



# **ATLANTA METROPOL, INC.**

## **BY-LAWS**

### **ARTICLE ONE: INCORPORATION AND OFFICERS**

#### Section 100. Mission

Atlanta Metropol, Inc. is incorporated for the purpose of bringing together for their mutual benefit representatives of professional law enforcement and private security.

#### Section 101. Incorporation

Atlanta Metropol was incorporated the 6th day of February 1974 under the seal and the laws of the State of Georgia through the Superior Court of DeKalb County perpetually and for an unlimited number of years. Articles of incorporation were permanently placed on file in the Secretary of State's Office (Ben W. Fortson, Jr.).

#### Section 102. Principal Office

The principal office of this corporation shall be the business office of the Secretary of the corporation.

### **ARTICLE TWO: OFFICERS**

#### Section 201. Election of Officers

The election of officers of Atlanta Metropol, Inc. will be accomplished by the election of a Board of Directors by vote of the sworn and professional members held at the June meeting of members, with the Board of Directors to be organized and established as set forth in

Section 302 of Article Three of these By-Laws. The Board of Directors will then elect or appoint its officers of Chairperson, Vice Chairperson, Secretary and Treasurer, and any other officers at the next regular or called meeting of the Board of Directors, each member to serve a maximum of four years in office. Officers will be qualified and perform the duties in accordance with the following Sections: 202, 203, 204, 205, 206 and 207 of Article Two of these By-Laws.

Section 202. Chairperson of the Board of Directors

The Chairperson of the Board of Directors of Atlanta Metropol, Inc., will preside at all regular and special meetings of the Board of Directors and the general membership, and will discharge the customary duties of this office as defined in Roberts Revised Rules of Order.

Section 203. Vice Chairperson of the Board of Directors

The Vice Chairperson of the Board of Directors will preside at all regular and special meetings of the Board of Directors and the general membership in the absence of the Chairperson of the Board of Directors and will discharge the customary duties of this office as defined in Roberts Revised Rules of Order.

Section 204. Secretary

The Secretary Shall:

- a. keep records of membership;
- b. keep a supply of membership applications;
- c. maintain a reasonable supply of Official Stationary, Application Forms and Membership Certificates;
- d. examine all membership applications to determine compliance with the by-laws;
- e. make copies of new member applications and provide copies to the members of the Board of Directors at the first monthly meeting after having received them, so they can be voted upon, notify Treasurer of new members voted in the organization so that certificates can be ordered;

- f. keep minutes of all Board of Director's meetings, distribute copies of the minutes at the next meeting of the Board of Directors so they can be placed in the records;
- g. arrange the monthly meetings and generate mailing to notify the membership of the time and place, agenda for the meetings including the speaker should be noted in this information;
- h. notify membership of cancellation or change of venue at each meeting, will also generate notices to the membership as required by the Board of Directors;
- l. arrange for the publication of the current membership directory as required by the Board of Directors

#### Section 205. Treasurer

The Treasurer Shall:

- a. keep the financial records of Metropol in good order;
- b. prepare a monthly Treasurer's report and present to the Board of Directors each month;
- c. make payment by check or via bill pay for purchases and services incurred by Metropol in the normal course of doing business, special expenses may be authorized by the Board of Directors, an emergency authorization may be obtained from the Chairperson;
- d. keep records of dues paid;
- e. will notify delinquent members of non-payment by letter or email;
- f. maintain a regular liaison/communication with the Secretary of Metropol;
- g. provide detailed financial information to the Board on an annual basis for review;
- h. have an independent audit performed at the direction of the Board of Directors.

- i. Renew Corporate registration with Secretary of State's office each January
- j. File 1099 with IRS each June
- k. Renew PO Box each July
- l. Maintain up-to-date membership roster
- m. Send out meeting notifications if Secretary is unable to do so
- n. Receives membership applications via PO Box and submits to Board for approval.

Section 206. Other Officers

The Board of Directors may by resolution create and fill any additional offices as they deem appropriate.

Section 207. Removal from Office

Any elected or appointed officer, including Chairperson of the Board of Directors, the Vice Chairperson of the Board of Directors, Secretary-Treasurer or Director, may be removed from the office upon vote of the Board of Directors at any regular or special meeting for cause.

### **ARTICLE THREE: DIRECTORS**

Section 301. General Powers

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may by resolution delegate the powers of the Chairperson to the Vice Chairperson.

Section 302. Number, Term, Qualifications

- a. The Board of Directors shall be composed of eleven (11) members elected for a term of one year by vote of the sworn and professional members. Seven (7) Directors shall be sworn, four (4) professional. The election shall be held at the June meeting of the Metropol membership with the Directors assuming their elected positions in July.

- b. Only a sworn member shall be eligible to be Chairperson of the Board of Directors. Only a professional member shall be eligible to be Vice Chairperson of the Board of Directors.
- c. A Director shall hold office until his death, resignation, removal or until his successor is elected and qualified, but in no event will a Director serve in excess of four (4) full one year consecutive terms, notwithstanding a Director may have been appointed to and served an unexpired term.

### Section 303. Change of Membership Status and Dues

- a. A Director whose employment status changes from sworn to professional or from professional to sworn must reapply for membership. That change in employment status will likely require the Director to relinquish his/her Board position if the change in status affects the ratio of seven (7) sworn and four (4) professional Board members.
- b. A Director will not have to relinquish his/her Board position if they have a change of employment status within the sworn or professional category. (example: From Deputy Chief of Department A to Chief of Department B or CSO at Corporation C to VP of Security at Company D.)
- c. A vacancy occurring on the Board of Directors may be filled by majority vote of the remaining Directors. (I took out the words "unexpired portion" as my thought is that anyone who is good enough to be voted on and temporarily serve is good enough to permanently serve.)
- d. When a Director relinquishes his/her position on the Board as a result of a change in employment status and is accepted as a Metropol member after reapplying, that former Director will not be required to pay membership dues until the following year.
- e. When a Director who relinquishes his/her position on the Board is replaced within the same term by someone from their former department or company, the new Director will be covered under the unused portion of the former Director's dues for the balance of the year when those dues were paid for by the department or company.

## **ARTICLE FOUR: MEMBERSHIP**

### Section 401. Membership in Atlanta Metropol will be limited to the following pursuant to the stipulations outlined in Section 402.

- a. Sworn Membership. Active employment with any city, county, state or federal law enforcement agency within the metropolitan Atlanta region. Sworn membership will be comprised of the agency head and any sworn command level staff member who reports directly to the agency head. Other agency members may be considered for membership only upon written request from the agency head citing reasons for considerations.
- b. Professional Membership. Any executive employed as head or director of an "in-house" security department (excluding companies selling security services/equipment) or as head or director of an agency of government providing education, training or assistance, directly or indirectly, to personnel or elements of the criminal justice system within the metropolitan Atlanta region.
- c. Associate Membership. Membership as an associate member shall be granted to an individual who has taken a leading role in advancing law enforcement or the criminal justice system within the metropolitan Atlanta region (Excluding individuals associated with companies selling security services or equipment).
- d. Retired Membership. Retired members shall be allowed to maintain their membership if they have been a member in good standing in Atlanta Metropol for one (1) year or more. If the retired member is associated with companies selling security services or equipment, the use of Metropol to promote these activities shall be absolutely prohibited.
- e. Change of Membership Status. Any member whose employment status changes due to a change of department or agency must reapply if they wish to qualify for continued membership pursuant to these by-laws. When the new application is received, the Board will determine if membership is granted and if additional dues are required. That dues decision will be based on whether the previous dues were paid by the member's department or the member.
- f. Lifetime membership. Any members that have been granted the status of "Lifetime Member" prior to October 1, 2015 will continue as a "Lifetime Member". After October 1, 2015 this membership category will not be available.

Section 402. The following stipulation shall apply to overall membership.

- a. Membership in Atlanta Metropol shall be limited to 225 members, (excluding "retired" and "life" members) except as described in item b. of this section.
- b. Agency heads of any city, county, state or federal law enforcement agency within the metropolitan Atlanta region, (Fulton, DeKalb, Rockdale, Gwinnett, Cobb, Clayton, Henry, Newton, Coweta, Cherokee, Forsyth, Douglas, and Fayette) should be eligible for membership at any time, even though the 225 member limit may be exceeded.
- c. Professional membership shall not exceed 30% of the total memberships.
- d. Associate membership should not exceed 10% of the total membership.
- e. New applications for membership shall be considered according to the date received by the Secretary of the Board of Directors.

Section 403. Application for Membership

Prospective members shall apply for membership on forms approved by the Board of Directors. Such forms shall contain such information as the Board of Directors deems necessary.

If any member of Metropol fails to pay dues for any fiscal year by October 1 of that year, they must resubmit a new application to be considered by the Board of Directors.

A majority of the Board of Directors voting at a regular or special meeting of the Board of Directors and a majority vote of the eligible members present and voting at a regular meeting of the organization shall be necessary to approve an individual's application for membership. It shall be the responsibility of the Board of Directors at a regular or special meeting of the Board of Directors to rule on the merits of written requests from agency heads in support of membership, where required in Section 401 of these by-laws.

#### Section 404. Revocation of Membership

It shall be the responsibility of the Board of Directors at a regular or special meeting of the Board of Directors to rule on the merits of written documentation requesting that a membership be revoked.

If cause is established for revocation, a majority of the Board of Directors and a majority vote of the eligible members present and voting at a regular meeting of the organization shall be necessary to approve revocation of membership.

Notification of revocation shall be made by the Secretary.

In the event such revocation occurs, pro-rated dues will be refunded.

#### Section 405. Rights and Privileges

- a. Sworn, Professional and Retired Members. Members, either sworn, professional or retired, shall have the right to vote on all matters, to serve on committees, to hold office, to fully participate in all discussions and to do any other thing consistent with active participation.
- b. Associate Members. Associate members shall not be entitled to vote or hold office. Associate members shall have the right to fully participate in all discussion.

#### Section 406. Dues

The Board of Directors is authorized to fix sworn, professional and associate members' annual dues. Failure of any member to pay dues or assessments by the Board of Directors is sufficient cause for termination of membership upon determination and vote of the Board of Directors. Metropol's fiscal year is according to the IRS is June 1 to May 31st. It shall be the responsibility of the Treasurer to mail statements for annual dues in June payable no later than September 1st. Members will be removed from the roster if dues have not been paid their dues by October 1<sup>st</sup>. Any member removed will need to reapply as a new member should they wish to be reinstated and pay any monies past due and current. Members who join after the beginning of the fiscal year will be subject to prorated dues for the remaining year.

#### Section 407. Participation

Members may invite guests to regular meetings. Members are requested to attend monthly meetings and all invited guests will be



required to pay an appropriate fee as determined by the Board for each meeting that is attended.

## **ARTICLE FIVE: MEETINGS, VOTE AND WAIVER**

### Section 501. Regular and Special Meetings

- a. Regular. The regular meetings of the membership will be held on the first Wednesday of each month or at the call of the Board of Directors.
- b. Board of Directors. The Board of Directors will meet regularly at the time and place designated by the Chairperson of the Board of Directors.
- c. Special. Special meetings of the Board of Directors or membership may be called by the Chairperson of the Board of Directors, or by resolution of the Board of Directors or by any two directors.
- d. A quorum of six or more Board Members is required to conduct business.

## **ARTICLE SIX: GENERAL PROVISIONS**

### Section 601. Contracts

No loans or contracts binding the Corporation may be made unless authorized by special or general resolution of the Board of Directors. Any person doing business with the Corporation may accept a written contract executed and delivered in the names of the Corporation by the Chairperson as being authorized by the Board of Directors without further inquiries as to the authority of the Chairperson to execute and deliver the writing on behalf of the Corporation.

### Section 602. Checks

Payments of money are made using Bill Pay via the Bank's automated process, however, if manual checks or drafts are required, they must be signed by the Chairperson, Vice Chairperson or Treasurer unless authorized by the Board of Directors.

### Section 603. Seal

The seal of the Corporation shall consist of two concentric circles between which is the name "ATLANTA METROPOL, INC." and the

center of which is the word "SEAL" and year of incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced by any means.

#### Section 604. Awards

1. Atlanta Metropol, through its Board of Directors is authorized to give awards in four categories, as follows, using the guidelines here for awarding each:

a. Sworn Award

1. The nominee must be a sworn or retired sworn officer.
2. The recommendation for the award must be made in writing by the nominee's superior officer or someone having knowledge of the occurrence for which the award is being recommended.
3. The occurrence must be an act above and beyond the call of duty and which reflects favorably upon the individual and his organization, or has made a significant contribution to advance the cause of law enforcement.

b. Professional Award

1. The recipient must be an employee of member's organization within the professional category of Metropol.
2. The recommendation for the award must be in writing made by a member of Metropol or someone having knowledge of the activity (activities) for which the award is recommended.
3. The activity (activities) must aid the law enforcement effort.

c. General Award

1. The nominee must be a member of Metropol.

2. The recommendation for the award must be made in writing by a member of Metropol.
3. The nominee must have served as member of the Board of Directors of Metropol or has made a significant contribution to advance the cause of Metropol and/or law enforcement.

d. Civilian Award

1. The recommendation for the award must be made in writing by a member of Metropol who has direct knowledge of the act for which the award is being recommended.
2. The act for which the award is recommended must be courageous and must aid law enforcement.

2. Guidelines

- a. In all cases (except for the general award) the person(s) making the recommendation must furnish the Board of Directors a written report setting forth fully the facts surrounding the action(s) for which the award is being recommended.
- b. The award shall be granted by Metropol upon approval by the Board of Directors at any regular or special meeting.
- c. The award may take the form of a plaque with the Metropol logo.
- d. Appropriate publicity should be afforded the awarding of the plaque to the recipient.

3. Political Contributions/Financial Assistance. It shall be the position of Atlanta Metropol, Inc. that any request for political contributions or financial assistance from members or on behalf of non-members for any purpose will not be considered. This does not preclude the membership either individually or collectively from providing such assistance, but that assistance will not be officially sanctioned by Atlanta Metropol, Inc., nor shall funds from the organization's treasury be utilized for such purposes.

## Section 605. Guest Speakers

The Speaker and Program Committee Chair is the primary responsible Board Member for obtaining guest speakers at the monthly meetings. In keeping with the mission of the Atlanta Metropol, guest speakers should provide presentations of general interest to the membership. These speakers may come from many different professions and backgrounds. The speakers should have topics of interest that pertain to the law enforcement/security profession and community as a whole. Speakers who may present a strictly “sales” presentation must be approved in advance by a quorum of Board Members.

## Section 606. Charitable Giving

- a. On behalf of Metropol’s membership, the Board of Directors will give donations to charity and award college scholarships each year. The amount of the donations and scholarships awarded each year will fluctuate based on Metropol’s balance + anticipated deposits. The total amount of donations and scholarships will not exceed 50% of Metropol’s balance + anticipated deposits.
- b. Charity: At the first meeting of the calendar year (February) the Board will determine the total amount of donations it will give for the year. A single yearly donation will not exceed \$1,500. Requests for donations must be received by the last day of February and will be voted on at the March Board meeting. Donations will be chosen by majority vote of the quorum at the March meeting. Donation decisions made in March will not preclude the Board from granting additional requests later in the year if funds are available.

The following criteria will be used by voting Board members when considering a donation: Only a Metropol member in good standing whose dues have been paid can make a request on behalf of their organization; Only one request per organization will be considered per year; The requesting organization must be an active participant in the charity; An organization that is given a donation one year is not automatically entitled to one the following year. A new application must be submitted for consideration each year.

- c. Scholarship: A Board member will serve as the Chair of the scholarship committee and will oversee the application process. At the February Board meeting, the scholarship Chair will make recommendations to the Board concerning the scholarship amounts to be awarded and any proposed changes to the application. The scholarship Chair will identify an appropriate number of Metropol members who will gather to review and vote on the applications. The scholarship application will be posted on the Metropol website no later than the March 1 of each year. Completed applications will be due by June 1. Recipients will be notified by July 15. Scholarships will be awarded at the August meeting.

### **ARTICLE SEVEN: AMENDMENT**

Section 701. These By-Laws may be amended from time to time by voting of the Board of Directors at any regular or special meeting of the Board of Directors.