

# THE ALABAMA ASSOCIATION OF SCHOOL RESOURCE OFFICERS, INC.

An Alabama Nonprofit Corporation

## Official Bylaws

### ARTICLE I NAME

The name of this corporation is The Alabama Association of School Resource Officers, Inc.

### ARTICLE II OFFICE

#### Section 2.1

The principal office of the corporation for the transaction of its business will be the address of the current president. The Board of Directors shall designate and may change the principal office from one location to another within Alabama.

### ARTICLE III GENERAL PURPOSES

#### Section 3.1 General Purposes

This Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Alabama for public and educational purposes.

#### Section 3.2 Mission Statement

The mission of the Alabama Association of School Resource Officers is to provide proactive professional police service to our schools and communities within Alabama. We will strive to enhance the quality of our schools by providing a well-trained school officer, who will act as a positive role model and who can build a partnership between law enforcement, students, and faculty. Most importantly, we will provide a safe learning environment.

#### Section 3.3 Specific Purposes

Within the context of its general purposes this corporation is created:

- (a) For the advancement of education and charity, and any other related or corresponding purposes by the use and distribution of its funds for such purposes.

- (b) To provide a means to disseminate, share, advise, and coordinate information on the value of qualified law enforcement officers to teach elementary, middle/junior high school and high school students on the principles of good citizenship and community responsibility.
- (c) To conduct educational workshops and seminars for the purpose of making the community aware of the problems of school violence and the dangers of alcohol and drugs abuse, criminal activities, and other anti-social behavior.
- (d) To serve as an educational association for law enforcement officers working with juveniles and to enhance juvenile understanding of law enforcement, civil and the criminal justice system.
- (e) To promote community involvement in all aspects of the juvenile justice system.
- (f) To conduct an annual summer training conference for School Resource Officers and Educators on the Alabama Gulf Coast.

#### **Section 3.4 Limitations**

To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### **Section 3.5 Distribution of Assets Upon Dissolution**

Upon dissolution, the Board of Directors, shall, after paying or making provision for the payment of all of the debts and other liabilities of the corporation, distribute the remaining assets of the corporation as specified in a plan of distribution adopted in accordance with Section 10-3A-142, Code of Alabama, 1975, or the corresponding provision of any subsequent nonprofit corporation statute. The plan of distribution shall provide for the distribution of the remaining assets of the corporation to those other entities and organizations as shall at the time qualify as entities or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code which the Board deems organized and operated for purposes similar to those of the corporation.

### **ARTICLE IV MEMBERS**

This corporation shall have the following classes of membership:

#### **Section 4.1 Active Members (Regular)**

A person shall be eligible for active membership if he or she is an S.R.O. or an ex-S.R.O. still active in law enforcement and in good standing, and a school based officer, e.g., D.A.R.E.

#### **Section 4.2 Support Members (Reserve)**

Supporting membership may be conferred on a person who express an interest in furthering the objectives and purpose of the Corporation.

#### **Section 4.3 Honorary Members**

Honorary membership may be conferred on any person who has expressed and demonstrated an interest in the advancement of School Resource Officer programs as part of the Alabama education system.

#### **Section 4.4 Fees and Assessments**

The Board may assess a membership fee as a condition of initial or continued membership.

#### **Section 4.5 Membership Meetings**

Meetings of the active members shall be held at least annually and at such place that the Board designates by resolution or, if not so designated, at the principal office of the corporation, upon giving notice by mail or publication.

- (a) The annual membership meeting will be held for the purpose of election of officers, when applicable and to approve matters pertaining to the corporation as the Board of Directors may direct from time to time.
- (b) The active members present at any annual meeting of members shall constitute a quorum for the purpose of election or to transact business. Only active members (regular) may vote in any election or on corporation matters presented to the membership.

## **ARTICLE V STATUTORY AGENT**

The current president of the association will be considered to be the statutory agent.

## **ARTICLE VI**

#### **Section 6.1 General Corporate Powers**

Subject to the provisions and limitations of the Alabama Nonprofit Corporation Laws and any other applicable laws, and subject to any limitation of the articles of incorporation or bylaws regarding actions of the Board of Directors, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

- (a) Appoint and remove, at the pleasure of the Board, all the corporation's committees, agents and employees; prescribed powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.
- (b) Change the principal office or the principal business office from one location to another; conduct its activities within Alabama; designate any place within the state for holding any meeting.
- (c) Adopt and use a corporate seal.

- (d) **Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.**

**Section 6.3 Number and Qualifications of Directors**

The authorized number of directors shall be no less than six (6). Each elected officer, the immediate past president and a regional director from each of the following regions shall constitute the Board of Directors:

<b>President</b>	<b>Vice President</b>	<b>Secretary</b>	<b>Treasurer</b>	<b>Logistics Officer</b>	<b>Education Coordinator</b>
<b>Region I</b>	<b>Region II</b>	<b>Region III</b>	<b>Region IV</b>	<b>Region V</b>	<b>Region VI</b>

**Region I representing the counties of:**

Lauderdale, Limestone, Madison, Colbert, Lawrence, Morgan, Franklin, Marion, Winston, Cullman, Lamar, Fayette, & Walker

**Region II representing the counties of:**

Jackson, Calhoun, Clay, DeKalb, Cleburne, St. Clair, Marshall, Etowah, Talladega, Blount, Cherokee, and Randolph

**Region III representing the counties of:**

Shelby, Chilton, Coosa, Tallapoosa, Elmore, Autauga, Dallas, & Perry

**Region IV representing the counties of:**

Pickens, Tuscaloosa, Jefferson, Bibb, Greene, Hale, & Sumter

**Region V representing the counties of:**

Chambers, Lee, Macon, Russell, Montgomery, Bullock, Barbour, Pike, Henry, Dale, Coffee, Geneva, & Houston

**Region VI representing the counties of:**

Marengo, Choctaw, Clarke, Wilcox, Lowndes, Crenshaw, Butler, Monroe, Washington, Conecuh, Covington, Escambia, Baldwin, & Mobile

**Section 6.4 Vacancies on the Board of Directors**

- (a) **Events Causing Vacancies.** A vacancy or vacancies on the Board shall exist on the occurrence of the following:
1. The death or resignation of any member.
  2. The declaration by resolution of the Board of a vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty.

3. **Consecutive meetings of the Board.** Such board member may request a hearing with the Board to explain the absences within ten (10) days of being notified of the Board's intentions.

**(b) Resignation**

Except as provided below, any member of officer may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a member or officer's resignation is effective at a late time, the Board may elect a successor to take office, as of the date the resignation becomes effective.

**(c) The Board may not dissolve or merge the association without the approval of the general membership in attendance at the annual summer conference business meeting.**

### **Section 6.5 Board of Director Meetings**

The Board shall hold an annual meeting for purpose of organization and transaction of other business. Other regular or special meetings of the Board may be held at such time and place as the Board may fix from time to time.

**(a) Special meetings of the Board for any purpose may be called at any time by the president, any vice president, or the majority of the board of directors. Notice of the time and place of special meetings shall be given to each member by one of the following methods:**

1. **By personal delivery of written notice.**
2. **By first class mail, postage prepaid.**
3. **By telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member.**
4. **By email or email list. All such notices shall be given or sent to the member's address, telephone number, or email address as shown on the records of the corporation.**

**(b) Notices of Board meetings shall be sent to members at least seven days prior to a Board meeting.**

**(c) Notice of a meeting need not be given to any board member who, either before or after the meeting sign a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting . The waiver of notice or consent need not specify the purpose to the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to any board member who attends the meeting and does not protest, or at the commencement of the meeting, the lack of notice to him or her.**

### **Section 6.6      Quorum**

A majority of the Directors of the Board present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

### **Section 6.7      Action Without a Meeting**

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

### **Section 6.8      Compensation and Reimbursement**

Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted. Any compensation or reimbursement must be in compliance with Section 8.13.

## **ARTICLE VII    COMMITTEES**

### **Section 7.1      Committees of the Board**

The Board, by resolution adopted by a majority of the directors, provided a quorum is present, may create one or more committees, each consisting of two or more directors. Appointments to committees of the Board shall be made by the president and approved by majority vote of the directors. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent members at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- (a)      Fill vacancies on the Board or on any committee that has the authority of the Board.
- (b)      Amend or repeal bylaws or adopt new bylaws.
- (c)      Amend or repeal any resolution of the Board that, by its express terms is not so amendable or repealable.
- (d)      Create any other committee of the Board or appoint the members of committees of the Board.

- (e) Approve any contract or transaction to which the corporation is a party and in which one or more of its members has a material financial interest. Notwithstanding any provision of these bylaws to the contrary, the president, as chief executive officer of the corporation, and with the concurrence of a vice president, may appoint or designate a member of the Board to serve as an alternate or substitute member of a committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such time as to allow a delay of such appointment to a committee.

## Section 7.2 Meetings and Actions of Committees

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## Section 7.3 Executive Committee

There is created an Executive Committee of the Board which shall be comprised of the president, who shall serve as chairman, the vice president, secretary, and the treasurer (chief financial officer). The executive committee shall act with and have all the authority of the Board to act on behalf of the corporation. Action of the Executive Committee will be presented to the Board of Directors at the next scheduled meeting of the Board. The Board of Directors may amend or ratify any action taken by the Executive Committee.

# ARTICLE VII OFFICERS

## Section 8.1

Departmental Board Seat Limitation No more than two (2) people from the same department shall serve on the board at the same time.

## Section 8.2 Election, Designation, and Term of Office

All officers, except those appointed pursuant to Section 7.3 shall be elected by the active members (regular) at an annual meeting of the corporation. Officers shall hold office until the expiration of their term of office. Each term of office shall be for two (2) years. The office of president, vice president, secretary, treasurer, education coordinator, and logistics officer shall be by election statewide. Region directors shall be elected by members from that region.

## Section 8.3 Other Officers

The Board may appoint any other officers, including assistant officer positions that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the Board.

#### **Section 8.4      Removal of Officers**

Any officer may be removed, for cause, with the approval of the voting power of the corporation, at any regular or special meeting of the Board members and such officer shall be removed should he/she cease to be qualified for the office as provided in these bylaws.

#### **Section 8.5      Resignation of Officers**

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

#### **Section 8.6      Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment from the Board.

#### **Section 8.7      President**

Subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the Board or bylaws may prescribe. The president has voting power.

#### **Section 8.8      Vice President**

If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the Board or these bylaws may prescribe. The vice president shall perform those tasks and serve on such committees as the president or the Board of Directors shall direct. The vice president has voting power.

#### **Section 8.9      Secretary**

**(a)      Book of Minutes**

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of committees of the Board. The minutes of the meeting shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the Board or committee meetings. The secretary shall keep, or cause to be kept, at the principal office, if any, a copy of the articles of incorporation and bylaws, as amended to date.

**(b)      Notices, Seal and Other Duties**

The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.



The secretary has voting power.

#### **Section 8.10 Treasurer (Chief Financial Officer)**

**(a) Books of Accounts**

The treasurer (chief financial officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any member, in good standing, at all reasonable times.

**(b) Deposit and Disbursement of Money and Valuables**

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

**(c) Bonds**

If required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety of sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession of under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office. The treasurer has voting power.

#### **Section 8.11 Education Coordinator**

The Education Coordinator shall keep and maintain all training records for the association. Organize and disseminate training opportunities to the members of the association. The education coordinator has voting power.

#### **Section 8.12 Logistics Officer**

The Logistics Officer's responsibilities are to gather materials and information to organize the annual conference and any other TAASRO event. The logistics officer has voting power.

#### **Section 8.13 Use of TAASRO Funds**

The Board shall insure that no TAASRO funds will be used or provided to pay for rooms, food, or per diem for Board members at any special or scheduled Board meeting or any TAASRO conference at the exclusion of the membership.

## **ARTICLE XI ELECTION OF OFFICERS AND DIRECTORS**

#### **Section 9.1 Election of Directors**

Each regional director shall be elected to a two (2) year term of office. All active members (regular), in good standing within the designated region, shall elect their regional director by ballot returnable to the person or committee designated by the Board of Directors.

### **Section 9.2 Nominations**

A regular member, in good standing, may run as a candidate for any Board position, which nomination must be submitted, in writing, to the chairman of the Election Committee or the secretary on or before 30 days prior to the start of the annual conference of any election year. The election committee shall consist of serving Board members whose position is not up for election at that year's conference.

### **Section 9.3 Notice and Balloting**

Whenever an office for election is challenged, an election forum will be held during the annual conference. All regular members in attendance at the conference shall be entitled to vote.

### **Section 9.4 Certification of Election**

The Elections Committee shall be responsible to count all ballots returned and shall certify each election for office. Elected officers shall assume their office upon the adjournment of the annual meeting of the Board and members.

### **Section 9.5 Election of Officers**

Each officer shall be nominated and elected by written ballot for a two-year term. An active member, in good standing, may run as a candidate for a specific office by submitting his/her intentions, in writing, to the chairman or the secretary of the Elections Committee. Officers shall be elected by ballot at the annual meeting of the regular members. Sections 8.4 of these bylaws shall also apply to the election of officers. To be elected as an officer or director, the person must be employed or appointed as a School Resource Officer or law enforcement supervisor of a school resource officer program.

### **Section 9.6 Election Process**

In order to maintain a working knowledge of TAASRO's mission and the bylaws the election process is split into two elections.

(a) On even ending years the following positions will be up for election:

1. President
2. Treasurer
3. Education Coordinator
4. Region I
5. Region III
6. Region V

(b) On odd ending years the following positions will be up for election:

1. Vice President
2. Secretary
3. Logistics Officer
4. Region II
5. Region IV

## 6. Region VI

# ARTICLE X INDEMNIFICATION

### Section 10.1 Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these bylaws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amount actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal criminal law.

### Section 10.2 Approval of Indemnity

On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the Board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board shall appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met and if so, the committee shall authorize indemnification.

### Section 10.3 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.1 and 10.2 of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

### Section 10.4 Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, members, employees, and other agents, against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer's member's, employee's or agent's status as such.

# ARTICLE XI RECORDS AND REPORTS

### Section 11.1 Maintenance of Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account.
- (b) Written minutes of the proceedings of its Board and committees of the Board.
- (c) A record of each person's name and address that is associated with this

corporation as member, officer, employee or agent.

### **Section 11.2 Accounting Records and Minutes**

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board and committee of the Board at any reasonable time for a purpose reasonably related to the members interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

### **Section 11.3 Maintenance and Inspection of Articles and Bylaws**

The corporation shall keep at its principal office, at its principal business office, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by any member at all reasonable times during office hours. A member shall have an absolute right to inspect the corporations' books, records, documents of every kind, or physical properties.

### **Section 11.4 Annual Reports**

The Board shall cause an annual report to be sent to the officers and directors within 180 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.
- (b) The principal charges in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation both restricted and unrestricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

## **ARTICLE XII CONSTRUCTION AND DEFINITIONS**

### **Section 12.1**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Alabama Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## ARTICLE XIII BYLAWS AMENDMENTS

### Section 13.1

The Board may adopt, amend, or repeal bylaws at any regular or special meeting provided timely written notice is given to each member of the Board, together with a statement of the subject area of the bylaws to be considered for adoption, amendment or repeal. Any bylaw change by the Board will not be accepted unless it is ratified by a two thirds majority of the association's members who are present at the annual conference business meeting.

## ARTICLE XIV FISCAL YEAR

### Section 14.1

The fiscal year of the Association shall be July 1st to June 30th of each year.

## ARTICLE XV CERTIFICATE OF SECRETARY

The above bylaws are the official bylaws of this corporation as adopted by the Board of Directors on December 3, 1999.

June 13, 2003

June 7, 2007

September 1, 2008

Amended by the Board of Directors

Sections 6.3 and 9.6 were modified by membership quorum

Bylaws copied into new format

I certify that I am duly elected and acting secretary of the Alabama Association of School Resource Officers.

*Pamela Revels*