



## FOUNDATION BYLAWS

# **DOTHAN POLICE FOUNDATION, INCORPORATED**

## **BYLAWS**

### **Mission**

To make Dothan the safest and most inviting city for all its residents, workers and visitors.

### **Vision**

A safe city that is good for people, good for business and good for life.

### **Goals**

*Excellence*—Promote excellence in police services.

*Community*—Mobilize the community to support the Dothan Police Department.

*Resources*—Provide programs deemed to make the most impact to crime prevention, emergency services preparedness and economic development.

### **Article I – Directors**

**1.1 General Powers.** The Foundation shall have a Board of Directors (hereafter referred to as the “Board”). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of its Board, subject to any limitations set forth in the Articles of Incorporation.

**1.2 Number.** The Directors of the Foundation shall be no less than five and no more than nine.

**1.3 Election and Term.** Following the initial appointment of board members by the Police Chief, Directors shall be elected by the sitting Board for terms of three years, measured from the beginning of the nearest fiscal year. Directors may be re-elected without limit. They shall be selected as candidates by a nominating committee appointed by the Board. Nominees considered by the board shall be subject to a background check as part of the selection process.

**1.4 Removal and Vacancies.** The Directors, by majority of a quorum present and voting may remove any Director, with cause, but only at a meeting called for that purpose. Removal with “cause” may be, but not limited to, conduct, actions or lack of actions that a reasonable person may believe could reflect negatively on the Dothan Police Foundation. The notice of the meeting shall state that the purpose or one of the purposes of the meeting is the proposed removal of the Director. Any vacancy on the Board may be filled only after the Board declares a position to be vacant and will be filled for a term identical to the remainder of the vacated term.

**1.5 Meetings.** An annual meeting and a suitable number of regular meetings of the Board shall be held after at least 15 days' notice of the time, place and purposes, said notice having been approved by at least two Directors. In addition, special meetings may be called by the Chairman of the Board or a majority of the Directors, reasonable notice being given of the time, place and purposes. Participation of a Director in a meeting implies that adequate notice had been given to that Director. Absences from meetings are inevitable and sometimes unavoidable. It is however requested that Directors make every effort to attend and notify organizers if they will be unable to do so.

**1.6 Quorum.** A majority of Directors shall constitute a quorum. Approval by a majority of those present and voting at a meeting expresses the decision of the Board.

**1.7 Compensation.** No Director shall be entitled to any compensation (directly or indirectly) for his or her service as a Director.

## **Article II – Committees and Boards of Directors**

**2.1 Committees and Boards.** The Dothan Police Foundation (DPF) may by majority vote to create one or more subcommittees or boards, including an Executive Committee, and appoint Officers of the Board to serve on them. The DPF Board may also appoint stakeholders to seat boards established to oversee specific projects and programs that coincide within the interest of the DPF. The Chair shall charge the committee at the direction of the Board in all instances with the exception of whom to fill vacancies with or how to change or amend the Articles of Incorporation, adopt, amend, or repeal these Bylaws; or approval of a plan of merger or dissolution.

**2.2 Authority.** All records of the appointed boards acting under the authority of the DPF, to include minutes, financial statements and any other documented interests shall be made available to the DPF Board upon request from the Chairman, Vice-Chairman or Secretary/Treasurer. Any board or committee appointed by the DPF will be accountable to the Dothan Police Foundation Board of directors and under the sole authority of the same.

## **Article III – Officers**

**3.1 Officers.** The Officers of the Board shall be a Chairman, Vice-Chairman, Secretary/Treasurer and at the discretion of the Board, other Officers and assistant Officers as may be necessary or advisable to carry on the business of the Foundation. No Director shall hold more than one office at a time. The Secretary/Treasurer shall be the sitting Chief of Police for the Dothan Police Department and shall not be a voting Officer of the Board nor be counted as a member.

**3.2 Terms of Office.** Officers shall be elected at the annual meeting of the Board. They shall hold office for one year unless they resign or are removed. Officers may be re-elected each year without limit. A resignation shall be effective upon delivery of notice to the Chairman unless

the notice specifies a later date. In the event the Chairman resigns, the Secretary/Treasurer shall be notified. It shall be the responsibility of the party notified to notify the other board members.

**3.3 Removal of Officers.** The Board may remove any voting Officer or assistant Officer at any time, with cause (see 1.4).

**3.4 Duties of Officers.** The Chairman shall be the Chief Executive Officer. He or she and the other Officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board. The Vice-Chairman will assume duties in the absence of the Chairman. The Secretary/Treasurer shall prepare or have prepared and maintain or have maintained custody of the minutes of the Board meetings and shall authenticate records of the Foundation.

#### **Article IV – Contracts, Checks, Drafts, Bank Accounts, etc.**

**4.1 Execution of Contracts and Other Documents.** The board, the Executive Committee, or a committee of the Board duly authorized by resolution of the Board, except as by law or these Bylaws otherwise require, may authorize any Officer or Officers, agents or agents, in the name of and on behalf of the Foundation to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board or any such committee, in authorizing or directing the execution of any contract, deed, or other instrument, will fail to specify the Officer or Officers or other agent or agents who are to execute the same, such contract, deed or other instrument will be executed on behalf of the Foundation by the Chairman or any other Officer and, where necessary or appropriate, the corporate seal will be affixed thereto and attested by the Secretary/Treasurer or any assistant Secretary.

**4.2 Checks, Drafts, etc.** All checks, drafts and other orders for payment of money out of the funds of the Foundation shall be signed on behalf of the Foundation in such a manner as may from time to time be determined by resolution of the Board or any duly authorized committee of the Board. For security purposes, all disbursements of funds from Foundation checking accounts shall bare, at minimum, two signatures, one of which is the Secretary/Treasurer.

**4.3 Crimestoppers.** The Foundation is responsible for managing the Houston/Henry County Crimestoppers program. Payments made from this fund require only one signature. The Chairman, Vice-Chairman or the Treasurer may authorize payments and sign the checks. In the event the fund becomes too low, the Chairman of the Foundation will request funding from the District Attorney's Office.

**4.4 Deposits and Investments.** Funds of the Foundation not otherwise employed will be deposited in non-risk investments. Any money deposited shall be in accounts maintained in the name of the Foundation.

**4.5 Reports and Audits.** The Secretary/Treasurer, or in his/her absence another Director, will report at each routine meeting on the financial status of the Foundation. There may be an annual

review audit of the Dothan Police Foundation accounts and assets, conducted by two Directors appointed by the Chairman and who shall share their findings with the Board at the Annual Meeting. The Chairman may request an independent audit at any time.

## **Article V – Gifts to the Foundation**

**5.1 Method.** Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation. Gifts will vest in the Foundation upon receipt and acceptance by it, with such acceptance to be signified by an authorized Officer, employee or agent of the Foundation.

**5.2 Investment and Sale.** No gift will be required to be separately invested or held except as required by law or in order to prevent disqualification of the Foundation's tax-exempt status. Gifts may be sold or otherwise disposed of.

**5.3 Presumption as to the Donor's Intent.** Each gift to the Foundation will be presumed to be intended to be used for charitable purposes as determined by the Board and only in such a manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any federal income tax or to disqualify the Foundation as a qualified charitable organization and/or from classification as a public charity.

The Foundation may accept gifts with certain restrictions placed upon them by a donor. The Foundation is free to accept or reject such gifts. If the Foundation accepts a restricted gift, and if adhering to any such restrictions would result in use contrary to the donor's intent or would jeopardize the tax-deductible status of the gift or the Foundation's tax-exempt status, or if the Board is advised by counsel that there is a substantial risk of such result, the restriction will not be followed, but will be varied by the Board using its best judgment and its sole discretion unless it is possible to return the gift. Reasonable charges and expenses of counsel for such advice and proceedings concerning a gift will be proper expenses and will be charged against such gift.

Whenever the Board, by a vote of three-quarters of the current Officers, determines that the conditions or circumstances are such that compliance with a restriction by a donor is impractical or impossible, or that such restriction is not consistent with the Foundation's charitable purposes, the Board may order such variance from the restriction and such application of the whole or any part of the principal or income of the gift as in the Board's judgment is then necessary to honor as nearly as practicable the intent of the donor, while effectively serving the charitable purposes of the Foundation.

## **Article VI –Distribution and Disbursements**

**6.1 Authorization for Distribution.** Except as may otherwise be specifically provided in any operable restriction upon a gift accepted by the Foundation, all determinations about distribution of funds of the Foundation for charitable purposes will be made by the Board at a duly called meeting at which a quorum is present, with such determination being made by a majority vote of

the Directors present and voting. No committee, Officer or agent of the Foundation may be delegated the authority to make any such determination, though the Board may authorize a specific distribution to be made upon such investigation and determination as may be specifically stated to be made by either a committee or Officer of the foundation.

**6.2 Investigation and Research.** The Board or a duly authorized committee or Officer or agent or agents thereof will gather and analyze facts and conduct such investigation and research as is deemed by the Board to be necessary or advisable in order to determine the most efficacious distribution of funds given for charitable purposes. Funds given to the Foundation may be assessed by the Board as it believes desirable to defray the cost of administration of the Foundation including, but not limited to, such fact gathering, analyses, research, evaluation, audits, etc., for such purposes or from funds given without restriction as to purpose. Disbursement for other proper administrative expenses incurred by the Foundation, including salaries and expenses for such professional and other assistance as the Board may from time to time deem necessary, will be directed to be paid so far as possible from any funds which are available for such purpose, with any balance being paid out of other funds of the Foundation. Funds may be dispersed for marketing the Foundation's mission and shall be itemized and noted for audit purposes.

## **Article VII—Administration of Funding**

The Board shall have the power to conduct all Dothan Police Foundation business including the expenditure of funds. The funds shall be used in one of the three areas and MAY BE designated by donors for particular projects, but must be utilized within the broad confines of the following three areas:

### **1. Police Education and Training**

The **Police Education and Training** program is a multifaceted approach to higher learning for Dothan Police Department Officers and beyond. We are committed to providing officers with a state-of-the art facility for local and regional educational opportunities. Our vision is to educate and train not only our law enforcement officers, but to provide valuable professional development for all agencies in our region. The program will include projects such as:

- A. **Facility Improvements.** Wiregrass Public Safety Center may require additional law enforcement props and future capital expansion needs. Funds may be appropriated to facilitate those needs and to further develop Dothan public safety professionalism. Funds may also provide a location to facilitate civilian training; public relations and other community initiatives. (See 2.)
- B. **S.A.R.P.A.** The Dothan Police Department strives to be the model agency for the Southeast Alabama Regional Police Alliance (SARPA). Hosting training opportunities and paying for the facilitating of these opportunities does not come without cost. There is a constant

need to pay for quality instruction, room and board of out of town instructors for not only sworn personnel, but civilian as well. The Foundation may provide support for the training and education of not only regional law enforcement professionals, but Dothan Police Department employees as well.

## **2. The Community First Initiative**

The **Community First Initiative (CFI)** is a partnership between the Dothan Police Department and the Dothan Community. Our vision is to build a connected force for community support and change. This initiative is committed to evaluating and improving our organizational performance through sponsoring and funding a range of initiatives, programs and projects including but not limited to:

- A. Public Education.** Initiating a variety of educational programs that ensure a better informed citizenry about their police, and common understanding of the environment in which police organizations operate. The initiative allows citizens to learn more about the police agenda through attending educational briefings, special events and other programs at/or related to the Dothan Police Department.
- B. Building Increased Trust.** This initiative allows for a stronger and more lasting connection and knowledge that increase the potential for positive collective action in the community's safety and security. Trust strengthens every part of police-community relations: its durability, its potential profitability, and its flexibility. Like most things, law enforcement works better when the energy spent on doubt, fear and suspicion are reduced.
- C. Creating Strategic Alliances.** Initiating programs/projects to enhance an understanding and implementation of best practices for improving law enforcement in Dothan; strengthening a healthy and diverse partnership in community security and safety capable of delivering more effective services and community leadership. The initiative illustrates what role the public can play, in partnership with the police, in keeping our community vibrant, healthy, and equitable in Dothan's future.
- D. The Youth Enhancement and Delinquency Reduction Initiative (YEDRI).** The goal of the "The Youth Enhancement and Delinquency Reduction Initiative" is to engage the City's youth by: Providing positive youth development programs that engage young people in intentional, productive, and constructive ways, while recognizing and enhancing their strengths. These programs will be designed to promote positive outcomes by providing opportunities, fostering positive relationships, and giving the support needed to build on their strengths as well as prevent risky behaviors, and in providing prevention and intervention programs to help young people to overcome challenges associated with violence, delinquency, and substance abuse; reducing juvenile crime and delinquency, and

improving the long-term developmental success rates and life outcomes for socially and economically disadvantaged juveniles. Some areas of concentration will be:

- I. **The Police Officer Training Corps (POTC) Internship Initiative** in the city's local high schools. Provide a curriculum based learning opportunity fostering respect and interest in law enforcement through exposure to the profession. A three-phase approach will be part of the learning curriculum based upon, 1) Academics 2) Community Service 3) Respect, Customs and Courtesy. Junior and senior level students enrolled in the program will be required to successfully complete all three phases of the project making them eligible for scholarship opportunities with local colleges through the Foundation. Graduates of the P.O.T.C. program, who are between the ages of 18 and 20, and currently enrolled in a university/college program pursuing an education in law enforcement studies, would be eligible for part-time employment (a maximum of four hours per week) with the Dothan Police Department.
  
- II. **The Police Athletic League (PAL) Program** led by the Dothan Police Department. This nation-wide program involves multiple sports programs mentoring kids to become better citizens through sports programs led by police departments and volunteers. Funding is needed to support this program as kids will utilize existing facilities and need supporting equipment, uniforms, fees, meals, travel etc... The PAL will have its own board of directors appointed by the Foundation board and will be supported by the Dothan PD and the Dothan Police Foundation. Boxing, baseball, football and golf are some of the after-school programs that may be considered.
  
- III. **The Development of Work-Based Partnership Programs** expanding the walls of the classroom by exposing students to a variety of industries and skills in ways that are not possible in the classroom alone. The program would promote an appreciation for the complexity, value and rewards of getting a high school diploma. YEDRI affords students the opportunity to become acquainted with careers of interest while gaining understanding of real work practices and learning core workplace competencies such as problem-solving, communication and critical thinking. The program would offer:
  - Career Day events that offer students insight into the working world.
  - Classroom speakers who visit schools to build career awareness among students.
  - Workplace tours allowing students to visit a business for a day of career exploration.



- Apprenticeships and internships; providing high school juniors and seniors with opportunities to learn specific trades or professions and combines practical work experiences with related academic and technical instruction.
- Volunteer Service; providing participants with the opportunity to serve in programs offered by city agencies and non-profit organizations that fulfill specific needs for target populations within the community.

### **3. Pro-Life Animal Services Program**

- A. Shelter Facility Upgrades** The Dothan Animal Shelter has one of the lowest euthanasia rates of any shelter operated by a government agency. The police department has taken great strides to support finding homes for animals located at the shelter. Facility upgrades are often needed to support this philosophy.
- B. Transport Services** Local Wiregrass rescues conduct transport services to find as many dogs and cats homes as possible. The Foundation may support these transports with donations received and designated for this program.

### **4. Ancillary Projects**

- A.** Other programs identified by the Board to foster or enhance a positive relationship between the Dothan Police Department and the community served.

## **Article VIII – Miscellaneous Provisions**

**7.1 Dissolution of Foundation.** Upon dissolution of the Foundation, remaining assets must be used exclusively for exempt purposes (charitable, religious, educational or scientific).

**7.2 Corporate Seal.** The corporate seal of the Foundation shall be approved by the Board.

**7.3 Fiscal Year.** The fiscal year of the Foundation shall be from 01 October-30 September.

**7.4 Interpretation.** For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

**7.5 Amendments.** Except as otherwise provided herein and in the Articles of Incorporation, these Bylaws may be amended or repealed, and new Bylaws may be made, at any regular or special meeting of the Board by no less than three-quarters vote of the Board.

### **7.6 Conflicts of Interest.**

**7.6.1** All Directors have an affirmative duty to avoid conflicts of interest that may occur during their tenure. The Foundation shall not receive gifts, contributions or grants of money or property which encourage favoritism or result in special benefit to the donor, or, as determined by the

Board, are subject to restrictions detrimental to the general welfare of the Department or the public at large.

**7.6.2** Unless the terms are fully disclosed and agreed to by the Board prior to the consummation of an agreement to sell, supply or furnish for compensation goods, services, or facilities, the Foundation shall not enter into any agreement with a Director, a family member of a Director, or any entity controlled by a Director or his or her family member for the furnishing of goods, services or facilities relating to the Foundation's operations where such agreement requires payment by the Foundation for said furnishing.

**7.6.3** All Directors have a fiduciary duty relationship to the Foundation and must act in accordance with the laws of the state of Alabama relating to fiduciary duties and conflicts of interest.