

**SOCIETY OF POLICE FUTURISTS INTERNATIONAL
BY-LAWS**

As Approved – February 27, 2009

I. Description

A. The name of this organization shall be the Society of Police Futurists International, hereafter referred to as “PFI.” PFI’s Internal Revenue Service Tax Identification Number is 521-77-1962. PFI is incorporated in the State of Minnesota.

B. PFI shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

II. Purpose

A. PFI is a voluntary organization whose mission is to foster excellence in policing by promoting and applying visions of the future. In furtherance thereof, PFI shall, through its membership:

1. Encourage partnerships between law enforcement, the academic community and private industry;
2. Develop Information transfer concerning police futures research to its members;
3. Develop, analyze and interpret long range forecasts;
4. Provide and promote education and training in the application of long range forecasting and the use of technology; and
5. Serve as a clearinghouse for the communication of innovative and proactive policing strategies.

III. Membership

A. Membership in PFI shall be under the terms and conditions developed and amended by the Executive Board. There shall be such classes of members as may be determined necessary by the Executive Board including:

1. Professional Members. Individuals who possess at least a bachelor’s degree and have professional responsibility related to futures research and/or law enforcement research or technology; or are (in the judgment of the Executive Board) future-oriented leaders within the law enforcement community. Charter members of PFI shall have all the rights and privileges of professional members.
2. General Members. Individuals who express an interest in the future of criminal justice and who support the purpose of PFI.

3. Corporate and Institutional Members. Any public or private organization, university, college, or training facility that has an active law enforcement research and/or high technology division or organizational component. No more than three representatives may be designated by that organization.

4. Student members. Individuals 26 years or younger who are currently enrolled as full-time students at an accredited university, college or other institution of higher learning that has regional accreditation recognized by the Council for Higher Education Accreditation, or equivalency as otherwise determined at the discretion of the Executive Board. If any question arises as to whether or not an applicant qualifies for student membership, such questions will be resolved at the discretion of the Executive Board. Additional documentation may be requested by the Membership Director upon receipt of a Student member application.

5. "Members in good standing" are those members who are current in their dues and whose privileges have not been suspended by the Executive Board.

6. Any member may petition to have their membership status reviewed by the Executive Board upon renewal or return to membership after a lapse.

B. Application for Membership. The Executive Board shall determine qualifications for membership from the applications submitted. In the event that membership requirements are not met, the Executive Board may, by a two-thirds majority vote of those members present and voting, deny membership.

C. Voting. Professional, general and charter members are entitled to one vote in any election, referendum or membership meeting. No voting by proxy shall be permitted. At elections other than those at membership meetings, a ballot shall be distributed, either by United States Postal Service or electronic mail or both, at the discretion of the Executive Board, to the address of record for each such member.

D. Dues. Membership dues shall be at such rate or rates, schedule or formula as may be prescribed by the Executive Board.

E. Termination. Any member may be expelled by the Executive Board for non-payment of dues after ninety days from the due date. Any member may be expelled by a two-thirds vote of the Executive Board for conduct prejudicial to the aims or repute of PFI, after due notice and opportunity to be heard by the Executive Board as to why that person should not be expelled. If the member in question does not respond or otherwise object in writing within ten business days of being served with such notice of the Executive Board's intent to consider expulsion, the Executive Board may deem the expulsion to be uncontested.

F. Meetings

1. Timely notice of the location and time of meetings of the membership of PFI, both annual and special, shall be sent to the address of record of each member.

2. An Annual Meeting shall be held each year, with due notice to the membership, unless circumstances make such meeting infeasible, as determined by a two-thirds vote of the Executive Board.

3. Special meetings of PFI may be called as the Executive Board deems necessary or desirable.
4. At meetings of the voting membership, twenty-five (25) of the qualified voting membership shall constitute a quorum, and a majority of votes shall prevail. In the absence of a quorum at a properly called meeting of the voting membership, those present shall be empowered to take a recorded vote on whether this rule shall be suspended for the duration of said meeting, a two-thirds majority of those present prevailing.

IV. The Executive Board & Secretariat

A. The Executive Board shall consist of the President, First Vice-President (President Elect), Second Vice-President, Treasurer, and Secretary, AND THE Immediate Past President. Additionally, two At-Large Members shall be elected to the Executive Board annually. All of these are voting members of the Executive Board. The Founder of PFI may, at his option, serve on the Executive Board as a non-voting member.

B. The Executive Board shall set policy, evaluate operations, monitor finances, file appropriate financial reports, maintain records and have responsibility for organizational long-range planning. To assess performance of these duties, there shall be a Board-approved Internal Review Committee appointed on a triennial basis to conduct a review of PFI bylaws, processes, and procedures as described in Article VI, Section E.

C. Other than those made by the President, no public statement of policy by any member, representative, committee, director or officer shall be binding upon PFI or constitute an expression of the policy of PFI unless approved by a majority of the Executive Board or as provided in Article IX.

D. Unless otherwise ordered by the Executive Board, regular meetings of the Executive Board shall be held monthly. Special meetings of the Executive Board may be called by the President or upon the written request of three of its members, with at least twenty-four hours notice having been given.

E. A majority of the Executive Board shall constitute a quorum, and except as otherwise herein stated, a majority of those present and voting shall prevail. No proxy votes shall be permitted. Executive Board meetings by conference call or other electronic means are expressly permitted under the same constraints as other meetings of the Executive Board. electronic votes on matters may be taken between meetings of the Executive Board if requested by the President.

F. Executive Board Members: Qualifications and Elections

1. Qualifications for holding office as an Executive Board member are as follows. At the time of nomination, the candidate must:

- a. Be a member in good standing for at least 3 years;
- b. Have the ability to communicate electronically with other Executive Board members;

c. Affirm to the Chair of the Nominating Committee that the candidate has sufficient support at the candidate's organization, if employed, to fulfill the obligations of office; and,

d. Affirm to the Chair of the Nominating Committee that the candidate has reviewed these Bylaws, or will review these Bylaws prior to election, and will fulfill the responsibilities herein described.

2. Election Process. Upon receipt of the Nominating Committee report, which should contain the names of more than one member for each position, the President shall direct a ballot be sent to each member in good standing, pursuant to Article III C, with the names of these nominees with provision for additional write-in names. Two weeks from the date of distribution shall be allowed for the return of ballots to PFI.

The returned ballots shall be tabulated by the Nominating Committee. The nominee who receives the most votes for each position shall be elected to that position. The Nominating Committee shall certify the results to the President and an announcement of newly elected Executive Board Members shall be made as soon as appropriate.

3. Ascension. It is expected that, as a general rule, election as Second Vice President will lead to annual ascension through the positions of First Vice-President, President, and Immediate Past President. However, in the case of a break in this sequence, an opening for the position of First Vice-President, or Second Vice-President may be filled in the same manner as in subsection F2 (above), or as provided in section F8 (below). In the case of a break in the sequence for the position of President, the First Vice-President shall become "Acting President" for the duration of that term, and subsequently ascend to the position of President for his or her full term.

4. Second Vice President. The Second Vice-President shall be elected by the membership annually.

5. Treasurer and Secretary. The Treasurer and Secretary shall be elected by the membership to terms of two years except that for the election immediately after approval of this amendment to these bylaws the secretary shall be elected to a term of one year. Thereafter, both terms shall be for two years so that the treasurer and secretary are elected in alternate years. [Note: with the 2009 election, both terms are staggered]

6. Each member of the Executive Board elected to a full term shall assume office at the conclusion of the annual meeting immediately following election, or immediately upon election in the case of a vacancy that the Executive Board has not yet filled.

7. The Executive Board may declare vacant any office or position if the incumbent has been absent from two consecutive Executive Board meetings, unless such absences are excused by vote of a majority of the Executive Board.

8. Executive Board vacancies shall be filled by the President with the concurrence of a majority of the Executive Board. Any individual appointed pursuant to Section F3 (above) or Section F7 (above) shall hold the position to which appointed only for the remainder of the term of the immediate predecessor. Any individual appointed to fill the remainder of a term shall be eligible

for subsequent election at the next regular election as long as the conditions of section F1 (above) are met.

G. Secretariat. The Executive Board will be assisted in its duties by the Secretariat who shall be designated by agreement between the President with the approval of the Executive Board and the organization providing Secretariat duties. The Secretariat shall accept and process membership inquiries, and receive all monies on behalf of PFI. In addition, the Secretariat shall handle correspondence, serve as a central repository and mailing address for PFI, maintain and forward to the Executive Board in electronic form the list of current members, and other related duties as may be assigned.

V. Duties of Executive Board Members

A. The elected Executive Board Members described in Article IV of these bylaws shall perform the duties prescribed by these bylaws.

B. The President shall serve as the chief executive officer of PFI, and shall preside at all meetings of the membership and of the Executive Board. The President shall be an ex-officio member of all PFI committees.

C. The First Vice-President (President-elect) shall exercise the functions of the President in the absence of the President. In addition, the First Vice-President shall coordinate the activities of the Secretariat, ensure the proper performance of the day to day operations of PFI, serve as Public Information Coordinator, and perform such other duties as may be assigned by the President.

D. The Second Vice-President, in the absence of the President and First Vice-President, shall exercise the functions of the President. In addition, the Second Vice-President shall serve as Conference Program Chair for the annual meeting immediately following his/her election, and perform such other duties as may be assigned by the President.

E. The Treasurer shall maintain custody of the checking account and oversee proper disbursement of all funds by PFI. The Treasurer shall serve as Chair of the Finance Committee.

F. The Secretary shall keep the signed original minutes of all Executive Board and membership meetings and make them available to the Executive Board, the Secretariat, and other members upon request. Minutes approved by the Executive Board shall be posted on the web site (or successor methodology) as soon as practicable to ensure availability to the membership.

G. At-Large Members of the Executive Board participate fully in meetings, decisions, and activities of the organization. They may serve on committees and act as representatives of PFI when appointed by the president and approved by the Executive Board to do so.

VI. Appointed Positions and Duties

1. The Membership Director, Newsletter Editor, and Webmaster shall be appointed by the President to two-year terms, contingent on an affirmative vote of a majority of the Executive Board. Candidates for these positions should possess the necessary skills and abilities as

determined by the Executive Board. A member of the Executive Board may also serve in one of these appointed positions.

2. The Membership Director shall review new member applications and present these to the Executive Board for approval or denial, monitor membership processes, and provide guidance to the Secretariat in obtaining renewals, develop and implement membership recruitment activities and other related activities.

3. The Newsletter Editor shall be responsible for preparing and (insofar as reasonable quality submissions allow) soliciting appropriate content for PFI publications, printed and/or electronic. He or she shall coordinate the formatting and publication of the PFI Newsletter.

4. The Webmaster shall coordinate the activities related to establishing and maintaining the PFI website. He or she shall review website content and make recommendations to the Executive Board. The Webmaster shall act as PFI's liaison with any website host/provider.

5. Other appointed positions may be created by a two-thirds majority of the Executive Board.

6. Individuals holding appointed positions will attend Executive Board meetings as required and determined by the Executive Board (for reports, updates, etc.), through invitation of the President. Such attendance will be in a non-voting capacity only.

VII. Standing Committees

Each standing committee shall have a Chair and a minimum of one member as designated below or as otherwise appointed by the President. Each committee chair may recommend additional members as needed.

A. Finance Committee. A Finance Committee composed of the Treasurer and any other members shall be appointed by the President promptly after each annual meeting. It shall be the duty of this committee to prepare a budget for the subsequent fiscal year and to submit it to the Executive Board at its regular meeting in February, to be voted on at the regular Executive Board meeting in March. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Executive Board. The Finance Committee shall also be responsible for evaluating and recommending changes to the dues schedule. The Finance Committee will periodically review all financial procedures and make recommendations as appropriate to the Executive Board.

B. Membership Committee. A Membership Committee composed of the Membership Director, who shall serve as Chair, and any other members shall be appointed by the President promptly after each annual meeting. It shall be the duty of this committee to: make recommendations to the Executive Board regarding membership applications, welcome new members, recommend changes in membership policy and recruitment practice, and to perform additional functions as requested by the Executive Board.

C. Nominating Committee. A Nominating Committee composed of the Immediate Past President (or other member of the Executive Board who acts as Chair) and at least one other member shall be appointed by the President and approved by the Executive Board promptly after each annual meeting.

1. It shall be the duty of this committee to recruit and gain the consent of candidates for the Executive Board.
2. Reasonable effort shall be made to recruit candidates who within the preceding three years have been of service to PFI, and to recruit a sufficient number of candidates to give the membership a choice at the time of election.
3. The Nominating Committee shall solicit nominations (including self-nominations) from the membership.
4. The Nominating Committee shall also present to the Executive Board for its approval the names of candidates to fill unexpired terms.
5. The Nominating Committee shall make its recommendations regarding nominations for officers at the February Executive Board meeting of each year. The Committee shall make its recommendation for replacements to fill unexpired terms within thirty days of the Executive Board's declaration that the position is vacant.

D. Audit Committee. The Audit Committee shall be chaired by a non-board member of PFI recommended by the President and approved by the Executive Board and shall consist of at least two (2) additional non-board PFI members appointed annually by the President with the approval of a majority of the Executive Board. It shall be the responsibility of the Audit Committee to conduct or oversee an annual audit of the PFI financial records. An audit report and any recommendations shall be presented to the Executive Board at least 60 days prior to the annual meeting.

E. Internal Review Committee. There shall be a board-approved Internal Review Committee appointed on a triennial basis to conduct a review of PFI bylaws, processes, and procedures. The committee shall report its findings to the full Executive Board and to the membership at the annual meeting; any appropriate actions are expected to be implemented.

F. Other Committees. Such other committees (standing, ad hoc, special, or advisory) shall be appointed by the President with approval of the Executive Board when necessary to carry on the work of PFI.

G. Liaisons positions may be appointed by the President, contingent upon the affirmative vote of a majority of the Executive Board.

H. The term of membership on any committee is one year, and is renewable except as otherwise specified.

VIII. Finances

A. PFI's fiscal year shall close on September 30th.

B. The accounts of PFI shall be audited annually by the Audit Committee. The audit report and any recommendations shall be presented to the Executive Board at least 60 days prior to the annual meeting. The audit report and any subsequent reports shall also be made at the annual

meeting. Copies of the audit shall be available to the membership of PFI and shall be maintained by the Secretary.

C. No funds shall be disbursed except upon approval by the Executive Board either generally, in the approved budget, or specifically, as a budget modification. Funds shall be kept on deposit in financial institutions approved by the Executive Board. A checking account shall be established such that PFI funds may be disbursed via electronic banking. If printed checks are utilized they shall be signed by the Treasurer, First Vice President or the President.

IX. Resolutions and Official Positions

A. The Executive Board may promulgate resolutions and other statements expressing official positions of PFI.

1. Resolutions and official positions established in this manner require a two-thirds affirmative vote of the entire Executive Board and must be posted on the web site (or successor methodology) as soon as possible in order to notify the membership.

2. Resolutions and official positions established in this manner supersede official positions expressed by the President.

B. Resolutions and other statements expressing official positions of PFI may be considered by the membership during business sessions of annual conferences.

1. The process of considering resolutions is managed by the Executive Board.

2. Resolutions may be offered by a committee or individual member of PFI. Every resolution shall be written and presented to the Executive Board in concise form, consistent with rules promulgated by the Executive Board. The Executive Board shall present a report to the membership detailing its specific recommendations on resolutions it has reviewed. The membership in attendance will have an opportunity to consider and debate the resolutions prior to voting.

3. Upon an affirmative vote of a majority of the membership in attendance and voting, the resolution shall become the official position of PFI, superseding all previous statements by either the President or Executive Board, other provisions of these bylaws notwithstanding. Resolutions and official positions established in this manner must be posted on the website (or successor methodology) as soon as possible in order to notify the membership.

X. Parliamentary Authority

The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern PFI in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order PFI may adopt and with the laws of the United States or the State of Minnesota.

XI. Amendment of Bylaws

These Bylaws may be amended by approval of two-thirds of those members returning a ballot (electronically or by regular post) mailed at least four weeks previous to the most recent mailing address on file for each member or these Bylaws may be amended at the Annual Meeting of the membership by approval of two-thirds of those present and voting, pursuant to subsection III F4.

XII. Indemnification

PFI shall indemnify any Executive Board Member or former Board Member made a party to any threatening, pending, or completed action, suit, or proceeding whether civil, administrative, or investigative and whether formal or informal to the fullest extent permitted under the laws of the State wherein PFI is incorporated, and as the same may be amended for actions taken within the scope of authority as a Board Member, Director, official, or former Board Member, Director, official of PFI.

XIII. Dissolution

PFI shall use its funds only to accomplish the objects and purposes specified in these Bylaws. On dissolution of PFI, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Board.

Last Revised, February 27, 2009

Previous revisions: July 29, 2007, February 1, 2007, June 2003