

Metro Richmond Police Emerald Society, Inc.

On this 4th day of July, Two-thousand-eleven, the following Irish American Law Enforcement Officers individually saw a need in their community and came together, unanimously, to bring forth an organization to honor Irish Americans in varied Law Enforcement agencies, their accomplishments, their contributions, and their service to the Metro Richmond area of the Commonwealth of Virginia; to diligently and tirelessly continue the furtherance, honor, and recognition of all Irish American Law Enforcement Officers who serve the Citizens of the Metro Richmond Area in perpetuity. These Officers mutually pledged to establish and charter the

Metro Richmond Police Emerald Society, Inc

Which shall be operated as a non-profit fraternal organization founded under the
Laws of the

Commonwealth of Virginia

and the

United States of America

to ensure that this need will forever be filled and hereby charge the Society to exercise all rights, prerogatives, and processes to fulfill it's chartered mission set forth hereon.

BY-LAWS

The following articles shall provide for the formation, governance, operation, and dissolution of the Metro Richmond Police Emerald Society, Inc., hereafter "the Society". These Articles shall be binding upon any and all persons who are accepted as members of the Society. The Society shall be incorporated in the Commonwealth of Virginia and be operated in adherence with all applicable laws, regulations, and codes of the Commonwealth and the United States of America.

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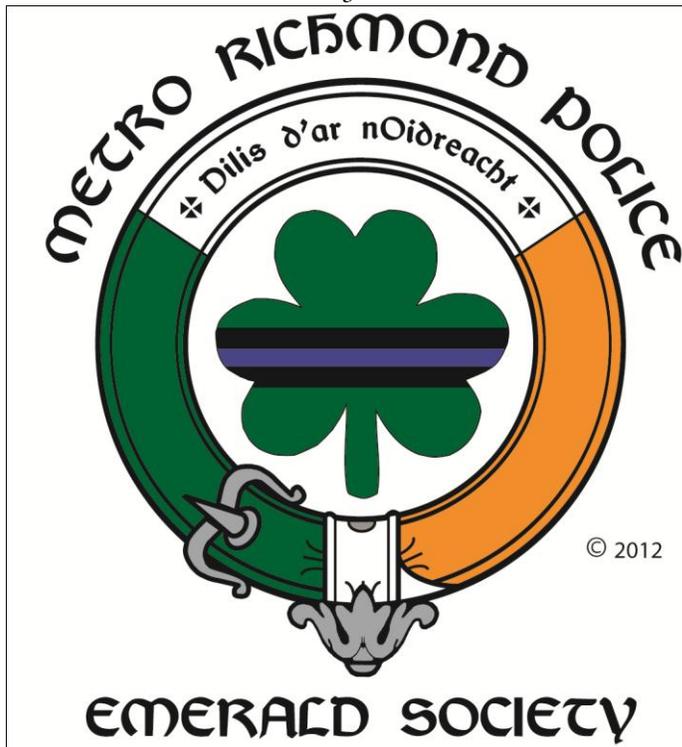
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ARTICLE 1 - Metro Richmond Police Emerald Society

Section 1: The legal name of this Society shall be:

METRO RICHMOND POLICE EMERALD SOCIETY, Inc.

Section 2: The Society shall have a seal which shall be in the following form:



Section 3: The Society may, by a vote of 2/3rds of the total membership body, change its name, official seal, or any other symbol or logo attributed to, or used by, the society.

ARTICLE II - PURPOSE

The Metro Richmond Police Emerald Society, Inc. is formed as a fraternal benevolent society for Law Enforcement Officers of Irish American descent, those who support the furtherance of Irish Americans in Law Enforcement, and those who support Law Enforcement generally. The Society's mission is to continually promote the historical and continuing contributions made by Irish Americans in Law Enforcement, to provide assistance for the survivors of Law Enforcement Officers who are killed in the line of duty, to educate the public about Irish Americans in Law Enforcement, to provide for the general welfare of members and their families, and to promote fraternalism in the Law Enforcement Community and between Law Enforcement Officers of all descent.

ARTICLE III - MEMBERSHIP

The Society shall be comprised of the Executive Board and the Membership. The Executive Board and Membership will be initially comprised of the founders of the Society. All members are required to swear or affirm that they will uphold the Law and Constitution of the Commonwealth and the United States of America. All persons wishing to join the Society are required to submit an application. All persons who are not Law Enforcement Officers must be endorsed by one member in good standing. The Society shall not discriminate based on age, gender, race, or ethnicity; however, the Society reserves the right to deny membership based on majority vote of the General Membership.

Section 1: There shall be four (4) classes of membership:

- a. Active
- b. Associate
- c. Honorary
- d. Pipes and Drums

Section 2: Active Membership

Active membership shall be open to all active, retired, or honorably separated sworn law enforcement personnel (currently serving Attorneys and Investigators for the Commonwealth's Attorneys Office, Attorneys and Investigators for the United States Attorneys Office, and Attorneys and Investigators for the Virginia Attorney General's Office shall be considered Law Enforcement Officers for the purposes of membership) whose sound character is proven to the satisfaction of the members of the Society.

Section 3: Associate Membership

- a. Associate membership shall consist of non-law enforcement individuals whose sound character is proven to the satisfaction of the members of the Society.
- b. Associate members shall have full voting rights as Active Members.
- c. Associate members shall be entitled to participate in all meetings and activities of the Society as Active Members.
- d. Associate members are eligible to hold offices on the Executive Board with the exception of President, Vice President, Trustee and Sergeant at Arms.

Section 4: Honorary Membership

Honorary Membership may be conferred to individuals who have been deemed to provide exceptional service and/or support to the Society or Law Enforcement generally.

- a. Honorary members shall have no vote and no voice in the affairs of the Society.
- b. Honorary members are entitled to participate in meetings and social activities of the Society.
- c. Upon majority vote of the General Membership, the Executive Board may confer General Membership privileges upon an Honorary Member.

Section 5: Pipes & Drums Membership

- a. Pipes & Drums membership is open to anyone who is able to play either the bagpipes or drums and is willing to play on an occasional basis for the Society.
- b. Pipes & Drums members shall have no voice in, nor vote on, matters pertaining to the Society including elections and the adoption, amendment, suspension, or repeal of by-laws.
- c. Pipes & Drums membership dues shall be waived

ARTICLE IV - DUES

Section 1:

The dues of Active and Associate members shall be set by the Executive Board and paid per annum. All due shall be payable at the January meeting.

Section 2:

Active and Associate members shall pay the per annum dues promptly. Such members who fail to pay their yearly dues within 4 (four) months of the January meeting shall not be considered members in good standing and thus forfeit his or her membership. Members not in good standing shall not be entitled to any benefits nor participate in any functions of the Society as a member. However, members under extenuating circumstances or with good cause may appeal to the Executive Board for a waiver.

ARTICLE V - EXECUTIVE BOARD

Section 1: Executive Board

The Society shall have an Executive Board which shall consist of a minimum of eight members, comprised of the following persons:

- 1) President
- 2) Vice President
- 3) SECRETARY
- 4) TREASURER
- 5) SERGEANT AT ARMS
- 6) TWO TRUSTEES
- 7) PAST PRESIDENT

Section 2: Duties of the Executive Board

1) President

- a) The President shall be the Chief Executive Officer of the Society.
- b) The President shall be responsible for the day to day supervision of the business of the Society.
- c) The President shall operate, behave, and exercise all rights in the manner as any other owner, President, or Chief Executive Officer of a corporation legally constituted in the Commonwealth of Virginia.
- d) The President shall have the power to enter into, modify, and cancel contracts, negotiations, obligations, understandings, and agreements with other individuals, organizations, and companies.
- e) The President shall be authorized to disperse Society funds for the legitimate furtherance of the Society and shall be responsible to report such expenditures and receipts to the TREASURER.
- f) The President shall have the power to act unilaterally, without prior advice and consent of the Board or General Membership, in cases where inaction would cause imminent or irreparable harm to the Society and its interests.
- g) The President shall cast the deciding vote in the case of any ties.
- h) The President shall open, direct, manage, and close all business meetings, events, and functions of the Society.

- i) The President shall appoint person(s) to fill any vacant Board Position. The President may, when needed, assume the duties of ONE vacant Board Position in addition to the duties of President EXCEPT the Position of Treasurer. At no time shall the President be the only person to have complete control of the Society's finances. At no time will the President hold more than two Executive Board positions.
 - j) The President shall appoint all committees and their members, both temporary and permanent.
 - k) The President shall insure that all books, reports, records, licenses, and certificates required by law are properly kept and filed.
 - l) The President shall present to the Membership an annual report on the state of the Society and its business.
- 2) Vice President
- a) The Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the Society with all the rights, privileges, and powers as if he or she had been the duly elected President and retain such until relieved by the President.
 - b) The Vice President shall perform all duties designated by the President
 - c) The Vice President shall be responsible for overseeing all Committees formed by the President and General Membership, and reporting the activity of same to the President and General Membership.
 - d) The Vice President shall compile, update, and maintain a roster of membership.
- 3) Secretary
- a) The Secretary shall maintain all records of the Society
 - b) The Secretary shall insure that all corporate registrations, paperwork, permits, and federal filings are submitted in a timely fashion and keep such available for inspection.
 - c) The Secretary shall record, transmit, and report the minutes of all Society meetings and business.

- d) The SECRETARY shall issue member identification cards.
 - e) The SECRETARY shall receive and prepare all official Society communication.
 - f) The SECRETARY shall maintain a physical copy of the minutes of all meetings.
 - g) The SECRETARY shall make a copy (either physical or electronic) of the minutes available to all members of the Society.
 - h) The SECRETARY shall compile a Newsletter and distribute the Newsletter to the membership at such at times as the board deems necessary.
- 4) TREASURER
- a) The TREASURER shall receive, keep, and disperse all funds and monies of the Society and maintain such in an FDIC or NCUA insured checking and/or savings account(s).
 - b) The TREASURER shall render at stated periods, as the Executive Board shall determine, a written account of the finances of the Society and such report shall be physically affixed to the minutes of the Society's meetings.
 - c) The TREASURER shall report to the President and General Membership the balances of all Society financial accounts.
 - d) The TREASURER shall be authorized to endorse checks and drafts of the Society.
 - e) The TREASURER shall be responsible for receiving, recording, and depositing all funds brought in to the Society.
 - f) The TREASURER shall be responsible for preparing, or overseeing the preparation, of all local, state, and federal income taxes.
 - g) The TREASURER shall be responsible for providing the SECRETARY with a list of members who have paid their dues and those who have not.
 - h) The TREASURER shall do any other duties as directed by the President.
- 5) SERGEANT AT ARMS
- a) The SERGEANT AT ARMS shall maintain good order and discipline at all Society meetings and functions.

- b) The SERGEANT AT ARMS shall insure that all members voting are in good standing and report to the President all that are ineligible to vote.
 - c) The SERGEANT AT ARMS shall insure that only members and invited guests are present at meetings and functions.
 - d) The SERGEANT AT ARMS shall remove any person, upon direction of the President, or his designee, from meetings and functions.
- 6) TRUSTEES
- a) There shall be two TRUSTEES. However, additional TRUSTEES may be appointed for good cause upon a vote of 2/3rds of the Membership
 - b) The TRUSTEES shall insure that all business conducted and actions of the Executive Board is in the best interest of the Society and is legally sound.
 - c) The TRUSTEES shall advise the President on what is in the best interest of the Society and the best course of action to further the Society and its goals.
 - d) The TRUSTEES shall conduct an annual review of all assets, liabilities, and disbursements of the Society and make a report of same to the membership.
 - e) Upon request, the Trustee(s) shall have full and total access to all records of the Society
 - f) If at any time the TRUSTEES find, unanimously, that the President is acting in an illegal or illicit manner, violating the By-Laws of the Society, or operating in any manner that would cause imminent, irreparable harm to the Society, they shall immediately notify the President that he is suspended from office forthwith and forfeit all powers of same office until review and direction by the Executive Board and Membership.

Section 3: Executive Board

Officers shall by virtue of their office be members of the Executive Board.

Section 4: Officer's Salary/Compensation

No Officer shall for any reason be entitled to receive any salary or compensation. However, nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Society for duties other than as an Officer. This provision specifically EXCLUDES expenses incurred by Officers related to the business of the Society, which shall be reimbursed upon presentation of a receipt.

ARTICLE VI - ELECTIONS

Section 1: Terms of Office

Terms of office for the Executive Board Members shall be for a two (2) year term beginning on July 1st and ending on June 30th.

Section 2: Nominations

Nominations for office will be taken during the month of May, with the election held in the month of June.

Section 3: Nomination Requirements

- a. In order to be nominated for a position, the nominee must have attended at least 50% of all regularly scheduled meetings, and in the case of the nominee having served on a committee, they must have attended at least 50% of scheduled committee meetings.
- b. Nominees must be considered to be in good standing in order to be nominated.
- c. Nominees for office shall be of good moral character and in good standing of their agency and/or employer.
- d. No person shall be nominated nor elected if they have been terminated or convicted by a competent court of any jurisdiction for any act of moral turpitude.

ARTICLE VII - VOTING

Section I: Procedures

- a. At all meetings, all voting will be via voice, excluding elections. Elections shall be done in a manner deemed appropriate by the Executive Board.
- b. At any regular or special meeting, if the majority present so requires, paper balloting may be substituted for voice vote.
- c. The only permissible votes that may be cast are "Aye", or "Nay". Any vote cast as "under protest", "with reservation", or in any other manner besides set forth above, shall be considered out of order and will not be counted.

ARTICLE VIII - MEETINGS

Section 1: Regular Meetings

- a. Regular meetings of this Society shall be held monthly. Meetings will be the LAST Saturday of odd months and the LAST Wednesday of even months. The date may be altered by either a vote of the membership or by decision of the Executive Board.

Section 2: Quorum

The presence of not less than five (5) members shall constitute a quorum. A quorum shall be necessary to conduct the business of this Society at all meetings; but a lesser number may postpone a scheduled, or future scheduled, meeting for a period of not more than ten (10) weeks from the date scheduled.

Section 3: Order of Business

- a. Roll call
- b. Reading of the minutes of the preceding meeting
- c. Reports of committees
- d. Reports of officers
- e. Old and unfinished business
- f. New business
- g. Good and welfare
- h. Adjournments
- i. All meetings shall follow the protocols set forth in "Robert's Rules".

Section 4: Special Meetings

- a. Special meetings of this Society may be called by the President when he/she deems it in the best interest of the Society. Notices of such meetings shall be distributed to all members to their addresses (physical or electronic) as they appear in the membership roll book at least ten (10) but not more than thirty (30) days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meetings have been called, the business to be transacted at such meetings and by whom called.
- b. At the request of two (2) members of the Executive Board or five (5) members of the Society, the President shall call a special meeting but such request must be made in writing at least sixty (60) days before the requested scheduled date.

- c. No business of any kind, except that specified in the notice, shall be transacted at such special meetings without the unanimous consent of all present at such meetings.

ARTICLE IX - SALARIES

Section 1:

The Executive Board shall hire and fix the compensation of any and all employees which the Executive Board, in their discretion, may determine to be necessary in the conduct of business of the Association. NO member of the Executive Board shall receive a salary under any circumstance.

ARTICLE X - COMMITTEES

Section 1:

All committees of this Association shall be appointed by the President and their term of office shall be for a period of two (2) years or less if sooner terminated by the action of the President.

Section 2:

The permanent committees shall be the:

a. Activities Committee:

1. This committee may also be known as the "St. Patrick's Day Committee" and will be responsible for planning such social events as St. Patrick's Day Celebration, the "Half-way to St. Paddy's Day Celebration" and any other activities or events deemed worthwhile by the President or Officers. They shall work with the Fundraising Committee to ensure that all activities and events are in the best interest of the society.

b. Fundraising Committee:

1. This committee shall work in conjunction with the Activities Committee and be responsible for fundraising ideas and activities, with exception of those that are large and complex enough to be under the supervision of the Activities Committee.

c. Band Committee:

1. This committee shall be responsible for developing, planning, staffing, training, equipping and any other activities directly related to the creation and sustaining of a Pipes and Drum Band for the Society.

d. Color Guard Committee:

1. This committee shall be responsible for developing, planning, staffing, training, equipping and any other activities directly related to the creation and sustaining of a Color / Honor Guard.

ARTICLE XI - AMENDMENTS

Section 1:

These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3rds of the total Active members voting. However, in situations deemed to be Emergencies, the President, with the consent of the Trustees, may alter, amend, repeal, add to, or suspend any or all of the Articles for the sole purpose of preserving the Society.

ARTICLE XII - SOCIETY BUSINESS

Section 1:

The President, cooperating with the Executive Board, shall conduct the Society's business between meetings.

Section 2:

The membership shall be informed of the business conducted and the decision(s) made.

Section 3:

Business and decision(s) shall be in the best interest of the Society, and in accordance with its by-laws.

Section 4:

- a. All expenditures over \$500 will be approved by the Executive Board BEFORE being made.
- b. All expenditures over \$3000 (or two thirds (2/3) of the operating account balance, whichever is less) will be approved by the Membership BEFORE being made unless by doing so irreparable damage will be done to the Society.

ARTICLE XIII - SUSPENSIONS/ EXPULSIONS

Section 1:

- a. A member may be suspended or expelled only for good and just established cause.
- b. If an Active Member is suspended with out Pay by the Law Enforcement Agency they are employed by they are automatically suspended from the Society until the Executive Board either convenes a special meeting or re-instates them.
- c. If ANY member is arrested for a felony offense or any crime of moral turpitude they are automatically suspended from the Society until the Executive Board either convenes a special meeting or re-instates them.
- d. Charges preferred against any member shall be thoroughly investigated and reported to the President.
- e. The President may convene a special meeting during which the concerned member shall be entitled to:
 1. be present
 2. be represented by a personally retained counsel, and
 3. introduce and cross-examine evidence and witnesses.
- f. After a majority vote of the Executive Board, a member may be suspended or expelled; however, the member may appeal to the membership.
- g. A majority vote of the members voting will annul/confirm the Councils Decision.
- h. Any Associate Member who has their sponsorship withdrawn in writing is immediately expelled from the Society. They are due a refund of any membership dues for any remaining months. The refund will be determined by dividing the annual dues amount (minus any processing fees as set by the Executive Board) by the number of months in a year. Then multiplying this figure by the number of months remaining in the calendar year. The expelled member may re-apply if they find another sponsor; however, their application will be subject to the same review as any new application.

ARTICLE XIV - BENEFITS

Section 1: Death Benefit

A designated beneficiary of an Active member killed in the line of duty shall receive a death benefit of a sum to be determined by a majority vote.

Section 2: Scholarship Fund

The Executive Board may establish a scholarship fund for the child of an Active member in good standing with the Society and disperse funds by a majority vote as they deem necessary.

ARTICLE XV - CHAPTERS

Section 1: Chapters

The following guidelines shall be used to establish Chapters subordinate to the Metro Richmond Police Emerald Society.

- a. May be established outside of a 20 mile radius of Richmond, VA.
- b. Membership of the Society must exceed 50 members in order to establish any chapter. This may be waived by the Executive Board.
- c. The Executive Board will decide all boundaries and assign agencies within the chapter.
- c. The President may call for the establishment of a chapter, which the Executive Board shall review and consider.

Section 2: Agency Representatives

- a. Are not members of the Executive Board and have no voting rights at board meetings.
- b. Agency representatives are appointed by the President and serve at his or her discretion.
- c. The Agency Representatives shall relay information concerning the Society to their respective agencies.
- d. They shall represent their agencies at various meetings and functions.

By-laws adopted 1/18/11

Update 10/26/2013