

BY-LAWS

OF THE

VOLUNTEER LAW ENFORCEMENT OFFICER

ALLIANCE, INC.

Article I. Name and Status

The name of this corporation is the Volunteer Law Enforcement Officer Alliance, Inc., (hereinafter also referred to as either the “Alliance” or “VLEOA”).

The Volunteer Law Enforcement Officer Alliance, Inc. is incorporated, as a not-for-profit corporation, in the State of Florida. The Document Number for this corporation is N09000002551. The date of incorporation was March 13, 2009 and was filed by David M. Rayburn, President. The initial corporate mailing address is: 205 West Tever Street, Hillsborough County, Plant City, Florida, 33563.

Upon formation, a Board of Directors consisting of five people was created. They were: David M. Rayburn, Scot Cuthbertson, Ron Hyman, Marc Spigel and Clyde Jordan, who amongst themselves by a majority vote, elected the initial Executive Officers.

Article II. Mission and Vision

The mission of the Alliance is to bring all volunteer, auxiliary, reserve, special police and constables, and part-time officers who are engaged by public agencies or government together, primarily those who are currently or who in the past have had law enforcement authority, in addition to suppliers of services, education, training, equipment and supporters. The Alliance is dedicated to improving the professionalism of policing, promoting a positive image of the Member to society, and attempting to resolve issues of concern. It shall also be a source of educational training for the professional enhancement of its members. It shall have an Annual Meeting when practical, and shall attempt to make that experience accessible to the widest possible audience. The Alliance may initiate, present or participate in activities and functions in support of its mission, including promoting the advantages of utilizing and maintaining forces of volunteer and part time officers for law enforcement agencies, in any city, town, state, county, or country, be it local, national or Federal.

It is the goal of this organization to allow membership to the greatest number of volunteer, auxiliary, reserve, special police, part-time officers and supporters, to insure that the members of the Alliance have the strongest voice for the profession.

Article III. Membership

Section 1.

The Alliance shall have the following categories of membership: Full, Honorary, and Emeritus. The Board of Directors may upon majority vote, establish additional membership categories and the criteria for such.

Full Member:

Volunteer and part-time officers providing law enforcement activities, pursuant to the laws of their particular jurisdiction, shall be eligible to become a Full Member of the Alliance. Full-time law enforcement officers for governmental entities who have an interest in volunteer policing may also join the Alliance in this category. This category of membership shall also include those who have previously served in voluntary or full-time positions providing law enforcement service in the past but who are no longer active but have retired from their agency in good standing.

Honorary Member:

The Board of Directors may grant an Honorary Membership by majority vote. Honorary Membership carries no privileges of membership except as may be granted by the Board of Directors. No dues or assessments shall be applicable to this membership category. An Honorary Membership may be revoked by a two-thirds vote of the Board of Directors.

Emeritus Member:

The Board of Directors by majority vote may from time to time, grant Emeritus Membership status to any Full Member. Emeritus Members shall have all the rights and privileges granted to a Full Member, and that all future dues obligations shall be waived. If granted, maintenance of continued public service shall not be required.

Section 2.

New applicants will be asked to complete a membership application, which shall be processed by the Membership Committee. Applicants' names may be posted or published to the existing membership for comments. The Membership Committee shall review all applications, examine credentials and documents validating current or past LEO status, and give consideration to service history (if applicable), criminal history, reputation, character and professional conduct. If the membership committee recommends rejection of the application, the findings, comments, and recommendations of the membership Committee shall be presented to the Board of Directors for acceptance or rejection of the application, which shall be decided by a majority vote.

Section 3.

No person who is otherwise qualified for membership may be turned down for reasons of financial hardship upon proof thereof to the satisfaction of the President. All such personal discussions between the member and the President regarding personal finances and hardship shall be kept in strict confidence.

Section 4.

Each member of the Alliance agrees to be bound by the Alliance's Code of Ethics as may be adopted or amended by the Board of Directors, the By-Laws, any amendments or modifications thereto, and by the lawful actions of the Board of Directors or voting members of the Alliance.

Section 5.

No member of the Alliance shall be personally liable for the debts or obligations of the Alliance, nor shall any member have the authority to enter into any contracts or agreements on behalf of the Alliance without the advance prior authority of the Board of Directors except as otherwise provided herein.

Section 6.

Membership in good standing is defined as being current in all financial obligations with this Alliance, not being the subject of any disciplinary or adverse membership action by the Board of Directors, and not having any ongoing disciplinary actions by any governmental or authoritative agency which regulates or controls the member's law enforcement duties.

Article IV. Membership Benefits

Section 1.

Insurance of any kind (including life, injury, civil liability and any others) may be offered to members if a majority of the Board of Directors determines it is in the best interest of the members of the Alliance. Insurance, if offered, will be from a third-party vendor. The insurance may then be made available for purchase or acceptance by the membership, unless any individual member within a specific category is prohibited from purchasing or acquiring said insurance by virtue of a local, State, Federal or Country law, rule or regulation, or due to restrictions from the vendor

Section 2.

The Board of Directors shall annually determine what additional benefits and or privileges shall be given to the membership.

Section 3.

No member shall be required to purchase insurance or any other services or benefits, and should there be a membership category whose annual dues includes the particular cost of a benefit therein, there shall be no reduction in dues if that member is unwilling or unable to partake of same.

Article V. Meetings and Voting

Section 1.

Full Members shall be entitled to attend the Alliance's Annual Meeting, any regularly scheduled or Special Meeting for the full membership, and to enjoy such other privileges as may be granted by the Board of Directors. Full Members may have the right to vote on certain issues as determined by a majority vote of the Board of Directors, for those specific issues.

All members shall be entitled to attend the Alliance's Annual Meeting and may exercise such other privileges as may be granted by the Board of Directors.

Section 2.

The Board of Directors shall determine the date, time, and location of the Annual Meeting of the Membership of the Alliance.

Section 3.

Notice of the date, time, and place of the Annual Meeting shall be published to the membership not less than three (3) weeks prior thereto.

Section 4.

The presence, in-person, by telephone conference, video conference, any combination thereof, or by any other electronic means, of a majority of the Board of Directors, who are members qualified to vote, shall constitute a quorum at the Annual Meeting. For the purpose of this section, Members who have been granted, or Members who are in categories that grant the right or privilege to vote

at meetings shall be counted to establish a quorum. Should any one member hold more than one (1) offices simultaneously, (Example: President + Treasurer) that member shall only be counted as one member of the Board of Directors, for the purpose of determining a quorum.

Section 5.

All meetings of the Alliance including the Executive Committee, Board of Directors, and Committees shall be conducted in accordance with the most current edition of Robert's Rules of Order when not in conflict with these By-Laws. Should there be a conflict, these By-Laws shall supersede. There shall be no voting by proxy or by representation at any meeting except as provided in these By-Laws for the election of Officers and other members of the Board of Directors at the Annual Meeting.

The President shall appoint a non-voting Parliamentarian who may attend all meetings. The Parliamentarian shall be eligible to vote if otherwise qualified by virtue of another position and the Parliamentarian shall conduct the election portion of the Annual Meeting.

Section 6.

Area Directors may hold local meetings, gatherings, social events, dinners and educational seminars, all subject to the prior written approval of the president as authorized by the Board of Directors. No actions may be promulgated or taken at these meetings that may bind or affect the Alliance as a whole.

Section 7.

All meetings of the Alliance shall be open to all members, except when called into Executive Session pursuant to Robert's Rules of Order.

Section 8.

Meetings including voting of the Board of Directors, the Executive Committee, or any other committee or the membership at large may be conducted in-person, by telephone conference, video conference, any combination thereof, or by any other electronic means providing all those who are eligible to participate, have an opportunity to take part (this includes the use of electronic voting through cloud software or other electronic means). All voting at meetings conducted other than "in-person," with the exception of meetings conducted via email, shall be by roll call, counted and recorded by the Secretary.

Voting results at meetings conducted via email shall be maintained by the Secretary, and shall include the name of each voting member present and/or casting a vote. This requirement shall not be necessary when voting for initial membership approval, unless requested in the event of a controversy. The secretary shall indicate in the minutes of the meeting the votes cast for, against, or in abstention, including meetings of the general membership.

Section 9.

The Alliance shall hold at least two official Board of Directors meeting per year. One of these meetings should be during the annual conference, and the other will be held at a mutually convenient time and location, or may be held virtually.

Article VI. Board of Directors

Section 1.

The Board of Directors of the Alliance shall consist of no less than five (5) nor more than fifteen (15) members. It shall at a minimum include the members of the Executive Committee, the Area Directors, and any Directors Emeritus; The Board of Directors shall be required to approve an annual operating budget at the first regularly scheduled meeting after the Annual Election meeting, which shall take into consideration recommendations of the Finance Committee. Full Membership category in the Alliance is required to hold elected office as a Director or Officer, except as otherwise provided herein.

Section 2.

The term of office of any Officer or Director shall be for two years. Officers and Directors shall serve until their successors have been duly elected. The terms of all members of the at-large members of the Board of Directors shall be staggered. Any elected Officer or Director who no longer meets membership requirements, or whose membership has been revoked or suspended by the Board of Directors, or who has been convicted of a criminal offense wheresoever situated, shall be deemed to have resigned their position.

Section 3.

The Board of Directors, by majority vote, may from time to time honor any person who has had a significant long-term involvement with the Alliance for its benefit or the benefit of the profession, as a Director Emeritus. A Director Emeritus shall not have voting privileges but may serve in an advisory capacity to the Board of Directors, and is relieved of any and all mandatory financial and attendance obligations, and may have any other privileges as may be conferred by the Board of Directors. A Director Emeritus will not be counted toward the minimum or maximum required membership (5-15) of the Board of Directors.

Section 4.

Members of the Board of Directors are expected to attend or participate in Regular and Special Board meetings, and actively participate in at least one operating committee. Any member of the Board of Directors, who without having been previously excused by the President, who misses three (3) meetings of the Board of Directors during the fiscal year, shall be automatically dismissed from their position on the Board of Directors.

Section 5.

Any vacancy occurring in the Board of Directors, including any vacancy created by an increase in the number of Directors, resignation or incapacity may be filled by affirmative vote of a majority of the remaining Directors. A Director so chosen to fill a vacancy shall hold office only until the next election of Directors at the Annual Meeting. A member of the Board of Directors may request the President to allow a temporary leave of absence due to personal or medical reasons, and if granted, all obligations shall cease until their return. In that event, the time period requested for absence must be reasonable in accordance with the situation presented, so as not to adversely affect the continuing operation of the Alliance.

Section 6.

All corporate powers shall be exercised by and under the authority the Board of Directors. The fiscal year of the Alliance shall be from January 1st through December 31st.

Section 7.

There shall be a minimum of two meetings of the Board of Directors per calendar year, the date and location of which is to be determined by the Executive Committee. Other meetings may be called at the discretion of the President or by written request of three (3) members of the Board of Directors in good standing. A majority of the Board of Directors present in-person or by electronic or telephonic means, shall constitute a quorum at any Board meeting.

Section 8.

Board members shall serve as such without compensation, however with a majority vote of approval by the Board of Directors and proper documentation, Board members may be reimbursed for actual out of pocket expenses for expenditures made on behalf of the Alliance providing there are funds available.

Section 9.

The Board of Directors shall establish the amount that each member shall contribute to the Alliance as dues and benefits, for each fiscal year. The Board shall also have the right to determine that there are no dues, or no charge for benefits, based upon concurrence of the availability of other sources of revenue such as fund-raising, donations, training or other Alliance material or logo bearing products. Participation in events by any member who is financially incapable of contributing may be waived, or the financial requirement may be waived, at the sole discretion of the President. Any such personal discussions between the member and the President regarding personal finances and hardship shall be kept in strict confidence.

Section 10.

All Directors and members shall advise the President of any and all fundraising activities for approval, in advance, prior to the commencement of the activity.

Section 11.

The Board is empowered to establish and authorize the use of designations after a member's name, by creating criteria therefore. Qualifications may be based upon Charter Membership, length of service, experience, areas of specialties and practice, examination, attendance at specific events, seminars, and so forth.

Section 12.

The Board encourages members in good standing to utilize the official VLEOA logo for business cards, letterheads, or any electronic media including signature lines, however, all advertising, webpage use, and logo merchandise must be approved in advance by the Board of Directors. Members are encouraged to indicate they are members of VLEOA in e-mail signatures and other correspondence. Members should keep in mind that the Alliance seeks a positive image with the public, government, other members, other Alliances and the citizens who they serve, and all communications and conduct including the use of the VLEOA email newsgroup should be professional and courteous. Disciplinary action ranging from censure to revocation of membership for improper actions, misuse or inappropriate use of the email newsgroup shall be at the discretion of the Board of Directors in accordance with the Disciplinary Policy set forth herein. However, the President and/or Chair of the Communications Committee shall be authorized to immediately suspend the offending member(s) from use of the list, until the Board of Directors make a final determination of the permanent disciplinary action to be taken.

Section 13.

Should any one member hold more than one (1) office simultaneously, they shall only be counted as one member of the Board of Directors and shall have only one vote.

Section 14.

In the event of non-renewal, suspension or revocation of membership, the use of the VLEOA logo or any Alliance with the name VLEOA or Volunteer Law Enforcement Officer Alliance, Inc. must cease immediately.

Section 15.

Membership plaques or certificates, and identification cards are the property of the Alliance, and must be returned to the Alliance if requested, by majority vote of the Board of Directors.

Article VII. Executive Committee / Officers

All members nominated to hold office, including members of the Board of Advisors, must be Full Members of the Alliance in good standing. During the term of office, all officers must be in good standing with the Alliance. The Parliamentarian is responsible for recognizing if an officer is not in good standing and bring this information to the Board of Directors. Members of the Board of Directors and officers who are not in good standing shall be immediately be removed from this role.

Section 1.

The Executive Committee of the Alliance shall consist of the President, 1st Vice-President, 2nd Vice President, immediate Past-President, Treasurer, and Secretary. No member of the Executive Committee or Board of Directors shall be permitted to concurrently be a Board Member, Director or Executive Officer of any other Alliance or organization that is solely for the benefit of volunteer or part-time officers. This restriction shall not apply to any professionally recognized national or international organization, state-level organizations, educational organization, or an official governmental entity, as determined by the Board of Directors.

Section 2.

The duties of the President are to preside at all meetings of the Executive Committee, the Board of Directors and the membership, and to enter into all contracts duly authorized by the Board of Directors. The President shall appoint the Chairperson or Co-Chairpersons of all standing committees and perform such other duties appropriate to the office. The President is an ex-officio voting member of all committees, and may attend any Alliance or committee meeting. The President is authorized to expend up to two thousand five hundred dollars (\$2,500) for emergency purchases on behalf of the Alliance where prior Board of Director approval is not practical or possible, and must explain the expenditure to the Board of Directors as soon as possible thereafter.

Section 3.

The 1st Vice-President shall carry out the duties of the President if the latter is not able to do so, shall chair the Membership Committee and provide membership status reports no less than at each Executive Committee or Board of Directors' meeting. The 1st Vice-President shall preside in the absence of the President, or when the President wishes to take part in debate. The 1st Vice-President will have served a two year term as 2nd Vice-President immediately preceding acceptance of the role of 1st Vice-President. If the Board of Directors passes a 2/3 vote to hold an

election for 1st Vice-President, that person may serve without having first served as 2nd Vice-President. In absence of a Board of Directors vote to hold an election, there will be no election to move the 2nd Vice President to the 1st Vice-President Role. The 2nd Vice President shall chair the education committee of the VLEOA and shall serve as the chair of any certification or educational endeavor of the organization.

Section 4.

The Treasurer is a member of the alliance who serves on the Board of Directors and is appointed by the president (for a renewable term of two years) with confirmation by the elected Board of Directors. There shall be no limitation regarding the number of terms that an individual may be appointed to Treasurer. The Treasurer is responsible for accounting for all financial receipts and disbursements, and shall present a financial report at each regularly scheduled Board of Directors Meeting, at any other time as directed by the Board of Directors, at the Treasurer's own initiative, or when asked by the President. The Treasurer will also be a voting member of the Finance Committee, and may serve as chair of that committee if so appointed by the president.

Section 5.

The Secretary shall keep the minutes of all Board, Executive Committee, and membership meetings, and shall be responsible for distributing such minutes electronically or in writing to all members of the Board at least one (1) week prior to the next regular meeting of the Board of Directors. The Secretary shall maintain a "Motions Book." This is a permanent record of the final wording of all motions, including amendments, passed by the Membership, The Board of Directors and the Executive Committee. The Secretary shall be responsible to maintain all the various records of the Alliance, ensure that they are properly maintained by the corporate office and that they shall be reasonably available when needed or when requested by the Board of Directors or the President. The Secretary shall also be responsible for the distribution and delivery of information and documents when so required by these By-Laws or when so instructed by the President or the Board of Directors. It is the duty of the Secretary to provide a record of meetings, including motions and amendments, to the members of the Executive Committee no later than three weeks after a formal meeting is held. Failure of the Secretary to provide such records will result in immediate dismissal from this executive position and a new secretary will be appointed by the President until a normally scheduled election.

Section 6.

The immediate Past-President shall be a voting member of the Board, have the right to attend any and all meetings, shall be considered as an advisor, and shall have no specific duties unless authorized by the Board.

Section 7.

Meetings of the Executive Committee may be called by the President or by written request of three (3) members of the Executive Committee. A majority of the Executive Committee present in-person or electronically shall constitute a quorum for a meeting.

Section 8.

The Board of Directors may establish geographic areas, as they deem necessary or expedient. Upon that occurrence, the Board may designate a Full Member to be the Area Director, and set the duties, obligations and responsibilities for that position.

Section 9.

The Board of Directors by a majority vote, may hire or terminate employees, and shall fix their salaries and other benefits if any, within the guidelines of the approved budget.

Article VIII. Election of Officers, Members of the Board of Directors and Area Directors

Section 1.

All officers and Board of Director members (with the exception of the Treasurer) shall be elected for a term of two (2) years, except as otherwise provided herein.

Section 2.

Officers and members of the Board of Directors shall be elected at the Annual Meeting. If the election consists of only uncontested candidates, then there is no need for a vote and the Parliamentarian may certify the election as uncontested once receiving the uncontested ballot and no less than three (3) weeks prior to the annual meeting.

Section 3.

The Nominating Committee shall present a list of nominees for each office as provided herein no later than three weeks prior to the date of the election for notice to the members and preparation of ballots. Nominations may also be made from the floor at the Annual Meeting however, any nominees from the floor must have agreed in advance to serve if elected and shall meet the membership category requirements for that office.

Section 4.

There shall be no limitation regarding the number of terms that an individual may be elected to office.

Section 5.

The Secretary shall present to the Parliamentarian the maximum number of possible votes that can be cast for any office.

Section 6.

The Chair shall appoint three (3) tellers whose duties are to count the ballots for contested offices, or to review the electronic submission of votes if so cast. The tellers shall count the votes and advise the Parliamentarian of the results and the amount of votes each candidate received. The Parliamentarian shall announce the winner who received a plurality of votes. Should elections be held electronically, there would be no need to appoint tellers.

Section 7.

In the event of a tie, the candidates with equal votes shall be nominees in a runoff.

Section 8.

At the conclusion of the election meeting, all ballots shall remain in the possession of the Parliamentarian who shall be responsible to arrange for their immediate destruction.

Section 9.

No more than two elected members of the Board of Directors may be from the same law enforcement agency. If an upcoming election may result in more than two members from the same agency being elected to the Board of Directors, one of the candidates for office from the agency must withdraw. If none of the candidates does withdraw, the nominating committee will

refuse to accept any new nomination from that agency that would have resulted in more than two members serving on the Board of Directors, with only any incumbents from that agency being allowed to run. This limitation does not apply to the Board of Advisors.

Article IX. Standing and Special Committees

The President shall appoint Chairpersons of all standing committees necessary to conduct the business of the Alliance other than the Chair of the Nominating Committee, within thirty (30) days of taking office, and shall report those names to the Board of Directors and membership no later than at its next meeting. Chairpersons shall be responsible to appoint their committee members with the President's approval, and are to notify the Board of Directors of those persons selected within twenty (20) days, except for the Nominating Committee. The President may appoint Co-Chairpersons and in that event, the Co-Chairs shall each have one Committee vote. The Board of Directors shall have the right to determine which Standing Committees shall be activated for that fiscal year.

The Standing Committees may include but are not limited to:

- Finance Committee
- Education (Chair: 2nd Vice President)
- By-Laws
- Social Events
- Grievance/Ethics
- Education/ Training
- Communications/Website
- Newsletter
- Nominating Committee
- Membership (Chair: 1st Vice President)
- Fund Raising

All Chairpersons and Co-Chairs of Committees must be "Full" category members except as otherwise provided herein. All such committees of the Alliance, as well as all other committees established from time to time by the President or by majority vote of the Board of Directors, shall function subject to and under the direction of the Board of Directors.

The Chairperson and/or Co-Chairs of each Standing Committee with the assistance and concurrence of the Board of Directors, shall annually define the duties and responsibilities of their Committee. The Board of Directors may authorize the establishment of Special Committees, the duties and responsibilities for which shall be defined by the Board of Directors.

Advisory Board:

The President, with approval of the Board of Directors, may designate dues-paying members (or who have qualified for financial hardship in accordance with procedures listed below) in good standing with the Alliance, to serve in an advisory capacity to the Board of Directors, based upon their particular skills, experience or expertise. Advisory members in good standing may be given preferential treatment to fill vacancies on the Board of Directors, if and when they occur based upon their participation and efforts. Members of the Advisory Board must be reappointed by each successive president. Advisory Board members who wish to continue their role with the

association beyond the term of a president must submit, in writing, a letter indicating their desire to continue in their role on the Advisory Board. Letters of intent to continue on the Advisory Board should be accompanied by a resume or other documentation showing the member's areas of expertise.

Article X. Nominating Committee

Section 1.

The Nominating Committee shall consist of a chair, appointed by the President, and at least two Full Members who are in good standing, appointed by the Nominating Committee Chair. The Committee shall present to the Board of Directors, no later than one (1) month prior to the next Annual Meeting, a list of nominees for all Board of Director positions that shall be available for election at the next Annual Meeting. Its term of existence shall conclude after all positions requiring nominations for the next fiscal year have been properly submitted to the Board of Directors. A member of the Nominating Committee may be nominated for a position on the Board of Directors.

Section 2.

Not less than three (3) weeks prior to the Annual Meeting, the Secretary shall distribute the Nominating Committee's slate to the membership at large via the user-group email list or any other mailing or notice..

Article XI. Committee Makeup

All committees shall consist of no less than a Chairperson and two (2) additional members entitled to vote, not including any ex-officio members as provided for in these By-Laws. Chairpersons may select members from the membership, due to a particular expertise or skill needed, for the betterment of the Alliance.

Article XII. By-Law Amendments

The By-Laws may be amended at any regular meeting or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors at said meeting, provided the amendment(s) has been submitted in writing to the Board of Directors, not less than two (2) weeks prior to the meeting at which the amendments will be voted on. In lieu of submitting the changes to the By-Laws a minimum of two weeks in advance of any meeting, changes to the By-Laws may be presented without advance notice with unanimous consent of the Board of Directors. Copies of the current By-Laws and copies of any proposed changes shall be available for examination at the Alliance's usual place of business.

All member-proposed changes to the By-Laws shall be submitted to the By-Laws' Committee for review, evaluation, modification or rejection and thereafter submitted by the By-Law Committee with its recommendation to the Board of Directors. Any changes suggested by the Board of Directors shall be resubmitted to the By-Laws' Committee for input, evaluation, modification or rejection and then resubmitted to the Board of Directors. By-Law changes shall take effect immediately upon approval by a two-thirds vote of the Board of Directors.

Article XIII. Disciplinary Procedures

Section 1.

A member may be disciplined based upon the good faith determination of the Board of Directors that the member has violated these By-Laws, the Code of Ethics of this Alliance, or has engaged in conduct materially and seriously prejudicial to the purposes and best interests of the Alliance or the member's agency or department. Such discipline may include but shall not be limited to: a reprimand, censure, suspension from office, the Board of Directors or a committee position for a period of time determined by the Board of Directors, removal from any elected or volunteer office, including membership on the Board of Directors or Executive Committee, and suspension or revocation of membership status in the Alliance. If the Board of Directors determines that grounds appear to exist for the discipline of a member, the following procedure shall be followed:

- a) The Member shall be given not less than two (2) weeks' notice of the date, time, place, and reason(s) for the meeting of the Board of Directors, and invited to attend said meeting, at which time the recommendation for disciplinary action will be presented. Notice may be given by United States Certified Mail, any courier service who can supply proof of delivery, a process server, by a national delivery company, addressed to the member's last known address as shown in the Alliance's records, by electronic mail (if confirmation of receipt of e-mail is received) or by personal delivery.
- b) The member shall be given the opportunity to be heard by the Board of Directors, either orally, in writing or by a representative, to challenge the reasons for the proposed disciplinary action.
- c) After all matters relevant to the proposed disciplinary action have been heard, considered and reviewed by the Board of Directors, the Board of Directors shall be called into Executive Session to determine whether the Member should be disciplined and if so, the extent of the disciplinary action. The votes on these questions shall require a two-thirds majority.
- d) No member of the Board of Directors against whom disciplinary action is being considered is eligible to participate in or attend the Executive Session of the Board of Directors at which the final determination shall be made.

Section 2.

The decision of the Board of Directors shall be final.

Section 3.

A person whose membership in the Alliance has been suspended or revoked may apply for re-admission to membership in the Alliance; however reapplication can be no sooner than one year after the date of revocation, or later as determined by a vote of the Board of Directors.

- a) The Board of Directors may, on a case by case basis, determine the period of time which must elapse after the application of disciplinary action before a request for re-admission to membership may be filed, but in no event shall that be less than thirty (30) days for a suspension, or one year for a revocation. An individual whose membership in the Alliance has been revoked must submit a new application for membership in the Alliance to the Membership Committee for its consideration. When considering such an application the Committee shall give weight to the former member's compliance with the terms and conditions of any assessed former

disciplinary action, whether or not the individual currently meets the requirements for membership in a membership category and whether or not re-admission of the individual is in the best interest of the Alliance. The findings of the Committee, both pro and con, shall be presented to the Board of Directors for acceptance or rejection of the application.

- b) The decision of the Board of Directors shall be final.

Article XIV. Conflict of Interest

The Board of Directors shall promulgate and enact a “Conflict of Interest Policy” and by a majority vote, determine when any member of the Board of Directors or member of the Alliance is in violation of that policy and subject to the terms and conditions provided therein.

Article XV. Donations

The Alliance may from time to time become the recipient of donated items, primarily for the use of law enforcement personnel or administration, and, should that occur, the Board of Directors, by a majority vote, shall determine: (a) if the donation shall be accepted, (b) how it shall be utilized, (c) if it should be redistributed to members, to agencies or departments who are either members of the Alliance or not, to assist in the performance of their law enforcement duties, (d) if it shall be retained by the alliance for training or administrative purposes, (e) how it will be disposed of by the Alliance and, if for a financial gain, where the funds shall be utilized, (f) if it is to be re-donated in the name of the alliance, or (g) if it is to otherwise be disseminated to members, agencies, departments or like law enforcement agencies, wheresoever situated.

Article XVI. Corporate Assets, Corporate Profits & Distribution upon Dissolution

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these By-Laws. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No person, firm, or corporation shall ever receive any dividends or profits from the undertakings of the Alliance, and all profits derived, if any, shall be maintained by the Alliance and be used solely and exclusively for the advancement of the Alliance and its goals. Upon dissolution of this organization, all of the Alliance’s assets remaining after payment of all costs, debts and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under the Federal Internal Revenue Code, presently §501 (c)(3), or to the Federal Government or to a State or local government for a like public purpose, as determined by the Board of Directors, and none of the assets shall be distributed to any member, officer, employee, committee member or trustee of the Alliance.

THESE BY-LAWS WERE DULY APPROVED BY THE BOARD OF DIRECTORS OF THE VOLUNTEER LAW ENFORCEMENT OFFICER ALLIANCE, INC., ON February 10, 2024 AND ARE EFFECTIVE IMMEDIATELY.

A SIGNED ORIGINAL OF THIS DOCUMENT IS MAINTAINED IN THE ALLIANCE'S ADMINISTRATIVE OFFICE AND BY THE SECRETARY.