

BYLAWS OF THE TEXAS ASSOCIATION OF SCHOOL RESOURCE OFFICERS, INC.

A Texas Not for Profit Corporation

ARTICLE I NAME

The name of this corporation is Texas Association of School Resource Officers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation for transaction of its business shall be located at ***PO Box 2405 Cypress, Texas 77410***. The Board of Directors shall designate and may change the principal office from one location to another in the state of Texas. Any change of location of the principal office shall be noted by the Secretary in these bylaws in the place provided in this section or this section may be amended to state the new location. The Board may, at any time, establish branch or subordinate offices at any place or places where TASRO is qualified to conduct its activities.

ARTICLE III GENERAL AND SPECIFIC PURPOSES

Section 3.01 General Purposes: This Association is a nonprofit corporation and is not organized for the private gain of any person. It is registered under the Non-Profit Corporation Laws of the State of Texas for public and educational purposes.

Section 3.02 Specific Purposes: Within the context of its general purposes this corporation is created:

- (A) For the advancement of education, charity and any other related or corresponding purposes by the use and distribution of its funds for such purposes.
- (B) To provide a means to disseminate, share, advise, and coordinate information on the value of qualified law enforcement officers to teach elementary, junior high school and high school student on the principles of good citizenship and community responsibility.
- (C) To demonstrate, by example and other means, the dangers associated with alcohol and drugs, criminal activities, and other anti-social behavior.

Section 3.03 Limitations: To operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

Section 3.04 Mission Statement: We will work to provide safe learning environments; implement valuable resources and training to school-based law enforcement, juvenile justice organizations, and school administrators; facilitate positive relationships between our communities and today's youth; provide resolutions affecting youth in crisis, to support the goal of protecting every child so they can reach their fullest potential.

ARTICLE IV

MEMBERS

This corporation shall have the following classes of membership.

Section 4.01 Regular Members: A person shall be eligible for regular membership if he or she is employed by, appointed by or retired from a law enforcement agency or a school district as a school resource officer, school-based peace officer, and educational personnel, involved with a school-based policing program or administrator of a school-based police program.

(A) A Regular Member, who, by virtue of promotion, reassignment, retirement, physical disability or change of employment has ceased to meet the qualifications set forth by regular membership, but desire to be maintained as a regular member, may make written application to the Board of Directors for continued Regular Membership, with all rights appertaining thereto. Each petition for continued Regular Membership must contain a statement of the reason for the member's status change and the reason why the petitioner wishes to continue as a regular member of the Association. At the next regular meeting or special meeting of the Board of Directors, the petition(s), will be considered and voted upon. The Board may review all such members annually and may discontinue prior approval at any time by a majority vote of the Board of Directors.

Section 4.02 Associate Members: Associate membership may be conferred upon any person who has expressed and demonstrated an interest in the advancement of School Resource Officer programs as part of the Texas educational system, such as juvenile justice professionals.

Section 4.03 Honorary Members: Honorary membership may be conferred upon any person who has rendered outstanding service to the Association and /or youth of the State of Texas or the purposes for which the organization was formed. A person may be awarded honorary membership as a result of a two thirds majority vote of the Board of Directors present and voting.

Section 4.04 Life Membership: Life membership may be conferred by the Board of Directors upon past officers and/or directors of the Association or to any such person as the Board may deem appropriate. The board may establish and revoke lifetime memberships. Any requests should be included on an agenda and receive majority vote.

Section 4.05 Fees and Assessments: The Board may assess a membership fee as a condition of initial or continued membership.

ARTICLE V

DIRECTORS

Section 5.01 General Corporate Powers: Subject to the provisions and limitations of the Texas Nonprofit Corporation laws and any other applicable laws, and subject to any limitations in the Articles of Incorporation and/or Bylaws regarding actions of the Board of Directors, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 5.02 Specific Powers: Without prejudice to the general powers set forth in Section 5.01 of these bylaws, but subject to the same limitations, the Board shall have the power to:

- (A) Appoint and remove, at the pleasure of the Board, all the corporation's committees, agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (B) Set and change the principal office from one location to another, conduct its activities within the State of Texas, and designate any place within any state for holding any meeting.
- (C) Adopt and use a corporate seal.
- (D) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidence of debt and securities.

Section 5.03 Number and Qualifications of Board of Directors: The authorized number of directors shall be no less than five (5) and shall consist of; President, First Vice President, Second Vice President, Secretary, and Treasurer. The number and makeup of the board may be altered or changed by a majority vote of the board. If a current board member or regional director changes position while in office, the Board will determine if the current officer will remain in office. No more than three (3) individuals representing one agency may be on the board at one time.

Section 5.04 Executive Committee: The Officers of the Board of Directors of the corporation shall be an executive committee which act in the best interests of the corporation between regular meetings of the Board of Directors with specific power to act with the full power of the corporation on any matter that needs immediate action or response if a quorum is present and there is a majority vote.

Section 5.05 Election, Designation and Term of Office:

- (A) Executive Board Members and Regional Directors shall hold office until the expiration of their term of office. Each term of office shall be three (3) years. The office the First Vice President, Second Vice President, Secretary and Treasurer will be by election and/or by appointment if a vacancy occurs mid-term.
- (B) Regional Directors may be elected by the regular members residing in the region or be appointed by the Board of Directors and that director must reside or work in that region when elected, unless at large representatives. Regional Directors will be elected for a three (3) year term or until their successor is elected or appointed by the Board. Any Regional Director may seek an office in the corporation provided the requirements of the bylaws are met.

Section 5.06 Vacancies on the Board of Directors:

- (A) Events Causing Vacancies: A vacancy or vacancies on the board shall exist on the occurrence of the following: (1) the death or resignation of any Board member; (2) the declaration by resolution of the Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty, or (3) by a majority vote of the board a member is found to be in dereliction of their duty to the corporation. Appointed Board members pursuant to section 7.03 may be removed from the Board by a majority vote of the Board.
- (B) Resignation: Except as provided below, any Board member or Officer may resign by giving written notice to any member of the board. The resignation will be effective when notice is given unless it specifies a later time for the resignation to become effective. If a member or officer's

resignation is effective at a later time, the board may elect or appoint a successor to take office as of the date when the resignation becomes effective.

Section 5.07 Membership Meetings: Meetings of the members shall be held at least annually and at such place that the board may designate or, if not designated, at least the principal office of the corporation, upon giving notice by mail or publication.

Section 5.08 Board of Director Meetings: The board shall hold a meeting at least annually for purposes of organization, and transaction of other business. Other regular meetings of the Board may be held at such time and place as the board may fix from time to time.

(A) Special meetings of the board for any purpose may be called at any time by any officer of the corporation. Notice of the time and place of the special meeting shall be given to each member by one of the following methods (1) by personal delivery of written notice; (2) by postage prepaid first class mail; (3) by telephone, either directly to the member or to a person who would reasonably be expected to communicate that notice promptly to that member; or (4) by e-mail. All such notices shall be given or sent to the member's address or telephone number, including e-mail address as shown on the records of the corporation.

(B) Notices sent by first class mail shall be deposited in the United States mails at least five (5) working days prior to the time and date for the special meeting of the board. Notice given by personal delivery, telephone, fax or e-mail shall be delivered at forty-eight (48) hours prior to the time set for the special meeting. The notice shall state the day, time, and location of the meeting. If the meeting is to be held by teleconference or if web based a minimum of twenty-four (24) hours must be given.

(C) Notice of a meeting need not be given to any board member who, either before or after the meeting signs a waiver of notice or a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to any board member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 5.09 Quorum: A majority of the Directors of the Board present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be the act of the Board, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Board member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation and appointment to committees of the Board, and (d) indemnification of Board members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Board members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the Board members present, whether a quorum is present, may adjourn any meeting to another time and place.

Section 5.10 Action Without A Meeting: Any action that the Board is required or permitted to take may be taken without a meeting if a majority of the members of the board consent in writing or to the action, provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent or electronic mail shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.11 Compensation and Reimbursement: Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE VI **COMMITTEES**

Section 6.01 Committees of the Board: The board, by resolution adopted by a majority of the directors, provided a quorum is present, may create one or more committees, each consisting of two or more directors and/or members. At least one director shall be on each committee. Appointments to committees of the board may be made by any member of the board and must be approved by a majority of the directors. Any such committee, to the extent provided in the board resolution, shall have the authority of the board, except that no committee, regardless of Board resolution may:

- a) Fill vacancies on the board or on any committee that has the authority of the board.
- b) Fix compensation of directors for serving on the Board or on any committee.
- c) Amend or repeal bylaws or adopt new bylaws.
- d) Amend or repeal any resolution of the Board that, by its express terms, is not so amendable irrepealably.
- e) Create any other committee of the board or appoint the members of committees of the board.
- f) Expend corporate funds to support a nominee for office after more people have been nominated for office than can be elected.
- g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Board members has a material financial interest.
- h) Notwithstanding any provision of these bylaws to the contrary, the president, as chief executive officer of the corporation, and with the concurrence of a vice-president, may appoint or designate a member of the board to serve as an alternate or substitute member of a committee of the board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such time as to allow a delay of such appointment to a committee.

Section 6.02 Meetings and Actions of Committees: Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these bylaws, or, in the absence of rules adopted by the board, the committee may adopt such rules.

Section 6.03 Executive Committee: There is created and Executive Committee of the Board which shall be comprised of the President, who will serve as the chairman, the First Vice President, the Second Vice President, Secretary, and the Treasurer (Chief Financial Officer). The Executive Committee shall have all the authority of the board.

ARTICLE VII

OFFICERS

Section 7.01 Officers of the Corporation: The officers of the corporation shall be a (a) President, (b) 1st Vice President, (c) 2nd Vice President, (d) Secretary, (e) Treasurer (Chief Financial Officer). The corporation may also have at the board's discretion, more than two vice presidents; one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed in accordance with Section 7.03 of these bylaws.

1. All Executive Board members prior to their elected positions served at least two (2) years on the Executive Board or as a regional director.
2. Be a member in good standing;
4. Have a demonstrated ability to adequately and effectively lead for the respective position
5. Be a certified full time law enforcement officer
6. Be able to attend all meetings (unless excused) and attend the annual conference hosted by TASRO.

Section 7.02 Election, Designation, and Term of Office: All Officers, except those appointed pursuant to Section 7.03, shall be elected by the regular members at the designated set election dates, made available to TASRO membership. Officers shall hold office until the expiration of their term of office. Each term of office shall be **for 3 years**.

Section 7.03 Other Officers: The board may appoint any other officers, including assistant officer positions that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the board.

Said appointments include but are not limited to and are voting board members.

Historian- See Section See 7.12

Training Coordinator- See Section 7.13

Juvenile Probation Liaison- Serves as liaison between juvenile probation/justice professionals

Chief Representative- Serves as liaison between Chief's and Sheriff's

Educator Representative- Serves as liaison between the education community and TASRO

Exhibitor Coordinator- Serves as coordinator for exhibitors

Section 7.04 Removal of Officers: Any officer may be removed, for cause, with approval of the voting power of the Board of Directors and Regional Directors should he or she cease to be qualified for the office or if some other matter presents itself which will not allow for said officer to continue in their role, as provided in these bylaws.

Section 7.05 Resignation of Officers: Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7.06 Vacancies in Office: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis. Vacancies shall be published online on the website, it shall be published in all newsletters and sent to all members of the association of required timelines of

the application process. The Executive Board is allowed to fill an open position with an applicant.

Section 7.07 President: Subject to the control of the board, the president shall be the general manager of the corporation. The president shall preside at all board meetings. The president (and Executive Director) will be the point of contact for public relations. The president shall have such other powers and duties as the board or bylaws prescribe.

Section 7.08 First and Second Vice President: If the president is absent or disabled, the first vice president shall perform all duties of the president. When so acting, the first vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board, or these bylaws may prescribe. The second vice president shall perform those tasks and serve on such committees as the president or the board shall direct, and will specifically be in charge of membership recruitment, regional directors, and the annual conference.

Section 7.09 Secretary:

a) Books of Minute; The secretary shall keep or cause to be kept at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the board, and of committees of the board. The minutes of the meeting shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the board or committee meetings. The secretary shall keep or cause to be kept at the Office, if any, a copy of the articles of incorporation and bylaws, as amended to date.

b) Notices, Seal and Other Duties: The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe. The secretary will also distribute the quarterly newsletter, and any social media updates provided to the designated social marketing coordinator.

Section 7.10 Treasurer:

a) Books of Accounts: The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members such financial statements and reports as are required to be given bylaw, by these bylaws, or by the Board. The books of account shall be open to inspection by any member, in good standing, at all reasonable times.

b) Deposit and Disbursement of Money and Valuables: The treasurer shall deposit, or cause to be deposited, all money and other valuable in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporations funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

c) Bond: If required by the Board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

d) Financial Budget; it shall be the duty of the treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Section 7.11 Executive Director: Subject to the oversight of the Board, the Executive Director shall be the general manager for TASRO and shall oversee financial management, marketing, operations, events, membership development, and staff leadership of TASRO, pursuant to the express authority granted in the Executive Director by the Board.

(a) Requirements;

1. The Executive Director will have a minimum of three (3) years' experience as a School Resource Officer,
2. The Executive Director will have served on the TASRO Board of Directors, preferably in multiple roles,
3. The Executive Director is required to attend a NASRO Basic and Advanced SRO School,
4. The Executive Director is required to attend at least one NASRO Conference.

(b) Term; there is no term limit, and the term limit is up to the discretion of the Board of Directors.

(c) Voting; this position will be a non-voting position, unless the vote is needed to establish quorum, or in the event of a tie-breaker.

(d) Compensation; is based upon funding availability and is provided at a 1% flat rate approved by the board at the closure of all expenses for each conference year.

Section 7.12 Historian

(a) Book of Photographic Documentation, the historian shall keep and cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of photographic documentation of events associated with the corporation. The historian shall keep a record of the organization's accomplishments and activities for the year. Historian will be the photographer, filmmaker and researcher and will collect items such as pictures and news clippings about the organization and its members. This historian may choose to keep this book in a digital format, thereby making it access available to all Board members.

(b) Notices, and other Duties; the historian shall give or cause to be given, notice of all meetings of the board and the committees of the board required by these bylaws to be given. The historian shall have such powers and perform such other duties as the board, or these bylaws prescribe.

(c) Voting; this position is a voting position.

Section 7.13 Training Coordinator

(a) The training coordinator is to comply with all the regulatory standards set out by the Texas legislature, by TCOLE and by your respective agency, under TCOLE rules (215.9)

(b) The training coordinator will serve as the chair of the conference committee.

(c) The training coordinator is an appointed position, which will be decided by the Executive Board and is not subject to an election process. The coordinator must be a TCOLE instructor and have a clear understanding of TCOLE requirements.

Section 7.14 Voting

- (a) All executive board and regional directors are afforded the opportunity to vote, excluding the Executive Director. (See Section 7.11)

ARTICLE VIII **ELECTION OF OFFICERS AND DIRECTORS**

Section 8.01 Election of Directors: Each Regional Director shall be elected to a three (3) year term of office. All regular members, in good standing within the designated region, will be elected or appointed by the Board of Directors and Regional Directors. Regional directors are voting members. All regions will have two representatives, excluding region 5 and region 6, with one each respectively. Two Regional Director positions will be at large positions, assisting regions 5 & 6, and other open regions in the state.

Section 8.02 Nominations; A regular member, in good standing, may nominate a candidate for regional director for his or her region, which nomination must be accepted by the nominee, in writing, to the chairman of the election committee or the secretary on or before December 31st in the year immediately preceding the year the election is to be held.

Section 8.03 Notice and Balloting; Whenever a regional office for election is challenged, a biography, photograph, campaign platform, if any, will be emailed to the election's chairperson and/or secretary. The Board will convene at its next meeting and vote on the open positions. A board member must be in attendance in person or via zoom to vote. Only emergent, extenuating circumstances for absentee voting may be allowed if approved by the Board and will be on a case-by-case basis.

Section 8.04 Certification of Election: The elections committee shall be responsible for counting all votes returned within the time prescribed by the bylaws and shall certify each election for office. The elections committee will maintain current record of office holders and ensure elections occur, as required at term conclusion. Elected officers assume their office upon a meeting of the board.

Section 8.05 Election of Officers: Each officer shall be nominated and elected or approved by the Board of Directors and Regional Directors for a three (3) year term. Nomination for the office shall be made by a regular member in good standing and shall be accepted by the nominee, in writing, to the chairman of the elections committee or the secretary. All candidates must have attended a TASRO conference within the past two years of election and an active membership.

ARTICLE IX **INDEMNIFICATION**

Section 9.01 Right of Indemnity: To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these bylaws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any claim or administrative or legal proceeding as that term is generally, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in any such claim, action or cause of action, so long as the person did not act in a grossly negligent manner, or in a willful and wanton manner, or in violation of state or federal criminal law.

Section 9.02 Approval of Indemnity; on written request of the board by any person seeking indemnification, the board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of the members who are not parties to that proceeding, the board shall appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met and if, so, the committee shall authorize indemnification.

Section 9.03 Advancement of Expenses; To the fullest extent permitted bylaw and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9.01 and 9.02 of these bylaws in defending any proceeding covered by those Sections may be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 9.04 Insurance; The corporation shall have the right to purchase and maintain insurance to the full extent permitted bylaw on behalf of its officers, members, employees, and other agents, against any liability asserted against or incurred by any Officer, Board member, member, employee, or agent in such capacity or arising out of the officer's, member's, employee's or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 10.01 Maintenance of Corporate Records: The Corporation shall keep:

- a) Adequate and correct books and records of account;
- b) Written minutes of the proceedings of its board and committees of the board;
- c) A record of each person's name and address who is associated with the corporation as a member, officer, member, employee or agent.

Section 10.02 Accounting Records and Minutes; On written demand of the corporation, any member may inspect, copy, and make extracts, or the accounting books and records and the minutes of the proceedings of the board and committee of the board at any reasonable time for a purpose reasonably related to the member's interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 10.03 Maintenance and Inspection of Articles and Bylaws; The corporation shall keep at its principal business office, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by any member in good standing at all reasonable times during office hours. A member shall have absolute right to inspect the corporation's books, records, documents of every kind, or physical properties.

Section 10.04 Annual Reports; The board shall cause an annual report to be sent to the officers within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.
- b) All revenue, receipts and income of the corporation.

c) All expenses and disbursements.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized Officer of the corporation that such statement was prepared without audit of the corporation's books and records.

ARTICLE XI **CONSTRUCTION AND DEFINITIONS**

Section 11.01 Governing Law: Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Texas Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 11.02 High Vote Requirement: If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote

ARTICLE XII **BY-LAW AMENDMENTS**

Section 12.01 Adopt, Amend or Repeal Bylaws: The board may adopt, amend, or repeal bylaws at any regular or special meeting provided timely written notice is given to each member of the Board, together with a statement of the subject area of the bylaws to be considered for adoption, amendment or repeal.

ARTICLE XIII **FISCAL YEAR**

Section 13.01 The fiscal year of the Association shall be October 1 – September 30 of each year.

ARTICLE XIV **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected or acting Secretary of Texas Association of School Resources Officers Inc., a Texas not-for-profit corporation that the above bylaws consisting of 11 pages are the bylaws of this corporation as originally adopted by the board of directors on **September 27, 2025**, and, except as set forth therein, that they have not been amended or modified since that date.

Jina Lincoln

Secretary