

**THE TENNESSEE SCHOOL  
RESOURCE OFFICERS ASSOCIATION, INC.**

*A Tennessee Nonprofit Corporation*

**Official Constitution and By-laws**

**ARTICLE I NAME**

The name of this corporation is The Tennessee School Resource Officers Association, Inc.  
(TNSRO)

**ARTICLE II OFFICE**

**Section 2.1 Office:**

The principal office of the corporation for the transaction of its business is located at P.O. Box 2232 Shelbyville, Tennessee 37162-2232. The Board of Directors shall designate and may change the principal office from one location to another within the State of Tennessee. Any change of location of the principal office shall be noted by the Secretary on these By-Laws in the place provided in this section or this section may be amended to state the new location. The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE III PURPOSES**

**Section 3.1 General Purposes:**

This Association is a Nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Tennessee for public and educational purposes.

**Section 3.2 Mission Statement:**

The mission of the Tennessee Association of School Resource Officers is to provide guidance and support to Law Enforcement Officers and Educators in and around Tennessee. This support includes training, program evaluation and advisory functions. We strive to obtain an excellence in quality educational opportunities for each School Resource Officer (SRO), other Law Enforcement Officials and Education professionals assigned to Public Schools, through hosting an annual State Conference, so that they may better serve the youth of our communities.

**Section 3.3 Vision Statement:**

**“Working together for a safer learning environment in all Public Schools and Institutions”**

**Section 3.4 Specific Purposes:**

Within the context of its general purposes this corporation is created:

- (a) For the advancement of education and 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 a value of qualified Law Enforcement officers to teach elementary, middle school and high school students 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 social behavior.
- (d) To provide meaningful activities and programs for the membership, their families and community(s).
- (e) The Tennessee School Resource Officers Association, Inc. is created as a benevolent organization to support the School Resource, and School Based Security in and around the State of Tennessee. Membership in this organization is voluntary.

### ***Section 3.5 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 organization under the Internal Revenue Code, as amended.

## **ARTICLE IV STRUCTURE AND MEMBERSHIP**

The organization shall have a Board of Directors that is charged to handle the day to day business affairs of the organization. The Board of Directors shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Treasurer, Secretary, Regional Directors and Immediate Past President. Membership shall be open to all persons, subject to certain classifications and conditions as defined in the membership provision of the By-Laws.

Membership in this corporation shall be open to all persons regardless of Race, Sex, National origin or Handicap subject to the following classes of membership:

The Board of Directors shall review all such members annually and may discontinue the prior membership at any time by a majority vote of the Board of Directors. This includes all memberships.

### ***Section 4.1 Regular Members:***

A person shall be eligible for regular membership if he or she is a School Resource Officer, or School Based Security that are at the time of membership currently discharging the above duties. Regular members shall have full privileges of the organization including but not limited to holding office and voting. Regular member must pay the prescribed membership fee each year.

### ***Section 4.2 Retired Members:***

Retired membership will be open to all Regular members that have been in the organization at least five (5) years and have retired from active Law Enforcement duties, active Educators duties or School Based Security that have been medically retired. Retired members enjoy the same privileges as a Regular member except that they cannot hold an elected position. Retired members must pay the prescribed membership fee each year.

### ***Section 4.3 Educator Membership:***

Educator membership is open to all Faculty, Employees, Agents and Elected Officials of the State Board of Education, any County Board of Education, Public College or University in and around the state of Tennessee. Educator members cannot hold office however they can be considered as an educator advisor and they may vote and voice their opinions or concerns during the designated part of the membership meeting. Educator members must pay the prescribed membership fee each year.

***Section 4.4 Life Membership:***

Life membership is granted to all Past Presidents of the organization. Life members enjoy the same privileges of a regular member, except cannot hold an executive board position. Life members do not pay dues.

***Section 4.5 Fees and Assessments:***

The Board of Directors may assess a membership fee and/or dues as a condition(s) of initial or continued membership. This membership fee/or dues shall be set at \$25.00 per year.

## **ARTICLE V Executive Board**

***Section 5.1 General Corporate Powers:***

Subject to the provision and limitations of the Tennessee Nonprofit Corporation Laws and any Other applicable laws, and subject to any limitation of the articles of incorporation or By-Laws 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 of Directors.

***Section 5.2 Specific Powers:***

Without prejudice to the general powers set forth in Section 5.1 of these By-Laws, but subject to the same limitations, the Board of Directors 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 By-Laws; and fix their compensation and require from them security for faithful performance of their duties.
- b. Change the principal office or the principal business office from one location to another; conduct its activities within the State of Tennessee; designate any place within the State of Tennessee 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 evidences of debt and securities.

***Section 5.3 Board of Directors:***



The Board of Directors shall consist of the elected officers, regional directors and the Immediate Past President of the corporation, educator advisors and law enforcement advisors who may act in the best interest of the corporation between regular meetings of the General Membership with specific power to act with the full power of the corporation on any matter that needs immediate action or response.

**Section 5.4 Election, Designation and Term of Office:**

Elections for all officers shall be held on an even year at an annual meeting or conference of the corporation. Each Region will be solely responsible to vote for their Regional Director.

1. **Officers:** President shall be a 3 year term. The President shall move to Past President Status by succession. 1<sup>st</sup> Vice President shall be a 3 year term with progression into the Presidents slot by succession. 2<sup>nd</sup> Vice President will then move by progression to 1<sup>st</sup> Vice Presidents slot by succession.
2. **Other Officers:** 2<sup>nd</sup> Vice President, Secretary, Treasurer (chief financial officer) and Regional Directors shall be by election of the corporation membership.
3. Each term of office shall be for four (4) years. Officers and Directors shall hold office until the expiration of their term of office. There is no limit on how many consecutive terms that one can be elected as an Officer on the Board of Directors or Regional Director. (The only exception to this is set forth in 5.4.1)
4. The following Board of Directors positions shall be up for re-election at the same time on the even numbered election years: 2<sup>nd</sup> Vice President, Treasurer (chief financial officer) and one (1) Regional Director from each of the three (3) grand regions of Tennessee. The following even numbered election year the following Board of Directors positions shall be up for election:, Secretary and one (1) Regional Director from each of the three (3) grand regions of Tennessee.
5. The authorized number of Regional Directors shall be no less than six (6) with at least two (2) coming from each of the three (3) geographical regions of the State of Tennessee as defined by the Tennessee Emergency Management Association (TEMA).
6. The following counties will fall under the West Tennessee Director:  
Benton, Carroll, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, McNairy, Madison, Obion, Shelby, Tipton, Weakley.
7. The following counties will fall under the Middle Tennessee Director:  
Bedford, Cannon, Cheatham, Clay, Coffee, Davidson, DeKalb, Dickson, Franklin, Giles, Grundy, Hickman, Houston, Humphreys, Lawrence, Lewis, Lincoln, Macon, Marshall, Maury, Montgomery, Moore, Overton, Perry, Putnam, Robertson, Rutherford, Smith, Stewart, Sumner, Trousdale, Van Buren, Warren, Wayne, White, Williamson, Wilson
8. The following counties will fall under the East Tennessee Director:  
Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Cumberland, Fentress, Grainger, Greene, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, McMinn, Marion, Meigs, Monroe, Morgan, Pickett, Polk, Rhea, Roane, Scott, Sequatchie, Sevier, Sullivan, Unicoi, Union, Washington



### **Section 5.5 Vacancies on the Board of Directors:**

#### **Event Causing Vacancies:**

1. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:
  - a. The death or resignation of any member.
  - b. The declaration by resolution of the Board of Directors of a vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment to have breached a duty.
  - c. The declaration by resolution of the Board of Directors of a vacancy in the office of a member who fails to regularly attend meetings and/or discharging his/her duties.
2. Resignation, except as provided below, any member or officer may resign by giving written notice to the President or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless specifies a later time; the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

### **Section 5.6 Membership Meetings:**

A meeting of the members shall be held at least annually and at such a place the Board of Directors designates (usually the TnSro Conference) by resolution or, if not so designated, at the principal office of the corporation, upon giving by either mail, telephonic, electronic mail or publication.

### **Section 5.7 Board of Directors Meetings:**

The Board of Directors shall hold a regular meeting quarterly for the purposes of organization and transaction of other business. Regular Board of Directors meetings will be held in the months of February, April, September and November. You must attend a minimum of two (2) of these meetings during the year. If you fail to attend the minimum number of meetings, during the year, your department will be responsible for your Registration and Accommodations for the annual training. A Board of Directors meeting will also be held during The TnSro Training Conference which shall be held during the summer months either in June or July each Year. This Meeting DOES NOT count toward the required two (2) during the year.

1. Special meetings of the board for any purpose may be called at any time by the president and or vice presidents. Notice of the time and place of the special meetings shall be to each board member by one of the following methods. All such notices shall be given or sent to the member's address, phone number or e-mail address as shown on the records of the corporation.
  - a. By personal delivery of written notice.
  - b. By first class mail, postage prepaid.
  - c. By telephone, either directly to the board member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member.
  - d. By telegram, charges prepaid.
  - e. By Electronic mail.
2. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the special meeting of the board. Notice given by personal delivery, telephone, electronic mail or by fax shall be delivered at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting, and the place if

other than the principal office of the corporation. Notice of a special telephonic (conference) meeting of the board or executive committee shall be given at least 24 hours prior to the meeting.

### ***Section 5.8 Quorum***

A majority of the Board of Directors members 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 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 the following.

1. Approval of contracts or transactions in which a member has a direct or indirect material financial interest
2. Approval of certain transactions between corporations having common directorships.
3. Creation and appointment of committees of the board.
4. Indemnification of members

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of 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 members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

### ***Section 5.9 Action Without A Meeting:***

Any action that the board is required or permitted to take action may be taken without a meeting if all members of the board consent in writing to the action; provide, however, that the consent of any member who has a material financial interest in the transaction. Such action by written consent shall have the same force and effect as any other validity approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

### ***Section 5.10 Compensation and Reimbursement:***

Officers may receive such compensation, if any, for their service(s) as officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

### ***Section 5.11 National Association of School Resource Officers (NaSro) Dues:***

Yearly dues to the National Association of School Resource Officers (NaSro) shall be paid by TnSro while the member is on the TnSro Board of Directors.

## **ARTICLE VI ADVISORS**

### ***Section 6.1 Educators Advisors:***

The Board of Directors will appoint up to a maximum of four (4) Educators that reside in the State of Tennessee as Education Advisor(s). The number of Educator Advisors may be increased or decreased by amendment to or in accordance with these Constitution and By-Laws, so long as there is at least one (1) Educator Advisor. Educator Advisors will be sought by recommendation from the membership or Board of Directors. Each Educational Advisor MUST have written permission from their supervisor before they will be placed onto the Board of Directors. Each Educational Advisor shall be appointed by the Executive Board and each will serve a 2-year term.

At the end of each term the sitting Board of Directors may retain or replace the Educator Advisor(s) at their will with or without just cause.

***Section 6.2 Responsibilities of the Educator Advisor:***

Educator Advisors shall be charged with the responsibility of training curriculum review for training conferences and shall make recommendations to the Board of Directors as to any academic procedural changes as necessary. The Educator Advisors shall be a go between for the Board of Directors and the Tennessee Department of Education and Tennessee Safety Center. The Board of Directors may follow the recommendations of the Educator Advisors as it pertains to the guidance they have received from the Tennessee State Department of Education and Tennessee Safety Center.

***Section 6.3 Law Enforcement / School Safety Director Advisors:***

The Board of Directors will appoint up to a maximum of four (4) Law Enforcement (Sheriff / Chief of Police / School Safety Director) Advisors that reside in the State of Tennessee and are Certified Law Enforcement Officer(s) through the Tennessee Police Officers Standards & Training (P.O.S.T) Commission. Law Enforcement Advisors must hold the Rank of Lieutenant or higher with their respected department, be it a Sheriff's Department or a Police Department, or Supervisor of the School Resource Officers in their Police Department or Sheriff's Department or the Director of School Safety for a school district in the State of Tennessee. Law Enforcement / School Safety Director Advisors MUST have written permission from their supervisor before they will be placed onto the Board of Directors. The number of Law Enforcement Advisors may be increased or decreased by amendment to or in accordance with these Constitution and By-Laws, so long as there is at least one (1) Law Enforcement Advisor. Law Enforcement Advisors will be sought by recommendation from the membership or Executive Board. Each Law Enforcement Advisor shall be appointed by the Executive Board and each will serve a 2-year term. At the end of each term the sitting Board of Directors may retain or replace the Law Enforcement Advisor(s) at their will with or without just cause.

***Section 6.4 Responsibilities of the Law Enforcement Advisor:***

Law Enforcement Advisors shall be charged with the responsibility of training curriculum review for training conferences and shall make recommendations to the Board of Directors as to any academic procedural changes as necessary. The Law Enforcement Advisors shall be a go between for the Board of Directors and the Tennessee Police Officers Standards & Training (P.O.S.T) Commission. The Board of Directors shall follow the recommendations of the Law Enforcement Advisors as it pertains to the guidance they have received from the Tennessee Police Officers Standards & Training (P.O.S.T) Commission on specific training officers need to keep their certification current.

***Section 6.5 Technology Advisor:***

The President and/or Board of Directors shall appoint an official TnSRO Technology Advisor. The purpose of which is to establish and provide for a solid base whereby information concerning TnSRO operations and administration and other valuable information may be disseminated to its member and information made available to the general public. He/she will be a voting member of the TnSRO Board of Directors. This shall be a non-paid appointed (2) two year position. At the end of each term the sitting Board of Directors may retain or replace at their will, with or without just cause shall.

***Section 6.6 Responsibilities of the Technology Advisor:***

The Technology Advisor same perform the following duties as it relates to any social media or website or electronic technology used by TnSRO.:



- A. Maintain TnSRO website and social media platforms are to be kept current and up-to-date with all available information with approved items submitted being posted within a reasonable amount of time.
- B. Establish and maintain a system of registering all Association members.
- C. Post all official TnSRO Board of Directors correspondence and provide for e-mail notifications for all new changes, additions and postings.
- D. Maintain historical photograph archive file from previous years is maintained. Including but not limited to: Past Presidents, past conference and site locations and TnSRO milestones-significant achievements file.
- E. Ensure annual TnSRO Conference is posted well in advance so that members can plan accordingly.
- F. Assist TnSRO Secretary as required to disseminate information to members.
- G. Obtain prior TnSRO Board approval before purchasing any required software necessary to maintain a technologically advanced and informative website.
- H. To ensure that all Technology needed at the TnSRO Annual Conference is on site and in working order and be onsite to assist the daily presenter(s) with their technology needs.
- I. Perform other duties as assigned.

## **ARTICLE VII COMMITTEES**

### ***Section 7.1 Committees of the Board:***

The Board of Directors, by resolution adopted by a majority of the officers, provided a quorum is present, may create one or more committees, each consisting of two (2) or more officers and/or members. Appointments of committees of the board shall be made by president and approved by majority vote of the Board of Directors. The Board of Directors may appoint one or more officers or members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the Board of Directors, except that no committee, regardless of board resolution may:

1. Fill vacancies on the board or on a committee that has the authority of the Board of Directors.
2. Fix compensation of the officers or directors for serving on the Board of Directors or on any committee.
3. Amend or repeal by laws or adopt new by-laws.
4. Amend or repeal any resolution of the Board of Directors that, by its express terms is not so amendable or repeal able.
5. Create any other committee or sub-committee of the board or appoint the members of committees of the board.
6. Approve any contract or transaction to which the corporation is a party and in which one or more of its members has a material financial interest.
7. Notwithstanding any provision of these by-laws to the contrary, the president, as chief executive of the Board of Directors 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 Board of Directors, and no meeting of the Board of

Directors is planned at such time as to allow a delay of such appointment to the committee.

***Section 7.2 Meetings and Actions of Committees:***

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

## **ARTICLE VIII OFFICERS**

***Section 8.1 Officers of the Corporation:***

The officers of the corporation shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer (chief financial officer), Regional Directors and Immediate Past President. The corporation may also have at the Board of Directors discretion, more than one vice presidents; one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed in accordance with ARTICLE VII of these by-laws. The same person may hold any number of offices, except that neither the secretary nor the treasurer (chief financial officer) may serve concurrently as either the president or vice president. Each regional director shall also have the authority as an officer of the corporation as specified in the by-laws.

***Section 8.2 President:***

Subject to the control of the Board of Directors, the president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The president shall preside at all the board meetings. The president shall have such other powers and duties as the Board of Directors or by-laws may prescribe.

***Section 8.3 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents***

If the President is absent or disabled, the 1<sup>st</sup> Vice President shall perform the duties of the President. Likewise if the President and 1<sup>st</sup> Vice President are absent or disabled the 2<sup>nd</sup> Vice President shall perform the duties for the corporation. When so acting the Vice President(s) shall have all the powers of and be subject to all restrictions of the President. The Vice President(s) shall have such other powers and perform such other duties as the Board of Directors or these

By-Laws may prescribe. The Vice President(s) shall perform those tasks and serve on such committees as the President or the Board of Directors shall direct.

**Section 8.4 Secretary:**

**1. Books of Minutes:**

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 of Directors, and of committees of the Board of Directors. The minutes of the meetings 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 principal office, if any, a copy of the articles of incorporation and By-Laws, as amended to date.

**2. Notices, Seal and Other Duties:**

The Secretary shall give, or cause to be given, notice of all meeting of the Board of Directors and of committees of the Board of Directors required by these By-Laws 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 of Directors or the By-Laws may prescribe.

**Section 8.5 Treasurer (Chief Financial Officer):**

**1. Books of Accounts:**

The Treasurer (Chief Financial Officer) 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 Chief Financial Officer shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these By-Laws, or by the Board of Directors. The books of accounts shall be open to inspection by any member, in good standing, at all reasonable times.

**2. Deposit and Disbursement of Money and Valuables:**

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate, shall disburse the corporation's funds as the Board may order, shall render to the President, and the Board of Directors, when requested, an account of all transactions, as the Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board of Directors or the By-Laws may prescribe. All financial accounts shall be maintained at a bank that is insured by the FDIC. Two signatures of any of the following officers are required for withdrawal of funds; President, 1<sup>st</sup> or 2<sup>nd</sup> Vice President, Secretary, Treasurer, and/or Immediate Past President.

**3. Bond:**

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



4. Any expenditures over \$1,000.00 up to \$2,500.00 shall be brought before the Executive Board for approval before said money is spent. Any expenditures over \$2,500.00 shall be brought before the Board of Directors for approval before said money is spent.

***Section 8.6 Regional Directors:***

Regional Directors are charged with representing the region for which they were elected and getting out information to the members in their region as described in *Section 5.4 sub-section 3, 4, 5, 6*. They also report to the Board of Directors of any suggestions on training, complaints that the Board of Directors may be able to address, by members in their region.

## **ARTICLE IX ELECTIONS OF OFFICERS AND DIRECTORS**

***Section 9.1 Election Committee:***

The Election Committee shall be made up of at least three (3) persons and will consist of Advisors to the Board of Directors and/or any member of the corporation who wishes to be appointed to the committee. A Chairman of the Election Committee shall be determined by the members of the committee. The Chairman and the Election Committee will be in charge of putting together the election ballots and running the elections (on even number years) by taking any nominations from the floor and counting of all ballots (*votes to be counted in a reasonable amount of time*) at the annual membership or conference.

***Section 9.2 Nominations of Officers:***

Each Officer, except those who take office by succession, shall be nominated and elected by written ballot for a four (4) year term. If the officer holding office wishes to run for that same office or another office he/she must notify the Chairman and or any member of the Election Committee or the Secretary in writing. Nomination for office shall be made by a regular member in good standing and shall be accepted by the nominee, verbally or in writing, (*The nominee must have approval from their department to serve on the Board of Directors*), to the Chairman or any other member of the Election Committee or the Secretary. Officers shall be elected by ballot at the annual meeting and/or conference of the regular members. To be elected as an officer of the corporation, a regular member must have been a member in good standing for a period of not than less than one year in the organization at the time of assuming his/her new office.

***Section 9.3 Nominations of Regional Directors:***

Each Regional Director shall be nominated and elected by written ballot for a four (4) year term. If the Director holding office wishes to run for that same office or another office he/she must notify the Chairman and or any member of the Election Committee or the Secretary in writing. Nomination for Director shall be made by a regular member in good standing and shall be accepted by the nominee, verbally or in writing, (*The nominee must have approval from their department to on the Board of Directors*), to the Chairman or any other member of the Election

Committee or the Secretary. Regional Directors shall be elected by ballot at the annual meeting and/or conference of the regular members. To be elected as an officer of the corporation, a regular member must have been a member in good standing for a period of not than less than one year in the organization at the time of assuming his/her new office.

***Section 9.4 Certification of Election:***

The Election Committee shall be responsible to set up the voting time limits,(to be determined at the annual conference) collect and count all the ballots returned during the prescribed voting time, and shall certify each election for office. Elected officers shall assume their office upon the adjournment of the annual meeting of the Board of Directors and members.

## **ARTICLE X INDEMNIFICATION**

***Section 10.1 Right of Indemnity:***

To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these By-Laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amount actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, 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 cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal criminal law.

***Section 10.2 Approval of Indemnity:***

On written request of the Board of Directors 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 of Directors cannot authorize indemnification because the number of members who are parties to that proceeding with the respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to the proceeding, the Board of Directors 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 10.3 Advancement of Expenses:***

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 10.1 of these By-Laws in defending any proceeding covered by that section shall 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 10.4 Insurance:**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, members, employees, and other agents, against any liability asserted against or incurred by any officer's, member's, employee's or agent's status as such.

**ARTICLE XI RECORDS AND REPORTS**

**Section 11.1 Maintenance of Corporate Records:**

The Corporation shall keep:

1. Adequate and correct books and records of account.
2. Written minutes of the proceedings of its Board of Directors and Committees of the Board of Directors.
3. A record of each person's name and address, e-mail address if applicable, that is associated with this corporation as Member, Officer, Employee or Agent.

**Section 11.2 Accounting Records and Minutes:**

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and Committee of the Board of Directors at any reasonable time for the 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 11.3 Maintenance and Inspection of Constitution and By-Laws:**

The corporation shall keep at its principal office, at its principal business office, the original or a copy of the articles of incorporation and By-Laws, as amended to date, which shall be open to inspection by any member at all reasonable times during office hours. A member shall have an absolute right to inspect the corporation's books, records, documents of every kind, or physical properties.

**Section 11.4 Annual Reports:**

The Board of Directors shall cause an annual report to be sent to the Board of Directors and Members within sixty (60) days after the end of the corporation's fiscal year. The report shall be made available to any member upon proper written request by said member. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.
2. The principal charges in assets and liabilities, including trust funds.



3. The revenue or receipts of the corporation both restricted and unrestricted to particular purposes.
4. The expenses or disbursements of the corporation for both general and restricted purposes.

***Section 11.4 Annual Reports Cont.***

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

## **ARTICLE XII CONSTRUCTION AND DEFINITIONS**

***Section 12.1 Governing Law:***

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Tennessee Nonprofit Corporation Law shall govern the construction of these By-Laws. 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 12.2 High Vote Requirement:***

If any provision of these By-Laws requires the vote of a larger proportion of the Board of Directors than is otherwise required By-Law, that provision may not be altered, amended or repealed except by that greater vote.

## **ARTICLE XIII BY-LAWS AMENDMENTS**

***Section 13.1 Adopt, Amend or Repeal By-Laws:***

The Board of Directors may adopt, amend, or repeal By-Laws at any regular or special meeting provided timely written notice is given to each member of the Board of Directors, together with a statement of the subject area of the By-Laws to be considered for adoption, amendment or repeal.

## **ARTICLE XIV FISCAL YEAR**

***Section 14.1 Fiscal Year:***

The Fiscal Year of the Corporation, Association shall be January 1<sup>st</sup> – December 31<sup>st</sup>.

## **ARTICLE XV CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Tennessee School Resource Officers Association, Inc. a Tennessee nonprofit corporation, that the above By-Laws, consisting of Seventeen (17) pages, are the By-Laws of this corporation as adopted by the Board of Directors and/or Membership on 02-07-1996 and that they have been amended or modified since that date as reflected below.

*Wendy Garrison*

Secretary