

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

**A TEXAS NONPROFIT CORPORATION**

**ADOPTED 03/14/2023**

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## Table of Contents

ARTICLE 1 - MISSION AND PURPOSE	5
1.1 Mission Statement	5
1.2 Purpose	5
ARTICLE 2 - OFFICES AND ORGANIZATION	6
2.1 Principal Office	6
2.2 Registered Office and Registered Agent	6
2.3 Common Accord and Openness of Meetings	6
2.4 Amending These Bylaws	6
ARTICLE 3 - MEMBERSHIP	7
3.1 Non-discrimination	7
3.2 Regular Membership	7
3.3 Associate Membership	7
3.4 Honorary Membership	7
3.5 Annual Dues	7
3.6 Regular and Special Meetings	7
3.7 Meeting Cancellation and Rescheduling	8
3.8 Good Standing	8
3.9 Voting	8
3.10 Members' Code of Conduct	9
3.11 Termination of Membership	9
3.12 Appeals	9
ARTICLE 4 - BOARD OF DIRECTORS	10
4.1 General Powers	10
4.2 Selection, Qualifications, and Number	10
4.3 Executive Board Members' Code of Conduct	10
4.4 Election and Term	10
4.5 Compensation of Directors	11
4.6 Chair and Chairs Pro-Tem	11
4.7 Regular Board Meetings	12
4.8 Special Board Meetings and Notice	12
4.9 Quorum	12
4.10 Manner of Acting	12

4.11 Informal Action by Board	12
4.12 Vacancies of Director Positions	13
4.13 Resignation of Directors	13
4.14 Removal of Chair	13
4.15 Removal of Directors	13
4.16 Open Meetings	13
ARTICLE 5 - OFFICERS	14
5.1 General	14
5.2 Appointment and Term of Office	14
5.3 President	14
5.4 Vice-Presidents	14
5.5 Treasurer	15
5.6 Secretary or Secretaries	15
5.7 Assistants to Treasurer and Secretaries	15
5.8 Vacancies of Offices	15
5.9 Resignation of Officers	15
5.10 Removal of Officers	16
ARTICLE 6 - LIAISONS	17
6.1 SLPD Liaison to the SLCPAAA	17
6.2 SLCPAAA Liaison to the SLPD	17
ARTICLE 7 - COMMITTEES	18
7.1 General	18
7.2 Standing Committees	18
7.3 Other Committees	18
ARTICLE 8 - FINANCES	19
8.1 Audit	19
8.2 Budget	19
8.3 Checks and Drafts	19
8.4 Contracts	19
8.5 Deposits	19
8.6 Distribution of Net Earnings	19
8.7 Gifts	19
ARTICLE 9 – BOOKS AND RECORDS	20

9.1 General Requirement, Corporate Records, and Financial Records	20
9.2 Inspection and Copies of Records	20
ARTICLE 10 - FISCAL YEAR	20
10.1 Fiscal Year	20
ARTICLE 11 - NOTICE REQUIREMENTS AND WAIVER	20
11.1 Delivery Notice	20
11.2 Waiver of Notice	20
ARTICLE 12 - POLICIES	21
12.1 Non-Intervention Policy	21
12.2 Limitation on Usage of Membership Register	21
12.3 Conflict of Interest	21
12.4 Fundraising	21
12.5 Political Activity	21
ARTICLE 13 - DISSOLUTION	23
13.1 Distribution of Assets	23
13.2 Distribution by Court	23
ACKNOWLEDGMENT OF ADOPTION	24

# **ARTICLE 1 - MISSION AND PURPOSE**

## **1.1 Mission Statement**

The Sugar Land Citizens Police Academy Alumni Association (SLCPAAA) is a non-profit 501(c)(3) organization, independent of the Sugar Land Police Department (SLPD). The SLCPAAA was formed and exists to provide an avenue for the Citizens Police Academy graduates who wish to give back to their local police department, by volunteering and supporting projects and programs benefiting the SLPD, as well as the community and the citizens it serves.

## **1.2 Purpose**

The purpose of the SLCPAAA is to bring together graduates of the Sugar Land Citizens Police Academy, who wish to continue to encourage relations between the community and the SLPD, to promote growth, development and continued education in the mission of the SLPD through neighborhood activities and events, that are meaningful, rewarding experiences for our community, which assist in improving/enhancing the quality of life

## **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.

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. Each regular monthly Membership meeting is open to persons selected by the Board or any SLCPAAA Officer 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 based on that person's possession of any characteristic or inclusion in any class which is protected.

### **3.2 Regular Membership**

Any person who has graduated from the Sugar Land Citizens Police Academy (the "SLCPA"), 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.

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 should be paid by the January Membership meeting. Any Regular Member who fails to pay annual dues for the current year by the March Membership meeting will be terminated. New Members joining SLCPAAA within 30 days after graduating from the Fall SLCPA class are deemed to have paid dues for the following year as well.

### **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 or any other meeting place designated by the officers of the SLCPAAA. When the Membership meeting is moved to another location, the Secretary shall send notice of the designated location to all Members by email at least five days prior to the date of the meeting.

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 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 seven 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 as specified in paragraph 3.2 and 3.5, 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 Regular Member in good standing who is present may cast one vote on each matter brought before the Membership for consideration or action. Votes are generally cast by show of hands however the vote on any issue of Member expulsion will be by secret ballot. Votes may not be cast by an absentee Member or by proxy.

### **3.10 Members' Code of Conduct**

No member will act for, negotiate, or enter any agreement on behalf of SLCPAAA in any way other than as authorized by the board.

No member shall promote or represent himself/herself on behalf of the SLCPAAA or Sugar Land Police Department for personal, political, or financial gain. Members shall be expected to:

1. Respect each other.
2. Share responsibility.
3. Listen courteously.



4. Critique ideas, not people
5. Keep an open mind.
6. Work as a team

### **3.11 Termination of Membership**

Violation of any part of the code of conduct is cause for review by the Executive Board. After an appropriate hearing, discussion and two-thirds affirmative vote, the Executive Board may suspend or terminate a member for just cause.

Upon termination of membership, any badges, keys or property of the SLCPAAA must be returned immediately.

### **3.12 Appeals**

Any former member may appeal their revoked membership to the general membership by submitting a request to the Secretary of the SLCPAAA. Such appeal will be presented to the members at the next general membership meeting. After discussion, the matter will be resolved by a majority vote of members in good standing present at the meeting.

# **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 proposed by Officers or Regular 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 five and a maximum of eleven Directors elected from among the Regular Membership in good standing. A resolution approved by a two-thirds majority vote of the members present at a General Membership meeting may increase or decrease the number of Directors, provided such resolution is within the Board size limitations 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 Executive Board Members' Code of Conduct**

The Executive Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate behavior when acting as board members. They also be governed by the Members' Code of Conduct as stated in Article 3.10.

In addition, Executive Board Members must:

1. Exercise common sense and good judgment
2. Have no self or business promotion in their position as board members.
3. Not use their position to obtain employment for themselves, family, or associates
4. Treat issues of sensitive nature discreetly and confidentially (respect the confidentiality appropriate on issues of a sensitive nature
5. Withdraw from discussion and votes on issues where there is a conflict of interest.

The Executive Board will investigate complaints against its own members and determine if a violation of the Code of Conduct has occurred. Course of action is the same as listed in Article 3.11.

## **4.4 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 at the next scheduled General Membership meeting.

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 or emailed acceptance in advance of the meeting.

Directors are elected by a vote of the Members present at the January General Membership meeting. If the January meeting is not held for any reason, the election will occur at the first subsequent General Membership meeting. Voting will be by secret ballot. 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. Directors will retain their positions until the election of their successor. Except as allowed below, 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.

If no eligible member is willing to fill the position of a director whose term is expiring, the term of that Director may be extended by one-year on a year per year basis, by a majority vote of members at the general membership meeting in which the Board election is held. Such extension will not change the term expiration date three-year cycle for the position. If a new Director is elected in the interim of the already established 3-year cycle for that position, the newly elected person will serve a partial term.

#### **4.5 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.

#### **4.6 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.

#### **4.7 Regular Board Meetings**

Except as indicated below, regular Board meetings are 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.

If circumstances prevent an in-person meeting, Board meetings may be held by conference call or other similar method at the discretion of the Chair if no Board member objects.

#### **4.8 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.

#### **4.9 Quorum**

A quorum must be present for the Board to meet in its capacity as the Board. The presence of 60% 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 a Board meeting, the Chair or Chair Pro-tem may reschedule or cancel the meeting.

#### **4.10 Manner of Acting**

Each Director has one vote on all matters requiring board approval and may not cast that vote as an absentee or by proxy. Matters are decided by a majority vote of the Directors present at a meeting, unless a greater number is required by law or these Bylaws. With only the exception specified in Section 4.11, business of the SLCPAAA may not be voted upon other than at a Board meeting properly called as specified in these Bylaws.

#### **4.11 Informal Action by Board**

If deemed necessary by the Chair or the President, any action to be taken at a meeting of the Board, may be taken by email or text message vote without a formal meeting, provided all Directors are in agreement for the purpose of voting to approve the action.

#### **4.12 Vacancies of Director Positions**

Vacancy of a Director position occurs upon the death, resignation, removal of any Director, or an increase in the number of directors.

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 next monthly Membership meeting after the vacancy occurs. A Director elected to fill a vacancy will serve for the remaining term of the vacating Director. If the vacancy, is a result of an increase in the number of directors, the board will determine the length of the initial term for the newly created position to stagger term expirations as evenly as possible.

#### **4.13 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.

#### **4.14 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.

#### **4.15 Removal of Directors**

A Director may be removed from the Board at any time, with or without cause. Except as specified in Section 3.11, 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 Bylaws. 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.

#### **4.16 Open Meetings**

To facilitate openness, any Member in Good Standing may attend board meetings. However, persons who attend who are not a current Board member or Officers may not participate in discussions unless explicitly invited to do so by the Chair.

Members wishing to discuss an issue with the board must notify the chair prior to the meeting. At the Chair's discretion, such items may be accepted or declined as agenda items.

## **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 is appointed for a term of one year and holds office until a successor has been duly appointed. The officer may serve multiple consecutive terms at the Board's discretion.

### **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, to include; brainstorming and planning long-term and high level strategies to improve the organization, have the necessary time needed to be able to fulfill the position, explore ways to increase the financial status of the organization, present to the Board of Directors during important meetings and providing accurate updates, and must communicate timely with the Board and general membership all updates and correspondence from the police department as the liaison between the organization and the police department. 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.

#### **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.

#### **5.6 Secretary or Secretaries**

The Secretary shall record the minutes of all Membership and Board Meetings. Other duties of the Secretary include giving notices, maintaining membership and corporate records, and other duties incidental 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.

#### **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.

#### **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 next monthly Membership meeting after the vacancy occurs. 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. The Board will 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 3.11, 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.



## **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 Board. A Committee Chair may request that the Board 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. Appointment of a Committee Vice Chair is at the Board's sole discretion. Committee Chairs serve at the pleasure of the Board 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 Board appoints.

The President and Board Chair are ex officio members of all committees. Each Committee Chair shall forward to the Board Chair a monthly report by the last day of the month.

### **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 Board:

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 to the Board for review any proposed alterations of, amendments to, or revisions of these Bylaws.

The *Fundraising Committee* which shall manage fundraising activities approved by the board.

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;

### **7.3 Other Committees**

Additional Committees may be created by the Board as needed. Such committees shall be renewed or dissolved annually.

## **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 be responsible for the preparation of an annual budget, as well as regularly monitoring and comparing to the actual revenues and expenses incurred against such budget.**

**In the November board meeting each year, the Treasurer shall present the initial budget draft for review and discussion. Any revisions will be reflected in the Proposed Fiscal Year Budget presented in the December Board meeting for final approval. Once the proposed budget is approved, it will become the Adopted Budget of the SLCPAAA for the upcoming fiscal year. Thereafter, the Board may adjust or amend the budget as needed.**

### **8.3 Checks and Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the SLCPAAA shall be signed by any two (2) officers.

### **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**

All funds of the SLCPAAA shall be deposited 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**

An Officer or Board member may accept on SLCPAAA's behalf any gift, contribution, or bequest approved by the Board.

## **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 maintain and keep possession of 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 lists.

The Treasurer shall maintain and keep possession of all original financial records of the SLCPAAA, including Treasurer's reports.

### **9.2 Inspection and Copies of Records**

All books and records of the SLCPAAA may, upon written request to the Board for approval, 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.

## **ARTICLE 10 - FISCAL YEAR**

### **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.

## **ARTICLE 11 - NOTICE REQUIREMENTS AND WAIVER**

### **11.1 Delivery 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, or electronically via email.

### **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. The Board may veto any such activity at any time, if it determines the activity does not benefit the purpose of the SLCPAAA or violates the policies of 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 Texas Non-Profit Corporation 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, March 14, 2023, and subsequently amended by a two-thirds majority vote of the Members present at the monthly Membership meeting held on Tuesday, \_\_\_\_\_TBD\_\_\_\_\_. These Bylaws are effective as of that date and supersede all previous Bylaws.

### ACKNOWLEDGMENT BY DIRECTORS AND OFFICERS OF THE SLCPAAA

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**Dennice Woo**  
*Director, Position 1*

**Jessica Bardin**  
*Director, Position 2 and Treasurer*

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**Shirley Christian**  
*Director, Position 3 and Recording Sec  
President*

**Tony Manna**  
*Director, Position 4 and*

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**Ted Lieb**  
*Director, Position 5 and Board Chair  
President*

**Joel House**  
*Director, Position 6 and 1<sup>st</sup> Vice*

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**Ernest Stalnaker**  
*Director, Position 7 and Corresponding Sec  
Tem and 2<sup>nd</sup>*

**Rosalind Baldwin**  
*Director, Position 8, Chair Pro  
Vice President*