

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 Foundation. 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.

ARTICLE 1 NAME

Texas System Police Association, which shall be referred to as the "Association" petitioned and completed all requests to the IRS to form this public charity. On the requests, such name and legal name of this Non-Profit Organization shall be known as **Texas System Police Association Foundation (TSPAF)**, and shall herein be referred to as the "Organization." This shall be in compliance with Article 20, Creation of Nonprofits of the Texas System Police Association bylaws.

ARTICLE 2 PURPOSE

The general purposes for which this Organization has been established are as follows:

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

The Organization is established within the meaning of IRS Publication 557 Section 509(a)(2) 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 of:

1. Supporting a scholarship fund
2. Creating and administering a legal fund for campus police employees.
3. Creating and administering a relief fund for campus police employees.
4. Creating and administering death benefits to campus police employees.
5. Creating and administering in-service training for campus police employees.
6. Community service to communities in and around college campuses.

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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

not, except to an insubstantial degree, engage in other activity or 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 509(a)(2) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 OFFICES

The principal 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 Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

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 509(a) of the Code.

ARTICLE 5 BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of 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 officers and organization staff, subject to the provisions of these bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

The Rights of the Association's Executive Board of Directors

This Board shall be subordinate to the Executive Board of Directors of the Association. The Association's Executive Board shall have the right to assert power over the Board of Directors of the Organization in time of violations of these bylaws, State and/or Federal laws. The Association Executive Board of Directors have the right to dissolve the Organization's Board of Directors without cause and/or with the intentions to replace the Board's current members or member. In

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

addition, the Association mandates that its agent be present at all meeting of the Board and its agent shall oversee the governing body of the Organization. In rare cases, where the Association is unable to create a standing governing body or board for the Organization, it will be acceptable that the Executive Board of Directors of the Association act as the Board of the Organization. The Executive Board of Directors of the Association shall only act as the Board of this Organization for no less than 30 days and no more than 60 days.

Number and Qualifications

The Board shall have up to seven (7) members, but no fewer than five (5) board members. The number of board members may be increased beyond seven (7) members by the affirmative vote of a simple majority of the then-serving Board of Directors. A board member must be a resident of the State of Texas and a member of the Association in good standing. The serving board member and agent of the Association must be a current serving member of the Executive Board of Directors of the Association.

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.

Board Elections

The Governance Committee, which shall be created by the Executive Board of Directors of the Association, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Executive Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a simple majority of those Executive Board members at a meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Executive Committee of the Association, after receiving permission by the Executive Board of Directors of the Association.

Term of Board

All appointments to the Board, except for the office of Executive Officer, shall be for a term of 1 year. No person shall serve more than five consecutive terms unless a majority of the Board, during the course of a board meeting at which a quorum is present, votes to appoint a board member to two additional year(s). After serving the maximum total number of consecutive years on the Board,

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

a member may be eligible for reconsideration as a board member after one year have passed since the conclusion of such board member's service. The office of Executive Officer shall fall to the current President of the Association and he/she shall serve in such compactly as long as he/she is President. Any and all Executive Board of Directors of the Association shall serve on the board, after being elected, as long as they are still serving members of the Executive Board of Directors of the Association.

Vacancies

A vacancy on the Board of 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 three consecutive meetings of the Board of Directors, or a total of four 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 Directors, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director without cause 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.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Chair of the Board, the President of the Organization, the Secretary of the Organization, or the Board of Directors, 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 be filled by simple majority of the vote of the current members on the Board, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

In addition, it shall be the responsibility of the Chief Executive Officer to oversee any selections or removals of any board member of the Organization.

Resignation

Each board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. 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

A board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a simple majority of then-serving Board members for a time. The Board must receive a vote of confidence from the Executive Board of Directors of the Association for the member to be removed from office indefinitely.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any three regular Board members may call a special meeting of the Board with five 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 where the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings 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 written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a 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 original for all purposes. In addition,

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 Directors or Board Committees, the presence of three people 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 result in a tie, then the vote of the Chair of the Board shall be the deciding vote. 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

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected board member who is absent from three 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 three consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 OFFICERS

Officers and Duties

The Board shall elect officers of the Organization which shall include a President (Executive Director), a Secretary, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the Secretary may not 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 Directors, and they shall perform any other such additional duties which the Board of 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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 Chair of the Board, 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.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committees. The Chair of the Board is authorized to execute, in the name of the Organization, all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the President's signature must be provided. Note, it shall be known that the Chair of the Board will be the agent of the Association and will have oversight over the conduct and activities of the Board. The Chair (Chief Executive Officer) will have the power to suspend all activities of the Board for cause, pending him or her calling an emergency meeting of the Association's Executive Board of Directors. The Chair of the Board will be given 10 days to request a meeting and give cause for his or her actions to the Association's Executive Board for their disposition of the cause. If the conduct or actions of the Executive Director is the cause of a suspension order being given to the Board, the Chair of the Board may choose the option to suspend the Executive Director. Therefore, the Chair of the Board will empower the Vice President to continue with the business of the Organization, pending the emergency meeting of the Association.

Vice Chair of the Board

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

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 Directors. The President shall keep the Board of 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 Directors may place the President

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 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.

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 Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Organization a bond, if so requested and required by the Board of 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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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.

ARTICLE 7 COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and 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 at least two (2) persons (with the majority being 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 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 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 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 Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of 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 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.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 7 - Committees 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 Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of 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 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
- c) Counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Audit Committee

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be comprised of one or more persons including persons other than Directors of the Organization. The Audit Committee shall make recommendations to the Board of 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. It shall also 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. The membership of the Audit Committee, if created, shall not include the following persons:

- a) The Chair of the Board;
- b) The Treasurer of the Organization;
- c) Any employee of the Organization; or

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

- d) Any person with a material financial interest in any entity doing business with the Organization.

Fundraising Committee

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

Training Committee

The Board, at its sole discretion, may also create a Training Committee which shall ensure and contribute well-planned training initiatives for any law enforcement and security agencies engaged in the field of educating law enforcement and security. This Committee shall consist of the members of the Texas System Police Association Training & Education Division and Organization's Training Committee, as appointed by the President of the Texas System Police Association and required by law. All policies, practices, and procedures other than the mission of the In-Service Training and Education Division are controlled by the Division's current policy manual as approved by the Texas System Police Association President, Texas System Police Association Foundation President and the Training Director and bearing their signatures and ratified by the Texas System Police Association Executive Board and the Texas System Police Association Foundation Executive Board.

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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

- 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 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 organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 10% (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, descendent, 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.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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 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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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:

- 1) 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
- 2) 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:

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

- 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 Directors or committee, and the Board of 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.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

ARTICLE 9 EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of 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 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.

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 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 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

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

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. 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.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

ARTICLE 11 FISCAL YEAR

The fiscal year for this Organization shall end on December 31.

ARTICLE 12 AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by 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 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 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 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, Brandi Ledbetter, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of 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
FOUNDATION**

EXHIBIT "A"

ARTICLES OF INCORPORATION

The undersigned as Secretary of Texas, hereby certifies that a Certificate of Formation for the for the Texas System Police Association Foundation, a domestic Nonprofit Corporation has been received in the office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary of the State of Texas by law, herby issues this certificate evidencing filing effective on the date shown (10/30/2018).

The issuance of this certificate does not authorize the use of a name in the state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
ALABAMA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Term: default is 1 year, 3 years is maximum * Other: two or more offices may be held by the same person except the offices of president and secretary. 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
ALASKA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Quorum: majority * Term: 1 year * Committee: minimum 2 directors on executive committee 	<ul style="list-style-type: none"> * Required: A president, one or more vice-presidents, a secretary, and a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except the offices of president and secretary. 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
ARIZONA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Quorum: majority * Term: 1 year * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
ARKANSAS	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a vice-presidents, a secretary, and a treasurer; others as appointed by the the board * Term: 3 year maximum * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
CALIFORNIA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors * Other: No director may vote by proxy 	<ul style="list-style-type: none"> * Required: A corporation shall have a chair of the board, who may be given the title chair of the board, chairperson of the board, chairman of the board, or chairwoman of the board, or a president or both, a secretary, a treasurer or a chief financial officer or both, and any other officers with any titles and duties as shall be deemed necessary * Other: two or more offices may be held by the same person except that the president may not also serve as secretary or treasurer; all officers are to be elected by the board 	<ul style="list-style-type: none"> * Members: optional * Regular Meeting: required in years where directors are to be elected * Quorum: 1/3rd votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
COLORADO	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Qualifications: an individual 18 years or older * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/4th votes
CONNECTICUT	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until the next annual meeting * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required only if members are entitled to vote for directors * Quorum: majority of entitled votes
DISTRICT OF COLUMBIA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: Minimum 2 officers - one responsible for the management of corporation (e.g. "President") and another responsible for financial affairs (e.g. "Treasurer"); others as deemed necessary * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: majority of entitled votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
DELAWARE	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Term: until successor is elected and qualified * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: required * Annual Meeting: required if members are entitled to vote for directors (unless elected by written consent in lieu of a meeting) * Quorum: 1/3rd votes
FLORIDA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; 18 years or older (one director may be 15 years or older if permitted by board); no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Term: 1 year * Other: two or more offices may be held by the same person; officers are elected by the board 	<ul style="list-style-type: none"> * Members: optional, defined in articles of incorporation * Regular Meeting: as defined in articles of incorporation * Quorum: as defined in articles of incorporation
GEORGIA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
HAWAII	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
IDAHO	<ul style="list-style-type: none"> * Number: minimum 3; minimum 1 for religious corporation * Qualifications: natural person; no residency requirement; must be a member if a cooperative corporation * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person except the offices of president and secretary (except in a religious corporation) 	<ul style="list-style-type: none"> * Members: optional; required for a cooperative corporation * Annual Meeting: required * Quorum: 1/10th votes
ILLINOIS	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until the next election * Quorum: majority * Committee: minimum 2 directors and directors must be the majority of membership, except for committees involved in electing directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation; at least 1 officer to certify corporate records (e.g. "Secretary") * Other: two or more offices may be held by the same person if the bylaws clearly state so 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
INDIANA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
IOWA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
KANSAS	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required if members are entitled to vote for directors (unless elected by written consent in lieu of meeting) * Quorum: Except for election of the governing body, a majority of those present constitutes a quorum so long as proper notice is provided

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
KENTUCKY	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year, and until successor is elected and qualified * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
LOUISIANA	<ul style="list-style-type: none"> * Number: minimum 3; if there are less than 3 members the minimum number of directors is equal to the minimum number of members * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person but this person may only sign instruments in one capacity when signatures of two officers are required; officers needs not be directors; treasurer may be a corporation 	<ul style="list-style-type: none"> * Members: nonstock nonprofit corporations are assumed to have membership; if no members other than the board then the directors are the members * Annual Meeting: required * Quorum: majority
MAINE	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors on executive committee, no minimum on other committees 	<ul style="list-style-type: none"> * Required: A president, a secretary or clerk, a treasurer; others as deemed necessary * Term: 1 year * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
MARYLAND	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: next annual meeting until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Term: 1 year and until successor is elected and qualified * Other: two or more offices may be held by the same person except the offices of president and vice-president; this person may sign instruments in only one capacity when the signature of two officers is required 	<ul style="list-style-type: none"> * Members: if no members, then the directors are the members * Annual Meeting: required * Quorum: majority of entitled votes
MASSACHUSETTS	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a clerk, a treasurer; others as deemed necessary and appointed by the board * Other: the president must be a director; the clerk must be a Massachusetts resident unless a resident agent was appointed 	<ul style="list-style-type: none"> * Members: if there are no members then the directors are the members * Quorum: majority of entitled votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
MICHIGAN	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: A corporation organized for purposes described in section 501(c)(3) of the IRS code may include 1 or more directors on its board who are 16 or 17 years of age as long as that number does not exceed 1/2 the total number of directors required for a quorum for the transaction of business. No residency requirement. No membership requirement. * Term: next annual meeting and until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signature of two officers is required 	<ul style="list-style-type: none"> * Members: optional; a corporation organized upon a nonstock basis shall be organized upon either a membership basis (has members) or a directorship basis (may or may not have members). * Annual Meeting: required with the exception of written consent * Quorum: majority of entitled votes
MINNESOTA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; majority must be adults; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: one or more natural persons, need not be directors 	<ul style="list-style-type: none"> * Required: one or more natural persons exercising the offices of president and treasurer, however designated * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required 	<ul style="list-style-type: none"> * Members: optional; default is no members * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
MISSISSIPPI	<ul style="list-style-type: none"> * Number: no minimum; set by articles of incorporation or bylaws * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
MISSOURI	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A chairman or president or both, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
MONTANA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
NEBRASKA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
NEVADA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: individuals 18 years or older; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 director; non-director members are allowed 	<ul style="list-style-type: none"> * Required: A president or chair of the board, a secretary, a treasurer; others as deemed necessary * Qualifications: natural person * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required unless election of directors is specified otherwise in bylaws * Quorum: 1/10th votes
NEW HAMPSHIRE	<ul style="list-style-type: none"> * Number: minimum 5 voting members * Qualifications: at least 5 voting members who are not of the same immediate family or related by blood or marriage (some exceptions apply); no residency requirement; no membership requirement * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional; default is no members * Annual Meeting: required * Quorum: majority of entitled votes; no voting rights except as stated in articles of incorporation or bylaws

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
NEW JERSEY	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 member 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person; this person may sign instruments in only one capacity when the signatures of two officers are required 	<ul style="list-style-type: none"> * Members: optional * Regular Meeting: required annually or biennially * Quorum: majority of entitled votes
NEW MEXICO	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person if the bylaws specifically allow it 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
NEW YORK	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: 18 years of age (some exceptions apply); no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 3 directors 	<ul style="list-style-type: none"> * Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary and appointed by the board * Term: 1 year * Other: two or more offices may be held by the same person except for president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: majority of entitled votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
NORTH CAROLINA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 members 	<ul style="list-style-type: none"> * Required: As defined in bylaws or by board resolution * Other: two or more offices may be held by the same person; this person may sign in only one capacity when the signatures of two officers are required 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
NORTH DAKOTA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 10 year maximum for fixed members * Quorum: majority * Committee: minimum 1 person need not be a member or director; except litigation committee which must contain at least 1 independent director or other independent person 	<ul style="list-style-type: none"> * Required: A president, and a secretary; others as deemed necessary and appointed by the board * Qualifications: 18 years of age or older 	<ul style="list-style-type: none"> * Members: optional; default is no members * Annual Meeting: required * Quorum: 1/10th votes
OHIO	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary and appointed by the board (need not be a director) * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: if no members then the directors are members * Annual Meeting: required; default date is first Monday four months after the close of fiscal year * Quorum: presence of voting members

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
OKLAHOMA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: natural person; no residency requirement; no membership requirement * Term: until successor is elected and qualified * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: if no members then directors are members * Annual Meeting: required * Quorum: 1/3rd members
OREGON	<ul style="list-style-type: none"> * Number: minimum 1 individual for mutual benefit or religious corporation; minimum 3 individuals for public benefit corporation * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: presence of votes
PENNSYLVANIA	<ul style="list-style-type: none"> * Number: minimum 1; default 3 * Qualifications: natural person 18 years or older (some exceptions); no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 1 director 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Qualifications: president and secretary must be 18 years or older; treasurer may be a corporation or a natural person * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: if no members then directors are members * Annual Meeting: required * Quorum: majority of entitled votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
RHODE ISLAND	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: default is 1 year, 3 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Term: 1 year * Other: two or more offices may be held by the same person except the offices of president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
SOUTH CAROLINA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
SOUTH DAKOTA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person if allowed in the bylaws, except for president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

STATE	DIRECTORS	OFFICERS	MEMBERS
TENNESSEE	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 1 natural person who need not be a director 	<ul style="list-style-type: none"> * Required: A president, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
TEXAS	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor is elected, appointed or designated and qualified * Quorum: majority * Committee: management committee must have 2 persons and the majority must be directors (some exceptions apply) 	<ul style="list-style-type: none"> * Required: A president, and a secretary; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
UTHA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person 18 years or older; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Qualifications: natural person 18 years or older; need not be a director * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: presence of voting members
VERMONT	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
VIRGINIA	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
WASHINGTON	<ul style="list-style-type: none"> * Number: minimum 1 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor selected and qualified * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, one or more vice-presidents, a secretary, a treasurer; others as deemed necessary * Other: two or more offices may be held by the same person except for president and secretary 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes
WEST VIRGINIA	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: none; no residency requirement; no membership requirement * Term: until successor selected and qualified * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: As defined in articles of incorporation or by board resolution; at least 1 officer to prepare minutes and authenticate records * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: presence of voting members
WISCONSIN	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: 1 year * Quorum: majority * Committee: minimum 3 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer unless otherwise defined in articles of incorporation or bylaws * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes

NON-PROFIT BYLAWS OF TEXAS SYSTEM POLICE ASSOCIATION FOUNDATION

NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
WYOMING	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 5 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A president, a secretary, a treasurer unless specified otherwise in the articles of incorporation or bylaws * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual Meeting: required * Quorum: 1/10th votes