

**BYLAWS  
AS OF FEBRUARY 27, 2019  
OF THE  
THE EAST TEXAS 100 CLUB, INC.**

**ARTICLE I  
PURPOSES**

The East Texas 100 Club, Inc. (the "Club") is organized exclusively for the purposes set forth as follows:

The Club is organized exclusively for charitable and educational purposes under Section 5019(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

To receive funds and property, to invest and reinvest the same, and to disburse and distribute the same as voluntary, gratuitous, and charitable gifts and contributions to, or for the benefit of, Peace Officers (as defined herein) and their dependents, and the agencies which operate within the Club's Service Area (as defined herein).

The Peace Officers eligible for assistance from the Club include any person who by assignment works as a law enforcement officer for a law enforcement department or agency or similar organization in the Service Area, or who is either (1) a peace officer as that term is defined by the laws of the State of Texas or (2) a law enforcement officer employed by any other State or jurisdiction of the United States of America or by the United States of America.

All disbursements and distributions described herein shall be made only pursuant to specific resolutions of the Board of Directors, and all such disbursements and distributions shall be discretionary with the Board of Directors, the Board of Directors being under no obligation to make any disbursements or distributions of any type to any person, firm, corporation, or association.

The Board of Directors may in its discretion authorize the disbursements and distributions for Peace Officers and law enforcement departments and agencies located within the service area. Specifically, the disbursements and distributions to be made by the Club may be made only for the following purposes, as approved by the Board of Directors:

- (a) To provide an amount of money to the dependents and spouse (as defined from time to time by the Board of Directors) of a Peace Officer killed during a law enforcement encounter or in the line of duty.
- (b) To provide additional financial assistance, where need is shown, to the dependents of a Peace Officer killed during a law enforcement or in the line of duty.
- (c) To provide financial assistance to a Peace Officer injured or disabled in the course of law enforcement or in the line of duty.

- (d) To provide equipment and personal property required by or useful to (a) Peace Officers employed in the Service Area, or (b) Law Enforcement Agencies that are in the Service Area.
- (e) To provide funds for Peace Officers to attend bona-fide law enforcement training programs, seminars, accredited college-level courses, and workshops, when funds are not available from his or her agency or employer.
- (f) To provide scholarships to eligible persons who have selected careers in law enforcement to enable them to attend duly accredited colleges approved by the Board.
- (g) To sponsor and host functions honoring, and to give awards to, those Peace Officers who have rendered outstanding service to the communities located within the Service Area, and to other Peace Officers who have rendered outstanding service either nationally or internationally.
- (h) To provide assistance to private citizens, who, in the discretion of the Board of Directors, have assisted a Peace Officer located in the Service Area, either directly or indirectly, in carrying out a law enforcement activity.
- (i) To conduct such other activities or provide such other assistance, other than those described above, that further the purposes of the Club and are approved by the Board of Directors.
- (j) To support and provide financial assistance to the Texas Police Chiefs Association and the East Texas Police Chiefs Associations

For purposes of the foregoing, a Peace Officer shall be deemed to have been killed or disabled in the course of a law enforcement activity (as defined from time to time by the Board of Directors) if the death or disability of such Peace Officer occurs in the line of duty or in such other instances as may be approved by the Board of Directors. An authorized official of the agency with which such person is or was employed, or working in an official capacity, must certify to the Club that such Peace Officer was in fact killed or disabled during a law enforcement activity in the line of duty.

In furtherance of the foregoing purposes, the Club shall have and exercise any and all and every power which a nonprofit Corporation, organized under the provisions of the laws of the State of Texas for charitable purposes, could be authorized to exercise, but not any other power.

## **ARTICLE II MEMBERSHIP**

Section 1. Members. In addition to the incorporating members, additional persons may be admitted to membership in the Club upon the vote, or written assent incorporated in the minutes of the meeting of a majority of the members of the Board of Directors, or a majority of the members of the Executive Committee, and upon the timely payment by such persons of their dues or fees. In addition to membership, **Gold Star** families, as approved by the Executive Board, may be admitted to Lifetime Membership in the Club without a fee.

Section 2. Privileges of Membership. Membership in the Club shall entitle the member to display the current membership logo indicating that he or she is a member in good standing and that he or she supports the purposes of the Club as set forth in Article I of the Bylaws of the Club. A member shall have no other privilege.

Any member who uses or attempts to use his or her membership in any manner other than to support the purposes of the Club, as stated in Article I of these Bylaws, or whose conduct is otherwise not in keeping with such purposes, may be suspended or expelled from membership in the Club. The Board of Directors may investigate, conduct a hearing, or make a recommendation regarding the status of the membership of any member at any time deemed appropriate by the Board of Directors. The suspension or expulsion of a member shall require a vote of two-thirds (2/3) of all members of the Board of Directors present at the meeting where the hearing occurred. The suspension or expulsion of a member shall have such consequences as may have been recommended by the Board of Directors.

Annual Membership Dues. The annual membership dues to be paid by each member of the Club shall be fixed by the Board of Directors.

Life Membership Fee. Any person may become a life member by the payment of an amount fixed by the Board of Directors. This amount may be paid in one lump sum or in equal installments. If a life member chooses to pay in installments then such member shall receive an annual sticker until the last payment is made, at which time, a life member sticker will be issued. A fully paid life member pays no annual dues.

Business or Corporate Life Membership. The fee for a business or corporate life membership shall be fixed by the Board of Directors. These members may also display the sticker on their automobile or place of business. Business or corporate life members pay no annual dues.

Section 3. Payment of Annual Dues/Failure to Pay Dues. Dues should be paid annually and become due and payable on the date that an application for membership has been received and on each annual anniversary date thereafter. Payment of such dues shall entitle the member paying the same to membership in the Club for the following year. In the event in any year any member shall not have paid his or her annual renewal dues within ninety (90) days from the anniversary date of his or her membership such membership in the Club shall automatically cease and terminate, and such member shall be dropped from the roster of members, and his or her membership card shall forthwith be returned to the Club.

Section 4. Transfer of Membership. Annual, Life, Business, or Corporate Life Membership, or any other interest in the Club shall not be assignable by any person or member nor shall membership or any interest in this Club pass to any personal representative, heir, or devisee of any deceased member. A current surviving spouse of a member is exempt from this Section 4.

Section 5. Lifetime Director of the Board of Directors of The East Texas 100 Club, Inc. Subject to the considerations provided below in this Section 5, any person who has served as the Club President or at least Ten (10) years as a member of the Board of Directors may elect to become a lifetime member of the Board of Directors ("Lifetime Director").

Any person eligible to become a Lifetime Director may ask the President to nominate him or her for such position, and his or her acceptance as Lifetime Director must be confirmed by the Board of Directors. A Lifetime Director may attend all meetings of the Board of Directors and may address the Board of Directors from the floor on any matter. A Lifetime Director shall have no vote but may serve on committees. There will be no requirements made of such Lifetime Director and all dues and fees, if any, are waived for the individual. The same procedure for expulsion of any regular member of the Board of Directors shall apply to the expulsion of any Lifetime Director.

**ARTICLE III**  
**MEETING OF MEMBERS AND ELECTION OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held on the second Wednesday in January, of each year, at such place and at such time as may be designated by the Board of Directors. The purpose of the annual meeting is to elect Directors for the ensuing year and for the transaction of any other business that may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the members of the Club may be called by the President or a majority of the Board of Directors and may be held at such place, and at such time, and for such purpose as may be stated in the notice thereof.

Section 3. Notice of Meeting. Notice of the place, and time, and the purpose of each meeting of the members, by or at the direction of the President, the Secretary, or the persons calling the meeting, shall be served either personally, by email or by mail upon each member of record entitled to vote at such meeting not less than ten (10) nor more than fifty (45) days before the date for such meeting; provided that no notice of adjourned meetings need be given. If mailed, the notice shall be directed to each member at his or her address as it appears on the membership book of the Club unless such member shall have filed with the Secretary a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 4. Quorum. Three Percent (3%) of the members of the Club entitled to vote there at, present in person, shall constitute a quorum at all meetings of the members. If there be no such quorum, a majority of such members present or represented may adjourn the meeting to a later date without further notice other than the announcement of such meeting. When a quorum shall be present at the meeting date set in the previous sentence, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Conduct of Meetings. Meetings of the members of the Club shall be presided over by the President, or any Vice President, or if neither the President, nor any Vice President is present, by a Chairperson chosen at the meeting. The Secretary of the Club or, in their absence, a person chosen at the meeting, shall act as Secretary of the meeting.

Section 6. Voting. Each Director of the Club shall, at every meeting of the members, be entitled to one vote in person a vote.

Section 7. Proxies. No proxy shall be allowed for a voting director.

Section 8. Election of Directors. Directors of the Club shall be elected at the annual meeting of the members as hereinafter provided. The members of the Executive Committee, not less than thirty (30) days or more than forty-five (45) days before the annual meeting in each year, shall prepare a list of nominees for the office of Director of the Club and shall present such nominations at the annual meeting of the members. At such annual meeting, any member may nominate any other member for the office of Director of the Club. Directors shall be elected by a vote of a majority of the current Directors, present at the annual meeting.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1. Number. The Board of Directors of the Club shall consist of twenty-one (23) individuals which shall include the Chairperson, the President, a First Vice President, a Second Vice President and a Third Vice President, Secretary, Treasurer and the Ex Officio Member of the East Texas Police Chiefs Association and any Ex Officio selected representing Sheriffs and Firefighters.

Section 2. Vacancies. If any elected office or Directorship becomes vacant for any reason, each vacancy shall be filled by a nomination by the President which will require the approval of a majority vote of the Board of Directors present at a Board meeting. The successor so appointed shall hold office for the unexpired term in respect to which such vacancy occurred, starting from the position of 3<sup>rd</sup> Vice President. At the end of the term members will hold an election for the position of 3<sup>rd</sup> Vice President.

Section 3. Powers. The Board of Directors shall have control and management of the affairs of the Club, and shall confirm an Executive Committee, which shall have and exercise all of the powers of the Board of Directors and all such power is delegated to said Executive Committee. Notwithstanding the foregoing, the Board of Directors may from time to time withdraw all or any portion of any previous delegation of authority heretofore conferred on such Executive Committee. The Board of Directors may from time to time adopt such rules and regulations as needed to manage the affairs of the Club, as shall be best suited in the judgment of the Board of Directors for accomplishing the purposes of the Club. The Board of Directors shall at their next monthly meeting consider, discuss, and approve, or disapprove the actions of the Executive Committee for any preceding month.

Section 4. Removal. The expulsion or suspension of any member pursuant to Section 2 of Article II of these Bylaws who is then serving on the Board of Directors shall also have the effect of the removal of such person from the Board of Directors.

Section 5. Regular Meetings. The regular meeting of the Board of Directors of the Club shall be held quarterly on such date, at such place, and at such time as may be designated by the Board of Directors for the purpose of transacting that business of the Club that may properly be brought before the meeting. Notwithstanding the foregoing, the Board of Directors shall meet not less than once a year, which meeting shall not be more than ten (10) days following the annual meeting of members at which the Board was elected, and at such meeting it shall elect officers for the ensuing year.

Section 6. Special Meetings. Special meetings of the Board of Directors or the Executive Committee may be called by the President, or any three members of the Board of Directors.

Section 7. Compensation. Directors as such shall not receive any compensation for their services, but shall be reimbursed for any reasonable expenses that they may personally incur in carrying out their duties as a Director, but nothing herein-contained shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation

therefor, if expressly authorized by the Board of Directors or the Executive Committee and provided such compensation is not in violation of state or federal law, or the provisions of the Articles of Incorporation, and is not a prohibited transaction under the Internal Revenue Code.

The Board of Directors at the request of the President may approve and pay by reimbursement the expenses of the President that are included in the performance of his or her duties as President of the Club. All reimbursements must be approved by the Board of Directors no less than quarterly.

Section 8. Permanent Committees. The Club will have the following Permanent Committees, whose actions are subject to the approval of the Board of Directors. The Chair and members of these committees shall be appointed by the President and approved by the Board of Directors. The terms of office for any committee shall be one year.

EXECUTIVE COMMITTEE

FINANCE AND REQUEST COMMITTEE

BENEFITS COMMITTEE

SCHOLARSHIP AND EDUCATION COMMITTEE

HERO AWARDS COMMITTEE

MEMBERSHIP AND MARKETING COMMITTEE

SPEAKERS COMMITTEE

LONG-RANGE PLANNING COMMITTEE

BUDGET AND AUDIT COMMITTEE

Sub Section 8.1. Chair of Each Permanent Committee. Each permanent committee above shall have a Chairperson who shall be appointed by the President at the commencement of the President's first year in office.

Sub Section 8.2. Executive Committee

**Designation.** The Executive Committee shall be nominated by the President and approved by the Board of Directors. The Executive Committee shall serve at the pleasure of the Board of Directors. The Executive Committee shall have and may exercise all of the authority of the Board of Directors, which includes functioning as the Nominating Committee. All actions of the Executive Committee shall be ratified by the Board of Directors at their next regular meeting.

**Members of Executive Committee.** Members of the Executive Committee shall consist of the elected Club President, elected Board of Directors, immediate past President/Chairperson of the Club, and Ex Officio member(s) as

approved by the Club. The President of the Club shall serve as Chairperson of the Executive Committee.

**Removal.** Any member of the Executive Committee may be removed by the Board of Directors by a vote of a majority of the Board of Directors, whenever, in its judgment, the best interests of the Club will be served.

**Vacancies.** A vacancy occurring in the Executive Committee (by death, resignation, removal, or otherwise) may be filled in the manner provided for original designation of members in subparagraph (1) hereof.

**Meetings.** The place, time, and notice (if any) of Executive Committee meetings shall be determined by the Chair of the Committee.

**Quorum; Majority Vote.** A majority vote by the members present at any meeting at which a quorum is present shall constitute an act of the Executive Committee. At meetings of the Executive Committee those present will constitute a quorum.

**Compensation.** Members of the Executive Committee shall not receive any compensation for their services, but shall be reimbursed for any reasonable expenses that they may personally incur in carrying out their duties. No such payment shall preclude any member of the Executive Committee from serving the Club in any other capacity and receiving compensation therefor.

**Procedure.** The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors monthly. The minutes of the proceedings of the Executive Committee shall be placed in the Minute Book of the Club.

**Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in lieu of a meeting is received by facsimile, setting forth the actions so taken, and is signed by all of the members of the Executive Committee. Such consent shall have the same force and effect as a majority vote at an actual meeting. The executed consent shall be placed in the Minute Book of the Club.

**Responsibility.** The designation of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon him or her by law.

**Executive Committee.** The Executive Committee shall perform other duties as required by the President.

#### Sub Section 8.3 Finance and Request Committee.

The Finance and Request Committee shall consist of three (3) members and a Chair. A member of the Finance and Request Committee may serve three

consecutive one-year terms. The expiration of the terms of the members of this Committee shall be staggered. The Committee shall be responsible for hearing all requests for funds or assistance for lifesaving equipment from law enforcement departments and agencies located in the Service Area. This committee will also be responsible for the investment of the Club's funds.

Sub Section 8.4 Benefits Committee. The Benefits Committee shall consist of six (3) members and a Chair. This Committee shall have the responsibility of investigating the conditions and needs of the immediate family of Peace Officers or Firefighters who have lost their lives or become disabled in the line of duty and make recommendations to the Board of Directors for distribution of assets of the Survivor's Fund to help meet these needs.

Excluding the initial payment, paid by the Club, to the surviving spouse of a Peace Officer killed in the line of duty, all payments made to any relative, dependent, or surviving spouse shall be paid through the Survivors Fund of the Club.

Sub Section 8.5 Scholarship and Education Committee. The scholarship and Education Committee shall consist of three (3) members and a Chair. Each scholarship awarded by this Committee shall be made for one semester and renewed on a semester- by-semester basis. Each Scholarship recipient shall maintain a 2.0 or better grade point average in order for the scholarship to be renewed. The method of monitoring the performance of the recipients of such scholarships shall be determined by this Committee. The Scholarship and Education Committee shall choose universities, subject to approval of the Board of Directors, where the recipients shall attend. All scholarships must be made for studies in a field related to law enforcement.

Sub Section 8.6 The Hero Awards Committee. The Hero Awards Committee shall consist of three (3) members and a Chair. The Committee will be responsible for planning and conducting an annual awards event hosted by the Club and shall develop a policy for awards, presentations, and a budget, which shall be approved by the Board of Directors.

Sub Section 8.7 Membership and Marketing Committee. The Membership and Marketing Committee shall consist of three (3) members and a Chair. This Committee shall be responsible for planning and conducting activities intended to increase the membership of the Club.

Sub Section 8.8 Speakers Committee. The Speakers Committee shall consist of six (3) members and a Chair. This Committee shall be responsible for providing speakers from the Club to law enforcement agencies, various civic organizations, and any other organization requesting a presentation regarding the Club. This Committee will work with the Membership and Marketing Committee to increase public awareness of the Club in the Service Area.

Sub Section 8.9 Long-Range Planning Committee. The Long-Range

Planning Committee shall consist of three (3) members and a Chair. This Committee shall be responsible for long-range planning of the Club.

Sub Section 8.10 Budget and Audit Committee. The Budget and Audit Committee shall consist of three (3) members and a Chair. This Committee will review and monitor the annual audit of the Club and perform periodic audits as needed. The President will submit the annual budget to this committee prior to May of each year. The Board of Directors will vote each May on the budget, which shall be for the period commencing October 1 of each year and terminating on September 30 of the following year.

Sub Section 8.11 Committees and Subcommittees. The President may, from time to time, subject to approval of the Board of Directors, establish a Committee or Subcommittee, other than those listed and appoint its members and a Chair, from among the members of the Club. The duties and powers of the Committee or Subcommittee shall be set and approved by the Board of Directors.

## **ARTICLE V OFFICERS**

Officers of the Club shall be:

The President (Chairperson of the Board of Directors)

First Vice President

Second Vice President

Third Vice President

The Secretary

Treasurer

Ex Officio Member of the Board of Directors - The Current Elected President of the East Texas Police Chiefs Association and up to two other(s) as approved by the Executive Committee representing Sheriffs and Firefighters within the Clubs boundaries.

These officers, except for the Ex Officio Member, shall be elected by majority vote of the Board of Directors present at the meeting called for the purpose of electing officers.

## **ARTICLE VI DUTIES OF OFFICERS**

Section 1. President. The President shall preside at all regular and special meetings of the Board of Director and serve as an ex-officio member of all committees. He or she shall execute contracts on behalf of the Club, shall represent the Club at any and all times when he or she deems it necessary to do so, and shall carry out the policies and plans of the Board of Directors. He or she shall have authority to countersign all checks and execute all obligations for and on behalf of the Club. He or she shall serve as an ex-officio member of all committees. The President shall have the responsibility for recommending all the salaried staff personnel, as well as compensation for each salaried staff position, but in all instances, employment of personnel and salaries attached to each paid position shall be subject to the approval of the Board of Directors.

Section 2. Vice President(s). In the absence or the disability of the President and the Chairperson of the Board of Directors, the First Vice President shall perform all the duties of the President. If the First Vice President is unavailable then any Vice President shall perform all the duties of the President and in so doing shall have all the powers of, and be subject to all the restrictions on, the President. The First Vice President's duties shall be determined by the President. The First Vice President shall serve for a term of not more than one year beginning the last year of eligible service of the President. Each Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors, the Executive Committee, or these Bylaws.

Section 3. Secretary. The Secretary-Treasurer shall direct and supervise the keeping of all records of the Club and shall see that the minutes of each meeting and all records pertaining thereto are retained and preserved. The Secretary shall be the permanent custodian of the corporate seal and shall surrender possession thereof to his or her successor when duly elected and qualified.

Section 4. Treasurer. The Treasurer shall direct the keeping of all books of account, the collection of all monies due the Club and the depositing of same in a bank, or banks, acceptable to the Board of Directors. All checks issued for and on behalf of the Club shall be signed by any two (2) persons duly authorized by the Board of Directors. The Board of Directors may authorize the Executive Director of the Club to sign checks, along with one other Officer or Director.

Section 4. Ex Officio Member(s). There shall be up to three ex officio members. One will be the current President of the East Texas Police Chiefs Association and as approved by the Executive Board up to two others representing Sheriffs and Firefighters within the Club boundaries.

**ARTICLE VII**  
**TERM OF OFFICE**

Section 1. Term of an Office. Officers shall be elected for one-year terms. Officers will move up through the ranks from Third Vice President to President serving consecutive years beginning on the date of their election to an office. The Third Vice President will be nominated and elected by the members before serving.

Section 2. Removal and Vacancy. Any officer may be removed, either with or without cause, by a majority vote of the Directors in attendance at any meeting of the Board of Directors at which a quorum is present. If any elected office or Directorship becomes vacant for any reason see Article IV, Section 2.

## **ARTICLE VIII INDEMNIFICATION**

Section 1. Persons. The Club shall indemnify, subject to the further provisions of this Article VIII, to the extent provided in Article VIII, Section 3: (1) any person who is or was a Director, officer, agent, employee, or member of a committee of the Club, and (2) any person who serves or served at the Club's request as a Director, officer, agent, employee, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise.

Section 2. Standard. A person named in Section 1 shall be indemnified only if he or she has been fully successful, on the merits or otherwise, in the defense of the proceeding, or if he or she: (1) conducted himself or herself in good faith, and (2) reasonably believed; (a) in the case of conduct in an official capacity with the Club, that his or her conduct was in the best interest of the Club, and (b) in all other cases, that his or her conduct was at least not opposed to the Club's best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the requirements of this Section 2. A person shall be deemed to have been found liable in respect to any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals there from.

Section 3. Extent. A person named in Section 1 may be indemnified by the Club, if such person satisfies the applicable standards of Section 2, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Club or is found liable on the basis that personal benefit was improperly received by the person, there shall be no indemnification by the board.

Section 4. Determination. A determination that a person has satisfied the standard for indemnification under Section 2 may be made by a court or may be made by: (1) a majority of a quorum consisting of Directors of the Club who at the time of the vote are not named defendants or respondents in the proceeding; (2) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; (3) special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors, or (4) the members of the Club in a vote that excludes the persons named in Section 1 who are named defendants or respondents in the proceeding.

Section 5. Proration. A determination under Section 4 may include a determination that a person has met the standard as to some matters, but not as to others, and may reasonably prorate amounts to be indemnified.

Section 6. Payment of Expenses. In Section-1 who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Club, in advance of the final disposition of the proceeding and without any of the determinations

specified in Sections 2 and 3, after the Club receives a written affirmation by the person of his or her good-faith belief that such person has met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met such requirements. Such written undertaking must be an unlimited general obligation of such person but need not be secured. It may be accepted without reference to financial ability to make repayment.

Section 7. Nonexclusive and Consistent. The indemnification provided by this Article VIII shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement, vote of members or disinterested Directors, or otherwise. It is not the intent of the Club that any provision of this Article VIII be inconsistent with the requirements and limitations provided in Article 1396-2.22A of the Texas Nonprofit Corporation Act, and to the extent that any provision hereof conflicts with any such requirement or limitation, the provisions of such Article 1396-2.22A shall govern.

Section 8. Continuation. The indemnification and advance payments provided by this Article VIII shall continue as to a person who has ceased to hold a position named in Section 1 and shall inure to his or her heirs, executors, and administrators.

Section 9. Insurance. The Club may purchase and maintain insurance or another arrangement on behalf of any person who holds or who has held any position named in Section 1, against any liability asserted against him or her and incurred by him or her in any such position or arising out of his or her status as such, whether or not the Club would have power to indemnify him or her against such liability under this Article VIII or Article 1396-2.22A of the Texas Nonprofit Corporation Act. The Board of Directors shall determine the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement.

Section 10. Reports. Any indemnification or advance of expenses made under this Article VIII shall be reported in writing to the members of the Club with or before the notice or waiver of notice of the next members' meeting or with or before the next submission to members of a consent to action without a meeting and, in any case, within twelve (12) months of the indemnification or advance.

Section 11. Modifications. The provisions of this Article VIII shall be modified to the extent the Texas Non-Profit Corporation Act may be amended in the future, but in the case of such amendment, only to the extent such amendment permits the Club to provide broader indemnification rights than such Act permitted the Club to provide prior to such amendment.

**ARTICLE IX**  
**SERVICE AREA**

The Service Area served by The 100 Club of East Texas is defined as the counties in Texas, or in certain situation as approved by the Board, defined as cities in Texas, that the Board of Directors has voted to cover Peace Officers. The Service Area may be increased or decreased by the Board of Directors at any regular or special meeting of the Board decrease the Service Area.

**Article X**  
**Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Club shall commence on October 1 and end on September 30.

Section 2. Corporate Seal. The corporate seal of the Club shall include the name of the Club

Section 3. Dissolution. Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, to the East Texas Police Chiefs Association, or if not in existence to the Texas Police Chiefs Association, or if not in existence to a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose.

**ARTICLE XI  
AMENDMENTS**

The Bylaws of the Club may be amended, added to, repealed, or new Bylaws may be adopted in lieu thereof, by the affirmative vote of a majority of the Board of Directors of the Club, provided that the Board of Directors shall not make or alter any Bylaws fixing their qualification, classifications, or term of office, which can only be changed by a majority vote of the membership of the Club, and provided that notice of any such amendment be given in writing at least ten (10) day before such vote.

## **Appendix**

This Appendix contains the Article number, Section number and Section title for each change of the Bylaws of the Club, forward, as amended, from time to time, by the Board of Directors. Older versions of Bylaws are attached thereto:

1. Bylaws revised 08/31/2018
2. Bylaws revised 02/27/2019