

**BYLAWS
OF
THE SUGAR LAND
CITIZENS POLICE ACADEMY
ALUMNI ASSOCIATION**

A TEXAS NONPROFIT CORPORATION

ADOPTED 11/11/2014

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ARTICLE 1 MISSION AND PURPOSE

1.1 Mission Statement

Support and Serve those who Serve and Protect

1.2 Purpose

The Sugar Land Citizens Police Academy Alumni Association (the “SLCPAAA”) exists to bring together graduates of the Sugar Land Citizens Police Academy, in order to enhance the relationship between the Sugar Land Police Department (the “SLPD”) and the community it serves and protects, and to assist all law enforcement agencies.

ARTICLE 2 OFFICES AND ORGANIZATION

2.1 Principal Office

The principal office of the SLCPAAA is located in the City of Sugar Land, County of Fort Bend, State of Texas. The SLCPAAA may have any other offices within the State of Texas the Board of Directors (the “Board”) deems appropriate or as the affairs of the SLCPAAA require.

2.2 Registered Office and Registered Agent

The SLCPAAA has and shall continuously maintain a registered office in the State of Texas and a registered agent whose office is the registered office of the SLCPAAA as required by the Texas Non-Profit Corporation Act (the “Act”). The registered office may be, but need not be, the principal office of the SLCPAAA in the State of Texas, and the address of the registered office may be changed by the Board as appropriate or necessary.

2.3 Common Accord and Openness of Meetings

The SLCPAAA is governed by common accord. The procedural elements of all meetings shall be performed in accordance with Texas law, these Bylaws, and any rules of procedure adopted, and as amended, by the Board, in the case of Board meetings, or by the Regular Membership, in the case of Membership meetings. Any disputes arising in any meeting or regarding any action or lack thereof must be handled in accordance with Texas law, these Bylaws, and any rules of procedure adopted, and as amended, which apply to the meeting. To the extent it does not conflict with Texas law, these Bylaws, or any adopted or amended rules of procedure, the Board or any presiding Officers may refer to the most current edition of *Robert’s Rules of Order, Revised* to answer any unresolved procedural questions which arise.

Except as specified in this paragraph, all SLCPAAA meetings are open only to Members in good standing, the SLPD Liaison, SLPD officers and staff, and elected and appointed officials of the City of Sugar Land. Monthly Membership meetings are open to all Members, whether in good standing or not. Each regular monthly Membership meeting is open to persons selected by the Ed-

ucation Committee to be guest speakers at that meeting. Any meeting of the SLCPAAA is open to any person who has been invited to attend that meeting by resolution of the Board.

2.4 Amending These Bylaws

A two-thirds majority vote of the Members present at any regular Membership meeting or at any special Membership meeting called for the purpose, is required to alter, amend, replace, or repeal these Bylaws or for new Bylaws to be adopted or added. Thirty days’ notice of any pending action to alter, amend, replace, or repeal these Bylaws must be given to all Regular Members in good standing before any such action may be taken.

**ARTICLE 3
MEMBERSHIP**

3.1 Non-discrimination

The SLCPAAA may not deny Membership to any person on the basis of that person’s possession of any characteristic or inclusion in any class which is protected.

3.2 Regular Membership

Except as specified in Section 6.1, any person who has graduated from the Sugar Land Citizens Police Academy (the “SLCPA”) in the three years immediately preceding their application, upon submission of a complete signed application and payment of annual dues for the current year, may join the SLCPAAA as a *Regular Member*.

Each Regular Member shall provide current mail and email addresses and phone numbers to the SLCPAAA and give notice if an address or phone number changes or becomes obsolete.

By submitting a signed Membership application, Regular Members agree to be bound by these Bylaws.

3.3 Associate Membership

Any business, community service organization or other group or individual offering monetary or material support to the SLCPAAA may join the SLCPAAA as an *Associate Member*, subject to requirements established by the Board. Associate Members may not vote and may not hold offices within the SLCPAAA.

3.4 Honorary Membership

Any person may be designated an *Honorary Member* of the SLCPAAA by nomination by the Board and approval by a majority vote of the Members present at a Membership meeting. Honorary Members may not vote and may not hold offices within the SLCPAAA. The SLCPAAA may not require Honorary Members to pay dues, attend functions, or perform services.

3.5 Annual Dues

The Board determines the amount of the annual dues Regular Members must pay the SLCPAAA. The SLCPAAA may not refund paid dues.

Dues for a given year must be paid before the call to order of the January Membership meeting of that year. Former Members rejoining the SLCPAAA prior to December 1st of a given year shall pay full dues for that year. New Members joining the SLCPAAA for the first time after graduating from the Fall SLCPA class of the year in which they pay annual dues for the first time are deemed to have paid dues for the following year as well.

The SLCPAAA may not accept dues payment while any meeting not expressly called for that purpose is in session. Members and persons seeking Membership may not attempt to pay dues while any meeting not expressly called for that purpose is in session.

When any Regular Member fails to pay annual dues for the current year prior to the call to order of the March Membership meeting, that Member's Membership is terminated.

3.6 Regular and Special Meetings

A regular Membership meeting is held, without other notice than these Bylaws, at 7:00 p.m. on the second Tuesday of each calendar month in the Training Room of the SLPD at 1200 State Highway 6 South, Sugar Land, TX 77478.

A special Membership meeting may be called by or at the request of the President, the Board Chair or any two Regular Members in good standing. The person or persons calling a special Membership meeting must send notice of the meeting to all Members, at the mail or email address on file with the SLCPAAA, at least ten days prior to the date of the meeting.

3.7 Meeting Cancellation and Rescheduling

Any SLCPAAA meeting may be canceled or rescheduled in case of an emergency or inclement weather. The President shall notify Members of all canceled meetings within a reasonable time, and shall email notice of any rescheduled meetings to all Members at least ten days prior to the rescheduled date.

3.8 Good Standing

A Member in good standing is a person who meets all of the requirements of Membership, whose dues, if any, are current, and who has not been expelled, is not in the appeal period of an expulsion, and is not the subject of any charge before the Board or Membership which could result in expulsion. A Member who is not in good standing may not be appointed or elected to any position or office; may not perform any duties or exercise any authority of any office or position; may not be counted for purposes of constituting a quorum or a majority vote; and may not vote on any matter brought before the Membership or Board.

3.9 Voting

Each Member present who may vote may cast one vote on each matter brought before the Membership for consideration or action. All votes are generally cast by secret ballot, however, for

expediency, the President may call for a “show of hands” vote on any issue except a matter of Member expulsion. Votes may not be cast by an absentee Member or by proxy. As used in these Bylaws, “majority vote” means a vote in which more than 50% of eligible voters have selected a single alternative, “majority vote of the Members” means a vote in which the required majority of the Members eligible to vote and present when the vote is called have selected a single alternative, and “two-thirds majority vote” means a vote in which two-thirds of eligible voters have selected a single alternative.

3.10 Member Expulsion

Any Regular, Associate, or Honorary Member may be expelled from the SLCPAAA for failing to perform the duties of an appointed or elected SLCPAAA office or position, or for any illegal conduct or conduct which, as a reflection of the SLCPAAA’s behavior, is damaging to the SLCPAAA, the SLPD, or the reputation of either.

All charges of failure to perform duties or illegal or damaging conduct must be presented to the Board in writing. Upon receiving such charges, the Board shall, at its next regular meeting, discuss and examine the charges for compliance with these Bylaws, and vote whether or not to bring the charges before the Regular Membership. Upon an affirmative majority vote, the Chair or presiding Chair Pro Tem shall notify the affected Member in writing and instruct the President, or other appropriate Officer, to place the charges on the agenda for the next monthly Membership meeting. The SLCPAAA shall expel the Member upon an affirmative majority vote of the Members present at the meeting at which the charges are considered.

Any Member who has been expelled may appeal the expulsion within ninety days of the vote which affirmed it. An appeal must be in writing, and must be presented to the Board at a monthly Board meeting within the ninety day appeal period. Upon receipt of a written appeal, the Board shall instruct the President, or other appropriate Officer, to place notice of the appeal on the agenda of the next monthly Membership meeting. The Board shall further instruct the President, or other appropriate Officer, to place consideration of the appeal on the agenda of the following monthly Membership meeting. The expelled individual may present any evidence which supports the appeal to the Regular Membership present at the meeting at which the appeal is considered. The Board may also present to the Regular Membership present at the meeting at which the appeal is considered any evidence or findings pertaining to the expelled individual’s conduct. A two-thirds majority vote of the Members present at the meeting at which the appeal is considered is required to affirm the appeal and reverse the expulsion. This vote is final. Such expulsion, whether from failure to affirm an appeal or from expiration of the expulsion’s appeal period, is deemed removal of the person from any Director’s position or Office that person may hold.

ARTICLE 4
BOARD OF DIRECTORS

4.1 General Powers

The Board sets policy and guides the affairs of the SLCPAAA. The function of the Board is to approve or disapprove all activities and expenditures presented or proposed by Officers or Regu-

lar Members to ensure the SLCPAAA operates in accordance with the law, its Articles of Incorporation, and these Bylaws.

4.2 Selection, Qualifications, and Number

The Board consists of a minimum of seven and a maximum of eleven Directors elected from among the Regular Membership. A resolution approved by a two-thirds majority vote of the Members may increase or decrease the number of Directors, provided approval of such resolution would not exceed the limitations on Board size set in this paragraph. The term of any incumbent Director may not be shortened by any such decrease. Any Director position created by such an increase will be filled by election by a majority vote at the next monthly Membership meeting.

4.3 Election and Term

Directors are elected by the Regular Membership present at the January Membership meeting. If the election of Directors is not held at the January Membership meeting, the election must be held as soon thereafter as convenience permits.

The Nominating Committee shall select qualified candidates to be placed on the January ballot. The Nominating Committee shall present a report listing the candidates to the Secretary at the December Board meeting. The Secretary shall forward the report to all Regular Members at least thirty days before the January Membership meeting.

Any Regular Member in good standing may place names in nomination from the floor at the January Membership meeting, provided the nominee is present to accept nomination or has submitted written acceptance in advance of the meeting.

Voting is by secret ballot of the Members present at the meeting. The vote is tallied immediately, and the candidate receiving a majority of the vote is elected. If no candidate receives a majority of the vote, a run-off election will immediately take place between the two candidates receiving the most votes. In case of a tie between candidates in second place, where none of the candidates has received a majority of the votes, the run-off election will be between the three candidates in first and second places. The run-off process will continue until one candidate receives a majority of the votes.

Directors are elected to three-year staggered terms and retain their positions until the election of a successor at the second January Membership meeting after being elected. Directors may not serve more than one consecutive full three-year term, but a Director elected to a partial term may run for a full three-year term at the end of the partial term. Directors must step down for one year between full three-year terms.

4.4 Compensation of Directors

Directors, as such, may not receive salaries or other compensation for their services as Directors, but, with prior Board approval, the SLCPAAA may reimburse Directors for valid expenses of operation of the SLCPAAA. This provision may not be construed to preclude any Director from serving the SLCPAAA in any capacity consistent with Section 12.3 of these Bylaws.

4.5 Chair and Chairs Pro-Tem

At each February Board meeting the Board shall elect a Chair to serve as facilitator at all its meetings. Immediately upon election, the Chair shall appoint from among the Directors at least one Chair Pro Tem, and as many more as the Chair deems appropriate, to serve in the Chair’s absence, or in the event of the Chair’s inability or refusal to act. In such event, the Chair Pro-Tem, or Chairs Pro Tem in order of their appointment, shall perform the duties of the Chair, and when so acting, has all the powers of and is subject to all the restrictions upon the Chair.

An outgoing Chair, who is no longer a Director but remains a Regular Member in good standing, serves the SLCPAAA as an advisor to the current Board for one year.

4.6 Regular Board Meetings

A regular Board meeting is held, without other notice than by these Bylaws, at a time of the Board’s choosing on the first Tuesday of each calendar month in the Training Room of the SLPD, 1200 State Highway 6 South, Sugar Land, TX 77478, or at such other time and place as the Board determines. The Board may provide, by resolution, the time and place, within the State of Texas, for the holding of additional regular Board meetings without other notice than such resolution.

4.7 Special Board Meetings and Notice

Special Board meetings may be called by or at the request of the President, the Chair, or any two Directors. The person or persons calling a special Board meeting may fix any time and place, as the time and location of that special meeting.

Notice of any special meeting of the Board must be given by the person or persons who call the meeting at least seven days prior to the date of the meeting. Written notice must be delivered personally or sent by mail, fax, or email to each Director at the appropriate address, fax number or email address as shown in the records of the SLCPAAA. Notice must also be emailed to all Members. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice, or any waiver of notice, of such meeting, unless specifically required by law or these Bylaws.

4.8 Quorum

A quorum must be present for the Board to meet in its capacity as the Board. The presence of 70% of the total Directorship at a meeting of the Board is a quorum for transacting the business of the SLCPAAA. Vacant positions are not considered in determining quorum. If a quorum is not present for an intended Board meeting, the Directors present shall, by majority vote, choose to either cancel the meeting or reschedule it according to these Bylaws.

4.9 Manner of Acting

Each Director has one vote on all matters requiring approval, and may not cast that vote as an absentee or by proxy. The act of a majority of the Directors present at a meeting is the act of the Board, unless the act of a greater number is required by law or these Bylaws. With only the exception specified in Section 4.10, business of the SLCPAAA may not be voted upon other than at a Membership meeting or a Board meeting properly called as specified in these Bylaws.

4.10 Informal Action by Board

If deemed necessary by the Chair or the President, any action to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken by email vote without a formal meeting, provided all Directors have unanimously voted by email ballot called for this purpose to approve the informal action prior to the action being taken.

4.11 Vacancies of Director Positions

Vacancy of a Director position occurs upon the death, resignation, or removal of any Director, or upon the expulsion of the Member holding that Director position.

Any vacancy occurring on the Board, or any Directorship to be filled by reason of an increase in the number of Directors, is filled by a majority vote at the following monthly Membership meeting after the vacancy occurs but no later than 60 days from vacancy. A Director elected to fill a vacancy will serve for the remaining term of the vacating Director.

4.12 Resignation of Directors

A Director may resign at any time. Any resignation is effective upon receipt by the President or any Director of written notice, unless the notice specifies a later effective time for the resignation. 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 is terminated as specified in Section 3.5 or who misses three monthly Board meetings without cause in a twelve month period is deemed to have resigned. For the purposes of this paragraph, presence or absence of cause is determined by a majority vote of the Board.

A Director who has resigned during a term of office may not be reelected to fill the same position during the same term.

4.13 Removal of Chair

A Chair may be removed from their position as Board Chair at any time, with or without cause, by a two-thirds majority vote of the other Directors.

4.14 Removal of Directors

A Director may be removed from the Board at any time, with or without cause. Except as specified in Section 3.10, removal requires a two-thirds vote of the total Directorship. This vote must be by secret ballot at a regular or special Board meeting called in accordance with these By-laws. Persons removed from their position in this manner may not be elected to another position on the Board for one year from the date of their removal.

ARTICLE 5 OFFICERS

5.1 General

The business of the SLCPAAA is conducted, controlled, and supervised by Officers. Officers of the SLCPAAA must include a President, a Vice President, a Secretary, and a Treasurer and may include a second Secretary, as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board deems appropriate or necessary. Officers to fill these offices must be appointed in accordance with the provisions of these Bylaws and will have the authority to perform any duties prescribed by the Board. A person may hold any two or more offices except the offices of President, Secretary and Treasurer.

5.2 Appointment and Term of Office

All Officers are appointed by the Board from among the Regular Membership, and are appointed at each February Membership meeting. If an appointment of any Officer is not made at a February Membership meeting, that appointment must be made as soon thereafter as convenience permits. New offices may be created by the Board and filled by appointment at the next monthly Membership meeting of the SLCPAAA.

Each Officer holds office until a successor has been duly appointed. Officers may serve up to three consecutive full one-year terms. Members who have served three consecutive full one-year terms as any Officer may not serve as an Officer for one year after the end of their third full term of office. Members who may not serve as Officers because of this provision may be elected to a Director position at any time.

5.3 President

The President is the principal executive officer of the SLCPAAA and is the general supervisor and controller of the business and affairs of the SLCPAAA. The President shall perform all duties incident to the office of President and all other duties assigned by the Board, and shall preside at all monthly Membership meetings. The President may sign, with the Secretary or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board, by these Bylaws, or by statute to some other Officer or agent of the SLCPAAA. The Board may call upon the President to break a tie vote on any matter before the Board except the removal of the President from office or the expulsion of the President from the SLCPAAA. Upon completion of a term or terms as President ended solely by term limit, failure to be reelected, or resignation, an immediate Past President, if remaining a Regular Member in good standing, serves for one year as an Advisor to the newly appointed Officers.

5.4 Vice-Presidents

Vice Presidents are the principal assistants to the President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President, or Vice Presidents in order of their appointment, shall perform the duties of the President, and when so acting, has all the powers of and is subject to all the restrictions upon the President. Any Vice President shall

perform all other duties incident to the office of Vice President or assigned by the President or the Board.

5.5 Treasurer

The Treasurer has charge and custody of and responsibility for all funds and securities of the SLCPAAA. The Treasurer shall perform and maintain documented accounting of all financial transactions of the SLCPAAA; shall receive and give receipts for monies due and payable to the SLCPAAA, and deposit such monies with any banks, trust companies, or other depositories selected by the Board; shall prepare and present to the Board a monthly Treasurer's report and annual Fiscal Year Budget; and shall perform all other duties incident to the office of the Treasurer or assigned by the President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of assigned duties in such sum and with such surety or sureties as the Board determines, the cost of the bond being borne solely by the SLCPAAA.

5.6 Secretary or Secretaries

The Secretary shall record, and take custody of and maintain the record of, the minutes of the meetings of the Membership and the Board; shall give all notices in accordance with the provisions of these Bylaws or as required by law; shall take custody of and maintain the corporate records; shall take custody of and maintain the past and current Membership records; shall take custody of the seal of the SLCPAAA and affix the seal of the SLCPAAA to all documents the execution of which on behalf of the SLCPAAA under its seal is duly authorized in accordance with the provisions of these Bylaws; and shall perform all other duties incident to the office of Secretary or assigned by the President or the Board.

If there is more than one Secretary, there will be a Recording Secretary, who shall record meeting minutes and take custody of and maintain the record of the meeting minutes and the corporate records, and a Corresponding Secretary, who shall send and receive the SLCPAAA's correspondence, give all notices, take custody of and maintain the Membership record, and take custody of and affix when appropriate the seal.

5.7 Assistants to Treasurer and Secretaries

Assistant Treasurers and Assistant Secretaries, shall assist the Treasurer and the Secretary or Secretaries respectively in the performance of their duties, and shall perform all duties assigned to them by their respective superiors, the President, or the Board. If required by the Board, any and all Assistant Treasurers shall give bonds for the faithful discharge of assigned duties in such sums and with such sureties as the Board determines, the cost of the bonds being borne solely by the SLCPAAA.

5.8 Vacancies of Offices

Vacancy of an office occurs upon the death, resignation, or removal of any Officer, or upon the expulsion of the Member holding that office.

Any vacancy occurring in an office, or any office to be filled by reason of the creation of an office by the Board, is filled by appointment at the following monthly Membership meeting after

the vacancy occurs but no later than 60 days from vacancy. An Officer appointed to fill a vacancy holds that office until the regular appointment of Officers at the February Membership meeting.

5.9 Resignation of Officers

An Officer may resign at any time. Any resignation is effective upon receipt by the President or any Director of written notice, unless the notice specifies a later effective time for the resignation. If the resignation of an Officer is effective at a future time, the President or Vice President may appoint a Regular Member to fill the vacancy. The newly appointed Officer will take office when the resignation becomes effective.

An Officer whose Regular Membership is terminated as specified in Section 3.5 is deemed to have resigned.

An Officer who has resigned during a term of office may not be re-appointed to fill the same position during the same term.

5.10 Removal of Officers

An Officer may be removed from office at any time, with or without cause, if, in the Board's judgment, the best interests of the SLCPAAA would be served. Except as specified in Section 3.10, removal requires a two-thirds majority vote of the total Directorship. This vote must be by secret ballot at a regular or special Board meeting called in accordance with these Bylaws. Such removal is without prejudice to the contract rights, if any, of the Officer so removed.

ARTICLE 6 LIAISONS

6.1 SLPD Liaison to the SLCPAAA

An officer of the SLPD, appointed by the Chief of Police of Sugar Land or designee, acts as SLPD Liaison to the SLCPAAA (the "SLPD Liaison"). The SLPD Liaison reports activities and progress to interested parties of both organizations and provides assistance as requested by the SLCPAAA. The SLPD Liaison is invited to attend all SLCPAAA meetings and activities, but is ineligible for Regular Membership and may not vote.

6.2 SLCPAAA Liaison to the SLPD

The President shall act as the SLCPAAA Liaison to the SLPD (the "Alumni Liaison"). The Alumni Liaison shall report all activities and progress to the SLPD Liaison, and shall forward to the Chair all reports from the SLPD Liaison. The Alumni Liaison shall serve to organize and control, on behalf of the SLCPAAA, all joint functions, support activities, and any other needs expressed by either the SLCPAAA or the SLPD.

ARTICLE 7 COMMITTEES

7.1 General

With the exception of the Audit Committee, all committees and a Committee Chair to head each committee are appointed from among the Regular Membership by the President as necessary or appropriate and confirmed by the Board. A Committee Chair may request that the President appoint a Committee Vice Chair to assist that Committee Chair or perform the Committee Chair's duties in the event of the Committee Chair's absence, or inability or unwillingness to perform those duties. Whether or not to appoint a Committee Vice Chair, whether or not requested by a Committee Chair, is at the President's sole discretion. Committee Chairs serve at the pleasure of the President, and may have their appointments canceled at any time the President deems appropriate. A committee must consist of at least two persons, and may consist of as many persons as the President appoints and the Board confirms.

The President is an ex officio representative of all committees. Each Committee Chair shall forward to the President a monthly report, to be summarized by the President at each monthly Board meeting, of the committee's activities for the previous month. This report shall be forwarded to the President by 5:00 p.m., Central Time, the day prior to the monthly Board meeting at which it will be summarized. The Board may require such a report at any other reasonable time.

7.2 Standing Committees

The following committees are standing committees, and, with the exception of the Audit Committee, their members, Committee Chairs and Committee Vice Chairs, if any, are appointed by the President with the approval of the Board:

The **ABC Committee**, which maintains a register, and shall provide appropriate memorial of, the anniversaries, birthdays, and notable celebrations of SLPD officers and staff, Community Assistance Support Team volunteers, and Members;

The **Audit Committee**, which is appointed by the Board from among all the Regular Members except the Treasurer and must have a Director as its Chair, shall, prior to the end of each February, audit the SLCPAAA's financial records for the previous year and present such audit at the March Board meeting;

The **Bylaws Committee**, which shall maintain sufficient knowledge and understanding of these Bylaws to act in an advisory capacity to Members on issues of compliance with these Bylaws, and shall draft and submit for ratification any proposed alterations of, amendments to, or revisions of these Bylaws;

The **CPA Committee**, which shall assist and support the SLPD with the CPA classes. This duty includes, but is not limited to, coordinating Member volunteers, refreshments, set-up, and clean-up for each class.

The **Education Committee**, which shall oversee and coordinate the guest speakers, or educational or social opportunities, the SLCPAAA shall provide its Members at each monthly Membership meeting. Such oversight and coordination will include, but is not limited to, determina-

tion of and coordination with an appropriate guest speaker, or educational or social opportunity, for each monthly Membership meeting, and presentation at each monthly Board and Membership meeting the name and qualifications of the following month’s guest speaker or speakers or similar appropriate information for educational or social opportunities;

The **Fundraising Committee**, which shall oversee and coordinate any and all fundraising activities of the SLCPAAA. Such oversight and coordination will include, but is not limited to, initial consideration of, and appropriate assistance, as deemed so by the Committee Chair, in presentation to the Board and Membership by the suggesting Member, any fundraising activities suggested by any Member in good standing; preparation and forwarding to the President of monthly reports of fundraising activities, including, but not limited to, anticipated expenditures and revenues, anticipated participation, times and locations, and other relevant information requested by the President or Board; and timely preparation and forwarding to the President of final reconciliation of the results of all fundraising activities;

The **Membership Committee**, which shall coordinate SLCPAAA Member recruitment.

The **Nominating Committee**, which shall select qualified candidates for Directors to be placed on the January ballot, shall present a report listing the candidates to the Secretary at the December Board meeting, and shall prepare paper ballots for use during the election;

The **Website Committee**, which has control of and shall maintain the SLCPAAA website found at www.slcptaaa.org. This duty includes, but is not limited to, ensuring the functionality and accessibility of the SLCPAAA website to the Members and the public; ensuring the accuracy of all information available on the website; and issuing and when necessary canceling passwords, and Officer and Director email accounts and access to the website.

7.3 Time and Needs Committees

Time and Needs Committees may be appointed by the President to address a specific need, for a specific length of time, or both.

**ARTICLE 8
FINANCES**

8.1 Audit

Prior to the end of each February, an Audit Committee appointed by the Board shall audit the SLCPAAA’s financial records for the previous year. The Board shall appoint a Director as the Chair of the Audit Committee.

8.2 Budget

The Treasurer shall present to the Board the proposed Fiscal Year Budget (the “Budget”) for the upcoming fiscal year at each November Board meeting. The Board may request revision of the Budget, or subsequent revised Budgets, but must approve a Budget no later than the February meeting of the year for which a Budget is proposed.

8.3 Checks and Drafts

The SLCPAAA shall make all payments for expenditures approved by the Board by check. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SLCPAAA must be signed by any two of the following Officers: President, Treasurer, 1st Vice President and Secretary or, if there are two Secretaries, Corresponding Secretary.

8.4 Contracts

The Board may authorize any SLCPAAA Officer, in addition to Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SLCPAAA. Such authority may be general or confined to specific instances.

8.5 Deposits

The Treasurer shall deposit all funds of the SLCPAAA to the credit of the SLCPAAA in such banks, trust companies, or other depositories as the Board selects.

8.6 Distribution of Net Earnings

The SLCPAAA and its Members may not distribute any part of the SLCPAAA’s net earnings to the benefit of Members or other persons, except that, with Board approval, the SLCPAAA may reimburse Members or Officers for valid expenses of operation of the SLCPAAA.

8.7 Gifts

The Board, or whomever the Board approves, may accept on the SLCPAAA’s behalf any gift, contribution, bequest, or devise for the general purposes or any special purpose of the SLCPAAA.

**ARTICLE 9
BOOKS AND RECORDS**

9.1 General Requirement, Corporate Records, and Financial Records

The SLCPAAA shall keep correct and complete books and records of account.

The Secretary or Recording Secretary, as appropriate in accordance with Section 5.6, shall timely file, maintain, and keep in the SLCPAAA’s principal office, or other appropriate location designated by the Board, all original corporate records. Such records include minutes of all Membership and Board meetings, 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. Such records also include past and present Membership. Membership records include the circumstances of the transition of any Member from current to former Membership, whether by resignation, failure to renew, expulsion, or other means. Membership records also include a register of current mailing and email addresses for current Regular Members, which each Regular Member shall furnish to the SLCPAAA. The current Membership register must include any contact information which may have been furnished by any Associate or Honorary Member.

The Treasurer shall maintain and keep possession of all original financial records of the SLCPAAA, including Treasurer’s reports, and shall timely file copies of all monthly Treasurer’s reports with the SLCPAAA’s corporate records.

9.2 Inspection and Copies of Records

All books and records of the SLCPAAA may, upon written request to the President and approval by the Board, be inspected by any Member or any Member’s agent or attorney for any proper purpose at any reasonable time. To receive a copy of such records, the requestor must pay a fee determined by the Board.

A copy of the current Membership register shall, upon request, be provided within a reasonable time to any regular Member. The SLCPAAA may require the payment of a fee, to be determined by the Board, for the provision of a copy of the register to a Member, but the Board may not set a fee which exceeds the actual expenses incurred in the provision of the register to the requesting Member.

**ARTICLE 10
FISCAL YEAR AND SEAL**

10.1 Fiscal Year

The fiscal year of the SLCPAAA begins on the first day of January and ends on the last day of December in each calendar year.

10.2 Corporate Seal

The Board may provide a corporate seal that must be in the form of a circle and must have inscribed on it the name of the SLCPAAA and the words “Corporate Seal of the Sugar Land Citizens Police Academy Alumni Association.” The Board may adopt, use, or alter the corporate seal as it deems necessary or appropriate.

**ARTICLE 11
NOTICE REQUIREMENTS AND WAIVER**

11.1 Mailed Notice

Any required written notice, if mailed, is deemed delivered when deposited in the United States Postal Service, appropriately addressed, and with prepaid postage affixed.

11.2 Waiver of Notice

Any person entitled to notice by the provisions of the Act, the Articles of Incorporation of the SLCPAAA, or these Bylaws may waive any such notice requirement. A written waiver of a notice, signed by the person or persons entitled to the notice, whether signed before or after the date of the subject of the notice, is deemed the equivalent of notice. The attendance of a Member at

any meeting of the SLCPAAA constitutes a waiver by that Member of any notice requirement for that meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12

POLICIES

12.1 Non-Intervention Policy

The SLCPAAA is a non-intervention association. Members who are not peace officers licensed by the State of Texas, or otherwise authorized to exercise police powers in any jurisdiction relevant to this clause, may not represent themselves as such (unless coincidental). The policy of the SLCPAAA is for all Members to observe and report any offenses to the appropriate law enforcement agency with jurisdiction over the offense. Any action taken by a Member in violation of this policy, is not an official act of the SLCPAAA or any law enforcement agency, and may not be represented as such. Each Member, by maintenance of Membership in the SLCPAAA agrees to indemnify, release, and hold harmless the City of Sugar Land, its elected or appointed officials, the SLPD and its officers, and the SLCPAAA, its Directors, Officers, and Members for any results of any action taken on their own initiative in violation of this policy.

12.2 Limitation on Usage of Membership Register

The Membership register and the information it contains are proprietary and confidential. Members may not distribute the Membership register or the information it contains to any third parties or non-Members. The Membership register and the information it contains may not be used for purposes of solicitation of the Membership without prior Board approval.

12.3 Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the person with the interest shall fully disclose the nature of the interest and withdraw from discussing, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest may not be approved unless a quorum may be formed by disinterested Directors and a majority of disinterested Directors determine it is in the best interest of the SLCPAAA to do so. The minutes of any meeting at which such a vote or votes are taken must record all such disclosures and abstentions, and, if any such matters are approved, the rationale for approval.

12.4 Fundraising

Any Member of the SLCPAAA may suggest fundraising activities to the Board. A majority vote of the Members present at a monthly Membership meeting is required to approve all such activities. The Board may veto any such activity at any time, if it determines the activity violates the purpose of the SLCPAAA, the Articles of Incorporation of the SLCPAAA, or these Bylaws.

12.5 Political Activity

The SLCPAAA may 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 SLCPAAA for or against any issue, candidate or other matter that has been formally brought forth to the public for vote by federal, state, county, or municipal government or any political subdivision thereof. This provision does not serve to restrict or encumber any Member's exercise of their right to promote or campaign for or against issues or candidates of that Member's choice, with the understanding that such activity may not be engaged in a manner which, in any way, implies or appears to reflect the SLCPAAA's support, or lack thereof, for any such issue or candidate.

The SLCPAAA 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.

ARTICLE 13 DISSOLUTION

13.1 Distribution of Assets

Upon a decision made in accordance with the Act to wind up the business affairs of the SLCPAAA or terminate its existence as a domestic entity, and after all liabilities and obligations of the SLCPAAA are paid, satisfied, and discharged in accordance with the Act, all assets of the SLCPAAA shall be distributed as follows: property held by the SLCPAAA on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and the remaining assets of the corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code (the "Tax Code"), or described by Section 170(c)(1) or (2) of the Tax Code, or the corresponding section of any future federal tax code, or to the City of Sugar Land for a public purpose, under a plan of distribution adopted in accordance with the Act.

13.2 Distribution by Court

In the event any property or assets of the SLCPAAA cannot be distributed in accordance with Section 13.1, such assets shall be distributed by a district court of the county in which the SLCPAAA's principal office is then located to one or more organizations exempt under Section 501(c)(3) of the Tax Code, or described by Section 170(c)(1) or (2) of the Tax Code, or the corresponding section of any future federal tax code, or to the City of Sugar Land for a public purpose. The court shall make the distribution in the manner the court determines will best accomplish the general purposes of the SLCPAAA.

ACKNOWLEDGMENT OF ADOPTION

The above Bylaws were adopted as written by a two-thirds majority vote of the Members present at the monthly Membership meeting held on Tuesday, November 11, 2014. These Bylaws are effective as of that date and supersede all previous Bylaws.

ACKNOWLEDGMENT BY DIRECTORS AND OFFICERS OF THE SLCPAAA

Wendy Griffith
Board Chair & Director, Position 6

Lupe DeLa Cruz
Director, Position 1

Harry Steinberg
Director, Position 2

Donald Baker
Director, Position 3

David Prather
Director, Position 4

Director, Position 5

Vernon Krippner
Director, Position 7

Andrew Wolf
President

Shawn Blaylock
First Vice President

Vicki Cerna-Bell
Recording/Corresponding Secretary

Richard Fenton
Treasurer