

**BYLAWS OF THE  
NATIONAL ASSOCIATION FOR  
CIVILIAN OVERSIGHT OF LAW ENFORCEMENT  
(NACOLE)**

**ARTICLE I - NAME**

The name of this corporation shall be the National Association for Civilian Oversight of Law Enforcement. It is established as a voluntary, tax-exempt, non-profit professional association formed under the sponsorship of interested persons for the purpose of advancing the cause of civilian oversight.

**ARTICLE II - PURPOSES**

The goals of the National Association for Civilian Oversight of Law Enforcement shall be:

- To provide for the establishment, development, education, and technical assistance of/for the civilian oversight of law enforcement.
- To develop a national forum to provide an informational and educational clearinghouse and a publication resource of educational information for the public and organizations in the field of civilian oversight of law enforcement.
- To encourage the highest ethical standards in organizations which oversee law enforcement.
- To educate the public by developing mechanisms to enhance police and community relations, educate law enforcement agencies, and encourage law enforcement to respond with sensitivity to citizens' issues and complaints.
- To encourage full racial and ethnic representation and participation in this organization and the agencies overseen by its members.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from U.S. Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States of America Internal Revenue Laws.

**ARTICLE III - OFFICES**

The National Association for Civilian Oversight of Law Enforcement is incorporated under the laws of the State of Maryland. The Board of Directors shall determine the principal office location and mailing address.

## **ARTICLE IV - MEMBERSHIP**

Membership in NACOLE is subject to individuals meeting the qualifications as described in ARTICLE IV, Section A. Members shall be divided into three categories.

### **A. Categories of Membership**

1. Regular members are defined as those persons:
  - Who are not sworn law enforcement officers;
  - Who work for or constitute U.S. agencies which are established by legislative or executive authority to investigate and/or review issues and complaints against law enforcement; and/or
  - Who have worked for and/or have constituted U.S. agencies, which are established by legislative or executive authority to investigate and/or review complaints against law enforcement.
  - Who are mayors, county or municipal managers or who otherwise hold an executive position or are on a board, council, commission or committee with authority to direct, control, and/or oversee the activities and/or performance of the chief law enforcement officer of a political subdivision.
2. Associate members are defined as any persons interested in the oversight of law enforcement. Associate members shall be able to participate in all Association activities including serving on committees, but are ineligible to vote or serve as officers or members of the Board of Directors.
3. Organizational members are defined as agencies or boards who provide civilian oversight of law enforcement by legislative or executive mandate. These agencies or boards will receive one transferable regular (voting) membership. All agency or board members are eligible to serve on committees. Cities or other political subdivisions may obtain one organizational membership to cover all of the entities within it, which meet the requirements for regular membership.

### **B. Dues**

All categories of members shall be required to pay the dues set for that level of membership in order to retain that membership. The Board of Directors shall establish membership dues for all membership categories.

### **C. Termination of Membership**

A member may resign their membership at any time by submitting their resignation in writing to the address of record or the registered office of this Association. A member who has not paid his/her dues within three months after the date payment is due shall be dropped from the membership roster. A written notice of this action shall be mailed to the last known address of the members so dropped.

**D. Voting**

Only regular members according to ARTICLE IV, Section A, are eligible to vote on Association business.

**ARTICLE V - OFFICERS**

The officers of the Association shall be an elected President, President-Elect, and an appointed Secretary and Treasurer. Only regular members in accordance with Article IV, Section A who have been a member in good standing for one (1) year and have attended at least one (1) of the two previous national conferences shall be eligible for election or appointment as officers of the Association. Their duties shall be:

- A. President.** The President shall be elected to the position by a vote of association members at the annual conference and shall serve for a term of one year. The President shall be the presiding officer of the Association and an ex-officio member of all committees; shall be available to consult with the members on Association matters between meetings; shall appoint committees from time to time; and shall generally represent the interests of the Association with related associations, agencies, and organizations.
- B. President-Elect.** The President-Elect shall be elected to the position by a vote of association members at the annual conference and shall serve for a term of one year. The duties of the President-Elect shall be to learn the duties and activities of the presidency and functions of the Association, to fulfill the duties of the President in the event of the President's absence or disability and to undertake any duties assigned to him/her by the President.
- C. Secretary.** The Secretary shall be appointed by a majority vote of the Board of Directors on an annual basis. The Secretary shall be responsible for the minutes of meetings of the Association and its Board of Directors as well as all non-fiscal records of the Association.
- D. Treasurer.** The Treasurer shall be appointed by a majority vote of the Board of Directors on an annual basis. The Treasurer shall be responsible for the assets, funds, and fiscal records of the Association.

**ARTICLE VI - BOARD OF DIRECTORS**

**A. Powers**

Management of the Association shall be vested in the Board of Directors. The Board of Directors shall be and is hereby fully authorized to execute all powers of the Association and its property; to establish rules and regulations proper or necessary for the transaction of the business of the Association; and to establish objectives and determine policies with relation to Association needs.

The Board of Directors may delegate to any person or committee any of the powers and duties herein granted them as a Board of Directors. In making such appointments and delegating such authority, the Board of Directors does not abrogate its responsibilities or duties as set forth in these by-laws.

**B. Composition**

The Board of Directors shall consist of the following members:

1. President
2. President-Elect
3. Eight Members at Large (including the Secretary and Treasurer who are appointed by the Board).
4. Immediate Past President

**C. Term of Office—And Eligibility**

Only regular members in accordance with Article IV, Section A who have been a member in good standing for one (1) year and have attended at least one (1) of the two previous national conferences shall be eligible for election or appointment as Members of the Board of Directors of the Association.

Officers and members of the Board of Directors shall be elected by the voting membership at the annual meeting according to the procedures as described in Article VII of these by-laws with the commencement of the term of office to take place during the annual conference. Terms of office shall be staggered so that, as close as possible, one-third of the Board, excluding the President, President-Elect and the Immediate Past President, are elected each year. No member of the Board of Directors shall be eligible to be elected to serve more than three consecutive three-year terms.

**D. Vacancies**

The Board of Directors shall fill vacancies occurring before the expiration of terms of office by appointment of Association members to the Board. Persons so chosen shall serve until the expiration of the terms that they have been designated to fill. This will not prohibit them from being eligible to serve additional full terms as defined in Article VI, Section C.

**E. Duties**

In accordance with the Board policy and priority guidelines established by the members of the Association, the Board of Directors shall be responsible for the following:

1. Direction, coordination, and evaluation of the Association, including study of alternative program possibilities and establishment of preferential ratings of such alternatives to guide in the allotment of Association resources.
2. Creation of permanent and Ad Hoc national committees and task forces depending on the policy and priorities of the total Association, definition of their functions, and allocation of specific assignments.
3. Representation of the Association and maintenance of its relationship with other organizations.
4. Finances of the Association including the rendering of an annual accounting to members concerning sources and amount of income and nature and amount of expenditures.
5. Membership policies and practices of the Association within the limits prescribed by these by-laws.
6. Selection and employment of staff assistance on a temporary or full-time basis from time to time as determined by need.
7. Personnel policies and practices of the Association within the limits prescribed by these by-laws.
8. Provision at regular intervals for an evaluation and appraisal of operations in relation to fulfillment of Association goals.
9. Review and resolution of intra-organizational issues and problems.
10. All other business of the Association in the fulfillment of the Association's purposes.

**F. Meetings**

The Board of Directors shall hold no fewer than one meetings in a given year, at such times and places or by such procedures and processes as may be determined by the President. Reasonable notice of the time, place, and method of each meeting shall be given to each member of the Board of Directors.

**G. Absences**

In the event a member of the Board of Directors is absent for three consecutive meetings without good cause (as determined by the Board of Directors) there shall be sufficient reason to find that a vacancy exists in the terms of membership held by the member involved.

## **H. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of all business.

## **ARTICLE VII - ELECTION PROCEDURES**

### **A. Eligibility for Office**

1. Shall be in accordance with Article V of these by-laws.

### **B. Election Committee**

#### **1. Appointment of Committee**

- a. No less than six-months prior to the annual meeting, the President shall appoint, an Election Committee.
- b. The term of office of the Election Committee shall be one (1) year.
- c. The Election Committee shall be solely responsible for conducting the election of Officers and Board of Directors.

#### **2. Duties**

The duties of the Election Committee shall be:

- a. The establishment of procedures, subject to the approval of the Board of Directors, to regulate and guide the nomination and balloting processes.
- b. To receive declarations of candidates and pertinent background information for each position in the regular election of Officers and Board of Directors as stated in these by-laws.
- c. The establishment of procedures, subject to the approval of the Board of Directors, that define a proxy vote for election purposes only, which shall include:
  - 1) A proxy vote form,
  - 2) Circumstances for casting a proxy vote.
  - 3) How a proxy vote is to be cast and when.
- d. Sixty (60) days prior to the election of Officers and Board of Directors, the Chair of the Election Committee shall file with the Board of Directors a progress report on the election and the candidates for office.

- e. The Election Committee shall be responsible for the distribution of ballots and the general conduct of the election.
- f. Upon completion of the ballot tally by the members of the Election Committee, the Chair shall verify the tally and submit to the Secretary a tabulation of ballots for each office of the organization. Each candidate for office may appoint an observer to monitor the counting of ballots.
- g. The Chair shall announce to the membership at the annual meeting those candidates who have compiled the highest number of votes for each office.

**C. Elections**

- 1. Elections shall be held through a secret ballot process, listing the names of the persons nominated. The form of the ballot may be at the discretion of the Election Committee. The ballot for elections of officers and Board of Directors shall become final thirty (30) days prior to the date established by the Board of Directors for the purpose of election to office. The exception shall be nominations for office submitted from the floor on the day of elections.
- 2. All regular members shall be entitled to vote in elections for Officers and Board of Directors and shall not cast more than one vote per office providing that they have been a regular/organizational member in good standing at least 30 days prior to the election.
- 3. Election of candidates to office shall be by the highest number of votes cast for any one office.
- 4. The ballot for the Officers and Board of Directors shall consist of all names of candidates seeking each office. The candidates receiving the highest number of votes shall be elected to said offices.

**ARTICLE VIII - ADDITIONAL COMMITTEES AND TASK FORCES**

- A. Committees and Task Forces may be created and abolished by the President with the advice and consent of the Board of Directors as necessary to plan and review the goals and purposes of the Association. These Committees and Task Forces shall report to the Board of Directors and shall, within budget authorizations, create their own sub-units as required to complete their assigned tasks.
- B. Committees and Task Forces may consist of members of the Board of Directors and any other members of the Association. In making appointments, the President shall give consideration to: (1) special competence, (2) geographic distribution, and (3) continuity

of experience, (4) term of service, (5) membership recommendations, and (6) optimum use of Association resources.

## **ARTICLE IX - MEETINGS OF MEMBERS OF THE ASSOCIATION**

### **A. Annual Meetings**

The annual meeting of the members of the Association shall be held on a date and at a location each year as shall be determined by the Board of Directors.

#### **Notice of Annual Meeting**

Notices of the annual meeting of the members of the Association shall be in writing and shall set forth the date, time and place thereof. Such notices of meetings shall be mailed or caused to be mailed by the Secretary not fewer than sixty days before each meeting and shall be addressed to each member of the Association at his/her address as it shall appear on the records of the Association.

### **B. Special Meetings**

Special meetings of the members of the Association may be called by the Board of Directors or shall be called by the Secretary upon written request by two-thirds of the members of the Association. Such special meetings shall be held on such dates and at such places as shall be specified in the respective notices thereof.

#### **Notice of Special Meetings**

Notices of special meetings of the members of the Association shall be in writing and shall set forth the date, time, and place thereof. Such notices of meetings shall be mailed or caused to be mailed by the Secretary not less than twenty or more than forty days before each meeting. The notices of meetings shall be addressed to each member of the Association at his/her address, as it shall appear on the records of the Association.

### **C. Quorum**

At any annual or special meeting of the members of the Association, a minimum of 10 voting members must be present in order to constitute a quorum for the transaction of business.

### **D. Procedures**

The President shall rule on all procedural matters not specifically covered in these by-laws and shall be guided in this duty by Robert's Rules of Order Revised.

### **E. Voting**

In voting on issues before the Association, each regular member, as defined in Article IV Section A, Part 1, shall be entitled to one vote, and a majority vote of such regular members present and voting on such matters shall be necessary for passage.

#### **ARTICLE X - BUDGET AND FINANCE**

The Board of Directors shall annually determine the budget of the Association and shall have overall responsibility for the Association's financial affairs.

#### **ARTICLE XI - SOURCES OF INCOME**

The Association may receive income from both public and private sources including grants for special purposes.

#### **ARTICLE XII - AMENDMENTS TO BYLAWS**

These by-laws and any amendments or supplements thereto may be adopted, amended, altered, supplemented or repealed by a majority vote of the voting membership present in person or by proxy at any general meeting of the Association when due notice of a proposed by-law amendment has been given to the general membership thirty days prior to the annual or special meeting.

[Approved 10/14/98, revised 11/03/02, 12/13/05, amended by Board as authorized by membership 6/8/06]