

**By-laws of the
NATIONAL TACTICAL OFFICERS ASSOCIATION
Amended August 15, 2016**

ARTICLE I

SECTION 1. NAME

The name of this corporation shall be NATIONAL TACTICAL OFFICERS ASSOCIATION, hereinafter referred to as "ASSOCIATION".

SECTION 2. PRINCIPAL OFFICE

The principal office of the Association and its registered office shall be at the place designated in the Articles of Incorporation, subject to transfer upon notice to the Secretary of the Commonwealth as may be permitted by law.

SECTION 3. OTHER OFFICES

The Association may also have offices at such other places, within or without the Commonwealth, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II - NON PROFIT PURPOSES

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Association shall be:

A. To enhance the performance and professional status of law enforcement personnel by providing a credible and proven training resource, as well as a forum for the development of tactics and information exchange. The Association's ultimate goal is to improve public safety and domestic security through training, education and tactical excellence. The National Tactical Officers Association operates in accord with the principles of Veritas Probitas et Virtus (Truth, Honesty and Integrity).

B. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of

the Internal Revenue Code or 1986, and its regulations, as they now exist or as they may hereafter be amended.

C. To limit and devote the activities of the Association exclusively to purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended.

D. To do, encourage and promote all suitable activities necessary, proper and advisable or convenient for the purposes herein above set forth. In the event of a liquidation, dissolution, termination or winding up of the Association (whether voluntary, involuntary or by operation of law), none of the property or assets of the Association shall be made available or in any way inure to any individual, corporation or other organization except to one or more corporations or other organizations which qualify as exempt from the United States income tax, under Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as the same may be from time to time amended, or to one or more corporations or other organizations, contributions to which are deductible under Section 170 (c) (1) or (2) of said Code, as the same may be from time to time amended.

E. No part of the net earnings of the Association shall inure to the benefit of any member, trustee, officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association effecting one or more of its purposes), and no member, trustee, officer of the Association, or any private individual shall be entitled to share in distributions of any of the corporate assets on dissolution of the Association, No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate of public office.

ARTICLE III - MEMBERSHIP

SECTION 1. INDIVIDUAL MEMBERS

A. Membership Criterion. Individuals may apply for Individual Membership in the NTOA by submission of a membership application the form of which shall be approved by the Board of Directors. Individuals applying for membership must demonstrate that the applicant:

1. Is employed as sworn law enforcement personnel (including reserve officers/deputies), corrections officers, tactical dispatchers, or tactical emergency medical support personnel assigned to support the law enforcement mission or;
2. Is active duty military personnel assigned to a special operations group or;
3. Is a retired credentialed law enforcement officer or;
4. Is a retired military personnel formerly assigned to SWAT or special operations.

5. Is a contract security officer who is assigned to a mission supporting Homeland Security or Critical Infrastructure protection subject to verification of their status to assure security needs.

B. Rights of Individual Membership. Individual Members in the NTOA are granted all rights of membership as determined by the Board of Directors including but not limited to the right to vote on matters submitted to the members including election of the Board of Directors and receipt of the publication *The Tactical Edge* so long as same remains published by the organization. The rights of individual membership may be modified or amended at any time at the discretion of the Board of Directors.

C. Denial of Membership. The Board of Directors of the NTOA, or designee, may deny, suspend or revoke membership to any individual at its discretion by majority.

SECTION 2. TEAM MEMBERSHIP

A. Membership Criterion. Recognized law enforcement and military SWAT/Special Operations “teams” may apply for “team membership” in the NTOA. Teams may apply for membership in the NTOA by submission of a membership application the form of which shall be approved by the Board of Directors.

1. Team Memberships are subject to a tier program based upon agency size and/or team size.

B. Rights of Team Members. Team Members in the NTOA are granted all rights of membership as determined by the Board of Directors including receipt of the publication *The Tactical Edge* so long as same remains published by the organization. The rights of team members may be modified or amended at any time at the discretion of the Board of Directors. Team members shall not have the right to vote on matters submitted to the membership other than as set forth in Article IV, Section 2.

C. The Board of Directors of the NTOA may deny, revoke or suspend membership to any team at its discretion by majority vote.

SECTION 3. ASSOCIATE MEMBERSHIP

A. Membership Criterion. Individuals may apply for Associate Individual Membership in the NTOA by submission of a membership application the form of which shall be approved by the Board of Directors. Individuals applying for associate membership must demonstrate that the applicant:

1. Is an employee of companies of companies or organizations providing services to, or assisting the law enforcement profession or;
2. Is a student enrolled at an accredited college or university in a criminal justice or related discipline not currently employed in a full time position or;
3. Is an instructor/researcher in criminal justice or related field working at colleges or universities or;

4. Is a civilian working in law enforcement, private and corporate security, private detectives, and association and nonprofits.

B. Rights of Associate Membership. Associate Membership in the NTOA are granted all rights of membership as determined by the Board of Directors. Associate Members are not voting members. The rights of individual membership may be modified or amended at any time at the discretion of the Board of Directors.

C. Denial of Membership. The Board of Directors of the NTOA, or designee, may deny, suspend or revoke membership to any individual at its discretion by majority.

ARTICLE IV- DIRECTORS

SECTION 1. BOARD OF DIRECTORS

A. The business of the Association shall be governed by a Board of Directors (the “Board”) consisting of nine persons in number, and shall include the Chairperson of the Board and such other officers of the Association as may from time to time be elected by the Members.

B. In addition to the Directors specified above, the Board may, from time to time, by a supermajority vote of two thirds of Directors eligible to vote, appoint members to the position of “Director Emeritus”. Directors Emeritus shall provide advice and counsel to the Board on any matter pending before the Board, including all matters considered in executive session, but shall have no right to vote as a member of the Board. Directors Emeritus shall not receive compensation for service provided to the Board, however, may receive expense reimbursement provided in Article III Section 6.

SECTION 2. ELECTION OF DIRECTORS

A. Directors shall be elected by the “individual” members identified under Article 3 Section 1 and the “team” members identified under Article 3, Section 2. Each individual member shall have one vote, and each team member shall collectively have one vote. For purposes of team voting, each team member shall provide the name of one designated representative and one alternate representative on or before August 1 of each year. The vote of a team member shall be cast by its designated representative or, if that person is no longer affiliated with such team as of the date of such vote, by the designated alternate representative for such team. No Member may cast more than one vote and voting by proxy shall not be permitted.

B. The Board of Directors shall establish three (3) separate North American geographic regions; “East”, “Central” and “West.” The description and borders of such separate geographic regions may be amended, modified or suspended at any time by the majority vote of the Board. The members entitled to vote within each region shall elect three (3) members to the Board of Directors from such geographic region. Directors shall serve a three year term. Each year, the members entitled to vote within each region shall elect one member from their region to the Board of Directors.

C. Nominations and election for Director's positions to be vacated in the upcoming year will be held the preceding year. Nominations will be solicited commencing with the release of the summer issue of *The Tactical Edge* magazine. Nominations will close on September 1 of the election year. Individuals nominated must be members in good standing and must meet the qualifications set forth in these By-laws. Nominations must be in writing and include a one-page resume, a photograph of the candidate, a written letter of recommendation from their immediate superior, and a written letter of recommendation from another NTOA member. All nominations are to be submitted to the NTOA Headquarters.

D. The Association will prepare ballots for submission by all members in good standing on October 1 (or the first business day thereafter) of the specified year. Ballots must be completed and returned to the NTOA Headquarters before the close of business on November 1 of the same year. Ballots may be obtained electronically from the NTOA Web site or may be obtained by written request directed to the NTOA Headquarters. The written request must include a self-addressed stamped return envelope.

E. At the discretion of the Board of Directors, where and when available, secure electronic voting shall be permitted with respect to the election of members to the Board of Directors. Members may electronically cast votes for election to the Board of Directors by secure access to the NTOA Web site provided such electronic voting is viable and secure. Electronic votes shall be cast on a one-member/one-vote basis. Identification shall be required.

F. Results of the election will be announced in a December newsletter emailed to all members. A general announcement of newly elected Regional Directors will be made in the winter issue of *The Tactical Edge* and posted on the NTOA website.

SECTION 3. QUALIFICATIONS OF DIRECTORS

Directors shall:

- A. Be at least 21 years of age at the time of nomination.
- B. Be an individual member in good standing of the Association for at least five consecutive years preceding the year in which the nomination is received and reside within the geographical region of the United States which is represented by the position on the Board of Directors for which the nomination is made.
- C. Have at least five years of experience in law enforcement SWAT, Special Response or Tactical team/unit.
- D. No Officer or Board member of a State Association/Organization will be allowed to serve concurrently as an NTOA Board Member due to conflict of interest issues. An individual elected to the NTOA Board of Directors shall resign as an officer or member of the Board of Directors of the State Association/Organization prior to the annual meeting in which the individual elected takes office as a member of the NTOA Board of Directors.

SECTION 4. VACANCIES

A. Vacancies on the Board of Directors whether caused by death, disability, resignation or removal may be filled by appointment made by the majority vote of the then remaining Board of Directors. A quorum of Directors shall not be necessary with respect to any vote concerning the appointment of a director pursuant to this section at any properly noticed regular or special meeting of the Board of Directors. A person appointed to fill a vacancy on the Board shall hold office until the end of the term of the vacating director or until his or her death, resignation or removal from office.

B. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Association would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the Commonwealth.

C. Directors may be removed from office by a majority of the Board of Directors as permitted by and in accordance with these By-laws, and laws of the Commonwealth of Pennsylvania.

SECTION 5. POWERS

Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in the Articles of Incorporation and these By-laws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all corporate powers be exercised by or under the direction of the Board of Directors. Except as prohibited by law, the Board of Directors shall have the power to adopt, amend and/or repeal the Bylaws subject to the power of the Members to change such action. No individual Director, other than the Chairperson of the Board, shall have the authority to bind the organization without express approval by vote of the majority of the Board of Directors.

SECTION 6. DUTIES

It shall be the duty of the Board of Directors to:

A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-laws;

B. Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation of all officers of the Association;

C. Appoint and/or remove, employ and/or discharge, an executive director of the association responsible for the administration of day-to-day business activities.

D. Meet at such times and places as are required by these By-laws;

E. Register their addresses with the Secretary of the Association, and notices of meetings mailed or electronically sent to them at such addresses shall be valid notices thereof.

F. Appoint and remove NTOA Section Chair positions.

SECTION 7. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement for actual demonstrable expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Association unless otherwise designated by the board or at such other place or manner as may be designated by the Chairperson of the Board of Directors. Meetings may also be held electronically as determined by the Chairperson of the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of Directors may be held twice per year as determined by the Board of Directors.

SECTION 10. SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the Chairperson of the Board, the Secretary or by any two Directors. Such meeting shall be held at the principal office of the Association or at a location and in such a manner as determined by the Chairperson of the Board of Directors.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these By-laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

A. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

B. Special Meeting. At least one week prior notice shall be given by the Secretary of the Association to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

C. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Association under provisions of the Articles of Incorporation, these By-laws, or the law of the Commonwealth, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these By-laws, or provision of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting shall be a motion to adjourn.

Voting at regular and special meetings shall be in person unless a written proxy has been executed and signed by the member or his/her their duly authorized attorney in fact and filed with the Secretary of the Association. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary. The revocation of the proxy shall not be effective until notice thereof has been given to the Secretary of the Association. Unrevoked proxies shall be valid for 11 months unless a longer time is expressly provided therein, but in no event for longer than 3 years. (15 Pa. C.S.A. section 5759).

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, these By-laws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Roberts Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these By-laws, or with provisions of law.

SECTION 15. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 16. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, Officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-laws or provisions of law.

SECTION 18. CONFLICTS OF INTEREST

The members of the board of directors shall comply with the conflict of interest policy adopted and maintained by the Association as amended from time to time. The terms of the conflicts of interest policy are incorporated herein by reference.

ARTICLE V - OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Association shall be a Chairperson of the Board of Directors, an Executive Director, a Secretary, and Treasurer. The association may also have one or more officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Officers of this Association must meet the standard for qualification as related in Article 3 Section 1 of these by-laws.

SECTION 3. ELECTION AND TERM OF OFFICE

A. Chairperson of the Board of Directors, Secretary and Treasurer. The Chairperson of the Board of Directors, Secretary and Treasurer shall be elected by the Board of Directors and each such officer shall hold office for a two year term or until he or she resigns or is removed or is otherwise disqualified to serve

B. The Executive Director shall be appointed by the Board of Directors to hold office until he or she resigns or is removed or is otherwise disqualified to serve.

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time by majority vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson of the Board or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of an employment agreement that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of *Executive Director*, such vacancy may be filled temporarily by appointment by the *Chairperson of the Board* until such time as the *Board of Directors* shall fill the vacancy.

SECTION 6. DUTIES OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors shall conduct meetings of the Board of Directors and shall be the official spokesperson for the Board of Directors and serves in partnership with the Executive Director and Board of Directors in achieving the organization's mission. In addition, the Chairperson shall:

- A. Act in concert with the Executive Director, monitor and review issues pertaining to the overall successful operation of the organization and convey the findings to the Board of Directors.
- B. Establish Board committees as required, to review budgets, executive position descriptions and salaries, strategic plans, and to review and update By-laws.
- C. Serve as an ex officio member of committees and attend meetings as requested.
- D. Provide leadership to the Board of Directors, who set policy and to whom the Executive Director is accountable.
- E. Chair meetings of the Board of Directors.
- F. Develop Board of Directors meeting agenda in concert with the Executive Director.
- G. Discuss issues confronting the organization, as well as any issues of concern to the Board of Directors, with the Executive Director.
- H. Annually evaluate the performance of the organization in achieving its mission.
- I. Perform other responsibilities as may be assigned by the Board of Directors.

SECTION 7. DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director, subject to the control of the Board of Directors, shall supervise and control the affairs of the Association. He or she shall perform all duties incident to his or her office and such other duties as may be required by the Articles of Incorporation, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. The Executive Director shall report to but shall not be a member of the Board of Directors. The Executive Director shall also serve as a member ex officio of all committees appointed or created by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, the Executive Director shall, in the name of the Association,

execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

A. Certify and keep at the principal office of the Association the original, or a copy, of these By-laws as amended or otherwise altered to date.

B. Keep at the principal office of the Association or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

C. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

D. Be custodian of the records and of the corporate seal of the Association and affix the seal, as authorized by law or the provisions of these By-laws, to duly executed documents of the Association.

E. Keep at the principal office of the Association a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

F. Exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, on request, therefore, the By-laws, the membership book, and the minutes of the proceedings of the Directors of the Association.

G. In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

B. Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

C. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

D. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

E. Exhibit at all reasonable times the books of account and financial records to any Director of the Association, or to his or her agent or attorney, or request therefore.

F. Render to the Chairperson of the Board and Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The Board of Directors shall set compensation and benefits for all employees, including the Executive Director. Compensation shall be fixed from time to time by majority vote of the Board of Directors. In all cases, any salaries received by employees of the Association shall be reasonable and given in return for services actually rendered to or for the Association.

ARTICLE VI - COMMITTEES

SECTION 1. NTOA SECTIONS

A. The Board of Directors of the Association may establish, in its absolute discretion, such Sections of the Association as may be deemed advisable. From time to time, the Board of Directors may remove, suspend or create new Sections by majority vote. The Board of Directors, in its absolute discretion, may appoint a member in good standing as chairperson of any Section established by the Board. As of the date of these By-laws, the Board of Directors has established the following Sections:

1. Behavioral Sciences
2. Canine
3. Crisis Negotiations
4. Corrections
5. Defense Tactics
6. Explosive/EOD
7. Firearms
8. Patrol
9. Intelligence/Terrorism

10. Legal
11. Less Lethal
12. Multijurisdictional SWAT
13. Physical Fitness
14. Long Rifle
15. Tactical Commanders
16. Tactical Emergency Medical Support (TEMS)
17. Technology

B. The Section Chairperson shall hold an active “individual” membership.

C. The Section Chairperson shall report directly to the Executive Director.

D. The Section Chairperson shall serve a term of two consecutive years. At the end of each term an evaluation shall be completed by the Executive Director and the Board of Directors to determine if the Section Chair is eligible for re-appointment to another two year term. There is no limit on the number of terms that may be served.

E. The duties of the Section Chairperson shall include the following:

1. Maintain currency within designated disciplines.
2. Act as a point of contact for Association members seeking advice or information on matters related to that discipline.
3. Provide information and/or recommendations on subject matter within the discipline to the Board of Directors for its consideration/disposition.
4. Provide to the Executive Director and Board of Directors topics that may be discussed in quarterly newsletters and *The Tactical Edge* magazine to the membership.
5. Submit a minimum of one article per year for publication in *The Tactical Edge* magazine.
6. In addition to submitting one article for publication as mentioned above, the Section Chair shall solicit and obtain a minimum of one article per year for publication in *The Tactical Edge* magazine.
7. Attend Association Board of Directors meetings when requested.
8. Provide a written report summarizing section activities to the Executive Director by September 1 each year. Reports will be reviewed by the Directors at the annual meeting.

F. Section Chairpersons shall keep regular minutes of section meetings and cause the minutes to be filed with the Secretary of the Association in a timely manner.

G. Section Chairpersons shall submit reports to the Board of Directors from time to time as the Board directs, and shall act in an advisory capacity to the Board of Directors.

H. The Board of Directors may remove any Section Chairperson, either with or without cause, at any time. Any Section Chair may resign at any time by giving written notice to the Board of Directors or to the Executive Director of the Association. Any such resignations shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 2. OTHER COMMITTEES AND ADVISORY MEMBERS

The Association *may* have such other committees and advisory members as may from time to time be designated by the Chairperson of the Board or by resolution of the Board of Directors. Committees and advisory members may consist of persons who are members of the Board of Directors and shall act in an advisory capacity to the Board.

The Board of Directors has established the following advisory positions. The Board of Directors may add, delete, or change the nature of the advisory positions by resolution at the Board's discretion:

1. Air Support
2. Eastern Canada
3. Western Canada
4. International
5. Various Federal Agency Liaisons
6. Operational Analysis and Incident Summaries
7. Technology
8. Weapons of Mass Destruction
9. Physical Fitness
10. Legal Advisor

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-laws. The time, place, and manner for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

ARTICLE VII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Chairperson of the Board, except as otherwise provided in these By-laws, may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or

confined to specific instances. Unless so authorized, no officer, agent, or employee *shall* have any power or authority to bind the Association by any contract of engagement; or to pledge Association credit; or to render the Association liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by the By-laws or Chairperson of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Executive Director of the Association or designee with prior approval of the Chairperson of the Board of Directors.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Executive Director, Chairperson of the Board, or any Board Member may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association. Such gift becomes the property of the organization.

ARTICLE VIII - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office:

A. Minutes of all meetings of Directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names and those present and the proceeding thereof;

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

C. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the expiration or termination date of any membership.

D. A copy of the Association's Articles of Incorporation and current By-laws signed by the Chairperson of the Board of Directors; affixed with the Association seal, and recorded with the Pennsylvania Department of State in compliance with Pennsylvania Consolidated Statutes section 5110(a) and the Internal Revenue Service. The copy shall be available to inspection by any Association member at all times during regular office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. MEMBER'S INSPECTION RIGHTS.

Every Member shall have the right, at reasonable times and with reasonable notice, to inspect the books, records and documents of every kind and to inspect the physical properties of the Association and shall have such other right to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provision of these By-laws, and provision of law.

SECTION 4. PERIODIC REPORT

The Executive Director shall cause any annual or periodic reports required under the law to be prepared and delivered as required within the time limits set by law.

ARTICLE IX - IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the Associations shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-laws, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENT AND RESTRICTIONS

In any taxable year in which the Association is a private foundation as described in Section 509(a) of the Internal Revenue code, the Association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.