

**BYLAWS OF THE SUGAR LAND
CITIZENS POLICE ACADEMY
ALUMNI ASSOCIATION
A NONPROFIT CORPORATION
10/2009 VERSION**

Physical Address: 1200 State Highway 6, Sugar Land, TX 77478

Mailing Address: PO Box 472, Sugar Land, TX 77487-0472

**ARTICLE I
OFFICERS AND ORGANIZATION**

1.1 Principal Office

The principal office of the “Sugar Land Citizens Police Academy Alumni Association” hereinafter referred to as the “Association” is in the State of Texas and shall be found in the City of Sugar Land, County of Fort Bend, Texas. The Association may have such other offices, within the State of Texas, as the “Board of Directors,” hereinafter referred to as the “Directors,” may determine or as the affairs of the Association may require.

1.2 Registered Office and Registered Agent

The Association shall have and 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 Association in the State of Texas, and the address of the registered office may be changed from time to time, by the Directors.

1.3 Purposes

The purposes for which the Association was formed are to bring together graduates of the Sugar Land Citizens Police Academy, to enhance the relations between the community and the Sugar Land Police Department, and to assist all law enforcements agencies.

This Association shall not directly or indirectly participate or intervene, in any way, including publication or distribution of statements, in any political campaign on behalf of or in opposition to any candidate for public office.

1.4 Non-Intervention Policy

The Association is a non-intervention Association. Members that are not commissioned officers of any law enforcement agency are not to represent themselves as such (unless coincidental). The policy of the Association for those members 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 non-commissioned member shall not be construed as an official act of the Association or any law enforcement agency. Each non-commissioned member agrees to indemnify, release and hold harmless their individual city, its elected or appointed officials, the police department within their respective city and its officers, and the Association, its directors, officers and members for any results of any action taken on their own initiative.

Further, it is the policy of this Association that no member shall carry on their person any weapons to any event of this Association except as provided in Article 13.2 unless they are a certified peace officer. Any individual found violating this policy shall be immediately excluded from all Association activities with no right to appeal.

ARTICLE II MEMBERSHIP

2.1 *Regular Membership* shall be available to any person who is a graduate of the Sugar Land Police Department Citizens Police Academy.

2.2 *Associate Membership* shall be available to businesses, community service organizations and other groups or individuals who offer monetary or material support to the Association, subject to requirements for such membership established by the Directors. Associate members shall not have any voting privileges or be eligible to hold an office within the Association.

2.3 *Honorary Membership* shall be open to any person nominated by the Directors and approved by a majority vote of a quorum of the membership. Honorary members shall not have any voting privileges or be eligible to hold an office within the Association.

2.4 No person shall be denied membership in this organization because of race, religion, sex or ethnic background. A regular member in good standing shall be a person whose dues are current and meets any requirements set out in Article 15.4.

2.5 Any member, officer, director or representative may be expelled from the Association for failing to perform the duties of his/her office or for illegal and/or immoral conduct (conduct considered being damaging to the Association or any law enforcement agencies within the State of Texas as it may be interpreted as a reflection of our behavior as an Association). All accusations of failure to perform duties or illegal and/or immoral conduct must be presented to the Directors in writing. The Directors will, at the next

regular Board meeting, discuss and examine the charges for compliance with the bylaws, and after a majority affirmative vote, will notify the affected officer, director or representative in writing and place the charges on the agenda for the next monthly membership meeting. The member, officer, director or representative will be expelled from the Association by a majority vote of a quorum of the membership in attendance at a monthly membership meeting. Any member, officer, director or representative who has been expelled has the right to appeal, within ninety (90) days in writing, to the regular membership for a hearing at the next monthly membership meeting. The written appeal must be presented to the Directors at least thirty (30) days before the hearing. The expelled individual may bring all the facts to the attention of the regular membership present. The Directors may also present all evidence or findings to the regular membership pertaining to the expelled individual's conduct. A two-thirds majority vote of a quorum of the regular membership in attendance at the hearing is required to reverse the expulsion and win the appeal. The vote at the appeal hearing shall be considered final.

ARTICLE III DUES

3.1 Annual Dues

The Directors may determine from time to time the amount of the annual dues payable to the Association by its members.

3.2 Payment of Dues

Dues of renewing members shall be payable at or before the January membership meeting. First time members and previous Association members (not members for five (5) years or more) joining prior to December 1st of the current year will pay full membership for that year.

3.3 Default and Termination of Membership

When any member is in default in the payment of dues for a period of two (2) months from the beginning of the fiscal year, the Directors may thereupon terminate his/her membership in the manner provided by these Bylaws.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers

The affairs of the Association shall be managed by the Board of Directors. Each Director must be a regular member in good standing. Each February the Directors shall elect a Chairperson to serve as a facilitator at all Board Meetings. If an outgoing

Chairperson is no longer a Director, he/she will serve in an advisory capacity for one year to the current Directors, with no voting power. The function of the Directors is to approve all activities and expenditures presented or proposed by the officers or regular membership to ensure that the Association operates in accordance with its charter and membership. Each Director shall have one vote on all matters requiring approval. There shall be no absentee or proxy voting.

4.2 Number, Tenure and Qualifications

The number of Directors shall not be fewer than seven or more than eleven. Each Director named in the articles shall hold office until the election of his or her successor, which shall be determined by a majority vote of a quorum at the meeting in which the election is held. The removal, for due cause, of a Director from the Board shall require a two-third majority vote of the Directors. An amendment to these Bylaws may increase or decrease the number of Directors from time to time, but no decrease shall shorten the term of any incumbent Director. Any Directorship filled by reason of an increase in the number of Directors shall be filled by election by a majority vote of a quorum at the next monthly membership meeting.

4.3 Election and Term of Office

Directors of the Association shall be elected by the regular membership in good standing in the January meeting. If the election of Directors is not held at such meeting, such election shall be held as soon thereafter as convenience permits. Each Director shall hold office until their successor shall have been qualified and duly elected.

Directors shall be elected to a three (3) year staggered term as the initial terms expire. Directors can only serve one full three (3) year term; then must step down for one year before running for another Director position. If a regular member in good standing is elected to a partial term, he/she can then run for an additional full three (3) year term.

Directors cannot be Officers of the Association during their term.

The Nominating Committee shall select qualified candidates for election as Directors at the scheduled election meeting. They shall make a report at least thirty (30) days before the date of the election, and the Secretary shall forward to each regular member the list of candidates nominated.

Any member may place names in nomination from the floor providing the nominee is present to accept nomination or has submitted written acceptance in advance of the meeting.

Voting shall be performed by secret ballot of regular membership in good standing at the meeting. The candidate receiving a majority of the vote (50% plus 1) of the regular membership present at the meeting shall be considered elected. If no candidate received a majority of the vote, a run-off election will take place between the two candidates receiving the most votes. In case of a tie vote between the candidates in

either first or second place where none of the candidates has received a majority of the votes as explained above, a run-off election will be held between those candidates placing in first or second place. The runoff process will continue until one candidate receives a majority of the vote.

4.4 Regular Board Meetings

A regular meeting of the Directors shall be held, without other notice than by the Bylaws, at 6:30pm on the first Tuesday of each calendar month or at such other time and place as shall, from time to time, be determined by the Directors. The Directors may provide, by resolution, the time and place, within the State of Texas, for the holding of additional regular meetings of the Directors without other notice than such resolution.

4.5 Special Board Meetings

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

4.6 Notice of Board Special Meetings

Notice of any special meeting of the Directors shall be given at least seven (7) days previous thereto by written notice delivered personally, sent by mail, faxed and/or e-mailed to each Director at his/her address as shown in the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

4.7 Quorum

A majority (75%) of the Directors shall constitute a quorum for the transactions of business at any meeting of the Directors. 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.

4.8 Manner of Acting

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

4.9 Vacancies of Directors

A vacancy in a Director's position shall be deemed to exist on the occurrence of death, resignation, or removal of any Director.

Any vacancy occurring in the Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of a quorum present at the following monthly membership meeting after said vacancy occurred but no later than 60 days from vacancy. A Director elected to fill a vacancy shall be elected for the remaining term of his/her predecessor in office.

4.10 Resignation of Directors

Except as provided in this paragraph, any Director may resign. The resignation shall be effective upon receipt of written notice to the President or any member of the Directors unless the notice specified a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the regular membership may hold an election and fill the vacancy. The newly elected Director will take office when the resignation becomes effective.

A Director, whose regular membership expires or who misses three consecutive monthly board meetings without cause, will be considered to have resigned.

No Director that has resigned during a term of office may be reelected to fill the same position during the same term.

4.11 Removal of Directors

At any time a Director may be removed from the Directors by a two-thirds vote of the total Directors by secret ballot at a regular or special meeting of the Directors. 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.

4.12 Compensation of Directors

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

4.13 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 by telephone or email vote without a

formal meeting if prior consent in writing setting forth the action so taken is signed by all the Directors.

ARTICLE V OFFICERS

5.1 Officers of the Association shall be a President, one or more Vice Presidents, one or more Secretaries and one or more Treasurers. The Directors may create such other offices, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, and these Officers may be appointed in accordance with the provisions of this Article. Such Officers shall have the authority to perform the duties prescribed from time to time by the Directors. The same person may hold any two or more offices, except the offices of the President, Secretary and Treasurer.

5.2 Appointment and Term of Office for Officers

Officers shall be appointed by the Directors from the regular membership at the February meeting. Officers shall serve up to three consecutive years. Officers must step down for one year before running again for an Officer position. However, he/she can run for the Board of Directors at term expiration.

If the appointment of Officers is not held at such meeting, such appointment shall be held as soon thereafter as conveniently possible. New Officers may be created by the Directors and filled by appointment at the next monthly membership meeting of the Association. Each Officer shall hold office until his/her successor shall have been duly appointed and shall have qualified. The immediate Past President shall remain as an Advisor for one year to the newly appointed Officers and shall attend all meetings.

5.3 Removal of Officers

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

5.4 Vacancies of Officers

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

5.5 President

The President shall be the principal executive officer of the Association and shall be general supervisor and controller of the business and affairs of the Association. The President shall preside at all monthly meetings of the membership. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Directors, any deeds, mortgages, bonds, contracts or other instruments which the

Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

5.6 Vice-President(s)

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or, in the event there be more than one Vice Presidents, the Vice Presidents in order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Directors.

5.7 Treasurer

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Directors shall determine, the cost of such bond being borne solely by the Association. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the President or the Directors.

5.8 Secretary(ies)

The Secretary(ies), (in the event there is more than one Secretary position, the responsibilities will be divided into Recording and Corresponding duties) shall keep the minutes of the meetings of the representatives and the 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 Association and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the mailing and email addresses of each representative, which shall be furnished to the Secretary by each representative; and in general perform all duties incident to the office of Secretary and such other duties as from time to time any assigned to them by the President or by the Directors.

5.9 Assistant Treasurers and Assistant Secretaries

If required by the Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Directors shall determine, the cost of which shall be borne solely by the Association. The Assistant Treasurer and Assistant Secretaries in general shall perform all duties as from time to time may be assigned to them by the President or by the Directors.

ARTICLE VI COMMITTEES

6.1 Committees, as may be needed, and a chairman to head each such committee shall be appointed by the President and confirmed by the Directors. The President shall be an ex officio representative of all committees. The committees shall be appointed by the President after assuming office and shall serve throughout the remainder of that term. The committee shall report to the President and the Directors may require a report at any time. A committee shall consist of at least two persons.

6.2 Standing Committees

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

1. Membership Committee
2. Nominating Committee
3. Bylaws Committee
4. Fundraising Committee
5. Newsletter/Website
6. Education/Programs
7. Public Relations Committee
8. Audit Committee

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts

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

7.2 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 Association shall be signed by such officer or officers of the Association and in such manner as shall from time to time be determined by resolution of the Directors. Such instrument requires a signature of any two of the following appointed officers: President, Treasurer, 1st Vice President and Corresponding Secretary.

7.3 Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust companies or other depositories as the ~~Board of~~ Directors may select.

7.4 Gifts

The Directors, or whomever they may approve, may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII BOOKS AND RECORDS

8.1 The Association shall keep correct and complete books and records of account, and shall also keep minutes of all membership meetings and the 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 meetings and the proceedings thereof. All books and records of the Association may, upon written request to the President and approved by the Directors, be inspected by any representative or his agent or attorney for any proper purpose at any reasonable time.

The Requestor to receive a copy of such records shall be charged a fee, to be determined by the Directors.

8.2 All original financial records of the Association shall be maintained and kept in the possession of the Treasurer. The monthly Treasurer's report is to be kept and filed in the CPAAA physical office. The Secretary of the Association shall maintain and keep all original corporate records and minutes of all meetings in the CPAAA physical office.

ARTICLE IX FISCAL YEAR

9.1 The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE X SEAL

10.1 The Directors may provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words “Corporate Seal of the Sugar Land Citizens Police Academy Alumni Association.” The Directors may adopt, use and thereafter alter the corporate seal.

ARTICLE XI WAIVER OF NOTICE

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

ARTICLE XII AMENDMENTS TO BYLAWS

12.1 A two-third vote of the regular membership present at any monthly membership meetings or at any special meeting called for the purpose, shall be required to alter, amend or repeal these Bylaws and for new Bylaws to be adopted and added. A thirty (30) day notice of any alteration, amendment or act to repeal the Bylaws shall be given to all members prior to any action being taken on the alteration, amendment or act to repeal the Bylaws.

ARTICLE XIII POLICIES

13.1 The membership, directors or others within the organization may suggest operational fund-raising and charitable fund-raising activities. A majority vote of the regular members present must approve all activities at a monthly membership meeting. The Directors may veto such activities if they find that such activities are violating the purpose of the organization, the Articles of Incorporation or Bylaws of the Association.

13.2 The Association prohibits the carrying of weapons by persons other than duly commissioned peace officers during Association functions with the exception of weapons skill competitions approved by the Directors.

13.3 No part of the net earnings of the Association shall inure to the benefit of or be

distributable to its representatives, officers, directors or other persons, except that representatives or officers may be reimbursed for limited out-of-pocket expenses, with Board approval of the expenditure.

13.4 Financial records of the Association shall be audited prior to December 31 each year by an Audit Committee appointed by the Directors. All Association expenditures approved by the Directors will be made by check.

13.5 The Association shall not engage in political activities. Political activity is defined, for purposes of these Bylaws, as actively promoting or campaigning as a group, or an individual appearing to represent the Association 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 shall not serve to restrict or encumber any representative from exercising his/her right to promote or campaign for or against issues or candidates of his/her choice, with the understanding that such activity shall not be engaged in a manner which, in any way, implies or appears to reflect this Association's support, or lack thereof, for any such issue or candidate.

13.6 All members are to wear their CPAAA apparel only at sanctioned CPAAA or SLPD functions and/or activities.

ARTICLE XIV LIAISON

14.1 Any Officer of the Sugar Land Police Department as appointed by the Chief of Police of Sugar Land or Designee shall act as a liaison between the Citizens Police Academy Alumni Association and the Sugar Land Police Department. The liaison shall report activities and progress to interested parties of both organizations and provide assistance as requested by the Citizens Police Academy Alumni Association. The liaison is invited to attend all meetings and activities, but is ineligible for regular membership and shall not have any voting rights.

14.2 The Chairperson of the Board or President shall act as liaison for the Association to the Sugar Land Police Department. He/she shall report all activities and progress to the appointed Liaison for the Sugar Land Police Department. The Alumni liaison shall serve to organize and control, on behalf of the Association, all joint functions, support activities, and any other needs expressed by either the Association or the Sugar Land Police Department.

ARTICLE XV

MONTHLY MEMBERSHIP MEETINGS

15.1 Monthly membership meetings shall be held on the second Tuesday of each month starting at 7:00 p.m. in the Training Room of the Sugar Land Police Department at 1200 Highway 6, Sugar Land, TX. The Chairperson of the Board and/or President may call Special Membership Meetings with ten (10) days notice either by mail, email or telephone contact.

15.2 Any meeting may be canceled and rescheduled in case of an emergency or inclement weather with the approval of the Directors. Members are to be notified within an appropriate time frame of all canceled meetings and will be notified of the rescheduled meeting ten (10) days prior to re-scheduled date.

15.3 Each regular member present and in good standing shall have one vote in matters brought before the membership for consideration or action. Secret ballot shall generally cast all votes, however, the President may call for a “show of hands” vote on any issue as a matter of expediency. There shall be no absentee or proxy voting permitted.

15.4 A regular member in good standing is a regular member whose dues are current.

15.5 Special membership meetings may be called by the President and any two (2) regular members in good standing with ten (10) days notice.

15.6 The presence of not less than 20% of the Members in good standing will constitute a quorum and will be necessary to conduct the business of the Association.

15.7 A “majority vote of a quorum,” shall consist of a majority (50% plus 1) of the regular members in good standing and who are in attendance at the meeting at which the matter being considered is voted on.

15.8 The Association shall be governed by common accord. Any disputes arising in any meeting or regarding any action or lack thereof shall be handled in accordance with the most current edition of *Robert’s Rules of Order*.

As used in these Bylaws where ever the context so indicates the masculine, feminine or either gender shall be deemed to include the other.

The above Bylaws being duly adopted by a majority vote of a quorum of the regular membership present at a meeting duly called and held on Tuesday, October 13, 2009 supersedes all previous Bylaws.

Having operated in accordance with these Bylaws since Tuesday, October 13, 2009, these Bylaws shall be effective as of that date.

Articles I through XV of these Bylaws, inclusive, contained on fourteen (14)

typewritten pages were adopted and approved as written by a majority of a quorum of regular membership present at the special membership meeting on Tuesday, October 13, 2009.

BOARD OF DIRECTORS AND OFFICERS CERTIFYING ADOPTION:

Wendy Griffith
Chairperson of the Board

Carol Edmunds
President

Stan Begam
Director

Bob Milke
First Vice President

Glen Gill
Director

Mary Jo Salvaggio
Second Vice President

Lynn Pennington
Director

Susan Bowers
Recording Secretary

David Prather
Director

Lynda Hull
Corresponding Secretary

Charles Stansell
Director

Jake Messinger
Treasurer

Irene Wenglar
Director