

**BYLAWS**  
**OF THE**  
**DES MOINES POLICE FOUNDATION**

**ARTICLE I. OFFICES**

The principal office of the Des Moines Police Foundation (The "Foundation") shall be in the City of Des Moines, King County, State of Washington. The Foundation may also have such other offices, within or without Washington State, as the Board of Directors may from time to time determine.

**ARTICLE II. MEMBERS**

The Foundation shall have no voting membership.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 1. Name**

The Board of Directors of the Foundation shall be designated and styled, hereinafter referred to as the "Board." Each member of the Board shall be designated and styled as a Director.

**Section 2. Number**

The number of Directors, which shall constitute the Board, may be changed from time to time by the vote of a majority of the entire Board, but such number shall not be less than five (5) and no more than twenty (20). If the number of Directors is decreased, each Director in office shall serve until his/her term expires. Any increase in the number of the Directors shall be deemed to create vacancies to be filled in the manner provided by these Bylaws.

**Section 3. Representation**

To the extent reasonably possible, directors shall be persons who are representative of the educational, business, labor and civic organizations in the Greater Des Moines area, as well as culturally and racially representative of the population. Each Director must be at least eighteen years of age.

**Section 4. Compensation**

The Directors shall not be entitled to receive compensation for services as a Director for the Foundation. The Directors shall be entitled to receive reimbursement for reasonable costs and expenses incurred on behalf of the Foundation, as authorized by the Board.

**Section 5. Election**

The members of the Board up for election shall be elected at each Annual Meeting of the Board in accordance with the terms of Sections 6 and 10 of this Article; provided, however, that in the case of a Board vacancy, the procedures of Section 7 of this Article shall be followed. The Directors shall hold office until their respective successors have been duly elected and are deemed qualified. Directors shall be chosen by vote of the Directors at a meeting of the Board, in accordance with Section 10 of this Article; provided, however, that at least five (5) days notice of the meeting has been given to each

Director in office. Such notice shall state that Directors are to be elected. In the absence of such notice, Directors shall be chosen by at least a majority of the votes of the Directors then in office. No current Des Moines Police Department Personnel or elected official of the City of Des Moines shall be nominated as potential Directors, or serve as a Director on the Board.

#### **Section 6. Divisions of Directors and Term of Office**

The term of office of each Director shall be two years with terms staggered such that approximately half of the Directors shall be elected in any given year. Any Director may be re-elected to office for any number of successive terms. The Board Development Committee will recommend annually to the Executive Committee the Directors who should be considered for additional terms.

#### **Section 7. Vacancies**

Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by vote of the Directors at a meeting of the Board, in accordance with the notice provision of these Bylaws. In the absence of such notice, such Directors shall be chosen by at least a majority of the votes of the Directors in office. Any Director so elected shall hold office until his or her successor shall have been duly elected and deemed qualified, except in the case of death, resignation, or removal from office. If one or more of the Directors shall give notice of resignation effective as of a future date, the Board may fill such vacancy or vacancies to take effect when such resignation or resignations shall become effective.

#### **Section 8. Duties & Powers**

Except as otherwise provided by statute, the Articles of Incorporation or by these Bylaws, all the powers of the Foundation shall be vested in and exercised by the Board. The Board shall have general charge and management of the affairs, funds and property of the Foundation. The Board's powers shall include, but shall not necessarily be limited to authority to:

- A. Expend the funds of the organization to reimburse Directors of the Foundation for reimbursable expenses, to lease or purchase real property for the Foundation or sell, mortgage or lease the real property of the Foundation, provided, however, that a sale, lease, exchange or other disposition of property, which is the equivalent of all, or substantially all, the assets of the Foundation, be authorized in accordance with applicable statutes;
- B. Select and remove the officers, board members and executive director of the Foundation, prescribe powers and duties for them in accordance with applicable statute, the Articles of Incorporation, or these Bylaws, supervise them, determine appropriate reimbursable compensation, and require from them security for faithful service, such compensation may be increased or decreased at the pleasure of the Board;
- C. Make such rules and regulations for the conduct of the affairs and activities of the corporation as the Board may deem advisable, and not inconsistent with applicable statute, the Articles of Incorporation and Bylaws; and



D. Borrow money and incur indebtedness for purposes of the Foundation, and to cause to be executed and delivered thereof, in the Foundation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefor.

E. No Foundation funds shall be used to support any normal operational programs nor supplant any portion of the DMPD's normal operating budget, nor that of the City of Des Moines.

All such powers shall be exercised by the affirmative vote of the Directors at a meeting of the Board, in accordance with the notice provision of the Bylaws. In the absence of such notice, by affirmative vote of at least a majority of the Directors then in office.

### **Section 9. Removal**

Any Director may be removed with or without cause by the affirmative vote of the two-thirds of the Directors; provided, however, there is a quorum of not less than a majority of the entire Board present at the Board meeting at which action is taken. Any Director proposed for removal shall be entitled to advance written notice at least five (5) days prior to such meeting to appear before and to be heard at such meeting.

### **Section 10. Meetings of the Board & Notice**

Meetings of the Board, annual, regular or special, shall be held within the State of Washington, at such time and location as shall be determined from time to time by resolution of the Board. Written notice of such meetings shall be sent by first-class mail at least five (5) days prior to the meeting, or delivered by other form of written or telephonic communication (including cable, telegram, telex, facsimile, electronic mail and telephone) to each Director in office and shall set forth such matters that are to be determined at the meeting. Annual Meetings (the "Annual Meeting") of the Board shall be held during the first quarter of each year, for the purpose of electing Directors and officers then up for election and transacting such other business as may properly be brought before such meeting. Regular meetings of the Board may be held upon such notice and at such time and place as shall from time to time be determined by the Board. The Executive Director or Chair(s) of the Board may call special meetings of the Board with at least forty-eight (48) hours' notice to each Director before the meeting. Such notice may be written or verbal. Written notice shall be addressed or delivered to each Director at his or her address (e.g. mailing address, facsimile number or electronic mail address) as it is shown upon the records of the Foundation, or as may have been given to the Foundation by the Executive Director or Chair(s) for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Special meetings shall be called by the Executive Director or Chairperson in like manner and on like notice or on written request of two (2) Directors.

### **Section 11. Special and Telephone Meetings**

The Directors of the Board and members of the Executive Committee may conduct and participate in a Board meeting (including an Annual or Special meeting) or an Executive Committee meeting, or any committee thereof, by means of conference telephone, video or similar communication equipment, provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such

meeting, except where a person participates in the meeting for the express purpose of objecting to an unlawfully convened meeting for a group business transaction.

### **Section 12. Quorum**

The presence of a majority, defined as one more than half of the members of the Board of Directors, Executive Committee, Standing Committees or Ad Hoc Committees then in office at the time in question, shall constitute a quorum.

### **Section 13. Action Outside of a Meeting**

Any Board action required, or action permitted by the Board, may be taken without a meeting if two-thirds of the members of the Board shall individually or collectively consent in writing or via electronic means, including electronic mail, to such action. Such consent(s) shall have the same effect as a standard action of the Board and shall be filed with the record of the proceedings of the Board.

### **Section 14. Interested Directors**

Under no circumstances, shall more than forty-nine (49) percent of the persons serving on the Board at any time be considered interested persons. For purposes of this Section, an “interested person” shall be defined as: (1) any person being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable reimbursable compensation paid to a Director as a Director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Foundation.

### **Section 15. Rights of Inspection**

Every Director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the Foundation, and to inspect the physical properties of the Foundation, as applicable.

**Section 16. Responsibilities of Board Members.** Board Members are required to attend Board Meetings, Official Events, and to be an active and engaged member of the organization. A Board Member who misses more than three Board Meetings or Official Events may be subject to removal. The President or Executive Director may make exceptions to this policy when appropriate.

## **ARTICLE IV. COMMITTEES & OFFICERS**

### **Section 1. Officers**

A. Election. At the Annual Meeting of the Board, the Directors shall elect from their number, the Officers. Officers shall be elected from those nominated by receiving a majority vote of the quorum of the Board at the Annual Meeting. If the election of Officers is not held at the Annual Meeting of the Board, such election shall be held as soon thereafter as may be convenient.

B. Term of Office. The Officers, with the exception of the Member at Large, shall each serve for a term of two years, which term shall commence at the end of the Annual Meeting of the Board and continue until his/her successor shall have been duly elected and deemed qualified. Officers elected by the Board may succeed themselves. Officer terms shall be staggered. The President and Secretary shall be elected in odd



numbered years and the Vice President and Treasurer shall be elected in even numbered years. The Member at Large shall be elected annually.

C. Term Limits. No officer may serve more than three consecutive terms in the same office. This prohibition shall not apply to a Member at Large serving a fourth term of Member at Large as President Elect.

D. Vacancies. All vacancies in any office shall be filled by the Board without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

E. Removal. The Board, with or without cause, may remove an officer elected by the Board. The removal of an officer without cause shall be without prejudice to his/her contract rights, if any.

F. Compensation of Officers. Officers elected by the Board shall receive no compensation whatsoever from the Foundation.

G. President The President shall preside at meetings of the Board and Executive Committee.. Between meetings and in the absence of an Executive Committee, the President shall be empowered to act on behalf of the Board, except as otherwise provided by statute, the Articles of Incorporation and these Bylaws. The President shall perform all duties necessary and incident to such office or which may be required by the Board. In the absence of an Executive Director, the President shall carry out all duties of an Executive Director.

H. Vice President The Vice President, in the absence of the President, shall preside and perform such duties as assigned to the President.

I. Member at Large. The Member at large shall serve as a liaison between the board of directors and the rest of the organization including the Executive Committee. If a vacancy is expected in the office of President in the succeeding year, the Member at Large may be elected, with consent of the Board, as a President Elect to serve as President upon the end the current President's term.

J. Secretary. The Secretary shall ensure that the Foundation maintains accurate records of Board and Executive Committee meetings.

K. Treasurer. The Treasurer shall monitor the revenue and expenditures of the Foundation and make regular financial reports to the Board and the Executive Committee. The Treasure shall also ensure that an annual report is prepared and available to the public.

The Board may elect or appoint such other Officers, as it shall deem desirable to have the authority to perform the duties prescribed, from time to time, by the Board. The election of an Officer shall not of itself create contract rights. The same person, except the Offices of President and Secretary may hold any two or more Offices.

## **Section 2. Executive Committee**

The Executive Committee shall consist all the Officers of the Foundation including the Member at Large. The Executive Director, if there is one, shall attend all meetings of the Executive Committee,

unless the Committee shall direct otherwise. A majority of the members thereof shall constitute a quorum for the transaction of business. The Executive Committee shall be authorized to act on behalf of the entire Board during the interim periods between each meeting of the Board, except as otherwise provided by resolution of a majority of the entire Board. Any such Executive Committee shall have the authority of the Board only to the extent provided in the Board's authorizing resolution and only to the extent provided by statute, the Articles of Incorporation and these Bylaws.

### **Section 3. Standing Committees**

The following committees are hereby created as potential or fully implemented Standing Committees of the Board:

- A. Finance/Operations Committee. This Committee shall review the budget, make any changes, amendments, or modifications thereof, and submit recommendations to the Board on any and all financial matters. It shall study and report on the long-range needs and goals of the Foundation and shall continuously update such needs and goals. This Committee shall also assist in the planning and development of programs that further the purposes of the Foundation.
- B. Fundraising and Events Committee. This Committee shall assist in planning and obtaining funds through governmental, corporate and business, foundation and other private sources as well as planning and executing all event of the Foundation.
- C. Governance and Board Development Committee. This Committee shall review and update the Bylaws and other governing documents of the Foundation and shall establish and execute annual board recruitment plans and present nominations of new Directors to the Board.
- D. Grants/Programs Committee. This Committee shall oversee the review of funding requests and present recommendations for funding to the Executive Committee.

A majority of the members of any Standing Committee may determine that Committee's action and fix the time and place of its meetings unless the Board shall otherwise provide. Such Standing Committees of the Board shall have only such powers as are specifically delegated by the Board. Members of such special committees shall be Directors or Officers of the Foundation and shall be appointed by the Chair(s), with consent of the Board.

### **Section 4. Ad Hoc Committees**

The Board may find it necessary from time to time, as it shall deem desirable to do so, to appoint Ad Hoc Committees to address particular issues of interest to the Foundation. Such Ad Hoc Committees shall have such powers and perform such other duties, as the Board shall, from time to time, grant and assign to them.

### **Section 5. Emeritus Board Members**

The Board shall be authorized to recognize and appoint past Board members who have exhibited exemplary service to the Board as "Emeritus" Board Members. Emeritus Board Members shall not be considered voting members of the organization and shall not be considered a represented of the



Organization. An Emeritus Board Member may be separately elected or reelected to the Board as a voting Board Member without losing their “Emeritus” designation.

## **ARTICLE V. POLICE LIAISON**

The Des Moines Police Department shall appoint a person to act as the official Liaison between the Department and the Foundation. The Liaison shall attend all Board meetings, unless otherwise directed by the Board and shall ensure that effective communication is facilitated between the Foundation and Department. The Liaison shall under no circumstances be a voting member of the Board of Directors.

## **ARTICLE VI. BYLAWS**

The power to make, alter, amend or repeal the Bylaws of this Foundation shall be vested in the Board of Directors. These Bylaws may be amended or revised at any regular or Annual Meeting of the Board by a two-thirds (2/3) vote of the Directors; provided that notice of the substance of the proposed amendments or revision is contained in the notice for such meeting.

## **ARTICLE VII. APPROVAL OF FOUNDATION AWARDS**

The Foundation shall not fund any initiative, program or project not supported and approved by the Chief of Police.

## **ARTICLE VIII. FOUNDATION RELATIONSHIP WITH DONORS AND DMPD**

Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, donors, whether they be corporations, businesses, organizations, public agencies or the employees, volunteers, contractors or agents thereof, as well as private individual donors, shall receive no special privileges from the Des Moines Police Department, or its employees, in return for contributions made in any form to the Foundation. Accordingly, such entities, whether they be corporations, businesses, organizations, public agencies or the employees, volunteers, contractors, or agents thereof, as well as private individuals, who choose not to contribute to the Foundation, shall not be disclosed to the Des Moines Police Department nor suffer retribution or other negative response.

## **ARTICLE IX. GENERAL PROVISIONS**

### **Section 1. Agents and Representatives**

The Board may appoint such agents and representatives of the Foundation with the powers to perform such acts or duties on behalf of the Foundation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by applicable statute.

### **Section 2. Endorsement of Contracts and Documents**

The Executive Committee may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Foundation. Such authority may be general or confined to a specific instance and, unless so authorized by the Executive Committee or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or incur any pecuniary liability for any purpose in any amount. Unless it is expressly authorized in the Budget as approved by the Board, no Officer,

Director, agent or employee enter into an agreement on behalf of the Foundation when said agreement involves the Foundation's expenditure or receipt of an amount in excess of \$1,000 without the express authorization of the Board or Executive Committee.

### **Section 3. Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board or the Executive Committee, the Executive Director, or Chair(s) of the Board if an Executive Director is not appointed, shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Foundation may hold stock, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such stock which, as the owner thereof, the Foundation might possess and exercise if present. The Board may confer like powers upon any other person and may revoke any such powers as granted as its pleasure.

### **Section 4. Fiscal Year**

The fiscal year of the Foundation shall consist of a calendar year and extend from January 1<sup>st</sup> to December 31<sup>st</sup> in each year.

### **Section 5. Indemnification Granted**

The Foundation may indemnify and defend any Director or Officer or former Director or Officer of the Foundation, or any person who may have served at its request as a Director or Officer of another corporation to the fullest extent permitted by law.

### **Section 6. Insurance**

The Foundation shall purchase, on an annual basis, Directors and Officers Liability Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against such person and incurred by such person in any such capacity or as arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against liability under the provision of this Section or under the applicable provision of Washington laws.

### **Section 7. Inspection of Articles and Bylaws**

The Foundation shall keep in its principle office in the State of Washington the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the Directors and such other persons as required by law, during the Annual Meeting and at all reasonable times.

THIS IS TO CERTIFY that the Board of Directors duly adopted the foregoing Bylaws as the Bylaws of such Foundation thereof on the 5 day of March, 2019.

  
Yvonne Nutting  
President and Board Chair