

CONSTITUTION AND BYLAWS

ARTICLE I: NAME

This organization shall be known as Ohio Association of Public Safety Directors ("OAPSD").

ARTICLE II: PURPOSES

Section 1. The purpose of this organization shall be to provide an opportunity for Public Safety Officers to meet as a separate group for the discussion of municipal problems generally or the special problems, responsibilities and experiences of public safety officers as a special class of officials and to promote the general welfare of the cities and villages of this State by appropriate means, including but not limited to the following:

- a) the maintenance of a central bureau of information and research for collection, analysis and dissemination of information dealing with public safety;
- b) the fostering of conferences of safety officials, schools and short courses for the discussion and study of public safety problems and techniques involved in their solution; the rendering of such special and general services as may be deemed advisable; the publication and circulation of an official newsletter and such bulletins and reports on public safety as may be compiled from time to time; and
- c) the securing of the cooperation of universities and institutions of higher learning in furnishing the services of members of the faculty and students in assembling and analyzing information concerning public safety and in the conduct of schools and short courses in the field of public safety administration.
- d) the securing of harmony of action among the municipalities of Ohio and other agencies of government in all matters which affect the citizens of Ohio in creating the awareness of all levels of government of the problems and challenges of public safety in Ohio by presenting the facts and experiences upon which to formulate sound policies.

ARTICLE III: MEMBERSHIP

Section 1: MUNICIPAL MEMBERSHIP: Any city or village in Ohio by proper action of its legislative body and the payment of annual dues prescribed in Article V, may become a Municipal Member of the Ohio Association of Public Safety Directors. Municipal Members will be voting members for purposes of membership voting.

Section 2: INDIVIDUAL PUBLIC SAFETY DIRECTOR MEMBERSHIP: Any person actively serving as a Public Safety Director or equivalent position in Ohio, by his or her own action and the payment of annual dues prescribed in Section 1.b, Article V, may become an Individual Member of the Ohio Association of Public Safety Directors, regardless of whether his/her municipality is a member. Individual Members will be voting members for purposes of membership voting.

Section 3: ASSOCIATE MEMBERSHIP: Any active or retired Police Chief, active or retired Fire Chief, or retired Public Safety Director in Ohio, by his or her own action and the payment of annual dues prescribed in Article V, may become an Associate Member of the Ohio Association of Public Safety Directors, regardless of whether his/her municipality is a member, but may not serve on the Executive Committee of the Ohio Association of Public Safety Directors. Associate Members shall not be voting members for purposes of membership voting.

Section 4: VENDOR MEMBERSHIP: Any public safety vendor, by proper action of its governing authority

and payment of annual dues prescribed in Article V, may become a Vendor Member of the Ohio Association of Public Safety Directors, but may not serve on the Executive Board of the Ohio Association of Public Safety Directors. Vendor Members will not be voting members for purposes of membership voting.

Section 5. OTHER MEMBERSHIPS- Such other classes of membership may be established as the Board of Trustees may from time to time determine.

Section 6. MEMBERSHIP VOTING RIGHTS- Voting shall be conducted on election of officers and members of Board of Trustees, amendments of By-Laws, and on issues of importance as may be determined by the Board of Trustees. The membership shall act by majority vote of a quorum. Members may be electors in any vote authorized or required by these by laws. A quorum shall be twenty (20) percent of active membership, excluding vendor and associate members. Only voting members may cast votes in a membership vote. Officers and Trustees may vote in membership votes. When a membership vote is taken, each voting member may cast one (1) vote. A Municipal Member may cast its one vote through a proxy. That proxy may be its own active Public Safety Director or equivalent office, or its own active fire or police chief. A proxy does not have to be an Individual or Associate member. If that proxy is also an individual or associate member, then that person may then cast one vote under his/her Individual or Associate Membership and one vote as a proxy for the Municipal Member he/she represents.

Section-7. MAIL VOTING- The Voting Membership, Executive Committee, or Board of Trustees may take action without a meeting as authorized by the general laws of Ohio for nonprofit corporations or in the manner provided in these by laws, if any such provision exists. Written ballots, stating the issue (s) to be voted upon, shall be mailed to each member of the Association not less than thirty (30) days prior to the return deadline which shall be marked clearly on each ballot. Return of ballot from twenty percent (20%) of the membership shall constitute a quorum for Mail Voting.

Section 8. ANNUAL MEMBERSHIP MEETING- There shall be at least one (1) meeting(s) of the general membership in each calendar year. One of those meetings shall be designated by the Board of Trustees as the Annual Business Meeting. The time and place of the meetings as well as the business to be conducted shall be determined by the Board of Trustees.

Section 9. SPECIALMEMBERSHIP MEETINGS- Special meetings of the Association may be called by the President, the Executive Committee, Board of Trustees, or by not less than any fifteen (15) city members upon ten (10) days written notice mailed to each member of the Association stating the purpose or purposes of such meeting, and no other subject shall be there considered.

ARTICLE IV: BOARD OF TRUSTEES (THE BOARD)

Section 1. BOARD OF TRUSTEES- The Board of Trustees of The Ohio Association of Public Safety Directors shall have charge of setting policy for the Association. The Board of Trustees shall meet at least three (3) times each calendar year to transact any business properly brought before it. The Board of Trustees shall act by a majority of a quorum vote. A quorum shall be defined as a physically present group comprised of at least seven (7) voting Board members.

- a. The Budget of the Association shall be considered and adopted by the Board during the first quarter of each calendar year.
- b. The dues of this Association to be paid by members shall be determined by the Board of Trustees.

Section 2. BOARD COMPOSITION- The Board of Trustees shall be made up of nine (9) voting members of the Association. Of those nine (9), five (5) shall be members of the Executive Committee, which will include the following offices: President, First Vice President, Second Vice President, Secretary-Treasurer, and the Immediate Past President. The four (4) remaining positions will be at-large members.

Section 3. ELECTION OF TRUSTEES- Nominations of Trustees shall be made by a Nominating Committee of three (3) members appointed by the President. Additional nominations shall be made by the membership. Each member of the Board and Executive officer shall be elected by the voting membership (consistent with Section 6, Article III of these by laws) and serve a two year term. Terms will commence on the first day of January following the meeting at which selected and until a successor has been chosen and qualified. There shall be no automatic progression in office and no such officer shall be eligible to succeed himself/herself except if he/she shall be filling the unexpired term of his/her predecessor in such office.

Section 4. EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES- The Executive Committee of The Ohio Association of Public Safety Directors shall be made up of 6 officers, to include a President, a First Vice President, a Second Vice President, a Secretary-Treasurer, the Immediate Past President, and Executive Director. The Executive Director shall not be a voting member.

Section 5. TERMS- The positions of First Vice President, Second Vice President, and Secretary-Treasurer will be elected by the membership for a two-year term. The President will be elected by the membership to a four year term, two to be served as President and two to be served as Immediate Past President. Terms will commence on the first day of January following the meeting at which selected and until a successor has been chosen and qualified. There shall be no automatic progression in office and no such officer shall be eligible to succeed himself/herself except if he/she shall be filling the unexpired term of his/her predecessor in such office. The position of Executive Director will be appointed by the President and shall serve at the pleasure of the President.

Section 6. *DUTIES OF OFFICERS*- The Executive Committee (the Committee) will have charge of all business affairs of the Association and will consider all matters concerning the welfare of the Association. The Executive Committee will meet no less than quarterly. The Committee will act by majority vote of a quorum. For purposes of the Executive Committee, a quorum shall be defined as a physically present group comprised of at least three (3) voting officers. The duties of individual officers shall be as follows:

- a. *PRESIDENT*- The President shall be a voting member of the Executive Committee and shall preside at all meetings of the Association, Board of Trustees, and the Executive Committee. The President shall be Chair of the Executive Committee and Board of Trustees. The President will appoint all committees and have general supervision of the work of the Association. The President will be an ex officio member of all committees of the Association.
- b. *FIRST VICE PRESIDENT*- The First Vice President shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of the President.
- c. *SECOND VICE PRESIDENT*- The Second Vice President shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of both the President and the First Vice President.
- d. *SECRETARY-TREASURER*- The Secretary-Treasurer shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of the President, First Vice President, and Second Vice President. The Secretary-Treasurer shall keep an accurate record of the meetings of the Association, the Board of Trustees, and the Executive Committee and will transmit the same to his/her successor. The Secretary-Treasurer will have charge of all correspondence and will issue all notices of meetings. The Secretary-Treasurer will receive and disburse, with approval of the Board of Trustees, all funds of the Association and will keep an accurate account of the same. The Secretary-Treasurer will make a financial report to the Association, Executive Committee, and Board of Trustees-upon request.
- e. *IMMEDIATE PAST PRESIDENT*- The Immediate Past President shall be a voting

member of the Executive Committee and will preside and serve in all capacities in the absence of the President, the First Vice President, the Second Vice President, and the Secretary-Treasurer.

- f. *EXECUTIVE DIRECTOR* - The Executive Director shall be a non-voting member of the Executive Committee and will perform such duties as are delegated by the President, the Executive Committee, and Board of Trustees. The Executive Director does not need to be a member of the Association.

Section 7. *QUALIFICATION*- Except as provided herein,

- a. each officer of the Ohio Association of Public Safety Directors, with the exception of the Executive Director, shall be at all times during his/her term of office an actively serving Public Safety Director or hold an equivalent position. A Public Safety Director or equivalent position-holder may only serve as an officer of the Association, when either he/she is an individual member or if the municipality that he/she serves is a municipal member;
- b. no representative of any member not in good standing shall be eligible to serve as a member of the Executive Committee or the Board of Trustees. The Executive Committee and Board of Trustees may from time to time, at its own discretion, for any reason, adopt and amend regulations concerning the cancellation of membership, discontinuance of services and reinstatement of members not in good standing.

Section 8. *VACANCIES*- A “vacancy” shall occur in any office of the Association in the event that the person holding that office resigns, ceases to be an official of a member city, or ceases to occupy the municipal position he/she held when elected or appointed as an officer, or if the officer misses three consecutive meetings of the Board in any fiscal year of the Association unless such absences shall be excused by the Board, and the reasons therefore entered into the proceedings of the Board. All vacancies on the Board of Trustees and ~~in the~~ on the Executive Committee shall be filled by the remaining members of The Board of Trustees, and each person so elected or appointed shall serve for the unexpired term of the person in whose stead he/she is elected.

ARTICLE V: AMENDMENTS

Section 1. The Constitution and Bylaws of The Ohio Association of Public Safety Directors may be amended by Mail Vote of the voting membership or at any meeting called in accordance with this Constitution by a two-thirds vote of all the members represented at any such meeting or two thirds of the members voting to approve the amendment by mail ballot, a quorum being present or responding to the mail ballot, shall be sufficient for approval of the amendment if notice of the proposed amendment and the language of such proposal shall have been mailed to each member city not less than thirty (30) days prior to such meeting.