

2009 BY-LAWS  
OF  
NATIONAL CONSTABLES ASSOCIATION, LTD.

ARTICLE I – OFFICES

1. The registered office of the corporation shall be the office of the Treasurer.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.
3. The State of incorporation may be changed, from time to time, in order to make the transaction of business of the corporation easier. A change in the State of incorporation shall be authorized by two third (2/3) majority vote of the Board of Directors.

ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal" and the name of the State of incorporation.

ARTICLE III - MEMBERS

1. Voting Membership. The Association shall have two classes of members:
  - (a) Voting members;
  - (b) and Non-voting members.
2. Number and Term of Members.
  - (a) The number of voting members of the Association shall not be less than three (3) with the exact number to be set by resolution of the Board of Directors. The number of non-voting members shall not have limit.
  - (b) The term of membership shall be one (1) year.
3. Qualifications.
  - (a) Voting:  
Voting members shall hold, or have held the office of Constable, Deputy Constable, Marshall or Deputy Marshall called under the title thereof and desire to fulfill the purposes of the Association specifically.
  - (b) Non-voting:

Non-voting members shall show general interest and concern in the matters of constables generally and desire to fulfill the purposes of the Association specifically.

(c) Special Qualifications Non-Constables:

The Board of Directors by resolution may grant voting membership to any other law enforcement officer who meets the following qualifications: The person to be granted voting membership shall:

- (i) in the course of his profession, perform substantially similar duties to that of a Constable; and
- (ii) shows desire to support and fulfill the goals of the Association specifically voting members;

4. Rights of Members.

The right of a member to vote and all his or her right, title, and interest in or to the Association shall cease on the termination of such membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

5. Resignation.

Any member or non-voting member may resign from the Association by filing a written resignation with the Secretary of the Association. Upon the effective date of the member's resignation, the member or non-voting member shall cease to be a member of the Association.

6. Removal.

(a) Any member or members of the Association may be removed from membership, with or without cause, and for any reason, as decided upon by the affirmative vote of a majority of the members at any meeting of the members specifically called for that purpose. Upon the effective date of the member's removal, the member shall cease to be a member of the Association.

(b) Any voting member or non-voting members of the Association may be removed from membership, with or without cause, and for any reason, as decided upon by the affirmative vote of a majority of the Directors at any meeting of the Board of Directors specifically called for that purpose.

#### ARTICLE IV - MEETINGS OF MEMBERS

1. Annual Meetings.

An annual meeting of the members shall be required. It shall be held at the time and place as shall be determined by the Chairman of the Board of Directors.

2. **Special Meetings.**  
Special meetings of the members may be called by the Chairman of the Board of Directors or any three (3) of the Directors and shall be held at such time and place, within or without Utah, as may be determined by the members.
3. **Notice and Conduct of Meetings.**  
Written notice, stating the place, day and hour of all meetings and, in the case of special meetings, the purposes for which such meeting is called, shall be given before the date of the meeting, by or at the direction of the Presiding Member, to each member entitled to vote at such meeting. Notice shall be given in accordance with the provisions of Article 3 Section 8 hereof. The Presiding Member shall conduct meetings of the members. If the Presiding Member is unavailable or otherwise unable to conduct any meeting of members, he shall appoint a member in his stead to conduct such meeting or meetings of members.
4. **Voting.**  
At any meeting of the members, each member present at such meeting shall have one (1) vote on any matter. Any tie in a vote among the members shall be broken by a vote of the Presiding Member. Voting by proxy shall not be permitted at a meeting of the members.
5. **Action by Unanimous Written Consent.**  
Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members. Such consent shall have the same force and effect as a unanimous vote of the members.
6. **Meetings by Conference Telephone.**  
Members may participate in a meeting by conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.
7. **Quorum.**  
The presence of five (5) percent of the members shall constitute a quorum for the transaction of business of the members, but a lesser number may adjourn from time to time without notice other than an announcement of a lack of a quorum at the meeting, until a quorum shall attend.
8. **Members - Manner of Acting.**  
The act of a majority of the members present at a meeting at which a quorum is present is the act of the members.
9. **Presumption of Assent.**  
A member of the Association who is present at a meeting of the members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless (s)he

shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. No member may dissent regarding an action for which the member voted in favor.

10. **Compensation.**  
By directive of the Board of Directors, the Association shall compensate any member a fixed sum for any expenses reasonably incurred in behalf of the Association upon approval of the Board of Directors prior to the incurrence of such an expense. No such payment shall preclude any member from serving the Association in any other capacity and receiving compensation therefore; provided that each specific service and the rate of compensation therefore shall be approved by the Board of Directors in each instance.
11. **Additional Nonvoting Members.**  
The Board of Directors may, by resolution, establish one or more additional classes of non-voting members for such purposes, with such designations, manner of election or appointment, qualifications, tenure and terms of membership as the Board of Directors may determine. Non-voting members shall have no voting rights.
12. **No Transfer or Assignment.**  
No member of the Association may transfer or assign his membership interest in the Association or any right arising there from to any other party nor shall any member attempt to transfer his membership interest or any right arising there from to any personal representative, heir or devisee.

#### ARTICLE V - DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, consisting of one (1) qualified member for each state. Each director shall be elected by the qualified members from said state. The Board Member term shall be of one (1) year and until his successor shall be elected and shall qualify.
  - (a) Qualified is defined as; A dues paid member of the National Constables Association.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.
3. The meetings of the Board of Directors may be held at such times and at such place or places as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. The Board of Directors may participate in a meeting by conference telephone or similar communications equipment, so long as all persons participating in such meeting can communicate with one another. Participation in a meeting through electronic means shall constitute presence in person at such meeting.
5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least seven days prior to the day named for the meeting.
6. Quorum:  
Majority of the members of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting which a quorum is present shall be the acts of all of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting if the By-Laws authorize said action without a meeting or if a consent or consents in writing setting forth the action so taken shall be signed by a majority of all of the directors in office and shall be filed with the Secretary of the corporation.
7. The Board of Directors may, by resolution adopted by a majority of all of the directors in office, establish one or more committees to consist of one or more directors or members of the corporation. Any such committee, to the extent provided in resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority assigned to them by the Board of Directors
8. Chairman of the Board.
  - (a) The Chairman of the Board of Directors shall be the presiding officer in all matters of legislation within the association.
  - (b) The Chairman shall hold office for two years, with no limitation on the number of terms an individual may hold office consecutively and without limitation the number of terms that may be held in a lifetime
  - (c) The Chairman shall be elected by a majority vote of the Board of Directors.
  - (d) The Chairman shall:
    - (i) preside at all meetings of the Board of Directors;
    - (ii) perform all other duties incident to the office of Chairman of the Board of Directors and as from time to time may be assigned to the chairman by the Board of Directors; and
    - (iii) have no vote except in circumstances of a tie vote.

#### ARTICLE VI – OFFICERS AND AGENTS

1. The elected officers of the Association shall be:
  - (a) President,
  - (b) Vice-President,
  - (c) Secretary
  - (d) Treasurer

2. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, one or more assistant vice presidents, controller, assistant secretaries and assistant treasurers, as it may consider necessary.
3. All elected officers shall maintain at minimum a voting membership during their time holding office.
4. Resignation.  
An officer may resign at any time by giving written notice of resignation to the Association. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
5. Election and Term of Office.  
The elected officers of the Association shall be elected by the members at each annual meeting, or, if the term of office exceeds one year, at the meeting which coincides with the conclusion of the given term. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.
6. Removal.  
An officer, assistant, agent or employee may be removed, with or without cause, at any time:
  - (a) in the case of an officer, assistant, agent or employee appointed by the Board of Directors, only by resolution of the Board of Directors; or
  - (b) in the case of any other officer, assistant, agent or employee, by unanimous affirmative vote of the Board of Directors, excluding the vote of the Chairman, with the additional consent of one elected officer of the Association; but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.
7. Vacancies.  
A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
8. Compensation.  
The compensation of the officers shall be fixed from time to time by the Board of Directors based upon the fair value of services rendered by such officers.
9. Authority and Duties of Officers.  
The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

10. President.
  - (a) The President shall be the chief executive officer and shall perform such duties as may be assigned to him/her by the Board of Directors.
  - (b) Effective with the 2010 election, The President shall hold office for one (1) two (2) year term, being limited to one consecutive terms in office, and without limit to the number of terms to be held in a lifetime.
  - (c) The President shall be elected by a majority vote of the members
  - (d) The President shall:
    - (i) perform the duties normally performed by the chief executive officer; and
    - (ii) see that all orders and resolutions of the Board of Directors are carried into effect.
  
11. Vice President.
  - (a) The Vice President shall be the executive officer second in command, assuming the authority and duties of the President if the President should be unable to perform his duties.
  - (b) Effective with the 2009 election, The Vice President shall hold office for one (1) two (2) year term being limited to one consecutive term in office with no limitation on the number of terms an individual may hold office in a lifetime.
  
12. Secretary
  - (a) The Secretary shall be the chief recorder and historian of the Association and shall perform all duties as described in this section and also such other duties as may be assigned by the Board of Directors.
  - (b) Effective with the 2009 election The Secretary shall hold office for one (1) two year term with no limitation on the number of terms an individual may hold office consecutively and without limitation the number of terms that may be held in a lifetime.
  - (c) The Secretary shall be elected by majority vote of the members present.
  - (d) The Secretary shall:
    - (i) keep the minutes of the proceedings of the Board of Directors and any committees of the Board of Directors;
    - (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
    - (iii) be custodian of the written corporate records and of the seal of the Association; and
    - (iv) perform all other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.
  - (e) The Secretary shall have the power to assign the right to use the corporate seal upon any document(s) for specific purposes to an elected officer of the Association and shall retain the right to withdraw the assignment of right for any reason.
  - (f) The Board of Directors may by resolution restrain the authority as described under Article VI Section 12 (e) of the Secretary.

13. Treasurer

- (a) The Treasurer shall keep a true and accurate record of the financial records of the Association and shall perform all duties as described in this section and also such other duties as may be assigned by the Board of Directors.
- (b) Effective with the election of 2010 the Treasurer shall hold office for one (1) two year term with no limitation on the number of terms an individual may hold office consecutively and without limitation the number of terms that may be held in a lifetime.
- (c) The Treasurer shall be elected by majority vote of the members present.
- (d) The Treasurer shall:
  - (i) be custodian of the corporate financial records of the Association;
  - (ii) audit all financial reports before such reports shall be published to the President, Board of Directors or members; and
  - (iii) perform all other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

14. Multiple Offices.

An individual may not hold more than one elected office at a time, but may hold one elected office and one appointed office as may be permitted by the vote of the Board of Directors. Members of the Board of Directors are not considered elected offices.

15. Surety Bonds.

The Board of Directors may require any officer or agent of the Association to execute to the Association a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such individual's duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in such individual's possession or under such individual's control belonging to the Association.

#### ARTICLE VII – VACANCIES

- 1. The Board of Directors shall fill any vacancy for any office or agent which occurs during the term of that office or appointment unless such vacancy is addressed in another section of these bylaws. Such appointment by the majority of the Board of Directors shall be for the unexpired term of the office or appointment.

#### ARTICLE VIII - BOOKS AND RECORDS

- 1. Secretary of the corporation keeps the following records:

- (a) an original or duplicate record of the proceedings of the members and the directors,

- (b) the original or a certified copy of its By-Laws, including all amendments thereto to date,
  - (c) an original or a duplicate membership register, giving the names of the members, and showing their respective address, dues status, and other details of the membership,
2. The Treasurer of the corporation keeps the following records:
- (a) An original copy of all invoices, sales receipts, dues receipts and other such records related to the finances of the corporation;
  - (b) appropriate, complete and accurate books or records of account.
3. The records provided for herein shall be kept at the office of the Secretary or Treasure of the corporation wherever the office may be situated.
4. Every regular member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts of these records at his own expense.
- (a) A proper purpose shall mean a purpose reasonably related to the interest of such person as a regular member.
  - (b) In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member.
  - (c) The demand under oath shall be directed to the Secretary or Treasure of the corporation at his/her office wherever situated. The Chairman of the Board or his designee must be present at time of examination.

#### ARTICLE IX - MEMBERSHIP CERTIFICATES

1. Regular membership in the corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the corporation is a non-profit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President and by the Secretary/Treasure and shall bear the corporate seal.

#### ARTICLE X - TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property, unless authorized by a two-thirds (2/3) affirmative vote of the Board of Directors. No vote or consent of the members shall be required to make effective such action by the Board of Directors. If the real

- property is subject to a trust, the conveyance away shall be free of trust, and the trust shall be impinged upon the proceeds of such conveyance.
2. All checks or demands for money and notes of the corporation shall be signed by two (2) officers or an officer and a board member as determined by the Board of Directors by a majority vote with a quorum present.
  3. All membership development, for the benefits of constables, in any state having members in the corporation, shall be supervised in the state by the member designated by the state organization.

#### ARTICLE XI - ANNUAL REPORT

1. The Board of Directors shall present annually to the regular members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following.
  - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
  - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - (e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.
2. This report shall be filed with the minutes of the annual meeting of regular members.
  - (a) Except as otherwise required by statute, neither the business to be transacted at, nor the purpose of a meeting need be specified in wavier of notice of such meeting.
  - (b) In the cases of a special meeting of members such wavier of notice shall specify the general nature of the business to be transacted.
  - (c) Attendance of a person at any meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE XII - MISCELLANEOUS PROVISIONS

1. The corporation operates on a calendar year.

2. One or more persons may participate in a meeting of the Board of Directors or of the members by means of conference telephone or electronic equipment designed to allow all persons participating in the meeting can participate. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 7541 of the nonprofit Corporation Law of 1972.
4. The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of section 7542 of the Nonprofit Corporation Law of 1972, and to issue certificates therefore.

#### ARTICLE XIII - AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the majority vote of all of the members of the corporation present at any annual meeting, where a quorum is present, duly convened.