

CONSTITUTION AND BY-LAWS OF THE TEXAS SYSTEM POLICE ASSOCIATION
ORGANIZED
FEBRUARY 2, 2010
AMMENDED: TBD 2017

To Instill a Feeling of Pride, The Spirit of Cooperation, And the Promotion of Efficiency

CONSTITUTION

ARTICLE I - NAME OF THE ASSOCIATION

SECTION 1. ORGANIZATION NAME AND OBJECT

This Association shall be known as the TEXAS SYSTEM POLICE ASSOCIATION (TSPA), which is an association organized and now existing under and by virtue of State Charter #801224862, State of Texas.

SECTION 2.

This Association shall be for the duration of the existing charter, namely perpetual.

SECTION 3. OBJECT OF ASSOCIATION

This Association shall be a free and voluntary organization composed of all active and retired employees of Texas' Universities Colleges, Independent School Districts Police, and Campus security Departments and authorized associate/honorary members, for the purposes of social fellowship and economic well-being, promoting better wages, benefits, and working conditions; instilling the spirit of cooperation and the high regard of our calling; asserting a wholesome influence on students, faculty, and staff of the all University, College, and Independent School Districts Police and Campus Security Departments and the citizens of the State of Texas, especially with the purpose of inculcating respect for law and order; cooperating with courts and judges thereof and with the branches of our government, both state and national; incorporating among the members a closer personal acquaintance, gathering, receiving and dissemination of such information as may be helpful to our members in the pursuit of duty; encouraging cooperation and unified action with the various public safety organizations of the state; and defraying such legal and other expenses as may be incurred in perpetuating the interest of this Association.

SECTION 4. POWERS OF ASSOCIATION VESTED IN THE MEMBERS:

The powers of this Association shall be vested in its membership, but may be exercised by a Board of Directors as defined in Article II of the Constitution.

ARTICLE II - OFFICERS POWERS AND DUTIES

SECTION 1. OFFICERS

The officers of this Association shall be: PRESIDENT, VICE PRESIDENT I, VICE PRESIDENT II, VICE PRESIDENT III, SECRETARY, and TREASURER (the President can combine the positions of Secretary and Treasurer.) The outgoing President shall be appointed automatically to the Board for one year, or as long as the current President remains in office. The outgoing President has no voting authority and is an advisory level position. The offices of President, Vice President I, and Vice President II, shall be held by members licensed as Peace Officers by TCOLE holding the active rank of Lieutenant or below. If a Board Member is promoted above the position of Lieutenant they may continue to serve on the Board of Directors. Continuous terms of service are not required. The positions of Vice President III, Vice President IV, Vice President V, Secretary, and Treasurer can be held by any employee of a campus police or campus security department at the active rank of Lieutenant or below. The Board of Directors may create a fourth and fifth Vice President Position and a Sergeant at Arm position based on their discretion and/or the increase of TSPA's membership. These positions can be held by any employee of a campus police or campus security department at the active rank of Lieutenant or below.

SECTION 2. POWER OF OFFICERS

All the Directors named and described in this article shall constitute the BOARD OF DIRECTORS of this Association. Said Board shall be the governing body and shall have custody, control, and management of all funds, property, and effects of this Association.

SECTION 2A. REGIONAL DIRECTORS

The State of Texas shall be divided into seven regions as laid out by the Texas Commission on Law Enforcement Officer Standards and Education. Each region will have a Regional Director responsible for recruiting and other duties assigned by the Board of Directors. The Board of Directors will appoint the Regional Directors. Regional Directors shall be appointed for two (2) year terms. The regions are defined as follows:

- Region 1: Panhandle
- Region 2: West Texas
- Region 3: South Texas
- Region 4: South East Texas
- Region 5: North East Texas
- Region 6: North Central Texas
- Region 7: Central Texas

SECTION 3. TERMS OF OFFICE

The President and Vice Presidents of the Board of Directors of this Association shall be elected and for two year terms by the members every other September 1st beginning September 1, 2011 and shall serve in their elected capacities until their successor has been duly elected and qualified. Elections will be held every two years on August 15th beginning in 2011. The President, Vice President II, and Vice President IV shall be elected in odd numbered years. The Vice President I, Vice President III, and Vice President V shall be elected in even numbered years.

Nominations for office will be made at a meeting called for that purpose during the month of June. The Board of Directors will determine if elections will be held either at a called meeting, by mail, or by electronic format in ballots. There shall be no term limits imposed on any elected position. If Candidates for the Board of Directors are unopposed they win by default.

The Treasure and Secretary shall be deemed appointed positions. They will be appointed for two year terms by the Board of Directors every other September 1st beginning September 1, 2017. They shall serve in their appointed capacities until their successor has been duly appointed and qualified. Appointments will be held every two years on August 15th beginning in 2017. Appointments will be held every two years on August 15th beginning in 2017.

Nominations for office will be made at a Board of Directors meeting called for that purpose during the month of June. There shall be no term limits imposed on any appointed position.

The Association shall hold its annual meeting every June, beginning June 2011 and hold teleconference meetings every January, April, and September beginning in January 2011.

SECTION 4. QUALIFICATIONS OF OFFICERS

No member may be a candidate for office who is not in good standing in the Association for at least twelve (12) months immediately prior to seeking office. A member with less than twelve (12) months may be a candidate only if approved by the Board of Directors. No member may be nominated for any office unless that member is in good standing. No Officer or Director may continue in office or exercise the powers of any office, unless they are in good standing. The term "good standing" in this instance is deemed to mean that all-current dues and assessments have been paid [and a waiver has not been granted by the Board of Directors]. No member may be a candidate for President unless they have served for at least two (2) years on the Board of Directors. A member with less than two years may be a candidate only if approved by the Board of Directors. Board Members must abide by the Code of Conduct or face dismissal from the board. A Board Member may be removed from the Board of Directors by a two-thirds (2/3) majority vote of the qualified membership.

SECTION 5. COMPENSATION OF OFFICERS

Each of the Officers, members of the Board of Directors, and members of the Committees and Sub-committees shall serve without pay, provided however, that the Board of Directors may provide for reasonable compensation for the services rendered by the President, Vice President I, Vice President II, Vice President III, Vice President IV, Vice President V, Secretary, Treasurer, and Sergeant at Arms of this Association; such compensation to be decided by a vote of the Board of Directors.

SECTION 6. DUTIES OF OFFICERS, PRESIDENT, AND VICE PRESIDENT

The President, or in the President's absence, inability, or refusal to act, the Vice President I, shall call and preside at all meetings, appoint Committees, and shall direct, subject to the control of the Board of Directors, the general management, and affairs of this Association. The President shall perform such other duties as may be consistent with the office. Any vacancy occurring in the board of Directors, for any reason, shall be filled by appointment of a member in good standing by the President. Such appointment shall be only for the unexpired term of the office to be filled. At the first board meeting of each new Board of Directors elected the job duties of each Vice President shall be voted upon for their term in office.

SECTION 6A.

If the vacancy is valid and necessary and approved by the President, the absent board member may suggest, in writing, the name of a member in good standing, to fill in for the absent board member on a temporary basis. Upon return of the absent board member, the appointee will step down and the board member holding the position originally will claim his rightful position on the Board of Directors. If the original board member does not intend to return or fails to return, the appointee may be elected to serve another term.

SECTION 7. SECRETARY

The Secretary shall keep a record of all the proceedings of the Board of Directors and of all general and special meetings. The Secretary shall keep or cause to be kept a record and file of the membership and all correspondence of this Association. The Secretary shall inform the Board of Directors of the location of all records and funds of this Association, and notify the board of Directors immediately upon any change of location. In case of the Secretary's absence, inability, refusal, or neglect to do or perform any of the duties of the office, the President may appoint any member to perform such duties.

SECTION 7A. TREASURER

The Treasurer shall be responsible for the accurate reporting of all monies received and expended by this Association, and except as otherwise provided by By-laws, shall be treasurer of all committees of this Association. The Treasurer shall perform other such duties as may be required by the Constitution and by-laws of this Association. In case of the Treasurer's absence,

inability, refusal, or neglect to do or perform any duties of the office, the President may appoint any member to perform such duties.

SECTION 7B. SERGEANT AT ARMS

The Sergeant at Arms position shall have its duties determined by the Board of Directors upon the filling of the position.

SECTION 8. DUTIES AND POWERS OF DIRECTORS

It shall be the duty of the Board of Directors to conduct, manage, govern, execute, and administer all of the affairs of this Association; to control and supervise the handling of its funds and property; to cause to be kept a complete record of all meetings and acts; to supervise all officers and employees of this Association and cause membership certificates and other certificates required to be issued on all applications that have been approved and accepted, and to pass upon all matters of importance pertaining to this Association. The Board of Directors shall be required to pass a balanced budget.

SECTION 9. QUORUM TO DO BUSINESS

A two-thirds (2/3) majority of the Officers shall constitute a quorum for the purpose of transacting the business of this Association. When voting on issues a majority vote shall determine the outcome. In the advent of a tie vote of the Board of Directors a coin may be flipped to determine the winning outcome.

SECTION 10. SPECIAL COMMITTEES

Special Committees may from time to time be appointed by the President, whose duty it shall be to carry out the purpose for which the Special Committees have been created. Each Committee as herein provided shall serve until its duties shall have been fulfilled and completed and it has been discharged by the President.

SECTION 10A. SPECIAL APPOINTMENTS

The President may appoint a Parliamentarian, Sergeant-at-Arms, and/or Historian, whose duties shall conform to "Roberts Rules of Order, Newly Revised" for those positions.

SECTION 11. OATH OF OFFICE

I (name in full), elected by the Texas System Police Association as (name of office), do solemnly swear or affirm, that I will support the constitution of the United States and the Constitution of the State of Texas. I do solemnly and faithfully promise to be loyal to the Texas System Police Association and, to the best of my ability, promote social fellowship and economic well-being, promote better wages, benefits, and working conditions; instill in the members' the spirit of cooperation and the high regard of our calling; assert a wholesome influence on the education of the citizens of the State of Texas, especially with the purpose of inculcating respect for law and

order; cooperate with courts and judges thereof and with the branches of our government, both state and national; incorporate among the members a closer personal acquaintance, gathering, receiving and dissemination of such information as may be helpful to our members in the pursuit of duty; encouraging cooperation and unified action with the various public safety organizations of the state; and defraying such legal and other expenses as may be incurred in perpetuating the interest of this Association, and this I faithfully promise and call upon these assembled members to witness, so help me God.

ARTICLE III – MEMBERSHIP

SECTION 1.

Membership in this Association shall be confined to full-time, part-time, and retired employees of any Texas University, College, or Independent School District Police or Campus Security Department, including any honorary members as may be authorized by the Board of Directors. A person may maintain their membership if they leave law enforcement if their dues are paid. The spouse of a deceased member may be awarded an Honorary Membership.”

SECTION 1A.

Members of the Association in good standing at the time of their retirement under honorable circumstances shall be designated as lifetime members. Their annual dues to this association shall be suspended but they may not vote nor hold any elected position. Lifetime Members do not qualify for a death benefit.

SECTION 1B.

The Board of Directors may determine different levels of Associate Memberships and establish the amount for dues as they see fit.

SECTION 2. APPLICATION FOR MEMBERSHIP

Application for membership in this Association shall contain the name, rank and employing institution. Application must be in writing upon the form approved, prescribed, and furnished by the Board of Directors.

SECTION 3. TERMINATION OF MEMBERSHIP

Except as otherwise provided in this Constitution, membership in this Association shall terminate by abandonment, withdrawal, non-payment of dues, removal from office or position in the, surrender of membership certificate, malfeasance, or death of the member. All members must abide by the Code of Conduct or their membership may be terminated by the Board of Directors.

SECTION 4. EFFECT OF TERMINATION

Whenever any membership shall have terminated in any manner, the person whose membership has thus terminated, and all persons claiming under, by, or through such person, shall not be entitled to any refund of dues or fees paid into or contributions or donations made to this Association, or to any claim whatsoever upon any of the funds, benefits, or property of this Association.

SECTION 5. DUES, FEES, AND ASSESSMENTS

Dues for membership in this Association shall be determined by the Board of Directors. Membership eligibility commences with the receipt of application for membership along with acceptable arrangements for payment of dues to the Association.

SECTION 6. CHECKS

All checks, drafts, and debit card expenditures of the Association shall be approved by the Treasurer and the President or person appointed by the President, provided, however, that in the event of the inability of the Treasurer or the President, officers designated by the Board of Directors may sign checks, drafts, debit card expenditures, and notes.

SECTION 7. ANNUAL AUDITS AND CERTIFIED FINANCIALS STATEMENTS

When the membership reaches a total of 500 members Annual Audits and Annual Certified Financial Statements shall be required signed by a Certified Public Accountant.

SECTION 8. MEMBER DEATH BENEFIT

A one thousand-dollar (\$1,000.00) check will be given to the beneficiary of any dues paying member that is killed in the line of duty or dies due to a catastrophic event or illness that is in good standing with their dues currently paid. An existing membership of at least one (1) year is required to qualify. The board of Directors must be notified of the member's death within thirty (30) days of the time of death are beneficiary risk disqualification of benefit. The check would be issued upon verbal confirmation by the employee's Chief or Assistant Chief concerning line of duties deaths. Written confirmation is required for catastrophic deaths and will be investigated by an officer of the Board of Directors and/or their special committees. The check would be delivered ASAP to assist with death expenses. The Board of Directors has the right to determine if a death benefit will be paid to a member's beneficiary not meeting the one (1) year membership requirement. The Board of Directors of the Association reserves the right to modify or repeal this death benefit at its discretion at any time with or without notice and nothing herein shall create a property right to any benefit stated herein. An Associate member in the Texas System Police Association shall not be eligible and shall not receive any death benefits under these guidelines.

SECTION 9. LEGAL DEFENSE

TSPA and our attorneys will represent any member involved in an employer/employee dispute in which the employee faces a developmental counseling or written reprimand that they feel is unfair. The Board of Directors shall determine the extent of any legal proceedings the association is willing to pay the expenses to resolve. The Board of Directors reserves the right to refuse legal assistance to any member. There is a One Thousand dollar (\$1,000.00) maximum limit to any expenses the association will pay. NOTE: TSPA is not meant to be a replacement for TMPA or CLEAT.

SECTION 9A.

Members of the Board of Directors shall be indemnified and protected by the association in the advent of a lawsuit related to their duties as a Board Member.

SECTION 10.

The Board of Directors at its discretion has the authority to establish special programs or funds as the organization grows. Any increase in dues needs to be approved by the general voting membership. Some examples would be:

1. Emergency Relief Fund
2. Youth at Risk Program
3. Legal Assistance Program
4. Scholarship Program
5. Student Mentoring Programs

SECTION 11. WEAPON REIMBURSEMENT BENEFIT

If a police officer is involved in a shooting and his/her personal weapon is taken into evidence, it may be years before they get it back. This creates a big out of pocket expense for the officer to replace the duty weapon, if it is not department issued.

If one of our police officer members is involved in a shooting while during their official duties and his/her personal weapon is taken for evidence, TSPA will help the police officer member with the cost of a new one up to \$500.00. The police officer member would need to provide TSPA with an official copy of the police report showing the weapon was put into evidence pending the trial and a copy of their current departmental weapons qualification for this weapon, before a check would be sent to the officer member.

The police officer member would also need to have their dues paid up to date at the time of the incident and be in good standing. This TSPA benefit only covers one duty weapon (hand gun or long gun) per officer member. Negligent or accidental discharges are not covered under this benefit. Police Officer members may not invoke this benefit more than once in a twelve (12) month period.

Non-Sworn members with a regular TSPA membership may qualify for this benefit to replace stolen duty equipment that is used in the commission of their duties. The non-sworn member would need to provide TSPA with an official copy of the police report showing the equipment stolen and a proof from their department that the equipment in question is property of the non-sworn member's department, before a check would be sent to the member. The non-sworn member would also need to have their dues paid up to date at the time of the incident and be in good standing. Negligent storage of the equipment is not covered under this benefit. Non-sworn members may not invoke this benefit more than once in a twelve (12) month period.

The Board of Directors of the Association reserves the right to modify or repeal this Weapon Reimbursement benefit at its discretion at any time with or without notice and nothing herein shall create a property right to any benefit stated herein. The Board of Directors reserves the right of final review and payment determination of each claim.

SECTION 12. LOSS OF PAY BENEFIT

If a member receives a suspension without pay from their employer, TSPA will reimburse the member their daily pay with a maximum daily allowance of \$150 for up to 3 days. The number of days reimbursed shall not exceed the number of days of the suspension without pay. (i.e. 1 day suspension without pay, the member will be reimbursed 1 day pay by TSPA.)

ARTICLE IV – AMENDMENTS

SECTION 1.

The Board of Directors may, by majority vote, amend the constitution regarding any matters other than the dues collected by the organization. This allows the organization flexibility to change and grow at the required pace. Any issues regarding the amount of dues such shall be by ballot. The ballots shall be delivered electronically or mailed to all qualified voting members at least thirty days prior to the voting deadline. The returned ballots must be received at the return address by the deadline.

ARTICLE V

SECTION 1.

This Constitution shall be in full force and effect immediately upon adoption.

SECTION 2.

Any amendments of this Constitution shall be in full force and effect immediately upon adoption unless an effective date is otherwise stipulated.

BY-LAWS

ARTICLE I

SECTION 1.

The principal place of business of this Association shall be anywhere in the State of Texas as may be expedient to the business of the Association.

SECTION 2.

"ROBERT'S RULES OF ORDER, NEWLY REVISED" Shall govern the conduct of all meetings except as may be otherwise provided in the Constitution and by-laws.

ARTICLE II – PROCEDURE

SECTION 1. ORDER OF BUSINESS

1. Roll call of officers
2. Reading of the minutes of the previous meeting
3. Communications and Bills
4. Secretary's report
5. Treasurer's report
6. Reports of committees
7. Applications for membership
8. Unfinished business
9. New business
10. Good and welfare of the association

SECTION 2. RULES

For the use of all members in conducting meetings in an efficient, business-like manner, "ROBERT'S RULES OF ORDER, NEWLY REVISED" should be used.

RULE I:

Any member wishing to make a motion, deliver his opinion, or speak upon any subject, shall respectfully address the chair. He shall confine himself to the question under discussion, and avoid personalities. If two or more members rise to speak at the same time, the President shall decide who shall speak first.

RULE II:

No member of the Board shall interrupt another in his remarks, unless to call him to order for words spoken. No member shall speak more than once on the subject, until all the members wishing to speak have done so.

RULE III:

A member while speaking, being called to order by another shall cease speaking until the question of order is determined.

RULE IV:

When a question is before the assembly no motion shall be received except; first to amend, second to close the debate, third to refer, fourth to postpone action to definite time, fifth to postpone action to an indefinite time, and sixth to adjourn; with precedence in the order therein arranged.

RULE V:

A motion to adjourn shall always be in order, except when a member is speaking, a vote is being taken, or a previous adjournment time has been set. A motion to adjourn, failing of passage, cannot be renewed until some proposition is made or business transacted.

RULE VII:

When only one nominee has been "put up" by the nominating committee, to fill an office, and additional names are not entered from the floor, the nominees may be elected by general consent, i.e., "acclamation."

RULE VIII:

When the reading of a paper, or other matter, is called for, and the same is objected to by any member, it shall be determined by a majority vote as to whether it shall be read or not.

RULE IX:

No member of the Board shall vote on a question that directly affects his/her personal interest, not common to other members of the organization.

RULE X:

No member, having failed to pay dues when required, shall be permitted to reinstate his membership by payment of any lesser amount than the full annual dues applicable to the calendar year in which reinstatement is requested; and in no case, will reinstatement be retroactive.

ARTICLE III - MANAGEMENT

SECTION 1.

The government and management of this Association are entrusted to the Board of Directors and Officers as set forth in the Constitution.

SECTION 2. MEETINGS

The President shall call all meetings of the Board of Directors as required for business to be transacted. Provided, however, that it shall be mandatory upon the President to call a meeting upon written or electronic request of at least five (5) Directors within thirty (30) days of the receipt of the request.

SECTION 6. CONDUCT OF BOARD MEMBERS

Any time a member of the Board of Directors or any member of the Association appears in opposition to a bill that has been adopted and endorsed by the association and its membership, that member must resign his membership before appearing before the Legislature. Failure to do so will result in immediate membership termination.

SECTION 7. RECALL OF BOARD MEMBERS

When a member of the Board of Directors of the Association violates his oath of office, the power of recall rests with the President. When said member is recalled, he shall have the right to appeal to the Board of Directors within fourteen (14) calendar days. The appeals the recall decision to the Board of Directors the President shall call a special meeting. At the called meeting a quorum of the Board being present shall vote and a 3/4 majority of those present and voting shall be required to uphold the recall. The President may be recalled with a quorum of the Board present voting and 3/4 of those present voting for the recall. The recalled President shall not hold any office available to past-Presidents. The previous past-President will continue to serve on the Board for an additional year after the recall of the President.

ARTICLE IV – ASSOCIATE MEMBER PROGRAM:

All persons who are not eligible for regular membership in the Association are eligible to join the Associate Member Program. Affiliates are not entitled to hold an Officer position on the Executive Board. The Board of Directors determines Associate Member's dues and benefits.

ARTICLE V - AMENDMENTS:

These by-laws, after adoption, shall not be suspended, altered, amended, or repealed, except by a vote of two thirds (2/3) of the members of the board present and voting at a regular meeting. By-Laws may not be suspended, altered amended or repealed more than twice in a fiscal year. If any

provision or condition of these by-laws shall be held to be invalid or unenforceable because of any law, rule, administrative order or judicial decision by any court, or regulatory agency or body, such invalidity or enforceability shall attach only to such article, provision or condition. The validity of the enforceability shall attach only to such article, provision, or condition. The validity of the remaining articles, provisions or conditions shall not be affected thereby and these by-laws shall be carried out as if any such invalid or unenforceable article, provision or conditions were not contained herein.

ARTICLE VI – CONFLICT OF INTEREST POLICY:

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions:

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board, or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity, with the above determination it shall make its decision as to whether to enter the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest about an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken about the proceedings.

Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII - RATIFICATION

SECTION 1.

These by-laws shall be in force and effect immediately upon adoption

SECTION 2.

Any amendment or amendments to these by-laws shall be in force and effect immediately upon adoption.

Date: _____

Signed: _____
President

Signed: _____
Vice President IV

Signed: _____
Vice President I

Signed: _____
Vice President V

Signed: _____
Vice President II

Signed: _____
Treasurer

Signed: _____
Vice President III

Signed: _____
Secretary

TSPA OFFICER'S ROLES AND ASSIGNMENTS

I. TREASURER

SECTION 7A. TREASURER

The Treasurer shall be responsible for the accurate reporting of all monies received and expended by this Association, and except as otherwise provided by By-laws, shall be treasurer of all committees of this Association. The Treasurer shall perform other such duties as may be required by the Constitution and by-laws of this Association. In case of the Treasurer's absence, inability, refusal, or neglect to do or perform any duties of the office, the President may appoint any member to perform such duties.

- Attend all board meetings
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit

II. SECRETARY

The secretary position of TSPA plays a critical role in fostering communication and ensuring proper management and utilization of important organizational records. Generally, an organization's bylaws will set the duties of the secretary:

SECTION 7. SECRETARY

The Secretary shall keep a record of all of the proceedings of the Board of Directors and of all general and special meetings. The Secretary shall keep or cause to be kept a record and file of the membership and all correspondence of this Association. The Secretary shall inform the Board of Directors of the location of all records and funds of this Association, and notify the board of Directors immediately upon any change of location. In case of the Secretary's absence, inability, refusal or neglect to do or perform any of the duties of the office, the President may appoint any member to perform such duties.

However, duties may change from time to time as may be assigned by the board. A secretary will be most useful to an organization when his or her role is shaped to meet the unique structure and

needs of the organization, rather than filling a standard job description. Therefore, you should be equipped to handle the following matters:

1. Communication

You will be an active conduit for communication between the board, management or staff, and members (if any), by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes. You should be knowledgeable of the organization's records and related materials, and should be able to provide advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at a meeting. The secretary should aim to be helpful to the board as they discharge their fiduciary duties.

2. Scheduling, Notice, and Materials

You are now tasked with knowing and complying with notice requirements and scheduling meetings to accommodate the Board of Directors at the request of the President. Notice requirements can be particularly important and should be complied with strictly, as improper notice can open the organization up to challenge. You are responsible for scheduling board meetings and should ensure an adequate number of meetings are held per year, in accordance with the organization's bylaws. Generally, a board can more efficiently and effectively hold a board meeting when the secretary prepares and sends meeting materials far enough in advance of the meeting for each director to review such materials, correct any errors, and prepare questions and comments.

SECTION 2. MEETINGS

The President shall call all meetings of the Board of Directors as required for business to be transacted. Provided, however, that it shall be mandatory upon the President to call a meeting upon written or electronic request of at least five (5) Directors within thirty (30) days of the receipt of the request.

3. Minutes

The secretary is also charged with recording minutes of meetings. Minutes are an important organizational document and provide a memorialized chronology of key information such as board actions, elections of officers or directors, and certain reports from committees and staff. Meeting minutes can have vital legal significance in an IRS examination and as evidence in courts if, for example, someone challenges the validity of certain actions or positions. The secretary should be well-equipped to record accurate minutes and be aware and sensitive to any special or confidential information discussed at a meeting.

4. Maintenance of Corporate Records

As the custodian of the organization's records, the secretary is responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing deadlines. It may be helpful for the secretary to have a calendar of filing deadlines. The secretary is responsible for

reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible for inspection by directors and/or members. In Texas, an organization's articles of incorporation and bylaws, as amended to date, should be in your possession and ready for inspection.

The secretary position has wide-ranging responsibilities, requiring much more than simply being present at all board meetings. These duties likely will increase since TSPA has a voting membership structure, which requires additional notice procedures and voting.

5. Tips for Being an Effective Secretary

- Develop and distribute a board calendar before the start of each year
- Understand what to record and what not to record when taking minutes
- Maintain a board binder containing the governing documents, key governance policies, minutes of board meetings, and written consents
- Consider using appropriately secured electronic storage of key documents as a backup
- Ensure adequate comparability data is attached to board actions which rely on such information (e.g., for purposes of getting a rebuttable presumption of reasonableness)

6. Traps to Avoid

- Noncompliance with provisions in the governing documents and applicable law for giving notice of meetings, sending and receiving electronic communications, nominating and electing directors and officers
- Recording minutes as if they are transcripts of the meeting
- Recording executive session discussions in meeting minutes that will be open to inspection to all members
- Storing minutes and other sensitive documents without adequate security

III. MEMBERSHIP SERVICE COORDINATION

The Member Services Coordinator is a key link with our members and will be designated to the VP III Position of TSPA. You will ensure that TSPA membership program is well-organized and meets the needs of our members. You will work collaboratively with internal and external colleagues and partners to ensure that memberships are fully integrated across all facets of TSPA work.

1. Responsibilities Coordination of Membership Program

- In cooperation with TSPA Secretary, you will ensure that data about our members is accurate and up-to-date, using Groupspace.
- Coordinate current member service programs including relationship building and contracting with vendors and service providers.

- Actively participate in crafting a membership development strategy, including networking with peers at other state associations to identify best practices and engaging in program planning with TSPA leadership.

2. Member Outreach and Communications

- Serve as Central Point of Contact for members; respond to general inquiries.
- Represent TSPA at key events.
- Orient new members.
- Communicate membership value and benefits to current and prospective members via our website and email communications.

3. Job Description Membership Services Coordinator General

- Participate in planning/organizing annual conferences and events as needed.
- Assist in developing and maintaining relationships with organizational and event sponsors.
- As a member of the TSPA staff team, work on special projects throughout the year.
- Represent the organization at events, which may include some travel throughout the State. (Skills and Requirements)
- Research new benefits and services that we can offer to our members.
- Create guidelines for awarding those benefits and services. Exception:
 - A. Legal services
 - B. Scholarship
 - C. Relief fund
- Any service given by way of special committees set by the president or the board.
- Continuously evaluate current benefits/services and guidelines that we use to award them.
- Create an administrative system in which our members can request their benefits or use of our services. (Create SOP)
- Advertise benefits and services.
- Evaluate membership plan (Exception Student Memberships)
- Write article quarterly for newsletter and submit it to person appointed to newsletter.
- Report, process, and investigate, and store applications for membership. (SOP)
- Report to the board the actions of special committees under your hand.
- Create and issue membership cards for TSPA. (Must work with TSPA Secretary)
- Complete a report for record any time a TSPA member is denied services. Report must contain why the services were denied and the constitutional authority to deny services.
- Create reports for Board meetings.
- Anything else assigned.
- Hold meetings within their department (Minutes must be submitted to secretary)

IV. SERGEANT AT ARMS

TSPA boards of directors run a non-profit; community and service organizations elect officials to fulfill various management roles on the board. You as a Sergeant at Arms for TSPA have various duties, but are primarily responsible for organizing meetings, following protocols and keeping board members in order.

1. Before Board Meetings

- The sergeant at arms typically sets up the venue before the meeting starts and checks that everything is in order before other board members arrive. You may have to organize equipment and set up refreshments. If new members are attending their first meeting, you will greet them and briefs them on protocol and procedures; you also welcome any guests. The sergeant administers sign-in documentation, ensures that the meeting starts on time and checks that only authorized members are present.

2. During Board Meetings

- During meetings, you are to keep order. If other board members or meeting attendees are disruptive, you may warn them and, in extreme cases, eject them from the meeting. Your role may involve some administrative tasks such as collecting ballots, tallying votes and recording attendance. In addition to your duties, you also have to meet your responsibilities to the general board and committee roles during meetings.

3. After Board Meetings

- You will typically oversee the cleanup process after meetings, either alone or with the help of other board members. You pack up equipment and materials, and restore the room or hall to its original state after the meeting. The sergeant is typically responsible for the safe storage of any equipment, supplies and property owned by the organization, inventorying them after each meeting and reordering supplies when needed.

4. Additional Duties on Military Boards

- The boards may assign additional duties to the role of sergeant at arms. In this context, the person is also responsible for flag, emblem and ceremonial etiquette. For example, the sergeant at arms may ensure that flags are correctly positioned and displayed, manage color guard advancing and retiring ceremonies, and lead the board in the Pledge of Allegiance. Other duties may also be advising the board in security matters at events and special sessions, which has become a big deal since we now have events that are sponsored by us.

V. RECRUITING OFFICER

Duties:

1. To act as the first point of contact for all members and prospective members, taking enquiries via multiple communication channels, providing a high level of customer service.
2. To manage the member life-cycle i.e. sale and payment, new member communications, member benefit administration and renewal process
3. To assist in the creation and development of membership and marketing material e.g. letters, new member welcome packs, newsletters, e-communications, member questionnaires and brochures
4. To manage and develop membership events.
5. Attend events, both internally and externally to promote the association and its membership opportunities
6. Work with other departments across the organization to maximize engagement with membership recruitment strategy
7. Assist in the development of the membership recruitment and retention strategies
8. To coordinate affiliate and sponsor activity and recognition programs
9. To have a good knowledge of organizational strategy (ie. fundraising aims) to be able to cross promote Ri events, products, and services at the customer interface
10. To coordinate and manage a network of member volunteers
11. To share in the undertake member market research in areas such as member benefit analysis, satisfaction, and competition analysis
12. To keep records and produce detailed reports on recruitment and retention activities, marketing campaigns and consumer behavior
- 13 Produce regular report on membership statistics and assist in sales forecasting
- 14 Process electronic payments and liaise with the Treasurer to ensure accurate and up to date recording of payments Responsibilities cutting across tasks set out above

IV. FUNDRAISING OFFICER (Manager)

Fundraising managers are the driving force behind fundraising efforts. They oversee the workforce of paid or volunteer individuals and must keep them on task. They create, teach, lead, and manage the people responsible for bringing in the donations. Without their expertise and efforts a company will not have the funds to continue with their work.

Some duties of a fundraising manager:

- develop goals and a plan for raising money
- refine that plan to adopt strategies and campaigns that reflect the ideals of the company
- identify and explore donor pools
- personally handle VIP donors
- write grant proposals and manage endowments
- plan and manage marketing efforts like direct mail campaigns
- plan fundraising events such as dinners, receptions, and parties
- develop alliances with other organizations
- work collaboratively to enhance fundraising efforts
- keep in contact with the CEO and board, apprising them of fundraising successes

The ability to be an effective fundraiser is what makes a manager successful. Having the best organizing and managing skills mean nothing if, at the end of the day, there is no money raised. Creating new and innovative plans is crucial to be successful in fundraising. Managers must also be able to adapt and change strategies to meet the needs of their donor pools and keep the donations coming.

IIV. President

In addition to presiding over board and executive committee meetings, the non-profit board president has a variety of responsibilities. As “chief volunteer,” the president works with the board, staff and community to further the organization’s mission. A president influences how the board uses its time, the selection of board members and its future leadership. Anyone taking on this role must be committed to the organization and must understand the scope of energy and time required to effectively do the job.

The president is expected to review and understand the organization's articles of incorporation and by-laws, policies and procedures, financial and legal situation, and strategic plan. As the board ambassador, the president acts as a spokesperson to the larger community. She/he speaks in public on behalf of the organization and advocates for the cause. By modeling appropriate behavior, the president sets high standards for board conduct and intervenes if conflicts of interest or confidentiality issues arise.

1. Duties

- Working with the board's governance committee, the president recruits new board members whose vision aligns with the organization. The president appoints committee chairs and serves ex officio on committees. The president is in charge of the board members performance evaluations and succession planning, and plays a crucial role in new board member orientation. He also creates opportunities for continuing education for board members and mentors the president-elect.

2. Vision and Fund Raising

- Strategic planning and fund raising are vital to the success of any non-profit organization. The president works with the Fundraising Manager to make sure board resolutions are carried out. Together, they set the agendas which are focused on key strategic issues. The president is also expected to take the lead in raising funds by making personal contributions and asking board members to do the same. Presidents attend or even help to organize social functions to raise funds and maintain visibility in the community.

Social Media & Events Coordinator

The Social Media & Events Coordinator will have well-rounded experience in all facets of marketing and help in our continued mission to publish and promote TSPA. This person will play an integral role in engaging with TSPA members base strategizing long-term organizational growth. This person will be expected to host multiple events per year.

Social Media Responsibilities

- Develop content on marketing platforms
- Write blog posts to mass communicate with users.
- Manage the social media efforts on behalf of TSPA to increase event awareness,
- Assist in the planning, producing and execution of marketing campaigns, presentations, and overall strategy.
- Provide written and verbal feedback on all marketing, advertising and lead generating ideas, and/or suggested modifications to existing ones.
- Develop a strong understanding of the needs of TSPA membership

Event Planning Responsibilities

- Coordinate conference and event details, including the scheduling, organizing, and execution the events.
- Coordinate and monitor event timelines and ensure deadlines are met.
- Initiates, coordinates and / or participates in all efforts to publicize events.
- Prepare and execute event budgets to make sure funds are used responsibly.

- Coordinate event logistics, including registration and attendee tracking, presentation and materials support and pre- and post-event evaluations.

TSPA Awards

TSPA takes great pride in recognizing individual achievements in the campus policing world and within its membership. Through TSPA's Awards Program, both members and nonmembers can receive recognition for excellence.

Annual Awards Program

TSPA's Awards Program boasts seven categories recognizing individual achievements in several areas including:

- **Meritorious Service Award** - Recognizes association members for honorable service in campus law enforcement (5 years minimum) and is normally issued at retirement.
- *Honor Award for Public Service* - May be issued to law enforcement officers, elected officials or citizens whose leadership skills are outstanding in reducing crime or assisting departments in volunteer activities.
- **Life Saving Award** -The Lifesaving Award is awarded by the President of TSPA to an individual who, through exceptional knowledge and behavior, performs a physical act which saves the life of another person, and there is no danger to the individual's life.
- **Leadership Award**-Leadership Award is open to campus police employees or officers *who are in leadership positions*, who have demonstrated exemplary leadership and commitment to service through deeds resulting in a measurable benefit to their peers, service and community.
- **Distinguished Service Award** - Awarded by the President of TSPA to an individual for an act of outstanding bravery or heroism by which the individual has demonstrated in great degree the characteristics of selflessness, personal courage, and devotion to duty at the risk of his/her own life. The individual's actions substantially contributed to the saving of, or attempted saving of a human life.

This is the highest and most prestigious association award and there must be no margin of doubt or possibility of error in awarding this honor. To justify the decoration, the actions must clearly render the individual conspicuous by an act so outstanding that it clearly distinguishes heroism beyond the call of duty from lesser forms of bravery. It must be the type of deed that, if not done, would not subject the individual to any justified criticism.

A posthumous award may be made to an individual who has lost his/her life under conditions where the officer endangered themselves in circumstances consistent with good police practices.

- **TSPA Member of the Year-** Award is presented annually to a member who has represented the association in all facets, with a commitment to excellence in support of the mission and values of the organization. The member has consistently persevered in the prevention of crime and demonstrated initiative, leadership and dedication to the law enforcement profession.
- **Community Service Award**
- **Cert. of Commendation** - This award is issued to law enforcement officers whose actions deserve to be commended for an outstanding act during the performance of their duties.

Nominations are accepted at the beginning of each year through May 1. Award winners are announced and recognized at the TSPA annual Conference.