

<p style="text-align:center"><b>BYLAWS OF THE FBI SAN ANTONIO CITIZENS' ACADEMY ALUMNI ASSOCIATION</b></p>
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**ARTICLE 1 – MISSION STATEMENT**

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The mission of the Federal Bureau of Investigation (FBI) San Antonio Citizens' Academy Alumni Association (SACAAA) is to foster the special connection between the FBI Citizens' Academy graduates and the FBI in working for an informed and safer community. The SACAAA's goals include, but are not limited to:

- Ongoing updates on FBI activities significant to the FBI and FBI SACAAA;
- Social events to connect the Academy graduate network and FBI personnel;
- Participation in special activities that extend the FBI SACAAA skills;
- Educating the San Antonio region on the FBI mission, resources, and limitations; and
- Community services projects that foster a safer community.

**The FBI San Antonio CAAA is a private, non-profit organization and not part of the FBI.**

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**ARTICLE 2 – NAME AND PURPOSE**

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**Section 2-1. Name.** The name of this organization shall be the FBI San Antonio Citizens' Academy Alumni Association (the "Chapter").

**Section 2-2. Incorporation.** The Chapter is a nonprofit corporation under the laws of Texas and organized as an alumni chapter of the FBI National Citizens' Academy Alumni Association ("FBI NCAAA").

**Section 2-3. Tax Exempt Status.** The Chapter is intended to be, and shall be operated and conducted as, an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

**Section 2-4. Purposes.** The Chapter is organized for purposes of supporting and furthering the mission set forth in Article 1 and such other nonprofit and tax-exempt related efforts as the Board of Directors may determine from time to time. In addition, the Chapter may engage in any lawful act or activity for which corporations may be organized under the laws of the State of Texas, subject to the following:

- (a) The purpose of the Chapter is exclusively charitable and educational within the meaning of Code Section 501(c)(3).
- (b) The Chapter is an organization exempt from federal income taxation under Section 501(c)(3).
- (c) The Chapter is organized and operated as an organization that is other than a private foundation (within the meaning of Code Section 509(a)).

- (d) The Chapter is not for profit, and as such it does not afford pecuniary gain, incidentally or otherwise, to its members. Thus, no part of the net earnings of the Chapter shall inure to the benefit of its directors, officers, members, or other private individuals, except that it may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable purposes as set forth herein.
- (e) The Chapter is an organization that does not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of its activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

**Section 2-5. Non-discrimination.** The Chapter shall not discriminate toward employees, candidates for employment, suppliers, or grant recipients on the basis of race, ethnicity, national origin, sexual orientation, religion, disability, or any other consideration prohibited by law.

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### **ARTICLE 3 – OFFICES AND RECORDS**

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**Section 3-1. Known Place of Business, Statutory Agent and Principal Office.** The Chapter's known place of business is Attn: Cynthia M. Munro % Broadway Bank, 1177 NE Loop 410, San Antonio, Texas 78209 and the statutory agent is Todd H. Silberman, Law Offices of Todd H. Silberman, 13409 NW Military Hwy, Suite 350, San Antonio, Texas 78231. The known place of business or the statutory agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement as required by law.

**Section 3-2. Records.** The corporation shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered or principal office a record giving the names and addresses of all those entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

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### **ARTICLE 4 – MEMBERSHIP**

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**Section 4-1. Membership.** Members of the Chapter shall be FBI Citizens' Academy Alumni that have satisfied the current standards for membership.

**Section 4-2. Honorary Members.** The Board of Directors may elect non-voting honorary members. The selection of such honorary members shall be made in recognition of outstanding contributions to the Chapter.

**Section 4-3. Dues.** Membership dues shall be determined by the Board of Directors. Annual dues shall be payable as determined by the Board of Directors. All members, of any class, that are delinquent in dues are subject to termination of membership by the Board of Directors or its designee.

**Section 4-4. Voting.** Each member in good standing shall be entitled to one (1) vote.

**Section 4-5. Voting Rights and Responsibilities.** Voting members shall have the following rights and responsibilities:

- (a) Each voting member shall be entitled to vote for directors of the Chapter according to the terms of Article 8 herein. Such election shall be accomplished at a meeting of the members, by mail or by email ballot.
- (b) Each voting member shall be entitled to make policy proposals to further the interests and purpose(s) of the Association by petition to the Board of Directors.
- (c) Each voting member shall have the right to call for a special meeting of members by petition to the Board of Directors with written endorsements of one-fifth of the voting members.

Each voting member shall have reasonable access to the business records of the Association deemed appropriate by the Board of Directors upon written request to the chair.

**Section 4-6. Refusal and Termination of Membership.** The Board of Directors, by affirmative vote of a majority of the Board Members, may refuse membership, suspend or expel a Member upon evidence satisfactory to the Board of Directors that such potential Member or Member's activities are not in keeping with the spirit and objectives of the Association. An affirmative vote of the majority of the Board Members may refuse membership or terminate the membership of any Member who becomes ineligible for membership or for good cause. An affirmative vote of a majority of the Board Members may suspend or expel any Member who is delinquent by two months or more in the payment of that Member's annual dues.

## **ARTICLE 5 – MEETING OF MEMBERS**

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**Section 5-1. Annual Meeting.** A meeting of the members of the Chapter shall be held in each fiscal year on such date and at such time as the Board of Directors may determine.

**Section 5-2. Special Meetings.** Special meetings of the members may be called at any time:

- (a) By the chair of the Chapter.
- (b) By the majority of the Board of Directors.
- (c) By voting members entitled to cast at least one-fifth of the votes that all members are entitled to cast.

Upon written request of any person or persons entitled to request a special meeting, which shall set forth the purpose for which the meeting is desired and if more than a simple majority of members shall approve the meeting, it shall be the duty of the secretary to fix the date of such meeting to be held at such time, not less than thirty or more than ninety days after the approval of the meeting, as the secretary may determine, and give due notice thereof. If the secretary shall neglect or refuse to fix the date of such meeting and to give notice thereof within five days after approval of such meeting, the person or persons calling the meeting may do so.

**Section 5-3. Place of Special Meetings of Members.** Meetings of members shall be held at such places as may be fixed by the Board of Directors, including telephonic meetings, from time to time.

**Section 5-4. Notice of Members' Meetings.** Written notice stating the date, place, hour, and purpose of any meeting of the members shall be given to each member entitled to vote at the meeting at least 14 calendar days prior to the day named for the meeting. Such notices shall be given in the name of the Board of Directors, chair or secretary.

**Section 5-5. Quorum of an Action by Members.** Unless otherwise provided, in a Bylaw adopted by the Board of Directors or by the members, the presence, in person or by proxy, of members entitled to cast at least a majority of the votes which all members are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter, and, the acts at a duly organized meeting, of the members present in person or by proxy, entitled to cast at least a majority of the votes which all members present are entitled to cast, shall be the acts of the members. The members present at a duly organized meeting may continue to conduct business until adjournment. Once a quorum has been established, it shall stand for the duration of the meeting, attendance attrition notwithstanding.

**Section 5-6. Conducting Meetings.** Unless otherwise specified, meetings shall be conducted according to Robert's Rules of Order.

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## ARTICLE 6 – BOARD OF DIRECTORS

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**Section 6-1. Number and Term.** The Board of Directors shall consist of at least three and no more than twelve elected members and the immediate past chair. Terms for directors are two (2) years. Directors may be elected to any combination of consecutive full two-year or partial terms totaling six (6) years of service. Board members may not serve more than six consecutive years except to serve as chair of the Association in the year immediately following expiration of their final elected term. Directors shall be elected in accordance with the provisions of Article 8 herein.

**Section 6-2. Place of Meeting.** Meetings of the Board of Directors may be held at such place as a majority of the directors may from time to time determine or as may be designated in the notice calling the meeting. A minimum of one meeting of the Board of Directors shall be held in each fiscal year.

**Section 6-3. Participation in Meetings by Conference Telephone.** Any director may participate in any meeting of the Board of Directors or of any committee of which he/she is a member via telephone conference or other similar communications equipment by means of which all persons at the meeting can hear each other. Such director shall be counted for the purpose of determining a quorum.

**Section 6-4. Quorum.** A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be considered as the acts of the Board of Directors.

Once a quorum has been established, it shall stand for the duration of the meeting, attendance attrition notwithstanding.

**Section 6-5. Power and Duties.**

- (a) The Board of Directors shall have all the power and authority granted to the Board, including all power necessary or appropriate to the management of the business and the affairs of the Chapter.
- (b) Responsibilities of the Board of Directors may include but not be limited to the following:
  - (i) to establish policy for the Chapter;
  - (ii) to collect dues and raise funds;
  - (iii) to set a budget;
  - (iv) to review and evaluate the discharge of officer responsibilities;
  - (v) to appoint and activate standing and special committees;
  - (vi) to review membership qualifications for eligibility;
  - (vii) to define the mission, strategic plan, and annual plan of work for the organization;
  - (viii) to set clear expectations and define an annual plan of work for itself;
  - (ix) to set clear expectations for the chief executive and provide an evaluation of performance on a regular basis;
  - (x) to develop a plan to assure that adequate human and financial resources are available to complete the plan of work for the Chapter;
  - (xi) to establish policy parameters within which the staff and volunteers may perform their respective responsibilities;
  - (xii) to identify, recruit, recommend for election and engage qualified board members;
  - (xiii) to assess the performance of the Chapter on a regular basis;
  - (xiv) to assess its own performance on a regular basis;
  - (xv) to establish dues structure and rates; and
  - (xvi) to provide appropriate avenues for stakeholder/member input into the Chapter's planning.

**Section 6-6. Board Committees.** All committees must either include or report to a Board member but are not limited in membership to members of the Board of Directors. All committee chairs shall be appointed by the chair. The chair of each committee shall have the responsibility to forward to the secretary of the Chapter the minutes of the committee's activity.

**Section 6-7. Resignation.** A director may resign at any time by giving notice to the Chapter. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 6-11 may satisfy the notice requirement.

**Section 6-8. Removal of Directors.** A director may be removed at any time, with or without cause, by the majority of the members or by the affirmative vote of a majority of the total numbers of directors.

**Section 6-9. Vacancies.** Vacancies in the Board of Directors may be filled by a majority of the remaining members of the Board of Directors and each person so elected shall be a director until the next annual election, when such directors will face reelection.

**Section 6-10. Action Without Meeting.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 6-11, in one or more counterparts, by all of the directors. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 6-11 by the required number of directors, unless a different effective time is provided in the written action.

**Section 6-11. Electronic Records and Signatures.** This Chapter recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

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## ARTICLE 7 – OFFICERS

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**Section 7-1. Election of Officers.** The Chapter shall have a chair, secretary, and treasurer (the latter two may be combined) who shall serve as the officers of the Chapter. Officer shall be elected by the Board of Directors. The Board of Directors may elect additional officers. All officers must be members of the Board of Directors.

**Section 7-2. Term.** The officers shall each serve at the pleasure of the Board of Directors from the beginning of the fiscal year for a term of two (2) years; or until their successors are duly elected.

**Section 7-3. Power and Duties of the Chair.** Unless otherwise determined by the Board of Directors, the chair shall have the usual duties of a chief elected officer with general supervision over the Executive Director and the affairs of the Chapter. The chair shall preside at all meetings of the Board of Directors. The chair shall also do and perform such other duties as from time to time may be assigned to the chair by the Board of Directors. The chair can appoint (if endorsed by the Board) an ex officio member to serve on the Board. Unless otherwise determined by the Board of Directors, the chair shall have full power and authority on behalf of the Chapter to attend to and act and to vote at any meeting of the members.

**Section 7-5. Power and Duties of the Secretary.** Unless otherwise determined by the Board of Directors, the secretary shall be responsible for the keeping of the minutes of all meetings of the Board of Directors, members and all committees, in books provided for that purpose, and for the

giving and serving of all notices for the Chapter. The secretary shall have charge of such books and papers as the Board of Directors may direct. The secretary shall perform all other duties ordinarily incident to the office of the secretary.

**Section 7-6. Power and Duties of the Treasurer.** Unless otherwise determined by the Board of Directors, the treasurer shall be responsible for the funds of the Chapter. When necessary or proper, unless otherwise determined by the Board of Directors, the treasurer shall endorse for collection on behalf of the Chapter in such banks or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Chapter. The treasurer shall sign all checks made by the Chapter, except when the Board of Directors shall otherwise direct. The treasurer shall be responsible for the regular entry in books of the Chapter to be kept for such purpose, full and accurate account of all funds received and paid on account of the Chapter. Whenever required by the Board of Directors, the treasurer shall render a statement of the financial condition of the Chapter.

**Section 7-7. Delegation of Office.** The Board of Directors may delegate the powers or duties of any officer of the Chapter to any other person from time to time.

**Section 7-8. Resignations.** Except as otherwise provided in an employment contract, an officer may resign by giving notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 6-11 may satisfy the notice requirement.

**Section 7-9. Removal.** An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

**Section 7-10. Vacancies.** The Board of Directors shall have the power to fill any vacancies in any office occurring from whatever reason.

## **ARTICLE 8 – ELECTION OF DIRECTORS**

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**Section 8-1. Frequency and Timing of Elections.** Elections will be conducted annually to fill vacant seats on the Board of Directors, as needed. If there are no open seats on the Board of Directors, or there are no Directors up for re-election for the upcoming term, then no elections will be held. The Board of Directors will set the date and time of the annual election to coincide with a meeting of the members.

**Section 8-2. Board Nominations.** When there is an opening on the Board of Directors to be filled at an annual election, the Board of Directors shall notify all voting members of the openings. The Board of Directors shall invite all interested members to put their name into nomination. The call for nominations must remain open for at least 14 calendar days.

**Section 8-3. Uncontested Slate.** If the call for nominations results in an uncontested slate of members interested in serving as directors, then the Board of Directors may approve the slate by majority vote.

**Section 8-4. Contested Slate.** If the call for nominations results in a greater number of members interested in serving as directors than there are open seats on the Board, then the voting members of the Chapter will vote to elect directors at the annual election.

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## ARTICLE 9 – AMENDMENTS

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**Section 9-1. Amending the Bylaws.** These Bylaws may be amended by a majority vote of voting members. Such vote may be conducted at a meeting of the members or by email. At least 30 days notice must precede a vote conducted at a meeting and at least 7 days notice must be given prior to an email vote. These Bylaws may also be amended by a two-thirds vote of the Board of Directors at any regularly scheduled Board of Directors meeting or my email. At least 7 days notice must precede a vote conducted at a meeting.

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## ARTICLE 10 – PROTECTION OF EXEMPT ORGANIZATION STATUS

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**Section 10-1. Prohibited Activities.** Notwithstanding any other provision of these Bylaws, neither FBISACAAA, nor any director, officer or committee member shall conduct or carry on or permit any activities which are not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and the regulations established pursuant thereto.

**Section 10-2. Prohibition Against Private Incurement.** No director, officer, committee member, employee, or agent of the Chapter, nor any other private individual, shall receive any of the net earnings or pecuniary profit derived from the operations of the Chapter or any other assets or property of the Chapter, at any time (whether in the course of conduct of the Chapter or upon dissolution); provided, however, that this shall not prevent the payment of reasonable compensation to any person for authorized services rendered to or for the Chapter.

**Section 10-3. Dissolution and Winding Up.** Upon dissolution of the Chapter, no director, officer, or other private individual shall receive, or be entitled to receive, any distribution of the remaining property and assets of the Chapter. Upon dissolution of the Chapter, all remaining property and assets of the Chapter, after payment of or adequate provision for, the Chapter's debts and obligations, shall be distributed, in furtherance of the charitable purposes of the Chapter, as determined by the Board of Directors.

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## ARTICLE 11 – CORPORATE FINANCE

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**Section 11-1. Fiscal Year.** The fiscal year shall begin on January 1 and end on December 31 of each calendar year.

**Section 11-2. Orders for Payment.** All checks, drafts or other orders for payment of money, and all notes or other evidences of indebtedness issued in the name of the Chapter, as authorized by the Board of Directors, shall be signed by such officers, employees and/or agents of the Chapter as expressly designated and authorized by the Board of Directors in writing.

**Section 11-3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the Chapter in one or more banks, trust companies or such other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be



fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and maintaining with such designated depository general and special bank accounts, and may make such special rules and regulations with respect thereto as it shall determine, not inconsistent with the provisions of these Bylaws.

**Section 11-4. Gifts.** The Board of Directors may accept any contribution, gift, bequest or devise for and consistent with the purposes of the Chapter.

**Section 11-5. Books and Records.** The Corporation shall keep correct and complete financial books and records of account, which records shall be open to inspection by the Board of Directors at any reasonable time.

**Section 11-6. Loans.** No loans shall be made by the Chapter to directors, officers or committee members.

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## ARTICLE 12 – GENERAL PROVISIONS

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**Section 12-1. Descriptive Headings.** Titles to paragraphs and subparagraphs are intended only for convenience of reference and shall be given no effect in the construction or interpretation of these Bylaws.

**Section 12-2. Governing Law.** These Bylaws shall be construed and interpreted in accordance with the laws of the State of Texas.

**Section 12-3. Seal.** The Board of Directors may authorize the Chapter to have a corporate seal, which shall be affixed as required by applicable law.

**Section 12-4. Revocation of Authorization.** The Board of Directors shall retain the right, within its sole discretion, to rescind its prior authorization, assignment or delegation of authority.

**Section 12-5. Conflict of Interest.** No contract or transaction may occur between a Board member or a member of the Chapter and any outside party unless it complies with all provisions of the Chapter's policy regarding conflicts of interest.

APPROVED as amended the 10<sup>th</sup> day of February, 2010, by the Board of Directors of the FBI San Antonio Citizens' Academy Alumni Association.

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Gary Dudley, Chairman

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Deborah Knapp, Secretary