

BY-LAWS



**NATIONAL TROOPERS COALITION
and
CHARITABLE FOUNDATION, INC.**

September 14, 2010

CONTENTS

ARTICLE I	NAME	PAGE 3
ARTICLE II	PRINCIPAL OFFICE	PAGE 3
ARTICLE III	PURPOSE	PAGE 3
ARTICLE IV	MEMBERSHIP	PAGE 5
ARTICLE V	BOARD OF DIRECTORS	PAGE 6
ARTICLE VI	OFFICERS	PAGE 9
ARTICLE VII	MEETINGS	PAGE 12
ARTICLE VIII	COMMITTEES	PAGE 13
ARTICLE IX	FISCAL YEAR	PAGE 14
ARTICLE X	EXECUTION/ATTESTMENTS	PAGE 14
ARTICLE XI	BYLAW AMENDMENTS	PAGE 15
ARTICLE XII	LIMITATIONS	PAGE 15
ARTICLE XIII	DISSOLUTION	PAGE 15

**ARTICLE I
NAME**

The name of the Corporation shall be National Troopers Coalition and Charitable Foundation, Inc. When the designation NTC Foundation or Corporation is used in the By-Laws, it shall refer to this Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in Albany, New York.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation was formed are as follows:

- A.** To fund, assist, promote, subsidize and undertake programs and activities designed to strengthen the services, organization, performance, competence, and professionalism of the State Police and/or State Trooper departments of the various states of the United States of America, or the highway patrol, department of public safety or the agency or department performing tasks and assignments similar to the State Police, and the officers and members or such departments.
- B.** To promote, fund, and pursue independent research, studies, projects, or programs to assist and improve the various state police departments, or similar organizations, and their facilities, operations, effectiveness, membership and the public understanding thereof whether such research, studies, projects, or programs are initiated or conducted by the Corporation, or by the various state police departments, or by their membership, or otherwise.
- C.** To organize, assist, promote, and sponsor directly or indirectly, any subsidiary or other charitable organizations, and to convey, transfer, or assign any part of the assets of this Corporation to another charitable organization.
- D.** To make contributions, grants, loans, guarantees, and other payment of money, property or other assets, or extension of credit, for the use of various state police departments or similar organizations, or for the use of any agency of any state of the United States of America, if made to benefit the state police departments, or similar organizations, directly or indirectly.
- E.** To make contributions, grants, loans, guarantees, and other payment of money, property or other assets, or extension of credit, for the use of

organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

- F.** To borrow money, and to make, accept, endorse, execute and issue promissory notes and other obligations evidencing such money borrowed, or property acquired, or services rendered.
- G.** To delegate functions, and to conduct its activities through other organizations and individuals, and to become a member of any committee or other organization engaged in the purposes associated with the Corporation.
- H.** To receive grants, gifts and contributions in money and other property from any individuals, private organizations, public sources, or any agency of any state of the United States of America, to be used for the purposes of this Corporation.
- I.** To receive, collect and administer funds for the charitable purposes and activities of the Corporation, and to that end to take and hold, by bequest, devise, grant, gift, purchase, lease or otherwise, either absolutely or jointly with any other person, persona, corporation or other organization, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or income thereof in such a manner as, in the judgment of the directors of the Corporation, best promotes the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received by the Corporation, the Certificate of Incorporation, these By-Laws, or any laws applicable thereto.
- J.** In general, to do any and all acts or things and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the Laws of the State of New York for the purposes of accomplishing any other purposes of the Corporation as set forth herein.
- K.** To solicit, obtain, apply for, and spend funds in the furtherance of any activities or purposes of the Corporation.
- L.** To enter into any contracts or agreements with any governmental agency, corporation, individual, or any other entity with respect to the activities of the Corporation.
- M.** To engage in any and all lawful activities incidental to any of the foregoing purposes of the Corporation.

ARTICLE IV MEMBERSHIP

Section 1 Eligibility

Members of the Corporation must be members of the National Troopers Coalition, Inc. Members of the Corporation must be at least eighteen (18) years of age. The Membership shall be composed of persons concerned with developing and encouraging the programs and activities of the Corporation.

Section 2 Definitions of Membership

- a) **Director:** A member of the Board of Directors elected by the Membership. Directors should be retired members, unless otherwise permissible by law, who still maintain good standing within their State Police Association and good standing within the National Troopers Coalition, Inc.
- b) **Membership:** The entire composition of Officers, Directors, and Trustees of the Corporation.
- c) **Officer:** An Executive member of the Board of Directors elected from the Directors by the Membership.
- d) **Trustee:** Individuals who represent their State Police Associations within the National Troopers Coalition, Inc. shall be a Trustee if permissible under applicable local laws within his or her geographical area of employment.

Section 3 Voting Rights

Membership within the Corporation entitles all those eligible to vote one (1) vote in all matters presented before them. Only Officers and Directors have authority to cast votes within the Board of Directors. Trustees have no voting privileges on the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

Section 1
Powers

The Governing authority and managing body of the Corporation is hereby designated as the Board of Directors. The affairs of the Corporation shall be managed, and its funds and properties shall be controlled by the Board of Directors consisting of Officers and Directors. The powers of the Board of Directors shall include, but shall not be limited to, the following:

1. To admit, suspend or expel members;
2. To solicit donations, contributions, grants and other sources of revenue in aid of programs;
3. To oversee the distribution of grants from the Corporation;
4. To audit and supervise Corporation finances;
5. To invest the Corporation assets utilizing accepted accounting principles; and
6. To administer all elections for offices within the Corporation;

It shall be the duty of the Board of Directors, and it shall have the power to manage the property, affairs, business, and concerns of the Corporation in a manner consistent with the applicable statutes and regulations of the State of New York and the purposes set forth within the Certificate of Incorporation and this Title. No assignment, referral, or delegation of authority by the Board of Directors shall relieve the Board of any of its responsibilities or limit any of the Board's powers.

Section 2
Composition of the Board of Directors

The Board of Directors, hereinafter also referred to as "Board" is comprised of Officers and Directors elected by the Membership. All Board of Director positions must be filled by current Officers, Directors, or Trustees of the Corporation, with the exception of President who shall be the current Chairman of the National Troopers Coalition, Inc. More than one position may be filled by one person if necessary. The minimum number of members of the Board of Directors is five (5) persons. The composition of the Board of Directors shall be as follows:

- a) The Board shall have a President of the Corporation. The President shall be the current Chairman of the National Troopers Coalition, Inc.
- b) The Membership of the Corporation shall elect a Chairman of the Corporation.
- c) The Membership of the Corporation shall elect a Vice-Chairman of the Corporation.
- d) The Membership of the Corporation shall elect a Treasurer of the Corporation.

- e) The Membership of the Corporation shall elect a Secretary of the Corporation.
- f) The Membership shall elect Directors of the Corporation.

Section 3

Action by the Board of Directors

- a) Each Officer and Director of the Board of Directors shall be entitled to one (1) vote on each matter submitted to the Board for action thereon at a meeting of the Board, with exception of the President and the Chairman of the Corporation who cannot vote. The Chairman of the Board of Directors may cast one (1) vote in the event of a tie on a matter submitted to the Board for action thereon and voted upon.
- b) Any action required or permitted to be taken by the Board of Directors or by any committee of the Board of Directors may be taken without a meeting if members of the Board consent to the adoption of a resolution authorizing that action by majority vote. The resolution and consent thereto by members of the Board shall be filed within the minutes of the proceedings of the Board of Directors.
- c) Any one or more members of the Board or of any committee thereof may participate in a meeting of such Board or any committee by means of a telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.
- d) Except as otherwise specifically provided in these By-laws, the vote of the majority of the Directors present at the time a vote is taken, if a quorum as per Article VII Section 5 is present at such time, shall be the act of the Board of Directors.
- e) Members of the Board of Directors who cannot be present for a regular annual meeting or special meeting may convey in writing to another member of the Board of Directors a proxy giving the recipient the authority to cast votes in the name of the absent member.

Section 4

Election of Directors and Officers

- a) The Board of Directors shall consist of not less than five (5) members, with the exact number thereof to be fixed by the Board of Directors from time to time.
- b) The Officers shall be elected by the Membership of the Corporation at the regular annual board meeting of the Membership.

- c) Directors shall be nominated by the members of the Executive Board of the National Troopers Coalition, Inc. and elected by the Membership.
- d) Vacancies caused by the death, inability, resignation or removal of Officers or Directors may be filled by the Board of Directors for the duration of the unexpired term at the next regular meeting of the Board of Directors or at an earlier special meeting.

Section 5
Terms of Office

The initial term of office of the Officers and Directors of the Board of Directors shall be for staggered periods of two (2) years or less so that no more than one half of the Directors' and Officer's terms will expire each year. After the initial term, the terms will be for a period of two (2) years. The term of office of each elected Director shall commence immediately upon his election and continue until his or her successor is elected.

Section 6
Action without Meeting

Any action which the Board of Directors or a committee thereof is required or permitted to take may be taken without a meeting if, by majority vote, the Board of Directors or the committee in question consent in writing to the adoption of a resolution authorizing the action or subsequently confirm the action by resolution. The authorizing resolution shall be filed within the minutes of the Board of Directors or the committee in question.

Section 7
Majority Vote

Except as otherwise provided in the Certificate of Incorporation, these By-Laws or the Laws of the State of New York, the vote of the majority of the Board of Directors, if a quorum is present, shall be the act of the Board of Directors.

Section 8
Removal of Officers, Directors and Trustees

In addition to removal for unexcused absence as provided for in Article VII Section 6, any Director, Officer, or Trustee may be removed, either with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors present at a regular annual meeting or any special meeting called as long as a quorum is present.

Section 9
Indemnification of Officers, Directors and Trustees

The individual members of the Executive Board, Directors, and Trustees dedicate their time and talent to the service of the Corporation without material recompense. In consideration of this fact, so far as it is permitted under the Laws of the State of New York, the individual members of the Executive Board, Directors and Trustees shall be indemnified and held harmless against all cost and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts and conduct as a Officer, Director or Trustee of the Corporation.

ARTICLE VI
OFFICERS

Section 1
Officers

There shall be Officers of the Corporation consisting of a President, Chairman, a Vice Chairman, Treasurer, and Secretary.

Section 2
Eligibility

Officer candidates must be either a current Officer or Director in order to be nominated for the position of Officer.

Section 3
Election of Officers

The Officers of the Corporation shall be elected for two (2) year terms at the annual meeting of the Board of Directors with the exception of the President of the Corporation who shall be the current Chairman of the National Troopers Coalition, Inc. The President's term shall be as long as he holds the position of Chairman of the National Troopers Coalition, Inc. Nominations of persons to fill the positions of Officer shall be made by the Nominating Committee and submitted to the Board of Directors at its regular annual meeting. No less than ten (10) business days prior to each annual meeting, any member of the Board may forward additional Officer Nominations to the Nominating Committee. Thereafter, the Nominating Committee shall mail a list of all Officer Nominees to each member of the Corporation prior to the annual meeting. Additional Officer Nominations may be made by Board members prior to the election at the annual meeting if permitted by majority vote of the Board of Directors.

Section 4

Duties

a. **President:** The President shall maintain the relationship between the Corporation and the National Troopers Coalition, Inc. He shall be responsible for ensuring requests for grants are provided to the Corporation from the National Troopers Coalition, Inc. He shall appoint the members and Chairmen of all committees of the Board of Directors. He shall discharge all responsibilities assigned to him from the Board of Directors the Certificate of Incorporation, these By-Laws and the Laws of the State of New York.

b. **Chairman:** The Chairman shall coordinate and supervise the administration of the Corporation, and discharge the responsibilities assigned by the Board of Directors and Trustees, the Certificate of Incorporation, these By-Laws and the Laws of the State of New York. The Chairman shall execute all legal documents on behalf of the Corporation. The Chairman shall also act as the Chairman of the Board of Directors and Trustees.

c. **Vice-Chairman:** In the event of the absence, death, removal or inability of the Chairman to discharge the responsibilities of the office, the Vice-Chairman shall assume all the powers and responsibilities of the Chairman. The Vice-Chairman shall have such other duties and responsibilities as may be assigned to him by the President or the Chairman of the Board of Directors.

d. **Secretary:** The Secretary shall attend all meetings of the Board of Directors and Trustees. He shall take or cause to be taken accurate minutes thereof, and distribute transcribed copies of the minutes to each member of the Board of Directors and Trustees at least ten (10) business days prior to the next meeting of the Board of Directors and Trustees. He shall give, or cause to be given, notice of all meetings of the Corporation in the manner provided in these By-Laws. He shall keep in safe custody the Seal of the Corporation and affix it to any instrument when authorized by the Board of Directors. He shall keep and maintain all documents, records, and minutes of meetings of the Corporation as required by law or otherwise in a proper and safe manner. He shall have such other duties and responsibilities as may be assigned by the President or Chairman.

f. **Treasurer:** The Treasurer shall attend all meetings of the Board of Directors and Trustees. He shall have custody and control of the corporate funds and securities. He shall be the Chairman of the Finance Committee. He shall be responsible for keeping and maintaining all financial records of the corporation. He shall disburse or authorize the disbursement of funds of the Corporation as may be authorized by the Board of Directors or designated entities. He shall render to the Board of Directors an account of all transactions and of the financial condition of the Corporation at the regular annual or special meetings or anytime it is requested by any member of the Board of Directors and Trustees. He shall keep and maintain Treasurer's Rules of the Corporation which direct the financial conduct of the Corporation. He shall have the power to require all corporate Officers, Directors, Trustees, and agents to submit upon request any and all reports and statements as necessary detailing

transactions of the Corporation. He shall discharge such other duties and responsibilities as may be assigned by the President or Chairman of the Board of Directors.

Section 5

Executive Board

The Corporation shall have an Executive Board of the Board of Directors consisting of the President, Chairman, Vice-Chairman, Treasurer, and Secretary. The Chairman shall serve as Chairman of the Executive Board. In the absence of the Chairman, the Vice-Chairman shall preside at meetings of the Executive Board.

The Executive Board shall meet regularly as authorized by the Board of Directors and shall also meet at the call of the President. A majority of the Executive Board shall constitute a quorum.

Between regular meetings of the Board of Directors, the Executive Board shall exercise the powers of the Board of Directors to the full extent permitted by the laws of the State of New York except as may be limited by resolution of the Board of Directors.

Section 6

Resignation

Except for the President, any Officer may resign at any time by presenting a written notice of resignation to the President or Chairman. Such resignation shall take effect upon receipt thereof by the President or Chairman, unless otherwise specified therein.

Section 7

Vacancies

If a position of an officer shall become vacant during the year, such vacancy shall be filled by a majority vote of the members of the Board of Directors. Persons so elected shall serve the remainder of the term of their predecessor.

ARTICLE VII MEETINGS

Section 1 Regular Meetings

The Board of Directors and Trustees shall meet regularly, at such place and time as the Chairman may designate, except that there shall be at least two (2) meetings during each fiscal year.

Section 2 Annual Meeting of the Board of Directors and Trustees

The first regular meeting in each calendar year, as prescribed in paragraph one, shall be designated the annual meeting.

Section 3 Special Meetings

Special Meetings of the Board of Directors and Trustees may be called by the President at any time. Special meetings of the Board of Directors shall be called by the President after receipt in person or by mail of a request for such meeting signed by at least one (1) members of the Board of Directors. Such request shall specify the object of the meeting.

Section 4 Notice of Meetings

Notice of regular and special meetings of the Board of Directors containing the date, time and place of meetings shall be provided by mail to all members of the Board of Directors at least ten (10) business days preceding the meeting. Notice of a special meeting shall specify the purpose(s) for which the meeting is called. Notice of any change of date, time or place of meeting previously scheduled shall be given by mailing written notice of said change to all members of the Board of Directors at least five (5) business days prior.

Section 5 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6 Absence

Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the President or

Chairman of the Board stating his reason for so doing, and his reason or excuse should not be accepted by the Board, his seat on the Board may be declared vacant or his membership revoked.

Section 7
Meetings by Telephone Conference

Board of Directors meetings may be conducted by conference telephone in which each member may hear all other members and be able to participate in discussion.

ARTICLE VIII
COMMITTEES

Section 1
Finance Committee

The Board of Directors shall have a Finance Committee consisting of at least two (2) members of the Board of Directors, including the Chairman of the Board of Directors. The Treasurer shall be the Chairman of the Finance Committee. The Committee shall meet at the call of the Chairman of the Board of Directors or the Treasurer. A majority of the Finance Committee shall constitute a quorum.

It shall be the duty of the Finance Committee to supervise all of the property and funds of the Corporation, direct the Treasurer to invest, reinvest, and sell, except as otherwise provided by law, all securities belonging to the Corporation. To report at each regular annual meeting of the Board of Directors and Trustees concerning all financial transactions with which have been performed since the last regular annual meeting. To submit at the regular annual meeting or at such other times as the Chairman may require a complete written report of the financial status of the Corporation, and provide for the annual audit of the Corporation's records and accounts by a certified public accountant.

Section 2
Nominating Committee

There shall be a Nominating Committee which shall consist of not less than two (2) members of the Board of Directors. It shall be the Nominating Committee's responsibility to submit nominations to the Board of Directors for the positions of Officers and Directors for the purpose of filling current or upcoming vacant positions within the Board of Directors. Such nominations shall be conveyed to the Board of Directors at or before the regular annual meeting as provided for within the By-laws.

Section 3
General Provisions

a. Except as otherwise provided herein, the President shall appoint the members of all committees which can include Trustees.

b. Minutes shall be kept of all committee meetings. Copies of the minutes shall be available to all members of the committee and to all members of the Board of Directors.

c. Except as otherwise provided, the internal rules of procedure for each committee of the Board of Directors shall be determined by a majority vote of the appointed members.

d. Should any member of any committee of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the committee without sending a communication to the Chairman of the committee stating his reason therefore, or if his reason or excuse shall not be accepted by the members of the committee, the Chairman of the committee shall notify the Board of Directors which may declare the seat to be vacant.

e. The President, shall appoint members of the Board of Directors and Trustees to such additional committees, whether temporary or permanent, as may be deemed appropriate.

ARTICLE IX
FISCAL YEAR

The fiscal year shall begin on January 1 and shall end on December 31 of each year.

ARTICLE X
EXECUTION & ATTESTMENTS

All corporate instruments and documents shall be signed and, where required, countersigned verified and/or acknowledged by the President, Chairman or Vice-Chairman, and attested to by the Secretary or Treasurer.

**ARTICLE XI
AMENDMENT AND REPEAL OF BY-LAWS**

The Executive Board may, from time to time, adopt, amend and revoke By-Laws and regulations for the proper management and administration of the affairs of the Corporation. All such Rules and Regulations shall be binding.

a. Amendment or Repeal. These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Notice of amendment or repeal of By-laws shall be mailed to each member of the Board of Directors at least ten (10) business days prior to a meeting in order to consider such amendment or repeal of the By-laws at that meeting.

b. The authority to interpret and construe these By-Laws shall be vested in the Board of Directors.

**ARTICLE XII
LIMITATIONS**

No part of the net earnings of the Corporation, if any, shall inure to the benefit of any Officer, Director, or Trustee. No substantial part of the activities of the Corporation shall involve attempts to influence legislation by propaganda or otherwise, and the Corporation shall not participate in any way in political campaigns on behalf of any candidate for public office.

**ARTICLE XIII
DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets shall be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and whose goals are compatible with those of the Corporation. None of the assets shall be distributed to the benefit of any private individual.