

POLICE ATHLETIC LEAGUE, INC. (PAL)

The Police Athletic League, INC. (PAL) Meeting was held on October 20, 2025 at 12:05 p.m. via Microsoft Teams with Chief Thomas A. Johnson, Jr. presiding. Members of the PAL Board in attendance were Dr. Chanda Jackson, and Dr. Wilma Mishoe. Kevin Baird, Esq. was absent.

DOVER COMMUNITY POLICING FOUNDATION BY-LAWS – 1ST READING

Chief Johnson noted that the draft bylaws were distributed to board members in August for initial review. This meeting served as the first reading of the draft document. The purpose of the proposed changes is to transition PAL toward inclusion in a broader foundation structure aimed at enhancing stability, resource development, and financial growth opportunities.

Chief Johnson emphasized that the intent is not to dissolve PAL but to strengthen it through affiliation with the new foundation. The bylaws are being structured to protect PAL's identity, resources, and ability to function independently if necessary. Provisions will ensure that PAL's assets, donations, and earnings remain identifiable and recoverable under its existing tax ID should a return to independent operations ever be required.

Board members expressed concerns regarding the potential loss of PAL's autonomy and the risk of decisions affecting PAL being made by individuals outside of the current board. It was clarified that the foundation would allow for shared governance while preserving decision-making authority specific to PAL's mission. Chief Johnson compared the proposed model to a joint pension board system—where multiple boards collaborate on general financial matters but maintain control over their respective missions.

Members reiterated the importance of protecting PAL's focus on youth programming and ensuring that the transition does not dilute the organization's mission or resources. Chief Johnson and board agreed that any restructuring language must clearly preserve PAL's current independence and authority. Further review and revision of the bylaws will continue to reflect these assurances.

Chief Johnson also reported that all funds currently invested through the foundation are PAL's profits and will remain fully designated for PAL initiatives. New PAL programs under development include:

- A PAL-Sponsored Athlete Program, in partnership with Dick's Sporting Goods, to provide youth athletic support through equipment stipends, registration assistance, and leadership opportunities.
- Participation in community events such as the Trunk or Treat and Social-Emotional Learning Night at South Dover Elementary.
- Ongoing collaboration with surrounding agencies to share program ideas and best practices.

Board consensus was that the foundation concept has potential benefits but that careful attention must be given to governance language to ensure PAL's mission, independence, and youth-focused programs remain the top priority.

Dr. Jackson moved to table the By-Law First Reading to allow for further discussion at the next Police Athletic League Meeting, seconded by Dr. Mishoe and unanimously carried.

SET DATE FOR 2ND READING OF BYLAWS AND QUARTERLY MEETINGS

As the 1st Reading was tabled, there was not a need to set a date for a 2nd Reading; however, November 17, 2025 at 1:00 P.M. was set for the next regular meeting. It was further discussed that meetings will be held more frequently than quarterly until further notice.

PAL UPDATES

Sergeant Justin Richey provided an update on upcoming PAL programs and community events. He reported that PAL Coordinator, Corporal Jordan Marucci is developing a PAL-Sponsored Student Athlete Program in partnership with Dick's Sporting Goods. The initiative will support selected youth athletes with equipment stipends, registration assistance, and leadership opportunities.

Upcoming PAL events include:

- October 23: "Lights On After Trunk or Treat" event, promoting afterschool engagement and drug and violence prevention.
- October 29: Social-Emotional Learning Night at South Dover Elementary School, focused on youth and family engagement.
- Planning for a Punt, Pass, and Kick football competition and 3-on-3 basketball tournaments in partnership with the YMCA.
- Continued annual events such as the Easter Egg Hunt, fishing activities, arts and crafts programs, and the Day in Their Boots event at the Delaware State Fire School.
- Participation in Operation Gobble, a turkey giveaway in partnership with Mountaire Farms.

Board members requested that PAL event schedules and announcements be distributed by email so members may attend and support activities. Lt. Miller agreed to have Corporal Marucci begin sending regular updates to the Board. Members also expressed interest in sharing youth-related opportunities from other community organizations to encourage collaboration and participation.

Meeting adjourned at 1:09 p.m.

Attachment #1 – Dover Community Policing Foundation By-Laws

THE BY-LAWS OF THE DOVER COMMUNITY POLICING FOUNDATION

ARTICLE I – OFFICES

- Section 1. The registered office of the corporation in the State of Delaware shall be at 400 South Queen Street, Dover, DE 19904.
- Section 2. The corporation may also have offices at such other places as the Board of Directors may, from time to time, appoint or the business of the corporation may require.

ARTICLE II – SEAL

- Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words “Corporate Seal, Delaware”.

ARTICLE III – DIRECTORS

- Section 1. The business and affairs of this corporation shall be managed by its Board of Directors, the number of which shall be determined by the Board. As it pertains to members of the Board:
- a. The Directors need not be residents of this state.
 - b. The initial membership of the Board of Directors will include the assembled, community-minded individuals who have expressed a willingness to serve the Foundation on a volunteer basis. It will also include the existing Board members of the former City of Dover Police Athletic League, Inc. This clause will expire upon the final adoption of this document by the inaugural group of Directors. With consensus, this may occur at the first stated meeting.

- c. Subsequent Directors shall then be elected by the current Directors at any stated meeting of the Foundation. The process will span two meetings that need not be consecutive but must be advertised to all existing Directors. The candidate will be proposed as a Director, by an existing Director, at the first of the two meetings. Their qualifications are reviewed and spread upon the minutes. A basic background investigation will occur before the second consideration of a Director candidate. At the second meeting, a two-thirds majority of members present will be necessary for election.

- d. Directors shall be replaced as vacancies occur so long as the Board intends to maintain the same number of Directors. Vacancies can result due to the resignation of a Director or their removal as outlined in Section 2. If a Director has three (3) consecutive unexcused absences from properly noticed Board meetings, the Board will consider the seat abandoned and therefore, a default resignation.

Section 2. Removal: Any director may be removed, with cause, by a two-thirds majority of the Directors. The Board will rely on the currently accepted definition of “cause”, as practiced in professional circles, when evaluating the behavior of a Director and whether such conduct is “cause” for removal.

ARTICLE IV – OFFICERS

Section 1. The Executive Officers of the corporation shall be chosen by the Directors and shall be a Chairperson, Vice-Chairperson, and any other roles identified by the Board as integral to the success of the Foundation/Corporation. These roles might include various Secretary, Finance and Advisory titles that exist in similarly constituted civic and non-profit organizations. The Board of Directors may also choose to identify and assign other non-executive roles, as it shall deem necessary, for operational or liaison purposes. The Directors may allow the same person to hold more than one office or position.

Section 2. Salaries: The Foundation officers shall not receive any salary or other compensation for their services.

Section 3. Chairperson: The Chairperson shall be the Chief Executive Officer of the corporation. He/She shall:

- a. Preside at all meetings of the Foundation/Corporation.
- b. Have general and active management of the business of the Corporation.
- c. See that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by rule exclusively conferred on the Chairperson to any other officer or officers of the Corporation.
- d. Execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation.
- e. Be EX-OFFICIO a member of all committees, and shall have the general power and duties of supervision and management usually vested in the Office of Chairperson of a Corporation.

Section 4. Vice-Chairperson: The Vice-Chairperson shall assist the Chairperson as requested and shall perform the functions of Chairperson in his/her absence.

Section 5. Designated Executive Roles: The Secretarial, Finance or Advisory Officers shall endeavor to attend all meetings and successfully perform their assigned duties. This might include but will not be limited to roles that:

- a. Act as clerk of a major process or function

- b. Record the votes of the corporation and the minutes of its transactions
- c. Give, or cause to be given, notice of all meetings or events.
- d. Keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.
- e. Act as a financial officer with possible duties to include:
 - i. Custody of the corporate funds and securities
 - ii. Keeping full and accurate accounts of receipts and disbursements
 - iii. Keeping the moneys of the corporation in a separate accounts to align with the stated goals of the Foundation/Corporation
 - iv. Disbursing the funds of the corporation as may be ordered by the Board and taking proper vouchers for such disbursements
 - v. Rendering to the Board, at the regular meetings or whenever they may require it, an account of all transactions and of the financial condition of the Corporation.

ARTICLE V – FINANCIAL TRANSPARENCY

Section 1. Any Director, in person or by attorney or other agent, shall upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a Director.

ARTICLE VI – MISCELLANEOUS PROVISIONS

Section 1. Checks: All checks or demands or money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 2. Financial Year: The fiscal/financial year shall align with the calendar year beginning January 1st of each year.

Section 3. Notice: Whenever written notice is required to be given to any person, it may be given to such person personally, by electronic mail (email) or by sending a copy thereof through the United State Postal Service mail system. Traditional or electronic mail will be sent to the address appearing in the records of the Corporation as previously provided by the addressee. If the notice is sent by mail or by email, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or electronically transmitted to such person. Such notice shall specify the place, day, and hour of the meeting and in the case of a special meeting of members, the general nature of the business to be transacted.

Section 4. Waiver of Notice: Whenever any written notice is required by statute, or by the Certificate or the By-Laws of this corporation a waiver thereof in writing, signed by the person or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Resignation: Any Director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation, and then, from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE VII – ANNUAL STATEMENT

Section 1. The Chairman shall ensure that an appropriate officer shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

ARTICLE VIII – AMENDMENTS

Section 1. These By-Laws may be amended or repealed by the vote of the Directors in good standing at two consecutive meetings. Such meetings may be any regular or special meeting of the members, duly convened after notice to the members for that purpose.

ARTICLE IX – INDEMNIFICATION

Section 1. The corporation shall indemnify the officers and directors and save them harmless from and against any and all claims, actions, damages, liability, and expense including attorney’s fees in connection of the diligent performance of their respective duties.

ARTICLE X – PURPOSE

Section 1. The general purpose of the Foundation is to support the community oriented policing mission of the City of Dover Police Department. The Foundation is recognizes that funding is most often the barrier to the development and implementation of programs that benefit the mission of the agency and the well-being of the employees who pursue that mission.

Section 2. Pillars: The Foundation will identify, as conditions require, the pillars that represent the interests of the corporation in support of the Dover Police Department as it fights crime, cares for victims, engages the community and contributes to the wellness and development of the employees. The initial pillars begin with the continuation of the goals of the City of Dover Police Athletic League, Inc. and continue as stated below:

- a. Programs and events associated with the Police Athletic League
- b. Specialized forensic testing that advances justice for victims in major crime investigations that would otherwise not occur due to funding.
- c. The unfunded goals of the City of Dover Police Department Office of Victim Services, which tends to the needs of crime victims, accident victims and their associated survivor groups.
- d. The wellness of the employees, sworn and non-sworn, of the City of Dover Police Department who suffer physical and emotional challenges or traumas during the course of their careers.
- e. Any other worthwhile endeavor of the City of Dover Police Department that the Board sees fit to support and fund so long as the endeavor is not more appropriately funded by another customary source. [Ex: Travel for specialized training not mandated by the State but critical to the needs of the City of Dover Police Department could be considered.]

Section 3. Fundraising: The Board will, at its discretion, endeavor to raise funds to support the purpose of the corporation. The Foundation will always maintain at least one Board Member with the title and responsibilities commonly associated with fundraising activities. It is expected that the Chairperson ensure, to the degree possible, that more than one member actively supports fundraising.

Fundraising efforts will not be restricted beyond the necessary boundaries that should be expected for any apolitical public safety organization. Should there be any question of the nature of a proposed fundraising event, the Board should consult both the Chief of Police and the President of the Fraternal Order of Police.

Section 4. Investing: The Board is authorized to appropriately invest the acquired funds of the corporation in order to enhance the financial stability of the Foundation. No investment should meet the customary definition of “high risk” or rely on excessive speculation. The Board should routinely and aggressively evaluate all of the available investment opportunities that feature diversification and limited risk factors. The same care and caution should be exercised in this area similar to a person securing their financial future in retirement.

Section 5. Management of Funds: The Board shall establish and maintain the appropriate balance of invested dollars and cash-on-hand for approved expenses. This balance should be evaluated at least once a year but can be adjusted sooner as the Board sees fit. The basic rules for donations and interest income include:

- a. There will be a separate accounting of funds for each pillar of the Foundation.
- b. Donations and fundraising may be general in nature or fund specific. Individuals can choose to earmark their generosity and the Board has the latitude to raise money for a particular pillar, or group of pillars, based on changing demands. Any donation that is not specified to a particular pillar will be split up equally across all of the established pillars.
- c. The Foundation will return interest dollars from investment accounts in the same proportion as they were initially invested. The Board has the discretion to establish the ratios and proportions.
- d. At the time of this reorganization, the pillar that represents the former City of Dover Police Athletic League, Inc. (PAL) is the only internal fund with cash

on hand. The ending balance of the PAL is the starting balance of the Dover Community Policing Foundation (DCPF). All of the other adopted DCPF pillars begin with a \$0 dollar balance.

- e. At the time of the reorganization, the former City of Dover Police Athletic League, Inc. provided the \$10,000 needed to establish the Dover Community Policing Fund [an extension of the Foundation] housed within the CENDEL (Central Delaware) Foundation.

Therefore; for the purpose of accounting, any interest earned from this investment created under the guidance of Section 4 of this Article will be returned to the PAL pillar until such time as other non-PAL donations are received by CENDEL and invested.

Those same supplemental donations will grow and return to the CPF using the guidance found in Section 5, sub-sections a, b, and c of this Article.

- f. For continuity, the Executive Officers of the Dover Community Policing Foundation will be the principal and controlling officials of the Dover Community Policing Fund housed within the CENDEL Foundation.

ARTICLE XI – DISSOLUTION OF THE CORPORATION

Section 1. Should the Board Members determine that the Foundation / Corporation should be dissolved, such a decision must be reached using the same procedure outlined in Article VIII.

Section 2. Once the decision to dissolve is reached, the appropriate financial officer(s) will close out all investment accounts [CENDEL or otherwise] and return the dollars to the bank accounts directly managed by the Foundation / Corporation. Investment dollars will be returned to the fund pillars using the guidance found in

Section 5, sub-sections a, b, and c of Article X after all fees and expenses are satisfied.

Section 3. Once the funds and accounts have been reconciled to the satisfaction of the Board, the Members will determine the appropriate destination for the Foundation's assets. Those destinations should be either a government agency with a mission responsibility in line with the focus of the selected pillar or a non-profit, Non-government organization (NGO) with a similar mission. The only exception is the fund balance of the PAL pillar. That fund balance is addressed in Section 5 of this Article.

Section 4. A separate meeting is required for the purpose of completing Sections 2 and 3 of this Article. The last agenda item at this meeting will be a discussion on whether any cause exists to reverse the decision to dissolve. Should no cause be established, the Executive Officers will see to the disposition of the Foundation funds in line with the wishes of the full Board of Directors.

Section 5. Once the funds have been dispersed, and a final financial statement is completed, one last meeting is required to re-establish the City of Dover Police Athletic League, Inc. As it was the corporate structure, and fund balance of the PAL, that facilitated the beginning of both the Dover Community Policing Fund, and Foundation, it was the desire of the 2025 PAL Board of Directors for a return to the previous entity should the Foundation need to dissolve.

The Foundation Chairperson shall facilitate this transfer of the TAX ID number(s) and other relevant corporate documents to the Board Members who remain from the previous PAL Board or other Board Members have stated the desire to continue that previous mission. Should no responsible party step forward, the Chief of the Dover Police Department will be consulted for a decision on the PAL funds as guided by Section 3 of the Article.

ARTICLE XII – DEFINITIONS

Section 1. Should there be any confusion to the language selected for these By-Laws, the following definitions of key terms are offered for clarification:

Corporation: In addition to the traditional meaning, this word will be synonymous to the term “Foundation” as it relates to the Dover Community Policing Foundation.

Foundation: In addition to the traditional meaning, this word will be synonymous to the term “Corporation”.

Board of Directors: All elected members of the Board no matter what their identified role or responsibility.

Executive Officers: All leadership roles of the Board of Directors, beginning with the Chairperson and ending with last defined formal role from Article 5, Section 1. It does not include roles specifically identified, but not designated as an Executive role. These defined leadership roles are concurrently the governing body of Dover Community Policing Fund housed, in the CENDEL Foundation, as well as any future investment portfolio either managed by the Foundation or housed in a separate entity.

Directors: The abbreviated reference to the Board of Directors.

City of Dover Police Athletic League, Inc. The legacy organization that expanded its mission, and transferred its corporate holdings, under the new and current corporate title of the Dover Community Policing Foundation. The PAL reserves its right to return to its former title, and receive the return of their former holdings, should the Foundation ever choose to dissolve.

Basic background investigation: The process by which the City of Dover Police Department would screen a volunteer for criminal or anti-social behaviors considered inconsistent with the responsibilities associated with a public-safety-oriented entity. This will typically be limited to a check of open source information centers and standard criminal justice databases. Unless there is a major area of concern, driving records and juveniles records would not typically be part of this examination.

Unexcused absence: Any absence that in the totality of the circumstance is a choice to prioritize lesser important activities before the needs of the Foundation. Illness, professional obligations, personal milestone events, with proper notice to the Chair, and last minute emergencies, would certainly be considered excused. Absence with no notice and no reasonable explanation or an absence to indulge in activities such as personal amusement would most likely not be excused.

Specialized forensic testing: Expensive evidentiary testing processes, that typically occur in a credentialed laboratory, for consideration by the Criminal Justice System.

Sworn: Public safety employees who take an oath of office upon hire and must conduct their affairs consistent with that oath. Civilian roles with no associated enforcement responsibilities are vital but are typically Non-sworn.

President of the Fraternal Order of Police: The elected leader of the labor organization that represents sworn police officers. This leader/officer can convey the official position of the union as it pertains to political or brand considerations.

Separate accounting of funds: Is a direct reference to the obligation of any Director with financial responsibilities to track the assets of each pillar/fund separately in every respect so the priorities of the Foundation can be

established and the proper disposition of funds can occur should the Foundation ever dissolve.

Reorganization: The total elapsed time from the decision of the City of Dover Police Athletic League, Inc. to migrate to the Dover Community Policing Foundation and establish the Dover Community Policing Fund inside of the CENDEL Foundation to the first meeting of the Dover Community Policing Foundation where these revised By-Laws are adopted.

CENDEL Foundation: A charitable Foundation located in Central Delaware that maintains an array of funds for community initiatives. CENDEL invests all funds placed into its care and disperses the returns to government entities and non-profit organizations. This is the entity that the PAL chose to use in order to accept donations for the DCPF while the reorganization occurred. There is no obligation to remain in CENDEL and the Foundation is free to explore other investment opportunities.

Actions History

First Reading – October 20, 2025 – Tabled