

BY-LAWS

Name and Purpose

Corporate Name

The name of this Association incorporated under the laws of the State of Arizona as a not-for-profit corporation on July 21, 2009 shall be The Arizona Tactical Officers Association.

Purpose

This Association has been established to advance the education and professionalism of law enforcement officers involved in Emergency Response functions through the exchange of ideas and information relating to tactics, techniques and to further the networking and interrelation of departments and personnel. It will also provide information about the activities to the Arizona Chiefs of Police Association and other interested Governmental units.

Principal Office

The principal office of the corporation in the State of Arizona shall be located at the home office of the current President of the Corporation.

Registered Office

The registered office of the corporation may be, but not need be, identical with the principal office in the State of Arizona and the address of the registered office may be changed by the Board of Directors.

Membership

Membership Classification

Membership shall be classified by the following categories:

Category I Active — Current or former law enforcement members of a tactical response team of a governmental agency, honorably retired after at least twenty years of service, or on injury disability pension.

Charter Members must meet the requirements for Category I Active members and have participated as part of the developmental process of the ATOA. Charter members are exempt from annual membership dues.

Category II Associate — Persons interested in advancing the Association and its goals who are currently affiliated with a law enforcement agency.

Category III Corporate — Corporate businesses that are interested in advancing the Association and its goals.

Category III Charter — Members who attended the September __, 2009 Charter Meeting. Must meet the requirements for Category I Active members and have paid charter dues of \$25.00 by September 30, 2009. After the charter membership dues have been paid, Charter members are exempt from annual membership dues.

Rights and Privileges of Members

Category I Members may vote, attend all meetings and functions, and be elected to all positions within the Association subject to the restrictions of the President and Vice President. The President and Vice President must be a Category I Member who is a full-time law enforcement officer, currently assigned to SWAT/ERT duties.

Category II Members shall be nonvoting Members who may attend meetings and functions unless otherwise restricted.

Category III Members, as Corporate Members, shall be nonvoting Members who may attend meetings and functions unless otherwise restricted and may have access to the publications of this Association, as determined by the Board of Directors.

Application of Membership

Any person seeking membership shall complete an application prescribed by the Board of Directors. Any willful misrepresentation by an applicant on the application shall be grounds for removal from the Association. Removal shall be by majority vote of the Board of Directors.

Termination

The Board of Directors may take disciplinary action against any Member and any membership may be terminated for cause by affirmative vote of the majority of the Board of Directors, subject to appeal to the said Board at an open meeting, after reasonable notice at which the accused member shall have the opportunity to confront and cross-examine witnesses and to refute all charges. A resignation of a member shall be made by letter to the President and shall be effective upon receipt provided that no resignation shall discharge any indebtedness or other obligation due the Association.

Membership Dues

Membership dues shall be the sum fixed by the Board of Directors and said sum shall be subject to the adoption of the membership at its Annual Meeting. Failure to pay dues within ninety days of expiration of membership shall result in removal of membership from the Association.

Special assessments may be levied by the Board of Directors and said sum payable within thirty days. No special assessments shall be levied except upon the majority vote of the Board of Directors. The dues paying period shall cover that period of time between the Annual Meeting of each year.

The revenues of this not-for-profit corporation shall be derived from membership dues and from such other source as may be approved by the Board of Directors.

Meetings and Other Business

Annual Meeting

The Annual Meeting of the Members shall be held for the transaction of such business as may come before the meeting. The business of such meeting will be the election of the Board of Directors, together with any such other business as shall lawfully come before the meeting.

Special Meetings

Special meetings of the Members for any purpose or purposes, prescribed by statute, bylaws, or otherwise, may be called by the President, a majority of the Board of Directors, or not less than one-fifth of all the Members of the not-for-profit corporation entitled to vote.

Board of Directors Meetings

The meeting of the Board of Directors shall be called by the President or a majority of the Board of Directors as deemed necessary. A member of the Board of Directors shall not miss more than two meetings without contacting the President and indicating his absence. A quorum shall consist of a majority of the Board of Directors.

Place of Meeting

The Board of Directors may designate any place, either within or without 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 specified by a majority of the Board of Directors, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Members present.

Notice of Meeting

Written or electronic notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five working, nor more than sixty days before the date of the meeting, either personally through e-mail or by mail, by or at the direction of the President, or the Board of Directors. If mailed, such notice shall be deemed 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. If e-mailed, such notice shall be deemed delivered when sent to the Member at his e-mail address as it appears on the records of the corporation.

Quorum

Twenty percent of the membership represented in person shall constitute a quorum at a meeting of the Members. If less than twenty

percent of the Members are represented at a meeting, a majority of the Members so represented have no power other than to adjourn the meeting from time to time without further notice.

Manner of Voting

In the election of the Board of Directors, and all other questions before the membership at any Annual Meeting or special meeting of this Association, each Member present at such meeting shall be entitled to one vote.

Voting by E-Mail

The Board may authorize e-mail voting on any issue that would normally be voted on at a regularly scheduled or a special board meeting.

Proxies

At all meetings of Members, a Member may vote by proxy, executed and dated in writing by the member. Each such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after the date of the meeting for which the proxy was given. However, a proxy can only be given to a Member and a Member can only vote one proxy in addition to his vote.

Order of Business

The President shall serve through the order of business of the subsequent meetings of the Board. He shall determine the agenda for Board meetings and preside at meetings of the Board.

The order of business at any business meeting shall be:

1. Call of the meeting to order
2. Reading of the minutes of the prior meeting
3. Approval of the previous meeting minutes
4. Report of the Treasurer
5. Report of the Committees

6. Unfinished business
7. New business
8. Good of the Association
9. Adjournment

Any procedural question, not governed by these bylaws, shall be governed under and decided by the provisions of Robert's Rule of Order.

Executive Officers and Directors

Board of Directors

The Board of Directors referred to in this document shall consist of five elected Officers, which includes the President, the Vice President, the Secretary, the Treasurer and the Training Director, as well as one Regional Director from each of the five designated Regions.

Term of Office

The term of office for the Board of Directors shall be two years with no term limits. In order to achieve staggered terms of office for the Board, the first election only shall have the Vice President, Treasurer and Training Director elected for one year.

Nominations and Elections

Elections of the Executive Officers shall be at the Annual Meeting. Qualifications of Members seeking office shall be verified by the Board of Directors as to their status. Qualified candidates shall have their names submitted to the membership to be voted upon. No agency may be represented by more than two Members on the Board, unless no member from another agency seeks nomination.

The President shall appoint a committee of four Members to prepare ballots, oversee the election count and canvas the totals. The

committee shall designate a ballot box and a ballot with the nominations and spaces for write-in candidates printed.

The newly elected Board of Directors shall take office after the Annual Meeting. Arrangements for the installation of the new Board shall be handled by the outgoing President.

Regional Directors

Regional Directors shall be elected by a majority of votes from Association members in good standing at respective Regional meetings. Should an Association Region be unable to hold a meeting or an election, the current Board of Directors may appoint a member in good standing from that region to serve until the Region submits a duly elected Director from that Region. Any appointments made shall be replaced by an officially elected member from the Region and transfer of title shall be made in a manner that is consistent with the overall operational benefit of the Association. Director terms shall run according to By Laws regardless of any appointments or elections to replace.

Designated Regions

North Region: Yavapai, Coconino, Navajo, and Apache Counties

South Region: Pima, Santa Cruz, and Cochise Counties

Central Region: Maricopa County (The largest and most populated of course)

East Region: Gila, Greenlee, Graham, and Pinal Counties

West Region: Mohave, La Paz and Yuma Counties

Officers and Directors Compensation

No Officer or Director shall receive a salary or bonus except that the Association membership, upon approval of the majority, may elect to compensate an Executive Director based upon fair market compensation. The Board of Directors may approve the payment of expenses up to a maximum of \$2000, including travel, of Officers and Board Members that have incurred expenses in the furtherance of Association business and promotion. This may include airline, hotel,

meals, and mileage. At no time will the Association compensate any Officer or Director unless all present and immediate future Association liabilities are satisfied.

In the course of Association business, the Association may purchase and provide to the Officers and Board of Directors Apparel, Emblems, and Identification badges that necessarily and readily identify Officers and Board of Directors to the general membership of the Association.

Duties and Powers of the Officers and Board of Directors

Duties of the President

The President shall preside at the annual and any special meeting. He shall decide on all points of law and order, subject to review of the Board of Directors. He shall appoint all committees, and act as a Member, ex officio, of all committees, with the advice and consent of the Board of Directors. He shall appoint all positions not elected by the membership, with the advice and consent of the Board of Directors. In case of a tie vote, the President shall have the right to cast the deciding vote. He shall approve all checks drawn on the Association treasury. He shall call special meetings when deemed necessary, or when requested by a majority of the Board of Directors, or by twenty percent of the Members of the Association. Notification of special meetings must be made not later than forty-eight hours prior to the actual meeting. The President may cosign any properly issued checks. The President shall perform all other duties necessary to carry on the business of the Association.

Duties of the Vice President

The Vice President shall assist the President and all other Officers in the performance of their duties, and in the temporary absence of the President, shall assume the duties of the President. In the event that the President is removed from office, retires or resigns, the Vice President will assume the title and duties of the President for the remainder of the term of office. The Vice President will also assume the duties and responsibilities of the Conference Chairman for the annual Conference.

Duties of the Secretary

The Secretary shall keep a record of all transactions and correspondence of the Association's annual and any other meetings. These minutes shall be entered into a regular log book, and shall be read before the body at the next Annual Meeting following the meeting for which the minutes are recorded, and a copy shall be made available to each Member. He shall include a reading of all bills and the action taken on them, and the Treasurer's report. He shall keep a record of all property and equipment belonging to the Association. The Secretary may cosign, with the Treasurer or the President, any properly issued checks. The Secretary shall keep, in a separate book, all amendments to the Constitution and Bylaws voted in the affirmative by the body. This book shall be known as the "Amendment Book."

The Secretary will:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the Corporate records.
- (c) Keep a register of the mailing address of each director, officer, and member of the Corporation.
- (d) Perform duties as assigned by the President or the Board.
- (e) Perform all duties incident to the office of the secretary.

Duties of the Treasurer

The Treasurer or his designee shall receive and take charge of all monies belonging to the Association. He shall keep a record of all financial transactions of the Association, The Treasurer shall pay out money from the Treasury upon approval of the Board of Directors. The Treasurer shall collect all fees and dues of the Association. The Treasurer shall keep all records up-to-date, along with pertinent receipts, bank statements, and any other information necessary to enable the Directors to audit the books each year. The audit will be made prior to the Annual Meeting. All monies collected by the Treasurer shall be deposited in a Federally insured bank of the Board of Director's choice, no monies over the amount of \$250 shall be paid out except by check signed by any two of the following: President, Vice President, the Secretary or the Treasurer. At the expiration of his

term, the incumbent Treasurer shall present all records and materials to the Board of Directors for a final audit, and after clearance shall turn same over to the new Treasurer.

The treasurer will:

- (a) Have charge and custody of and be responsible for all the Corporation's funds and securities.
- (b) Receive and give receipts for monies due and payable to the Corporation from any source.
- (c) Deposit all monies in the Corporation's name in banks, trust companies, or other depositories as these bylaws provide or as the Board or president directs.
- (d) Write checks and disperse funds to discharge the Corporation's obligations.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or the Board.
- (h) Perform all duties incident to the office of the treasurer.

Duties of the Training Director

The Training Director will:

- (a) Facilitate and coordinate training between regional directors.
- (b) Maintain records pertaining to the Corporation's training efforts.
- (c) Help members belonging to tactical units locate specialized training.
- (d) Coordinate with private training entities the needs of members of the Corporation.
- (e) Meet with the Training Advisory Committee at least once annually.

Powers of the Board of Directors

The Board of Directors shall have exclusive control of the affairs and the funds of the not-for-profit corporation and may require an accounting of said funds as they deem necessary. Failure of any officer to furnish such accounting shall be cause for his removal from office by a majority vote of the Board of Directors.

The Board of Directors shall have the authority to make such rules as it may deem necessary to conduct the affairs of the not-for-profit

corporation, provided such rules are not inconsistent with the Articles of Incorporation or the Bylaws of the not-for-profit corporation.

Vacancies and Removal

Vacancies

Vacancies on the Board of Directors shall be filled by a vote of the remaining Board of Directors unless the vacancy shall occur at the Annual Meeting. Said vacancy shall then be filled by election, by the membership, at the Annual Meeting.

Removal

A member of the Board of Directors, who no longer qualifies for his elected position, may, for good cause, be removed from his position by a majority vote of the Board of Directors.

Committees

Committees shall be designated by the Board of Directors. Committee chairmen shall be appointed by the Board of Directors.

Committee Chairman

The committee chairman shall be responsible for the actions of his committee and will report any committee meeting or action to the Board of Directors.

Membership of Committees

The membership of committees shall be composed of interested Members of the Association who indicate interest to the committee chairman.

Limit of Committee Members

A limit on the number of Members of a committee shall be decided by the Board of Directors.

Contracts, Loans, Checks and Deposits

Contracts

The Board of Directors shall authorize any Officer or Officer's agent or agents to enter into any contract or execute and deliver any instrument or deed in the name of and on the behalf of the not-for-profit corporation, and such authority may be general or confined to specific instances.

Loans

No funded indebtedness shall be contracted on behalf of the not-for-profit corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the not-for-profit corporation shall be signed by such officer or officers, agent or agents of the not-for-profit corporation and in such manner, including facsimile signature, as shall from time to time be determined by resolution of the Board of Directors.

Deposits

All funds of the not-for-profit corporation, not otherwise employed, shall be deposited from time to time to the credit of the not-for-profit corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Prohibited Transactions

Any member of the Board of Directors who falsely represents himself as having authority to act on behalf of the not-for-profit corporation in any above matters as stated in Article V shall be individually liable for such actions.

Fiscal Year

The fiscal year of the not-for-profit corporation shall end on June 30th.

Seal

The Board of Directors shall provide a corporation seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of Arizona Law or under the provisions of the Articles of Incorporation or Bylaws of the not-for-profit corporation, a waiver thereof in writing, signed at any time, whether before or after the meeting or corporate act, by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Amendments of Bylaws

Amending Bylaws

The Bylaws of this not-for-profit corporation may be amended by the Members by a two-thirds vote of the majority of the Members of the Association, provided that no amendments shall substantially change the original purpose of the not-for-profit corporation.

Notice of Amendments

Notice must be provided to all voting Members of any proposed amendments to the bylaws. Such notice shall be in writing to such Members either personally through e-mail or through the U.S. mail. All ballots must be returned within sixty days of mailing to be counted.