



By-Laws

Article I Name of Association

The name of this organization is the North Carolina Association of School Resource Officers, Inc.

Article II Office

The principle office of the organization for transaction of business will be located in the city of residence of the elected Treasurer.

Article III Purpose and Objectives

A. General Purposes

This organization is nonprofit and is not organized for the private gain of any person. It is organized under the laws of the State of North Carolina for public and educational purposes.

B. Specific Purposes

Within the context of its general purpose, this organization is created:

1. For the advancement of education, charity and any other related or corresponding purposes by the use and distribution of its funds for such purposes.
2. To provide a means to disseminate, share, advise and coordinate information on the value of qualified law enforcement officers to teach elementary, middle, junior high and high school students on the principles of good citizenship and community responsibilities.
3. To work to reduce school violence by enforcing violations of the law occurring on school property, by informing students



of the dangers of substance abuse, by introducing programs that will promote and enhance acceptable social behavior, and by serving as positive role models.

C. Limitations

Said organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501-C(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organizations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propa ganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501-C(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170-C(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV Membership

A. Active Member

A person shall be eligible for Active Membership if her or she is:



1. Employed or appointed by a law enforcement agency or a school district as a School Resource Officer.
2. Employed or appointed by a school district as a School Administrator with an active School Resource Officer Program.
3. Be a member of a law enforcement agency actively involved in developing and encouraging School Resource Officer Programs and other programs that impact the young people and youth of the State of North Carolina.
4. Be an employee of an Agency of the State of North Carolina working with law enforcement agencies in training School Resource Officers and other Youth Officers and/or developing youth crime prevention programs.

B. Associate Member

Persons who do not meet the requirement for Active Membership but who are otherwise connected to law enforcement and/or education institutions are entitled to Associate Membership. An Associate Member will have all of the privileges of active membership except those of voting and holding office.

C. Sustaining Member

Any individual, partnership, firm or corporation interested in fostering the aims and objections of this Association may, upon contribution \$50.00 or more per year (payable on the first day of July or each year), become a Sustaining Member. A Sustaining Member will have all the privileges of active membership except those of voting, holding office or committee membership.

D. Honorary Member

Honorary Membership may be conferred on any person who has rendered outstanding service to the Association or youth of the State of North Carolina or the purposes for which this organization



was formed. A person may be awarded Honorary Membership as a result of two-thirds majority vote of the Board of Directors present and voting. An Honorary Member shall have all the privileges of active membership except those of voting, holding office or committee membership.

E. Life Member

Life Membership may be conferred on individuals or other such members who have rendered outstanding service to the Association or the youth of the State of North Carolina or the purposes for which this organization was formed. A person may be awarded Life membership by a two-thirds majority vote of the Board of Directors present and voting. A Life Member shall have all the privileges of active membership except those of voting, holding office or committee membership. Any Life Member who also meets Active Membership status, shall have all privileges of active membership.

F. Fees and Assessments

The Board may assess a membership fee as condition of initial or continued membership. Memberships dues may be paid at any point of the calendar year and membership shall remain in effect until the following annual conference.

Article V Directors

A. General Corporate Powers

Subject to the provisions and limitations of laws of the State of North Carolina and any other applicable laws, and subject to any limitation of the articles of incorporation of By-Laws regarding actions of the Board of Directors, the Corporation's activities and affairs shall be managed and all corporate powers will be exercised by or under the direction of the Board.

B. Specific Powers



Without prejudice to the general powers set forth in Article V, section A of these By-Laws, but subject to the same limitations, the directors will have the power to:

1. Appoint and remove, at the pleasure of the Board, all the Association's committees, agents and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these By-Laws; and fix their compensation and require from them security for faithful performance of their duties.
2. Change the principle office or the principle business office from one location to another; conduct its activities within the United States; and designate any place within the state for holding any meeting.
3. Adopt and use corporate seal.
4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

C. Number and Qualifications of Directors

The Board of Directors will be composed of each Elected Officer, Immediate Past President, Chaplain, Ex-Officios, and one (1) regional representative from each of the following regions:

1. Region 1
Beaufort, Bertie, Camden, Carteret, Chowan, Craven, Currituck, Dare, Gates, Hertford, Hyde, Martin, Pamlico, Pasquotank, Pitt, Perquimans, Tyrell, Washington. (18 Counties)
2. Region 2



Brunswick, Duplin, Greene, Jones, Lenoir, New Hanover, Onslow, Pender, Sampson, Wayne. (10 Counties)

3. Region 3

Durham, Edgecombe, Franklin, Granville, Halifax, Johnston, Nash, Northampton, Orange, Vance, Wake, Warren, Wilson. (13 Counties)

4. Region 4

Bladen, Columbus, Cumberland, Harnett, Hoke, Lee, Montgomery, Moore, Richmond, Robeson, Scotland. (11 Counties)

5. Region 5

Alamance, Caswell, Chatham, Davidson, Forsyth, Guilford, Person, Randolph, Rockingham, Stokes. (10 Counties)

6. Region 6

Anson, Cabarrus, Cleveland, Gaston, Lincoln, Rowan, Mecklenburg, Stanly, Union. (8 Counties)

7. Region 7

Alexander, Alleghany, Ashe, Avery, Burke, Catawba, Caldwell, Davie, Iredell, Surry, Wilkes, Watagua, Yadkin. (13 Counties)

8. Region 8

Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Swain, Transylvania, Yancey. (16 Counties)

- D. All elected Board Members will be required to attend 80 percent of the yearly meetings.



E. Executive Committee

The Elected Officers and the Immediate Past President of the Association will constitute an Executive Committee. The Executive Committee may act in the best interest of the Association between its regular meetings, with the specific power to act with the full power of the Association on any matter that needs immediate action or response.

F. Election, Designation and Term of Office

1. The Vice-President, Secretary and Treasurer will be elected by written ballot by the active members at an annual meeting of the Association.
 - a) The current Vice President will succeed to the office of President and the President will succeed to the office of Immediate Past President at the end of their two-year terms of office.
 - b) Only current Board Members, having served two (2) or more years in good standing, are eligible to be elected by written ballot by the active members, to the position of Vice President.
2. Regional Representatives will be elected by written ballot by the active membership, within their region, at an annual meeting of the Association. Regional Representatives must work in the region which they represent.
3. The Chaplain will be appointed by a vote of the Board of Directors. The Chaplain will not have voting rights on the board.
4. Ex-Officios will be appointed by the President and will not have voting rights on the board.



5. The Webmaster will be appointed by a vote of the Board of Directors. The Webmaster will not have voting rights on the board.

Each office, whether by election or succession, will be for two (2) years. Officers and Directors shall hold office until the expiration of the term of their office and the election and installation of their successors.

G. Vacancies

Any vacancy for an officer or director's position may be filled by appointment of the Board at the next regularly scheduled meeting.

Any Board member or officer may resign by giving written notice to the Past President. The resignation will be effective when written notice is given unless it specifies a later time for resignation to become effective. If a member or officer's resignation is effective at a later time, the Board may appoint a successor to take office at the next regularly scheduled board meeting.

H. Removal of Officers or Directors

Any officer or director may be removed from office by the affirmative vote of two-thirds of all the members of the board of any regular or special meeting called for that purpose, for any conduct detrimental to the interests of the Association. Any officer or director proposed to be removed shall be entitled to at least fifteen (15) days notice, in writing, of the meeting, of the members at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members.

I. Membership Meetings

Meetings of the members will be held at any place within the State of North Carolina that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principle office of the organization.



The Board will hold annual meetings for purposes of organization, election of officers and transaction of other business. Other regular meetings of the Board Directors may be held at such times and places as the Board from time to time.

Special meetings of the Board of Directors for any purpose may be called at any time by the Past President. Notice of the time and place of the special meetings shall be given to each member by one of the following methods:

1. By personal delivery of written notice;
2. By first class mail, postage prepaid;
3. By telephone, either directly to the member or to a person at the members office who would reasonably be expected to communicate that notice promptly to the member; or
4. Email, return receipt required.

All such notices shall be given or sent to the member's address or telephone number as shown on the records of the Corporation.

Notices sent by the first class mail shall be deposited in the United States mail at least four days before time set for the meeting.

Notice given by personal delivery, telephone or e-mail shall be delivered at least 48 hours before the time set for the meeting. The notice will state the time of the meeting and the place of the meeting, if the place is other than the principle office of the Corporation.

Notice of a meeting need not be given to any member who, either before or after the meeting signs a waiver of notice, a written consent to hold the meeting, or an approval of the minutes of the meeting. The waiver or consent or approval need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to



any member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

J. Quorum

A majority of the Board of Directors present in a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by the majority of members present at a duty held meeting at which a quorum is present, shall be the act of the Board, including, without limitation, those provisions relative to:

1. Approval of contracts or transactions in which a member has a direct or indirect material finance interest;
2. Approval of certain transactions between corporations having common directorships;
3. Creation and appointment of committees of the Board; and
4. Indemnification of members.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

K. Action Without A Meeting

Any action that the Board is required to take may be taken without a meeting if all members of the Board of Directors consent in writing, through email or any other written form, to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the Corporation is a party shall have the same force and effect as any other validly



approved action of the Board of Directors. All such consents shall be filed with minutes of the proceedings of the Board.

L. Compensation and Reimbursement

Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses as the Board of Directors may determine by resolution to be just and reasonable as the Corporation at the time that the resolution is adopted.

Article VI Committees

A. Committees of the Board

The Board, by resolution adopted by a majority of the directors, provided a quorum is present, may create one or more committees, of each consisting of two or more directors. Appointments to Committees of the Board will be by majority vote of the directors. The Board may appoint one or more directors as alternate members of such committees who may replace any absent member at any meeting. The President and Vice-President will be an ex-officio member of all committees. The extent provided in the Board resolution, will have all the authority of the Board, except that no committee, regardless of Board resolution may:

1. Fill vacancies on the Board or on any committee that has the authority of the Board;
2. Fix compensation of the directors for serving on the Board or on any committee;
3. Amend or repeal By-Laws or adopt new By-Laws;
4. Amend or repeal any resolution of the Board that, by its express terms, is not amendable or repealable;
5. Create any other committee of the Board or appoint the members of committees of the Board;



6. Expend corporate funds to support a nominee for office after more people have been nominated for office than can be elected; or
7. Approve any contract or transaction to which the Corporation is a party and in which one or more of its members has a material financial interest.

Notwithstanding any provision of the By-Laws to the contrary, the President as Chief Executive Officer of the Corporation, and with the concurrence of the Vice-President, may appoint or designate a member of the Board to serve as an alternate or substitute member of a committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the organization and no meetings of the Board is planned at such a time as to allow a delay of such appointment to a committee.

B. Meetings and Actions of Committees

Meetings and actions of the Committees of the Board will be governed, held and taken in accordance with provisions of these By-Laws concerning meetings and other Board actions, except time for the regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board will be kept and filed with the corporate records. The Board may adopt rules for the governing if any committee provided they are consistent with these By-Laws or, in the absence of rules, adopted by the Board, the committee may adopt such rules. All elected Board Members must make 80% of that conference years meeting.

C. Executive Committees

There is created an Executive Committee of the Board which will be composed of the President, Vice President, Secretary, Treasurer (Chief Financial Officer) and the immediate Past President who will serve as the Election Committee Chairperson. The Executive Committee may act in the best interest of the Association between



its regular meetings, with the specific power to act with the full power of the Association on any matter that needs immediate action or response.

Article VII Officers

A. Officers of the Corporation

The Officers of the Corporation will be President, Vice President, Secretary, Treasurer, and Immediate Past President.

B. Election of Officers

The Officers of the Association, except those Appointed under Article V, section A of these By-Laws, will be chosen in a general election by the membership and will serve at the pleasure of the membership, subject to the rights, if any, of any officers under contract of employment.

To ensure that conferences and activities are maintained at the highest level of quality and consistency, the Office of the President will be filled by a system of succession rather than through the general election process. The highest office to be filled through the election process is the Vice-President. The Vice-President will be elected for a term of two (2) years and will automatically advance through the offices as follows:

1. Serve the first two (2) years as Vice President
2. Serve the second two (2) years as President
3. Serve the last two (2) years as Past President

The positions (by succession) of Vice President, President and Past President can only be held for one term by any one individual. No Past President may run again for Vice President.

C. President



Subject to control the Board, the President will be the general manager of the corporation and will supervise, direct and control the Corporation's activities, affairs and officers. The President will preside at Board meetings. The President will have such other powers and duties as the Board or By-Laws may prescribe (ie., appointing Ex-Officios to assist with the operation of the annual training conferences).

D. Vice President

If the President is absent or disabled, the Vice-President will perform all the duties of the President. When so acting, the Vice-President will have all the powers and be subject to all the restrictions of the President. The Vice President will have such other powers and perform such other duties as the Board or By-Laws may prescribe.

E. Secretary

The Secretary will keep Books of Minutes, give notice of meetings; keep the Corporate Seal and will have such other powers and perform such other duties as the Board or the By-Laws prescribe:

1. Book of Minutes

The Secretary will keep or cause to be kept, at Corporation's principle office or such other place as the Board may direct, Book of Minutes of all meetings, proceedings and actions of the Board and of the committees of the Board. The minutes will include the time and place that the meeting was held, will tell whether the meeting was annual, regular, or special. If the meeting was special the minutes will tell how the meeting was authorized, the notice given, the names of those present at the Board or committee meeting and the actions taken. The Secretary shall keep or cause to be kept, at the principle office, if any, a copy of the Articles of Incorporation and the By-Laws as amended to date.

2. Notices, Seal and Other Duties



The Secretary will give, or cause to be given, notice of all meeting of the Board and of committees of the Board required by these By-Laws to be given. The Secretary will keep the Corporate Seal in safe custody. The Secretary will have such other powers and perform such other duties as the Board or the By-Laws may prescribe.

F. Treasurer (Chief Financial Officer)

The Treasurer will have the following powers and duties as well as such other powers and perform such other duties as the Board or the By-Laws may prescribe.

1. Books of Accounts

The Treasurer (Chief Financial Officer) will keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer will send, or cause to be given to the members such financial statement and reports as are required to be given by law, by these ByLaws or by the Board. The Book of Accounts will be opened to inspection by any other member at all reasonable times.

2. Deposit and Disbursement of Money and Valuables

The Treasurer (Chief Financial Officer) shall deposit, or cause to be deposited, all money and other valuables in the name of and to the credit of the Corporation withsuch depositories as the Board may designate. The Treasurer will disburse or cause to be disbursed, the Corporation's funds as the Board may order. All checks shall be approved by the President and shall be signed by the Treasurer AND either the President or Vice President. The Treasurer will render to the President and the Board, when requested, an account of all transactions and the financial condition of the Corporation.



3. Bond

If required by the Board, the Treasurer (Chief Financial Officer) will give the Corporation a bond in the amount of and with the surety or sureties specified by the Board for the faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession of or under the control of the Treasurer in the event of his or her death, resignation, retirement or removal from office.

4. Audit

At the end of each two (2) year term of the office or at the discretion of the Board, the Treasurer will submit the Book of Accounts to an independent, external agency for an audit.

Article VII Elections of Officers

A. Election of Officers

Each officer, except those who take office by succession, will be nominated and elected by written ballot for a two (2) year term.

B. Letter of Intent/Nomination

During an election year, members desiring to seek office must file the appropriate Letter of Intent form, by June 1st of that election year. The Letter of Intent form must be submitted to the Immediate Past President via the method indicated on the form which can be found on the association website or by contacting the association. The letter must include the approval and authorization to serve a term of office by the member's agency head, Chief of Police or Sheriff or their designee. If no letters of intent have been filed for a specific vacant position prior to the deadline then the position will remain vacant. The vacant position shall not be filled at the annual election but shall be filled by the board at their next scheduled



meeting under the guidelines of Article V, section G of the bylaws. Floor nominations will not be accepted.

C. Certification of Election

The Elections Committee will be responsible to count all ballots. The Chairman of the Elections Committee shall notify the incoming president of the election results. The incoming president shall then notify the membership and post the results prior to the close of the conference. In the event of a tie in balloting of any office, the Chairman of the Elections Committee shall be responsible for conducting a run-off election.

Article IX Indemnification

A. Right of Indemnity

To the fullest extent permitted by law, this Association will indemnify its members, officers, employees and other persons described in these By-Laws including person formerly occupying any position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that Section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section.

B. Approval of Indemnity

On written request of the Board by any other person seeking indemnification, the Board will promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the Board cannot authorize indemnification because the number of members who are parties to that proceeding will respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board will appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been



met and if so, the committee will authorize indemnification. All members should present a good faith written estimate on all vendor expenditures to the board.

C. Advancement of Expenses

To the fullest extent permitted by Law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article IX, section A and B of these By-Laws in defending any proceeding covered by those Sections, will be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

D. Insurance

The Association will have the right to purchase and maintain insurance to the fullest extent permitted by the law on behalf of its officers, members, employees and other agents, against any liability asserted against or incurred by any officer, member, employee or agent in such capacity or arising out of the officer's, member's, employee's, agent's status as such.

Article X Records and Reports

A. Maintenance of Corporate Records

The Corporation will keep:

1. Adequate and correct books and records of accounts;
2. Written minutes of the proceeding of its Board and committees of the Board; and
3. A record of each person's name and address who is associated with the Corporation as a member, an officer, an employee or an agent.



B. Accounting Records and Minutes

On written demand of the Corporation, any members may inspect copy and make extracts of the accounting books and records and the minutes of the proceedings of the Board and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a director. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspections extends to the records of any subsidiary of the Corporation.

C. Maintenance and Inspection of Articles and By-Laws

The Corporation will keep, at its principle office or at its principle business office, the original or a copy of the Articles of Incorporation and By-Laws, as amended to date, which will be open to inspection by any member at all reasonable times during office hours. The Corporation shall review the published Articles of Incorporation every two years, specifically during the year following a general election of officers. The Corporation shall update its listed addresses and registered agents, if needed, during this by-annual review. A member shall have an absolute right to inspect the Corporation's books, records, documents of every kind or physical properties.

D. Annual Reports

The Board shall cause an annual report to be delivered to the Association during the business meeting of the annual conference. That report will contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including trust funds of the Corporation as of the end of the fiscal year.
2. The principle changes in assets liabilities, including trust funds.



3. The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes.
4. The expense or disbursements of the Corporation, both general and restricted purposes.
5. Any information required by Article VII, section B of these By-Laws.

The annual report will be accompanied by any report on it of an independent accountant or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statement was prepared without audit from the Corporation's books and records.

E. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each member, a statement of any transactions or indemnifications of the statement as set forth in these By-Laws within 120 days after the end of the Corporation's fiscal year.

F. Dissolution and Distribution of Assets

Upon the dissolution of the organizations, assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not disposed shall be disposed of by the court having proper jurisdiction in the county where the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Article XI By-Law Amendments



The Board may adopt, amend or repeal By-Laws at any regular or special meeting provided timely written notice was given to each member of the Board, together with a statement of the subject area of the By-Laws to be considered for adoption, amendment or repeal.

Article XII Fiscal Year

The fiscal year of the Association will be July 1 – June 30 of each year.

Article XIII Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the North Carolina Association of School resource Officers, a North Carolina non-profit organization, that the above ByLaws, are the By-Laws of the Association as amended by the Board of Directors on _____, _____.

By: _____ Date: _____

Print Name: _____ Title: _____