

# Police Society for Problem Based Learning

Society By-laws

## **Article One**

### **Organization**

#### **Section 1.1      Name**

The name of the incorporated society shall be the Police Society for Problem-based Learning (in these by-laws called the Society). The name may be abbreviated to the PSPBL.

#### **Section 1.2      Registered Office**

The Society's registered office will be at: Police Society for Problem-based Learning, 44 West Prospect Street, New Haven, CT 06515, or such place as the Board of Directors shall determine.

## **Article Two**

### **Society Purpose**

#### **Section 2.1      Purpose**

The Society is a non-profit association organized exclusively for educational purposes under 501(c)(3) of the Internal Revenue Code. The Society:

1. Promotes enhanced police education and training through the principles and strategies of problem-based learning.
2. Provides an international and regional forum for the advancement of the principles of problem-based learning in policing.
3. Promotes and facilitates education and research in problem-based learning (pbl) in policing.
4. Promotes and facilitates professional accreditation in the field pbl curricula design and the Police Training Officer course.

## **Article 3**

### **Borrowing Powers and Legal Capacity**

#### **Section 3.1 Issue of Debentures**

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

#### **Section 3.2 Legal Capacity**

Subject to the provisions of the By-laws of the Society, the Society has, in the exercise of its affairs, all the powers of a natural person. The Society may, for example:

- a) Enter into contracts; and
- b) Acquire, hold, deal with and dispose of property; and
- c) Make charges for services and facilities it supplies; and
- d) Do other things necessary or convenient to be done in carrying out its affairs.

## **Article Four**

### **Definitions and Interpretation**

#### **Section 4.1 Definitions and Interpretation**

**Section 4.11** “Member in good standing” means an independent person specified in the Society register as a Member with paid membership dues for the current Financial Year or a Member whose dues have been waived by the Society.

**Section 4.12** “Financial Year” means the period from the date of the formation of the Society to 31 December next following and thereafter each period from 1 January to 31 December next following and in the year in which the Society is dissolved the period from 1 July preceding the date of the dissolution of the Society to the date of such dissolution.

**Section 4.13** “PSPBL” means the Society for Problem-based Learning, and its headquarters are at the Police Society for Problem-based Learning, or at such a place as advised by PSPBL from time to time.

**Section 4.14** “PSPBL member” means a Member of the Society as specified in Section 4.111

**Section 4.15** “Board of Directors” means the elected and appointed officers and directors of the Society.

**Section 4.16** “Officer” means the following individuals:  
The Society’s President, elected at large by the membership  
The Society’s Vice-President, elected at large by the PSPBL membership  
The Society’s Secretary/Treasurer, elected at large by the PSPBL membership  
Four members elected at large by the PSPBL membership

## **Section 4.2 Directors**

Four (4) Directors shall be elected from the membership at large. In addition, any regional/chapter organization, duly formed and constituted, shall be granted the right to either elect a representative to the Board who will be granted the status of a Director or to select, from the existing Directors, a representative.

**Section 4.21** “Regional Chapter/Organization” means those entities whose membership is accepted by the Society constituting a region or chapter.

**Section 4.22** “By-laws” means the Constitution, By-laws and Regulations of the Society.

**Section 4.23** “Reporting responsibility” means the society will report its financial books each year at the annual board meeting and offer for review by the membership.

**Section 4.24** “PBL” means Problem-based Learning

## **Section 4.3 By-laws**

Section 4.31 The By-laws of the Society bind the Society and all its members to the same extent.

## **Section 4.4 Alteration of By-Laws**

**Section 4.41** The By-laws may only be amended if the alteration has been approved by a Special Resolution.

**Section 4.42** All Society members may propose a “Special Resolution” to modify the By-laws of the Society. It must be endorsed by at least 10% of the members in good standing before presentation at any meeting, whether special or general, for a vote.

**Section 4.43** Special Resolutions that are drafted and jointly supported by any three (3) members of the Board of Directors may also be presented to the membership.

**Section 4.44** The proposal must include the specific language of the proposed change. It will be provided to the President or his/her appointed designate when initially proposed so that it may be vetted against the requirement of the Act to ensure it does not violate any of the corporation governance requirements. The President or her/his appointed designate will report the findings of this review to the membership at large in sufficient time for members to include the results of their decision to support the Special Resolution. A Special Resolution will be considered withdrawn if it cannot achieve the 10% endorsement requirement within 3 months of the report of the President or his/her appointed designate.

## **Section 4.5 Inspection of the By-laws**

The Society shall keep a copy of the By-laws at its Registered Office and on its Internet site, and such copies shall be available for inspection by members or persons eligible for membership, without fee. The Society shall provide a copy of the Rules to any member or proposed member upon request.

# **Article Five Membership**

## **Section 5.1 Membership**

**Section 5.11** Any person being of the full age of 21 years may apply for independent membership. Under the direction of the President or a designate appointed by the President, the board will either accept or deny the application after review and due consideration. The membership will activate upon payment of the fee. A member must be in “good standing”, as defined in Article Four Section 4.11 of the By-laws, to be eligible for any office of the Society. While organizations can join PSPBL for the purposes of access to the Society website and access to some services, organizational membership does not entail the same voting rights of individuals at General Meetings nor eligibility for an office within the Society. For those privileges an independent membership fee is required by each individual member.

**Section 5.12** Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors through its President or his/her appointed designate. If

any member is in arrears for fees or assessments for any year, such member shall be automatically suspected at the expiration of three months after the due date of that member's fees and shall therefore be automatically suspended at the expiration of three months after the due date of that members fees and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member, upon a majority vote of the Board, may be expelled from membership for any cause that the Society may deem reasonable and reinstated only by majority vote of the Society membership.

## **Section 5.2          Membership Not Transferable**

Membership of the Society is personal and not transferable. Organizational membership in PSPBL is for the purposes of website access and access to PSPBL services, not for the purpose of serving as an individual member of the organization with voting rights at General Meetings.

## **Section 5.3          Membership Fees**

**Section 5.31**          The membership fees for each membership shall be such sum as the Members shall from time to time at any General Meeting of by Special Resolution so determined. The purpose of the membership fee for Members shall include the following components in such proportions as may be determined by the Board of Directors from time to time:

- a) Contribution to PSPBL to advance the aims of the Society; and
- b) Secretariat/administration fees; and
- c) Funds for the development of the society.

**Section 5.32**          Officers of the Society do not pay membership fees while in office.

**Section 5.33**          Honorary Members of the Society do not pay membership fees.

**Section 5.34**          The membership fees shall be payable at such time and in such manner as the Board of Directors shall from time to time determine.

**Section 5.35**          The Society may charge an application fee with respect to initial applications for membership, in such sum, as the Members shall from time to time at any General Meeting so determine.

## **Article Six**

### **Regional/Chapter Organization**

#### **Section 6.1 Regional/Chapter Organization**

**Section 6.11**           The Society may recognize regional and/or chapter organizations upon receipt of:

- a) A written request certifying that ten or more individuals within the region or chapter area have agreed to organize under the By-laws of the Society,
- b) Receipt of copies of appropriate legal filings for the regional or chapter organization,
- c) A copy of the Regional/Chapter By-laws,
- d) A list of the officers and board members of the regional or chapter organization, and
- e) A listing of those members in good standing with the regional or chapter organization.

**Section 6.12**           The President or his/her appointed designate, or a designated Society board member, shall review the Regional or Chapter request and make a written recommendation to the Society Board for acceptance or denial.

**Section 6.13**           The President or his/her appointed designate will notify the Regional/Chapter Organization of the Society Board findings and if approved, request the name of the individual who will represent the Regional/Chapter Organization as a Director of the Society Board.

#### **Section 6.2           Regional/Chapter Meetings**

Regional/Chapter Organizations may select meeting locations and dates suitable to the needs of the region/chapter. Prior to the expiration of the Society's Board Member representing the Regional/Chapter Organization, the Regional/Chapter organization shall:

- a) Conduct an election of a new representative, or
- b) Select a sitting member from the Society Board as defined in Article Four, Section 4.1 of the Society's By-laws.

#### **Section 6.3           Regional/Chapter Membership Fees to Society**

Section 6.31 The Regional/Chapter Organization shall pay a fee to the Society for each member, in good standing with Regional/Chapter Organization. Said fee will be negotiated by the chapter and the Board at the time of chapter registration.

Section 6.32 For receipt of Regional/Chapter Membership Fees, the Society shall provide such benefits to the Regional/Chapter Organization as may be determined by the general membership at the Annual General Meeting.

## **Article Seven**

### **Society Officers and Board of Directors**

#### **Section 7.1 President**

**Section 7.11** The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of the Society and of the Board. In the President's absence, the Vice-President shall preside at any such meetings. In the absence of both, and in the absence of the President or his/her appointed designate, a chairperson shall be elected at the meeting to preside.

**Section 7.12** The President's position must be filled by a person who has served at least one term as a board member of the Society.

**Section 7.13** The term of the President shall be for a period of at least two years. The President's duties shall include, but not be limited to:

- a) Serve as Chairperson of the Board of Directors;
- b) Direct activities of the Board;
- c) Provide leadership and direction for the Society;
- d) Set agenda for Board meetings;
- e) Serve as spokesperson for the Society;
- f) Appoint committees as determined in the By-laws;
- g) Oversee work of his/her appointed designate;
- h) Assign and oversee work of committees, and
- i) Sign official documents on behalf of the Society.

#### **Section 7.2 Vice President**

**Section 7.21** The Vice President shall support and fill in for the President when required. In the event the President is unable to fulfill the President's duties, the Vice President shall act as the President until such time as the Board fills the position.

Section 7.22 The term of the position shall be for a period of at least two years. The Vice President's duties shall include but not be limited to:

- a) Oversee work of conference planning;
- b) Oversee work of committees assigned by the President;
- c) Serve as liaison between Society and Regional/Charter Organizations, and
- d) In the absence of the President, sign documents on behalf of the Society.

### **Section 7.3 Past President**

**Section 7.31** The primary purpose of the immediate Past President is to share their knowledge and experience in the Society Board with the current Chair. The Past President is a voting position on all matters up to five years after his/her election term expires.

**Section 7.32** If necessary, the President may ask the immediate Past President to oversee the work of a committee or be responsible for a specific project.

### **Section 7.4 President or his/her appointed designate**

**Section 7.41 The general duties of the appointed designate of the President**

The duties of the appointed designate, also known as the Executive Director, will be determined by the President. The appointed designate is a non-voting officer of the Society.

### **Section 7.42 Evaluation of Grant Applications for Funding**

The President or his/her appointed designate shall evaluate the financial consequences of grants or alternative funding sources referred by the President. A written recommendation to pursue or delay grant applications and/or alternative funding requests will be made to the Board.

### **Section 4.3 Appointed designee's Contract**

If the President appoints a non-voting designate for executive assistance (also called the Executive Director) the appointed designate shall serve the Society on a contractual basis and shall be offered a yearly fee for services rendered. The contract shall be evaluated each year at the annual conference board meeting. The Board shall vote on any modifications and/or retention of the existing contract for the upcoming year.

### **Section 7.5 Directors**

**Section 7.51** Four Directors of the Society are elected from the membership At Large. Other Directors elected by the Regional/Chapter Organizations will be added to the Society Board upon acceptance by the Board of the Regional/Chapter Organization as defined in Article Six, Section 6.13 of the Society's By-laws. Directors shall serve until their successors are

elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.

**Section 7.52** An At-Large Director's term of office shall be for a period of at least 2 years.

**Section 7.53** Regional/Chapter Organization Representatives appointed to the Society Board will serve based upon the criteria and/or term limits set by the Region/Chapter By-laws. Regional/Chapter Directors will be appointed to the Society Board at the Annual General Meeting.

**Section 7.54** Director duties include but are not limited to:

- a) Attend regional/chapter events and meetings, e-meetings or other forms of communication for Board purposes and report activities of the Society;
- b) Bring concerns and suggestions from the Regional/Chapter Organizations to the Board;
- c) Promoting the Society;
- d) Enrolling members within the regional and encouraging regional/chapter development;
- e) To the best of his or her ability, keep abreast of PBL activities in policing and notify the President or Vice President of regional/chapter problems, new innovations, trends and events related to PBL, and potential funding sources for PSPBL;
- f) Develop and maintain contact list of local and regional organizations related to PSPBL;
- g) Write one article per year of term of office for inclusion in the Society newsletter;
- h) Complete at least two separate tasks assigned by the President or Vice President regarding PSPBL activities each year of that Director's term.

## **Section 7.6 Board Authority, Meetings, Quorum, Duties and Remuneration**

### **Section 7.61 Management of the Affairs of the Society**

The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

### **Section 7.62 Scheduling Meetings of the Board**

The President shall schedule meetings of the Board as often as may be required, but at least once every year. A special meeting may be called on the instructions of any two members provided they request the President in writing and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each Board member by three days notice by fax, email or telephone.

### **Section 7.63 Forum for Meetings**

The forum for Board of Directors meetings shall include all electronic means as adopted by the Society for conducting such meetings.

**Section 7.64 Quorum**

Any four Board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

**Section 7.65 Election to the Board of Directors**

A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

**Section 7.66 Grant Availability Notification**

All officers and board members shall notify the President of grant funding opportunities that service the goal and objectives of the Society.

**Section 7.67 Removal**

Any director or officer may be removed from office by a majority vote of the Board, and upon ratification by a majority vote of members in good standing, for any cause that the Society may deem legally reasonable. An officer may be recommended for removal from office for non-performance of assigned duties specified in Section 7.54.

**Section 7.69 Remuneration**

Unless authorized by the Board no officer or member of the Society shall receive remuneration for their services.

**Section 7.7 Secretary/Treasurer**

The Secretary/Treasurer shall be selected from the Board of Directors and shall attend all meetings, or cause their representative to be present at all meetings, and act as the clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall work under the direction of the President and Vice President to give or cause to be given notice of all meetings of the members and of the Board of Directors, President or Vice President. The Secretary/Treasurer will also maintain in good standing a file of the Society's accounts, including handling financial, banking and tax matters, and will present these accounts for review at the annual meeting.

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## Article 8

## **Travel**

### **Section 8.1 President and Secretary Treasurer**

From the general funds, if such funds are available, the Society will offer to pay the actual, necessary costs of sending the President and the Secretary Treasurer to the annual conference and any other events or meetings approved by the Board of Directors.

### **Section 8.2 Board Members**

Other members of the Board may request funding to attend Society related events and meetings. Each request must be submitted in writing to the President who will bring it before the Board of Directors:

- a) Such request must include the nature of the conference/event, its direct relevancy to the operations or management of the Society and a detailed breakdown of the cost and funds requested.
- b) Reimbursement for expensed shall be made when the Director provides the Board with a detailed summary of the conference/event proceedings.

## **Article 9 Meetings**

### **Section 9.1 Annual General Meetings**

**Section 9.11** The first, and subsequent annual general meeting shall be before 31 December unless otherwise agreed at a General Meeting, of which notice in writing to the last known address of each member shall be delivered in the mail 90 days prior to the date of the meeting.

**Section 9.12** The Board of Directors shall determine the time and place of the Annual General Meeting. An Annual General Meeting may be conducted in whole or in part by radio, telephone, closed circuit television, over the Internet or other electronic means providing that a majority of participants agree that the method is effective and sufficient to conduct the business of the meeting.

**Section 9.13** The Annual General Meeting is necessarily conjoined to the Annual Conference and may be schedules outside the conference dates.

**Section 9.14** Four Board members in good standing shall constitute a quorum at any given meeting.

**Section 9.15** A resolution passed by such meeting is taken to have been passed on the day, time and place being the location of the Chairperson of such meeting, notwithstanding the participants are not all present together in one (1) place at the time of the meeting, nor within the same time zone.

**Section 9.16** The following business shall be transacted at every Annual General Meeting:

- a) The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Society for the last financial year;
- b) The receiving of the auditor's report on the financial affairs of the Society for the last financial year;
- c) The presenting of the audited statement to the meeting for adoption;
- d) The election of a portion of the members of the Board of Directors;
- e) The announcement of the name of the auditor;
- f) The announcement of the names(s) of Regional/Chapter representatives approved by the Board; and
- g) The election of the President and/or Vice President if their respective terms have expired.

At this meeting on odd numbered years a portion of the at-large Directors shall be elected. At this meeting on even numbered years the remaining at-large Directors, and the Executive members, shall be elected.

## **Section 9.2 Special General Meeting**

**Section 9.21** The Society President shall convene a Special General Meeting by sending out notice of the meeting with 14 days of:

- a) Being directed to do so by the Board of Directors; or
- b) Being given a requisition in writing signed by not less than one-third of the members presently on the Board of Directors or not less than the number of ordinary members of the Society which equals double the number of members presently on the Board of Directors plus one;
- c) Being given an notice in writing of an intention to appeal against the decision of the Board of Directors to reject an application for membership or to terminate the membership of any person.

## **Section 9.3 Voting**

**Section 9.31** Any member who has paid current dues and not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any General Meeting of the Society. Such votes must be made in person and not by proxy or otherwise. For this purpose, the term “in person” shall include an electronic means as adopted by the Society for receiving votes.

**Section 9.32** All Society business that is presented to the membership for a vote shall be approved or rejected on the basis of a majority vote unless the Act or these By-laws otherwise provides.

## **Article 10**

### **Annual Conference**

#### **Section 10.1 Conference Organization**

**Section 10.11** Location Each year, or every other year based on a Board decision, a conference will be held by either the PSPBL sponsorship itself, or by a host organization that volunteers to sponsor the conference. The hosting organization may be a Regional Society. The location of this conference shall be decided by the Board at the regularly schedules meeting no later than the year prior to the conference date.

**Section 10.12** Length The conference will be determined by the Board and will be open to non-members as well as Society members.

**Section 10.13** Member Discount The hosting organization will offer members in good standing a discount on their registration costs.

#### **Section 10.2 Host Requirements**

If an organization wishes to become conference hosting sponsor, the hosting organization will meet the following requirements as a minimum, as well as those items decided upon by the Board from time to time:

- a) Conference registration fees for all current Society Board members and past Presidents and Honorary members will be waived;
- b) Lodging costs for the President and the Secretary Treasurer, and any other person designated by the Board for exclusion of lodging costs, from one day prior to the start of the conference until the day following the final day to the conference shall be paid by the hosting organization.
- c) A session of no less than two (2) hours prior to the close of the conference will be set aside with no conflicting activities for the Society Annual General Meeting.

- d) A meeting room capable of seating at least 20 people will be made available the first evening of the conference for the Annual Society Board Meeting.
- e) The PSPBL logo and membership information will be prominently displayed on all literature and marketing and website(s) information.

### **Section 10.3 Revenue Disbursement**

If hosted by an organization other than the PSPBL, the hosting organization will make a donation to the Society of a minimum of 50% of the net surplus of revenues over expenses resulting from the conference. If the conference does not make a profit there shall be no monies owned to the Society from the host organization. In either case, the hosting organization shall submit a detailed report of revenues and expenses, including such supporting documentation as may be required within 3 months of the conference closing date. The Society accepts no responsibilities for debts incurred by the hosting organization unless otherwise specified in writing and approved by the Board.

### **Section 10.4 Marketing**

The Society will make available its membership mailing list to the hosting organization for marketing purposes. The Society will make reasonable efforts to promote the conference at its own expense in all internal publications and media opportunities as they are available. It should be remembered that the PSPBL conference is the official conference of the Police Society for Problem-Based Learning, and that the conference sponsor or host organization is awarded this event by the Society. Therefore, every effort should be made to mutually assist each other in promoting and organizing the event, though the primary organizing responsibility for advertising, funding, and organizing rests with the host who is awarded the event.

### **Section 10.5 Session Planning, Speakers, Cancellation**

**Section 10.51** The Society will be included in direct conference planning in the form of weekly correspondence at least 6 months prior to the conference. This involvement will include participation in the selection of speakers, organizing the format of the conference, setting and reviewing the conference budget, and promoting the event. The Society retains the right of veto in regards to session topics.

**Section 10.52** The Society and the hosting organization will work together to select a roster of conference presenters. The Society will retain the final right to select the conference speakers for the annual conference, with consideration of the financial requirements on the sponsors for transporting these speakers to the event. The Society retains the right to veto speakers of the conference.

**Section 10.53** The conference host will submit a preliminary speaker's list, conference budget, and conference agenda for consideration to the Board of the Society at least 6 months

prior to the conference event. Once this has been approved it will represent the agreed format for that year's conference. Changes to it will require mutual agreement between the sponsor and the Board of the Society.

**Section 10.54** Should the host cancel the conference at any time after they have been selected and the site announced, the Society will set a cancellation fee for the sponsor at the time the hosted agency is selected to run the conference. That cancellation fee will be due within 30 days of invoice and will be used in the general revenues for the Society to help promote another venue, unless other arrangements are agreed upon in writing between the Society Board and host organizations.

## **Article Eleven**

### **Auditing**

#### **Section 11.1 Annual Audit**

The books, accounts and records of the Secretary/Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be January 1 to December 31.

#### **Section 11.2 Membership Inspection**

The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of it. Each member of the Board shall at all times have access to such books and records.

## **Article Twelve**

### **Dissolution of the Society**

#### **Section 12.1 Limit of Membership Liability**

Should the affairs of the Society come to an end and the Society finds that, after an audit examination of its financial condition, it must request its Membership to contribute Special Fees to correct any shortfall of assets after settlement of liabilities, the amount of the Special Fees applied to each member shall be limited to twice the annual membership fee.

#### **Section 12.2 Distribution of Net Assets**

