

BYLAWS OF
TRAVIS COUNTY SHERIFF'S RESERVE OFFICERS ASSOCIATION

ARTICLE ONE

OFFICES

1.01 **Principal Office.** The principal office of the corporation in the State of Texas shall be located in the County of Travis. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02 **Registered Office and Registered Agent.** The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO

MEMBERS

2.01 **Class of Members.** There shall be two classes of members of the Corporation and they shall be Members, and Director Members. Each Member must be a reserve of the Travis County Sheriff's Office to qualify for membership in the corporation. Director Members are exempt from the preceding employment provision for the sole purpose of orderly dissolution of the corporation should the Travis County Sheriff's Office eliminate or dissolve the reserve deputy program.

2.02 **Selection of Members.** Members shall be invited to join the corporation by the Board of Directors.

2.03 **Voting Rights.** After Association dues are paid in full each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

2.04 **Termination of Membership.** The Board of Directors, by affirmative vote of a majority of all of the members of the Board of Directors, may suspend or expel a Member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed in Article 10.03 of these By-Laws.

2.05 **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.

2.06 **Reinstatement.** Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of members of the Board of Directors, reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

2.07 **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

ARTICLE THREE

MEETINGS OF MEMBERS

3.01 **Annual Meeting.** An annual meeting of the Member shall be held on the second Wednesday in October of each year, at the hour of 7:00 o'clock, p.m., for the purpose of electing the Board of Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Member as soon thereafter as possible.

3.02 **Special Meeting.** Special meetings of the Member may be called by the President, the Board of Directors, or not less than 51% of the Member having voting rights.

3.03 **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the 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 Texas; but if all of the Member shall meet at any time and place, either within or without the State, 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.

3.04 **Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of Member shall be delivered, either personally or by mail (including electronic mail) , to each Member entitled to vote at such meeting, not less 3 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 or when required by statute or these By-Laws, 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 addressed to the Member at his address as it appears on the records of the corporation, with postage thereon prepaid.

3.05 **Informal Action by Members.** Any action required by law to be taken at a meeting of the Member or any action which may be taken at a meeting of the Member may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Member entitled to vote with respect to the subject matter thereof.

3.06 **Quorum.** The Member holding fifty-one percent (51%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the Member present may adjourn the meeting from time to time without further notice.

3.07 **Proxies.** At any meeting of members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after 30 days from the date of its execution, unless otherwise provided in the proxy.

3.08 **Voting by Mail (including Electronic Mail).** Where Directors are to be elected by Member or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

4.02 **Number, Tenure, and Qualifications.** The maximum number of Directors shall be

four (4). Each Director shall hold office until the next fiscal year and until his successor shall have been elected and qualified. Prior to election Directors must have the minimum rank of Reserve Deputy Sheriff with the Travis County Sheriff's Office.

4.03 **Annual Meetings.** An annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the annual meeting of members.

4.04 **Regular Meetings.** Regular meetings of the Board of Directors, which are open to the members, shall be held on the second Wednesday of each month in each year, beginning with the year 2006, at the hours of 7:00 o'clock, P.M., at such location as shall be designated by the Board of Directors. Notwithstanding any other provision herein to the contrary, no notice shall be required for regular meetings of the Board of Directors.

4.05 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

4.06 **Notice.** Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail (including electronic mail) or facsimile to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile transmission is successfully completed and a record of such transmission is retained for inspection. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such

meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.07 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.08 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

4.09 **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by vote of the members. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.10 **Compensation.** Directors as such shall not receive any stated salaries 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 regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

4.11 **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the

Directors.

ARTICLE FIVE

DIRECTORS

5.01 **Directors.** The Directors of the corporation shall be a President, one Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.02 **Election and Term of Office.** The Directors of the corporation shall be elected annually by the Member at the annual meeting of the association. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the association by a majority vote of the membership. Each Director shall hold office until his successor shall have been duly elected and shall have qualified.

5.03 **Removal.** Any Director elected by the membership may be removed by a majority vote of the association.

5.04 **Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by a majority vote of the association.

5.05 **President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Member and of the Board of Directors. He may sign, with the Secretary or any other proper Director of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be

executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Director or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 **Vice-President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

5.07 **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Seven of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him.

5.08 **Secretary.** The Secretary shall keep the minutes of the meetings of the Member and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with

the provisions of these bylaws; keep a register of the post-office address of each Member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.01 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

6.02 **Checks and Drafts.** All checks, drafts, or orders for the payment of money, note, or other evidences of indebtedness issued in the name of the corporation shall be signed by two officers of the corporation and shall be presented to the Treasurer for tender and delivery.

6.03 **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.04 **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE SEVEN

LIMITATION OF LIABILITY AND INDEMNIFICATION

7.01 Limitation of Liability. No Director or officer of the corporation shall be personally liable to the corporation or its Members for monetary damages for an act or omission in the person's capacity as a Director or officer, except that this Section does not eliminate or limit the liability of a director for:

- a. A breach of a Director's or officer's duty of loyalty to the corporation or its members;
- b. An act or omission not committed in good faith or that involves intentional misconduct or a knowing violation of the law;
- c. A transaction from which a Director or officer received an improper benefit, whether or not the benefit results from an action taken within the scope of the Director's or officer's office;
- d. An act or omission for which the liability of a Director or officer is expressly provided by statute.

Neither the subsequent amendment nor repeal of this bylaw shall eliminate or reduce the effect of this bylaw for any claim or cause of action which arose prior to the amendment or the repeal.

If the Texas Non-Profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act, as so amended from time to time.

7.02 Indemnification.

A. The Corporation shall indemnify, to the extent provided in the following paragraphs, any person who is or was a Director, officer, agent, trustee or employee of the corporation and any person who serves or served at the corporation's request as a Director, officer, partner, venture, proprietor, agent, trustee or employee of another corporation, or of a partnership, joint venture, sole

proprietorship, trust, employee benefit plan or other enterprise. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by the Texas Non-Profit Corporation Act, then such persons named above shall be indemnified to the full extent permitted by the Texas Non-Profit Corporation Act as it may exist from time to time.

B. In case of a threatened or pending suit, acting or proceeding (whether civil, criminal, administrative or investigative) against a person named in Paragraph A. above by reason of such person's holding a position named in such Paragraph A., the corporation shall indemnify such person if such person satisfies the standard contained in Paragraph C. below for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the suit as expenses (including court costs and attorney's fees), amounts paid in settlement, judgments and fines.

C. A person named in Paragraph A. above will be indemnified only if it is determined in accordance with Paragraph E. below that such person

- (1) acted in good faith in the transaction which is the subject of the suit; and
- (2) reasonably believed:
 - (a) if acting in his or her official capacity as a Director, officer, trustee, agent or employee of the corporation, that his or her conduct was in the best interests of the corporation; and
 - (b) in all other cases, that his or her conduct was not opposed to the best interests of the corporation; and
- (3) in the case of any criminal proceeding had no reasonable cause to believe that his or her conduct was unlawful.

D. The termination of a proceeding by a judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that such person failed to satisfy the standard contained in this Section.

E. A determination that the standard in Paragraph C. above has been satisfied must be made:

- (1) By a majority vote of a quorum consisting of Director who at the time of the vote are not named defendants or respondents in the proceeding; or
- (2) If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or
- (3) By special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in subparagraph (1) or (2) above, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors ; or
- (4) By the Members in a vote that excludes the Members who are Directors who are named defendants or respondents in the proceeding.

F. Determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified by sub-paragraph E.(3) above for the selection of special counsel.

G. The corporation may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under Paragraphs A. through F. above, but only in accordance with the provisions as stated in Paragraph C. above, and only after the person to receive the payment (i) signs a written affirmation of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under Paragraph C., and (ii) undertakes in writing to repay such advances unless it is ultimately determined that such person is entitled to indemnification by the corporation. The written undertaking required by this Paragraph must be an unlimited general obligation of the person but need not be secured. It may be

accepted without reference to financial ability to make repayment.

H. The indemnification and advance payment provided by Paragraphs A. through G. above will not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote of disinterested Directors or officers or otherwise.

I. The indemnification and advance payment provided by Paragraphs A. through G. above will continue as to a person who has ceased to hold a position named in Paragraph A. above and will inure to such person's heirs, executors and administrators.

J. The corporation may purchase and maintain insurance on behalf of a person who holds or has held any position named in Paragraph A. above against any liability incurred by such person in any such position, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under Paragraphs A. through G. above.

ARTICLE EIGHT

BOOKS AND RECORDS

8.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the corporation may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE NINE

FISCAL YEAR

9.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE TEN

DUES

10.01 **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and the monthly dues payable to the corporation by Members of each class. The initial monthly dues of the corporation shall be twelve dollars (\$12) per year or an amount determined by a majority vote of the association.

10.02 **Payment of Dues.** Dues shall be payable on the first month of each fiscal year.

10.03 **Default and Termination of Membership.** When any Member shall be in default in the payment of dues for a period of 5 months from the beginning of the month for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws.

ARTICLE ELEVEN

SEAL

11.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal of Travis County Sheriff’s Reserve Officers Association”, or such abbreviation thereof as may be necessary.

ARTICLE TWELVE

WAIVER OF NOTICE

12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN

AMENDMENTS TO BYLAWS

13.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Members of the association present at any regular meeting or at any special meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ADOPTED this 14th day of November 2012, effective the 1st day of January 2013.

TRAVIS COUNTY SHERIFF'S RESERVE
OFFICERS ASSOCIATION

BY _____
Director

Director

Director

Director