

**BY LAWS
CRAVEN COUNTY LAW ENFORCEMENT OFFICERS ASSOCIATION, INC.
CRAVEN COUNTY, NORTH CAROLINA**

PREAMBLE

These Bylaws shall govern the Craven County Law Enforcement Officers Association, Inc. ("Association"). In addition, the North Carolina Nonprofit Association Act ("Act") and the Articles of Incorporation of Craven County Law Enforcement Officers Association ("Articles") shall also govern the Association. In the event of a direct conflict between the provisions of these Bylaws and the Act, the Act shall control. In the event of a direct conflict between the provisions of these Bylaws and the Articles, the Articles shall control.

ARTICLE I – NAME AND OFFICES

Section 1. Name: The name of the corporation shall be Craven County Law Enforcement Officers Association, Inc. ("Association").

Section 2. Principal Office: The principal office of the Association shall be located at 1895 Spring Garden Road, New Bern, North Carolina 28562 (Craven County), or at such other place as the Executive Board (the "Executive Board") may designate.

Section 3. Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Executive Board may from time to time determine, or as the affairs of the Association may require.

ARTICLE II - PURPOSE

PURPOSE

Section 1. General Purpose: It is expressly declared that the Association exists for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any subsequent federal tax laws and has not been formed for pecuniary profit or financial gain, and no part of the assets or net earnings, income or profit of the Association shall inure to or be distributed to the benefit of any donor, Director, officer, employee or private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of charitable or educational purposes as set forth herein.

Section 2. Specific Purpose: Within the context of the foregoing general purposes, the specific and primary purposes for which the Association is organized and shall be exclusively operated are as follows:

- (a) To operate a premier shooting facility to accommodate a variety of shooting disciplines, an education and training facility for law enforcement agencies and other agencies that require proficiency with firearms and promoting good public relations by sponsoring community activities and range facilities for education, training and promoting safe firearm handling in the community; and
- (b) To engage in any and all lawful activities appropriate to carry out and fulfill any or all of the foregoing purposes.

ARTICLE III – MEMBERSHIP

Section 1. General Membership:

(a) Categories of General Membership shall be as follows:

- i. Associate Membership ("Associate"): Shall consist of United States citizens or legal foreign nationals residing in North Carolina and not eligible for Sworn Membership.
- ii. Sworn Membership ("Sworn"): Shall consist of any U.S. Federal, State, or Local law enforcement office with the power to arrest, assigned duties or residing in the state of North Carolina; or a former U.S. Federal, State or Local law enforcement officer, retired in good standing and residing in North Carolina.
- iii. Life Membership ("Life"): No additional Life Memberships will be designated. Those members who have previously been awarded a Life Membership and are currently in good standing will retain their life member status. Life Members are subject to all range rules and range operation procedures.

(b) Other provisions related to Individual Membership:

- i. All persons with a General Membership shall have the right to attend all general meetings, speak, vote, serve on committees, and serve as an elected official.

- ii. All General members may attend Executive Board meetings for informational purposes and may speak on matters before the Board only if the Board invites them to speak.
- iii. When a person with a General Membership resigns, is suspended, or is expelled in accordance with any of the Bylaws, they shall have no right or interest in the property of the Association, nor the privileges therein.
- iv. Application for General Membership shall be on the prescribed application form filled out completely and submitted with the application fee and all support documents. The application package will then be screened by the Executive Board prior to submission to the other General Membership members for approval at a regular meeting. The applicant must attend the meeting that their application will be voted on.

Section 2. Agencies: Agency Membership shall be non-voting membership and solely for the purpose of agency training and not as a substitute for Individual Membership (as set forth in Section 1 of this Article III). Fees and responsibilities determined by the Executive Board shall be determined based on the size of the agency seeking membership. The agency membership categories are:

- (a) Large law enforcement agencies with twenty (20) or more sworn positions ("Large Agency").
- (b) Small law enforcement agencies with nineteen (19) or less sworn positions ("Small Agency").
- (c) An educational institution that conducts law enforcement training.
- (d) Separate Agency Membership is also available to other groups such as non-sworn criminal justice agencies, correctional facilities, and educational institutions that provide other training which requires use of the Association's training facilities.

Section 3. Termination of Membership: General Membership in the Association may be terminated by the Executive Board for the following reasons:

- (a) Nonpayment of dues.
- (b) Conduct defined by the Executive Board as conduct unbecoming a member.
- (c) Removal of a sworn officer from official duties for cause.
- (d) Violation of Association rules including violation of these Bylaws or range operating procedures.

ARTICLE IV – EXECUTIVE BOARD AND OFFICERS

Section 1. General Powers: The business and affairs of the Association, including the control and distribution of its property and funds valued at under \$5000 per project is vested in the Executive Board. Control and distribution of funds and property valued at \$5000 or more per project requires general member approval. The power to adopt by-laws and amend and alter the same, are vested in the general membership.

Specific powers of the Executive Board include but are not limited to:

- (a) The definition of long-term and short-term goals and performance objectives of the Association.
- (b) The review and approval of the Association's budget to ensure that it is consistent with a sound financial plan to achieve the purposes and objectives of the Association.
- (c) The selection and tenure of all **committee chairs** of the Association.

Section 2. Number and Term of Qualification: The number of Directors (each a "Director") shall be five, President, Vice President, Secretary, Treasurer and Member at Large. The Executive Board may change the number of Directors to no fewer than four and no more than seven.

Section 3. Resignations: Any Director may resign from the Executive Board at any time by giving written notice to the President or the Secretary of the Association. The resignation of any Director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified herein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal: Any Director may be removed at any time with cause. The removal of any Director by the Executive Board shall be administered as follows:

- (a) The Director in question shall be permitted to meet with a review committee made up of the remaining Executive Board members and three other randomly selected committee chairs in closed session and present their side of the issue.
- (b) If after this meeting, the Review Committee believes that there is cause for removal, the Executive Board member may be removed by the majority Vote of the Review Committee, excluding the Director in question.
- (c) At any stage of the removal process, the Director in question shall be permitted to resign.
- (d) If the conduct of the subject Director is found to be serious enough, membership in the Association may be terminated consistent with the termination of membership provisions in Article III, Section 3. This shall be determined on a case-by-case basis.
- (e) Any Director may also be removed at any time with good reason by the affirmative vote of two-thirds (2/3) of the quorum of General Members with voting rights at two consecutive regular meetings or special meetings called for that purpose.

Section 5. Vacancies: All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled as follows:

- (a) A vacancy in the office of President will be filled by the Vice President who will serve the remainder of his predecessor's term.
- (b) A vacancy in the office of the Vice President will be filled by the Member-at-Large.
- (c) A vacancy in the office of the Treasurer will be filled by the Member-at-Large.
- (d) A vacancy in the office of the Secretary will be filled by the Member-at-Large.

The Executive Board can then call for a special election to fill any open Executive Board position. If more than one Executive Board member leaves office during the year, a special election must be held to fill the multiple vacancies. Any Executive Board member filling a vacated position on the Executive Board, will act in that capacity only until the next annual election or special election.

If a special election is called to fill the position of Vice President, Secretary or Treasurer for the remainder of a year, the member at large will be permitted to run for that position. If the member at large is elected to fill the position, there will be a special election to fill the member at large position for the remainder of the year. If the member at large seeks the position of either Vice President, Secretary or Treasurer and is not elected, he/she will revert to the member at large position that they held before the vacancies occurred.

Section 6. Chair: The President shall preside as Chair of the Executive Board and shall have and perform such other duties as may be directed by the Executive Board.

Section 7. Salary and Reimbursement: Directors will not be compensated for their services as such but may be reimbursed by the Association for reasonable expenses.

Section 8. Term: The term of office for members of the Executive Board will be one (1) year. There is no limit to the number of terms an Executive Board member or officer can serve.

Section 9. President: The President will provide leadership and direction to the Association to ensure that the purpose of the Association is properly executed, that its programs and finances are managed to carry out that purpose. He/She will be the facilitator in the planning for growth and improvement of the Association, will facilitate day-to-day range operations. At the direction of the Executive Board, the President is authorized to speak for and represent the Association.

Section 10. Vice President: The Vice-President will assist the President in providing leadership and direction to the Association to ensure that the purpose of the Association is properly executed. Other specific duties may be assigned to the Vice-President by the Executive Board as required. The Vice-President shall assume the office and duties of the President in case of the absence or incapacity of that officer. When acting in the place of the President, the Vice-President has all the powers, duties, privileges, and responsibilities of the office.

Section 11. Secretary: The Secretary shall keep a careful and accurate record of the proceedings of the Association and shall authenticate all records by their signature. They shall maintain all records, reports, and documents of the Association, and if required, furnish the President with those documents. Minutes of meetings will be recorded by the Secretary and be retained in Association's files. They shall draft all official letters for the Association and keep a file of all the correspondence.

Section 12. Treasurer: The Treasurer is responsible for maintaining the financial records and reports of the Association. This includes all receipts, authorized disbursements, banking, and safekeeping of monies. The Treasurer is responsible for the preparation and filing of tax documents with any state and/or federal agency that will ensure compliance with those agencies' requirements. He/she shall furnish reports as to the Association's financial condition as directed. The Treasurer and other Executive Board members will create a proposed budget during the fourth quarter of the calendar year for recommendation to the Association membership. The Treasurer shall present that recommended budget for the next fiscal year at the November meeting. After considering any input and/or recommendations from the membership, the Executive Board will consider any reasonable suggested budget line items or suggested dollar amount adjustments in the budget and approve the final budget. The Treasurer will make the budget available to members in December.

Section 13. Member-at-Large: The Member-at-Large will be the member of the Executive Board responsible for new membership application coordination. When acting in the place of any vacated Executive Board position, the Member-at-Large has all the powers, duties, privileges, and responsibilities of the office.

Section 14. Committees: The Executive Board shall identify a need for and appoint a chair to lead any special needs committee(s). Committee chairs will then appoint any members needed to accomplish that committee's task subject to Executive Board oversight.

Section 15. Annual Election of Executive Board members: At the November regular meeting, the Executive Board will appoint a nominating committee chair outside of the Executive Board and the chair will select two additional nominating committee members to serve. This nominating committee will serve only for that election. The nominating committee will, when possible, identify at least 2 nominees for the open positions on the Executive Board for the upcoming year. Recommendations from the nominating committee as well as any nominations from the floor will be voted on by the General Membership at the annual meeting. The newly elected Executive Board members will be installed at the January meeting.

Section 16. Contracts: All spending outside of the current budget that is \$5000 or less can be authorized by a majority vote of the Executive Board. Contracts, obligations or special funds outside the current budget in excess of \$5000 per contract, obligation or special fund requires the vote of a quorum of general members at any regular meeting or special meeting called for this purpose.

ARTICLE V - DUES

Section 1. General: Annual dues, initiation fees, agency and education institution fees shall be evaluated at least annually. Proposed adjustments will be presented to the Executive Board for approval. After approval, any dues, initiation fees and agency fees adjustments would be announced to the membership and to the agencies.

Section 2. General Membership Dues: Annual dues for General Membership shall be due and payable between October 1st and December 31st of each calendar year. If such membership dues are not paid by December 31st, the member will be terminated for nonpayment of dues and their name will be removed from the mailing and the membership list.

Section 3. Re-Application: Any member who was dropped for non-payment of their dues and was a member in good standing within the last two years, may pay the new member fee to rejoin the association without filling out a new application or requiring a membership vote. If non-membership status exceeds two years, a new application and membership vote is required.

Section 5. Initiation Fees: Persons accepted for a General Membership at the October, November or December meeting will have paid their initiation fee and dues for the upcoming year with their application.

Section 6. Large Agency and Educational Institutions: fee payment deadline shall be July 1 of each year.

Section 7. Small Agency: Small agency fee payment deadline shall be January 1 of each year.

ARTICLE VI – MEETINGS

Section 1. Quorum: The number of members that will constitute a quorum will be 5% of the total Association general membership.

Section 2. Annual Meetings of Members. The annual meeting of Members shall be held at a time and place fixed by the Executive Board for the purpose of appointing or electing the Directors of the Association. However, Directors may also be elected at any regular or special meeting of the General Membership.

Section 3. Regular Meetings of Members: Regular meetings will be held monthly at such time and place to be determined by the Executive Board.

Section 4. Special Meetings of Members: The Executive Committee has the authority to call a special meeting. An attempt to notify all members as to the date, time, place and purpose of the special meeting will be made. No business other than that for which the special meeting has been called shall be transacted at that meeting.

Section 5. Voting: When a General Membership vote is required, a majority vote of a quorum present at a regular or special meeting is required for Association action unless otherwise stated in these by-laws. See Article IV Section 4(e).

ARTICLE VII – MANAGEMENT AND FINANCES

Section 1. Funds. The Executive Board shall establish such funds as the Executive Board in their discretion shall consider desirable to further the purposes of the Association. The Executive Board may adopt such rules and policies governing the establishment and maintenance of such funds as the Executive Board may determine, subject to the provisions of the Articles of Incorporation and the Bylaws of the Association.

Section 2. Administration. The Executive Board shall manage and administer in all respects the properties and funds of the Association in accordance with the terms of the Articles of Incorporation creating the Association, the provisions of the Bylaws, and all applicable laws, obtaining and securing for such purposes such assistance, office space, force, equipment, and supplies and other aids and facilities, upon such terms as the Executive Board may deem necessary from time to time.

Section 3. Investments. The Executive Board shall hold, use, manage, administer, and dispose of the properties of the Association in accordance with the by-laws and shall collect all incomes, revenues and profits arising therefrom. The funds of the Association arising through the receipt and collection of incomes, revenues and profits, sale of properties or otherwise, shall be invested in such properties and investments as may be determined by the Executive Board from time to time to be fit investments for assets of the Association, and in the making of any investment, the Executive Board shall be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision, or rule of law, but the Executive Board shall have absolute discretion in the determination of what properties constitute a suitable investment for any assets of the Association (subject always, however, to N.C. Gen. Stat. §55A-1-50).

Section 4. Rejection of Gifts. Any person, firm, or corporation shall have the privilege of making grants to the Association at any time by way of gift, devise, bequest, condition, or otherwise, and such additions shall be received, used and disposed of by the Executive Board in accordance with the terms of the Articles of Incorporation creating the Association and any other conditions of the gift; provided, however, that the Executive Board shall have the power to reject any donation, grant, bequest, or devise which in the opinion of the Executive Board is inconsistent with the charitable purposes for which the Association was formed.

Section 5. Other Powers. The Executive Board shall have and may exercise any and all other powers which are necessary or desirable in order to manage and administer the Association and the properties and funds thereof and carry out and perform in all respects the charitable purposes of the Association according to the true intent thereof.

Section 6. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances. However, any such contracts or instruments not already in the budget and valued at \$5000 or more per project must be approved by a majority vote of a quorum of the General Membership.

Section 7. Loans. No loans to or from the Association shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and if \$5000 or more per loan a majority vote by a quorum of the General membership. Such authority may be general or confined to specific instances.

Section 8. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association.

Section 9. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such depositories as the Board shall direct.

Section 10. Distribution. Upon dissolution of the Association, the assets thereof shall, after all liabilities and obligations of the Association have been paid, satisfied or adequate provision made therefore, be distributed to one or more organizations chosen by the Board and qualified under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code").

Section 11. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Association Act or under the provisions of the Articles of Incorporation or Bylaws of this Association, a waiver thereof in writing signed by the individual entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 12. Fiscal Year. The Association's fiscal year shall be the year ending December.

Section 13. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors and a majority vote of a quorum of general members at any regular or special meeting. Any By-law which is contained in or copied from the Articles of Incorporation may be changed only after amendment of said Articles; or, by the written consent of all of the Directors then holding office. If an amendment is adopted by written consent without an official meeting of the Board, it shall be the duty of the Secretary to enter the amendment in the records of the Association and mail a copy of such amendment along with notice of this approval to each member of the Board and the general membership.

Section 14. Financial Reports. The Association shall prepare periodic financial reports treating all of the funds that are held by the Association, either directly or in component parts, as funds of the Association. A formal audit or financial review shall be conducted at the discretion of the Board. The Audit or financial review will be conducted by a recognized accounting firm. The results of such audits or financial review will be reviewed at a regular meeting within 30 days of audit completion. Copies of the audit report will be made available to General Members at that time.

Section 15. Inconsistencies. In case any provision of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 16. Robert's Rules of Order. Except to the extent inconsistent with the Association's Articles of Incorporation or Bylaws, which shall govern in any inconsistency, the most recent edition of Robert's Rules of Order shall govern the conduct and proceedings of all meetings. However, the Chair of the Executive Board may deviate from Robert's Rules of Order for the sake of efficiency or other purposes deemed beneficial to the operation of the Association with the unanimous consent of the Executive Board.

Section 17. Electronic Transactions. The Association may conduct any action or set of actions by electronic means, such as by electronic mail.

ARTICLE VIII RANGE OPERATING PROCEDURES

The Executive Board has oversight responsibility for the day-to-day business of the Association's shooting range. Amendments to the Range Operating Procedures can be proposed by any General Member but must be approved by a majority vote of the Executive Board.

ARTICLE IX - ANTI-DISCRIMINATION AND HARASSMENT POLICY

The Association shall comply with all federal, state and local laws that prohibit discrimination and harassment based on race, color, religion, national origin, gender, sexual orientation, age, and marital status. Such discrimination and/or harassment is prohibited in all aspects of membership qualification, vendor selection, and hiring. Violation of this policy will result in Executive Board action deemed appropriate, which may include termination of membership. This policy applies to all members, officers, and employees of the Association.

ARTICLE X - INDEMNIFICATION

Section 1. Right to Indemnification under N.C. Gen. Stat. § 55A-8-51:

- (a) Except as provided in subparagraph d. of this Section 1, the Association shall indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if the individual (a) conducted himself in good faith; (b) reasonably believed (i) in the case of conduct in his official capacity with the Association, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to the Association's best interests; (c) acted in accordance with the Association's principles and governing documents; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.
- (b) A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subparagraph a. above.
- (c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent is not of itself determinative that the Director did not meet the standard of conduct set forth in subparagraph a. above.
- (d) The Association shall not indemnify a Director in connection with the proceeding by or in right of the Association in which the Director is adjudged liable to the Association or in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.
- (e) Indemnification hereunder in connection with a proceeding by or in the right of the Association that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding.

- (f) The authorization, approval or favorable recommendation by the Executive Board of indemnification as authorized hereunder shall not be deemed an act or corporate transaction in which a Director has a conflict of interest and no such indemnification shall be void or voidable on such ground.

Section 2. Right to Indemnification under N.C. Gen. Stat. § 55A-8-52: The Association shall indemnify a Director who is wholly successful on the merits or otherwise in the defense of any proceeding to which the Director was a party because he is or was a Director of the Association against reasonable expenses actually incurred by the Director in connection with the proceeding.

Section 3. Advances under N.C. Gen. Stat. § 55A-8-53: Expenses incurred by a Director in defending a proceeding shall be paid by the Association in advance of the final disposition of the proceeding upon receipt of an agreement by or on behalf of the Director to repay such amount unless it is ultimately determined that the Director is entitled to be indemnified by the Association against such expenses.

Section 4. Court-Ordered Indemnification under N.C. Gen. Stat. § 55A-8-54: A Director of the Association who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification if it determines that (i) the Director is entitled to mandatory indemnification under N.C. Gen. Stat. § 55A-8-52, in which case the Association shall also pay the Director's reasonable expenses incurred to obtain court-ordered indemnification, or (ii) the Director is fairly and reasonably entitled to indemnification in whole or in part in view of all the relevant circumstances, whether or not the Director met the standard of conduct set forth in N.C. Gen. Stat. § 55A-8-51 or was adjudged liable as described in N.C. Gen. Stat. § 55A-8-51(d), but if the Director is adjudged so liable, such indemnification is limited to reasonable expenses incurred.

Section 5. Determination and Authorization of Indemnification under N.C. Gen. Stat. § 55A-8-54:

- (a) The Association shall not indemnify a Director under N.C. Gen. Stat. § 55A-8-51 unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director met the standard of conduct set forth in N.C. Gen. Stat. § 55A-8-51. The determination shall be made by the Executive Board by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding. If such a quorum cannot be obtained, such determination thereupon shall be made by a majority vote of a committee duly designated by the Executive Board (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceeding. If the foregoing two (2) methods of determination cannot be made, then such determination shall be made by special legal counsel selected by the Executive Board or a committee in the manner prescribed herein, or if a

quorum of the Executive Board cannot be obtained and a committee cannot be designated, then selected by a majority vote of the full Executive Board in which selection Directors who are parties may participate.

- (b) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel hereunder.

Section 6. Indemnification of Officers, Employees, and Agents under N.C. Gen. Stat. § 55A 8-56: An officer, employee, or agent of the Association is entitled to indemnification under this subsection to the same extent as a Director. The Association shall advance expenses to an officer, employee, or agent of the Association to the same extent as to a Director.

Section 7. Immunity from Civil Liability: Directors and officers of the Association shall be immune from civil liability for monetary damages arising out of their service as such to the fullest extent authorized by law, including but not limited to that immunity authorized by N.C. Gen. Stat. §§ 1-539.10, 55A-2-02(b)(4), and 55A-8-60, or any successor provisions of law.