



BYLAWS

ARTICLE I. BUSINESS

Name

Section 1.00. The name of the organization is the "Phoenix Police Museum, Inc;" hereinafter referred to as the "Museum."

Purpose

Section 1.01. The purpose of the Museum is to:

Educate the public in the history of the Phoenix Police Department in historic and modern context to enhance the image of law enforcement; interact with the citizens of the city of Phoenix through a positive learning environment; to promote and preserve the history of the Museum; while building a closer bond between the police department and the citizens of the city of Phoenix, County of Maricopa and State of Arizona. The Museum will provide a public location to develop an educational museum.

Principal Offices

Section 1.02. The principal office of the organization for the transaction of business will be in the Phoenix Historical City Hall, 17 South 2nd Avenue 1st Floor, in the city of Phoenix, County of Maricopa, State of Arizona, 85003

Change of Address

Section 1.03. The location of the organization's principal office can be changed only by amendment of the Articles of Incorporation of this organization and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the department by noting the changed address and effective date below, and such change of address shall not be deemed an amendment by these bylaws. Police Headquarters, 620 West Washington, Phoenix, Arizona 85003. Dated: October 1993. Barrister Place Building, 101 South Central Avenue, Suite 100, Phoenix, Arizona 85004. Dated: March 1994. Phoenix Historical City Hall, 17 South 2nd Avenue 1st Floor, Phoenix, Arizona 85003. Dated June 2012.



Other Offices

Section 1.04. The organization may also have offices at other places where it is qualified to do business, as its business requires and as the Board of Directors may from time to time designate.

ARTICLE II. DIRECTORS

Board of Directors

Section 2.00. The organization shall have no more than nine (9) Directors and one (1) Honorary Director, collectively they shall be known as the Board of Directors. The number may be changed by amendment of the Articles of Incorporation of this organization and any amendment of the bylaws and not otherwise. At no time shall the number of Directors be reduced to less than five (5). Directors may be any Phoenix Police Department employee (sworn or non-sworn) or Phoenix Police Department retiree. In addition, there shall be no more than two (2) public members at any time. The public members should have a museum background. Reference in the bylaws to Directors and Board of Directors shall be to those individuals who are duly elected to serve and not those appointed as Associate Directors.

Associate Directors

Section 2.01. Upon the recommendation of any duly elected Director, an Associate Director may be appointed by a majority vote of the Board. Such recommendation shall be the result of the appointee's ability, interest, and potential contribution to the organization and its objectives. Each Director is entitled to appoint one (1) Associate Director.

Individual committees will be coordinated by an Associate Director who will be the Chairperson of the committee. Individual committees will not be limited to the number of participants who assist with their activity. The Associate Director for each committee will be the contact person for their committee's activities. The Associate Director will also maintain a current roster of those interested individuals in the committee.

An Associate Director may express his or her views, opinions, and suggestions at any meeting of the Board; however only one Associate Director may vote in the absence of the duly elected Director. Associate Directors may be Phoenix Police Department employees' (sworn or non-sworn), Phoenix Police Department retirees, family members of current and retired Phoenix Police Department employees, community leaders



and museum professionals. Associate Directors shall never exceed fifteen (15) Associate Directors at one time including the permanent Association Directors positions consisting of one representative from each of the listed employee organizations. Any Associate Director may be removed with good cause collectively or individually by any Director with the concurrence of a majority of the Board of Directors present and voting. Notice of all meetings of the Board of Directors shall be sent to Associate Directors as provided for in Sections 3.04 and 3.05 of these bylaws.

Powers

Section 2.02. Subject to any limitations contained in the Articles of Incorporation, the Board of Directors shall exercise the powers of the organization, control its property, and conduct its affairs, except as otherwise provided by law. The Board of Directors shall decide the interpretation of the Articles and Bylaws of this corporation, as well as rules governing Museum events and other Museum matters, when such rules are set forth by the Phoenix Police Museum.

Duties

Section 2.03. It shall be the duties of the Board of Directors to:

- a) Perform all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b) Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization.
- c) Supervise all officers and agents of the organization to assure that their duties are properly performed.
- d) Meet at such times and places as required by these Bylaws.
- e) Register their addresses and phone numbers with the Secretary of this organization. Notices of meetings mailed or telephoned to the Directors at such addresses shall be valid notices thereof.
- f) In addition to the above powers and duties, the Board of Directors shall have any other powers not unlawful or contradictory to the Articles of Incorporation and bylaws of this organization which the Board desires essential to carry out the purpose of this organization.

Election

Revised: January 9th, 2021

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Section 2.04. The first election of the Board of Directors shall be held one year after the formulation of the organization, on or about March 1st, 1995, with the next election every three years thereafter. The election of the new board will be the last business item of the current Board during the meeting. Directors and Association Directors will have one vote each. The eight (8) leading candidates, after counting the votes, will be appointed. Candidates will be nominated by a Director or an Associate Director based on their ability, interest and potential contribution to the Museum and its objectives. The current Ad hoc Formulation Committee/Board of Directors will conduct business for one year or until March 1st, 1995, which ever is sooner. The positions on the Board of Directors will be an Executive Director, an Honorary Executive Director (non-voting position), a Secretary, a Treasurer, and six (6) Members at Large. All elections will occur at the annual general members meeting on or around January of each year.

Terms of Office

Section 2.05. Directors shall serve until resignation or removal as provided for in these bylaws. Directors can not permanently hold more than one position on the board. Members at Large will be elected, in staggered years, by a majority vote of the Board of Directors for three-year terms. This does not include a duly appointed Director serving in the Executive Director's absence.

Section 2.06. The Executive Director, Secretary, Treasurer and Members at Large will be elected by the Board of Directors for three staggered year terms, by a majority vote. The Honorary Executive Director will be elected by the Board of Directors, by a majority vote, once, for the duration of his/her term as Police Chief in the City of Phoenix, Arizona.

Section 2.07. Associate Directors shall serve for one year. Re-appointment for successive years shall require a motion by a Director and approval of a majority of the Board of Directors. There will be nine (9) Associate Directors representing Directors in their absence, and six (6) permanent Association Directors positions consisting of one representative, selected by the organization, from each of the listed employee organizations:

Phoenix Law Enforcement Association (PLEA)

Phoenix Police Sergeants and Lieutenants Association (PPSLA)

Fraternal Order of Police (FOP Lodge #2)

Association of Federal, State, County and Municipal Employees (AFSCME Local 2960)



City of Phoenix Police Department Reserve Bureau
City of Phoenix Police Department Historian

Section 2.08. If vacancies occur on the Board, the Board of Directors shall choose a replacement from the current roster of Associate Directors. This replacement shall serve the remainder of the existing Board member's term.

Removal of Directors and Associate Directors

Section 2.09. Any Director or Associate Director may be relieved of his/her duties for incompetency, inattentiveness of duties to their office, conduct unbecoming of their office, or for conduct, which in any way may reflect negatively upon the Museum, the Phoenix Police Department, or the city of Phoenix. Any individual Director or Associate Director may be removed for good cause by a majority vote of the Board of Directors. Good cause is conduct as defined above. Board members and Associate Board members are required to attend at least 2 (two) quarterly Museum Board meetings each year to remain an active Board member. Failure to meet the attendance requirements will result in the removal of the Board member unless there is a notice of absence, by the Board member, from the Board meeting/s.

ARTICLE III. MEETING OF DIRECTORS

Section 3.00. All resolutions must be passed by a majority vote of the Board of Directors.

Regular Meetings

Section 3.01. Meetings of the Directors shall be held at such other place or places as may be designated from time to time by a resolution of the Board of Directors.

Section 3.02. One regular meeting shall be held quarterly on a date to be determined each quarter by resolution of the Board of Directors. The meeting shall include the Directors, Associate Directors, committee members, and other persons as approved by the Directors.

Section 3.03. In addition to regular meetings, for good reason, special meetings (Executive Session), may be called by any member of the Board of Directors to be held at the time and place determined at the discretion of the Board of Directors.



Notice of Meetings

Section 3.04. Written notice of the time and place of every meeting shall be delivered to each Director and Associate Director or sent to him/her via city of Phoenix Inter-Departmental mail, U.S. mail, or E-mail at least seven (7) days prior to such meetings, if possible as well as posted on the Museum's website.

Section 3.05. Notices of special meetings (Executive Session) shall specify the place, day, and hour of the meeting and the general nature of the business to be transacted. A special meeting may be called by any member of the Board of Directors and notice given via E-mail or by telephone at least twenty-four (24) hours prior to such a special meeting.

Quorum

Section 3.06. A quorum shall consist of a majority of the voting positions in the Board of Directors. Five (5) Directors will be necessary to conduct organization business.

Section 3.07. Each Director is only entitled to one vote. One Associate Director, as designated and appointed by an individual Director and approved by the Board of Directors, may vote in the absence of the Director.

Voting by Mail

Section 3.08. Any vote for the election of members of the Board of Directors may be conducted by U.S. Mail, Inter-Department mail, E-mail or in such a manner as the officers of the organization may determine. Any resolution, which requires majority vote by the Board of Directors for passage, may be voted upon by Inter-Departmental mail, U.S. Mail, E-mail or in another manner determined by the officers of the organization.

Fractional Voting and Cumulative Voting

Section 3.09. In this organization, there shall be no fractional or cumulative voting.

Conduct of Meetings



Section 3.10. Meetings of the Board of Directors shall be presided over by the Executive Director of the organization, or, in his or her absence, an appointed Designee. If there is no previously appointed Designee, the Secretary of the Board of Directors will act in the Executive Directors behalf in case of his/her absence. The Secretary of the organization shall act as Secretary and Parliamentarian during all meetings, or can appoint a person to record the minutes during the meeting/s.

ARTICLE IV. OFFICERS

Section 4.00. The executive officers of this organization shall consist of an Executive Director, an Honorary Executive Director, a Secretary, a Treasurer and six (6) Members at Large. These officers shall comprise the Board of Directors.

Vacancies

Section 4.01. Any vacancy that occurs in the Board of this organization shall be filled from the list of Associate Directors, by a majority vote of the Board of Directors. The creation of any new position on the Board of Directors will be filled in accordance with a vacancy.

Duties of the Executive Director

Section 4.02. The Executive Director shall:

- a) Preside at all meetings of the Board shall have such other powers and perform other duties as from time to time may be assigned to him/her by the Board of Directors or by these bylaws.
- b) Assign a Designee to act in his/her behalf in case of absence.
- c) Create committees and delegate responsibility and authority to committees.

Duties of the Honorary Executive Director

Section 4.02.1. The Honorary Executive Director may:

- a. Assign a Designee to act in his/her behalf in case of absence.
- b. Is a non-voting Director position.

Duties of the Secretary



Section 4.03. The Secretary shall:

- a. Take or cause to be taken accurate minutes of all meetings.
- b. Keep at the principal office of the organization a record of the minutes of the meetings, which shall be open to all Directors for their inspection.
- c. Keep and maintain a book containing the names and addresses of each Director and Associate Director and the date of his/her appointment to the election.
- d. Serve as the Executive Director in his/her absence if there is no previously appointed Designee.

Duties of the Treasurer

Section 4.04. The Treasurer shall:

- a. Have charge and custody of the funds of the organization and the power to receive and disburse funds as given by the Board of Directors.
- b. Keep and maintain adequate and correct accounts of the Museum's money and business transactions.

Duties of the Officers at Large

Section 4.05. The Officers at Large shall:

- a. Promote the Phoenix Police Museum's activities and events.
- b. Conduct other museum business as determined by the Board of Directors.

Compensation

Section 4.06. All officers of the organization shall not receive compensation from the Museum for the performance of duties related to their elected positions and are not liable for the debts, liabilities, or obligations of the organization.

Disbursement of Funds

Revised: January 9th, 2021



Section 4.07. A withdrawal on any Museum account in the amount of five hundred dollars (\$500) or less shall require approval from one (1) authorized person. This is also the requirement for any online banking or EFT (Electronic Fund Transfer) transaction. Any withdrawal from any Museum account in the amount of more than five hundred dollars (\$500) shall require the approval of two persons. Persons authorized to approve expenditures on all Museum accounts shall be the Secretary, Treasurer and Executive Director. If approval is not granted, then the person requesting the expenditure may seek approval by a majority vote by the Board of Directors. This can be done at Board Meetings or by email if necessary. This will not apply to reoccurring Gift Shop merchandise purchases or auto payment of necessary Museum expenditures. Approval of any expenditure in any form over five thousand dollars (\$5,000) requires a majority vote by the Board of Directors. This includes one (1) purchase or expense or a reoccurring purchase or expense in the same fiscal year.

Section 4.08. The Treasurer will provide an accounting of the previous quarterly income and expenses at each Quarterly Board Meeting as well as a previous calendar year report on the income and expenses at the Annual Membership Board Meeting.

ARTICLE V. COMMITTEES

Section 5.00. The Executive Director shall have the power to create committees and to delegate to such committees the powers needed to fulfill the purpose of which it was created.

Section 5.01. Such committees shall terminate upon completion of their task, unless otherwise directed by the Executive Director or Board of Directors.

Section 5.02. The mode of operation and membership of any such committee shall be determined by the Executive Director.

ARTICLE VI. ORGANIZATION RECORDS, REPORTS AND SEAL

Section 6.00. The organization shall keep at its principal office, a book of minutes of all meetings of the Directors prepared by the Secretary. All resolutions adopted by the special meetings, as authorized by Article III, Section 3.03, of these bylaws, shall be ratified by a majority vote of the Board of Directors and reflected in the minutes.



Section 6.01. The organization shall keep and maintain adequate and correct accounts of its business transactions, including account of its assets, liabilities, receipts, disbursement, gains and loses.

Section 6.02. The Board of Directors may adopt, use, and at will, alter the organizational seal. Such seal, if adopted, shall be affixed to all organization instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE VII. BYLAWS

Section 7.00. These Bylaws shall become effective immediately upon their adoption.

Section 7.01. These Bylaws may be altered, amended, or repealed and new Bylaws adopted, by a majority vote of the Board of Directors.

Section 7.02. Changes to these Bylaws may occur only after the Officers and Associate Directors have had at least thirty (30) days to review and comment on the change/s. Review may occur by posting the recommended change/s and will be listed on the upcoming meeting agenda.

ARTICLE VIII. MUSEUM CONTRIBUTORS

Section 8.00. Contributors shall be recognized in an appropriate manner as determined by the Board of Directors.

ARTICLE IX. MUSEUM LOGO

Section 9.00. The Phoenix Police Museum logo shall be strictly controlled by the organization. The Board of Directors must approve any use of the Museum logo.

Section 9.01. Display, usage, sale, and distribution of the Museum logo will be monitored on a quarterly basis by the Board of Directors.