

BY-LAWS of the TEXAS ASSOCIATION of SCHOOL RESOURCE OFFICERS, INC.
A Texas Not For Profit Professional Association

ARTICLE I
NAME

The name of this corporation shall be Texas Association of School Resource Officers, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation for transaction of its business shall be located at P.O. Box 201268, Austin, TX 78720-1268. The Board of Directors shall designate and may change the principal office from one location to another within the State of Texas. Any change of location of the principal office shall be noted by the Secretary in these By-Laws and in the space provided in this section or this section may be amended to state the new location. The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III
GENERAL and SPECIFIC PURPOSES

Section 3.01 General Purposes: This Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Texas for public and educational purposes.

Section 3.02 Specific Purposes: Within the context of it's general purposes this corporation is created;

- (A) For the advancement of education and charity, and any other related or corresponding purposes by the use and distribution of it" funds for such purposes.
- (B) To provide a means to disseminate, share, advise, and coordinate information on the value of qualified law enforcement officers to teach elementary school, middle school, junior high school, and senior high school students the principals of good citizenship and community responsibility.
- (C) To demonstrate, by example and other means, the dangers associated with substance abuse, criminal activities, immoral and unethical behavior, and other anti-social behavior.

Section 3.03 Limitations: To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under 501(C)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE IV
MEMBERS

This corporation shall have the following classes of membership:

Section 4.01 Regular Members; a person shall be eligible for regular membership if he or she is employed or appointed by a law enforcement agency or a school district as a school resource officer, school based peace officer, educational personnel involved with a school based policing program or an administrator of a school based police program.

(A) A Regular Member, who, by virtue of promotion, reassignment, retirement, physical disability, or change of employment has ceased to meet the qualifications set forth for regular membership, but desire to be maintained as a regular member, may make written application to the Board of Directors for continued Regular Membership, with all rights appertaining thereto. Each petition for continued Regular Membership must contain a statement of the reason for the member's status change and the reason why the petitioner wishes to continue as a regular member of the Association. At the next regular or special meeting of the Board of Directors, the petition(s) will be considered and voted upon. The Board may review all such members annually and may discontinue prior approval at any time by a majority vote of the Board of Directors.

Section 4.02 Associate Members; associate membership may be conferred upon any person who has expressed and demonstrated an interest in the advancement of School Resource Officer programs as part of the Texas educational system.

Section 4.03 Honorary Members; honorary membership may be conferred upon any person who has rendered outstanding service to the Association and/or the youth of the State of Texas or the purposes for which this organization was formed. A person may be awarded honorary membership as a result of a two thirds majority vote of the Board of Directors present and voting.

Section 4.04 Life Membership; life membership may be conferred by the Board of Directors upon past officers and/or directors of the Association or to any other such person as the Board may deem appropriate.

Section 4.05 Fees and Assessments; the Board may assess a membership fee as a condition of initial or continued membership.

ARTICLE V
DIRECTORS

Section 5.01 General Corporate Powers: Subject to the provisions and limitations of the Texas Nonprofit Corporation Laws and any other applicable laws, and subject to any limitation in the Articles of Incorporation and/or By-Laws regarding actions of the Board of Directors, the corporations activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 5.02 Specific Powers: Without prejudice to the general powers set forth in Section 5.01 of these by-laws, but subject to the same limitations, the directors shall have the power to;

- (A) appoint and remove, at the pleasure of the board, all the corporations committees, agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of the corporation and with these by-laws; and fix their compensation and require from them security for faithful performance of their duties.
- (B) set and change the principal office and or the principal business office from one location to another; conduct it's activities within the State of Texas; designate any place within the State for holding any meeting.
- (C) adopt and use a corporate seal.
- (D) borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporations purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

Section 5.03 Number and Qualifications of Directors: The authorized number of directors shall be no less than five (5) and shall consist of; President, First Vice President, Second Vice President, Secretary, and Treasurer. The number and makeup of this board may be altered and or changed by a majority vote of the board.

Section 5.04 Executive Committee: The officers of the Board of the corporation shall be an executive committee which may act in the best interest of the corporation between regular meetings of the Board of Directors with specific power to act with the full power of the corporation on any matter that needs immediate action and or response if a quorum is present and there is a majority vote.

Section 5.05 Election, Designation, and Term of Office:

- (A) All officers shall be elected at an annual meeting of the corporation. Officers and directors shall hold office until expiration of their term of office. Each term of office shall be for two (2) years. The office of First Vice President, Second Vice President, Secretary, and Treasurer shall be by election.
- (B) Regional Directors shall be elected by the regular members residing in the region and that director must reside in that region when elected. Regional Directors shall be elected for a term of two (2) years or until a successor is elected or appointed by the Board. Any Regional Director may seek office in the corporation provided the requirements of the by-laws are met.

Section 5.06 Vacancies on the Board of Directors:

- (A) Events causing vacancies; a vacancy or vacancies on the board shall exist on the occurrence of any of the following (1) the death or resignation of any member, or (2) the declaration by resolution of the board of a vacancy in an office of a member who has been declared of unsound mind by an order of court, conviction of any felony, found by final order or judgment of any court to have breached a duty, or (3) by a majority vote of the board a member is found to be in dereliction of their duty to the corporation.

- (B) Resignation; except as provided below, any member or officer may resign by giving written notice to any member of the board. The resignation will be effective when notice is given unless the notice specifies a later time for the resignation to become effective. If a member or officer's resignation is effective at a later time, the board may elect or appoint a successor to take office as of the date when the resignation becomes effective.

Section 5.07 Membership Meetings: Meeting of the members shall be held at least annually and at such place that the board may designate or, if not designated, at the principal office of the corporation, upon giving notice by mail or publication.

Section 5.08 Board of Directors Meetings: The board shall hold a meeting at least annually for purposes of organization, and transaction of other business. Other regular or special meetings of the board may be held at such time and place as the board may fix from time to time.

- (A) Special meetings of the board may be called at any time by any officer of the corporation. Notice of the time and place of the special meeting shall be given to each member by one of the following methods (1) by personal delivery of written notice, or (2) by postage pre-paid first class mail, or (3) by telephone, either directly to the member or to a person who would reasonably be expected to communicate that notice promptly to that member, or (4) by certified e-mail. All such notices shall be given or sent to the member's address or telephone number or e-mail address as shown on the records of the corporation. Notice of the meeting shall be posted on the corporations website at least fifteen (15) days prior to the meeting date.
- (B) Notices sent by first class mail shall be deposited in the United States mail at least five (5) working days prior to the time and date set for a special meeting of the board. Notice given by personal delivery, telephone, fax, or e-mail shall be given at least forty eight (48) hours prior to the time set for the special meeting. The notice shall state the day, date, time, and location of the meeting. If the meeting is to be held by teleconference a minimum of twenty four (24) hours notice must be given.
- (C) Notice of a meeting need not be given to any board member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to any board member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 5.09 Quorum: A majority of the Directors of the Board present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the board, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation and appointment to committees of the board, and (d) indemnification of members. A meeting at which a quorum is initially present may continue to

transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5.10 Action Without a Meeting: Any action that the board is permitted or required to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 5.11 Compensation and Reimbursement: Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time the resolution is adopted.

ARTICLE VI COMMITTEES

Section 6.01 Committees of the Board: The board, by resolution adopted by a majority of the directors, provided a quorum is present, may create committees consisting of two or more directors and or members. At least one director shall be on each committee. Appointments to committees of the board may be made by any member of the board and must be approved by a majority of the directors. Any such committee, to the extent provided in the board resolution, shall have the authority of the board, except that no committee, regardless of board resolution may;

- (a) fill vacancies on the board or on any committee that has the authority of the board.
- (b) fix compensation of the directors for serving on the board or on any committee.
- (c) Amend or repeal by-laws or adopt new by-laws.
- (d) Amend or repeal any resolution of the board that, by it's express terms is not so amendable or repealable.
- (e) Create any other committee of the board or appoint the members of committees of the board.
- (f) Expend corporate funds to support a nominee for office after more people have been nominated for office than can be elected.
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of it's members has a material financial interest.
- (h) Notwithstanding any of these by-laws to the contrary, the president, as chief executive officer of the corporation, and with the concurrence of a vice-president, may appoint or designate a member of the board to serve as an alternate or substitute member of a committee of the board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the board is planned at such time to allow a delay of such appointment to a committee.

Section 6.02 Meetings and Actions of Committees: Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these by-laws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these by-laws or, in the absence of rules adopted by the board, the committee may adopt such rules.

Section 6.03 Executive Committee: There is created an Executive Committee of the Board which shall be comprised of the President, who shall serve as chairman, the First Vice President, the Second Vice President, Secretary, and the Treasurer (Chief Financial Officer). The Executive Committee shall have all the authority of the board.

ARTICLE VII **OFFICERS**

Section 7.01 Officers of the Corporation: The officers of the corporation shall be (a) President (b) First Vice President (c) Second Vice President (d) Secretary (e) Treasurer (Chief Financial Officer). The corporation may also have, at the board's discretion, more than two vice presidents, one or more assistant secretaries, one or more assistant financial officers, and other such officers as may be appointed in accordance with Section 7.03 of these by-laws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer (Chief Financial Officer) may serve concurrently as either the president or a vice president.

Section 7.02 Election, Designation, and Term of Office: All officers, except those appointed pursuant to section 7.03 shall be elected by the regular members at an annual meeting of the corporation. Officers shall hold office until the expiration of the term of that office. Each term of office shall be for two (2) years.

Section 7.03 Other Officers: The board may appoint any other officers, including assistant officer positions that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these by-laws by the board.

Section 7.04 Removal of Officers: Any officer may be removed, for cause, with approval of the voting power of the corporation at any regular or special meeting of the regular members and such officer shall be removed should he or she cease to be qualified for the office as provided in these by-laws.

Section 7.05 Resignation of Officers: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later date specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7.06 Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these by-laws for regular appointment to that office, provided, however, that vacancies need not filled on an annual basis.

Section 7.07 President: Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or by-laws may prescribe.

Section 7.08 First and Second Vice President: If the president is absent or disabled, the first vice president shall perform all the duties of the president. When so acting, the first vice president shall have all the powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or these by-laws prescribe. The second vice president shall perform those tasks and serve on such committees as the president or the board of directors shall direct.

Section 7.09 Secretary:

- (a) Book of Minutes; the secretary shall keep or cause to be kept, at the corporations principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the board, and of committees of the board. The minutes of the meetings shall include the time and place of the meeting, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the board or committee meetings. The secretary shall keep or cause to be kept, at the principal office, if any, a copy of the articles of incorporation and by-laws, as amended to date.
- (b) Notices, Seal, and other Duties; the secretary shall give or cause to be given, notice of all meetings of the board and of committees of the board required by these by-laws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or these by-laws may prescribe.

Section 7.10 Treasurer (Chief Financial Officer):

- (a) Books of Accounts; the treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporations properties and transactions. The treasurer shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these by-laws, or by the board. The books of account shall be open to inspection by any member, in good standing, at any reasonable time and place.
- (b) Deposit and Disbursement of Money and Valuables; the treasurer shall deposit, or cause to be deposited, all money or other valuables in the name of and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or these by-laws may prescribe.
- (c) Bond; if required by the board, the treasurer shall give the corporation a bond in the amount of and with the surety or sureties specified by the board for faithful performance of the duties

of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession of or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE VIII **ELECTION of OFFICERS and DIRECTORS**

Section 8.01 Election of Regional Directors: each regional director shall be elected to a two (2) year term of office. All regular members in good standing within the designated region shall elect their regional director by mailed ballot or emailed ballot returnable to the person or committee designated by the board of directors. Regional Directors from even numbered regions shall be elected on even numbered years; and Regional Directors from odd numbered regions shall be elected on odd numbered years.

Section 8.02 Nominations: A regular member in good standing may nominate a candidate for regional director for his or her region, which nomination must be accepted by the nominee, in writing, to the chairman of the election committee or the secretary on or before December 31st in the year immediately preceding the year the election is to be held.

Section 8.03 Notice and Balloting: Whenever a regional office for election is challenged, a biography, photograph, and campaign platform, if any, of each candidate will be mailed or emailed with ballots to those regular members entitled to vote. Ballots will be mailed via USPS to the last known business address and/or sent via electronic mail to the last known email address of each regular member in good standing, at least forty five (45) days prior to the annual meeting of the membership, which ballots must be returned within fifteen (15) days of the annual meeting.

Section 8.04 Certification of Election: The elections committee shall be responsible for counting all ballots returned within the time prescribed by these by-laws, and shall certify each election for office. Elected officers shall assume their office upon the adjournment of the annual meeting of the board and members.

Section 8.05 Election of Officers: each officer shall be nominated and elected by written ballot for a two (2) year term. Nomination for office shall be made by a regular member in good standing and shall be accepted by the nominee, in writing, to the chairman of the elections committee or the secretary. Officers, other than regional directors, shall be elected by ballot at the annual meeting of the regular members. Section 8.04 of these by-laws shall also apply to the election of officers. In order to be elected as an officer of the corporation, a regular member must be a member in good standing.

ARTICLE IX **INDEMNIFICATION**

Section 9.01 Right of Indemnity: to the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these by-laws, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including an action by or in the right of the corporation,

by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal criminal law.

Section 9.02 Approval of Indemnity: On written request of the board by any person seeking indemnification the board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the board can not authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the board shall appoint a committee of non party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met, and, if so, the committee shall authorize the indemnification.

Section 9.03 Advancement of Expenses: 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 under sections 9.01 and 9.02 of these by-laws in defending any proceeding covered by those sections may be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 9.04 Insurance: the corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of it's officers, members, employees, and other agents against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer's, member's, employee's, or agent's status as such.

ARTICLE X RECORDS and REPORTS

Section 10.01 Maintenance of Corporate Records:

The corporation shall keep;

- (a) adequate and correct books and records of account
- (b) written minutes of the proceedings of it's board and committees of the board meetings
- (c) a record of each person's name and address who is associated with this corporation as a member , officer, employee, or agent.

Section 10.02 Accounting Records and Minutes: on written demand on the corporation, any member may inspect, copy, and make extracts, of the accounting books and records and the minutes of the proceedings of the board and committee of the board at any reasonable time for a purpose reasonably related to the member's interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 10.03 Maintenance and Inspection of Articles and By-laws: the corporation shall keep at it's principal office, at it's principal business office, the original or a copy of the articles of incorporation and by-laws, as amended to date, which shall be open to inspection by any member in good standing at

all reasonable times during office hours. A member shall have absolute right to inspect the corporations books, records, documents of every kind, or physical properties.

Section 10.04 Annual Reports: The board shall cause an annual report to be sent to the officers within 120 days after the end of the corporation’s fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities as of the end of the fiscal year.
- (b) All revenue, receipts, and income of the corporation.
- (c) All expenses and disbursements.

The annual report shall be accompanied by any report on it of any accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without an audit of the corporations books and records.

Section 10.05 Communications: Each member of the Executive Office and Board of Directors shall be issued an email address. It is the responsibility of the office holder to check this email address at least once every seventy-two (72) hours to insure proper service to our members. All Association business shall be handled through the assigned emails to insure proper record keeping.

ARTICLE XI **CONSTRUCTION and DEFINITION**

Section 11.01 Governing Law: Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas Not for Profit Laws shall govern the construction of these by-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 11.02 High Vote Requirement: If any provision of these by-laws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or appealed except by that greater vote.

ARTICLE XII **BY-LAWS AMENDMENTS**

Section 12.01 Adopt, Amend, or Repeal of By-Laws: The board may adopt, amend, or repeal by-laws at any or special meeting provided timely written notice is given to each member of the board, together with a statement of the subject area of the by-laws to be considered for adoption, amendment, or repeal.

ARTICLE XIII **FISCAL YEAR**

Section 13.01: the fiscal year of the association shall be October 1st through September 30th of each year.

ARTICLE XIV
CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Texas Association of School Resource Officers, Inc., a Texas non-profit corporation, that the above by-laws consisting of 11 pages are the by-laws of this corporation as adopted by the board of directors on October 17, 2009 and, except as set forth herein, that they have not been amended or modified since that date.



SECRETARY



PRESIDENT