PREAMBLE

The Sheriffs' Association of Texas (“Association”), in order to aid in advancing the aims and purposes of duly-constituted law enforcement, and in order to promote the greater common good of the citizens of Texas and the peace officers of this State, herewith sets forth its amended Constitution and By-Laws, of which this Preamble is a part.

The Association’s Constitution and By-Laws are amended. This amendment instrument goes into immediate effect upon adoption, and completely repeals and replaces the previously-existing Constitution and By-Laws. This instrument, together with the active corporate formation documents (Articles of Incorporation and/or Certificate of Formation), comprise the “Controlling Documents” that govern the Association. The Association’s Constitution and By-Laws are amended to read as follows:

ARTICLE I

CONSTITUTION

Section 1. NAME.

The name of this organization shall be as follows: SHERIFFS’ ASSOCIATION OF TEXAS, herein referred to as “Association” or “SAT.”

Section 2. PURPOSES AND TERM.

The Association is a nonprofit corporation formed under the Texas Business Organizations Code and shall be governed by the laws of the State of Texas and the applicable provisions of the Internal Revenue Code.

(a) The Association is, and shall continue to be, a duly-organized and operating Texas non-profit charitable organization pursuant to, and in compliance with: (a) the Association’s Controlling Documents; (b) Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code; (c) all applicable provisions of the Texas Business Organizations Code, as amended (or its successor); and (d) other applicable authority under Texas and Federal law.

(b) Should any portion of the Controlling Documents be rendered void or invalid by law, or rule, the remainder shall not be deemed void and shall remain in full force and effect.

(c) Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or to a government unit, as defined by Section 101.001(3) of the Texas Civil Practice and Remedies Code, for a public purpose, as determined by a majority vote of the Board of Directors.

(d) The Association's organizational purposes are educational in nature, including the education of the public and law enforcement and the training of law enforcement officers, as more particularly described herein and in the Controlling Documents of the Association. This purpose shall be given the broadest possible meaning allowed by law.

(e) The Association's term, or period of duration, is perpetual.

ARTICLE II

PURPOSE STATEMENT

The purpose of the Association is exclusively educational and charitable, including the education of the public and law enforcement officers, training of officers, and furtherance of purposes, and given its broadest possible meaning, consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

HEADQUARTERS

The official headquarters, and principal business office, of the Association shall be located within the State of Texas, at a specific location approved and authorized by the Board of Directors.

ARTICLE IV

MEMBERSHIP

Section 1. MEMBERSHIP CLASSES.

Membership in the Sheriffs' Association of Texas shall consist of four classes; specifically, Active Members, Associate Members, Life Members and Honorary Members, as further provided herein. The Board of Directors may adopt policies defining classes of membership, dues, application procedures, and member rights. Such policies may be amended by the Board of Directors and do not require a change to these By-Laws.

Section 2. ACTIVE MEMBERS.

Any duly-elected or appointed and commissioned law enforcement officer, or agent at the Federal, State, County, Precinct or Municipal level, together with the executive, administrative, judicial or prosecuting officials of the Federal Government or of the State of Texas, or of any county, precinct, city, or other political subdivision of the State of Texas, and any honorably retired officer, agent, or employee of an office, agency, or entity

listed above, or individuals whose principle employment by a private organization, organized under Texas law, is that of protecting life and/or property, shall be eligible for Active Membership.

Section 3. ASSOCIATE MEMBERS.

Individuals not included within the requirements for Active Members, as provided herein, shall be eligible for Associate Membership, subject to the approval of the Association's Board of Directors.

Section 4. LIFE MEMBERS.

Past Presidents of the Association shall be awarded Life Membership in the Association, and as such, shall be entitled to all rights and privileges vested in Active Members that hold the office of Texas Sheriff. Honorary Life Membership may be conferred on any individual who is an Active Member of the Association, and Honorary Associate Life Membership may be conferred on any individual who is an Associate Member of the Association, by a two-thirds (2/3) majority vote of the Voting Members who are present at the Annual or Special Conference when the vote is taken. It is provided further that Life Members shall be exempt from the payment of dues beginning on the date such honor is conferred. Other Life Memberships may be purchased by Active and Associate Members at a rate established by the Board of Directors.

Section 5. HONORARY MEMBERS.

Individuals who join the Association, and are not designated as Active, Associate or Life Members shall be Honorary Members, subject to approval of the Association's Board of Directors.

ARTICLE V

VOTING RIGHTS AND REQUIREMENTS; NO PROXY RULE

Section 1. VOTING MEMBERS.

Notwithstanding anything to the contrary in the Controlling Documents, voting rights regarding approval of a "fundamental action," as listed in Section 22.164 of the Texas Business Organization Code (or its successor), or the enactment, amendment or repeal, in whole or in part, of the Controlling Documents of the Association, or the election of Officers, Directors or Life Members, shall be exclusively vested in the members and shall be restricted to the following groups of Active Members who are in good standing with the Association, herein referred to as "Voting Members:"

(a) the elected and appointed individuals who hold the office of Sheriff in a county within the State of Texas; and

(b) Past Presidents of the Association.

Section 2. QUORUM.

Unless expressly stated elsewhere in the Controlling Documents, a quorum of eligible Voting Members shall be required to be present at any Conference, Special Conference or business meeting when a motion is offered or considered for vote, and when candidates are considered for election or advancement to the Board of Directors or Life Membership. No vote is valid unless a quorum is present. A Voting Member that is part of a quorum, who chooses to abstain from voting, does not diminish the quorum.

(a) Conference Quorums: Fifty (50) or more eligible Voting Members shall constitute a quorum required to conduct business at an Annual or Special Conference regarding the election or advancement of individuals to the Board of Directors, a Life Member confirmation vote, the enactment, amendment or repeal, in whole or in part, of a Controlling Document of the Association, or for consideration regarding a "fundamental action," as listed in Section 22.164 of the Texas Business Organization Code (or its successor).

(b) Board Quorums: It is provided that a numerical majority of the eligible Voting Members of the Board of Directors must be present at any meeting of the Board to constitute a quorum and transact Association business.

(c) Committee Quorums: It is further provided that a numerical sum, equal to one-tenth (1/10) of the appointed members of a standing or ad hoc committee, shall constitute a quorum for the purpose of transacting Association business, except that no quorum can equal less than two committee members. Any committee member shall be entitled to vote on matters before the committee regardless of membership class.

Section 3. VOTING PRIVILEGE.

Each Voting Member in attendance at a Conference or business meeting, and present at the time a vote is taken, shall be entitled to vote. Such Voting Members may vote during each ballot taken. Votes may be cast orally, by show of hand, standing up,, in writing, or electronically, as determined by the presiding officer or elections administrator at the time of the vote, except that any vote that requires a two-thirds (2/3) affirmative majority for adoption, must be made using either written or electronic form.

(a) Two-thirds (2/3) affirmative votes of Voting Members that are present when a vote is taken, are required for approval of a "fundamental action," as listed in Section 22.164 of the Texas Business Organization Code (or its successor), or to restate, enact, amend or repeal the Controlling Documents in whole or in part.

(b) Except where stated to the contrary herein, a simple majority of favorable votes cast by Voting Members shall be required to elect or advance Board Officers and Directors or to approve motions.

(c) The Board may transact business and adopt governance-related policies by majority vote, which may include, but is not limited to, Conflict of Interest, Whistleblower, Document Retention, Travel Reimbursement, and Ethics. These governance-related policies may be amended by the Board without amending the By-Laws, unless such policies conflict with the By-Laws.

(d) A Committee may approve motions, and return reports or recommendations to the Board or the Membership, by majority vote.

Section 4. VOTING METHODS.

Voting Members shall cast their votes in person at the Annual Conference, unless circumstances involving disaster or peril prevent social gathering, in which case voting may be conducted by use of electronic communication methods in accordance with Texas law, and as determined by the Board of Directors, provided all participants can communicate concurrently. Voting held during Special Conferences and business meetings, including those held by the Board of Directors and Committees of the Association, may be cast either in-person, by electronic communication methods, or by a combination of those methods, in accordance with Texas law, provided participants can communicate concurrently.

(a) Proxy Rule: Notwithstanding anything to the contrary in the Controlling Documents of the Association, voting by proxy is prohibited.

Section 5. ELECTIONS ADMINISTRATION.

The President shall appoint a committee consisting of three or more Past Presidents to administer and preside over any election involving written ballots, or that involves candidates that are not selected by acclamation, and for consideration of an appeal for expulsion or termination of a member, or any action that requires a two-thirds (2/3) vote for adoption. The President shall designate one of the committee members as the Elections Administrator. If less than three Past Presidents are available to serve on the Elections Committee at a Conference or meeting when the vote is to be taken, the President shall fill the vacant position(s) with other Members in good standing. The Elections Committee shall ensure that only qualified Voting Members, who are in good standing, are allowed to vote. The Elections Committee shall count the votes, report the outcome to the President, and deliver the tabulated ballots to the Executive Director, if the vote was made in writing, or shall verify the voting results, if the vote was made by electronic means.

Section 6. RECORD OF VOTE

The President, or a designee, shall announce the outcome of each vote after the result has been determined. Final outcomes shall be recorded in the minutes of the business meeting at which the vote was taken, or shall be acknowledged and recorded in the

minutes of a Board Meeting held in conjunction with, or after conclusion of, an Annual or Special Conference. Any item that required a two-thirds (2/3) affirmative vote for approval shall be identified in the minutes by the total number of votes that were cast and the number of votes recorded for and against the measure.

ARTICLE VI

OFFICERS AND BOARD

Section 1. OFFICER AND BOARD OF DIRECTOR'S DESIGNATION.

There shall be a Board of Directors ("Board" or "Executive Board") that shall manage the affairs of the Association, and transact all the business of the Association that may come to their attention, in accordance with Sections 22.201 and 22.202 of the Texas Business Organizations Code, other applicable law and the Controlling Documents. The Board shall meet at least quarterly, and on such other occasions as the President may deem necessary. The President shall call a special meeting of the Board of Directors on the written petition of not less than four (4) members of the Board. The Board may meet in person, by remote communication technology, or by a combination of those methods. The Association shall indemnify and hold harmless its Officers, Directors Committee Members, Ex Officio Members, Chaplain and volunteers acting in good faith and within the course and scope of their duties, to the fullest extent permitted by Texas law.

Section 2. BOARD OFFICER POSITIONS.

The number of positions on the Board of Directors shall be no less than eleven (11) Officers and Directors who are authorized to vote on matters considered by the Board, including no less than six (6) Officers and no less than five (5) Regional Directors, plus ex officio members, as follows:

(a) Board Officers shall include the President, the immediate Past President, three Vice-Presidents, and the Sergeant-At-Arms, each of whom are currently-serving Sheriffs that have been elected to the Board at an Annual or Special Conference, except where stated otherwise herein regarding emergency contingencies. These Officers shall serve annual terms in each office, beginning with Sergeant-At-Arms, or the lowest Vice-President position vacant at the time of the Annual or Special Conference, and ascending to President, and then Immediate Past President.

(b) Regional Directors: Directors shall be currently-serving Sheriffs that are elected by the Voting Members at an Annual or Special Conference. The Board shall form, and uniquely number, five (5) or more clearly-defined regions of the State, and the Board shall place each County in the State in one of those regions. Regions shall be grouped geographically so that each County assigned to a particular region shares a contiguous border with another County in the same region. The number of regions may be increased or decreased annually, provided that the change occurs prior to an Annual Conference.

A Director from each region shall be elected to serve a term of two years on the Board, except where specified below. Directors may be reelected.

i) The Board of Directors shall determine the exact number of geographic regions to be represented, and shall establish the boundaries of those regions. Each region shall have a comparable number of Counties to the other regions. When five (5) regions exist, each region shall contain no fewer than fifty (50) Counties; when six (6) regions exist, each region shall contain no fewer than forty-two (42) Counties; when seven (7) regions exist, each region shall contain no fewer than thirty-six (36) Counties, and so forth. Each region shall be sequentially-numbered starting with one (1). In the event, regions are increased, decreased or realigned, the Board shall strive to limit the changes such that the changes affect as few Counties as practical.

ii) Directors from regions that are assigned an odd number (such as one (1), three (3), or five (5)) shall be elected in odd-numbered years. Directors from regions that are assigned an even number (such as two (2), four (4), or six (6)) shall be elected in even-numbered years. However, in the event a Director's region changes from an odd number to an even number, or vice versa, mid-term due to a realignment, such Director's term shall end on the last day of the calendar year that corresponds with the region after the realignment.

iii) If a change to regions creates a mid-term void in a particular region, a Director shall be elected at the Annual or Special Conference to fill the unexpired portion of the term. If two (2) or more Directors, who are mid-term, end up assigned to the same region due to realignment, each such Director shall remain on the Board for the duration of their respective term.

iv) Nominees for Director shall be chosen by the eligible Voting Members who reside in the region, and they shall be presented for election to the Voting Members of the Association. No region may submit more than one nominee per election, unless the nominee is unsuccessful in being elected as a Director.

v) Director candidates may declare their interest in the position by notifying the Executive Director, in writing, at least thirty (30) days prior to the Conference in which that position is to be presented for election. Voting Members residing within each region shall determine the nominee for their region by a simple majority vote. However, if only one Sheriff declares interest, that Sheriff may be nominated by acclamation. If no qualified Sheriff is nominated in a region with an impending term at least thirty (30) days prior to the Conference, the President-elect shall nominate a Sheriff from the region to be placed on the ballot.

(c) An Executive Director shall be appointed by the Board of Directors to a term specified by the contract approved by the Board.

(d) A Chaplain shall be appointed annually by the President.

(e) The Board shall appoint a Secretary and a Treasurer, except that these positions may be combined, at the discretion of the Board of Directors, to form a single position known as Secretary/Treasurer. The Secretary and Treasurer, or Secretary/Treasurer shall be appointed to their respective office by the Board and shall be an ExOfficio Board Member. The Secretary, Treasurer, or Secretary/Treasurer position is not restricted to currently-serving Sheriffs; any qualified Member of any membership class, in good standing, may be appointed. There is no limit to the number of times an individual may be appointed to fill these positions.

i) The Executive Director may designate Association staff members, or other qualified individuals, to assist the Secretary and Treasurer, or Secretary/Treasurer in performing their duties.

(f) Ex Officio Members:

Ex Officio Members are non-voting members of the Board who are entitled to attend meetings and participate in Board discussion, including encouraging action and influencing decisions made by the Board, but Ex Officio Member may not make or second motions, or vote on Board matters. Individuals that occupy the following positions shall serve as Ex Officio Members of the Board: Executive Director, Chaplain, appointed Secretary and Treasurer or Secretary/Treasurer, Assistant Secretary, Assistant Treasurer, Past Presidents of the Association (other than the Immediate Past President), and SAT Legal Officer or General Counsel.

Section 3. **QUALIFICATIONS FOR BOARD ELECTION AND SERVICE.**

At each Annual or Special Conference, the Voting Members of the Association shall elect qualified individuals to serve as Officers and Directors for the forthcoming year or term, as specified below. Officers and Directors that are elected at a Conference shall assume their respective office or position on the Board at the conclusion of the annual or special conference in which the vote was taken.

(a) Progressing Board Officer Positions include President, First Vice-President, Second Vice-President, Third Vice-President, and Sergeant-At-Arms, plus Immediate Past President. If any office described above becomes vacant during a term, excluding that of Immediate Past President, each person holding a lower office shall ascend to the next highest office as “Acting” at the time of the vacancy. Qualified Sheriffs shall be elected to fill an annual term for any number of vacancies that exist after accounting for the advancement of the officers that remain eligible and able to serve the next term. Vacancies shall be filled annually by the election of qualified candidates starting with the highest level of vacant office remaining and descending to Sergeant-At-Arms, except for Immediate Past President. Vacancies that exist to the office of Immediate Past President shall be filled by a former Past President that is currently serving as a Sheriff and who is selected by the Committee of Past Presidents to serve on the Board for that annual term. If no Past President remaining in office as a current Sheriff is able or willing to serve, then

the position may be filled by any Past President selected by the Committee of Past Presidents.

i) Progressing Board Officers must hold the office of Sheriff and have served as Sheriff of a Texas County for a period of more than four (4) years. The individual must also be a member in good standing of the Association and must have previously served on the Board as a Director, Chaplain, Secretary, Treasurer, or Secretary/Treasurer. Board Officers who are elected and advance must continue to be actively-serving Sheriffs, except as noted elsewhere herein.

(b) Regional Directors: Directors shall be currently-serving Sheriffs that have served as Sheriff for any duration, and who are members in good standing. One Director shall be elected to the Board per region, upon majority vote at an Annual or Special Conference. Except where stated elsewhere, Directors serve two-year terms that alternate election cycles. Vacancies that exist during an unexpired term of a year or more shall be filled by electing a Director at an Annual or Special Conference to complete the remainder of that term. Directors who are presently serving on the Board at the time of adoption of the Controlling Documents, and that are located within a region that is numerically not scheduled for election that year, shall have their terms extended until the next election cycle, except that an individual that is unwilling to serve as a Director for the following year, or who has filed notice of intent to seek election to a Board Office, shall be excluded and the vacancy shall be filled like other mid-term voids. Directors who are presently serving on the Board at the time of adoption, and are in a region that is scheduled for election, shall conclude their terms and may seek nomination for reelection.

Section 4. **ELECTION AND ADVANCEMENT OF OFFICERS AND DIRECTORS.**

Sheriffs that have been previously elected to Progressing Officer Positions shall be advanced to a higher office at the conclusion of an Annual Conference without reelection, provided they continue to meet the qualifications for holding office. An election to fill Officer and Director positions that will become vacant shall be held during that Conference, or during a Special Conference called for that purpose, if necessary.

(a) Any Sheriff that meets the qualifications to seek office as Sergeant-At-Arms (and/or a higher progressing office then available) may do so by giving notice of candidacy and intent to seek election to the Executive Director at least 30 days prior to the annual conference. Written notice shall be delivered by U.S. Mail to the headquarters of the Sheriffs' Association of Texas, or to an electronic communication address assigned to the Executive Director, with return or read receipt requested.

i) If only one person has given proper notice of their candidacy for the office of Sergeant-At-Arms, they shall be elected by acclamation. If more than one person has given proper notice of their candidacy, then an election will be conducted in accordance with the Controlling Documents.

ii) If the Executive Director has received no timely notices of candidacy, or receives an insufficient number of notifications to fill the amount of officer positions to be elected, the Executive Director shall notify the President who shall task a search committee consisting of Past Presidents and Board Officers to identify

enough qualified candidates willing to seek election to fill the remaining Officer vacancies. Sheriffs who made timely notice of intent, shall be added by acclamation or elected to officer positions on the Board ahead of candidates that were added for election by committee search.

(b) Directors shall be elected when the term for that region is available. The Executive Director shall create a list of proposed candidates per region that have submitted proper notice of intent and shall distribute the list of names to the Voting Members within the corresponding regions. A nominee shall be selected by the Voting Members of a region either by vote during the Conference or by submitting a vote electronically to the Executive Director at least ten (10) days prior to the Conference. The candidate that attains a majority of the votes shall be nominated to represent that region. If no candidate secures a majority of the vote, another nomination vote shall be taken at the Conference. The President-elect shall place the name of a qualified Sheriff in nomination for election if no candidate successfully secures a regional nomination before the day of the general election.

i) Should a nominee for Director fail to receive an affirmative majority of the vote during an election, then that region shall have the opportunity to nominate a different Sheriff for the position, or the President-elect shall select a nominee that is qualified and willing to serve on the Board, and another vote shall be taken during that Conference. This process shall continue until the position is filled.

(c) At the conclusion of the Annual Conference, the outgoing President shall advance and be installed as the Immediate Past President and the First Vice-President or Acting First Vice-President shall advance and be installed as President. The Second Vice-President or Acting Second Vice-President shall advance and be installed as First Vice-President, and the Third Vice-President or Acting Third Vice-President shall advance and be installed as Second Vice-President. The Sergeant-At-Arms shall advance and be installed as Third Vice-President, if not already advanced in an acting capacity. A Sheriff that was elected to assume office as Sergeant-At-Arms, or a higher office, shall be installed in the respective office, along with the newly-elected Directors, and the Secretary, Treasurer, and Chaplain.

Section 5. **BOARD VACANCIES, RESIGNATION AND CONTINGENCIES.**

Voting positions on the Board that become vacant after an Annual Conference shall remain vacant until the next annual election, unless a Special Conference is called. A Special Conference election may be called for the purpose of electing Officers to fill vacant Board positions when the number of vacancies exceeds three (3) and shall be called when the number of voting-member-vacancies reaches or exceeds six (6). In the unlikely event that the number of voting Board members makes the assembly of a Board quorum unattainable, the President shall request that Past Presidents of the Association be appointed by the Committee of Past Presidents to fill the vacant positions until a Special Conference can be held. In that situation, any Past President shall become eligible to hold office and may be selected by the Committee to serve on the Board.

(a) Any Officer or Director may resign at any time by giving written notice to the President or the Executive Director.

(b) In the event that there are no duly-elected Officers due to death, resignation or refusal to serve, the Executive Director shall call a special conference for the specific purpose of electing new Officers, and each of those elected will serve the respective terms of the office to which he or she is elected as though they were originally elected in accordance with the Controlling Documents at an annual conference.

ARTICLE VII

DUTIES AND RESPONSIBILITIES OF BOARD MEMEMBERS

Section 1. PRESIDENT.

The President of the Association shall preside at all meetings of the Board of Directors and at annual and special conferences. In the absence of the President, a Vice-President shall preside, in the order of their rank. The President shall cast a vote only in the event of a tie regarding matters brought before the Board of Directors. The President shall appoint Committee Chairs and shall be an Ex Officio Member of all Committees of the Association.

Section 2. VICE-PRESIDENTS.

In the absence of the President, or in the case of the inability or refusal of the President to act, it shall be the duty of the Vice-Presidents to perform all the duties of the President. Such authority shall vest in the Vice-Presidents in the order of their rank, namely, the First Vice-President, Second Vice-President, and Third Vice-President.

Section 3. SECRETARY AND TREASURER.

The duties of the Secretary and Treasurer, or Secretary/Treasurer shall be as follows:

(a) The Secretary shall be responsible for keeping accurate records of Board and membership meetings, including recording minutes of meetings, maintaining official records, and ensuring proper notice of meetings. The Secretary shall be a custodian of records for the Association and work with the Executive Director and staff to manage, protect and maintain accurate records of official Association documents.

i) The Board may request that the Executive Director appoint an Association staff member to serve as Assistant-Secretary or scribe to assist the Secretary in making and keeping records of meetings, and to assist with the production and preservation of records.

(b) The Treasurer shall monitor the financial operations of the Association and oversee the safe-keeping of all funds, accounts, and financial records held, maintained, and managed by the Association. The Treasurer shall ensure payment of all lawful debts, claims, and financial obligations of the Association. The Treasurer shall prepare periodic financial reports, assist with budget development, and keep the Board informed of important financial events, trends, and issues relevant to the Association.

i) The Board may request that the Executive Director appoint a staff member as Assistant-Treasurer to assist the Treasurer in monitoring or producing financial records and reports.

Section 4. SERGEANT-AT-ARMS.

The Sergeant-at-Arms shall maintain proper order and decorum during the Annual and Special Conferences and meetings of the Board, and he is hereby authorized to appoint whatever assistants may be necessary to accomplish these ends from among the Active and Associate Members in good standing at any such Conference or meeting.

Section 5. EXECUTIVE DIRECTOR.

The Board of Directors shall appoint an Executive Director by contract who shall be subject to the control and direction of the Board of Directors of the Association. The Executive Director shall serve as the chief executive officer and general manager of the Association and have charge of the headquarters of the Association. The Executive Director shall direct the activities and services of the Association, including but not limited to:

- enter into contracts and agreements on behalf of the Association, as authorized;
- manage personnel, including hiring, discipline, and/or termination of employees and service providers;
- maintain membership records, including the collection of membership dues and monies from other sources, and issuance of membership certificates;
- be responsible for preparation of the annual budget and assist the Treasurer with preparation of periodic and annual financial reports;
- pay all just and reasonable expenses of the Association, provided that funds in excess of an amount set by resolution of the Board of Directors must be approved by either written or electronic communication from the Treasurer or President;
- maintain adequate records and files of all proceedings and publications of the Association;
- safely keep custody of the seal of the Association and affix same to all instruments, as directed by the President or Board;
- assist the President in arranging for meetings of the Board of Directors, member meetings, and other Conferences or meetings, and keep record and preserve the true minutes of those meetings in conjunction with the Secretary;

- propose to the Board of Directors such activities he or she deems pertinent to the purposes and objectives of the Association;
- coordinate nonprofit responsibility training for newly-elected board members;
- attend such Conferences and meetings as may assist in the performance of the Executive Director's duties; and
- perform such other duties as may be set forth by the Board that properly pertain to this office.

(a) It is provided that the President shall have the same powers and duties as the Executive Director when the Executive Director is unavailable or unable to execute the duties of the office for thirty (30) consecutive days. Should the Executive Director continue to be unavailable or unable to execute his/her duties, the Board of Directors shall meet to review the circumstances and taken any appropriate action.

Section 6. CHAPLAIN.

The Chaplain shall be appointed by the President of the Association and shall perform the duties of Chaplain at all annual and special conferences of the Association. The Chaplain shall render spiritual guidance to Active and Associate Members of the Association as circumstances may require, or when called upon to do so. The Chaplain shall be a Sheriff and member in good standing of the Association who shall be designated as an Ex Officio Board Member of the Association.

Section 7. LEGAL OFFICER/GENERAL COUNSEL.

The Board may appoint or authorize the Executive Director to contract or employ a general counsel and/or a legal officer to advise the Executive Director, Board and Association on litigation, legal compliance, contracts, legal strategy, risk management, and to promote aligning the affairs of the Association with business objectives, including drafting legal briefs and communications that represent the interests of the Association. The General Counsel shall serve as an Ex Officio Board Member of the Association.

ARTICLE VIII

BOARD GOVERNANCE

Section 1. BOARD GOVERNANCE.

The Board may adopt governance-related policies by majority vote that do not conflict with the Controlling Documents. These may include, but are not limited to, Conflicts of Interest, Ethics, Document Retention, Whistleblower, Travel, and Reimbursement. These policies may be amended by the Board without amending the Controlling Documents.

Section 2. AUTHORIZED REIMBURSEMENT.

No Officer or other Member of the Association shall be entitled to remuneration from the funds of the Association for performing the duties of their respective offices or for services rendered to the Association, except the Executive Director whose salary shall be set by the Board of Directors through a contract, employees of the Association and General Counsel. The Board of Directors, however, is authorized to appropriate sums for the payment of reasonable expenses and reimbursement incurred in handling and performing the legitimate business of the Association, subject to properly-submitted receipts and statements to support said reimbursement. Requests for reimbursement shall be presented to the Executive Director for his or her approval, subject to standards and guidelines set by the Board of Directors. The Board may require that reimbursement in excess of a set amount require the additional approval of the President or Treasurer.

(a) The Association may reimburse reasonable travel expenses incurred by Officers, Ambassadors, registered individuals, or others authorized to participate in Association-approved events or activities. All reimbursements shall comply with the Board-approved travel policy, budget and applicable documentation requirements.

Section 3. BONDS.

The President, Executive Director, and Treasurer each shall be required to make bond in such sum as shall be deemed necessary by the Board of Directors for the protection of the funds, assets, properties, and business interests of the Association. Such bonds shall be in an amount not less than ten thousand dollars ($10,000.00) each. Each such bond shall be subject to approval by the Board prior to execution. The premiums for these bonds shall be paid by the Association.

Section 4. ANNUAL AUDIT.

An independent financial review shall be conducted annually by the Budget and Finance Committee, who shall report their findings to the Board. An external audit shall be authorized by the Board at least once every four (4) years to coincide with the general election for the office of Sheriff in the State of Texas, and may be conducted at other times at the discretion of the Board. Payment for such audit services is hereby authorized.

ARTICLE IX

FISCAL YEAR

Section 1. FISCAL YEAR.

The Fiscal Year of the Sheriffs' Association of Texas shall consist of that part of the year from one annual conference to the next.

ARTICLE X

MEETINGS

Section 1. ANNUAL CONFERENCE.

The Association shall hold an Annual Conference at a time and place determined by the Executive Director and Board of Directors. The Annual Conference shall provide opportunities for training and education events, networking, recognition, and elections for Officers, Directors, and Life Members, as stipulated in the Controlling Documents.

Section 2. SPECIAL CONFERENCE.

The President shall call a Special Conference upon necessity to fill Board vacancies, as specified in the Controlling Documents, or by written demand from a majority of the Board of Directors, or upon receiving a written petition signed by not less than fifty (50) eligible Voting Members who are in good standing with the Association. The petition may be electronically signed and submitted to the Executive Director through an approved means of electronic communication, provided each signing member authenticates their electronic signature. The need for a Special Conference shall be conveyed to the President during the demand or petition appeal, and the President shall declare the purpose for the Special Conference when notice of the Special Conference is delivered to the membership. The Active Membership in good standing shall be notified of such Special Conference at least fifteen (15) days prior to its convening, and no business may be transacted at such Special Conference, other than that specified and set out in the notice of such Special Conference.

Section 3. BUSINESS MEETINGS AND EVENTS.

The Association may conduct membership meetings and events that are not held in conjunction with an Annual or Special Conference. No business shall be conducted at any such meeting that would result in the election of an Officer to the Board, or that would attempt to amend or repeal the Controlling Documents, except as expressly set forth above.

Section 4. PARLIAMENTARY PROCEDURE.

Robert’s Rules of Order shall be the rules governing the business meetings and Conferences of the Sheriffs' Association of Texas, except as otherwise provided by the Controlling Documents. The order of business shall be as directed by the President, who is hereby authorized to appoint a Parliamentarian from among the Active or Associate Members in good standing for the duration of any meeting or Conference. A ruling by such Parliamentarian shall be binding upon the conduct of business being transacted.

ARTICLE XI

GOOD STANDING AND EXPULSION

Section 1. DUES.

Annual dues for Active and Associate Membership shall be such as provided and authorized by action of the Board of Directors. Payment of dues shall be for the remainder of the calendar year in which paid, except that Members that are in good standing for that year may pay dues in advance, and at the prevailing rate, to be applied toward membership for the upcoming year succeeding the date of receipt of such dues by the Executive Director.

(a) Lifetime Member and Lifetime Associate Member dues shall also be established by the Board of Directors. Any Member or Associate Member that pays for a Lifetime Membership, at the prevailing rate when such dues are received and receipted by the Executive Director, shall be further exempt from the payment of annual dues.

Section 2. GOOD STANDING.

An Active and Associate Member, whose dues are currently paid-in-full, shall be deemed a Member in good standing, except that Members that are under suspension awaiting a final decision regarding termination or expulsion from the Association for conduct violations (as explained below), shall not be considered in good standing.

Section 3. ACTIVE MEMBERSHIP REQUIRED.

Only Active Members that are in in good standing shall be eligible to hold any elected or appointed Office in the Association. No person who is suspended shall be elected to, or remain in, Office, nor is such a person eligible to serve on the Association's Legislative or Resolutions Committees.

Section 4. FAILURE TO PAY DUES.

Active and Associate Members that have not submitted their renewal dues within fifteen (15) days of the expiration shall be suspended until such time as the dues are brought current. Any Active or Associate Member who is suspended and fails to pay the annual dues within sixty (60) days following written notice of such delinquency by the Executive Director, shall be dropped from the SAT membership rolls. Written notice may be delivered by electronic communication.

Section 5. REMOVAL AND TERMINATION.

Any Active or Associate Member of the Association, including Officers and Directors and the Executive Director may be removed from office and/or terminated for cause from membership when the conduct of the alleged offending party is determined to be

detrimental or inimical to the purposes and welfare of the Association, a failure to act in good faith, with ordinary care, and in a manner reasonably believed to be in the best interests of the Association, or a violation of the penal laws of the State of Texas or another state, or the United States, that would result in a conviction capable of causing revocation or surrender of a Texas Peace Officer's License, even if that Member holds no such license. Suspension from office shall require a majority vote of the Board of Directors; removal from office and/or expulsion or termination from membership of the Association shall require a two-thirds (2/3) vote of the Board of Directors in attendance at the Board Meeting in which the action is considered. Members that are suspended awaiting final expulsion shall be prohibited from participating in Association-related business and activities.

(a) An Officer that is removed from office may file an appeal with the Executive Director or President, provided the appeal is presented in writing within ten (10) days following written notification of the expulsion decision. The appeal shall state justification for reconsideration. An Officer that files a timely appeal shall remain suspended, and is prohibited from participation in Board decisions until such time as the appeal may be voted upon by the Board and any Past Presidents that attend a Board meeting called for that purpose. The decision to reinstate or not reinstate shall be decided by majority vote of the Board and Past Presidents present when the vote is taken and their decision shall be final.

(b) A Member that is expelled from the Association may file an appeal with the Executive Director or President, provided the appeal is presented in writing within thirty (30) days following written notification of the expulsion decision. The appeal shall state justification for reconsideration. A Member that files a timely appeal shall remain suspended, and is prohibited from participation in Association business and activities until such time as the appeal may be voted upon by the eligible Voting Members in attendance at the next Annual or Special Conference. The decision to reinstate or not reinstate the Member shall be decided by a majority vote of the Voting Members present at the time the vote is taken, and that outcome shall be final.

ARTICLE XII

COMMITTEES

Section 1. STANDING COMMITTEES.

The Association shall have standing committees that serve in an advisory capacity to the Board of Directors and Membership of the Association as follows. Qualified Members of the Association that are in good standing may serve on a standing committee of the Association.

- Legislative Committee
- Bylaws and Resolutions Committee (including Controlling Documents)
- Jail Advisory Committee

- TCOLE Advisory Committee
- Membership Committee
- Museum & History Committee
- Budget and Finance Committee
- Past Presidents Committee
- Border Security Committee
- Major Counties Committee
- Conference and Planning Committee

(a) The President shall appoint a Chair of each Committee within sixty (60) days following the conclusion of the Annual Conference, and the President, with help from the Chair of each standing committee, shall appoint a Co-Chair for each Committee. The President, with the help of the Chair, Co-Chair, and Executive Director, shall appoint members in good standing to serve on each Committee, except that Past Presidents of the Association automatically form the Past Presidents Committee. The President shall be an Ex Officio Member of all Association Committees.

(b) Committee Members and Chairs shall serve until the appointment of their successors, unless a Committee Member resigns, is removed by the Board, or becomes suspended or expelled from membership.

(c) Each standing committee will meet at least annually during the Annual Conference, and at other times upon call by the President, Committee Chairs, or their designee. Except as stated otherwise in the Controlling Documents, Committee actions shall be presented to the Board and/or membership in the form of a recommendation for final approval.

(d) The President or Board may appoint Ad-hoc Committees to assist with a particular purpose or need.

ARTICLE XIII

AMENDMENTS

Section 1. AMENDMENTS.

A two-thirds (2/3) affirmative vote of the eligible Voting Members present at the Annual or Special Conference, at the time a vote is taken, shall be required to amend the Association's Controlling Documents, or any part thereof, or to perform a "fundamental action" listed in the Texas Business Organizations Code (or its successor).

(a) A proposed amendment to the Controlling Documents must be presented to the Executive Director in writing and signed by not less than six (6) eligible Voting Members. Electronic or digital signatures are acceptable, provided authenticity of the signature is verifiable. The proposed amendment must be presented to the Executive Director at least ninety (90) days prior to the start of the Annual or Special Conference at which such

proposed amendment is to be voted upon, except that if the Board adopts a resolution that declares said amendment to be an unforeseen emergency measure, the proposal may be delivered within thirty (30) days of the Annual or Special Conference. The Executive Director shall promptly deliver a copy of the proposed amendment to the Voting Members.

(b) The Bylaws Committee shall return a written report detailing a recommendation for or against, and/or present a modified version of the proposed amendment. The Committee's report should be delivered to the Executive Director at least thirty (30) days prior to the measure being considered for vote at an Annual or Special Conference, except that if the Board has adopted a resolution that declares said proposed amendment to be an unforeseen emergency the Committee's report shall be delivered within ten (10) days of the date in which the measure shall be voted upon at a Conference. The Executive Director shall circulate a copy of the Committee's report and/or a modified version of the proposed amendment to the eligible voting members.

(c) If the Bylaws and Resolutions Committee returns a modified version of the proposed amendment, that version shall first be considered and voted upon at the Annual or Special Conference. If the Committee's version is adopted, the version of the amendment that was initially proposed, shall become null and void. If a modified version of an amendment that is returned by the Committee is not favorably adopted, then the version of the proposed amendment that was initially proposed, shall be voted upon at that Conference.

ARTICLE XIV

GENERAL

Section 1. REGISTERED AGENT AND BUSINESS OFFICE.

The registered agent of the Association shall be the current Executive Director. The registered business office of the registered agent shall be the address or location of the Association headquarters. The current listing of that address is: Sheriffs' Association of Texas, 1601 South Interstate-35, Austin, Texas 78741. This address shall be updated to reflect any future change of address and such address update shall be performed without the requirement of an election amendment to the Controlling Documents.