



Fort Worth Police Officers' Award Foundation

P.O. Box 17659

Fort Worth, TX 76102

www.fwpoliceawards.org

BYLAWS*

November 12, 2009

I. Name

1. The name of the organization shall be The Fort Worth Police Officers' Award Foundation.

II. Mission Statement and Purpose

1. Mission: To recognize and promote excellence on the part of the Officers of the Fort Worth Police Department through activities that include providing funding resources for training, performance recognition, promotional achievement and any other funding means, which promote this mission as determined by the Board of Trustees.

III. Board of Trustees

1. The Board of Trustees shall serve without pay and consist of a maximum of eleven members and a minimum of five members.
2. To be nominated to serve on the Foundation's Board of Trustees, a person must be of good standing in the Fort Worth community.
3. Board members shall be elected by affirmative vote of the Board of Trustees.
4. Term of board service is three years. Board members may be re-elected if in good standing.
5. Board members with three unexcused absences in a calendar year will not be eligible for re-election.
6. Vacancies shall be filled by a majority vote of the remaining qualified and acting Trustees, whether one or more. If at any time, there is no Trustee acting, the Foundation's Founders or the survivor of them, shall appoint a person to act as Trustee, but if no Founder shall be able or desire to make such appointment, the Senior Judge, in years of service, of the District Court of the State of Texas for Tarrant County, Texas, acting as an individual, shall appoint such Trustee.

*As based on the Foundation's charter.



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IV. Officers

1. The officers of the Board shall consist of a Chair, Vice Chair and Secretary/Treasurer and shall serve a one-year term upon election at the November board meeting.
2. There are no term limits for Foundation Officers providing such individuals have been nominated and elected by the Board of Trustees.
3. Officers will serve a term of one year. A nominating committee will present a slate of proposed officers (at the November board meeting). Nominations may be accepted from the floor at the time of the election.
4. (a) The Chair shall preside at all Board meetings, present at each annual meeting an annual report of the work of the Foundation, see all books, reports and certificates required by law are properly kept, as well as have all such powers as may be reasonably construed as belonging to the chief executive of any organization. The Chair shall authorize checks to be drafted for Foundation business as approved by the Board of Trustees but shall not have check writing authority. The Secretary/Treasurer and Vice Chair shall have authority to sign checks in the course of conducting Foundation business.
(b) The Vice Chair shall assume the duties of the Chair in case of the Chair's absence and shall assume any duties to which he may be assigned by the Chair.
(c) The Secretary/Treasurer shall be responsible for the maintenance of records, present to the membership at any meetings any communication addressed to them as Secretary/Treasurer of the Foundation and attend to all correspondence of the Foundation. Furthermore, the Secretary/Treasurer shall keep record of the organization's budget, prepare financial reports as needed and be one of the officers who shall sign checks or drafts of the Foundation. No special fund may be set aside that shall make it unnecessary for the Secretary/Treasurer to sign the checks issued upon it. The Secretary/Treasurer shall render, at stated periods as the Board of Trustees shall determine, a written account of the finances of the organization.
5. No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the Foundation for duties other than as officer if approved by the Board of Trustees and utilizing normal voting protocols.



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V. Board of Advisory Trustees

1. The Trustees may establish a Board of Advisory Trustees composed of individuals who are, in the judgment of the Trustees, qualified to advise with respect to the activities of the Trustees.
2. Members of the Board of Advisory Trustees shall serve for a term of one year or such longer term as may be fixed by the Trustees.
3. The number of members of the Board of Advisory Trustees shall be fixed from time to time by the Trustees.
4. The trustees may consult with the Board of Advisory Trustees from time to time with respect to the activities of the Trust, but the maintenance of the Board of Advisory Trustees shall in no way restrict the powers of the Trustees nor limit their responsibilities or obligations.
5. The Board of Advisory Trustees shall have no responsibility for the management of the affairs of the Trust.
6. Advisory Trustees shall be entitled to receive such compensation for personal services which are necessary and reasonable in carrying out the Trust's purposes as the Trustees may from time to time determine.

VI. Payment for Services

1. The Board of Trustees shall hire and fix the compensation of any and all employees or consultants which they, in their discretion, may determine to be necessary for the conduct of the business of the Foundation.

VII. Committees

1. The Board of Trustees may appoint standing committees as needed.
2. The Chair shall appoint ad hoc committees as needed.
3. The Chair shall appoint a nominating committee made up of three Board members who are responsible for presenting a slate of officers prior to the time the election of officers is held.



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VIII. Meetings

1. Regular meetings shall be held during the calendar year as scheduled by the Chair.
2. The Annual Meeting shall be held yearly in November.
3. Election of officers shall be held at the Board's November meeting.
4. Special meetings may be held at any time when called for by the Chair or a majority of elected Board members.
5. Agendas (and minutes from the previous meeting) shall be provided as far in advance as possible.

IX. Voting

1. One half of the total number of elected Board members shall constitute a quorum.
2. Passage of a motion requires a simple majority.
3. If the Chair determines an issue is of importance and a vote should be held before the next regularly scheduled meeting, the Chair may present the issue to all Trustees via email for a vote. The Chair shall wait for three business days for Trustees to respond before acting on the issue presented. Voting protocols as noted above shall apply.

X. Conflict of Interest

1. Any member of the Board who has a financial, personal or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.



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XI. Code of Conduct

1. Trustees of this Foundation will conduct themselves in a professional matter at all times, despite their own personal feelings. Trustees will put the needs of the Foundation first when it comes to discussion and any issues that might arise.
2. As agreed in the Code of Conduct, Trustees must abide by the rules the Foundation has adopted as well as respect each Trustee.
3. Trustees should attend scheduled meetings of the board. If one cannot attend, he/she must notify the Chair 24 hours prior to the meeting to be considered "excused", unless an emergency occurs.
4. Trustees shall attend major events funded and sponsored by the Foundation.
5. Trustees shall protect the Board and its affiliates from unnecessary public criticism and scrutiny.
6. All members of the Board of Trustees must demonstrate moral character at all times—in their personal and professional lives—that is exemplary.
7. Trustees are to act with integrity. All reports, finances, etc., are to be handled and accounted for in a professional manner.
8. Trustees should handle any conflicts and disagreements in an appropriate manner. All complaints shall be directed to the Chair to resolve in a just way.
9. All members of the Board of Trustees are to promote truth at all times.

XII. Fiscal Policies

1. The fiscal year of the Board shall be January 1st to December 31st.

XIII. Amendments

1. These by-laws may be amended by a two-third vote of Trustees present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Trustee at least two weeks prior to said meeting.