to vote or participate on any official National Troopers Coalition business.

Section 7 Withdrawal, Expulsion, or Suspension

Any Member Organization, who withdraws from, is suspended from, or who is expelled from the National Troopers Coalition shall lose all benefits, rights and privileges provided by the NTC and is not considered to be in good standing, as shall all of that Member Organization's members therein. The Board of Directors shall have the authority to expel or suspend Member Organizations and/or its members therein from the Corporation by a majority vote of three-quarters (¾) of the Board of Directors as per Article XII of this Title. The Executive Board shall have the authority, at its discretion, to expel or suspend Associate and Honorary Members.

ARTICLE V DUES

Dues of the Corporation shall be collected from all Member Organizations. These dues shall be collected on an annual basis and in advance of the upcoming calendar year for said upcoming calendar year. However, Member Organizations that pay their dues by the first meeting of the appropriate calendar year and abide by the other provisions of the By-Laws of the National Troopers Coalition shall be considered Member Organizations in good standing. Member Organizations that do not pay their dues by the first meeting of the appropriate calendar year shall not be considered members in good standing until said dues are paid in full.

If a Member Organization fails to pay dues as required and is not in good standing, that organization will not be provided with an elections ballot. However, the Elections Committee shall bring the ballot for said Member Organization to the semi-annual meeting. Upon receipt of membership dues, the Member Organization in question shall become a Member Organization in good standing and receive its ballot and that ballot shall be counted with the election results. .

As of fiscal year 2010, the annual dues structure for Member Organizations shall be as follows and based upon their internal sworn membership numbers:

- \$3.20 per sworn member up to 1,000 members.
- \$1.00 for every sworn member beyond 1000 members.
- Maximum dues amount of \$3,500.00 from any Member Organization.
- Every two years dues shall be increased \$0.10 per sworn member for the first 1000 members.

ARTICLE VI PARLIAMENTARY AUTHORITY

The parliamentary authority for all meetings of the Association shall be Roberts Rules of Order (Revised). Any interpretation or decision rendered by the Board of Directors in reference thereto shall be binding without recourse.

ARTICLE VII BOARD of DIRECTORS

Section 1 Powers of the Board of Directors

The affairs of the Corporation shall be managed, and its funds and properties shall be controlled by, the Board of Directors consisting of Directors and Officers elected from the Member Organizations' memberships. The powers of the Board of Directors shall include, but shall not be limited to, the following:

1. To admit, suspend or expel Members and Member Organizations;
2. To audit and supervise Corporation finances;
3. To set and collect dues from the Member Organizations;
4. To employ, set salaries for, and discharge employees of the Corporation;
5. To endorse political candidates;
6. To invest the Corporation's assets utilizing accepted accounting principles;

7. To control and manage all assets owned and operated by the Corporation;
8. To authorize and supervise all legal actions undertaken on behalf of the membership;
9. To administer all elections for offices within the Corporation; and
10. To maintain and update a dedicated website informing and communicating with the Corporation's membership.

No assignment, referral, or delegation of authority by the Board of Directors shall relieve the Board of any of its responsibilities nor limit any of the Board's powers.

Section 2 Composition

The Board of Directors shall be composed of one (1) representative Director from each Member Organization and an Executive Board of elected Officers of the Corporation. Members of the Board of Directors must be at least twenty-one (21) years of age. The Board of Directors shall be composed of persons concerned with developing and encouraging the programs and activities of the Corporation. They will also meet the criteria set forth in Article IV of these Bylaws. The Board of Directors shall consist of not less than ten (10) members nor more than fifty-five (55) members, the exact number thereof to be fixed by the Board of Directors from time to time.

Section 3 Meetings

1. **Regular Meetings:** The Board of Directors shall meet regularly, at such place and time as the Chairperson may designate, except that there shall be at least two (2) meetings during each calendar year.
2. **Annual Meeting:** The first regular meeting in each calendar year, as prescribed in paragraph one, shall be designated the annual meeting.
3. **Special Meetings:** Special meetings of the Board of Directors may be called by the Chairperson at any time. The Chairperson shall call a special meeting after receipt in person or by mail of a request for such a meeting signed by at least ten (10) members of the Board of Directors. Such a request shall specify the purpose(s) of that meeting.
4. **Notice of Meetings:** Notice of regular and special meetings of the Board of Directors containing the date, time and place of meetings shall be provided by mail to all members of the Board of Directors at least ten (10) business days preceding the meeting. Notice of a special meeting shall specify the purpose(s) for which the meeting is called. Notice of any change of date, time or place of meeting previously scheduled shall be given by mailing written notice of said change to all members of the Board of Directors at least five (5) business days prior.

5. **Quorum:** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. No action taken by the Board of Directors shall be binding on the Corporation unless a quorum is present.
6. **Absence:** Should any member of the Board of Directors absent him/herself unreasonably from three (3) consecutive meetings of the Board of Directors without sending a communication to the Chairperson stating his/her reason for so doing, or if his/her excuse is not accepted by the Board of Directors, his/her seat may be declared vacant by a simple majority vote. Once declared vacant, the seat shall remain vacant until the Member Organization is notified of the vacatur and requested to replace the Director, or the absent member of the Board of Directors has been contacted and given the opportunity to appeal this decision to the Board of Directors at the next meeting.

Section 4

Action by the Board of Directors

1. Each Member Organization Director of the Board of Directors shall be entitled to one (1) vote on each matter submitted to the Board for action thereon at a meeting of the Board. Executive Board members may not cast votes on matters submitted to the Board of Directors for action, except that the Chairman of the Corporation may cast one (1) vote in the event of a tie on a matter submitted to the Board for action thereon and voted upon.
2. Due to the Geographic nature of the Corporation, it is foreseeable that some Member Organizations may be unable to attend regular or special meetings. In cases such as these it is permissible for the absent Member Organization to transfer their vote by written proxy to another Member Organization as they should deem fit. The proxy receiving Member Organization shall be able to cast both their vote and the received vote as they should deem fit. The written proxy must be filed with the Recording Secretary prior to the meeting and any votes cast.
3. Any action required or permitted to be taken by the Board of Directors or by any committee of the Board of Directors may be taken without a meeting if a quorum is met by those members responding and the Board or the committee consent that the matter be acted upon without a meeting. Once all responding members of the Board or committee consent to action without a meeting the resolution before the Board or committee shall be voted upon. The resolution and consent thereto by all responding members of the Board or the committee shall be filed with the minutes of the proceedings of the Board or the committee.
4. Any one or more members of the Board or of any committee thereof may participate in a meeting of such Board or any committee by means of a telephone

or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.

5. Except as otherwise specifically provided in these By-Laws, the vote of the majority of the Directors present at the time a vote is taken, if a quorum is present at such time, shall be the act of the Board of Directors.

ARTICLE VIII OFFICERS

The Officers of the National Troopers Coalition Board of Directors shall consist of the following:

Chairperson The Chairperson shall coordinate and supervise the administration of the Corporation, appoint members and chairpersons of all committees of the Board of Directors, with the exception of the chairmen of the Finance and Election Committees, and discharge the responsibilities assigned by the Board of Directors and these By-Laws. The Chairperson shall execute legal documents on behalf of the Corporation and serve as Chairperson of the Board of Directors. The Chairperson or his designee shall act as the public liaison on behalf of the Corporation for all events, meetings, or public dissemination of information. The Chairperson will cast a vote to achieve a majority in the case of a tie vote of the Executive Board.

First Vice Chairperson It shall be the duty of the First Vice Chairperson to assist the Chairperson in the performance of his/her duties and to assume all such duties in the absence of that Chairperson.

Second Vice Chairperson It shall be the duty of the Second Vice Chairperson to assist the Chairperson in the performance of his/her duties and to assume all such duties in the absence of the Chairperson and First Vice Chairperson.

Recording Secretary The Recording Secretary shall attend the meetings of the Board of Directors, take or cause to be taken accurate minutes thereof, and distribute transcribed copies of the minutes to each member of the Board of Directors prior to the Corporation's next meeting. The Recording Secretary shall keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board of Directors, keep all records and minutes of meetings of the Corporation as required by law or otherwise in a proper and safe manner. He shall be the Chairman of the Elections Committee and keep and maintain Election Rules for the Corporation. He shall have such other duties and responsibilities as may be assigned by the Chairperson or the Board of Directors.

Corresponding Secretary The Corresponding Secretary shall give or cause to be given notice of all meetings of the Corporation in the manner provided by these By-Laws, respond to inquiries and draft all correspondence to be mailed on behalf of the Corporation, retain a file of

all correspondence sent to and responses sent by the Corporation, and such other duties and responsibilities as may be assigned by the Chairperson or Board of Directors.

Treasurer The Treasurer shall receive all monies, dues, funds and donations, and shall pay all bills pursuant to the procedures established by the Board of Directors. The Treasurer shall maintain and preserve the financial books, records and accounts of the Corporation. In the Treasurer's discretion, he may refuse to honor any claim against the Corporation until it has been reviewed by the Finance Committee. The Treasurer shall arrange for an independent audit at the end of each fiscal year. The Treasurer shall serve as Chairperson of the Finance Committee. He shall have the power to require all corporate officers and agents to submit upon request any and all reports and statements as may be required by him/her relative to all financial transactions of the Corporation that are necessary to permit the carrying out of the duties and obligations of Treasurer. He shall keep and maintain Treasurer's Rules regarding the record keeping and administration of the Corporation's finances. He shall discharge such other duties and responsibilities as may be assigned by the Chairperson or the Board of Directors.

Regional Coordinators It shall be the responsibility of Regional Coordinators to recruit non-member organizations within their regions, receive information from, and disseminate information to Member Organizations within their regions. To represent their regions on the Executive Board, and other responsibilities as may be assigned by the Chairperson or the Board of Directors.

Executive Director It shall be the duty of the immediate past chairperson to serve as Executive Director and advisor to the Executive Board and to perform such duties as assigned by the Chairperson and/or the Board of Directors. If the immediate past chairperson declines this position then the Executive Board may appoint an individual whom they deem fit. This position may be left vacant if so deemed by the Executive Board.

ARTICLE IX EXECUTIVE BOARD

Section 1 Duties and Powers

The Executive Board shall be authorized to manage and conduct the day to day affairs and business transactions of the National Troopers Coalition subject to any direction or mandate imposed by the Board of Directors. The Executive Board must conduct business in a manner consistent with the applicable legal statutes and regulations and these By-Laws. No authority granted to the Executive Board shall limit any authority of the Board of Directors.

The Chairman and the Treasurer may enter into contracts, incur liabilities or expend NTC funds on behalf of the NTC in the amounts not exceeding \$5,000 for the Chairman and \$2,500 for the Treasurer for each individual transaction. The Executive Board, collectively, upon majority

approval of the Executive Board, shall have the same financial authority as outlined above not to exceed \$15,000. Any transaction, contract, liability or expenditure of NTC funds exceeding \$15,000 shall have the prior approval of the majority of the Board of Directors.

Section 2

Composition

The Executive Board shall consist of the following elected Officers:

A Chairperson, First Vice Chairperson, Second Vice Chairperson, Recording Secretary, Corresponding Secretary, Treasurer, Executive Director, and Regional Coordinators from the west, south, north and east, together with such officers as may be designated by the Board of Directors. The Western Regional Coordinator shall be elected from and responsible for the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming. The Southern Regional Coordinator shall be elected from and responsible for the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia. The Northern Regional Coordinator shall be elected from and responsible for the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, Ohio, South Dakota, and Wisconsin. The Eastern Regional Coordinator shall be elected from and responsible for the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

Section 3

Executive Board Meetings

The Executive Board shall convene and meet immediately prior to each of the NTC regular general membership meetings. Additionally, the Executive Board, at the call of the Chairman, may convene and meet between regular meetings. If necessary, such meetings may be conducted by telephonic means, as long as a quorum of the Executive Board is actively involved and which a majority vote thereof approves any actions or initiatives. Notice of such meetings will be made known to the Board of Directors at the next regular general membership meeting.

Section 4

Voting Rights

Members of the Executive Board with the exception of the Chairman shall have one (1) vote to cast on any and all matters presented to the Executive Board for action thereon. The Chairman will have the ability to cast one (1) vote in cases where a vote of the Executive Board has resulted in a tie.

ARTICLE X COMMITTEES

Section 1 Committee Creation and Member Selection

The Chairperson of the Board of Directors has the authority to create committees in order to utilize Corporation resources to their maximum effectiveness. The Chairperson of the Board of Directors has the power to appoint and remove Members to committees created by the Board of Directors. Committees may be created and dissolved as the Chairperson of the Board of Directors deems fit, however two committees are required as per these By-Laws.

- 1. Finance Committee** The Chairperson of the Executive Board shall create a Finance Committee consisting of at least three (3) members of the Board of Directors to include the Treasurer, who shall serve as Chairperson of the Committee. The committee shall meet at the call of the Chairperson of the Executive Board or the Treasurer and a majority of the members of the Committee shall constitute a quorum. It shall be the duty of the Finance Committee to supervise all of the property and funds of the Corporation, direct the Treasurer to invest, reinvest, and sell, except as otherwise provided by law, all securities belonging to the Corporation; report at each regular meeting of the Board of Directors all financial transactions with which it has been concerned since the last regular meeting; submit at the annual meeting or at such other times as the Board of Directors may require a complete written report of the financial status of the Corporation; and provide for the annual audit of the Corporation's records and accounts.

- 2. Elections Committee** There shall be an Elections Committee which shall consist of not less than three (3) members of the Board of Directors including the recording Secretary who will act as Chairperson of the committee. It shall be the committee's responsibility to keep, maintain, and accept nominations for Officer positions on the Executive Board from members of the Board of Directors. It shall be the duty of the Elections Committee to administer elections of the Corporation pursuant to the Election Rules.

Section 2 Special Committee Provisions

- a. Except as otherwise provided in these By-Laws, the Chairperson of the Board of Directors shall appoint the members of all other committees and designate a Committee Chairperson.

- b. Minutes shall be kept of all committee meetings. Copies of the minutes shall be available to all members of the Committee, to all members of the Board of Directors and to the Executive Board.

- c. Except as otherwise provided, the internal rules of procedure or each committee of the Board of Directors shall be determined by a majority vote of the committee members.
- d. Should any member of any committee of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Committee without sending a communication to the Chairperson of the Committee stating his reason therefore, or if his excuse is not accepted by the members of the Committee, the Chairperson of the Committee shall notify the Chairperson of the Executive Board who may declare the seat to be vacant.
- e. The Chairperson of the Board of Directors may create additional committees, whether temporary or permanent, as may be deemed appropriate.

ARTICLE XI ELECTIONS

Section 1 Eligibility

Any individual who is a member of a Member Organization which is in good standing, and he or she is in good standing within said Member Organization shall be eligible to hold the position of Director or Officer. Eligible Members must be at least twenty-one (21) years of age. A person need not be a Director on the Board of Directors to be eligible for the position of Officer. The Board of Directors will have the exclusive authority to determine all eligibility questions under these By-Laws by a two-thirds majority vote, including the right to declare ineligible a sitting Director or Officer who is in violation of the above eligibility requirements.

Section 2 Election Rules

The Election Committee shall prescribe rules as may be necessary for the elections of all elected positions within the Corporation. These rules shall be maintained by the Chairperson of the Election Committee.

Section 3 Election Committee

The Recording Secretary of the Corporation shall serve as chairperson of the Election Committee. The Chairperson shall appoint all other members of the Election Committee which shall be responsible for the conduct of all elections held within the Corporation pursuant to the Election Rules adopted by the Board of Directors. The Election Committee shall act as tellers of the votes cast in all such elections. The chairperson of the Election Committee shall thereupon certify the candidate for each office who received a plurality or majority of the votes cast. The

Recording Secretary of the Corporation shall act in his capacity as chairperson of the Elections Committee at all times except when the Recording Secretary himself is running in an election. In this event, the Chairperson, with the approval of the Executive Board, shall appoint a temporary committee chairperson for the Election Committee.

Section 4 Terms

The terms of all Director positions within the Corporation shall be one (1) year and continually renew as long as the Member Organization remains in good standing, unless specifically provided for herein. The terms of all elected Officer positions within the Corporation shall be two (2) years unless specifically provided for herein. At no time can any member hold more than one office unless specifically provided for herein.

Section 5 Director Elections

If a Member Organization is granted admission into the National Troopers Coalition by a majority vote of the Board of Directors pursuant to Article IV Section 2 then the Member Organization is authorized to place one (1) representative who is in good standing within their organization to act on their behalf as Director on the Board of Directors. This Director shall be considered elected by the Board of Directors.

Section 6 Officer Elections

The Chairperson, Vice Chairpersons, Secretaries and Treasurer of the Corporation shall be elected by a plurality vote of Member Organizations Directors. The Regional Coordinators shall be elected by a plurality vote from and by the Member Organizations Directors in that region. Elections shall be for two (2) year terms by secret ballot at or prior to the annual meeting of the Board of Directors. Immediately after their election, those elected shall assume the duties of their office.

Nominations for Officer positions shall close on December 10th of each year. Within thirty (30) days thereafter, the Election Committee shall prepare or cause to be prepared a ballot containing the names of all persons nominated for each Executive Board position to be filled and distribute only one (1) ballot to each Member Organization, unless this voting privilege has been restricted pursuant to the provisions of Article V of these By-Laws. The envelope sent to Member Organizations by the Elections Committee shall be by certified mail, return receipt requested, and contain a ballot with a stamped, addressed envelope by which the Member Organization can return the ballot to the Elections Committee. The ballots shall be returned to the Elections Committee no later than the annual meeting and shall be counted and certified at that meeting. In the event of a tie vote for any elected Executive Board position, the Elections Committee shall cause a subsequent election, or subsequent elections, to be held until the tie is broken.

A vacancy in any elective office shall be filled by the Board of Directors at its next regular meeting or a special meeting convened for that purpose. All members of the Executive Board shall be elected for two (2) year terms. The Chairperson, Secretaries, and Coordinators from the east and west regions will be elected in the odd number years and the Vice Chairpersons, Treasurer and Coordinators from the south and north regions will be elected in the even numbered years.

The Executive Director is an appointed position whereas the immediate past chairman is selected to fill its seat. If the immediate past chairman declines this position then the Executive Board may appoint an individual whom they deem fit.

Section 7 Early Vacancy

In the event that an Officer vacates his/her position prior to the fulfillment of their elected term, such vacancy shall be filled by a plurality vote of the Board of Directors, except that the Regional Coordinators shall be elected by a plurality vote from and by the Member Organization's Directors from that region. Individuals so elected shall serve the remainder of the vacated term.

Section 8 Resignation

Any Officer may resign at any time by presenting written notice of resignation to the Chairperson. Such resignation shall take effect upon receipt thereof by the Chairperson.

Section 9 Loss of Good Standing Status

In the event an individual shall lose his good standing within his own Member Organization then his good standing is deemed forfeited within the NTC as well. If this individual is holding a position of Officer at that time then his position must be vacated and filled according to Section 7 of this Article.

Section 10 Officer Position Change

No individual can occupy more than one (1) Officer position simultaneously. In the instance when an Executive Board member is elected to another Executive Board office while simultaneously holding a different office, he shall immediately resign his previous position. Within the same meeting after the election, a special election shall be held and a replacement shall be elected as provided for in Section 7 of this Article.

ARTICLE XII
REMOVAL of OFFICERS,
MEMBER ORGANIZATIONS, DIRECTORS, and MEMBERS

Section 1
Member Responsibilities

It shall be the duty and responsibility of each Member and Member Organization of the NTC (a) to uphold the principles of the NTC and to be loyal to it; (b) to refrain from any action, either by word, deed or conduct, which would tend to discredit the NTC or be prejudicial to its best interests; and (c) to abide by the provisions of any actions approved by a majority of the Board of Directors.

Section 2
Investigations/Hearings

The Chairman shall, on each occasion, appoint a committee to investigate matters of Member, Director, Member Organization, or Officer Misconduct. This shall also be known as “for cause”. This committee will then submit its findings or written charges to the Board of Directors for action or disposition. If written charges have been presented to the Board of Directors for action or disposition thereon, the Board must first decide, by majority vote, whether to move forward with the prosecution of the charges or to dispose of the charges. If prosecution of the written charges is opted by the Board of Directors, the written charges must be personally served on the accused, or sent via courier with verifiable documentation of receipt by the accused. Prosecution of the charges shall be conducted in a hearing in order to present evidence supporting the charges and afford the accused the opportunity to be heard in their own defense.

The protocol for a hearing of this nature shall be as follows:

- a. An impartial hearing officer who is licensed to practice law in the State of New York may be selected to preside over the hearing; otherwise a member of the Board of Directors shall be selected by the Chairman to preside over the hearing.
- b. The Board of Directors shall assume the role of jury to determine the facts.
- c. One member of the Board of Directors or the General Counsel of the Corporation shall be selected by the Chairman to present all evidence against the accused. This member will not participate with the Board of Directors in determining the facts.
- d. The hearing shall be conducted in a professional decorum and under procedures established by Robert’s Rules of Order (Revised) Article XIII Section 75.
- e. The accused shall be allowed the use of counsel of his choosing if he wishes to provide such.
- f. After all evidence has been submitted and if the charges have been substantiated by a preponderance of the evidence, the Board of Directors will determine what penalties, if applicable, shall be rendered.
- g. Any Member of the Corporation may be suspended or expelled by the vote of two-thirds (2/3) of the members of the Board of Directors hearing the charges for conduct deemed to be prejudicial to the best interests of the Corporation.

- h. Any Director, Member Organization, or Officer of the Corporation may be suspended or expelled by a vote of two-thirds (2/3) of the Board of Directors hearing the charges for conduct deemed to be prejudicial to the best interests of the Corporation.

Section 3

Recall and Removal of Officers

Any Officer who is elected from the Board of Directors may be removed for cause by a vote of two-thirds (2/3) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Upon the request by at least fifty percent (50%) of the Directors of the Corporation, the Board of Directors may schedule a recall vote for an Officer. Such vote will be conducted by the Election Committee only upon petition, presented to the Board at a regularly scheduled Board of Directors meeting, containing the signatures of at least fifty percent (50%) of the Directors of the Corporation, with such signatures having been signed and dated within thirty (30) days of the Board meeting. Only one such recall election may take place in a 12-month period per elected position, following a recall or general election.

An Officer may be removed without cause by a vote of three quarters (3/4) of the Directors of the Corporation.

Any Officer whose Member Organization is deemed not in good standing shall immediately vacate his position as Officer on the Board of Directors.

Any Officer who fails to keep himself in good standing within his own Member Organization shall immediately vacate his position as Officer on the Board of Directors.

Any Regional Coordinator may be removed without cause by a vote of three quarters (3/4) of the Board of Director Members of said Region who are in attendance at a regular meeting or a special meeting as long as a quorum is present.

Section 5

Removal of Member Organizations

Any Member Organization who has been admitted to the Corporation may be removed for cause by a vote of three-quarters (3/4) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Any Member Organization that has failed to keep itself in good standing may be removed by a vote of three-quarters (3/4) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Section 6
Removal of Directors

Any Director designated by his Member Organization may be removed for cause by a vote of two-thirds (2/3) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Any Director designated by his Member Organization may be removed without cause by a vote of three-quarters (3/4) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Any Director designated by his Member Organization who fails to keep himself in good standing within his own Member Organization shall immediately vacate his position as Director on the Board of Directors.

The removal of a Director does not preclude the Member Organization from selecting another Director of their choosing to replace the removed Director as provided for in Article XI Section 5.

Section 7
Removal of Members

Any Member of the NTC who is a member of a Member Organization may be removed for cause by a vote of two-thirds (2/3) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Any Member of the NTC who is a member of a Member Organization may be removed without cause by a vote of three-quarters (3/4) of the Board of Directors who are in attendance at a regular meeting or a special meeting called for that purpose as long as a quorum is present.

Any Member of the NTC who is a member of a Member Organization and who fails to keep himself in good standing within his own Member Organization shall cease to be a Member of the NTC.

ARTICLE XIII
FISCAL YEAR

The fiscal year shall begin on January 1st and end on December 31st of each year.

ARTICLE XIV INDEMNIFICATION

Members of the Board of Directors dedicate their time and talent to the service of the Corporation without material recompense. In consideration of this fact, so far as it is permitted under the laws of the State of New York, the individual members of the Board of Directors shall be indemnified and held harmless against all costs and expenses actually and personally incurred by or imposed on them in connection with the defense of any action, suit, proceeding or any other matter having to do with their acts and conduct as a member of the Board of Directors of the Corporation, if those acts are approved by the Board of Directors.

ARTICLE XV POLITICAL ENDORSEMENTS

The National Troopers Coalition may make endorsements of political candidates and political appointments, or take a position on political issues, by a two-thirds (2/3) majority vote of member organizations in attendance at any regularly scheduled or special meeting or by a telephone or ballot vote between meetings. If the vote is conducted by telephone or ballot, all Member Organizations will be given a reasonable opportunity to cast a vote. There shall be no sanctions against a Member Organization that publicly rejects such positions or endorsements in their respective jurisdictions.

ARTICLE XVI NTC PICNIC

The NTC shall have annual picnic(s) which will be hosted by the various Member Organizations within the NTC. These picnics are for the purpose of promoting the comradery and fraternal spirit among the Members of the NTC, as well as offering a vehicle for Members to network with Members from other states and regions.

Upon agreement by a Member Organization to host an NTC Picnic, the host Member Organization shall pay to the NTC a ten percent (10%) surcharge of the ticket sales of the event.

The NTC encourages Member Organizations from the various regions to participate in hosting picnics in order to promote the National Troopers Coalition among its members.

**ARTICLE XVII
EXECUTION OF INSTRUMENTS**

All corporate instruments and documents shall be signed and, where required, countersigned, verified, and/or acknowledged by the Chairperson and/or Treasurer and, where required, attested by another member of the Executive Board.

**ARTICLE XVIII
AMENDMENT AND REPEAL OF BY-LAWS**

These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors. Those members of the Board of Directors unable to attend a regular meeting may communicate their vote on the issue to the Chairperson, prior to the meeting, in writing and signed by the Director or his/her designee. Such absentee votes will be recorded in the official minutes of the meeting and identified by Member Organization. Any member not in attendance or not sending a written vote to the Chairperson shall be recorded as an abstention.

The authority to interpret and construe these By-Laws shall be vested in the Board of Directors.

**ARTICLE XIX
SEAL**

The seal of the Corporation shall consist of a flat-faced circular die with the following words cut or engraved around the perimeter: National Troopers Coalition, Inc. and the words Incorporated 1980 in the center thereof.

**ARTICLE XX
LIMITATIONS**

The Corporation is not formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation is distributable to, or inures to the benefit of, its Board of Directors or Officers, except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York.

The Corporation shall pursue its purposes as stated herein principally in the area bounded by the territorial limits of the United States of America.

ARTICLE XXI DISSOLUTION

In the event of dissolution of the Corporation, the residual assets shall be turned over to an organization which itself is exempt under Section 501 of the Internal Revenue Code, and whose goals are compatible with those of the Corporation. None of the assets shall be distributed to the benefit of any private individual.