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**Minutes of Action by Unanimous Consent of Organizational Meeting of The Iowa State
Police Association**
December 27, 1990

WHEREAS, the undersigned Directors of the above Corporation desire that the action expressed in the resolutions hereinafter set forth be taken by all the Directors.

NOW, THEREFORE, the undersigned, constituting all of the Directors of the above Corporation, hereby consent to the taking of the action set forth in the following resolutions and hereby confirm the resolutions and actions set forth in the minutes of this date as fully as though submitted to and acted upon unanimously at the duly held meeting of the Directors in compliance with all the requirements of the Articles of Incorporation, Bylaws and the Iowa Nonprofit Corporation Act.

1. **ARTICLES OF INCORPORATION.** BE IT RESOLVED, that the Articles of Incorporation presented by Corporate Counsel as filed with and accepted by the State of Iowa thereby constituting the legal basis of the Corporation shall be entered in the Corporate Minute book.
2. **BYLAWS.** BE IT FURTHER RESOLVED, that the proposed Bylaws as prepared by Corporate Counsel for the regulation and management of the affairs of the Corporation, which Bylaws have been reviewed by the Directors, shall be and hereby are unanimously adopted and ordered to be made a part of the permanent records of the Corporation.
3. **CORPORATE RECORDS.** BE IT FURTHER RESOLVED, that the Minute Book proposed by Corporate Counsel as the depository of the official corporate records shall be accepted; and that corporate Counsel is hereby directed to maintain its safekeeping for the benefit of the Corporation.
4. **CORPORATE SEAL.** BE IT FURTHER RESOLVED, that the Corporation adopt no seal.
5. **NATURE OF ACTIVITY.** BE IT FURTHER RESOLVED, that the Corporation shall enter into the activity of promoting relations among persons interested in law enforcement and that the Officers are hereby authorized to do all things necessary to develop and maintain the activity.
6. **OFFICERS.** BE IT FURTHER RESOLVED, that the following persons shall be and are hereby elected to the offices set forth opposite their names and they accept the obligation to serve until their successors shall be elected:

President – John Daws

First Vice President – Frank Hicks

Second Vice President – Richard Ahlstrom

Third Vice President – Richard Turnquist

Secretary-Treasurer – Donald S. Hensley

7. **BOARD OF DIRECTORS.** BE IT FURTHER RESOLVED, that the number of Directors to serve on the Board of Directors of this Corporation shall be and hereby is set at the number named in the Articles of Incorporation until such time as changed by amendment to the corporate bylaws.

8. **CORPORATE DEPOSITORY.** BE IT FURTHER RESOLVED, that the banking resolution of First American State Bank executed by the Officers in the form attached hereto shall be and is hereby ratified and approved.

9. **FISCAL YEAR.** BE IT FURTHER RESOLVED, that the corporate fiscal year shall be established as September 1 to August 31.

10. **RATIFICATION.** BE IT FURTHER RESOLVED, that all acts of the organizers, Directors, and professional advisors in forming the Corporation are hereby authorized, ratified, and fully confirmed; and those persons are relieved of further liability and indemnified for any loss or expenses suffered.

Dated at Des Moines, Iowa, on this 27th day of December, 1990.

DIRECTORS

John Daws

Dated 27th December 1990

Frank Hicks

Dated 27th December 1990

Richard Ahlstrom

Dated 27th December 1990

Rick L. Host

Dated 27th December 1990

Richard Turnquist

Dated 27th December 1990

Donald S. Hensley

Dated 27th December 1990

Cameron S. Coppess

Dated 27th December 1990

Ronald Reid

Dated 27th December 1990

Paul Agapitos

Dated 27th December 1990

**Articles of Incorporation
of
The Iowa State Police Association to the Secretary of State of The State of Iowa**

Pursuant to the provisions of Iowa Code chapter 504A (1989), the undersigned incorporator adopts the following Articles of Incorporation.

I. NAME

The name of the corporation is The Iowa State Police Association.

II. DURATION

The period of its duration is perpetual.

III. Purpose

Section 1.

The object, purposes and scope of this Association shall be:

- (a) To promote closer relations among all persons interested in or actively engaged in the prevention of crime and accidents and the enforcement of laws;
- (b) To suppress crime by state-wide cooperation in the arrest of criminals and searches for fugitives from justice;
- (c) To instill in members of the association integrity and just pride in their work and thereby elevate their profession and uphold the dignity of the law;

(d) To investigate any case wherein a member is charged with a crime for his conduct while in the performance of his duty and, if it is found that he is the object of undue harassment or persecution, to render all possible assistance;

(e) To secure the observance and enforcement of all civil service, pension, and other benefit related statutes which pertain to the rights of the active members of this association;

(f) To promote better public relations through civic organizations and to advance friendly and courteous dealings with the public;

(g) To assist legislators in the enactment of laws needed to improve law enforcement and the criminal justice system and to promote legislation and other measures which are conducive to the general welfare of police officers;

(h) To assist by donation in the defrayment of the burial expenses of any active member, both for natural death and accidental death.

SECTION 2.

(a) This association is not organized for business purposes nor for pecuniary profit and its earnings shall be disbursed for benevolent, educational and social purposes.

(b) A separate fund, from donations rather than dues and/or earnings, shall be established for the sole purpose of disbursement to charitable 501(c)(3) organizations that further the object, purposes and scope of this Association as set forth in Section 1.⁽¹⁾

SECTION 3.

This association may establish, publish and distribute a magazine for its members.

SECTION 4.

This corporation shall not conduct any activities not permitted to be conducted by an organization exempt under section 501(c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may later be amended.

IV. MEMBERS

The membership of this Association shall consist of active members, life members, associate members, honorary members and others as defined in the Bylaws.

V. INITIAL REGISTERED OFFICE

The corporation's initial registered office is 321 East Walnut, Suite 200, Des Moines, Iowa 50053. The corporation's initial registered agent is Doyle D. Sanders.

VI. INITIAL BOARD OF DIRECTORS

The corporation will have nine voting members on its initial board of directors. The names and addresses of the initial directors are:

John Daws
4230 Suburban Drive
Waterloo, Iowa 50702

Frank Hicks
608 Jacolyn Dr. N.W.
Cedar Rapids, Iowa 52405

Richard Ahlstrom
2008 Fourwinds Dr.
Cedar Falls, Iowa 50613

Donald S. Hensley
124 South 16th Street
Fort Dodge, Iowa 50501

Richard Turnquist
1555 W. 29th Street
Davenport, Iowa 52804

Rick L. Host
630 Pennsylvania
Carlisle, Iowa 50047

Ronald Reid
1206 E. Frankin Avenue
Indianola, Iowa 50125

Cameron S. Coppres
5321 Colt Drive
West Des Moines, Iowa 50265

Paul Agapitos
3612 N. Birchwood Avenue
Davenport, Iowa 52806

VII. COMMENCEMENT

The corporation's existence will begin on the date on which the Iowa secretary of state issues the certificate of incorporation.

VIII. INCORPORATOR

The incorporator is Doyle D. Sanders and his address is 321 E. Walnut, Suite 200, Des Moines, Polk County, Iowa 50309.

IX. AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of three-fourths of the registered voting members. Amendments may be proposed by the Board of Directors or by a local unit. Submission of amendments proposed by local units must be authorized by a majority vote of the members of that unit at a meeting called for the purpose of considering the proposed amendment. If any local unit so authorizes submission of an amendment, it must be transmitted in writing to the Secretary-Treasurer of this Association at least sixty (60) days prior to the opening date of the conference at which the amendment is to be acted upon. At least thirty (30) days prior to the opening date of the conference at which the proposed amendment is to be acted upon, the Secretary-Treasurer of this Association shall send a copy of the proposed amendment to each local unit and to each active member who is not a member of a local unit.

Dated: December 26, 1990 Doyle D. Sanders, Incorporator

State of Iowa, County of Polk, SS:

On this 26th day of December, 1990, before me, the undersigned, a notary public in and for said County in said State, personally appeared Doyle D. Sanders, to me known to be the person named in and who executed the foregoing articles of incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Barbara L. Beck
NOTARY PUBLIC FOR THE STATE OF IOWA

Amendments to the Articles of Incorporation:

(1) Approved by the delegates to the 84th Annual Conference October 5, 2016.

**Bylaws Of
The Iowa State Police Association
Bylaw I.
Membership**

Section 1.

The membership of this association shall consist of active members, life members, associate members, and honorary members.

Section 2.

The following persons may be active members:

(a) Persons holding civil service rights who are regularly employed as police officers by cities in the state of Iowa which operate under the provisions of Iowa Code, Chapter 400 (1989) and persons who are regularly employed as police officers or city or town marshals and their assistants in positions not subject to Iowa Code, Chapter 400 (1989);

(b) Persons who are regularly employed as peace officers in the Iowa Department of Public Safety.

(c) Persons who are certified peace officers in the Iowa Department of Transportation.⁽¹⁾

(d) Persons pensioned from active service who held active membership in the predecessor association on the effective date of these Bylaws and members who have since become pensioned from active service;

(e) Chiefs of Police regularly employed and appointed by any city or town of the State of Iowa pursuant to Iowa Code, Section 400.13 (1989).

(f) Persons who are regularly employed as peace officers as defined in Chapter 801.4(11) of the Code of Iowa.

(1) Special security officers employed by Board of Regents institutions as set forth in Section 262.13.

(2) Conservation officers as authorized by Section 456A.13.

(3) Employees of an aviation authority designated as "peace officers" by the authority under Section 330A.8, subsection 16.

SECTION 3.

No person shall be admitted to membership in this association who is over 55 years of age, except that under special circumstances the Board of Directors may by a majority vote waive this provision and grant a membership.

Active members of this association who become pensioned, vested or retired from the department in which they are employed, or who are granted Worker's Compensation may continue such membership in this association subject to such provisions as the Bylaws of this association prescribe.

The membership of any active member shall be automatically canceled upon resignation, transfer, discharge or removal from employment which establishes the member's eligibility for such membership, provided however, that the membership of persons who become retired or pensioned from such employment, or who are granted Workers' Compensation, shall not be automatically canceled and provided further that no member shall be considered discharged or removed whose status is subject to administrative or judicial review. However, if the discharged or removed person fails to appeal the discharge or removal within time limits specified by law for filing such appeal, or within thirty days after such discharge or removal if no time limit is otherwise specified, the member's membership shall be automatically canceled unless the member has been an active member of this association for four (4) consecutive years preceding the member's resignation or discharge. In such a case, the member shall be entitled to continue as a member and shall be entitled to all the rights and benefits of membership by paying annual dues.

If either this association or a local unit cancels or suspends the membership of an active member of this association, then the local unit or this association, as the case may be, shall in reciprocal fashion cancel or suspend the membership or that member in its own organization. No member whose membership has been suspended or canceled shall thereafter receive any of the benefits or privileges of this association or the member's local unit and the member shall not participate in any membership activities while so suspended.

SECTION 4.

Life membership in this association shall be given to all Presidents of the association upon the completion of their term of office. Also, the Board of Directors may award life memberships to other members whom it may select from time to time. Life members shall be exempt from paying dues, shall be granted the privilege of voting as accredited delegates at the Annual Conference and shall enjoy the same privileges and benefits as active members.

SECTION 5.

The associate membership of this association shall consist of persons who are members of the Iowa Association of Chiefs of Police and Peace Officers, Inc., on the effective date of these Bylaws and who do not hold an active membership in this association or who are not disqualified for membership in this association.

Any person who, on the effective date of these Bylaws, holds or is eligible to hold an active membership in this association and who is a member of the Iowa Association of

Chiefs of Police and Peace Officers, Inc., and who has no civil service rights in the police department in which the person is employed, and any person pensioned and / or retired from active police service who holds an active membership in this association and a membership in the Association of Chiefs of Police and Peace Officers, Inc. shall be entitled to either an active or an associate membership in this association as the person shall select. Such selections shall be made known to the Secretary-Treasurer of this association within sixty (60) days after the effective date of these Bylaws and not thereafter.

No person shall be permitted to simultaneously hold an active and associate membership in this association. Associate members shall not enjoy the benefits acquired through active membership and they may not hold office or vote.

SECTION 6.

Honorary membership in this association may be awarded by the Board of Directors to persons who have rendered distinguished public service in the administration of criminal justice, to persons who have made an outstanding contribution to law enforcement or the prevention of crime, or to persons who have indicated a great regard for the perpetuation and promotion of protective measures relating to police and other law enforcement agencies. Honorary members shall not enjoy the benefits acquired through active membership and they may not hold office or vote.

SECTION 7.

Applications for membership shall be made in writing to the Secretary-Treasurer of this association and shall contain such information as will definitely establish the applicant's eligibility for membership pursuant to section 2 herein. If there is a local unit in the law enforcement agency where an applicant is employed, then application for membership in this association shall be made through the secretary of the local unit. Applications for membership must be made in compliance with the Bylaws of the local unit.

The Secretary-Treasurer of this association shall reject any application for membership which does not definitely establish the applicant's eligibility for membership. Any person whose application for membership has been rejected by the Secretary-Treasurer of this association may appeal the rejection to the Board of Directors who shall either affirm or reverse the decision of the Secretary-Treasurer.

SECTION 8.

No person who has been convicted of a felony against the laws of the United States, or against the laws of any State, shall be admitted to membership in this association. If any person is so convicted while holding membership in this association, that person's membership shall be immediately canceled. However, no person shall be considered convicted until the conviction is affirmed on appeal or other judicial review or until the time for filing an appeal or other application for further judicial review has lapsed without such appeal or application for further review having been properly perfected.

SECTION 9.

No person shall be admitted to membership in this association, and no member shall be permitted to continue membership herein, unless the person shall have fulfilled all requirements for membership as may be prescribed in the Articles of Incorporation and Bylaws of this Association.

BYLAW II. LOCAL UNITS

SECTION 1.

In every police department of any city or town in the State of Iowa and in the divisions of the Iowa Department of Public Safety designated in Bylaw I, section 2(b), if three or more members of the department or division are active members of the association, the members shall organize and maintain an association to be known as a local unit. Local units shall be a component part of and subordinate to this association.

The name of each local unit shall be that of the police department, or division of the Iowa Department of Public Safety in which it is organized.

There shall be only one local unit of this association maintained in a police department or division of the Iowa Department of Public Safety, and no local unit shall be organized with a membership of less than three.

Each local unit may adopt a Constitution and/or Bylaws for its own government, but no such Constitution or Bylaws shall contain anything which is incompatible with the Articles of Incorporation or Bylaws of this association.

SECTION 2.

Active members of this association who are members of a police department or division of the Iowa Department of Public Safety designated in Bylaw I, section 2(b) with three or more active members of this association, or active members of this association who are pensioned and/or retired from such a department or post, shall maintain membership in a local unit in order to maintain membership in this association. Members of this association who are not members of a local unit shall be known as members-at-large, and the membership rolls shall so designate their status.

No local unit shall admit to membership any person, except those defined under Bylaw I, section 2. Any member of a local unit whose application for membership in this association is rejected shall be dropped from membership in the local unit.

SECTION 3.

This association shall furnish each local unit with a number and a charter granting the unit the right to function as such.

Any local unit whose membership decreases to less than three shall surrender its charter to this association and the remaining members, if any, then holding membership in this association shall be transferred to the status of active member-at-large and the membership rolls shall so designate their status.

By an affirmative vote of three-fourths of the registered voting members of any Annual Conference, the charter of any local unit may be revoked and the members of such unit expelled from membership in this association, whenever such unit shall be found to have been disloyal or to have acted to the detriment of this association. The membership of any person or persons may likewise be revoked for the same reasons.

SECTION 4.

Each local unit shall elect at least two officers, a President and a Secretary.

The Secretary of each local unit shall furnish the Secretary-Treasurer of this association with the names of their officers and immediately report any changes in the same. The Secretary shall immediately report changes of the beneficiary of any member of the local unit. The Secretary shall immediately notify the Secretary-Treasurer of this association of any member of the local unit who shall become ineligible for membership in this association or who shall become pensioned, vested or retired from active service. The Secretary, without unnecessary delay, shall forward to the Secretary-Treasurer of this association all applications for membership, fees, dues, and other money or information due this association which the Secretary may have. The Secretary shall immediately notify the Secretary-Treasurer of this association upon the death of any active member of the local unit.

BYLAW III. OFFICERS

SECTION 1.

There shall be a president, first vice-president, second vice-president, third vice-president and three (3) directors elected to serve as officers of the association. The officers of this association must be a member of the association. The officers of this association must be a member of the association. Each officer shall be elected by those present at the Annual Conference for a one-year term until their successors are duly elected and qualified. All officers shall be members of the Board of Directors and shall be considered to have resigned as officers upon withdrawal or otherwise terminating as a member of the Board of Directors. Any officers may be removed from office with or without cause by affirmative vote of two-thirds of the members of the Board of Directors provided that notice of intention to request removal from office is provided to all members of the Board of Directors at least ten (10) days prior to the meeting at which such action is requested to be taken.

SECTION 2.

The Secretary-Treasurer of this association shall be appointed from the active membership by the Board of Directors. The Secretary-Treasurer shall receive for services such salary as the Board of Directors shall determine. The officers shall be reimbursed for actual personal expenses incurred in the performance of their duties as officers of the association. To ensure the honest and faithful performance of the duties, the Secretary-Treasurer shall be bonded in such sum as shall be designated by the Board of Directors of this association. The premiums on such bonds to be paid by this association.

SECTION 3.

The Secretary-Treasurer shall visit the various local units, when requested by the unit or when deemed necessary by the Secretary-Treasurer, to promote goodwill among the local units or to assist them with their problems. The Secretary-Treasurer shall submit to the Board of Directors a monthly report of such visits, and shall be reimbursed for traveling expenses.

BYLAW IV. BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall consist of the officers of this association, the president, first vice-president, second vice-president, third vice-president and the three (3) directors, who hold their respective offices on the Board of Directors. The immediate past-president shall serve as one of the members of the Board of Directors.

SECTION 2.

The Board of Directors shall have all power and authority over the affairs of the association between its Annual Conferences, except that the Board may not modify or rescind any action taken by such Conference.

SECTION 3.

Regular meetings of the Board of Directors shall be held the day proceeding, and immediately after the adjournment of each Annual Conference. The time and place of such meetings shall be fixed by the President. Special meetings of the Board shall be held upon the request of the President or any three members of the Board.

SECTION 4.

The Board of Directors is authorized to adopt rules for the transaction of its business, provided that the rules do not conflict with the Articles of Incorporation or Bylaws of this association. Five members of the Board shall constitute a quorum, unless by reason of vacancies the membership of the Board is less than five, in which event a majority of the remaining members shall constitute a quorum.

SECTION 5.

The Board of Directors shall make a report to each Annual Conference of this association.

**BYLAW V.
EXECUTIVE COMMITTEE****SECTION 1.**

The Executive Committee shall consist of the President, the past president and three members of the Board of Directors who shall be elected by the Board at its first meeting following the Annual Conference.

SECTION 2.

The Board of Directors may authorize the Executive Committee to perform such duties between the meetings of the Board as the Board deems expedient. The Executive Committee shall make a complete report of its activities at each meeting of the Board of Directors.

SECTION 3.

The Executive Committee shall meet upon the request of the President or two of its members. The Secretary-Treasurer shall attend the Executive Committee meetings and shall record the minutes of these meetings.

**BYLAWS VI.
COMMITTEES****SECTION 1.**

The Board of Directors shall constitute the Program Committee. The Committee shall arrange the program for the Annual Conference and send a copy to each member of this association at least fifteen days prior to the Conference. This program shall be submitted at the beginning of the Conference and, if approved by the Conference, it shall constitute the order of business.

SECTION 2.

The Credentials Committee shall consist of the Secretary-Treasurer of this association and three delegates to the Annual Conference appointed by the Board of Directors prior to the conference. The Secretary-Treasurer shall serve as chairman. The Committee shall convene on the day prior to the Conference and shall issue a card or badge showing the status and privileges of each person entitled to attend.

SECTION 3.

The Board of Directors shall constitute a Committee on Rules. At the first meeting of each Annual Conference, the Committee shall present a set of Standing Rules, which, if approved by the Conference, shall govern the conduct of business.

SECTION 4.

The Board of Directors shall select from the delegates to the Conference an Auditing Committee of five members, an Articles of Incorporation and Bylaws Committee of seven members, and a Resolutions Committee of nine members. The President shall announce the membership of these Committees at the first meeting of each Annual Conference.

SECTION 5.

The Board of Directors shall constitute the Legislative Committee. The President shall serve as chair of the committee. The Legislative Committee shall be a standing committee and shall continue as such until the adjournment of the next Conference. The Legislative Committee shall supervise and direct the business of this association pertaining to its legislative program. Vacancies in the Committee shall be filled by members of this association appointed by the Chair of the Committee. The Committee shall meet on the call of the Chair and shall make a report to each Annual Conference.

BYLAWS VII. MEETINGS

SECTION 1.

A regular meeting of this association, to be known as the Annual Conference, shall be held annually commencing on the second Tuesday in October and in the city selected at a previous conference, provided, however, that in the event of circumstances beyond the control of this association, it becomes impractical to hold a conference on the dates specified, or in the city previously selected, the Board of Directors may change the date and/or place of such conference.

SECTION 2.

The meetings of the conference shall be open to all members of the association, unless otherwise ordered by a three-fourths vote of the voting members present. The privilege of making motions and voting shall be limited to the officers of the association, the Chair of Committees required to report and registered accredited delegates representing the members of this association. Although a voting member may be entitled to vote in several different capacities, a voting member shall have but one vote on any question.

SECTION 3.

The sessions of the Annual Conference shall be for a period of two (2) days unless otherwise ordered by the Board of Directors as authorized by Article VI, section 1, of the Articles of Incorporation of this association.

SECTION 4.

Each local unit shall be entitled to be represented at the meetings of the Annual Conference by delegates, elected by their own members, in proportion to the number of their members as follows: local units of twenty-five or less members, two delegates; Local units of more than twenty-five members, two delegates and one additional delegate for each additional twenty-five members or fraction thereof.

Active members-at-large attending an Annual Conference shall be entitled to be represented at the meetings of the Annual Conference by delegates, elected by the members-at-large, in proportion to the number of such members registered at the conferences as follows: one delegate for each group of ten, or fraction thereof.

Each local unit shall forward the names of its delegates and alternates to the Secretary-Treasurer of this association not later than twenty (20) days prior to the opening date of the conference.

An accredited delegate who must leave or is otherwise unable to attend the Annual Conference because of an emergency may be replaced by a designated alternate, or, if no alternate be so designated, the accredited delegate may be replaced by a member of the member's local unit in attendance at the Conference at the time of the emergency. The Secretary-Treasurer of this association shall be notified of the name of the accredited delegate, the delegate's local unit, and the nature of the emergency. The Secretary-Treasurer shall also be immediately notified of the name of the designated alternate and of the name of the delegate's local unit, or, if no alternate is designated, the name of the replacement from the local unit. The Credentials Committee shall as soon as possible place a resolution shall state the name of the absent accredited delegate, the name of the delegate's local unit, the nature of the emergency, and the name of the replacement. A majority vote of the assembled delegates in attendance shall be required to pass the resolution.

BYLAW VIII. FEES AND DUES

SECTION 1.

The annual dues for active members currently employed by a police department, or division of the Iowa Department of Public Safety designated in Bylaw I, section 2 (b), or peace officers designated in Bylaw I, section 2 (e) shall be forty dollars (\$40).⁽⁴⁾ The annual dues for active members who have been pensioned, vested, and/or retired from a police department, or division of the Iowa Department of Public Safety designated in Bylaw I, section 2 (b), or peace officers designated in Bylaw I, section 2 (e) shall be thirty dollars (\$30).⁽⁴⁾ All dues shall be payable on January 1, of each year.

An active member who has been pensioned, vested, and/or retired from a police department, or division of the Iowa Department of Public Safety designated in Bylaw I,

section 2 (b), or peace officers designated in Bylaw I, section 2 (e), and has reached the age of fifty-five (55) may apply to the Secretary-Treasurer for a one-time paid up active membership at a cost of two hundred dollars (\$200)⁽⁴⁾, due within sixty days (60) after approval by the Board of Directors. A paid up active membership is not considered a life membership as outlined in Bylaw I, section 4.

The annual dues for active membership shall be set by two-thirds majority vote of the delegates at the annual conference.

Persons admitted to active membership after the beginning of a calendar year shall pay dues for that entire year.

Members of local units shall pay their dues to this association through the Secretary of their local units. Under no circumstances shall any portion of the stated dues be refundable.

SECTION 2.

Any member of this association who fails to pay the dues within sixty (60) days after they become due shall be so notified by the Secretary-Treasurer. Members of local units shall be likewise notified through their local Secretary of their failure to pay dues.

Active members who fail to pay their dues within ninety (90) days after they become due shall be automatically suspended from active membership but shall, if otherwise eligible, be entitled to reinstatement to such membership on payment of current dues and all dues which are in arrears. However, persons so suspended from membership who have been pensioned and/or retired from a police department, or division of the Iowa Department of Public Safety designated in Bylaw I, section 2(b) shall be automatically dropped from membership if they fail to reinstate their membership before January 1, following the date of such suspension. Persons so suspended shall not be reinstated.

BYLAW IX. FISCAL YEAR AND FUNDS

SECTION 1.

The fiscal year of this association shall begin September 1 of each year and end August 31 of the following year. Both dates are inclusive.

SECTION 2.

All money due this association shall be paid to the Secretary-Treasurer. The funds of the association shall be invested under the supervision of the Board of Directors. A report to the membership will be present at the Annual Conference.

BYLAW X.
BENEFIT – DECEASED MEMBER

SECTION 1.

The Secretary-Treasurer shall, upon receiving authoritative information of the death of any active member of this association, pay to the beneficiary who may have been named by the deceased member of a sum of money in such amount as from time to time shall be fixed by those voting at the Annual Conference, but not to exceed one thousand five hundred dollars (\$1,500), as a donation to assist in the defrayment of the expense incurred by the beneficiary of such deceased member. This is not insurance. This association insures no one.

SECTION 2.

To be eligible for this benefit, application for membership must be made within five (5) years after becoming employed as defined in Bylaw I, section 2.

BYLAW XI.
THE IOWA STATE POLICE ASSOCIATION AUXILIARY

SECTION 1.

This association recognizes as an auxiliary the organization known as The Iowa State Police Association Auxiliary, provided, that such auxiliary shall limit its membership to the spouses, as recognized by Iowa law, of active and retired officers and widows and widowers of deceased members of the Iowa State Police Association.⁽²⁾

SECTION 2.

The Auxiliary shall have no authority to create any obligations or incur any indebtedness for or on account of this association.

BYLAW XII.
PARLIAMENTARY AUTHORITY

The rules contained in “Roberts Rules of Order Revised”, shall govern this association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and/or Bylaws of this association.

BYLAW XIII.
DISBANDING

This association may disband and dissolve by an affirmative vote of three-fourths of the entire membership. Such vote may be taken by mail, provided, however, that no such referendum shall be held unless it shall have the approval of three-fourths of the delegates to an annual conference.

- (a) In the event this association so votes to disband, the funds of the association shall be liquidated as a majority of the members so indicate in their vote on the disbandment consistent with the Articles of Incorporation, the laws of the State of Iowa, and the Internal Revenue Code as it relates to the Corporation.

- (b) In the event this association votes to disband, the funds of the association from the separate charitable fund shall be liquidated to other 501(c)(3) organizations as a majority of the members so indicate in their vote on disbandment consistent with the Articles of Incorporation, the laws of the State of Iowa, and the Internal Revenue Code as it relates to the Corporation.⁽⁴⁾

BYLAW XIV. AMENDMENTS

SECTION 1.

These Bylaws may be amended at an Annual Conference by a two-thirds vote of the delegates present, provided, that the amendment has been proposed by the Board of Directors or by a local unit or has been proposed and signed by twenty (20) members and transmitted in writing to the Secretary-Treasurer of this association at least sixty (60) days prior to the opening date of the conference at which the amendment is to be acted upon. At least thirty (30) days prior to the opening date of the conference at which the proposed amendment is to be acted upon, the Secretary-Treasurer of this Association shall send a copy of the proposed amendment to each local unit and to each active member who is not a member of a local unit.

SECTION 2.

The Secretary-Treasurer will maintain a listing of all amendments to these Bylaws. After each annual conference at which an amendment to the Bylaws has been approved, the Secretary-Treasurer will notify the membership of the amended Bylaw(s). The Secretary-Treasurer will have the Bylaws reprinted, updating the book with any amendments passed, every five (5) years except in the event that no amendments are passed within five (5) years of the last printing. In such case the Board of Directors may elect to wait until the next amendment is passed to reprint the updated Bylaws. When the updated Bylaws are reprinted the Secretary-Treasurer will notify the membership and make copies available upon request. The most current Bylaws will be kept in electronic form on the Association's website.⁽³⁾

BYLAW XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1.

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the association as a director, officer, employee, or agent of another association, partnership, joint venture, trust, or enterprise, shall be indemnified to the following extent and under the following circumstances:

(a) In an action, suit or proceeding other than an action by or in the right of the Association, such person shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

(b) In an action, suit or proceeding by or in the right of the Association, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 2.

Any such indemnification under this Bylaw (unless ordered by a court) shall be made by the Association only:

(a) To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in the defense of any action, suit or proceeding, or

(b) Upon a determination that the indemnification of such director, officer, employee, or agent is proper in the specific circumstances because the person has met the applicable standard of conduct set forth in the Bylaw. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 3.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid in advance of the final disposition of such action, suit, or proceeding only as authorized

by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding, and upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association under this Bylaw.

SECTION 4.

The indemnification herein provided shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any statute, including the Iowa Business Corporation Act as it now exists or is hereafter amended, or any other Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office. The indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall insure to the benefit of the heirs, executor and administrator of such a person. It is intended by the foregoing, and it shall be so interpreted, to provide all such indemnification of officers and Directors as may be permitted under the Code of Iowa.

Amendments to the By-laws:

- (1) Approved by the delegates to the 76th Annual Conference October 15, 2008.
- (2) Approved by the delegates to the 77th Annual Conference October 14, 2009.
- (3) Approved by the delegates to the 80th Annual Conference October 17, 2012.
- (4) Approved by the delegates to the 84th Annual Conference October 5, 2016.

Rick L. Host
Secretary-Treasurer