

**FAIRFAX COUNTY CITIZENS POLICE ACADEMY
ALUMNI ASSOCIATION**

BYLAWS

Created December 3, 2005

Updated October 21, 2006

ARTICLE I. PURPOSE

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

ARTICLE II. MISSION STATEMENT

The mission of the Fairfax County Citizens Police Academy Alumni Association shall be to promote and enhance the relationship between the community and the Fairfax County Police Department. The association will accomplish this through continued law enforcement education of our members, supporting and promoting the Fairfax County Citizens Police Academy, supporting and promoting special projects that strengthen the services provided by the Fairfax County Police Department, and assisting the Fairfax County Police Department in specific projects when requested by that organization.

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 11914 Breton Court, Reston, Virginia 20191. 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 11914 Breton Court, Reston, Virginia 20191. 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 complete and accurate 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 the power to approve 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.

ARTICLE IV. MEMBERS

1. DUES PAYING MEMBERS

Annual membership in the association shall be available to any person who is (1) a graduate of the Fairfax County Citizens Police Academy, (2) a past or present staff member of the Fairfax County Citizens Police Academy, or (3) a past or present employee of the Fairfax County Police Department, including paid and volunteer, 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. Membership is contingent on the member's maintaining a clean arrest record.

2. HONORARY MEMBERS

Membership in the association may include honorary members, who are not required to pay dues. Honorary membership is awarded to individuals who have made an outstanding contribution to the Citizens Police Academy, Fairfax County Citizens Police Academy Alumni Association, or Fairfax County.

The Board of Directors may select up to three (3) individuals per year to serve as honorary members in the association. Any active member of the association may nominate an individual for honorary membership. Selection criteria for honorary membership may be further defined by the Board of Directors. Honorary members are awarded free membership for five years. The board of directors may provide awardees with honoraria not to exceed \$25 in value.

3. DUES

The annual membership dues shall be \$15, payable by the last day of January in each fiscal year. A dues notice shall be sent to each member in November of the fiscal year preceding the January due date. A member in "good standing" is defined as a member who has paid annual dues and has not been removed for cause.

If a member does not pay annual dues within three months of the beginning of the association's fiscal year, the member will be removed from the member mailing list and shall have no rights as a member until dues for the current fiscal year are paid in full.

The treasurer will send written notification to any member whose dues are in default for the current fiscal year. The member will be reinstated upon payment of dues for the current fiscal year.

4. 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.
- E. To attend board meetings and comment on motions.

5. TERMINATION OF MEMBERSHIP

A. A member of the Fairfax County Citizens Police Academy Alumni Association may be disqualified and removed from the organization for the following reasons:

- 1. Arrest for a felony or serious misdemeanor.
- 2. Willful violation of any policy or procedure of the Fairfax County Police Department or the lawful directives of any active police officer.

3. Any deliberate act that is unethical or brings discredit to the Fairfax County Citizens Police Academy Alumni Association, the Fairfax County Citizens Police Academy, or the Fairfax County Police Department.

4. At the request of the Chief of Police, the Fairfax County Citizens Police Academy Director, the Fairfax County Citizens Police Academy Coordinator, or the Fairfax County Police Department's APO-VIPS Coordinator for overt acts which conflict with the goals and objectives of the Fairfax County Citizens Police Academy Alumni Association, the Fairfax County Citizens Police Academy, or the Fairfax County Police Department.

B. Disqualification requests by members must be made in writing to the President. Such request shall list the reason(s) for the proposed disqualification. Disqualification shall be decided by affirmative vote of two-thirds of all directors. Written notice of the disqualification vote will be provided to the affected member and to the party submitting the disqualification request.

C. The board of directors may, by a two-thirds vote of all directors, terminate any member for cause, provided such member shall have been given at least ten (10) days prior notice in writing and be allowed to attend said board meeting to show cause why said member should not be terminated. The board of directors has the sole discretion to determine what constitutes "cause."

6. 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.

7. REINSTATEMENT

Upon written request signed by an expelled former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of all Directors, reinstate such expelled former member to membership upon such terms as the Board of Directors may deem appropriate. The former member will be subject to the same qualifications and criteria as all other members.

8. 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 last four months of each fiscal year for the purpose of reports from the officers and/or Board of Directors, elections, and the transaction of such business as may come before the meeting.

2. SPECIAL MEETINGS

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

3. PLACE OF MEETING

The Board of Directors may designate any place within Fairfax County 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 is otherwise called, the place of meeting shall be the Fairfax County Government Center,

located at 12000 Government Center Parkway, Fairfax, Virginia 22035, but if all of the members shall meet at any time and place either within or outside of Fairfax County, 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

Notification stating the place, day, and hour of any meeting of members shall be delivered, either personally, by phone, sent by U.S. mail or email to each member in good standing, not less than 10 nor more than 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 sent by U.S. mail, 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 by email shall be deemed to have been given when the notice is transmitted to the most recent email address in the corporation's records. Notice by phone shall be deemed to have been given as of the same day on which a message is left at the most recent phone number in the corporation's records.

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, immediate past-president, and directors at large.

The following positions shall be permanent members of the Board of Directors and are exempt from terms of office specified in Article VII, section 1:

- a. The Fairfax County Police Department's APO-VIPS Coordinator, who is responsible for communicating Fairfax County Police Department policy and business to the Board of Directors and for ensuring compliance with the goals and objectives of the Fairfax County Police Department and the Fairfax County Citizens Police Academy,
- b. The Fairfax County Citizens Police Academy Director, who is responsible for providing the corporation with names of all Citizens Police Academy graduates and expenditure requests to cover expenses related to the Citizens Police Academy, and
- c. The Fairfax County Citizens Police Academy Coordinator, who is responsible for providing the Board of Directors with schedules for upcoming Citizen Police Academies.
- d. A member of the Fairfax County Police Department's command staff, who will be appointed at the discretion of the Fairfax County Police Department.

3. NUMBER

Including officers and immediate past-president, the number of members of the Board of Directors shall be no less than three (3) nor more than twelve (12). 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 Virginia.

4. POWERS AND RESPONSIBILITIES

A. General Duties

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

1. exert 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 by a majority vote of the entire Board of Directors at any duly called and convened meeting. The action of the corporation as a member or shareholder shall be determined by a majority vote of the entire 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 of or for the corporation (whether the relationship is one of employment, independent contractor or otherwise) for a stated term in excess of one 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 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 corporations 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 corporations business.

ARTICLE VII. DIRECTORS' TERMS AND MEETINGS

1. ELECTION AND TERMS OF OFFICE

Directors at Large shall be elected for a term of two (2) years. An equal number of terms shall expire every second year. Therefore, if the Board sets the number of Directors at 24, 12 terms shall expire the first year, and 12 terms shall expire the second year. Directors elected to fill vacancies shall be elected to serve to the expiration date of the vacancy to which elected. Directors are eligible to serve only two (2) consecutive two (2) year terms. Any Director who has served two consecutive full two (2) year terms shall not be eligible for reelection to the Board until one (1) year after the expiration of his or her last term.

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 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.

2. VACANCIES

A Director at Large may resign at any time by filing a written resignation with the President.

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/her predecessor in office. The Board may also elect Directors by an affirmative majority vote of all Directors present at a regularly-scheduled Board meeting, term to be determined at time of election.

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, so long as a quorum exists.

4. MEETINGS OF DIRECTORS

Within 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.

5. SPECIAL MEETINGS OF DIRECTORS

The President or no less than one-third 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 at the Fairfax County Government Center, located at 12000 Government Center Parkway, Fairfax, Virginia 22035 or at such other place, either within or without the County of Fairfax, as shall be specified in the notice of meeting.

7. NOTICE OF DIRECTORS' MEETINGS

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

If sent by U.S. mail, 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 by email shall be deemed to have been given when the notice is transmitted to the most recent email address in the corporation's records. Notice by phone shall be deemed to have been given as of the same day on which a message is left at the most recent phone number in the corporation's records.

8. COMPENSATION

Members of the Board of 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 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. DISQUALIFICATION

A. All provisions of Article IV.4 --Termination of Members -- pertain to Board of Directors members.

B. Any board member who misses four (4) general membership meetings in one (1) year without a reason acceptable to the board shall not be eligible for reelection to a second term.

C. Any board member who misses three (3) board meetings in one (1) year without a reason acceptable to the board shall be immediately removed from his/her position.

11. RESIGNATION

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

12. VOLUNTARY SUSPENSION

Any Director who learns that he/she or any corporation or entity within his/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/her directorship until such investigation is concluded.

13. 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 shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and an Assistant 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 or more offices.

Officers shall be elected for a one-year term, beginning January 1 following the annual meeting at which such officers are elected and terminating December 31 of that year. All officers, as well as the immediate past President, are members of the Board of Directors.

2. REMOVAL

A. All officers shall serve and hold office for a one-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.

B. 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.

C. In the event an officer is ruled ineligible or unable to serve, is removed, or voluntarily resigns, the vacancy may be filled by majority vote of the Board of Directors (see Article VIII.3). The appointed member will be eligible for election as provided for in Article VII.1 if he/she has not served two (2) consecutive elected terms just prior to appointment.

D. Should the board determine that an officer or board member is derelict in the performance of their duties, such officer or board member will be advised of the issue and given an opportunity to correct the problem. Failure to correct within sixty (60) days will result in termination from the board by a vote of the majority of the Board of Directors taken by written secret ballot with the liaison officer counting the ballots.

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 office. 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.

a. 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.

The President:

- Leads and facilitates the activities of the organization,
- Provides overall implementation of organization purposes and goals,
- Serves as spokesperson for the organization,
- Appoints and/or recruits team leaders,
- Calls meetings of the board and the membership,
- Presides over board and member meetings,
- Initiates and guides strategic planning.

b. VICE-PRESIDENT(S)

The Vice-President(s):

- In the absence or disability of the President, perform the duties and exercise the powers of the President, and
- Communicate on behalf of the president or the corporation,
- Lead and coordinate membership services,
- Facilitate member communication re meetings, projects, and other items,
- Coordinate the newsletter,
- Ensure the information on the corporation web site is accurate and up-to-date, and
- Perform such other duties as the President or Board of Directors shall prescribe and assign to him or her.

c. 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 record attendance at board meetings and establish the presence of a quorum. 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.

d. **TREASURER AND ASSISTANT 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 their transactions as Treasurer and of the financial condition of the corporation, and exhibit their 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/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.

The Treasurer shall prepare any necessary federal or state tax returns and Virginia Corporation Commission filings.

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 their death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in their possession or under their control belonging to the corporation.

The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE IX. COMMITTEES

1. COMMITTEES

The Board of Directors of this corporation shall appoint an Election Committee, a Budget Committee, and 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 this corporation. Their terms of office shall be for one (1) year unless otherwise specified by the President or the Board of Directors.

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 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 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 candidates for Director at Large and officers. At least four (4) months prior to the close of the corporation's fiscal year, the Committee shall begin the process of preparing a slate of officer and board candidates to be submitted to the members for approval at the annual meeting. 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

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 Committee is encouraged to ensure as much diversity and inclusion as is consistent with the best interest of the corporation.

The Committee will also submit the names of candidates at other Board meetings to fill vacancies on the Board. The Committee will welcome and solicit input from members regarding Board candidates 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. FUNDRAISING COMMITTEE

The Fundraising Committee is responsible for planning and coordinating fundraising activities of the corporation. At least four (4) months prior to the close of the corporation's fiscal year, the committee will begin work on a fundraising plan, which details fundraising activities and goals for the upcoming fiscal year. The plan must be created in conjunction with the budget committee to insure fundraising goals match anticipated assets listed in the budget for the next fiscal year. The fundraising plan shall be submitted to the Board of Directors and members of the corporation by November 1 each year for the following fiscal year.

The President shall appoint to the committee at least three Directors and other such members as the President and the Board shall deem appropriate.

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.

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 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 and the Treasurer, or if acting on behalf of the Treasurer, the Assistant Treasurer 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 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 Officers 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 Officers 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 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 Officer or 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. DEBITS

Any expenditures of the corporation under fifty dollars shall be approved by the Treasurer or Assistant Treasurer. Expenditures over fifty dollars shall be approved by both the Treasurer and the President.

5. 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 of said Officers, pursuant to the provisions of these Bylaws.

6. 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 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/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.

ARTICLE XIV. INDEMNIFICATION

Subject to the further 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.

Provided the corporation has sufficient assets, 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 there under 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.

Signed by Incorporators on January 5, 2006:

Edward O'Carroll

William L. Ridgeway

Tracey A. Ryan