

BYLAWS OF THE THORNTON CITIZENS POLICE ACADEMY ALUMNI ASSOCIATION

Article 1. Definitions, Purposes, and Organization

Section 1. Definitions. As used in these Bylaws, unless the context requires otherwise, the following terms shall have the meanings indicated:

- (a) "Board" means the board of Board Members as established by these Bylaws.
- (b) "Board Member" means one of the persons elected to the Board as provided in Article IV of the Bylaws.
- (c) "Bylaws" means these bylaws, and any subsequent amendments or modifications thereof.
- (d) "Corporation" means the Thornton Citizens Police Academy Alumni Association, a Colorado non-profit corporation.
- (e) "Incorporator" means a person who signed these Bylaws and the Articles of Incorporation as an incorporator.
- (f) "Member" means a person who is a member of the Corporation as provided in Article II Bylaws, whether entitled to vote or not.
- (g) "Members Meeting" means the annual meeting of the Members as provided for in Article V, Section 1.
- (h) "Special Members Meeting" means a special meeting of the Members as provided for in Article V, Section 2.
- (i) "Officer" means a person appointed by the Board to act as an officer of the Corporation pursuant to Article III of the Bylaws.
- (j) A Member is in "good standing" if his or her membership has not been suspended or revoked and his or her dues have been paid in full.

Section 2. Purposes. The Corporation is organized for the express purpose of aiding and facilitating the Members in providing support to the Thornton Police Department of the City of Thornton, a Colorado municipality. The Members intend to provide such support in the form of personal labor and assistance, cash contributions as permitted by law, and in such other forms as the Board Members may from time to time adopt. To that end, the Corporation, its Board, its Officers, and the Members shall maintain close ties with the Thornton Police Department. The Corporation may engage in such additional activities, consistent with that purpose, as the Board may direct.

Section 3. Tax-exempt Charitable Organization. The generality of the foregoing notwithstanding, it is the intent and purpose of the Corporation to qualify as a tax-exempt charitable organization pursuant to §501.(c)(3) of the Internal Revenue Code, and any provision of the Bylaws inconsistent with that status shall be void and of no effect. Upon becoming aware of such void provisions, the Board shall immediately amend these Bylaws to eliminate such provisions.

Section 4. Thornton Police Department Liaison. The Thornton Police Department shall be invited to designate an officer to act as liaison to the Corporation. If such a liaison officer is so designated that officer, and any successor, substitute, delegate, or proxy who may be subsequently designated, appointed, or authorized by the Thornton Police Department, shall be entitled to receive all notices and. to attend all meetings of the Board and of the Members in the same capacity as a non-voting Member.

Section 5. Offices and Place of Business; Registered Agent. Unless the Board shall direct otherwise, the Corporation shall have its offices and records in the facilities, of the Thornton Police Department, presently located at 9551 Civic Center Drive, Thornton, Colorado. The registered agent of the Corporation shall be the liaison officer if one is designated pursuant to Section 4, above, or, if no officer is designated pursuant to that Section, a person at the Thornton Police Department designated by the Chief of Police or; if no such person is designated by the Chief of Police, any person appointed by the Board who consents in writing to the appointment.

Article II. Members and Dues

Section 1. Non-voting Members--Qualifications. A non-voting Member must be a graduate in good standing from a Thornton Police Department Citizens Academy conducted during or after 1999; and must be presently qualified to attend a Thornton Police Department Citizens Academy under the then-current applicable guidelines as established by the Thornton Police Department. The Board may waive these requirements in individual cases for good cause shown with the approval of the Thornton Police Department. Graduates of the Thornton Police Department Citizens Academy who move out of the City of Thornton, but are otherwise qualified to attend the Thornton Police Department Citizens Academy, shall qualify to be a member in good standing.

Section 2. Voting Members--Qualifications. A voting Member must be qualified to be a non-voting Member and must also be at least eighteen years of age. A non-voting Member in good standing who attains the age of eighteen years shall be entitled to become a voting Member upon giving notice to the Board and paying the difference in applicable dues, if any, which shall be prorated for the period remaining until the next Members Meeting.

Section 3. Application. A person who desires to become a member shall apply to the Corporation in whatever manner the Board shall direct. The Board shall review each application for membership and timely accept or reject each application. Upon accepting any person as a Member, the Board shall designate that Member's class of membership. In its discretion, the Board may delegate the review of applications to a duly appointed membership committee for its recommendations. No applicant who is qualified to be a voting Member shall be accepted as a non-voting Member;

Section 4. Classes of Membership.

- (a) The Board shall create such classes of membership as it shall deem appropriate, and may add, change, or abolish such classes of membership from time to time as it deems prudent, consistent with applicable law and the status of the Corporation as a tax-exempt charitable organization. A Member's class of membership shall not, however, affect his or her voting rights.
- (b) The provisions of the sub-section (a) notwithstanding, there shall at all times exist a senior citizen's class of membership with dues not more than one-half of the dues applicable to regular membership. The Board shall determine the qualifications for senior citizen membership.

Section 5. Membership Privileges and Membership Renewals. Membership, and membership dues, are based on the calendar year and shall be paid annually. Members that have paid their dues and are in good standing are eligible to participate in all of the corporations ongoing educational programs, social gatherings, and meetings as provided in these bylaws. The Board shall establish the requirements for renewal of membership, which shall include at a minimum the Member's certification that he or she meets the applicable qualifications in Section 1 and Section 2 of this Article.

Section 6. Dues. Each member shall pay such annual dues as the Board shall direct for the applicable class of membership to renew his or her membership. A newly accepted Member shall pay pro rata dues for the period remaining during the membership year. All other Members shall pay their dues at or before December 31st for the upcoming year. A voting Member who has not paid the annual dues by December 31st shall not be eligible to participate as a member in the corporation.

Section 7. Non-payment of Dues. If a Member fails to pay the applicable dues at or before the due date, the Board shall revoke the membership of that Member within forty-five days after the meeting unless the outstanding dues, plus any applicable late fee established by the Board, are paid in full prior to the effective date of the revocation.

Section 8. Waiver of Dues. The Board may waive the dues for any membership class, or for any Member, in whole or in part, for good cause shown.

Section 9. Right to Address the Board and the Members. Each Member shall be entitled to address the Board and the Members on any proper subject for a reasonable time at any meeting.

Section 10. Suspension and Revocation of Membership. The Board may suspend or revoke the membership of any Member at any time for good cause shown. The Board shall revoke the membership of any Member who is not then qualified for membership upon becoming aware of such infirmity. Upon a suspension of membership, the Board shall give written notice to that Member of the cause and terms of the suspension and the requirements for reinstatement. Upon revocation of membership, the Board shall give written notice to that Member of the cause for revocation, and the revocation shall then be effective upon mailing. A former Member may apply for reinstatement following revocation of membership, and the Board may grant such application, in its sole discretion, only if the former Member is then qualified for membership.

Article III. Officers

Section 1. Qualifications. An Officer shall be a Board Member in good standing.

Section 2. Appointment and Compensation. Each Officer shall be appointed by the Board to serve for such term as it shall direct. The Board may authorize the payment of such compensation as it deems appropriate to the Officers it appoints. The Board may discharge any Officer at any time for any reason, and no contract of employment shall limit the Board's authority to do so, nor shall any such contract authorize any payment, compensation, or consideration for early discharge of an Officer.

Section 3. Officers. There shall be a President, a Secretary, and a Treasurer. In its discretion, the Board may appoint such additional Officers and assign to them such titles and duties as it deems prudent under the circumstances. At the first Board Meeting following the Members Meeting, the board will elect a President, Secretary and a Treasurer. The officers' terms will begin immediately following the election and continue until the next Members Meeting. The board may at any time vote to discharge any officer they deem unfit and elect a new officer to carry out the remainder of that term.

Section 4. Duties and Powers of Officers. The President shall preside at all meetings of the Board and at all meetings of the Members, including the annual Members Meeting, and shall be required to attend, without voting unless also a Board Member, at all meetings of the Board. The Secretary shall maintain the corporate records as directed by the Board and as required by statute, shall maintain the list of members as required by §7-127-201, C.R.S., or such successor statute as may be enacted, shall have custody of the corporate seal, if any, and shall be required to attend, without voting unless also a Board Member, at all meetings of the Board. The Treasurer shall take custody of the property and assets of the Corporation, shall invest and reinvest the same, shall make such disbursements as may be authorized by the Board, and shall be required to attend, without voting unless also a Board Member, at all meetings of the Board. The President, the Secretary, and the Treasurer shall each be an authorized signatory for negotiable instruments and other legal documents as provided in Article VII, Section 5. The Board may, in its discretion, authorize, and revoke the authorization of, additional officers to sign such instruments and documents.

Article IV. Board Members

Section 1. Qualifications. A Board Member shall be a voting Member in good standing.

Section 2. Number and Quorum. There shall be nine Board Members on the Board. Five Board Members shall constitute a quorum at any meeting of the Board, but any lesser number may adjourn the meeting. The action of a majority of a quorum shall be the act of the Board, binding upon the Corporation as provided by statute, except as otherwise provided in these Bylaws.

Section 3. Election. The Board Members shall be elected by the Members at the Members Meeting by secret written ballot. At each such election, each Member shall be entitled to cast one vote for each vacancy being filled on the Board. The candidates receiving the most votes shall be elected as Board Members. Cumulative voting shall not be authorized or utilized in the election of Board Members. The Secretary shall maintain the written ballots for not less than one year following the election and such ballots shall be available for inspection by any Member upon reasonable notice subject to such conditions as the Board may direct to preserve the integrity of the ballots.

Section 4. Term of Office. Unless appointed to fill a vacancy or earlier recalled by the Members, each Board Member shall serve a term of three years, which shall commence immediately following the conclusion of the annual Members Meeting at which the Board Member is elected and shall expire at the conclusion of the third subsequent annual Members Meeting. However, a Board Member's term shall not expire until his or her successor has been elected and has assumed the duties and office of Board Member.

Section 5. Recall. A Board Member whose term has not expired may be recalled by the Members at any Members Meeting or at any Special Members Meeting authorized by these Bylaws and expressly called for the purpose of recalling one or more Board Members. A Board Member shall be removed and recalled immediately upon a majority vote of the Members qualified to vote at the meeting voting in favor of the recall of that Board Member. Upon a successful recall, the members may then immediately vote for a new Board Member to carry out the remainder of the recalled Board Member's term.

Section 6. Absent Board Members. A Board Member, who misses two or more consecutive, regularly scheduled meetings, without being excused by the Board in advance, may be discharged upon the majority vote of all the other Board Members. Just discharge shall have the same effect as a recall by the Members.

Section 7. Vacancies. Whenever there shall be a vacancy on the Board resulting from the recall or resignation of any Board Member, the Board shall appoint a successor Board Member to serve for the remainder of that Board Member's term.

Section 8. Compensation and Expenses. Each Board Member shall serve without compensation. In the discretion of the Board, it may reimburse all or part of a Board Member's expenses incurred solely for the benefit of the Corporation and while engaged in the business of the Corporation.

Section 9. Authorized Signatories. The President and Treasurer shall be an authorized signatory for negotiable instruments and other legal documents as provided in Article VII, Section 5.

Article V. Meetings

Section 1. Members Meeting. The annual Members Meeting shall commence at 7:00 p.m., Mountain Time, on the last Wednesday of May each year in the Thornton Police Department's Training Room in Thornton, Colorado; except that the Board may, upon 30 days advance written notice to all Members, change the time, place, and/or date of the meeting. The Board shall present such reports as it deems appropriate at the Members Meeting prior to the election of Board Members, but shall present at least a detailed summary report on the financial affairs of the Corporation and a detailed summary of the activities and business of the Corporation since the previous Members Meeting.

Section 2. Special Members Meeting. The Board may call a Special Members Meeting at which it may propose any and all proper matters to the Members for their consideration. The Board shall give notice to the Members not less than thirty days prior to the special meeting and such notice shall include the purpose or purposes for which the meeting was called. Ten percent of the Members may demand in writing that the Board call a Special Members Meeting for any specified and proper purpose. Upon receipt of a proper demand for a special meeting, the Board shall schedule the meeting and shall give all Members written notice not less than thirty days prior to the meeting. The Board may propose additional matters for the consideration of the Members at such a special meeting; however, the purpose stated in the demand of the Members shall be given priority.

Section 3. Eligibility to Vote; No Record Date. A Member shall be entitled to vote at a Members Meeting or Special Members Meeting, if he or she is a voting Member in good standing as of the commencement of the Meeting. The Corporation shall have no formal record date, but shall give notice to all Members as of the date and time that notice is given pursuant to these Bylaws.

Section 4. Quorum of Members. Five percent of the Members then eligible to vote shall constitute a quorum at any Members Meeting or Special Members Meeting, whether present in person or by proxy, but any lesser number may adjourn the meeting.

Section 5. Board Meetings. The Board shall meet not less often than once each two months in such places and at such dates and times as it shall deem convenient; within the State of Colorado. If the Board shall schedule its next meeting during a scheduled Board meeting, notice to all Board Members present shall be deemed waived. Otherwise, notice of a Board meeting shall be given to each Board Member not less than seven days prior to the date of the meeting. Board meetings shall be open to the Members, and any Member may request, and upon such request shall be given, notice of the date, time, and place of each scheduled Board meeting at least seven days in advance of the date of the meeting. In the event of an emergency, the Board may meet upon notice to as many Board Members as may be practical in the circumstances, in any form available and prudent, and without notice to the Members. The minutes of any such emergency meeting shall be published to the Members as soon after the meeting as may be practical.

Section 6. Quorum of Board Members. Five Board Members shall constitute a quorum at any meeting of the Board, but any lesser number may adjourn the meeting. The action of a majority of a quorum shall be the act of the Board, binding upon the Corporation as provided by statute, except as otherwise provided in these Bylaws.

Section 7. Action Without Meeting. The Board may solicit written ballots in lieu of holding a Special Members Meeting provided that it does so in compliance with the provisions of §7-127-109, C.R.S., or any applicable successor statute.

Article VI. Dissolution

If the Board shall conclude that the Corporation should dissolve, it shall so recommend to the Members and shall then call a Special Members Meeting to consider solely that issue. The Corporation shall be immediately dissolved if two-thirds of the Members present and entitled to vote at that meeting vote in favor of accepting the Board's recommendation. The assets of the Corporation shall then be distributed as provided by resolution of the Board or, if there is no such resolution, in accordance with the provisions of the Articles of Incorporation.

Article VII. General Matters

Section 1. Powers and Authority of the Board. The Board may do any and all acts within its discretion necessary or reasonable to carry out and further the purposes of the Corporation, and shall have all powers of a board of Board Members of a non-profit corporation as authorized by statute, including but not limited to the following:

- (a) Raise, collect, and solicit funds and donations of all kinds;
- (b) Invest, reinvest, liquidate, encumber, abandon, donate, sell, barter, exchange, loan, and disburse any and all funds and property of any kind owned by the Corporation;
- (c) Own, lease, rent, sell, sub-lease, barter, exchange, receive, and convey real property;
- (d) Enter into contracts of all kinds, except as may be specifically limited in these Bylaws;
- (e) Issue certificates of membership to Members;
- (f) Engage in joint ventures and partnerships;
- (g) Acquire, maintain, or cancel liability insurance coverage;
- (h) To apply for and obtain all licenses and permits necessary to carry out the business of the Corporation;
- (i) Sue in the name of the Corporation; defend lawsuits brought against the Corporation; settle or abandon claims on behalf of or against the Corporation; and engage legal counsel on behalf of the Corporation;
- (j) Cause to be created a corporate seal and to cause it to be affixed to such documents as it shall direct, or which are required to bear a corporate seal;
- (k) Appoint such committees as it deems appropriate, to delegate to such committees whatever authority the Board deems necessary to carry out its assigned tasks, and to dissolve such committees when no longer necessary or useful; and
- (l) Borrow money or property for later repayment or return, subject to the restrictions in Article VII, Section 2, below.

Section 2. Borrowing Money or Property. The Board may borrow money or property for later repayment, with or without interest or other consideration to the lender, only upon prior approval of a majority of the Members who vote at a Members Meeting or a special meeting of the Members.

Section 3. Notice to Board Members. Notice to a Board Member, unless otherwise expressly directed in these Bylaws, shall be effective upon mailing to the last known mailing address of such Board Member by first class mail, postage prepaid. Notice to a Board Member by telephone shall be deemed adequate unless the Board Member objects, in which case notice by mail shall be given.

Section 4. Notice to Members. Notice to a Member shall be deemed complete upon mailing to the last known address of the Member by first class mail, postage prepaid. Notice to all Members may alternatively be accomplished by a conspicuous declaration in a newsletter or similar publication that is mailed to all Members by first class mail, postage prepaid, in the discretion of the Board.

Section 5. Signatures on Legal Documents. The signature of one authorized signatories shall be required on all negotiable instruments of the Corporation, and two authorized signatories upon all deed conveying real property. The signature of anyone authorized signatory shall be sufficient on all other legal documents that are binding upon the Corporation.

Section 6. Finance Committee. The Board shall appoint a Finance Committee of not less than three persons, who shall be Members who are not Officers or Board Members, to review the books and accounts of the Corporation not less than annually, and to report on that review to the Members at the Members Meeting. The Finance Committee shall immediately inform the Board and the Treasurer in the event that it finds any suspected financial impropriety, including but not limited to disbursements in violation of the Corporation's purposes, and the Board shall take such immediate action as is appropriate in the circumstances.

Section 7. Books, Papers, and Property of the Corporation. All books, papers, and other property of the Corporation entrusted to any Board Member, Officer, member of the Finance Committee, or Member, shall remain the sole property of the Corporation, shall be maintained in safekeeping by the person to whom entrusted, and shall be returned to the Board upon resignation, discharge, termination, suspension, recall, when it is no longer needed for the purpose for which it was given, or upon demand of any Board member.

Section 8. No Bond. Unless the Board shall provide otherwise, no Board Member, Officer, or Member shall be required to give any bond or surety in connection with his or her duties for the Corporation.

Section 9. Proxies by Board Members. A Board Member may grant a proxy, limited to specific proposals and measures or unlimited in effect, to another Board Member to vote at any meeting of the Board. Such proxy shall be in writing, signed by the Board Member, and, if limited in scope, shall set forth with reasonable specificity the measures and proposals for which it is effective. Such a proxy shall be valid only for the date or dates designated therein, but in no event for a period of greater than eleven months.

Section 10. Proxies by Members. A Member may grant a proxy, limited to specific proposals and measures or unlimited in effect, to another Member, an Officer, or a Board Member, to vote at any meeting of the Members. Such a proxy shall be in writing, signed by the Member, and, if limited in scope, shall set forth with reasonable specificity the measures and proposals for which it is effective. Such a proxy shall be valid only for the date or dates designated therein, but in no event for a period of greater than eleven months.

Section 11. Amendment of Articles of Incorporation or Bylaws.

- (a) The Board may recommend to the Members an amendment of the Articles of Incorporation or of these Bylaws only upon the affirmative vote of six or more Board Members or, if there are fewer than six: duly elected or appointed Board Members then acting, by a unanimous vote of all the Board Members. Upon the Board's recommendation, the Members shall vote on the recommended amendments at the next Members Meeting or at a special meeting of the Members called for that purpose. The proposed amendment shall be adopted if a majority of the Members present and entitled to vote at the meeting vote in favor thereof.
- (b) Sub-section (a) of this section notwithstanding, an amendment to the Bylaws or Articles of Incorporation pursuant to Article I, Section 3 may be adopted by the Board upon a majority vote, and need not be approved by the Members. Each Member shall receive notice of such an amendment as provided in Section 4 of this article.

Article VIII. Organizational Meeting

Section 1. Election of Initial Board. The Incorporators shall conduct an organizational meeting, on a date and at a time and place to be announced, within the City of Thornton, Colorado, to elect the initial Board Members. For purposes of the organizational meeting only, any person qualified to be a voting Member pursuant to Article II, Section 2 shall be qualified to be elected as a Board Member. All persons so elected as Board Members at the organizational meeting shall automatically become Members subject, however, to their obligation to pay their initial dues as soon as the Board shall establish the applicable amount. The Incorporators shall be eligible to be elected as Board Members if otherwise qualified.

Section 2. Qualified Voters. Any person qualified to be a voting Member pursuant to Article II, Section 2 shall be eligible to vote at the organizational meeting, and the Incorporators shall make reasonable efforts to give notice of the organizational meeting to all persons thus qualified.

Section 3. Nominations. Prior to and/or at the organizational meeting, the Incorporators shall accept nominations for the election of the initial Board Members in whatever form they shall deem convenient, and shall conduct the organizational meeting and the balloting for the initial Board Members. Any person qualified to vote at the organizational meeting shall be entitled to make nominations. A Person qualified to vote at the organizational meeting may nominate him or herself.

Section 4. Election Procedures. At the organizational meeting for the election of the initial Board Members only, the three candidates who receive the most votes shall be elected to three-year terms; the three candidates receiving the next greatest number of votes shall be elected to two-year terms; and the three candidates receiving the next greatest number of votes shall be elected to one-year terms. In the event of a tie affecting the length of the term to be served two or more Board Members, the Board Member or Board Members elected to the longer term shall be selected by coin toss or other random selection method at the option of the affected Board Members. In the event of a tie affecting whether or not one or more candidates shall serve as Board Members, the Incorporators shall conduct a run-off election among the affected candidates at the organizational meeting.

Section 5. Length of Term. The term of a Board Member elected to a nominal one-year term at the organizational meeting shall be deemed to expire at the conclusion of the Members Meeting in 2001; the term of a Board Member elected to a nominal two-year term at the organizational meeting shall be deemed to expire at the conclusion of the Members Meeting in 2002; and the term of a Board Member elected to a nominal three-year term at the organizational meeting shall be deemed to expire at the conclusion of the Members Meeting in 2003.

Section 6. No Other Business. Other than the nomination and election of the initial Board Members, no Corporate business shall be conducted at the organizational meeting, and it shall not be deemed a meeting of the Members for any purpose.

Section 7. Powers of Incorporators. Prior to the organizational meeting, the Incorporators shall have all the powers of the Board, as if duly elected, limited, however, to taking such measures as are reasonably necessary to the incorporation and establishment of the Corporation, the conduct of the organizational meeting, and the election of the initial Board. The Board Members, upon being elected at the organization meeting and accepting the office of Board Member, shall be deemed to have ratified all proper acts of the Incorporators prior to the organizational meeting.

Section 8. Liabilities of Incorporators. The Incorporators shall not be personally liable for their acts reasonably undertaken to carry out their duties and obligations pursuant to these Bylaws, and the Corporation shall indemnify and reimburse them for any claims arising against them personally for such acts or omissions.

We the undersigned Incorporators of the Corporation, do hereby adopt these Bylaws for the Corporation on this 29th day of November, 2007.