

TEXAS CITIZEN POLICE ACADEMY & ALUMNI CONVENTION, INC.

A NON-PROFIT CORPORATION

Db

DISCARD

TEXAS CITIZEN POLICE ACADEMY ALUMNI ASSOCIATION

Bylaws

ARTICLE I. OFFICE AND ORGANIZATION

1.1 Principal Office

The principal office of the Corporation is in the State of Texas and will be located in the City of Austin, County of Travis, Texas. The Corporation may have such other office, within the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require.

1.2 Registered Office and Registered Agent

The Corporation will continuously maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act ("the Act"). The registered office may be, but need not be; identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.3 Name

The Texas Citizen Police Academy Alumni Association will hereinafter be known as "TCPAAA", or "Association".

1.4 Purposes

This organization is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

MISSION

The mission and objective of the TCPAAA shall be

- a. to present and promote a continuing positive image of all law enforcement, but specifically the Sheriffs/Police and its constitutionally mandated functions,**

- b. to support and assist the Sheriffs/Police by lessening the burdens of government fighting crime and delinquency.**

- 1.4.1 To advance, foster and promote the TCPAAA, and local alumni associations;
 1.4.2 To maintain a statewide communication network between local alumni associations;
 1.4.3 To conduct the affairs, carry on its operation, and have offices within the State of Texas to exercise the purposes defined herein;
 1.4.4 To promote and nurture the state convention;
 1.4.5 To foster a positive image of the law enforcement agencies and citizens;
 1.4.6 To encourage continuing education and training;
 1.4.7 To oversee the continuance and continuity of the annual TCPAAA Convention and to ensure its financial stability and continual growth; and
 1.4.8 To conduct or engage in any lawful act or activity for which the corporation has been organized under the Non-Profit Act of the State of Texas in furtherance of these purposes, or incidental thereto, except as prohibited in the Articles of Incorporation or these By-laws.

1.5 Non-Intervention Policy

The TCPAAA is a "Non-Intervention Association". Members of the TCPAAA who are not commissioned peace officers of any law enforcement agency, shall not represent themselves as such (unless coincidental). The police of the TCPAAA regarding any law enforcement activity is to observe and report any offense to the appropriate law enforcement agency with jurisdiction over the offense. Any action taken by a member shall not be construed as an official act of the TCPAAA or any law enforcement agency. Each member by completion of their membership application, agrees to indemnify, release and hold harmless the Sheriffs/Police its elected or appointed officials, the Sheriffs/Police, the Executive Board, officers or members of the TCPAAA for any results of any action taken on their own initiative.

The Corporation is a non-intervention Corporation. Those members that are not commissioned officers of any law enforcement agency are not to represent themselves as such (unless coincidental). The policy of the Corporation regarding any law enforcement activities is to observe and report any offenses to the appropriate law enforcement agency with jurisdiction over the offense. Any action taken by a member that is not a commissioned officers will be construed as an unofficial act of the Corporation or any law enforcement agency. Each member, by completion of their membership application agrees to indemnify, release and hold harmless their individual cities, its elected or appointed officials, the police department within their respective cities and its officers, and the Corporation, its directors, officers and members for any results of any action taken on their own initiative. **Delete this Paragraph**

ARTICLE II. MEMBERSHIP

2.1 General

- 2.1.1 Any person who is of legal age and is a member in good standing within their own respective Alumni Association and/or is a certified law enforcement officer within the State of Texas participating in the Citizen Police Academy within their respective agency is eligible to be a member.
 2.1.2 Membership in the TCPAAA will be attained by completing the registration form for the annual convention each year, payment of the registration fee, which includes annual dues, or by payment of the annual dues.

- 2.1.3 The terms "member in good standing", "active member", and "member" means a member whose membership fee is paid in full, and is a "member in good standing" of a local Alumni Association or is a Texas Peace Officer.
- 2.1.4 An inactive member of the TCPAAA is a member who is delinquent in the payment of his or her annual dues. An inactive member will be retained on the membership list for a period of three (3) years, after which the inactive member may be removed from the membership list. An inactive member is not entitled to vote at the membership meetings. Member will be notified in writing one (1) month prior to the expiration of membership by mail to the last known address registered with the TCPAAA before being removed from the membership list.
- 2.1.5 Each local alumni association and/or law enforcement agency will appoint a delegate to the Annual TCPAAA Convention. An official delegate letter may be submitted by a local alumni association appointing the sworn and non-sworn delegate to the TCPAAA Convention, although this letter is optional. The sworn and non-sworn delegate to the TCPAAA Convention may sign-in and register as delegates upon arrival at the convention. The delegates' duties and responsibilities will include the vote of their alumni association and/or law enforcement agency at the annual TCPAAA Convention. Each local alumni association represented at the delegates meeting will have one vote and each law enforcement agency at the delegates meeting will have one vote. All votes will generally be cast by secret ballot; however, the President may call for a "show of hands" vote on any issue as a matter of expediency. There will be no absentee or proxy voting permitted.
- 2.1.6 The TCPAAA membership requirements will not exclude or discriminate because of race, color, religion, sex, national origin, age, sexual preference, or physical disabilities.
- 2.1.7 The TCPAAA will be an autonomous group that is not controlled by any outside organization, educational or training institution, business enterprise, or other entity.
- 2.2 Classes of Membership**
- 2.2.1 Individual membership is available to all persons committed to the objectives and purposes of the TCPAAA, under 2.1.3.
- 2.2.2 Business/Corporate membership is available to those who are committed to the objectives and purposes of the TCPAAA and that support the annual convention. This membership class will not have any voting privileges nor be eligible to hold an office within the TCPAAA.
- 2.2.3 Associate membership is available to those outside of the State of Texas who are committed to the objectives and purposes of the TCPAAA and that support the annual convention. This membership class will not have any voting privileges nor be eligible to hold an office within the TCPAAA.

ARTICLE III. REGISTRATION FEES/DUES

3.1 Annually

The annual convention registration fee will be a minimum of \$100.00. The TCPAAA Board of Directors may determine from time to time the amount of the registration fees/dues payable to the TCPAAA by its members. The TCPAAA Board of Directors will not increase the registration fee more than 35% without a vote of the General Membership. 90% (\$90.00) will be given to the convention host and 10% (\$10.00) will be retained by the TCPAAA.

(By a majority vote of the delegates at the 2007 convention, it was decided that an additional \$10.00 will be collected along with the registration/dues paid for the 2008 convention. \$90.00 will be given to the convention host and \$20.00 will be retained by the TCPAAA. This additional fee will only be collected in 2008.)

3.2 Payment of Dues

- 3.2.1 Registration fees/dues will be payable in advance of the annual TCPAAA convention each year for convention expenses and membership dues.
- 3.2.2 Persons not attending the annual TCPAAA State Convention, should pay their membership dues to the TCPAAA prior to September 1.

ARTICLE IV. BOARD OF DIRECTORS

4.1 General Powers

The TCPAAA Board of Directors will transact the general business of the Texas Citizen Police Academy Alumni Association, establish administrative procedures governing the affairs of the TCPAAA, represent the TCPAAA with the public, carry out the policies of the TCPAAA, and such other duties as set forth in these Bylaws. Each TCPAAA Board member will have one vote on all matters requiring approval. There will be no absentee or proxy voting.

4.2 Specified Powers

- 4.2.1 Conduct, manage and control the affairs and business of the TCPAAA and to make such rules and regulations not inconsistent with these By-Laws or Articles of Incorporation and they deem best;
- 4.2.2 Manage, in such manner as they deem best, all funds received and acquired by the TCPAAA and to distribute or dispense same there from; and
- 4.2.3 The TCPAAA Board of Directors **shall** authorize any officer or officer's agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TCPAAA and such authority may be general or may be confined to specific instances.

4.3 Number and Tenure

The number of Directors will not be fewer than five nor more than twenty. The number of Directors may be increased or decreased from time to time, but no decrease will have the effect of shortening the term of any incumbent Director.

4.4 Election and Term of Office

- 4.4.1 The Board of Directors will consist of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, Secretary, Treasurer **and Sergeant of Arms** of the TCPAAA, and one non-sworn representative and one sworn representative from each of the six regions.
- 4.4.2 The Nominating Committee will consist of one member of each region, and the 2nd Vice President.
- 4.4.3 The Nominating Committee will prepare a slate of qualified candidates, nominating one candidate for each office up for election. Before a candidate is considered official, the Nominating Committee will obtain acceptance from the candidate.
- 4.4.4 The twelve region members will be elected by the region they represent. The regional sworn or civilian coordinator members of the Board of Directors must either work or live within the region they represent and be affiliated with a local CPA in that region.
- 4.4.5 The Nominating Committee will have the slate of the candidates to be elected available to the delegates at the beginning of each year's convention.
- 4.4.6 The President, Secretary, and the 1st and 3rd Vice President positions will be elected in even years, and the 2nd and 4th Vice President, Treasurer, **and Sergeant at Arms** positions will be elected in the odd years.
- 4.4.7 The Region 1,3, and 5 board members will be elected in the even years, and Region 2,4, and 6 board members will be elected in the odd years.

When there is not a formal region, there will be nominations taken from the floor of the delegates meeting to fill the positions from the region area they represent. If there is not a member from a region area in attendance, then the delegates can appoint a member to fill the position until it either comes up for election or until a region is formed.

4.4.8 There are no term limits for Board Members.

4.4.9 The Nominating Committee will compile the slate of nominations, which will also serve as the ballot at the convention. It will contain: Each candidate's name; the office for which the candidate is nominated; and blank spaces for any floor nominees.

4.4.10 Voting will be performed by secret ballot of the delegates present at the delegates meeting. The candidate receiving a majority of the vote (50% plus 1) will be elected. If no candidate receives a majority of the votes, a run-off election will take place. The results of the election will be announced at the banquet.

4.5 Regular Meetings

A regular meeting of the Board of Directors will be held without other notice than by By-Laws, on the same day of the general membership meeting or at such other time and place as will from time to time be determined by the Board. The Board of Directors may provide by resolution the time and place, within the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

4.6 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meetings of the Board of Directors called by them.

4.7 Notice

Notice of any special meeting of the Board of Directors will be given at least seven (7) days previous thereto by written notice delivered personally or sent by email or postal mail or telegram to each Director at their address as shown by the records of the TCPAAA. If emailed, such notice will be deemed to be delivered upon confirmation of receipt by the sending party. If mailed, such notice will be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting.

4.8 Quorum

A majority of the Board of Directors will constitute a quorum for the transactions of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting then a majority of the Directors present may adjourn the meeting without further notice.

4.9 Manner of Acting

The act of a majority of the Directors present at a meeting in which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. Without exception, no business of the TCPAAA will be discussed or acted upon other than at a general membership meeting or a meeting of the Board of Directors properly called as specified herein.

4.10 Vacancies

- 4.10.1** A vacancy in a Director's position will be deemed to exist on the occurrence of death, resignation, or removal of any Director.
- 4.10.2** Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority vote of a quorum of the membership present at a general membership meeting or a special time. A Director elected to fill a vacancy will be elected for the remaining term of their predecessor in office.

4.11 Resignation of Directors

- 4.11.1** Except as provided in this paragraph, any Director may resign. The resignation will be effective upon receipt of written notice to the President, the Secretary, or the Board unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the membership may hold an election and fill the vacancy. The newly elected Director will take office when the resignation becomes effective.
- 4.11.2** A Director whose membership expires or who misses meetings without cause, will be considered to have resigned.
- 4.11.3** No Director that has resigned during a term of office may be re-elected to fill the same position during the same term.

4.12 Removal of Directors

At any time a Director may be removed from the Board for due cause and a two-thirds vote of the total Board members by secret ballot at a regular or special meeting of the Board whenever in their judgment the best interests of the TCPAAA would be served thereby. Due process must precede any such decision as outlined in Article II of these Bylaws. Persons removed from office in this manner may not be elected to another position on the Board for the remainder of the current term. Such removal will be without prejudice to the contract rights, if any, of the Director removed.

4.13 Compensation

Directors, as such, will not receive any stated salaries or other remuneration or compensation for their services, but by resolution of the Board of Directors, however, they may receive reimbursement of a valid expense(s) of operation of the TCPAAA where previously approved by the Board; but nothing herein contained will be construed to preclude any Director from serving the TCPAAA in any capacity nor to imply any right to any form of compensation thereof.

4.14 Informal Action by Directors

Any action to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a formal meeting if a consent in writing setting forth the action so taken be signed by all the Directors.

ARTICLE V. OFFICERS

5.1 Officers

The officers of the TCPAAA will be a President, one or more Vice Presidents, one Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of this Article. The Board of Directors may

appoint such other offices, including one or more Assistant Secretaries, as it will deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

5.2 Election and Term of Office

5.2.1 The officers of the TCPAAA will be elected as follows at the annual convention delegates meeting by a majority vote (50% plus 1) of the members present. President, Secretary, and 1st and 3rd Vice President positions will be elected in even years and the 2nd and 4th Vice Presidents and Treasurer in odd years.

5.2.2 The Region 1,3, and 5 board members will be elected in the even years, and Region 2,4, and 6 board members will be elected in the odd years.

5.2.3 Any officer may serve any number of terms as long as he/she is in good standing and elected as stated.

5.3 Removal

Any officer appointed may be removed from office for due cause by the Board of Directors by a two-thirds majority vote whenever in their judgment the best interests of the TCPAAA would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the remaining portion of the term.

5.5 President

The President will be responsible for the overall operation of the TCPAAA, and will be the spokesperson for the TCPAAA. The President's primary responsibility will be to see that the Executive Board is operating within the guidelines of the SOP and Constitution and By-Laws of the TCPAAA. The President will preside at all meetings of the TCPAAA, and has the power to convene special meetings, and to appoint all committee chair persons with the exception of the Nominating Committee. He/she will also be responsible for appointing the necessary committees to insure the efficient operation of the TCPAAA. The President will serve as Advisor to the Board of Directors following the tenure of office. The President will be a non-sworn alumni member of the TCPAAA, and will have no vote except to break a tie.

5.6 Vice Presidents

5.6.1 1st Vice President

The 1st Vice President will be responsible for legislative issues as they pertain to the goals and objectives of the TCPAAA throughout the State of Texas. The 1st Vice President will also be responsible for the duties of the President in the absence of the President. The 1st Vice President will oversee the Membership Committee; the Communications Committee; and the Sponsorship Committee. The 1st Vice President will be a non-sworn alumni member of the TCPAAA.

5.6.2 2nd Vice President

The 2nd Vice President will be responsible for handling all issues concerning resolutions, the By Laws and SOP of the TCPAAA. The 2nd Vice President will oversee the Bylaws and Standing Rules Committee; and the Nominating Committee. The 2nd Vice President will be a non-sworn alumni member of the TCPAAA.

5.6.3 3rd Vice President

The 3rd Vice President will be the law enforcement liaison, and must be a sworn law enforcement officer, or civilian coordinator.

5.6.4 4th Vice President

The 4th Vice President will be responsible for overseeing the operation of the annual convention. The 4th Vice President will work with the convention director to insure that the convention is being run in conjunction with the By Laws and SOP of the TCPAAA. The 4th Vice President will oversee the Convention Committee; and the Site Selection Committee. The 4th Vice President may be a non-sworn, sworn or civilian coordinator member of the TCPAAA.

5.7 Treasurer

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors will determine, the cost of such bond being borne solely by the TCPAAA. He/she will be responsible for all funds of the TCPAAA; supervise the disbursement of monies to satisfy the TCPAAA's financial obligations, will prepare draft budgets for written reports to the Board of Directors of the financial condition and transaction of the TCPAAA; prepare for review by the Board of Directors any and all state and/or federal reports as required and upon Director's approval file same with appropriate agency; and perform such other duties assigned by the Board of Directors and/or President.

5.8 Secretary

The Secretary will keep the minutes of the meetings of the delegates and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation (TCPAAA) and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; assume the position of Registered Agent of the Corporation; keep a register of the post office address of each member, which will be furnished to the Secretary by each member; will provide copies of the minutes of meetings to the Board of Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time any may be assigned to them by the President or by the Board of Directors.

5.9 Sergeant At Arms

The Sergeant At Arms shall maintain order and content in all Board of Directors Meetings. Meeting structure will be the main responsibility of the Sergeant at Arms, insuring there is order so they may run efficiently. Sergeant at Arms also quiets members who are out of order promptly and effectively. He/she is to act as the boards chief parliamentarian and shall decide all issues of parliamentary procedure according to Robert's Rules of Order.

5.10 Regional Members of the Board of Directors

Two members, (one non-sworn and one sworn or civilian coordinator) in good standing within the TCPAAA, will represent each of the six regions. The primary function of the Regional Members of the Board of Directors will be to coordinate training and promote the concepts and goals of the local Citizen Police Academy Alumni Associations and the TCPAAA within their respective region. The sworn member or civilian coordinator will act as a resource person and liaison between the TCPAAA and the law enforcement community. The Regional Members of the Board

of Directors will also be responsible for communicating the issues within their respective regions to the Board of Directors as it pertains to legislative issues. These members will have voting powers as it pertains to decisions made by the Board of Directors and the general operation of the TCPAAA.

ARTICLE VI. COMMITTEES

6.1 Committee appointments

Committees, as may be needed, and a chairperson to head each such committee will be appointed by the President and confirmed by the Board of Directors. The President will be an ex-officio representative of all committees. The committees will be appointed by the President after he assumes office and will serve throughout the remainder of the current fiscal year. A committee will consist of at least two persons.

6.2 Standing Committees

The following committees will be standing committees and the Chairpersons and Vice Chairperson will be appointed annually by the President with the approval of the Board of Directors:

- 6.2.1 Membership Committee; Responsible to the 1st Vice President.
- 6.2.2 Nominating Committee; Responsible to the 2nd Vice President.
- 6.2.3 By-Laws and Standing Rules Committee, Responsible to the 2nd Vice President.
- 6.2.4 Communications Committee; Responsible to the 1st Vice President.
- 6.2.5 Site Selection Committee; Responsible to the 4th Vice President.
- 6.2.6 Audit Committee; Responsible to the Treasurer.
- 6.2.7 Sponsorship Committee; Responsible to the 1st Vice President.
- 6.2.8 The duties of all standing committees will be as designated by the Board of Directors.

ARTICLE VII. ANNUAL REPORTS

7.1 Reports

Not later than 90 days after the close of the TCPAAA's fiscal year, the Board of Directors will cause an annual report to be made to the members. Such report will contain the following information:

- 7.1.1 The assets and liabilities of the TCPAAA as of the end of the fiscal year.
- 7.1.2 The expenses and disbursements of the TCPAAA, for both general and restricted purposes during the fiscal year; and
- 7.1.3 The report of the annual membership meeting.

ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS

8.1 Annual Meeting

The Annual Meeting of the TCPAAA, also known as the Annual Convention, will be held for the purpose of organization, networking, training, selection of a future convention site, election of TCPAAA officers, and transaction of other business.

- 8.1.1 The general membership meeting will be held during the week of the convention and the date and time will be determined by the TCPAAA Board of Directors. Written notice will also be provided within the convention agenda given to each registrant upon check-in at the annual convention.

- 8.1.2** The TCPAAA President will serve as the presiding officer of the delegates meeting at the convention and the TCPAAA Secretary will serve as Recording Secretary.
- 8.1.3** All members may attend and participate in any general membership meeting but each alumni association and each law enforcement agency delegate will be accorded one (1) vote each.
- 8.1.4** Fifty percent plus one of the voting delegates present at the annual delegates meeting will constitute a quorum. A quorum is established at the beginning of each delegates meeting and that number will remain the same for voting purposes until the end of the meeting; there is deemed to be a quorum for the entire meeting, and the members constituting a quorum need not remain continuously throughout the meeting.

8.2 Voting

Each voting alumni association and law enforcement agency in attendance will appoint and certify to the TCPAAA Secretary their convention delegate as a member in good standing with voting privileges and to serve as its primary representative to the Convention. Their duties will be:

- 8.2.1** Act as the liaison between their respective association/agency at the convention;
- 8.2.2** Be a spokesperson for their respective association/agency in all matters;
- 8.2.3** Represent their association/agency at any meetings;
- 8.2.4** Vote on behalf of their respective association/agency as permitted by these bylaws;
- 8.2.5** Otherwise act for their respective association/agency in all affairs, and
- 8.2.6** Delegates will sign in prior to the beginning of the delegates meeting.

8.3 Alternate Convention Delegate

Each voting alumni association and law enforcement agency in attendance will appoint and certify to the TCPAAA Secretary their alternate convention delegate as a member in good standing with the voting privileges and to serve as its alternate convention delegate to the Convention. This person will serve as the convention delegate in the absence or the inability of the convention delegate to serve and will assist the convention delegate in their role.

8.4 Proxy vote

No voting delegate will be entitled to vote by proxy vote.

8.5 Board of Directors to Assume Control of Convention

The TCPAAA Board of Directors may, by a two-thirds (2/3) vote of the Board of Directors, assume control over all aspects, activities and decisions relating to the convention; require that the convention be rescheduled to a different date; or declare the proposed convention cancelled and require that any and all activity related to the convention cease immediately.

ARTICLE IX. AWARDS

9.1 Award Categories

Each year the TCPAAA will honor those persons who have made unselfish contributions to the Citizen Police Academy and Alumni concept at the Awards Banquet. In order for those persons to be properly recognized, nominations will be accepted from the membership at large, reviewed, and the following awards given:

- 9.1.1** RAY RAMON AWARD - Peace Officer of the Year:

9.1.2 BILL ENNIS AWARD - Alumni Member of the Year

9.1.3 ALUMNI ASSOCIATION -

9.1.4 ALUMNI MEMBERSHIP -

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

10.1 Contracts

The Board of Directors may authorize any officer or officer agent(s) of the TCPAAA, in addition to the officers so authorized by these Bylaws, to enter into any contact or execute and deliver any instrument in the name of and on behalf of the TCPAAA. Such authority may be general or confined to specific instances.

10.2 Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TCPAAA will be signed by such officer or officers, agent or agents of the TCPAAA and in such manner as will from time to time be determined by resolution of the Board of Directors. Such instrument requires a signature from any two of the following elected officers: President, Treasurer or Secretary.

10.3 Deposits

All funds of the TCPAAA will be promptly deposited to the credit of the TCPAAA in such bank, trust companies or other depositories as the Board of Directors may select.

10.4 Gifts

The Board of Directors will accept on behalf of the TCPAAA any contribution, gift bequest or device for the general purposes or for any special purpose of the TCPAAA.

ARTICLE XI. FINANCIAL CONSIDERATIONS

11.1 Convention Financial Responsibility

All convention costs will be the sole responsibility of the hosting alumni association/law enforcement agency.

11.2 Audit

Financial records of the TCPAAA will be audited prior to September 30 each year by an Audit Committee appointed by the Board of Directors. All TCPAAA expenditures approved by the Board of Directors will be made by check, signed by at least two (2) authorized officers. The President, Treasurer, and Secretary will be authorized to sign checks.

ARTICLE XII. BOOKS AND RECORDS

12.1 Record Keeping

The TCPAAA will keep correct and complete books and records of account, and will also keep minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors, with time and place of holding, whether regular or special (and, if special, how authorized), the notice thereof given, the names of those present at Directors' or committee meetings and the proceedings thereof. All books and records of the TCPAAA may, upon written request, be inspected by any representative or his agent or attorney for any proper purpose at any reasonable time.

12.2 Responsibility for Records

All original financial records of the TCPAAA will be maintained and kept in the possession of the Treasurer. The Secretary of the TCPAAA will maintain and keep all original TCPAAA records and minutes of all meetings.

ARTICLE XIII. FISCAL YEAR

13.1 Fiscal Calendar

The **calendar** year of the Corporation will begin on the first day of **January** and end on the last day of **November** in each calendar year. **Change to calendar**

13.2 Administrative Calendar

The Administrative year of the TCPAAA will begin on the first day of **January** and end on the last day of **December** in each calendar year.

ARTICLE XIV. SEAL

14.1 Corporate Seal

The Board of Directors may provide a corporate seal, which will be in the form of a circle and will have inscribed thereon the name of the Corporation and the words "Corporate Seal of the Texas Citizens Police Academy & Alumni Convention, Inc.". The Board of Directors may adopt, use and thereafter alter the corporate seal.

ARTICLE XV. WAIVER OF NOTICE

15.1 Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Article of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XVI. BYLAWS

16.1 Amendments

A 2/3 vote of a quorum of the membership present at any business meeting or at any special meeting called for the purpose, will be required to adopt, alter, amend, or repeal any of the bylaws.

16.2 Changes

Proposed bylaw changes will be submitted to the 2nd Vice President, a minimum of thirty (30) days before the membership meeting and posted to the website.

ARTICLE XVII. POLICIES

17.1 Fund Raising

The membership, directors, or others within the TCPAAA may suggest operational fund-raising and charitable fund-raising activities. A majority vote of the members present must approve all activities at a regular membership meeting. The Board of Directors may veto such activities if they find that such

activities are violating the purpose of the TCPAAA, the Articles of Incorporation or Bylaws of the TCPAAA.

17.2 Properties and Assets

The properties and assets of the TCPAAA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, dividends, or assets of the TCPAAA, on dissolution or otherwise, will inure to the benefit of any private person or individual, or any member or director of the TCPAAA. On liquidation or dissolution, all properties, assets and obligations will be distributed and paid over to an organization dedicated to charitable purposes consistent with the TCPAAA's philosophy, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)3.

17.3 Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for 501(c)3 purposes.

In the event of dissolution of the TCPAAA, voluntary or involuntary, or otherwise, then all of the property assets of the TCPAAA will go to one or more non-profit organizations whose purposes are similar to that of the TCPAAA. The assets and property so transferred will be used solely and exclusively for charitable purposes. In the event of dissolution, no portion of the assets or property or funds of the TCPAAA will ever be distributed to any of the officers, directors, or members of the TCPAAA. **DELETE THIS**

17.4 Campaigning

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 10(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Latest addition

The TCPAAA will not engage in political activities. Political activity is defined, for purposes of these Bylaws, as actively promoting or campaigning as a group, or an individuals appearing to represent the TCPAAA for or against any issue, candidate or other matter that has been formally brought forth to the public for vote by federal, state, city or any political subdivision thereof. This provision will not serve to restrict or encumber any representative from exercising their right to promote or campaign for or against issues or candidates of their choice, with the understanding that such activity will not

be engaged in a manner which, in anyway, implies or appears to reflect the TCPAAA's support, or lack thereof, for any such issue or candidate. **DELETE THIS**

17.5 Robert's Rules of Order

The TCPAAA will be governed by common accord. Any disputes arising in any meeting or regarding any action or lack thereof will be handled in accordance with Robert's Rules of Order, Newly Revised.

The above Bylaws being duly amended by a 2/3 majority vote of the quorum of the delegates present at a meeting duly called and held on July 5, 2007.

These Bylaws amended by a 2/3 majority vote of the quorum of the delegates present at a meeting duly called and held on July 31, 2009.