

**CONSTITUTION AND BY-LAWS OF THE TEXAS SYSTEM POLICE ASSOCIATION  
ORGANIZED**

**FEBRUARY 2, 2010**

**AMMENDED: SEPTMEBER 31, 2018**

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**Protecting And Serving Those Who Protect And Serve Texas' Future**

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**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 or Colleges, Independent School Districts Police, Campus Security Departments, Nontraditional Campus (Hospital) Police 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, Nontraditional Campus (Hospital) Police Departments, 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 Executive 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, and EXECUTIVE DIRECTOR I, EXECUTIVE DIRECTIVE II, SECRETARY, and TREASURER** (the positions of

Secretary and Treasurer can be combined by the President.) 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. A third and fourth Executive Director Position and a Sergeant at Arms position may be created by the Board of Executive Directors based on the Board of Executive Director's discretion and the association's increase in membership.

## **SECTION 2. POWER OF OFFICERS**

All of the Directors named and described in this article shall constitute the BOARD OF EXECUTIVE 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 Executive Directors. The Regional Directors will be appointed by the Board of Executive 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, Vice President, and the Executive Directors of this Association shall be elected and for two year terms by the Board of Executive Directors, Regional Directors, and officers of the Association every other September 1<sup>st</sup> beginning September 1, 2019 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 15<sup>th</sup> beginning in 2019.

The Treasure and Secretary shall be deemed appointed positions. They will be appointed for two year terms by the Board of Executive Directors every other September 1<sup>st</sup> 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 15<sup>th</sup> beginning in 2017. Appointments will be held every two years on August 15<sup>th</sup> beginning in 2017.

## **SECTION 4. QUALIFICATIONS OF OFFICERS**

No member may be a candidate for office who is not in good standing in the Association. 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 Executive Directors]. No member may be a candidate for President unless they have served on the Board of

Executive 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 Executive 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 Executive Directors, and members of the Committees and Sub-committees shall serve without pay, provided however, that the Board of Executive Directors may provide for reasonable compensation for the services rendered by the President, Vice President, Executive Director I, Executive Director II, Executive Director III, Executive Director IV, Secretary, Treasurer and Sergeant at Arms, or such committees of this Association; such compensation to be decided by a vote of the Board of Executive 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, shall call and preside at all meetings, appoint Committees, and shall direct, subject to the control of the Board of Executive 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 Executive 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 Executive Directors elected, the job duties of each board member 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 Executive 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 of the proceedings of the Board of Executive 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 Executive Directors of the location of all records and funds of this Association, and notify the Board of Executive 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 be responsible for organizing meetings, following protocols and keeping board members, officers, and members during meetings in order. The sergeant at arms will set up the venue before the meeting starts and checks that everything is in order before other board members, officers, or members arrive. The Sergeant at Arms will organize equipment and set up refreshments. If new members are attending their first meeting, the Sergeant at Arms will greet them and briefs them on protocol and procedures and welcome any guests. The Sergeant administers sign-in documentation, ensures that the meeting starts on time and checks that only authorized members are present.

During meetings, the Sergeant is to keep order. If other board members or meeting attendees are disruptive, the Sergeant may warn them and, in extreme cases, eject them from the meeting. The Sergeant at Arms will perform such administrative tasks such as collecting ballots, tallying votes and recording attendance.

The Sergeant at Arms will be responsible for the safe storage of any equipment, supplies and property owned by the Association, inventorying them after each meeting and reordering supplies when needed.

## **SECTION 8. DUTIES AND POWERS OF DIRECTORS**

It shall be the duty of the Board of Executive 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 Executive 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' Universities or Colleges, Independent School Districts Police, Campus Security Departments, Nontraditional Campus (Hospital) Police Departments, including any associates or honorary members as may be authorized by the Board of Executive Directors. A person may maintain their membership if they leave law enforcement as long as 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 Executive 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.

### **ARTICLE IV – AMENDMENTS**

#### **SECTION 1.**

The Board of Executive Directors may, by majority vote, amend the constitution regarding any matters concerning the Association.

### **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.

#### **CERTIFICATE OF SECRETARY**

I, Brandon Ledbetter, certify that I am the current elected and acting Secretary of the benefit Association, and the above constitution are the constitution of this Association as adopted by the Board of Executive Directors on 10-30-2022, and that they have not been amended or modified since the above.

**EXECUTED** on this day of 30 October 2022, in the County of Dallas in the State of Texas.

  
(Duly Elected Secretary)

# **NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION**

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of Texas System Police Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be these Bylaws which shall be controlling.

## **ARTICLE 1 – NAME**

The legal name of the Non-Profit Organization shall be known as Texas System Police Association, and shall herein be referred to as the "Organization."

## **ARTICLE 2 – PURPOSE**

The general purposes for which this Organization has been established are as followed and supported by Article I, Section 3 of the Organization's constitution:

The purpose for which the Non-Profit Organization is formed is set forth in the attached Articles of Incorporation.

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(5) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

The Organization shall be operated exclusively for the purposes of social fellowship, 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 Texas Universities, Colleges, Independent School Districts, and Nontraditional Campus (hospital) Police Department employees, Campus Security Department employees, 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 Organization.

This Organization shall be a free and voluntary Organization and will be composed of all active and retired employees of Texas Universities or Colleges, Independent School Districts Police Departments, Campus Security Departments, Nontraditional Campus (Hospital) Police Departments, and authorized Associate/Honorary members.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Texas and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c)(5) of the Internal Revenue Code of 1986 (the "Code").

### **ARTICLE 3 – OFFICES**

The principal address/office of the Organization shall be located at P.O. Box 195381, Dallas, Texas 75219.

The Organization may have other such offices as the Board of Executive Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(5) of the Code. Article 4 of this document shall be in compliance with Article II, Section 2 of the Organization's Constitution.

### **ARTICLE 5 – BOARD OF EXECUTIVE DIRECTORS**

#### **Officers**

The officers of this Organization shall be: PRESIDENT, VICE PRESIDENT, and EXECUTIVE DIRECTOR I, EXECUTIVE DIRECTIVE II, SECRETARY, and TREASURER (the positions of Secretary and Treasurer can be combined by the President.) 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. A third



and fourth Executive Director Position and a Sergeant at Arms position may be created by the Board of Executive Directors based on the Board of Executive Director's discretion and the association's increase in membership.

**General Powers and Responsibilities**

The Organization shall be governed by a Board of Executive Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Texas. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. The Board shall be as defined by Article II, Section 1 of the Organization's Constitution. Article 5 of this document shall support and shall not conflict with Article II, Section 8 of the Organization's Constitution.

Without limiting the foregoing, the Board of Executive Directors shall have full power and authority to:

1. Establish all major administrative and other policies governing the affairs of the Association.
2. Designate and/or elect all officers of the Association
3. Fill all vacancies in the offices of the Association and unexpired terms of the Board of Executive Directors as specified in Article II Section 6 of this constitution.
4. Acquire, own, manage, invest and dispose of property, both real and personal, stock, certificates, and securities or otherwise, in the name of the Association.
5. Create special committees as prescribed in Article VII Section 10 of this Constitution.
6. Create and dissolve such special committees of the Board of Executive Directors as it considers advisable to carry out the purposes of the Association. Such special committees deemed no longer necessary shall be dissolved.
7. Create from time to time such regions, divisions, departments or bureaus of the Association as it may deem advisable to carry out the objectives of the Association.
8. Establish such Units of the Association in such places and under such conditions as it sees fit. Each Unit shall be administered under a charter granted to it by the Board of Executive Directors and in accordance with this Constitution.
9. Establish such personnel rules and policies as may be required for the successful administration of the Association.
10. Set membership fees and categories of membership.
11. Cause an Annual Convention to be held at such time and place as it may designate and consider resolutions adopted therefrom.
12. Cause an annual meeting of the Board of Executive Directors to be held in accordance with this Constitution.
13. Perform such other acts as may be necessary to carry out the responsibilities and duties imposed on it by this Constitution.

The President, or in the President's absence, inability or refusal to act, the Vice President, shall call and preside at all meetings, appoint Committees, and shall direct, subject to the control of the Board of Executive Directors, the general management and affairs of this Association. The President shall perform such other duties as may be consistent with the office.

### **Number and Qualifications**

The Board shall have up to 9, but no fewer than 7, Board members. The number of Board members may be increased beyond 7 members or decreased to less than 9 members by the affirmative vote of a simple majority of the then serving Board of Executive Directors. A Board member need not be a resident of the State of Texas.

The Offices of President, Vice President, and Executive Director I 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 Executive Director II, Executive Director III, Secretary, and Treasurer can be held by any employee of a Texas' Universities or Colleges, Independent School Districts Police, Campus Security Departments, Nontraditional Campus (Hospital) Police Departments at the active rank of Lieutenant or below.

A third Executive Director Position and a Sergeant at Arms position may be created by the Board of Executive Directors based on the Board of Executive Director's discretion and the association's increase in membership. These positions may be held by any employee of a Texas' Universities or Colleges, Independent School Districts Police, Campus Security Departments, Nontraditional Campus (Hospital) Police Departments at the active rank of Lieutenant or below.

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 Executive 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 Executive Directors]. No member may be a candidate for President unless they have served for at least two (2) years on the Board of Executive Directors. A member with less than two years may be a candidate only if approved by the Board of Executive Directors.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

### **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and

receiving compensation for services rendered. Any means of compensation shall be in accordance with Article II, Section 5 of the organizational constitution.

### **Board Elections**

The Organization shall hold its annual meeting every June, beginning June, 2011. Nominations for office will be made at a "Governance Committee" at a meeting called for that purpose during the month of June. Elections for the Board of Executive Directors will only be held when there are vacancies on the board.

The President, Vice President, and the Executive Directors of this Association shall be elected for indefinite terms by the Board of Executive Directors, Regional Directors, and Officers of the Association when vacancies on the board occur and shall serve in their elected capacities until their successor has been duly elected and qualified.

The President, Vice President, Executive Directors, Regional Directors, and Officers for this purpose shall be known as the "Governance Committee." The Governance Committee shall present nomination for new board members. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New Board members shall be approved by a majority vote of the Governance Committee at a meeting at which a quorum is present.

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 Executive 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 Executive Directors every other September 1<sup>st</sup> 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 15<sup>th</sup> beginning in 2017. Appointments will be held every two years on August 15<sup>th</sup> beginning in 2017.

### **Term of Board**

All appointments to the Board shall be for an indefinite term. There shall be no term limits imposed on any appointed position.

### **Vacancies**

A vacancy on the Board of Executive Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the

Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;

- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Executive Directors, by way of affirmative vote of a 2/3 majority of the directors then currently in office, may petition to remove any director or officer for good and proven reasons at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting. If the petition is voted upon using a 2/3 majority vote, the member will be removed.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Secretary of Organization, or the President of Organization, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Texas is first notified, no director may resign when the Organization would then be left without a duly elected Director in charge of its affairs.

Any vacancy on the Board may 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. 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 Executive Directors. If the original board member does not intend to return or fails to return, the appointee may be elected to serve another term.

#### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Secretary of the Board, or President of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

#### **Removal and/or Recall**

A Board member may be removed, for good and/or proven reasons, at any duly constituted meeting of the Board, by the affirmative vote of a 3/4 majority of then-serving Board members.

When a member of the Board of Executive Directors of the Organization 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 Executive 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.

A 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.

#### **Conduct of a Board Member**

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.

#### **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President of the Organization 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.

The President of the Organization or any 3 regular Board members may call a special meeting of the Board with 5 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

#### **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

#### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In

addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Executive Directors or Board Committees, the presence of 3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then a coin may be flipped to determine the winning outcome. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

### **Voting**

Each Board member shall only have one vote.

### **Proxy**

Board members shall not be allowed to vote by written proxy

### **Board Member Attendance**

An elected Board Member who is absent from 4 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed 4 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

### **Procedure**

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

Order of Business shall be:

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

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect and/or appoint officers of the Organization which shall include a President (Executive Director), Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Executive Directors, and they shall perform any other such additional duties which the Board of Executive Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

### **President (Executive Director)**

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Executive Directors. The President shall keep the Board of Executive Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Executive Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.



### **Vice President**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

### **Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as secretary at all meetings of the Board of Executive Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary shall keep a record of all of the proceedings of the Board of Executive 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 Organization. The Secretary shall inform the Board of Executive Directors of the location of all records and funds of this Organization, and notify the Board of Executive 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.

### **Treasurer (Chief Financial Officer)**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Executive Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Executive Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Organization a bond, if so requested and required by the Board of Executive Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Organization shall pay the cost of such a bond.

### **Sergeant at Arms**

The Sergeant at Arms position shall be responsible for organizing meetings, following protocols and keeping board members, officers, and members during meetings in order. The sergeant at arms will set up the venue before the meeting starts and checks that everything is in order before other board members, officers, or members arrive. The Sergeant at Arms will organize equipment and set up refreshments. If new members are attending their first meeting, the Sergeant at Arms will greet them and briefs them on protocol and procedures and welcome any guests. The Sergeant administers sign-in documentation, ensures that the meeting starts on time and checks that only authorized members are present.

During meetings, the Sergeant is to keep order. If other board members or meeting attendees are disruptive, the Sergeant may warn them and, in extreme cases, eject them from the meeting. The Sergeant at Arms will perform such administrative tasks such as collecting ballots, tallying votes and recording attendance.

The Sergeant at Arms will be responsible for the safe storage of any equipment, supplies and property owned by the Association, inventorying them after each meeting and reordering supplies when needed.

### **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.

### **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 Executive Directors. The Regional Directors will be appointed by the Board of Executive 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

## ARTICLE 7 – COMMITTEES

### Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (1) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Executive Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Executive Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Executive Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Executive Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Executive Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

### **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Executive Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Executive Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Executive Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Executive Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Executive Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

### **Executive Committee**

Pursuant to Article 7 - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of 3 directors, one of whom shall be the Chair of the Board and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

### **Audit Committee**

The Board, at its sole discretion, shall appoint an Audit Committee, which shall otherwise govern any committee's operations, and may be comprised of one or more persons including persons other than directors of the Organization.

The membership of the Audit Committee shall not include the following persons:

- a) The Chair of the Board of the Board;
- b) The Treasurer of the Organization;
- c) Any employee of the Organization; or
- d) Any person with a material financial interest in any entity doing business with the Organization.

In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Executive Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Organization are in order, and after review shall determine whether to accept the audit. 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.

It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Texas.

## **ARTICLE 8 - STANDARD OF CARE**

### **General**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the

following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

### **Loans**

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Texas Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise 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 corporations/organizations and is not intended as an exclusive statement of responsibilities.

### ***Restriction on Interested Directors***

Not more than 2% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

### ***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 who are considering the proposed transaction or arrangement.

### ***Establishing a Conflict of Interest***

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### ***Addressing a Conflict of Interest***

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board

discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

- b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board 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 Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

#### *Violations of Conflict of Interest Policy*

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with 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 Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

#### **Acknowledgement of Conflict of Interest Policy**

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;

- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Violation of Loyalty - Self-Dealing Contracts**

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Executive Directors or committee, and the Board of Executive Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

#### **Indemnification**

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.



To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Executive Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Executive Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other organization instruments or documents, memberships in other organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President and Vice President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Executive Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Executive Directors. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

## **ARTICLE 10 – RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors' at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

#### **Maintenance and Inspection of Other Corporate Records**

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### **Preparation of Annual Financial Statements**

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these bylaws. The Organization shall make these financial statements available to the Texas Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

#### **Reports**

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

#### **ARTICLE 11 – FISCAL YEAR**

The fiscal year for this Corporation/Organization shall end on August 31.

#### **ARTICLE 12 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Executive Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

#### **ARTICLE 13 – CORPORATE/ORGANIZATION SEAL**

The Board of Executive Directors may adopt, use, and alter an organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any organization instrument, however, shall not affect the validity of that instrument.

#### **ARTICLE 14 – MEMBERSHIP PROGRAM**

##### **Membership**

Membership in this Organization shall be confined to full-time, part-time, and retired employees of any Texas' Universities or Colleges, Independent School Districts Police, Campus Security Departments, Nontraditional Campus (Hospital) Police Departments, including any associates or honorary members as may be authorized by the Board of Executive Directors. A person may maintain their membership if they leave law enforcement as long as their dues are paid. The spouse of a deceased member may be awarded an Honorary Membership."

##### **Honorary Membership**

The Board of Executive Directors may award with a simple majority vote an Honorary Membership. Before the Board may consider such request, a written request for what purpose the request is being made. The written request shall be given to the Organization's Secretary, after a meeting shall be called for that purpose or the request shall be considered a regular meeting. Honorary Members have the same rights as a regular members, but will not be required to pay annual dues. Honor Members may not be elected or appointed to the Board of Executive Directors, but may be appoint to other officers as the Board feels necessary.

### **Life Time Membership**

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

### **Associate Membership**

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

### **Termination of Membership**

Except as otherwise provided in this By-law, membership in this Organization 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 Executive Directors.

### **Dues, Fees, and Assessments**

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

## **ARTICLE 15-ORGANIZATIONAL BENEFITS AND SPECIAL PROGRAMS**

### **Member's Death Benefits**

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 Executive Directors must be notified of the member's death within thirty (30) days of the time of death or the beneficiary risk disqualification of benefit.

The benefit will be valid for the member upon verbal confirmation by the member'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 Executive Directors and/or their special committees. The funds will be delivered as soon as possible and by mail or electronically to assist with death expenses.

The Board of Executive 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 Executive Directors of the Organization 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.

### **Weapon and Equipment Reimbursements Benefits**

If a member is involved in a shooting and his/her personal weapon is taken into evidence, while in the course of their official duties, the Organization will help the member with the cost of a new weapon up to \$500.00. The member would need to provide the Organization 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 funds would be sent to the member. The member would also need to have their dues paid up to date at the time of the incident and be in good standing.

If a member damages or loses their department or personal equipment in the course of their official duties, the Organization will help the member with the cost of new equipment up to \$500.00. The member would need to provide the Organization an official document showing the replacement cost of the equipment and a detail written request of the incident. The member would also need to have their dues paid up to date at the time of the incident and be in good standing.

This Organization benefit only covers one duty weapon (hand gun or long gun) per member. Negligent or accidental discharges are not covered under this benefit. Negligent or accidental damage or lost will not be covered by this benefit. An existing membership of at least one (1) year is required to qualify for this benefit. The Board of Executive Directors must be notified of the request within thirty (30) days of the incident or the beneficiary risk disqualification of this benefit. No member may evoke this benefit twice within the Organization's fiscal year, nor may the member combined both the equipment and weapons benefit to cause one action to be considered by the Board. The Board shall have discretion whether both benefit may be awarded at the same time within the fiscal year.

The Board of Executive Directors of the Organization's reserves the right to modify or repeal this Weapon/Equipment 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 Executive Directors reserves the right of final review and payment determination of each claim.

### **Payroll Reimbursement Benefit**

If a member receives a suspension without pay from their employer, the Organization may reimburse the member their daily pay with a maximum daily allowance of \$150.00 for up to three (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 the Organization)

The member would need to provide the Organization with an official copy of the actions against him before the funds would be sent to the member. The member would also need to have their dues paid up to date at the time of the incident and be in good standing.

The Board of Executive Directors must be notified of the request within thirty (30) days of the incident or the beneficiary risk disqualification of this benefit. No member may evoke this benefit twice within the Organization's fiscal year.

The Board of Executive Directors of the Organization's reserves the right to modify or repeal this Payroll 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 Executive Directors reserves the right of final review and payment determination of each claim.

### **Legal Defense**

Texas System Police Association 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 Executive Directors shall determine the extent of any legal proceedings the Organization 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.

### **Special Programs**

The Board of Executive Directors at its discretion has the authority to establish special programs or funds as the organization grows.

## **ARTICLE 16 – IN-SERVICE TRAINING AND EDUCATION**

### **Mission**

The mission of the Texas System Police Association Training Division is to provide high quality training for members and non-members alike across the state of Texas in the specialized field of education code law enforcement and security. To accomplish this goal, the Training Division will adhere to TCOLE Rules. The Association will appoint accomplished instructors and recognized subject matter experts to include disciplines in Telecommunications, Law Enforcement, Security and Public Safety.

### **Advisory Board**

The Texas System Police Association will establish and maintain an advisory board, as required by §1701.252 of the Texas Occupations Code. The board must have at least three members who are appointed by the President of the Association. Board membership must not fall below a quorum for more than 30 days. A quorum of the advisory board is defined as a minimum of 51% of the voting membership.

The board may have members who are law enforcement personnel; however, one-third of the members must be public members, as defined in §1701.052 of the Texas Occupations Code, having the same qualification as any commissioner who is required by law to be a member of the general public.

The President of the Association and the Training Coordinator may only serve as ex-officio, non-voting members. Board members are required to successfully complete the commission developed advisory board training course within one year of appointment to an advisory board.

The board will elect a board member to serve as the board chair. The board may elect other officers and set its own rules of procedure. A quorum must be present in order to conduct business.

A board must meet at least once each calendar year. More frequent meetings may be called by the board chair, the training coordinator, or the President of the Association.

A board will keep written minutes of all meetings. These minutes must be retained for at least five years and a copy forwarded to the commission upon request.

A member may be removed by the President of the Association.

A board is generally responsible for advising on the development of curricula and any other related duty that may be required by the commission.

The board must, as specific duties:

- Discharge its responsibilities and otherwise comply with commission rules;
- Set policies and procedures for the academy with the consent of the chief administrator;
- Advise on the need to study, evaluate, and identify specific training needs;
- Advise on the determination of the types, frequency, and location of courses to be offered;
- Advise on the establishment of the standards for admission, prerequisites, minimum and maximum class size, attendance, and retention; and
- Advise on the order of preference among employees or prospective appointees of the sponsoring organization and other persons, if any.

A board may, when discharging its responsibilities, request that a report be made or some other information be provided to them by a training or course coordinator.

## **Instructors**

### **Appointment**

Instructors will be appointed by the Training Coordinator and approved by the board. While awaiting approval from the board, The Training Coordinator can authorize the instructor to teach the Association curriculum.

Instructors are to be TCOLE Certified Instructors or recognized as subject matter experts in the field they are instructing. Individuals who have been identified as possible instructors may assist a certified instructor until they have completed the TCOLE Basic Instructor course.

### **Pay**

Instructors are not employees of the Association. As such, the Association will not withhold taxes for instructors.

Instructors will be paid at the rate of \$100 + 50% of the proceeds after expenses are paid.

- This amount will not exceed \$300 per day.

### **Assistant Instructors:**

If an assistant instructor is used, the Instructors pay will decrease to \$100 + 33% of the proceeds after expenses are paid.

Assistant instructors will be paid at a rate of \$50 + 33% of the proceeds after expenses are paid, up to \$200 per day.

### **Sexual, Racial, Religious or Ethnic Harassment:**

No instructor will engage in any type of sexual harassment, whether by non-verbal, verbal, physical, or graphic means. Such activity could be deemed criminal in nature and may be reported to local authorities for action, if warranted.

No instructor shall engage in any form of communication likely to be construed as a racial, religious, or ethnic slur or joke.

All instructors shall refrain from using foul or abusive language in the learning environment or while representing the Association.

### **Discipline**

Removal of a student from a class is a last resort. It is understood that instructing in-service courses pose difficult challenges, **therefore class** room instructors shall have final say on removal of a student from the course.

If it becomes necessary for a student to be dismissed, the instructor shall notify the Training Coordinator with all pertinent details.



The instructor will be expected to attempt to contact the student's supervisor and inform them of the circumstances surrounding the dismissal.

### **Responsibilities**

Instructors are responsible for ensuring lesson plans are submitted to the training coordinator in time for them to be approved and on file no later than two weeks prior to the date of the course.

Instructors are responsible for ensuring all participant certificates and Instructor evaluations are ready to be handed out or e-mailed to students at the end of the class.

Instructors are responsible for ensuring the student handouts and sign-in sheets are ready prior to the start of class.

Instructors are responsible for ensuring all required documentation is sent to the training coordinator after the class is completed. These documents include:

- Sign-in sheets
- Copies of student tests and test key.
- Instructor evaluations.
- Copies of any student handouts
- Course outlines if available.

### **Uniforms**

Instructors will provide their own uniforms.

Uniform shirt will consist of a Cobalt Blue or LAPD Navy Proper I.C.E. Performance Polo in one of the following styles:

- Men's short Sleeve Style F5341
- Men's Long Sleeve Style F5315
- Women's Short Sleeve Style F5327
- Women's Long Sleeve Style F5357

Uniform Pants will be khaki or Coyote in color and consist of the following styles:

Propper:

Men's Styles F5258 or similar

Women's Style F5254 or similar

5.11:

Men's

Taclite Pro Style 74273

Women's

Taclite Pro Style 64360

Shirts will have the approved TSPA Logo embroidered (Or patch placed) on the left breast, and the Instructors first initial or name and “TSPA Training Division” on the right breast.

Example: Paul Cunningham

TSPA Training Division

### **Students**

#### **Minimum Attendance Standards**

- All students must at a minimum have any license required by the course lesson plan.
- The exceptions will be considered by the course Instructor and Training Coordinator on a case-by-case basis.

#### **Admission to Courses**

- Applicants for any course must meet the relevant standards for the course. These standards will be laid out in the relevant lesson plan.
- Students must register and pay any required fee no later than two weeks prior to the date of the course.
- Applicants are responsible for completion of all forms required by the Association and/or TCOLE or any other certifying agency. Failure to do so will prevent the student from claiming credit for course attendance. All documents relating to admission to the Academy will be completed and retained by the Association for 5 years from the date of graduation.

#### **Academic Requirements**

- The Texas System Police Association Training Division recognizes 70 percent as the minimum score required to pass examinations in all areas of training, unless a statutory or proprietary program requires a different minimum passing score.
- A test will be given at the end of each course. Tests may be of several different types, including written, oral, skills demonstration or student presentation
- Students will sign a daily class roster at the beginning of each class.
- No student will be eligible to complete a course if they miss more than 10% of the course. Exceptions to this may be made on a case-by-case basis with the approval of the Training Coordinator.
- It is the responsibility of the student to contact the instructor if he or she will be late to the class.

## **Personal Conduct**

### **Honesty:**

Any student found to be guilty of cheating will be subject to disciplinary action, which will include dismissal or expulsion from the course.

Lying in any form is considered unethical conduct and is subject to disciplinary action which may include dismissal or expulsion from the course.

The intentional submission of a false or misleading document is considered lying. Cheating, actual or attempted, is viewed as unethical conduct.

Any time a student is expelled from a course, the Training Coordinator or Instructor will attempt contact the student's immediate supervisor to advise them of the reason for the dismissal from class.

Students found cheating will be barred from attending any future courses.

### **Firearms:**

Firearms may be worn only by individuals lawfully licensed to carry firearms. They may be worn in any manner authorized by law.

Firearms will remain holstered at all times unless:

- Use of deadly force is authorized
- Firearms training is being conducted and the instructor and Range Safety Officer have authorized the handling of firearms.
- Anyone found to be handling a firearm with gross negligence as determined by the Training Coordinator, Instructor or a Range Safety Officer will be expelled from the course.

## **Conduct Unbecoming:**

Conduct unbecoming is any conduct which adversely affects the morale, operations, or efficiency of the Texas System Police Association Training Division or any conduct which has a tendency to adversely affect, lower or destroy public respect in the Association.

This may include but is not limited to:

- Being arrested for any violation of criminal law while attending any course
- Disrespect or insubordination to any TSPA staff member or instructor

## **Reporting Accidents and Injuries:**

- A student who has been involved in an accident or received injury as a result of training shall immediately or as soon as practical notify the course instructor, who will notify the Training Coordinator describing circumstances surrounding the incident.
- Students shall immediately notify their employer of any accident or injury, if applicable.

- c. Upon written request from the chief administrator of a training provider that does not have a full-time paid staff, the commission may, at the discretion of the executive director, waive the requirements in subsection (a) of this section.

## **Course Work**

### **Lesson Plans:**

- All lesson plans will be in the approved format and use the current Lesson Plan Cover Sheet provided by the Association.
- Lesson plans will include tests and answer keys.
- Lesson plans and visual presentations and learning aides will be turned in to the Training Coordinator with enough time for review and recommendations for changes.
- Lesson plans must be approved no later than two weeks prior to the beginning of a class.

### **Methods of Instruction:**

- Instructors will engage students through multiple learning and instructional styles. The use of lecture has a place in training but should not be relied upon as the sole method of instruction.

### **Paid Venue:**

- In order to ensure the Association gets the most out of its investment, if a venue is rented to hold a class, no class shall be less than 6 hours.
- Multiple classes may be held to fill the minimum time requirements of this section.

### **Schedule of Fees:**

#### **Members:**

Members will pay a reduced rate of \$10 per day plus any fee required for the training materials.

#### **Non-Members:**

Non-Members will pay a rate of \$30 per class day plus any fee required for the training materials.

## **TCOLE Contract**

Once the contract application is approved, the commission and the Association may enter into a training provider contract for a term no longer than five years.

To renew the contract, the Association must apply to the commission using the current renewal application and at least six months prior to expiration of a contract.

The commission may renew the Associations contract for any term deemed appropriate and dependent upon an evaluation which includes an assessment of the provider's compliance with: commission standards; terms of the contract; and program performance.

A contract may approve courses and the number of times they will be offered.

The commission will award training credit for any course conducted by a training provider unless:

- Training was not conducted as required by contract or commission rules;
- Courses were not conducted in compliance with other applicable governing standards, including Texas Higher Education Coordinating Board (THECB) guidelines;
- Training is not related to a commission license;
- An advisory board, academy, training coordinator, course coordinator, or instructor failed to discharge any responsibility required by contract or commission rule;
- Credit was claimed by deceitful or untruthful means;
- distance education courses of a proprietary nature, equivalency, or the distance education portion of a basic licensing course were not submitted and approved under commission distance education guidelines; or
- The training provider has not complied with terms of a contract.

Once under contract, the chief administrator of the sponsoring organization or the training coordinator must submit a written report within thirty days of:

- any change in the chief administrator or training coordinator;
- any failure to meet commission rules and standards by the academy, training coordinator, instructors, or advisory board;
- when non-compliance with federal or state requirements is discovered;
- Any change in name, physical location, mailing address, electronic mail address, or telephone number.

## **ARTICLE 17 – CHARTERING OF LOCAL ASSOCIATION**

### **Charters to Organizations and Groups**

Texas System Police Association has the power to grant charters to groups of the Organization's members that it determines meet the requirements of the Bylaws, Rules and Regulations, policies, and guidelines of Texas System Police Association. The Organization has the power to revoke such charters when in its sole judgment such revocation is warranted.

Charters for local association may be granted upon approval of the application in accordance with the guidelines of the Organization. Prior to approval of any new chartered local association, a review must be made as to the general objectives, purpose, character, intent, and programs of the prospective chartered local association and its compatibility with the aims and purposes of the Organization. The history, length of service, and general reputation of the organization and/or members are also factors that should be considered. The application must contain the guidelines adopted by the local association on the use of the chartering program by chartered the local association and references to other policies and guidelines. The charter agreement must obligate

the holder to abide by the charter agreement; provide adequate facilities, supervision, and leadership for at least one year.

While the formation of local association in connection with existing organizations is preferred, when conditions warrant, a charter may be granted for the formation of a unit independent of any relationship with an existing organization, provided, however, that the applicants are members of the Organization who subscribe to the principles of the Organization. In all cases, the obligations upon the applicants for a charter are the same as those required for organizations.

### **Charter Applications, Renewals, and Revocations**

Applications for local association charters, new and renewal, must be issued in accordance with the policies and guidelines of the Organization and may be granted only upon the favorable recommendation of the Executive Committee. Prior to approving the renewal of local association charters, the Executive Committee should determine that the unit is in accordance with the Rules and Regulations, policies, and guidelines of the Organization. An annual unit charter fee determined from time to time by the Executive Committee must be paid to the Organization each time a unit registers or reregisters and is in addition to the individual registration fees. The expiration of the registration of units will normally be 12 months from the last day of the month in which the original organization of the local association was approved by the Executive Committee. The rights and privileges of all those units expire with the expiration of the local association registration. In cases where local association have been dropped from the records under conditions that they could not avoid, they may have their record of continuous service reestablished by submitting evidence of continued activity and paying registration fees from the date of charter expiration.

### **Unit Committees**

Each chartered unit of the Organization must be supervised by a local association committee, consisting of three or more member of the Organization selected by the organization with which the local association is connected or, in the case of a local association chartered to a group of individuals, selected from those who make application for the local association charter. The unit must be operated under the guidance of the local association committee, one of whose members must be designated as chairman, in accordance with these Rules and Regulations, policies and guidelines of the Organization.

## **ARTICLE 18 – AWARDS PROGRAM**

### **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.

#### **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 (John Mulloy)**

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.

#### **Honor Award for Public Service**

May be issued to law enforcement members, elected officials or citizens whose leadership skills are outstanding in reducing crime or assisting departments in volunteer activities.

#### **Cert. of Commendation**

This award is issued to law enforcement member whose actions deserve to be commended for an outstanding act during the performance of their duties.

#### **Meritorious Service Award**

Recognizes association members for honorable service in campus law enforcement (5 years minimum) and is normally issued at retirement.

#### **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.

#### **Distinguish Shield Award**

Presented by the President of TSPA to members of the association, whom morals and ethical values have displayed positivism compassion, trustworthiness, honesty, respect and responsibility. This person has kept a positive attitude in the present and toward the future of any situation, assists peers and others to their abilities, and always does with great attitude and selfness.

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

## **ARTICLE 19 – ASSOCIATION AFFILIATIONS**

### **Affiliation Procedures**

The Board of this Organization may elected with a majority vote to affiliate with other associations in or out of the State of Texas. Since the Organization is the official association for UT System Police, no member of UT System Police who qualify for membership for this Organization, may be a member of the affiliated association unless first seeking and obtaining a membership of this Organization. Incompliance with this article, if an affiliation is made with any association with a majority of a vote of the Board, the affiliation can be dissolved. The President of the Organization must within 30 day give notice to the membership concerning any affiliation or unaffiliation made by the Board

### **Active Charters of Affiliations**

On October 26, 2019 at a regular meeting of the Board a motion was given to obtain an affiliation with the Combined Law Enforcement Associations of Texas (CLEAT). The Organization was awarded its Charter of Affiliation at the 43 Annual CLEAT Convention and Leadership Academy.

## **ARTICLE 20 – CREATION OF NONPROFITS**

### **Nonprofit Organization**

The Board of this Organization may elected with a majority vote to create private and/or public nonprofit organizations within the State of Texas. Incompliance with this article, if a private and/or public nonprofit organization is created by the Organization, with a majority of a vote of the Board the private and/or public nonprofit organization can be dissolved. The President of the Organization must within 30 day give notice to the membership concerning any creation or disbandment of any private and/or public nonprofit organization by the Board.

### **Nonprofit Organization Procedures**

The creation of private and/or public nonprofit organization will be subject to Bylaws created by the Board and shall be subject to, and governed by, the Non-Profit Corporation Act of Texas and the Articles of Incorporation of Texas. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Texas, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.



The creation of private and/or public nonprofit organization will be established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to the purpose deemed by law and the Board of Directors therefore set over such organization.

### **Board of Directors**

The Board of Director of any private and/or public nonprofit organization created by the Board will be subject to its bylaws, State Laws, Federal Laws, and the Executive Board of this Organization.

Nomination and the Elections for the Board of Directors for any private and/or public nonprofit organization created by this Organization will be made and executed by the Executive Board of this organization.

All Members in good standing of this Organization may be nominated and elected to the Board of Directors of any private and/or public nonprofit organization created by the Organization. The exception to the rule is that the Chair of the Board and President of the Board shall be appointed or dismissed by the President of this Organization at the request of the Executive Board or at the request of the President to the Executive Board.

The Chair of the Board and the President of any private and/or public nonprofit organization created by this Organization must be a member of the Executive Board of this Organization. No Board of Directors of a private and/or public nonprofit organization created by the Organization may make any motion to dissolve

### **Nonprofits Created**

On October 30, 2018, **Texas System Police Association Foundation** was created and incorporated by the State of Texas.

## **ARTICLE 21 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (I) the remainder of these bylaws shall be considered valid and operative, and (II) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, Brandon Ledbetter, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Executive Directors on 10-30-2022, and that they have not been amended or modified since the above.

**EXECUTED** on this day of 30 October 2022, in the County of Dallas in the State of Texas.



\_\_\_\_\_  
(Duly Elected Secretary)