

AMENDED BYLAWS OF
CENTRAL TEXAS AREA CHIEFS OF
POLICE AND SHERIFF'S ASSOCIATION, INC.

A Texas Non-Profit Corporation

WHEREAS, the Members of the CENTRAL TEXAS AREA CHIEFS OF POLICE AND SHERIFF'S ASSOCIATION, INC., (the "Corporation") desire to restate and amend the organizational documents of the Corporation;

WHEREAS, the Members of the Corporation desire to ensure all proper procedures for a non-profit corporation are followed;

NOW, THEREFORE, the Bylaws of the Corporation are amended in their entirety to reflect the following:

ARTICLE I — OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Members, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at the business address of the current President, provided that the Members shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Members may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE II — MEMBERS

1. MANAGEMENT BY MEMBERS

Management of the affairs of the Corporation is to be vested in its Members.

2. CLASSES OF MEMBERS

The Corporation shall have one class of Members. Members shall be administrators or of the supervisory level of their respected Law Enforcement agency. Members must be employed in one of the following positions to qualify for membership in the Corporation:

- a. Sheriff, Undersheriff, Chief Deputy, Undersheriff, Chief Deputy, Chief of Police, or deputy / assistant Chief of Police;
- b. Supervising police officer or supervising detective/investigator or supervising deputy sheriff or supervising detective/investigator sponsored by agency heads;
- c. Military Police Provost Marshal, deputy provost marshal, provost marshal operations officer, assistant operations officers sponsored by agency heads, and Chief of Police, Operations supervisor or supervisor from any local Federal Law Enforcement agency, and Chief of Police or supervisor from any local Federal Agency;
- d. Warden, Assistant Warden, or Internal Affairs Investigator of the Texas Department of Criminal Justice – Institutional Division.
- e. Texas Department of Public Safety Administrators and Supervisors and any other Texas State Law Enforcement agency Administrators or supervisors.
- f. Texas District and County Attorney or their designee and their investigators.

Additionally, any active member who honorably retires from his or her public position will continue as an active member of the Corporation.

3. ELECTION OF MEMBERS

Members shall be elected by the Members following the guidelines as set forth in the current Roberts Rules of Order.

4. TERMINATION OF MEMBERSHIP

The Members shall follow the guidelines as set forth in the current Robert Rules of Order.

5. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, or may automatically resign by discontinuing the payment of annual dues required in Article II, Section 17 herein.

6. REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Members may, by the affirmative vote of greater than fifty percent (50%) of the Members, reinstate such former member to membership upon such terms as the Members may deem appropriate.

7. TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

8. PLACE OF MEETING

The Members may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas, but if all of the Members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

9. ANNUAL MEETING and MONTHLY MEETING SCHEDULE

The annual meeting shall be held at the January meeting. Monthly meetings shall be held on the last Friday of every month except November and December. The annual meeting of Members shall be held in January on a day and time set by the Members.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Members fail to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Members, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

10. NOTICE OF MEMBERS' MEETING

Written or verbal notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given within a

reasonable period of time before the date of the meeting, either personally, by facsimile transmission, e-mail, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.

11. SPECIAL MEMBERS' MEETINGS

Special meetings of the Members may be called by the President or by Members having not less than one-tenth of the votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the Members.

Any person or persons entitled hereunder to call a special meeting of Members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of Members called by action of the Members may be held.

12. VOTING OF MEMBERS

Each member, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote of the Members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of officers may be conducted in person, by mail, by facsimile transmission, e-mail, or by any combination thereof.

The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the Members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

13. QUORUM OF MEMBERS

Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-third ~~tenth~~ of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the Members represented in person or by proxy at a meeting of Members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the Members represented in person or by proxy at that meeting.

14. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE

The record date for determining the Members entitled to notice of a members' meeting and for determining the Members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Members fix a new date for determining the right to notice or the right to vote. The Members must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

15. ACTION BY MEMBERS WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof, or all of the Members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the Members or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or

committee members who did not consent in writing to the action.

If any action by Members or a committee is taken by written consent signed by less than all of the Members or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

16. COMMITTEES OF THE MEMBERS

The Members, by resolution adopted by a majority of the Members, or the President of the Corporation by written resolution, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Members in the management of the Corporation, except as limited by the Certificate of Formation, these Bylaws or the Texas Business Organizations Code. Each such committee shall consist of two or more members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Members of any responsibility imposed upon it or him by law.

Each member of a committee shall continue as such until the next annual meeting of the Members of the Corporation and until a successor is appointed in the committee member's stead, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Members.

In addition to any other committees, the Corporation will have four (4) three (3) perpetual committees, which are defined as follows:

1. Audit Committee: Consists of at least two members who will audit the Corporation's finances once a year, and after each change in the Corporation Leadership, and provide the Corporation's members with a written audit report at the first meeting following the annual audit.
2. Legislative Committee: Responsible for keeping the Corporation's members

informed on legislation pertinent to the interests of the law enforcement community.

3. Nominating Committee: The Committee will be appointed by the President of the Corporation in October of each year. The Committee will recommend Members to be presented and voted on as Officers of the Corporation during the Annual meeting in January.
4. Scholarship Committee: The Committee will be appointed by the President of the Corporation in January of each year. The Committee will prepare, advertise and distribute the Corporation's scholarship application and process, receive and review the applications, make recommendations to the Membership, and present the scholarship to the recipient.

17. MEMBERSHIP DUES

Members will be required to pay annual dues to remain active members. The amount of the dues will remain constant from year to year, unless changed by vote of the members according to the normal procedures of the Corporation.

ARTICLE III - DIRECTORS

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Members of the Corporation. The Corporation will not have a Board of Directors.

ARTICLE IV - OFFICERS

1. NUMBER OF OFFICERS AND QUALIFICATIONS

The officers of a Corporation shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Members. Any two or more offices may be held by the same person, except the offices of president and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary. To be eligible for an office, the member shall be either head of agency or in a management role for their respected law enforcement agency, and must have a minimum of two continuous years as a member of the association and be in good standing with the association.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected or appointed annually by the Members at the regular annual meeting of the Members for such terms not exceeding one (1) year.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Members whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Members for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Members shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Members. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Members not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including Members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the Members, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the Members at their meeting next preceding the annual meeting of the Members.

The President shall appoint members of committees, except as otherwise provided herein.

The President shall provide public relations for the Corporation.

The President, or his designee, shall serve on the Texas Police Chiefs Association Executive Board as the Corporation representative

6. VICE-PRESIDENTS

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Members, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Members shall prescribe.

The Vice-President shall oversee each of the perpetual committees described herein.

7. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the Members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Members and shall perform such other duties as may be prescribed by the Members. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Members, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall in order of their rank as fixed by the Members, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Members shall prescribe.

The Secretary shall establish and maintain correspondence files for (i) legislative reports/requests; (ii) correspondence; (iii) the membership roster; and (iv) provide information to newsletter publisher.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the

Members shall be recorded by such person as shall be designated by the President or by the Members.

8. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Members.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Members, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Members and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Members or by the President.

The Treasurer will prepare a monthly financial statement for membership and generate and maintain an accurate "paid dues" list.

If required by the Members, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Members for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Members shall prescribe.

ARTICLE V - CERTIFICATES OF MEMBERSHIP

1. CERTIFICATES OF MEMBERSHIP

The Members may provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Members. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate

shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Members determine.

2. ISSUANCE OF CERTIFICATES

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate shall be issued in that member's name and delivered to the member by the Secretary, if the Members shall have provided for the issuance of certificates of membership under the provisions of this Article V.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, member, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability.

ARTICLE VII - MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or officer of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, 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 equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, or members of any committee may participate in and hold a meeting of such members or committee by means of:

(1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3. SEAL

The Corporation may, but is not required to, adopt a corporate seal in such form as the Members may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

4. CONTRACTS

The Members may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Members.

6. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Members may select.

7. GIFTS

The Members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

8. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Members and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members

entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

9. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Members.

11. MEETINGS

All meetings of the Corporation will be conducted according to Robert's Rules of Order. "The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt."

ARTICLE VIII - CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the

validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE IX - AMENDMENT OF BYLAWS

The Members may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

Adopted by the Members on June 26, 2011.


Gene Ellis, President


Tom Dickson, Vice President


Gary Kent, Secretary