

# Citizen's Police Academy Alumni of Scottsdale

## CiPAAS Bylaws

Reviewed and Approved October 14, 2010

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## ARTICLE I. PURPOSE

The purposes of the Corporation shall be as set forth in the Articles of Incorporation, to wit: charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II. MISSION STATEMENT

The mission of the Citizen's Police Academy Alumni of Scottsdale (CiPAAS) is to work in partnership with the Police Department and the residents of our community, to help provide a safe and secure environment where the quality of life may be enhanced through the delivery of police services. Our goal is to aid the department through programs designed to raise awareness through necessity, creativity, and innovation. Our objective is to build stronger and safer communities. We respect all people's dignity and value each Police Department employee as well as everyone's contribution to our mission.

## ARTICLE III. OFFICES AND RECORDS

### 1. KNOWN PLACE OF BUSINESS AND STATUTORY AGENT

The known place of business of the Corporation initially shall be maintained at 8401 East Indian School Road, Scottsdale, Arizona 85201. The known place of business or the statutory agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement as required by law.

### 2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 8401 East Indian School Road, Scottsdale, Arizona 85201. However, the Board of Directors shall have the power to change the location of the principal office at its discretion.

### 3. RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of its members, Board of

Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered or principal office a record giving the names and addresses of all those entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

#### 4. CORPORATE SEAL

The Board of Directors shall have power to have a corporate seal, which may be altered from time to time by the Board of Directors and shall have inscribed thereon the name of the Corporation and the words: "Corporate Seal."

### **ARTICLE IV. MEMBERS**

#### 1. MEMBERSHIP

Membership in the association shall be available to any person who is a graduate of the Scottsdale Citizen's Police Academy and whose dues are paid in full. No person shall be denied membership in the association because of race, religion, gender, handicap, political affiliation, age, or ethnic background.

#### 2. DUES

The annual membership dues shall be \$25. Annual membership runs from January 1 through December 31. A dues notice shall be sent to each member in November preceding the membership year. A member in "good standing" is defined as a member who has paid annual dues. Membership dues are non-refundable once paid and deposited into the account of the Corporation.

#### 3. RIGHTS OF MEMBERS

Each member in good standing shall have only the following rights, privileges, and responsibilities:

- a. To attend and participate in all annual and special meetings and to join in recommendations to the Board of Directors at any annual or special meeting, with respect to the carrying out of the goals and purposes of this Corporation.
- b. To receive reports from the Board of Directors at the annual or any special meetings with respect to the general affairs of this Corporation.
- c. To serve as a committee member of this Corporation, if so elected or appointed.

d. To cast one vote for any question properly put to a vote of the members at any annual or special meeting.

#### 4. TERMINATION OF MEMBERSHIP

The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors, may suspend or expel a member upon evidence satisfactory to the Board of Directors that such member's activities are not in keeping with the spirit and objectives of the Corporation.

#### 5. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

#### 6. REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of all Directors, reinstate such expelled former member to membership upon such terms as the Board of Directors may deem appropriate.

#### 7. TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

### **ARTICLE V. MEETING OF MEMBERS**

#### 1. ANNUAL MEETINGS

An annual meeting of the members shall be held within the final two (2) months of each fiscal year for the purpose of reports from the officers and/or Board of Directors, and the transaction of such business as may come before the meeting.

#### 2. SPECIAL MEETINGS

The President or the Board of Directors may call special meetings of the members.

#### 3. PLACE OF MEETING

The Board of Directors may designate any place within the State of Arizona as the place of meeting for any annual meeting or for any special meeting called by

the Board of Directors. 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 Arizona, but if all of the members shall meet at any time and place either within or without the State of Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

#### 4. NOTICE OF MEETINGS

Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or sent by mail, e-mail, or facsimile to each member in good standing, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Notice sent by e-mail shall be deemed given when sent to the e-mail address designated by the intended recipient of e-mail communication. Notice sent by facsimile shall be deemed given when sent to a facsimile number designated by the intended recipient of facsimile communications.

### **ARTICLE VI. BOARD OF DIRECTORS**

#### 1. DIRECTORS

Members who are in good standing pursuant to the qualifications set forth in Article IV above are eligible to serve as Directors.

#### 2. MEMBERSHIP

The Board of Directors shall consist of the officers and Directors.

#### 3. NUMBER

Including officers and immediate past President, the number of members of the Board of Directors shall be no less than ten (10) nor more than twenty (20). The number of Directors may otherwise be increased or decreased by amendment to the Bylaws, in accordance with the Corporation's Articles of Incorporation and the applicable laws of the State of Arizona.

a. Non-Voting Directors

In addition, an unlimited number of Non-Voting Directors can be added by the Board for special assignments at their discretion (i.e. website, editor of newsletter). These Non-Voting Directors do not apply as per Article VI Section 3 and they are not subject to Article VII Section 1a.

4. POWERS AND RESPONSIBILITIES

a. General Duties

Subject to and within the limitations of the laws of Arizona, the Corporation's Articles of Incorporation as amended from time to time and the Corporation's Bylaws from time to time in effect, the Board of Directors shall:

- (1) have supervision, control, and direction of the property, business, affairs, and activities of the Corporation;
- (2) determine and fix the policies of the Corporation and any and all changes therein;
- (3) have absolute discretion in the disbursement of the funds and in the sale, conveyance, transfer, leasing, mortgaging, pledging, use, and management of the property and assets of the Corporation;
- (4) have the power to adopt, and from time to time change, such rules and regulations for the use of the property and the conduct of business, affairs, and activities of the Corporation as it may consider advisable;
- (5) have the power to appoint agents of the Corporation and define their duties and fix their compensations;
- (6) have the power to delegate to officers, agents, and committees of the Corporation the powers to transact the business and carry out the functions of the Corporation, subject to the right of the Board of Directors to supervise, define, and terminate such powers;
- (7) have the power to amend the Articles of Incorporation and Bylaws from time to time; and
- (8) have such further and additional powers, rights, privileges, duties, and responsibilities as are elsewhere provided for and imposed by these Bylaws.

b. Affiliations

The Corporation shall have the authority to become a member of any nonprofit corporation or a shareholder in any for-profit corporation by a majority vote of the Board of Directors at any duly called and convened meeting (but may become a shareholder in a for-profit corporation without such vote if not in violation of any provision of its Articles of Incorporation). The action of the Corporation as a member or shareholder shall be determined by a majority vote of the Board of Directors at any duly called and convened meeting.

c. Additional Powers

Except as excluded or restricted by the Corporation's Articles of Incorporation or Bylaws, the Board of Directors shall have and exercise such additional powers as may be enjoyed and exercised by law.

d. Restriction on Powers

(1) Except upon the affirmative vote of at least a majority of all of the Directors in office, given at any special or annual meeting of the Board of Directors, (1) no sale, conveyance, or lease shall be made of any real property of the Corporation and (2) no mortgage, pledge, encumbrance, lien, or charge of any kind shall be created or assumed upon any real property of the Corporation (whether now owned or hereafter acquired), except liens for taxes not yet due or which are being contested in good faith by appropriate proceedings.

(2) Except upon the affirmative vote of at least a majority of all of the Directors in office, given at any annual or special meeting of the Board of Directors, no debt for borrowed money shall be incurred.

e. Contracts

Except upon the approval of the Board of Directors the Corporation shall not:

(1) Enter into any contract for performance of professional or administrative services or for the Corporation (whether the relationship is one of employment, independent contractor or otherwise) for a stated term in excess of one (1) year unless the contract is by its terms terminable by the Corporation without cause and without continuing obligation, financial or otherwise, on not more than ninety (90) days' notice;

(2) Enter into any contract or commitment not covered by subparagraph (1) above if the contract (i) is for a stated term in excess of one (1) year, (ii) obligates the Corporation for an amount in excess of the amount then remaining in the Corporation's budget for the item or services acquired

pursuant to the contract, or (iii) is for acquisition of products or services not in the ordinary course of the Corporation's business.

## **ARTICLE VII. DIRECTORS' TERMS AND MEETINGS**

### **1. ELECTION AND TERMS OF OFFICE**

Members of the Board of Directors shall be elected for a term of two (2) years. Directors elected to fill vacancies shall be elected to serve to the expiration date of the vacancy to which elected.

Term of office shall begin on January 1 following the annual meeting at which the Directors are elected and shall continue through December 31 two (2) years later. Each Director who is elected shall serve and hold office until the expiration of the term to which such Director was elected, or until such person's death, resignation, incapacity, or removal.

#### a. Absences

Any member of the Board of Directors with two (2) or more consecutive unexcused absences, or four (4) absences from scheduled board meetings over the fiscal year period shall be construed as having resigned from the Board of Directors.

#### b. Reinstatement

Such member who was vacated in this manner may apply for reinstatement, which would require a majority vote of the Board.

### **2. VACANCIES**

Any vacancy occurring in the Board of Directors may be filled by the affirmative majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting called for that purpose.

### **3. QUORUM OF DIRECTORS**

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided herein, the act of a majority of the Directors present at a meeting shall be the act of the Board of Directors.

#### 4. MEETING OF DIRECTORS

Within thirty (30) days after an annual or special meeting at which officers and Directors are elected, the incoming and outgoing officers and Directors shall meet to organize and transact such other business as shall come before the meeting. They will also relinquish any keys or records maintained in reference to their position.

#### 5. SPECIAL MEETING OF DIRECTORS

The President or no less than one-third (1/3) of the members of the Board of Directors may call a special meeting of the Board of Directors. Such special meeting shall be held at the time and at the place specified in the notice of meeting, and it may be called for any purpose or purposes.

#### 6. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Arizona, as shall be specified in the notice of meeting.

#### 7. NOTICE OF DIRECTORS' MEETING

All meetings of the Board of Directors shall be held upon five (5) days' written notice stating the date, place, and hour of the meeting, delivered to each Director either personally or sent by mail, e-mail, telegram, or facsimile copy at the direction of the President or the Secretary or the officer or person calling the meeting.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Notice sent by e-mail shall be deemed given when sent to the e-mail address designated by the intended recipient of e-mail communication. Notice sent by facsimile shall be deemed given when sent to a facsimile number designated by the intended recipient of facsimile communications.

The business to be transacted at, or the purpose of, any meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Any waiver of notice executed by a Director need not specify the time, place, or purpose of the meeting.

## 8. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

## 9. PRESUMPTION OF ASSENT

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action, unless his or her dissent is entered in the minutes of the meeting, or unless he or she files his or her written dissent of such action with the Secretary of the meeting before the adjournment thereof, or unless he or she forwards such dissent by registered or certified mail to the Secretary of the Corporation before 5:00 PM of the afternoon of the next day which is not a holiday or a Saturday or a Sunday after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## 10. RESIGNATION

Any Director may resign at any time. Such resignation shall become effective when the Corporation receives such resignation in writing.

## 11. VOLUNTARY SUSPENSION

Any Director who learns that he or she or any corporation or entity within his or her control is the subject or target of any criminal law enforcement investigation must immediately notify the Board of Directors in writing of such fact, and voluntarily suspend his or her directorship during the duration of such investigation.

## 12. ADVISORY BOARD

In addition to the Board of Directors detailed above, the Board of Directors may establish an Advisory Board to provide suggestions to the Board on issues related to the Corporation and assist the Board and its members in advancing the mission of the Corporation. The Advisory Board will consist of members selected by the President with the advice and consent of the Board of Directors and will meet as determined within the discretion of the Board.

## **ARTICLE VIII. OFFICERS**

### **1. OFFICERS' ELECTION AND TERM OF OFFICE**

The officers of the Corporation may consist of one (1) or more Presidents, two (2) or more Vice-Presidents, a Secretary, and a Treasurer. All such officers shall be members in good standing and shall be elected annually at a meeting of the Corporation designated for, among other matters, that purpose. Except for the offices of President and Secretary, the same person may hold any two (2) or more offices.

Officers shall be elected for a two (2) year term, beginning January 1 following the annual meeting at which such officers are elected and terminating December 31 of the next year.

All officers, as well as the immediate past President, are members of the Board of Directors.

Members nominated for office shall have the following qualifications:

- a. Be a member in good standing of CiPAAS for at least one (1) year.
- b. Have chaired a committee or (for office of President only) held a CiPAAS Board of Directors' position for at least one (1) year.

### **2. REMOVAL**

All officers shall serve and hold office for a two (2) year term, or until their death, resignation, removal, or incapacity. Any officer may be removed at any time, for any reason, with or without cause, by a vote of a majority of the Board of Directors.

All officers and employees of the Corporation shall have a terminable-at-will relationship with the Corporation, unless a different employment relationship is expressly specified in a written employment agreement that is approved by the Board of Directors.

### **3. VACANCIES**

If any office becomes vacant for any reason, the vacancy may be filled by majority vote of the Board of Directors.

#### 4. POWER 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 such office and such duties and powers as the Board of Directors shall from time to time designate and assign to such officer. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

#### 5. PRESIDENT

The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all Director and member meetings. The President shall see that all orders and resolutions of the Board of Directors 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 officer or officers of the Corporation. The President shall be ex-officio of all committees. When the President takes office, he or she shall furnish each officer and Committee Chair copies of duties as outlined in the Articles of Incorporation.

#### 6. VICE-PRESIDENT(S)

The First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and serve as chair of the Bylaws Committee. The First Vice-President shall perform such other duties as the Board of Directors shall prescribe and assign to him or her. There shall also be one (1) or more Second Vice-Presidents.

#### 7. SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and record the minutes of all proceedings, and shall perform like duties for any and all standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

In the absence of the Secretary, or at the direction of the President, the minutes of all meetings of the Directors and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

#### 8. TREASURER

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 money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

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

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

Two (2) signatures shall be required on all checks written, the signatures shall be the Treasurer's and the President's. The Vice President(s) shall be available for secondary signatures. Two or more signatures by officers of the Board of Directors shall be required on any or all checks written in the amount of five-thousand dollars (\$5,000.00) or greater.

All monies collected by CiPAAS shall be turned over to the Treasurer within thirty (30) days of receipt and shall be deposited by the Treasurer within five (5) working days.

## **ARTICLE IX. COMMITTEES**

### **1. COMMITTEES**

The Board of Directors of the Corporation shall appoint an Election Committee, a Budget Committee, a Bylaws Committee, and such other committees as the Board of Directors shall from time to time deem appropriate. These committees are deemed necessary for the conduct of business for the Corporation. Their terms of office shall be for one (1) year unless otherwise specified by the

President or the Board of Directors. All outgoing Committee Chairs shall make a written report on the Committee's accomplishments at year's end and pass on Committee materials to the incoming Committee Chairs. The incoming Committee Chairs shall recommend to the President possible members to serve on the Committee for consideration of the President for appointment.

## 2. SUPERVISION OF COMMITTEES

All committee action shall be subject to the Board of Directors' review, control, and direction. The powers and duties of any committee may be changed or modified by the Board of Directors.

The President shall appoint one (1) member of the Board of Directors to serve as a chairperson of each committee.

## 3. ELECTION COMMITTEE

The President shall appoint an Election Committee consisting of at least three (3) Directors and other such members as the President and the Board shall deem appropriate. Duties of the Election Committee shall include the preparation of a slate of nominees for Board members and officers. At least three (3) months prior to the close of the Corporation's fiscal year, the Election Committee shall begin the process of preparing a slate of officer and board nominees to be submitted to the members for approval at the annual meeting. The Election Committee's final slate shall recommend a specific nominee for each officer and Board position to be elected. However, each such slate shall also provide for a write-in selection for each position. Any Board member wishing to be considered for an officer position is encouraged to so advise any member of the Election Committee. The Election Committee's slate selection deliberations shall not be influenced by an expectancy of ascension from one officer position to another officer position. Moreover, while officers may be re-nominated for election to their current position, the Election Committee is encouraged to ensure as much diversity and inclusion as is consistent with the best interest of the Corporation.

The Election Committee will also submit the names of nominees at other Board meetings to fill vacancies on the Board. The Election Committee will welcome and solicit input from members regarding Board nominees and officer candidate slates.

The Election Committee conducts the election at the annual meeting and reports the results to the members.

## 4. BUDGET COMMITTEE

The Budget Committee, chaired by the Treasurer, plans for the financial support of the Corporation. It accounts to the Board of Directors and the members of the

Corporation by submitting an annual budget for board approval by November 1 each year for the following calendar/fiscal year.

#### 5. BYLAWS COMMITTEE

The Bylaws Committee, chaired by a board member appointed by the President, studies and recommends changes to the Bylaws.

#### 6. VACANCIES

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.

#### 7. RULES

Each committee may adopt rules for its own government not inconsistent with these Bylaws, with rules adopted by the Board of Directors, or with the purposes of the Corporation.

#### 8. STANDING COMMITTEE CHAIRS

Standing Committee Chairs shall be responsible for attending all general meetings and board meetings and will be voting members of both.

#### 9. SPECIAL COMMITTEE CHAIRS

Special Committee Chairs are asked to attend both the general meetings and monthly board meetings. If not a member of the board, a Special Committee Chair will have no voting rights in board meetings.

#### 10. COMMITTEE CHAIR RECOGNITION

Year-End Recognition: The President shall have the right to recognize Directors and Committee Chairs at the year-end meeting. Recognition awards shall be expensed into the CiPAAS corporate funds, and cost shall be at the discretion of the Board of Directors.

### **ARTICLE X. MEMBERSHIP CARDS**

#### 1. MEMBERSHIP CARDS

The Board of Directors may provide for the issuance of cards evidencing membership in the Corporation, which shall be in such form as may be determined by the Board of Directors. The name and address of each member

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

## 2. ISSUANCE OF MEMBERSHIP CARDS

Once a member has paid any required dues, a membership card shall be issued in such person's name, if the Board of Directors shall have provided for the issuance of such cards under the provisions of this Article. Cards may be issued annually or on any schedule determined by the Board of Directors.

# ARTICLE XI. RANK AUTHORITY

## 1. PRESIDENT'S AUTHORITY

The Board of Directors may from time to time authorize and empower the President or any other officer of the Corporation:

- a. On behalf of the Corporation, to open and make withdrawals from and deposits to banking or checking accounts in any and all banks and financial institutions; to rent and have access to safe deposit boxes; and, to open and maintain escrow, custody, safekeeping and agency deposits or accounts;
- b. By written instrument, signed for and on behalf of the Corporation, to authorize additional agents of the Corporation to exercise all or any part of the powers contained in clause (a) above, and to limit, change and terminate all or any part of such authorization;
- c. By written instrument, signed for and on behalf of the Corporation, to authorize and designate the character and extent of the authorized use of facsimile signatures by any one (1) or more of the authorized signatories of the Corporation on instruments of payment or withdrawal against any banking or checking account of the Corporation;
- d. To certify from time to time (i) the names and titles of the Directors of the Corporation; (ii) statements relating to the structure, status, and financial condition of the Corporation; and (iii) the genuineness of the signatures (whether actual or facsimile) of the Directors and authorized agents of the Corporation.

## 2. HANDLING OF ACCOUNTS

Any banking account or checking account opened and established for and on behalf of the Corporation, as provided in Section 1 of this Article XI, shall be

maintained and handled under the conditions, rules and regulations prescribed by the bank or financial institution in which the same may be maintained, subject also to such limitations and restrictions, if any, as the Board of Directors may from time to time impose.

### 3. DEPOSITS

Any funds of the Corporation represented by checks, drafts, notes, or other evidences of payment or of debt may be endorsed for credit and deposited in any of its said banking or checking accounts by written or stamped endorsement of the Corporation, without designation of the agent making the endorsement, unless the Board of Directors, the President, or the Treasurer of the Corporation shall otherwise direct by notice in writing to the particular bank or financial institution involved.

### 4. DOCUMENTATION

The President, the Treasurer, or the Secretary of the Corporation, for and in its behalf, shall be fully authorized and empowered to prepare, certify, and deliver copies of these Bylaws, and of any and all resolutions of the Board of Directors relating to or affecting the provisions of these Bylaws, and shall be authorized to certify whether or not any such resolutions have been adopted by the Board of Directors; any bank or financial institution shall be fully warranted and protected in relying upon any certification and upon any instrument of appointment, notice or advice signed by any one (1) of said Directors, pursuant to the provisions of these Bylaws.

### 5. CERTIFICATION OF AUTHORITY

The officers empowered to act pursuant to the provisions of these Bylaws shall be those in office from time to time; and any certification, instrument of appointment, notice or advice signed by any one (1) of said officers, at the time certified to be in office, shall continue to remain in full force and effect, notwithstanding the expiration of his or her term of office, unless and until the bank or financial institution relying on the same shall have actually received written notice to the contrary.

## **ARTICLE XII. FISCAL YEAR**

The Corporation's fiscal year shall commence on the first day of January of each year and end on the last day of December of the same year and may be changed from time to time by the Board of Directors.

## **ARTICLE XIII. MISCELLANEOUS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director or member of the Corporation, 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. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **2. ACTION WITHOUT A MEETING**

Any action required to be taken or which may be taken at a meeting of the Directors or members, as the case may be, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken is signed by all of the Directors or members as the case may be, who are entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors or members, as the case may be, at a meeting of said body.

### **3. MEETING BY TELEPHONE**

When any meeting of the members or Board of Directors is held, any or all Directors, members or other persons who desire or who are required to attend such meeting or meetings, may, upon giving five (5) days' notice, participate in the meeting by means of a conference telephone call, if all persons participating or attending the meeting are able to hear each other at the same time.

### **4. LOANS**

The Corporation shall not lend money to, or guarantee an obligation of, or otherwise assist, an officer or other employee of the Corporation including an officer or an employee who is a Director of the Corporation. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

### **5. BACKGROUND CHECK**

All officers and Directors of the Corporation must submit to a background check sufficient to assure the Corporation such person does not possess a prior felony conviction or serious misdemeanor. Any person suspected of possessing a prior felony or serious misdemeanor criminal record will be suspended from

participation in all activities associated with the Corporation until clearance is granted.

#### **ARTICLE XIV. INDEMNIFICATION**

Subject to the farther provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their role as Director or officer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. The Corporation shall make indemnification whether the legal action brought or threatened is by or in the right of the Corporation or by any other person.

Whenever any existing or former Director or officer shall report to the President of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her role as a Director or officer of the Corporation, the President shall notify the Board of Directors in writing; the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act, willfully or with gross negligence, or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act or refuse to act, willfully or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, the Corporation shall indemnify the officer or Director only as provided herein; indemnification shall be mandatory and shall be automatically extended as specified herein.

At all times, the Corporation shall maintain a "Directors and Officers" insurance policy in a form standard in the insurance industry (the "Policy"). The Corporation shall maintain the Policy with limits of liability as set by the Board of Directors, in the Board of Directors' sole discretion. The indemnification provisions of these Bylaws and recovery thereunder shall first be satisfied from the proceeds of the Policy. Assets of the Corporation shall be used to satisfy indemnification obligations not covered by the Policy.

## **ARTICLE XV. AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, whether in whole or in part, and new Bylaws may be adopted by a majority of all Directors.

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