

**BYLAWS
OF
CENTRAL TEXAS LAW ENFORCEMENT EXECUTIVES ASSOCIATION, INC.**

The name of the organization is Central Texas Law Enforcement Executives Association , INC. The organization is organized in accordance with the Texas Civil Statutes, Chapter 9, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Service of Law Enforcement Executives

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year, in September, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors. Failure to hold the annual meeting at the designated time shall not cause the dissolution of the organization.

Section 2. Monthly Meetings. Unless otherwise stated by the Board of Directors, monthly meetings shall be held on the last Friday of every month except November and December. The place for the monthly meetings will be decided by the Board of Directors.

Section 3. Special Meetings. Special meetings may be requested by the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given to all members at least seven (7) days prior to the meeting. Such notice shall be deemed effective when posted, emailed, hand-delivered, or any other form of written/visual/electronic communication.

Section 5. Place of Meeting. Meetings shall be held at any place designated by the Board of Directors unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in a regular or special meeting by or conduct the meeting through the use of any means of

communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the directors shall constitute a quorum at the meeting. In the absence of a quorum, the majority of the directors present may adjourn the meeting to another time without further notice.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Officers. The directors of the organization shall be a President, a Vice-President, a Treasurer, a Secretary, and a Immediate Past President.

President/Chairman. The President shall be the chief executive officer and, if present, shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. In the absence of the President, the Vice President shall perform the duties of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors. Since the Treasurer is exempt from the plan of succession, they can be nominated and appointed from the list of active or associate members.

Immediate Past President. The immediate past president shall serve as the fifth officer on the Board of Directors.

Section 2. Succession Plan. In an effort to develop those elected to the Board of Directors, a succession plan has been established. Once elected, the Secretary will hold their position for a period of one year. Effective October 1st of the following year, the Secretary will then move to the position of Vice-President. Effective October 1st of the next year, the Vice-President will move to the position of President. Finally, on the following October 1st of the third year, the President will move to the position of Immediate Past President.

The only position that will be voted on each year with is that of Secretary. In the event the Vice-President or President vacates their position, the persons on the Board of Directors, other than Treasurer, will move up one position in succession.

Section 3. Elections and Term of Office. The Secretary shall be elected annually by the membership at the September meeting. Based on the succession plan in Article II, Section 2, each person elected to office, excluding Treasurer, will hold a position on the Board of Directors for a total of four (4) years.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall disqualify the director or invalidate their vote. The majority of Directors present will determine if any adverse interest exists.

Section 5. Special Meeting. Special meetings may be requested by the Board of Directors, by providing seven (7) days' written notice by electronic communication to the members. The minutes of the meeting shall be sent to the Board of Directors within one (1) week after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 6. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Informal Action. Any action required to be taken at a meeting of Directors, or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. A director elected to temporarily fill a vacancy shall serve the remaining term of their predecessor, or until a successor has been elected and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III MEMBERS

Section 1. Active Member.

- A. Any person who is licensed by the Texas Commission on Law Enforcement (TCOLE) as a peace officer serving as the chief executive of a law enforcement agency of any incorporated city or town, county, public or private institution of secondary or higher education including college and university police, airport police, transit police, railroad police, water district police as defined in the Texas Water Code, public and private hospital district police and retired Police Executives may hold Active Membership in the Association with the proper payment of dues.
- B. Any person who is licensed by TCOLE as a peace officer and serves as the second in command under the Chief of Police and sponsored by the agency's Chief of Police.
- C. Active Members are eligible to fully participate in all aspects of Association business at a General Business Meeting of the Association.

- D. “Retired police chief” refers to a retired Texas Police Chief eligible to retire with current employer and who does not take another position as a police chief with another agency.
- E. Chiefs appointed from out of state must have a peace officer license or equivalent from that state and acquire a Texas peace officer license within one year of appointment or membership will be suspended.
- F. Interim or acting chief administrative heads of a police department are not eligible for Active Membership unless they are retired Police Chiefs who hold Active Membership.

Section 2. Associate Member. An Associate Membership may be extended to the following individuals upon the approval of the Board of Directors and the payment of proper dues:

- A. Any person who is licensed by the Texas Commission on Law Enforcement (TCOLE) as a peace officer with command responsibilities and sponsored by the agency’s Chief of Police.
- B. The Special Agent or Assistant Special Agent in charge of any office of any federal law enforcement agency.
- C. The civilian head of any state law enforcement agency and their command staff.
- D. A director of public safety whose duties include the supervision of a law enforcement agency and who is a former Active or Associate Member.
- E. A person who serves as a legal advisor, part time or full time, to a law enforcement agency.
- F. Members of the academic community who are actively engaged in teaching or research in the areas of law enforcement.
- G. Retired chiefs of police from other states now residing in Texas.
- H. Interim or acting chief administrative heads of a police department are eligible for Associate Membership.

Associate Members, however, shall not be eligible to hold elected office, but shall have the privilege to attend and join in the discussion at official meetings and conferences. Associate Members are eligible to serve on committees and chair certain committees as appointed by the President.

Section 3. Honorary Member

- A. An individual who does not meet the requirements as set forth in Sections 1, 2, or 4 of this Article, however, the individual holds, or has retired from a position that works directly with criminal justice operations and the Active Membership. An individual must first be nominated by a member of the Board of Directors and approved by a majority vote of the Board of Directors.
- B. Upon approval for Honorary Membership an individual must complete an application to the CTLEEA and provide payment of proper dues. Honorary Members shall not be eligible to hold the elected office. Honorary Members may attend and join in the discussion at official meetings and conferences. Honorary Members are eligible to participate as ex-officio on committees as appointed by the President.

Section 4. Lifetime Member. A Past President of the CTLEEA upon surrendering the Presidency to a new, incoming president and any retiree upon completing five (5) years of membership with CTLEEA, shall become a non-dues paying Lifetime Member, entitled to all membership privileges as Section 1(B) of this Article.

Section 5. Corporate Member. Any company having an office or conducting business in the State of Texas may become a corporate member of the CTLEEA, after approval of the Board of Directors and the payment of appropriate dues. Corporate members shall not be eligible to hold office but shall have the privilege of having representatives attend and join in the discussion at all official meetings, unless otherwise designated by the President.

Section 6. Application. Each new application for membership shall be made in writing and shall contain such information as prescribed by the Board of Directors. The application shall be presented to the Board of Directors, which shall approve or reject the application

Section 7. Annual Dues.

- A. Dues for new members must be paid within thirty (30) days after the individual has applied for and been accepted as a member or membership in the organization will be suspended. An individual cannot attend meetings until dues have been paid. Dues are annual and not pro-rated.
- B. Renewal dues must be paid no later than thirty (30) days after the beginning of the fiscal year or membership in the organization will be suspended.
- C. Any change in the dues structure will require a minimum of two (2) months' notice to the membership. Addendum "A" to the By-Laws shall outline the annual due's structure and can be updated by the Board of Directors when changes are determined by the Board of Directors.
- D. Failure to submit dues will result in being removed from the CTLEEA roster and list server.
- E. Annual dues are set at \$52.00 a year for all categories of members
- F. Annual dues are set at \$100.00 a year for all categories of Corporate Members.

Section 8. Renewal of Membership. Membership shall be renewed each fiscal year, as defined in Article II, Section 7 by payment of dues to the Treasurer.

Section 9. Duties of Member

- A. Each member shall support the purpose of this CTLEEA.
- B. Each member shall work for the betterment of the police profession.

Section 10. Actions Against Members.

- A. The Association expects all members to maintain the highest professional ethical standards. To that end, the Association reserves the right to take appropriate action to preserve the integrity of our profession and our Association.

- B. The Board of Directors may censure, suspend or expel any member for cause, provided that notice of such proposed action and reasons therefore be mailed or given said member ten (10) days in advance of the action. Provided further, that such member shall have an opportunity within ten (10) days after such notice, to respond to the cause of censure or expulsion in writing, directed to the President, for consideration by the Board of Directors, or request a hearing before such Board, which hearing shall be held at such time, place and manner as may be prescribed by the Board of Directors. The decision of the Board of Directors is final.

Section 11. Suspension of Membership.

- A. A member of the Association shall be considered suspended from membership upon:
1. Severing connections with law enforcement except through retirement or disability; with the exception of Lifetime Members.
 2. Failure to acquire or maintain a Texas Peace Officer License, with the exception of Lifetime and Retired Members.
 3. Non-payment of dues (when required).
 4. Action taken by the Board of Directors for cause as outlined in Section 10.
- B. Upon the elimination of the cause of suspension, the suspended member may be reinstated by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS, QUALIFICATIONS, NOMINATIONS, ELECTION, TERM AND DUTIES

Section 1. Directors of CTLEEA

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Immediate Past President

Section 2. Qualifications of Directors

- A. Only Active Members or Associate Members with at least one (1) year continuous service with the CTLEEA may be a candidate for office.
- B. The candidate shall be a member of the CTLEEA and TPCA in good standing.

- C. The candidate shall be regularly engaged in salaried, active police service as an Active Member of the Association.

Section 3. Election of Directors

- A. An election shall take place at the September meeting and shall comply with Robert's Rules of Order
- B. An election shall be by written ballot when more than one candidate for the same office is nominated, otherwise the election may be by acclamation.

Section 4. Terms and Conditions of Office

- A. **Terms.** All officers' terms, with the exception of Treasurer who will serve a term of two (2) years, shall be for one (1) year beginning October 1st of the current year in which the election takes place, or until their successors are elected and installed.
- B. **Conditions.** Directors of the association shall serve as members of the Board of Directors and shall not be monetarily compensated for their time and service. The Board of Directors serves for the good of the CTLEEA and to further the CTLEEA's goals and objectives. The Board may establish procedures consistent with these By-Laws to govern this organization unless amended or repealed by a majority vote of the Board of Directors members present.

Section 6. Duties and Responsibilities of President

- A. Serve as the executive head and official spokesperson for the CTLEEA, representing the CTLEEA in all outside activities.
- B. Preside over all regular or called meetings of the CTLEEA and Board of Directors.
- C. Call meetings of the Board of Directors as required.
- D. Appoint standing and special committees as needed.
- E. Must be willing to hold a Board position with the Texas Police Chiefs Association (TPCA).
- F. If the CTLEEA President is not a Chief of Police or does not qualify for a board position with TPCA, the Board of Directors of CTLEEA will elect an active member to hold the board position with TPCA.
- G. Determine the order of business for the CTLEEA; schedule and prepare agendas for all regular and called meetings and board meetings.
- H. Serve as an ex-officio member of all committees with the right to vote.
- I. Exercise personal leadership in the motivation of other officers, committee members, and general membership; establish and fulfill the goals and objectives; work in partnership with the Board of Directors in managing the affairs of the CTLEEA.
- J. Present slate of officers for election to the CTLEEA membership.

Section 7. Duties and Responsibilities of Vice-President

- A. Serve as Presiding Officer in the absence or disability of the President.
- B. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 8. Duties and Responsibilities of the Secretary

- A. Keep completed and accurate minutes of the CTLEEA meetings and present minutes of the previous meeting at the next meeting.
- B. Notify the membership of meetings and events.

Section 9. Duties and Responsibilities of the Treasurer

- A. Collect all dues and be responsible for all funds of the CTLEEA and for the records of its financial affairs. Preserve all books, papers and other property belonging to the CTLEEA and make a complete report of the financial condition of the CTLEEA on an annual basis. Have the authority to disburse funds for CTLEEA expenses. Place all unexpended money in a fund to the credit of the CTLEEA. Account for and deliver to the successor in office all monies and property of the CTLEEA and perform all other duties as voted by the CTLEEA or as required by the President or Board of Officers.
- B. Distribute renewal notices.
- C. Update and distribute the membership roster.

Section 10. Duties and Responsibilities of the Immediate Past President

- A. Serve as the representative of the retired members.
- B. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 11. Vacancies

- A. In the event of a vacancy in the office of President occasioned by death, resignation, removal, suspension or inability to serve for any reason, the Vice-President shall succeed the President for the unexpired term and shall be eligible to seek election to the Office of President for the following year.
- B. A vacancy in the office of the Vice-President shall be filled by Secretary for the unexpired term.
- C. A vacancy in the office of the Secretary shall be recommended by the President from the Active or Associate Members for the unexpired term and confirmed by vote of the Board of Directors.
- D. A vacancy in the office of the Treasurer shall be recommended by the President from the Active or Associate Members for the unexpired term and confirmed by vote of the Board of Directors.

- E. A vacancy shall be recommended by the President from the Active or Associate Members for the unexpired term and confirmed by vote of the Board of Directors.
- F. Should any member of the Board of Directors no longer hold the position of Chief Administrator of a police agency, that member will have six months to comply with Article III Section 1(A) of these By-laws. Failure to do so will require the member to resign from the Board of Directors.

Section 11. Meetings

- A. Regular meetings shall be structured to include, if necessary, a Chief's session for Active Members immediately following the General Session for all members.
- B. Cancellation of the regular meetings should be announced at least five (5) business days prior to the scheduled meeting date.
- C. CTLEEA meetings shall not conflict with scheduled meetings of the Texas Police Chiefs Association meetings.
- D. Only the Presiding Director may determine or revise the agenda.
- E. Robert's Newly Revised Rules of Order shall govern all meetings of the CTLEEA, the Board of Directors, and all other committees. Minutes of all meetings will be filed with the Secretary.
- F. The Presiding Officer shall preserve order and decorum.
- G. Members may bring guests to a general CTLEEA meeting. Such guests should be individuals who support the purposes of the CTLEEA. Prior to the meeting, Members need to inform the Presiding Officer or another Board of Directors Officer that a guest is present at the meeting and the identity of the guest. Based upon the nature of the meeting agenda, the Board of Directors may request that guests leave the room during portions, or all of the discussions related to CTLEEA business.

Section 12. Fiscal Year

- A. The fiscal year for the CTLEEA shall be from October 1st through September 30th.
- B. Independent Review of Fiscal Accounting
 - 1. The Board of Directors shall call for an independent review of fiscal accounting for the CTLEEA at least once every fiscal year. A report of the review findings shall be distributed to the membership.

Section 13. Standing Committees

- A. Standing Committees shall be:
 - 1. Legislative
 - 2. Fund Raising
 - 3. By-Law

4. Social Media
5. Awards & Recognition
6. Scholarship

Section 14. Appointments. Committee appointments shall become effective at the beginning of the fiscal year for a term of one year.

Section 15. Duties

A. Legislative Committee

1. Responsible for identifying and developing legislative positions on issues of concern to law enforcement and the CTLEEA. During CTLEEA meetings, shall provide a report to the membership on the status of legislative issues.

B. Fund Raising Committee

1. Responsible for identifying and developing ways to raise money for CTLEEA.
2. Provide periodic reports to CTLEEA meetings.

C. By-Law Committee

1. Review the By-Laws on an annual basis to determine if changes are required.
2. Edit all proposed amendments and resolutions, present proposed changes to the Board of Directors.
3. May propose amendments and resolutions.
4. Distribute approved amendments and resolutions to the membership after Board of Director approval.

D. Social Media Committee

1. Maintain CTLEEA social media sites to provide a relevant online presence and promote a positive public image of law enforcement.
2. Create, distribute, and edit content as needed.
3. Provide periodic reports during CTLEEA meetings.

E. Awards & Recognition Committee

1. Responsible for obtaining and recommending awards and recognition.
2. Responsible for seeking candidates and voting on CTLEEA's Officer of the Quarter.

3. Provide periodic reports during CTLEEA meetings.

F. Scholarship Committee

1. Responsible for seeking qualified candidates and awarding CTLEEA scholarships.
2. Provide periodic reports during CTLEEA meetings.

- G. Other committees and their responsibilities, as determined by the President or Board of Directors, may be established.**

Section 16. Endorsement and Sponsorship.

- A. No member, non-member or non-member organization shall be permitted to use the name or initials of the CTLEEA in a manner to state or imply sponsorship or endorsement or any commercial product or service, except as approved by the Board of Directors.
- B. The Board of Directors may approve outside organizations, agencies, or individuals to sponsor CTLEEA meetings.
- C. The Presiding Officer may allocate time for the sponsor for presentation purposes during CTLEEA meetings.

Section 17. Reimbursement. Officers and members may be reimbursed for any costs or expenses incurred as a result of the performance of their duties. All reimbursements must be approved by the Board of Directors.

**ARTICLE V
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The association shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or Vice-President. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE VI
AMENDMENT TO BYLAWS**

These By-Laws may be amended, altered, or revised as follows:

By two-thirds of the CTLEEA voting members present, voting at any official meeting, provided copies of the proposed amendments shall have been distributed to all voting members one (1) month prior to the meeting at which the vote will be taken.

ARTICLE VII


DISSOLUTION

The association may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:


All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Allen Teston, President of Central Texas Law Enforcement Executives Association, INC., and Scott Holt, Secretary of Central Texas Law Enforcement Executives Association INC. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors January 31, 2025.

By: 
Allen Teston, President

Date: 1-31-25

By: 
Larry Berg, Secretary

Date: 1-31-25