

BYLAWS
OHIO SCHOOL RESOURCE OFFICERS ASSOCIATION
(Revised June 22, 2009 per Business/membership Meeting vote)

PREAMBLE

*We, the members of the Ohio School Resource Officers Association, a nonprofit organization, recognize that law enforcement professionals can have a positive influence on the school campuses and the youth of Ohio. The Ohio School Resource Officers Association believes **the School Resource Officer triad concept of Teacher, Counselor, and Law Enforcement Officer is the cornerstone from which our organization is built.** We believe that school based policing does reduce crime and violence in the schools and creates a positive learning environment by which teachers feel safe to teach and students feel safe to learn. We hereby form this **Bylaws** for the promotion and advancement of School Resource Officer programs throughout the State of Ohio; the concept that School Based Policing is a valuable asset to Law Enforcement and the Educational Process; and that the safety and security of Ohio's most valuable resource, **Our Children**, is of utmost importance.*

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the **“Ohio School Resource Officers Association,”** also referred by the acronym of the **OSROA.**

ARTICLE II: PURPOSE

- A. To provide a forum for the exchange and coordination of programs, ideas, and concepts pertaining to school resource officers and school based policing.
- B To establish productive working conditions for Ohio's School Resource Officers by promoting the adoption of standard operating policies and procedures for local SRO Programs, and model roles and responsibilities for the SRO Officers as a foundation for local School Resource Officer Programs.
- C. To provide effective means of determining and expressing the collective view of Ohio's professional school resource officers by representing the interests and concerns of the OSROA membership at the Local, County, and State levels of government.
- D. To provide for the continuing education and training of School Resource Officers throughout the State of Ohio in order to maintain the highest professional standards.
- E. To distribute information and technical assistance on school issues involving crime and violence prevention to citizens, law enforcement officers, government leaders, legislators, and the private sector in order to increase their awareness regarding successful school based prevention programs and initiatives, and to provide information on ways to more successfully implement these programs.
- F. To encourage maximum cooperation and participation between the Law Enforcement community, the Criminal Justice System, and the Educational System toward the goal of youth crime reduction, safe school campuses, and the School Resource Officer Program.

ARTICLE III: MEMBERSHIP

1. Membership Types - There shall be six (6) types of OSROA memberships, which are defined as follows:

A. Active Member - Individuals employed by, appointed by, or retired from a law enforcement agency or school district as a school resource officer whose primary duty assignment is School Resource Officer. Any School District Administrators, School Board Members, Teachers, or Principals who have demonstrated a concerned interest in the promotion and advancement of the School Resource Officer program and School Based Policing. Active Members shall have full voting rights and be eligible to hold office, serve on committees, and hold board of directors' positions.

B. Associate Member - Any person who has an expressed and demonstrated interest in the Advancement of the Ohio School Resource Officer program and the concept of School Based Policing as a part of the Ohio education system. Those eligible as an Associate Member include but are not limited to, the corporate and business community, State and Local elected officials, Drug Abuse Prevention and Treatment professionals, Mental Health workers, Crime Prevention, DARE and Community Policing Officers, PTA members, and any citizen who has a concerned and vested interest in the promotion of School Based Policing in the State of Ohio. Associate Members shall not have voting rights and cannot hold an office in the OSROA. Associate Members may contribute their expertise to general and committee meetings conducted by Active Members. The OSROA President, with the approval of the Board of Directors, may appoint Associate Members to serve on OSROA committees, with only the right to vote on said committee issues.

C. Corporate Partner – The Corporate Partner membership is an organizationally based membership, and shall be processed in the name of one individual who will hold the Corporate Partner membership on behalf of the organization being represented. Corporate Partner memberships involve those public, private, or commercial organizations who support and encourage the School Resource Officer program and the concept of School Based Policing. Representatives of Corporate Partners who are actively involved with the OSROA will receive all membership services offered by OSROA. There are two categories of OSROA Corporate Partner memberships:

1. Not For Profit - Non-profit agencies, organizations, or governmental bodies who have a concerned interest in the School Resource Officer program and School Based Policing are eligible to have one member of their Non-Profit organization run for and hold office, and participate and vote on all OSROA matters.

2. For Profit - A private organization involved in commercial enterprises who have a concerned and vested interest in the promotion of the School Resource Officer program and School Based Policing in the State of Ohio. Such organizations are ineligible to run for or hold office but are eligible to have one representative participate on appointive committees and vote on OSROA matters.

D. Honorary Member - Individuals who have provided outstanding service to The Ohio School Resource Officers Association and School Based Policing. OSROA Honorary Members shall have full OSROA voting rights, may serve on appointed committees, and are eligible to run for and hold office.

E. Honorary Past President - Past Presidents of The Ohio School Resource Officers Association automatically become Honorary Past Presidents for life at the close of the last session of their service as President, as long as they are a member in good standing. Honorary Past Presidents shall have the same privileges as an Active member and shall be exempt from paying dues.

F. Contributing Member - Individuals who support the School Resource Officer program and the concept of School Based Policing but are not actively involved in the Ohio educational system or in Ohio's School Resource Officer's programs. Contributing Members shall have no rights or expectations of voting, participation, or services from the OSROA.

2. MEMBERSHIP APPLICATION.

A. Application for Active, Associate, or Corporate memberships shall be made by individually initiated petition or by the recommendation of Members of the OSROA Board of Directors. All applications for membership shall be submitted to the OSROA Board of Directors for review as to eligibility for OSROA membership.

B. Candidates for Honorary Membership shall be submitted by a sponsor to the OSROA Board of Directors for an approval vote. The assignment of an OSROA Honorary Membership shall be made by a 2/3rds majority vote of the entire OSROA Board of Directors.

3. MEMBERSHIP SUSPENSION OR EXPULSION

A. The OSROA Board of Directors shall have the power to suspend or expel any member by a 2/3rds vote of the entire Board of Directors. All OSROA Board Members must cast a vote in a suspension or expulsion proceeding.

B. The OSROA Board of Directors shall adopt procedures that will be used in the event of any member having to be considered for suspension or expulsion.

4. MEMBERSHIP DUES

A. The annual dues for all membership types shall be set yearly by the OSROA Board of Directors.

B. The amount for annual dues set by the OSROA Board of Directors may be amended by a 2/3rds vote of Active Members voting at the OSROA Annual Business Meeting.

C. The OSROA Board of Directors shall adopt policies and procedures to deal with the processing of member applications for membership and in the billing and processing of annual dues.

5. MEMBERSHIP IN GOOD STANDING

A. A member of the Ohio School Resource Officers' Association will conduct his or her duties with the highest professional and ethical standards.

B. Members shall be dedicated to the highest ideas of honor and integrity to maintain the respect and confidence of the students, parents, teachers, principals, administrators, elected

officials, fellow officers and all citizens we might come in contact with as a School Resource Officer.

C. Members shall conduct themselves as to maintain the highest public confidence in: the School Resource Officer profession; the Member's Police Department or Sheriff's Office; and in the Member's performance as a School Resource Officer.

D. Members should conduct their official and personal affairs in such a manner as to give the clear impression that they cannot be improperly influenced in the performance of their official duties.

E. Members should at all times completely and accurately represent their training, credentials, prior employment, education, certification and personal history.

F. A Member is considered in violation of good standing if they engage in conduct which is against the best interest of the OSROA as prescribed by the OSROA Board of Directors or use their OSROA membership in any manner for their own personal benefit or profit.

G. Members considered in violation will be subject to membership suspension or expulsion as stated in Article III, Section 3 of the OSROA Bylaws under "Membership Suspension or Expulsion."

ARTICLE IV: MEETINGS

A. There shall be one (1) OSROA Annual Business Meeting at which all OSROA Members will be encouraged to be present. The elections of statewide Officers will take place at the Annual Business Meeting, or by absentee ballot as provided for in Article VII.

B. Notice of Meetings. At least fourteen (14) days notice shall be given to each Member of the annual meeting. A special meeting of the Members may be held upon notice of at least five (5) days. Notice of a meeting of the Members shall specify the date, time and place of the meeting. Unless otherwise required by the Articles of Incorporation, the Bylaws, or the laws of the State of Ohio, the notice of any meeting need not specify the purpose or purposes thereof. Notice must be either delivered personally to each Member, or sent by electronic mail transmission or by United States mail, express mail, or courier service, with postage or fees prepaid, to his or her address as it appears on the records of the Corporation or sent by facsimile to his or her facsimile number as it appears on the records of the Corporation. If such notice is given by electronic mail, it shall be deemed delivered when transmitted. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon or confirmation of delivery by the delivery agent of an express mail service. If such notice is given by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Member may waive notice of any annual or special meeting of the Members by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Members shall also constitute a waiver of notice, except where a Member states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Member who attends such meeting either in person or by proxy, and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

C. Quorum. Thirty-four percent (34%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

D. Approval. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a majority of the Members present at a meeting at which a quorum exists may carry any matter at a Members' meeting.

ARTICLE V: OSROA BOARD OF DIRECTORS**

A. Officers of the OSROA Executive Board shall consist of President, First Vice President**, Second Vice President **, Secretary/Treasurer**, and Chief Executive Officer. Except for the Chief Executive Officer and President (since this seat is a progression from First Vice President)**, these Officers shall be elected by a secret ballot immediately following the close of the Annual Business Meeting, and shall serve for a period of two (2) Years or until their respective successors have been duly elected and qualified. The Chief Executive Officer shall be selected by majority vote of the OSROA Board of Directors, and will serve as an ex-officio, non-voting member of the Board of Directors. With the exception of the Chief Executive Officer, only Active Members may serve as Officers. In the event that an Officer is unable to serve out their term, a replacement will be selected by the Board of Directors, and serve until the next scheduled Annual Business Meeting. A Letter of Support is required from each candidate's chief or sheriff approving the time commitment needed to attend to OSROA Board of Directors duties and meetings.**

First Vice-President

The First Vice-President shall be a member in good standing. As First Vice-President, the length of his/her term shall be two (2) years, commencing upon the culmination of the OSROA Conference. Then, after serving two (2) years as First Vice-President, the First Vice-President shall automatically be elevated to the Office of the President. To hold the seat of First Vice President, a member shall have previously held a seat on the OSROA Board for at least one year. The First Vice-President shall fill the following duties:

1. assist the President in carrying out the objectives of the OSROA;
2. chair the OSROA Annual Conference each year of the Board Seat; and
3. perform all the duties of the Office of President during the President's absence.

Second Vice-President

The Second Vice-President shall be a member in good standing. As the Second Vice-President, the length of his/her term shall be two (2) years, commencing upon the culmination of the OSROA Conference. This seat progresses to the position of First Vice-President ONLY in the case the First Vice-President cannot fill his or her duties. In that case, the Second VP would become the First Vice-President and serve the remainder of the First Vice-President term. If the Second Vice-President is not called upon to fill the First Vice-President seat, this seat will be non-progressive and will be up for election every two years. To hold the seat of Second Vice-President, a member shall have previously held a seat on the OSROA Board for at least one year. The Second Vice-President shall fill the following duties:

1. perform all the duties of the Office of First Vice-President during the First Vice-President's absence; and,
2. act as Liaison to the Regional Representatives to ensure regional meetings are held four times a year and to communicate with Regional Representatives when the Regional Representative cannot attend the regular OSROA Board Meetings.
The Second Vice-President will give the district report at the Board meeting for the absent Regional Representative.
3. Oversee Regional Elections and be present at each Regional Election Meeting.

Secretary/Treasurer

The Secretary/Treasurer shall be a member in good standing. The Secretary/Treasurer shall be elected for a term of two (2) years, commencing upon the culmination of the OSROA Conference. To serve as Secretary/Treasurer a member shall have served on the OSROA Board of Directors for at least one year. The Secretary/Treasurer shall perform the following duties:

- Take minutes of all meetings of the OSROA;
- Assist with all correspondence and replies to such correspondence as directed by the Board of Directors;
- Assist with adherence to the Records Retention Policy and purging of files following Board of Director's approval;
- Present a membership report at the Annual Retraîner;
- Follow-up with Regional Representatives regarding collection of that regions dues and assessments;
- Present a financial report at each meeting of the Board of Directors and at the Annual Conference of this Association;
- Maintain true and correct record of the Association's assets and liabilities;
- Sign association checks and ensure that all checks are properly cosigned.
- Maintain a signature on file at all banks holding OSROA accounts

B. The Remaining OSROA Board of Directors shall consist of one (1) Regional Representative to be elected from the five (5) Ohio Regions (Northwest, Southwest, Northeast, Southeast, and Central Regions). The immediate Past President is to be included as a Member of the Board of Directors with the right to speak and vote on all matters acted on by the OSROA Board of Directors. A meeting shall be held in each of the five (5) regions that are up for election prior to the OSROA annual statewide election of officers, to elect a representative of that region to serve on the Board of Directors for the next two years.

C. The Board of Directors shall meet at least quarterly during the year to conduct the business of the Association. At least fourteen (14) days notice shall be given to each Member of the Board regarding the Board of Directors' meeting. Notice of a meeting of the Board shall specify the date, time and place of the meeting. Unless otherwise required by the Articles of Incorporation, the Bylaws, or the laws of the State of Ohio, the notice of any meeting need not

specify the purpose or purposes thereof. Notice must be either delivered personally to each Board Member, or sent by electronic mail transmission or by United States mail, express mail, or courier service, with postage or fees prepaid, to his or her address as it appears on the records of the Corporation or sent by facsimile to his or her facsimile number as it appears on the records of the Corporation. If such notice is given by electronic mail, it shall be deemed delivered when transmitted. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon or confirmation of delivery by the delivery agent of an express mail service. If such notice is given by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Board Member may waive notice of any quarterly or special meeting of the Board by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Board Member states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Board Member who attends such meeting, and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

D. Quorum. A majority of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Approval. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists. Each Director shall be entitled to one vote.

F. Actions Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

G. When a Member of the Board of Directors of the OSROA is reduced in rank or removed from his or her agency for misconduct, or when said Member conducts himself or herself in such a manner as to bring the Association into disrepute, the President shall refer to the policies and procedures which have been developed as a result of the authority identified and provided to the Board of Directors under Article III, Section 3 of the Bylaws.

H. Any vacancy on the Board of Directors arising from death, resignation or removal of a Director in accordance with these Bylaws, or an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors. A Director elected to fill any such vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

I. No elected Member of the OSROA Board of Directors or OSROA Member serving on an OSROA Committee shall receive any compensation for their service.

ARTICLE VII: ELECTIONS**

A. The office of President is a progression from First Vice President and therefore is not an elected seat. The Elections of First Vice President, Second Vice President, and Secretary/Treasurer** shall be held at the OSROA State Conference during the Annual Business Meeting, through the submission of absentee ballot, or on the OSROA Web Ballot. To be eligible to be nominated for any of the Executive Committee Seats (First Vice President, Second Vice President or Secretary/Treasurer**), the member shall have served at least one year on the OSROA Board of Directors.**

B. The Elections for First Vice President, Secretary/Treasurer, Northeast Representative, Southwest Representative, and Central Representative will take place on opposite years from the elections for Second Vice President, Northwest Representative, and Southeast Representative.

C. The term of office for all OSROA Board of Director Members shall be two (2) consecutive years.

ARTICLE VIII: COMMITTEES

A. The OSROA President with the concurrence of the OSROA Board of Directors may create committees as needs arise. Committees shall consist of not less than (3) three persons. The President and Vice President may not serve on the same committee, and the President may not serve as committee chair.

B. All committee members are appointed by and serve at the will and pleasure of the OSROA President with the concurrence of the OSROA Board of Directors.

ARTICLE IX: ORDER OF BUSINESS

A. Current Robert's Rules of Order shall prevail for parliamentary law to facilitate an orderly meeting and to solve in a civil manner disagreements over procedure.

ARTICLE X: CHIEF EXECUTIVE OFFICER

A. The OSROA Board of Directors shall select an OSROA Chief Executive Officer who shall serve as an ex-officio, non-voting Officer of the OSROA Board of Directors. The Chief Executive Officer's primary role shall be oversight responsibilities in conducting the ongoing operations and affairs of the OSROA. In order to expedite the fulfillment of the CEO responsibilities, the OSROA CEO shall have the sole authority and responsibility to hire, supervise and/or fire all OSROA Staff.

ARTICLE XI: AMENDMENTS

A. These Bylaws and the Articles of Incorporation may be amended by a 2/3rds vote of Active Members present and voting at any OSROA Annual Business Meeting, provided that a quorum is present at such meeting and before a vote shall be taken on any amendments, such

amendments shall be submitted to the Board of Directors in writing, at least sixty (60) days prior to said meeting for review and subsequent report to the Association.

B. All OSROA members in good standing shall be notified by mail at least (30) days prior to the OSROA Annual Business Meeting of any requests to amend the Bylaws.

ARTICLE XII: GRANTS, GIFTS, AND DONATIONS

A. The Board of Directors is empowered to accept grants, gifts, and donations to carry out the purpose and objectives of the OSROA.

B. None of the monies received by the Association shall be used for the private pecuniary profit of anyone connected therewith.

ARTICLE XIII: EMERGENCY ACTION

A. The OSROA Board of Directors shall be empowered to act as an emergency body on behalf of the Ohio School Resource Officers Association when time or circumstances make it impossible for every OSROA member to be called together for a business session. It shall be the primary duty of the OSROA Board of Directors to safeguard the interests of the Association and those composing its membership.

B. As soon as possible, the OSROA President will notify or cause to have notification forwarded to all OSROA members of the Emergency Action taken by the Board of Directors and the circumstances leading up to that action.

ARTICLE XIV: DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the Ohio School Resource Officers Association, its assets shall be distributed to the Ohio Peace Officers Training Council, an Ohio state government agency, an organization recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to a state or local government, or for a public purpose, in furtherance of the Ohio School Resource Officers and the concept of School Based Policing.

*This line of the By-Law was changed by a unanimous vote by the membership at the June 23, 2009 OSROA Business Meeting

** This line of the By-Law was changed by a unanimous vote by the membership at the June 22, 2009 OSROA Business Meeting