

RETIRED DETROIT POLICE & FIRE FIGHTERS ASSOCIATION

RESTATED BYLAWS

RETIRED DETROIT POLICE & FIRE FIGHTERS ASSOCIATION

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**RESTATED BYLAWS
OF THE
RETIRED DETROIT POLICE & FIRE FIGHTERS ASSOCIATION**

PREFACE

The name of this Corporation is the RETIRED DETROIT POLICE AND FIRE FIGHTERS ASSOCIATION (the "Association"). Membership in the Association shall consist of all retired persons of both the Detroit Police Department and the Detroit Fire Department who wish to join, and the widows and widowers of deceased Detroit police officers and fire fighters who wish to join as Associate Members. Also, certain others may join as Honorary Members, as further provided in the Bylaws.

The Restated Bylaws of the RETIRED DETROIT POLICE AND FIRE FIGHTERS ASSOCIATION which are set forth below, were recommended by the officers and Directors of the Association and approved by a majority vote of the Active Members present at the meeting effective September 4, 2008.

These Restated Bylaws consolidate into one document designated as the "Restated Bylaws," both the Constitution of the Association and its Bylaws, as amended by all previous amendments to such documents dated February 6, 1958, October 8, 1977, November 2, 1978, December 6, 1979, February 7, 1980, April 1, 1984, June 5, 1986, June 6, 1991, December 1, 1994, January 1, 1999, February 1, 2005 and June 17, 2008. With this restatement, the Constitution as in effect prior to September 4, 2008, shall cease to be applicable to the Association.

These Restated Bylaws, which incorporate the Constitution, were amended and restated under the direction of the Association officers and Board of Directors.

OFFICERS

President	Donald Taylor
Vice President	Gregory Trozak
Secretary/Treasurer	Kenneth Gidner, Jr.
Sergeant at Arms	John Bardel
Sergeant at Arms	Walter Moore
Association Trustee	Allan Grant
Association Trustee	John Barr
Association Trustee	Richard Alkema
Insurance Trustee	Albert Dinkins
Insurance Trustee	Henry Sacha
Insurance Trustee	Gerald Hannenberg
Insurance Trustee	Ronald Siedlik
Insurance Trustee	Kenneth Woodruff

BOARD OF DIRECTORS

Chairman.....	Donald Taylor
*Vice Chairman	Elected by Board Members
Richard Alkema	Emmett Kearney
John Barr	Richard Lancaster
Dominic Catanzaro	Max Lemaux
John Devoy	Paul Mitchell
Gordon Jackson	Thomas Suchora
Kenneth Gidner	Gregory Trozak
Allan Grant	

**RESTATED BYLAWS OF THE
RETIRED DETROIT POLICE AND FIRE FIGHTERS ASSOCIATION**

ARTICLE I – NAME

This organization shall be known as the RETIRED DETROIT POLICE AND FIRE FIGHTERS ASSOCIATION.

ARTICLE II – OBJECTIVE

The purposes of the Association shall be:

Section 1. To provide the Members with information concerning the status of Pensions, Hospitalization and Insurances and to keep the Members informed on all matters relative to the best interests of the Association and its Members.

Section 2. To promote a spirit of good fellowship and a closer personal relationship among Members and their families.

The Association is organized and shall be operated exclusively for the purposes set forth in Section 501(c)(4) of the Internal Revenue Code.

ARTICLE III – MEMBERS

Section 1. Members. The number, qualifications, powers, rights, terms of office, and designations of the Members of the Association shall be as set forth in this Article III.

Section 2. Qualifications. Members of this Association shall consist of three distinct classifications:

A. **Active Member.** Any Police Officer or Fire Fighter who has officially retired from the Detroit Police Department or the Detroit Fire Department shall be eligible to make application as an Active Member. Applications shall be presented at a General Membership Meeting to those Active Members in attendance and will require a majority vote of those Active Members present for acceptance.

B. **Life Member.** Any dues paying Active Member who attains the age of ninety (90) shall be considered a Life Member.

C. **Associate Member.** There shall be three forms of Associate Members, as follows:

(1) **Honorary.** Any person of good repute and character who is not eligible to be an Active Member shall be eligible to be an Honorary Associate Member.

(2) **Spouse of Deceased Member.** Any spouse of a deceased member of the Detroit Police Department or the Detroit Fire Department shall be eligible to be an Associate Member with Life Member status at age (90) ninety.

(3) **20 Year Member.** Any active member of the Detroit Police Department or the Detroit Fire Department who has attained twenty (20) years of creditable service or attained eligibility for retirement shall be eligible to be an Associate Member.

A request to be an Associate Member shall be submitted to the Board of Directors for consideration and its approval. If approved by the Board of Directors, the request shall be presented at the next General Membership Meeting for approval by the majority vote of those Active Members then present.

Associate Members shall be entitled to attend General Membership Meetings and Special Meetings, but shall not have a vote or be permitted to make motions or nominations. An Associate Member may be permitted to speak from the floor.

Section 3. Membership Meetings. There shall be two (2) types of meetings of Members: General Membership Meetings and Special Meetings:

A. **General Membership Meetings.** The General Membership Meeting shall be a regular monthly membership meeting held at such appointed place and time as may be directed by the Board of Directors.

B. **Special Meetings.** A Special Meeting may be called by the Board of Directors at such appointed place and time as may be directed by the Board of Directors. The President shall also have the authority to order a Special Meeting upon the written and signed petition of twenty one (21) Active Members.

Any request for a Special Meeting shall state the purpose or purposes of the proposed meeting. No business shall be transacted at a Special Meeting other than that for which the meeting was ordered.

Section 4. Quorum. At the General Membership Meeting and at any Special Meeting, one hundred (100) Active Members shall constitute a quorum.

Section 5. Order of Business. At all General Membership Meetings the order of business shall be:

- A. Call the meeting to order
- B. Pledge of Allegiance
- C. Roll call of officers
- D. Roll call of Deceased Members
- E. Reading of the minutes of the Preceding Meeting (The reading of the minutes of the preceding meeting may be waived provided there is a motion, duly seconded from the floor to this effect, voted on and passed by a majority of those Active Members present at the General Membership Meeting, and that copies of the minutes

have been prepared and placed on tables so that they are available to all Members present for their perusal.)

- F. Reports of Financial officers
- G. Reading of Communications
- H. Report of Various Committees
- I. Applications for new Membership and Voting
- J. Unfinished business
- K. New business
- L. For the Good of the Association
- M. Adjournment

Section 6. Notice of Meetings. Written notice of the time, place and purposes of each General Membership Meeting and each Special Meeting of the Members shall be given to each Member of record not less than ten (10) nor more than sixty (60) days before the Meeting either personally, by mail or by notice being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or on behalf of the Association. No notice of an adjourned meeting need be given if the time and place to which the Meeting is adjourned are announced at the Meeting and at the adjourned Meeting only such business is transacted as might have been transacted at the original Meeting, unless the Board of Directors fixes a new record date for the adjourned meeting. Meetings may be held without notice if all Members are present in person or if those not present submit a signed waiver, either before or after the holding thereof.

The Members present in person at such meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the majority of Members so present may adjourn the meeting from time to time.

Section 7. Conduct of Meetings. Meetings of the Members shall be presided over by a Chairman of the meeting who shall be the President of the Association or, if the President is not present, by the Vice President or, if the Vice President is not present or there is no such officer, by a Chairman to be chosen at the Meeting. The Secretary/Treasurer of the Association or, in his absence, a person chosen at the Meeting shall act as Secretary of the meeting.

Section 8. Voting. Each Active Member present at any General Membership Meeting or Special Meeting may vote on any motion. Each Active Member present and entitled to vote at any meeting of Members shall have the right to cast one vote. An Active Member may not vote by proxy. At any election of officers, the entire number of officers to be elected shall be voted on at one and the same time and not separately.

Section 9. Dues. The annual dues for each class of all Members shall be as recommended by the Board of Directors and approved by a majority vote of the Active Members present at any General Membership Meeting. Dues may be changed upon recommendation of the Board of Directors and a majority vote of the Active Members present at any General Membership Meeting. Dues shall become due and payable on

January 1st of each year and shall be paid in full to the Secretary/Treasurer. If a Member fails to pay the dues by April 1st of the current year, the Member shall be advised that he or she is delinquent in dues. If the dues of the Member are not made current by April 30th of the current year, then the Member shall be dropped from the rolls of the Association and suffer the loss of all services offered by the Association. Delinquent members seeking reinstatement are liable for the current years' annual dues.

ARTICLE IV – OFFICERS

Section 1. Officers. The elected officers of the Association shall be: President, Vice-President and Secretary/Treasurer.

Other elected or appointed positions within the Association are: two (2) Sergeants at Arms, three (3) Association Trustees, up to six (6) appointed Directors and six (6) Insurance Trustees of the Detroit Police Benefit and Protective Association.

Only an “Active Member,” as defined in Article III, shall be eligible to serve as an elected officer of the Association.

Section 2. Election of Officers.

A. **Nomination and Election Committee.** The President shall appoint a Chairman of the Nomination and Election Committee.

The President shall also select the remaining members of the Committee, with the approval of the Board of Directors. The Committee will conduct the nominations and elections of officers.

B. **Nomination of Candidates for Offices.** During the month of December the Nominating and Election Committee shall compile a slate of candidates for the various offices of the Association, other than the office of Insurance Trustee. The candidates for office recommended by the Committee will be presented to the Board of Directors for their approval.

At the January General Membership Meeting of any year in which an officer's term expires, the Committee shall present the slate of recommended candidates to the Members. The Committee shall also request additional nominations from the floor, taking each office individually and calling for nominations for each office at least three (3) times.

NOTE: To be nominated does not require a second, or a vote of the Members. However, the nomination must be made by an Active Member and accepted by the Active Member nominee. This nominating procedure shall be repeated at the February General Membership Meeting.

Election of officers will be held during the March General Membership Meeting. When balloting is completed the Committee shall examine and tally all votes cast by Active

Members. During the ballot count, challengers will be allowed, if requested by the nominees. The Committee will announce the election results before adjournment of the March General Membership Meeting.

If only one (1) candidate exists for a particular office, the Committee shall cast a vote on behalf of the Active Members and declare that person(s) elected to office. No balloting for that office will be necessary.

When necessary, ballots and ballot boxes will have been prepared by the Secretary/Treasurer. All ballots cast will be turned over to the Secretary/Treasurer for safekeeping until after the installation of officers. Candidates elected to office shall assume the duties and responsibilities of their office on the May 1st immediately following their election.

Section 3. Term of Office. The term of office for all elected positions shall be for a period of three (3) years (two (2) years for persons elected prior to May 1, 2009).

Section 4. Attendance. It is the responsibility of each duly elected officer to attend all General Membership Meetings. In the event any officer fails to attend three (3) consecutive General Membership Meetings, the officer may be removed from his office, except when said officer has a sufficient reason for his absence.

Section 5. Removal. Any elected officer may be removed from office for cause by a resolution presented and passed by a two-thirds (2/3) majority vote of the Board of Directors and by a majority vote of the Active Members present at any General Membership Meeting.

Section 6. Vacancies. In the event a vacancy should occur in any elective office by reason of removal, resignation or inability to serve, a replacement for said office shall be appointed by the President. The replacement, appointed by the President, shall serve in that capacity until the expiration of the term of the person he replaced. If a vacancy occurs in the office of Vice President, said appointment will be made by the President with the approval of the Board of Directors.

Section 7. Detroit Police Benefit and Protective Association Insurance Trustees.

A. **Election.** A candidate for the office of Detroit Police Benefit and Protective Association Trustee (an "Insurance Trustee") must be a member of that Association and a member in good standing of this Association.

At the October General Membership Meeting, nominations shall be taken from the floor for the office of Insurance Trustee. This nominating procedure shall be repeated at the November General Membership Meeting.

The election for the office of Insurance Trustee shall be held at the December General Membership Meeting. Only Active Members who are also members of the Detroit Police Benefit and Protective Association are eligible to vote in this election.

The Elected Trustees shall take office as Insurance Trustees at the Detroit Police Benefit and Protection Association in January of the following year.

B. **Term of Office.** An Insurance Trustee, when elected, shall serve in that capacity for a period of three (3) years.

Section 8. Duties of Officers. The officers shall have the following duties:

A. **The President.** The President shall:

- Preside over the General Membership Meetings, Special Meetings and the Board of Directors meetings, to see that such meetings are conducted in accordance with these By-laws and to maintain order.
- Sign all papers or checks requiring the President's signature.
- Appoint all committees (with the approval of the Board of Directors where required by these Bylaws.)
- Appoint up to six (6) Active Members of the Association to the Board of Directors.
- Fill all elected vacancies within 90 days of the vacancy occurring.
- Order reports from financial officers and cause an annual audit of the Association.
- Cause warrants to be drawn on the Secretary/Treasurer when ordered by the Association.
- Be responsible for maintaining the office, and office building, office equipment, furniture and all records of the Association.
- Notify officers or Members of their removal, suspension or expulsion.
- Handle the correspondence of the Association as prescribed by the Board of Directors.
- Represent the Association at all hearings, court actions or any other event as directed by the Board of Directors.

B. **Vice-President.** The Vice President shall:

- Be first in line of succession.
- Assist with the operation of the office of the Association and, in the absence of the President, assume the duties of the President.

- Be responsible for researching and updating the Board of Directors and the Members regarding local, state and federal ordinances, laws and bills that may affect the Members.
- Perform any other duties, as directed by the President or Board of Directors.

C. **Secretary/Treasurer.** The Secretary/Treasurer shall:

- Be third in line of succession.
- Keep a correct record of all names and addresses of all Association Members.
- Collect all dues and other monies payable to the Association and keep an accurate accounting of same.
- Deposit monies in the accounts of the Association and retain copies of the deposit slips.
- Keep a correct account of these deposits to the Association checking and saving accounts.
- Work in cooperation with the Association Trustees relative to the investment of the Association finances and maintain a record thereof.
- Take and maintain records / minutes of meetings of the Association.
- Notify all applicants of their election to Membership or rejection.
- Handle the correspondence of the Association as prescribed by the President and the Board of Directors.
- Maintain and /or update the Association Web-site and E-mail list.
- Upon leaving office, turn over to the Association's Board of Directors, or to the successor Secretary/Treasurer, as appropriate, all books, papers, records and other properties belonging to the Association.
- Make a final report, within one week after leaving office, and at any other time when ordered to do so by the President.

D. **Sergeant at Arms.** The Sergeant at Arms shall:

- Preserve order at all General Membership Meetings and Special Meetings and perform such other duties as may be prescribed by the President or the Board of Directors.

- Take a position at the door at General Membership Meetings and Special Meetings, and enter the names of each Member attending in a book provided for that purpose.

E. **Association Trustees.** The Association Trustees shall:

- Be the custodians of all the financial assets belonging to the Association.
- Invest the funds of the Association as directed by the Board of Directors. All investments shall be made in the name of the Retired Detroit Police and Fire Fighters Association and shall be recorded by the Secretary/Treasurer before being placed in the safety deposit box, rented and paid for by the Association.
- Perform such other duties as directed by the Board of Directors.
- Audit all bills payable by the Association.
- Examine the books and vouchers of the Secretary/Treasurer annually and make a complete report to the Members.

F. **Insurance Trustees of the Detroit Police Benefit and Protective Association.** The six (6) Insurance Trustees of the Detroit Police Benefit and Protective Association shall:

- Attend all meetings of said Association for the purpose of better understanding the responsibilities and obligations of safeguarding the fund established by the Association.
- Make such reports to the Association as the Insurance Trustees may deem appropriate.

Section 9. Installation. Installation ceremonies for incoming officers shall be as determined and authorized by the President. It shall be the duty of the outgoing President to appoint a person to act in the capacity of "Installing Officer".

ARTICLE V – BOARD OF DIRECTORS

Section 1. Members of Board. The Board of Directors shall normally meet monthly and consist of the following:

A. **Elected Members.** By virtue of their elected offices, the President who shall serve as Chairperson, the Vice-President, the Secretary/Treasurer, the Two (2) Sergeant at Arms and the three (3) Association Trustees shall be the elected Members of the Board of Directors.

B. **Appointed Members.** Up to six (6) Active Members (prior to June 17, 2008, ten (10) Active Members) shall be appointed as members of the Board of

Directors by the President; provided, however, that the reduction from ten (10) to six (6) appointed Members of the Board of Directors shall be phased in as appointed Members either resign or are removed from office.

The Board of Directors shall have the authority to overturn the President by two-thirds (2/3) vote on appointments.

C. **Past Presidents.** Past Presidents, in good standing, may serve as contributory non-voting members of the Board of Directors.

Section 2. Quorum. At a Board of Directors meeting, a majority of the members of the Board of Directors shall constitute a quorum.

Section 3. Duties. The Board of Directors is empowered to:

A. Manage the business and affairs of the Association and act within the guidelines and conditions set forth in the Articles of Incorporation and Bylaws of this Association.

B. Direct various Committees and the Association Trustees to submit monthly and/or other periodic reports.

C. Investigate and review all proposals and business transactions directed to them by the Association and report their findings to the Members.

D. Be empowered to spend a sum not to exceed fifteen thousand (\$15,000.00) dollars per transaction, without prior authorization by the Active Members, any such expenditures to be reported at the next General Membership Meeting.

E. Authorize sufficient insurance coverage in the best interests of the Association, such coverage to include business, property, employee dishonesty, and liability coverage on both the Association and individual officers, Directors and Association Trustees.

Section 4. Resignation or Removal. A member of the Board of Directors may resign by written notice to the Association. An elected member of the Board of Directors may be removed from office for cause by a resolution presented and passed by a two-thirds (2/3) majority vote of the Board of Directors and by a majority vote of the Active Members present at any General Membership Meeting.

An appointed Member of the Board of Directors may be removed by action of the President or by resolution presented and passed by a two-thirds (2/3) majority vote of the remaining members of the Board of Directors.

ARTICLE VI – EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President and Secretary/Treasurer. The Executive Committee, during

the intervals between the meetings of the Board of Directors and subject to such limitations as may be required by law or imposed by resolution of the Board of Directors, may have and may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Association, except that such Executive Committee shall not have power or authority to:

- A. Overturn the President on the appointment and/or removal of Board Members;
- B. Recommend to the Members a dissolution of the Corporation or a revocation of a dissolution;
- C. Amend the Articles of Incorporation; or
- D. Amend the Bylaws of the Corporation.

Section 2. Standing Committees. The President shall appoint all Standing Committees not provided for in these Bylaws. The President shall announce the name of the Chairman and the Active Members appointed to such Committees at the first General Membership Meeting following the appointment of such persons.

Section 3. Special Committees. The President shall have the authority to appoint any other Special Committees which the President deems advisable.

ARTICLE VII – APPROPRIATIONS

Appropriations of money may be made at any General Membership Meeting by a majority vote of those Active Members present and will not exceed three hundred (\$300.00) dollars.

ARTICLE VIII – FINANCIAL STRUCTURE

The Secretary/Treasurer of the Retired Detroit Police and Fire Fighters Association shall maintain a checking account in a recognized commercial bank. All monies received by this Association shall be deposited into this account unless otherwise designated for a specific purpose by the Board of Directors (e.g., the Political Action Committee Fund.)

The Political Action Committee Chairman shall maintain a checking account in a recognized bank and all monies designated to this fund shall be deposited therein. The P.A.C. Chairman shall keep accurate and auditable records of all monies received which will be disbursed at the direction of the Board of Directors.

Association checks, must bear the signatures of any two (2) of the following: President or Vice-President or Secretary/Treasurer to be negotiable. P.A.C. checks must bear the signature of any one of the following: P.A.C. Chairman or any member of the Executive Committee.

The officers and Directors of the Association shall receive an honorarium approved by the Active Members.

The Secretary/Treasurer shall maintain a petty cash fund in the amount of \$200.00 from Association funds for incidental expenses incurred. An auditable record of the petty cash fund shall be maintained by the Secretary/Treasurer.

The President, Vice-President, Secretary/Treasurer and all employees of this Association shall be bonded for the minimum amount of \$25,000.00, said bond to be paid for by the Association.

ARTICLE IX – INDEMNIFICATION

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any Director, officer or Trustee of the Association (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, Trustee, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, Trustee, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees (which expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association or its Members and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director, officer or Trustee of the Association and, to the extent provided in a resolution of the Board of Directors or in any contract, between the Association and such person, may continue as to a person who has ceased to be an employee or agent of the Association. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, Trustee, employee or agent of the Association shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X – MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of May of each year and end on the 30th day of April following.

Section 2. Notices. Except as provided in Article III, Section 6, any notice or communication required or permitted to be given by mail, except as required by law, may be mailed by registered, certified or other first class mail to the person to whom it is directed at the address designated by the person for that purpose or, if none is

designated, at the last known address of the person. Any notice or communication given to a Member shall be directed to the Member's address as it appears on the books of the Association unless the Member shall have filed with the Secretary/Treasurer a written request that notices be mailed to some other address, in which case it may be mailed to the address designated in such request. Any notice or communication given to the Association or the Board of Directors shall be directed to the resident agent of the Association at the registered office of the Association. The notice or communication shall be deemed to have been given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service.

ARTICLE XI – AMENDMENT

The Articles of Incorporation and Bylaws of the Association may be amended in the following manner: Any Member, or group of Members, may file with the Secretary/Treasurer, such proposed amendments, in writing and signed, as they deem advisable.

The Secretary/Treasurer shall submit such proposed amendment, or amendments, to the Board of Directors for a thorough study. A report, with a recommendation by the Board of Directors, either for or against adoption, shall be made to the Active Members not later than the second General Membership Meeting following the date the proposed amendment is filed with the Secretary/Treasurer.

The proposed amendment, or amendments, in original form, must be read at the General Membership Meeting of the Association.

A majority vote of the Active Members present shall be required for the adoption of any proposed amendment.

ARTICLE XII – INTERPRETATION

Any procedural matter not provided for in the Articles of Incorporation or these Bylaws, or provided under the laws of the State of Michigan shall be governed by Robert's Rules of Order.

ARTICLE XIII – PENALTY

Any member found guilty of violating any of the conditions imposed by the Articles of Incorporation or the Bylaws of the Association or of being willfully persistent in disturbing the peaceful and harmonious workings of the Association shall be suspended, or expelled, as the Board of Directors deem necessary.

CERTIFICATION

I, Donald Taylor, President of the Retired Detroit Police and Fire Fighters Association of Detroit, Michigan do hereby certify that the foregoing is a true and correct copy of the Bylaws as amended and accepted by a majority of a quorum of Active Members as of _____, 2008.

Donald Taylor, President