

AMENDED AND RESTATED
BYLAWS

OF THE
ASSOCIATION OF COLORADO STATE PATROL PROFESSIONALS
(A Colorado Nonprofit Corporation)

ARTICLE I

NAME AND LOCATION

1.01 Name. The name of this organization shall be the Association of Colorado State Patrol Professionals, hereinafter known as The Association.

1.02 Primary Office. The primary office of the Association shall be located within the State of Colorado, as designated by the Board of Directors.

1.03 Registered Office. The registered office of the Association required by the Colorado Nonprofit Corporation Act shall be maintained in the State of Colorado and it may be, but need not be, identical with the primary office. The address of the registered agent of the Association may be changed from time to time as provided in the Colorado Nonprofit Corporation Act.

1.04 Registered Agent. The Association shall maintain a registered agent in the State of Colorado as required by the Colorado Nonprofit Corporation Act. Such registered agent may be changed from time to time as provided in the Colorado Nonprofit Corporation Act.

ARTICLE II

STATEMENT OF PURPOSE

The purposes for which the Association was formed and shall be operated are:

2.01 To stimulate, promote and maintain a positive image and community understanding of the Association of Colorado State Patrol Professionals and to promote the general welfare of its members and their families.

2.02 To act as a representative of the Association and its members collectively, before the Colorado General Assembly, state and local governmental boards, agencies, and courts of law, in matters affecting salaries, benefits, working conditions, safety and morale of members, and all other matters deemed appropriate by the Board of Directors.

2.03 To inform its members of changes in laws and pending legislation, and encourage through its members sound and just legislation affecting the Association, its members, and the members the Colorado State Patrol.

2.04. To protect the members by providing optional insurance for counsel for them as set forth in the Policies and Procedures adopted by the Board.

2.05 To provide a forum for our members to express their opinions and concerns of issues that affect the well-being of our membership.

2.06 To publish and disseminate magazines and other publications to members and the public, by and on behalf of the Association, and to raise Association funds by such means where deemed appropriate by the Board of Directors;

2.07 To have and exercise all the powers presently conferred by the provisions of the Colorado Nonprofit Corporation Act, and to engage in any lawful activity within the scope of the Colorado Nonprofit Corporation Act and Section 501 (c)(5) of the Internal Revenue Code, together with such additional powers as may be added by future amendments of said Acts.

ARTICLE III

MEMBERSHIP AND VOTING

3.01 Membership. All persons who are employed as members of the Colorado State Patrol, including retired members of the Colorado State Patrol, and persons who are employed by or retired from the Colorado Department of Public Safety who regularly provide direct support to the Colorado State Patrol, as determined by the Association's Board of Directors, are eligible for regular membership in the Association. Persons otherwise not eligible for regular membership, but whom the Board of Directors has deemed to have provided a meaningful service to the Association, shall be eligible for honorary membership in the Association. Organizations, associations, companies or persons who provide goods, services or other support to the Colorado State Patrol, the Association, or the members of the Association shall be eligible for associate membership in the Association.

3.02 Classes of Members. The Association shall have four (4) classes of members; active, retired-active, retired-disability, honorary and associate.

A. Regular Members

1. Active: All those who are regular members who are still actively employed by the Colorado State Patrol, Colorado Department of Public Safety, or are fulltime employees of the Association.
2. Retired-Active: All those who are regular members but who have retired from service with the Colorado State Patrol or Colorado Department of Public Safety having been a member of the Association in good standing for five (5) years immediately preceding their retirement.
3. Retired- Disability: Members that were an active Association member, but become retired due to a medical disability prior to serving five (5) years. These members must have been a member of the Association for at least two-thirds of the member's time of employment by the Colorado State Patrol or Colorado Department of Public Safety.

B. Honorary Members, Associate Members or Associate Organizations:

Are those individuals or organizations that would not otherwise be eligible for active membership who the Board of Directors has deemed to have provided a meaningful service to the Association. Organizations, associations, companies, or persons who provide goods, services or other support to the Association, are eligible to become an associate member, subject to the approval of the Board of Directors.

From time to time, by amendment to these Bylaws, one or more additional classes of membership may be established or any class of membership terminated, and the qualifications, manner of election or appointment, and the rights of members of the various classes may be established or modified.

3.03 Criteria and Acceptance of Membership. All employees of the Colorado State Patrol are eligible for regular membership within The Association. All applicants for regular membership shall complete and sign an application form provided by the Association. Membership shall become effective, thirty (30) days after the date of application or upon the approval of the ACSPP Board President, whichever occurs first.

The Board of Directors may accept or refuse any application for an honorary or associate membership with a majority vote of the Board. The Board of Directors may terminate any membership with a majority vote of the Board, provided that a written statement of reasons for such refusal or termination shall be provided to the party whose membership was refused or terminated, at the written request of such party.

3.04 Termination of Membership. Members may be removed for non-payment of dues, or termination of their employment for reasons other than retirement, or retired-disability from the Colorado State Patrol or the Colorado Department of Public Safety. Membership of any member shall terminate with fifteen (15) days of prior written notice to such member.

3.05 Rights of Members.

- A. Regular Members. Regular members shall enjoy all the privileges of membership in the Association and shall be entitled to attend and participate in all annual, regular and special meetings of the members of the Association.

Only regular members shall be eligible to vote or to serve as directors or officers of the Association. Each regular member must be present at the meeting where voting takes place in order to exercise their voting rights. Proxy voting shall not be allowed.

- B. Honorary Members. Shall be allowed to attend and participate in any annual, regular or special meeting of the members, provided that the Board may, in its discretion, restrict attendance at or participation in meetings or portions of meetings to regular members. Honorary Members shall not be entitled to participate in benefit programs provided by the Association for active members. Honorary Members shall not be entitled to vote on any matters and shall not be

entitled to serve as directors or officers of the Association as Active Members but shall be eligible for the same benefits afforded to Retiree Members. The Board of Directors may authorize additional privileges of membership for Honorary Members at the Board's sole discretion.

ARTICLE IV

JOINT VENTURES AND AGREEMENTS

The Association may, from time to time with the consent of the Board of Directors, jointly undertake projects and enter into agreements and other arrangements with units of government in Colorado, with associations or entities representing such units of government, other employee groups or associations, police or public safety organizations, or with their respective officers, directors, employees or agents, for the purpose of identifying, studying and promoting solutions to issues and problems faced by law enforcement entities and personnel in Colorado.

ARTICLE V

DUES AND ASSESSMENTS

5.01. Monthly Dues. Each regular and associate member shall pay monthly dues in such amounts as determined by the Board of Directors from time to time.

5.02. Special or Emergency Assessments. Special or emergency assessments may be levied by the Board of Directors only if approved by a vote of the members at an annual, regular or special meeting called for that purpose.

ARTICLE VI

MEMBERSHIP MEETINGS

6.01 Annual Meeting. No annual meeting of the entire Association membership is required to be held.

6.02 Special Meeting. Special meetings of the members of the Association may be called at any time by the Board of Directors. A special meeting of the members shall be called within thirty (30) days after a written request therefore signed by at least ten percent (10%) of the regular members of the Association.

6.03 Notice of Meeting. Written notice of the date, time and place of each special meeting shall be given to all members at least thirty (30) days prior to the date thereof. Notice to members, if mailed, shall be deemed delivered as to any member when deposited in the United States mail, addressed to the member at the member's address then noted on the records of the Association, postage prepaid. Notice sent by e-mail

shall be deemed delivered when sent to the address of the member as then noted on the records of the Association. Either of these methods shall be deemed to fulfill the notice requirements for a special meeting.

6.04 Waiver of Notice. Any member may waive notice of any meeting, either before, at or after the meeting, by signing a written waiver to that effect. Such waiver shall be deemed the equivalent of giving notice. Attendance at a meeting by a person entitled to notice thereof shall constitute a waiver of such notice requirements, unless attendance is for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

6.05 Quorum. Fifty-one percent (51%) of the regular active members which are registered for attendance at any special membership meeting shall constitute a quorum for the conduct of business at the meeting.

6.06 Voting. At any regular or special meeting of the members of the Association, each regular active member who is present at the meeting shall be entitled to one (1) vote on any question submitted to a vote of the members. Voting by proxy shall not be allowed. Unless a greater number is required by these Bylaws, the Articles of Incorporation or the Colorado Nonprofit Corporation Act, the affirmative vote of at least a majority of the regular voting members present in person at a meeting at which a quorum is present shall be required to take action.

ARTICLE VII

BOARD OF DIRECTORS

7.01 General Powers. The business affairs, activities, and properties of the Association shall be managed, directed, governed and controlled, and the powers of the Association shall be vested in and exercised by its Board of Directors.

7.02 Powers and Duties. The Board of Directors shall:

- A. Approve a budget and plan of work for each year, and authorize the number of employees.
- B. Authorize such contracts and agreements as are necessary and proper to accomplish the purposes and the plan of work of the Association.
- C. Establish and approve the general policies, purposes and direction of the Association, consistent with the provisions of these Bylaws.

7.03. Number of Directors. The Board of Directors shall be composed of thirteen (13) members: Each board member shall be a regular member of the Association in good standing.

- A. Directors shall be elected from each of the following classifications:
1. Five directors shall be selected from the uniformed officers' ranks of each of the five field districts of the Colorado State Patrol.
 2. One director shall be selected from the ranks of the Specialty Troopers Branch of the Colorado State Patrol.
 3. One director shall be selected from the Communications Branch section of the Colorado State Patrol.
 4. One director shall be selected from among the Civilian employees of the Colorado State Patrol.
 5. One director shall be selected from among the Commissioned Officers of the Colorado State Patrol.
 6. One director shall be selected from among the Non-Commissioned Officers of the Colorado State Patrol.
 7. One director shall be selected from among the Colorado State Patrol Alumni Association (CSPAA) members who are also retired members in good standing with the ACSPP.
 8. One additional director shall be selected from the current President's area of responsibility.
 9. One director shall be selected from among the Port of Entry Branch of the Colorado State Patrol.
- B. Directors may also appoint other Association Members to assist them in other areas of their responsibility.

7.04 Nominations Regular members of the Association may nominate any number of qualified individuals as directors of the Association. Nominations need not be seconded. Any regular member may place his own name in nomination. Nominations must be received by the Association, in writing, at least twenty (20) days prior to the meeting at which the election of directors is to be held, in order for the nominee's name to appear on the printed or electronic ballot. Ballots shall also include room for write-in candidates, for the Board of Directors.

7.05 Election and Term of office. Directors shall be elected from the persons nominated, to include write-in candidates in each category. The nominees and write-in candidates receiving the highest number of votes cast in the election by those entitled to vote, shall be elected. In the event of a tie vote, the election of a nominee to office shall be determined by the flip of a coin. Cumulative voting shall not be allowed. The term of office of any newly elected director shall commence on July 1st, following the election of that director. The term of office of directors shall be three (3) years, with the term of one-third of the directors expiring each year.

The terms shall expire on the following dates and every 3 years thereafter:

A. June 30, 2019

1. District II Representative
2. District III Representative
3. Specialty Troopers Branch Representative
4. Retired Representative (Appointed by Colorado State Patrol Alumni Association)

B. June 30, 2020

1. District IV Representative
2. Port of Entry Branch Representative
3. Non-Commissioned Officers Representative
4. Commissioned Officers Representative

C. June 30, 2021

5. District I Representative
6. District V Representative
7. Civilian Member's Representative
8. Communications Branch Representative

7.06 Resignations, Vacancies, Removal, Increase or Decrease.

- A. Resignations. Any director may resign at any time by giving written notice to the President or Secretary of the Association Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be required to make it effective.
- B. Vacancy. A position on the Board of Directors shall become vacant anytime a director resigns, is removed, dies while in office, ceases to become a member in good standing of the Association, moves out of state, or is absent from three (3) consecutive meetings of the Board of Directors without such absences being excused by the Board. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. The term of office of a director so appointed shall commence upon appointment and continue for the remainder of the unexpired term of the director being replaced.

- C. Removal of Directors. Any member of the Board of Directors may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the regular active members of that category, present at such meeting. Any director whose removal has been proposed by the Board of Directors shall be given an opportunity to be heard prior to the person's removal.
- D. Increase or Decrease. The number of directors may be increased or decreased by amendment to these Bylaws. If increased, the newly created positions on the Board shall be filled first by appointment by the Board of Directors, and thereafter by election as specified in these Bylaws. A decrease in the number of directors shall not shorten the term of an incumbent director affected by such reduction.

7.07 Compensation of Directors. No compensation shall be paid to directors for their services as a member of the Board of Directors, but directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

7.08 Monetary Obligations by Board Members. No member of the Board of Directors may commit the Association to monetary obligations without prior discussion and approval of the Board of Officers. In an emergency situation, a Board Member may get a vote via e-mail, or by phone, but there must be a quorum and the discussion must include one of the Officers of the Board.

7.09 Conflict of Interest. Each member of the Board of Directors shall read, sign and comply with the Conflict of Interest policy.

ARTICLE VIII

MEETINGS OF THE BOARD

8.01 Place of Meetings. Any regular or special meeting of the Board of Directors, or any committee designated by the Board, shall be held at the primary office of the Association or at any other place within or without the State of Colorado as designated from time to time by the Board of Directors.

8.02 Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing officers and transacting business as may come before the meeting. The annual meeting of the Board shall be the first regular meeting after July 1 of the current year, unless otherwise determined by the Board.

8.03 Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors, or any committee designated by the Board, may be held at such time and place as may be designated by the Board or any such committee, from time to time.

8.04 Special Meetings. Special Meetings of the Board of Directors, or any committee designated by the Board, may be called at any time by the President of the Association. Such meetings shall be called by the President upon request therefore by at least three (3) directors. In addition, the chairman of any committee designated by the Board may call a special meeting of such committee at any time.

8.05 Notice of Meetings. Notice is not required to be given for any regular meeting of the Board of Directors, or any committee designated by the Board or of any annual meeting if it is also a regular meeting. Notice of each Special Meeting of the Board of Directors or any such committee, setting forth the time and place of the meeting, shall be given to each director not less than five (5) days prior to the date of the meeting. Notice of meetings may be either given in person, by telephone, by e-mail, or fax. If mailed, such notice shall be deemed delivered when deposited in the United States Mail and the postage has been paid by the Association. The notice shall be sent to the address of each director appearing on the current records of the Association. If delivered via e-mail or fax, such notice shall be deemed to be delivered when such notice is transmitted or posted through such media. Except as otherwise provided in these Bylaws or required by law, the business to be transacted need not be specified in such meeting notice. Special meetings may also be posted on the Association website.

8.06 Waiver of Notice. A director may in writing waive notice of any meeting of the Board of Directors or a committee designated by the Board, prior to, at or after such meeting. Attendance of a director at a meeting of the Board or any committee designated by the Board shall constitute waiver of notice of such meeting, unless the person attends for the express purpose of objecting to the transacting of business because the meeting has not been lawfully called or convened.

8.07 Quorum and Voting. At meetings of the Board of Directors or any committee designated by the Board, at least (5) members of the board to include the Board President, or a majority of the number of directors fixed by these Bylaws or a majority of the members of any such committee, as the case may be, shall be necessary to constitute a quorum for the transaction of business; provided however, that in the event of a vacancy on the Board of Directors or any such committee, at least (5) members of the board to include the Board President, or a majority of directors then serving on the Board of Directors or any such committee, shall constitute a quorum. If a quorum is present, the act of the majority of directors in attendance shall be the act of the Board of Directors or any such committee, as the case may be, unless the act of a greater number is required by the Bylaws, the Articles of Incorporation or the Colorado Nonprofit Corporation Act. Each director shall have one (1) vote on each matter submitted to a vote of the Board or committee. Voting through another person or by proxy shall not be permitted.

8.08 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two (2) or more directors. Each committee shall report back to the Board of Directors their findings and/or recommendations for action by the Board of Directors.

8.09 Executive Committee. The Executive Committee of the Association shall consist of the President, Vice-President, Secretary, Treasurer, **and Immediate Past President of the Board**. The Executive Committee will meet at the call of the President. A majority of the Executive Committee shall constitute a quorum at any duly called meeting. Actions of the Executive Committee will be reported for action to the Board of Directors at the next meeting of the Board.

8.10 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with

respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors and may be stated as such in any articles or documents filed with the Colorado Secretary of State under the Colorado Nonprofit Corporation Act.

8.11. Electronic Meetings. Members of the Board of Directors, or any committee designated by the Board, may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone, e-mail, or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE IX

OFFICERS

9.01 General. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, who shall be elected from among the current membership of the Board of Directors. In addition such assistant officers, agents and employees that the Board of Directors may from time to time deem necessary, may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary. All officers of the Association shall be natural persons of the age of eighteen (18) years or older and shall have the additional qualifications specified below.

9.02 Election and Term of Office. Officers of the Association shall serve a term of one year. The officers of the Association whose terms have expired shall be elected by the Board of Directors at the first regular meeting of the Board after July 1st of each year. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. No officer shall serve more than three (3) consecutive terms in the same office. Whenever practical, no director shall be elected as President who has not previously served at least one term as an officer of the Association.

9.03 Resignation and Removal. Any officer of the Association may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Association may be removed by the Board of Directors by a vote of two-thirds (2/3) of the members of the Board of Directors whenever in its judgment such action is in the best interests of the Association.

9.04 Vacancies. When a vacancy occurs in one of the offices of the Association by reason of death, resignation or otherwise, it shall be filled through appointment by the Board of Directors. The officer so selected shall hold office until a successor is chosen and qualified.

9.05 General Duties. All officers and agents of the Association, as between themselves and the Association, shall have such authority and shall perform such duties in the management of the Association as may be provided in these Bylaws or as may be

determined by the resolution of the Board of Directors not inconsistent with these Bylaws. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the President.

9.06 Compensation of Officers. No compensation shall be paid to officers for their services as such, but officers may be reimbursed for actual expenses incurred by them in the performance of their duties. Officers shall receive no gratuities or other payment while a member of the Board of Directors.

9.07 President. The President of the Association shall be chosen annually by the Board of Directors from among its members as soon as possible after the annual election. The President shall preside over the annual and special meetings of the Association and meetings of the Board of Directors. The President shall appoint such standing and special committees as the Board may authorize.

9.08 Vice President. The Vice President of the Association shall be chosen annually by the Board of Directors from among its members. The Vice President shall serve in the absence of the President, and shall perform such other duties as designated by the Board of Directors or by the President.

9.09 Secretary and Treasurer. The Secretary and Treasurer of the Association shall be chosen annually by the Board of Directors from among its members and may be filled by one (1) individual serving in both positions or by two (2) individuals serving in either position, respectively.

9.11 Delegation of Duties. Whenever an officer is absent, or whenever, for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE X

INDEMNIFICATION

10.01 General. The Association shall indemnify directors, officers, employees and agents of the Association to the fullest extent and in the manner permitted by law, including but not limited to, the provisions of the Colorado Nonprofit Corporation Act, as it exists at present and as it may be hereafter amended from time to time, and advance and pay any and all expenses to the fullest extent permitted by law, subject to any limitation of such indemnification and advance and payment as maybe set forth in the laws or any director's resolution or by contract or law. Reference in this Article to any individual or other person, including the Association, shall include legal representatives, successors, and assigns thereof.

10.02 Indemnification for Judgment and Costs. Without in any way limiting the generality of the foregoing and subject to the provisions of this Article, any director, officer, employee or agent of the Association, against whom any action is or was brought or is threatened by reason of the fact that such person is or was a director, officer, employee or agent of the Association or is or was serving at the Association's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic

corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, shall be indemnified by the Association for:

- A. Reasonable costs and expenses, including attorneys' fees, paid or incurred by such person with respect to any such action or proceeding;
- B. Any amount for which such person becomes liable by reason of any judgment, settlement, penalty or fine (including an excise tax assessed with respect to any employee benefit plan) in such action or proceeding;
- C. Reasonable costs and expenses, including attorneys' fees, paid or incurred in any action or proceeding, to enforce his rights under this Article, which results in final judgment in favor of such person.

10.03 Limitations. The indemnification provided for in Section 10.02 of this Article shall be made to such director, officer, employee or agent if:

- A. Such person was wholly successful, on the merits or otherwise, in defense of any action or proceeding; or
- B. Upon application to the court by such person, the court determines that such person is fairly and reasonably entitled to indemnification, whether or not the standard of conduct in this Article is met; or
- C. In case of settlement of any action or proceeding, final judgment against or final judgment in favor of a director, other than on the merits, if a determination is made (as provided herein) that the director conducted himself in good faith and reasonably believed:
 - 1. In the case of conduct in his official capacity, that his conduct was in the Association's best interests; or
 - 2. In all other cases, that his conduct was at least not opposed to the Association's best interests (including conduct with respect to any employee benefit plan for a purpose reasonably believed to be in the interests of the participants in or beneficiaries of the plan); and, in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful.

Notwithstanding the foregoing, the Association shall not indemnify a director, officer employee or agent in connection with an action or proceeding by or in the right of the Association in which the director, officer, employee or agent was adjudged liable to the Association; or in connection with any action or proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity in which he was adjudged liable on the basis that personal benefit was improperly received by him unless the court orders indemnification pursuant to the above. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent is not of itself determinative that the individual did not meet the standard of conduct set forth in this Article.

- D. The determination to be made under the provisions of Section 10.03C above shall be made:
1. By the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the action or proceeding; or
 2. If such quorum cannot be obtained, by a majority vote of a committee of the board designated by the Board, which committee shall consist of two or more directors not parties to the action or proceeding, except that directors who are parties to the action may participate in the designation of directors for the committee; or
 3. If such a quorum cannot be obtained or such committee cannot be established under (1) or (2) above, or even if a quorum is obtained or a committee designated if such a quorum or committee so directs;
 - a) By independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in (1) or (2) above or, if the quorum of the full Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board; or
 - b) By the members.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that, if that determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

- E. Any indemnification of or advance of expenses to a director in accordance with this Article, if arising out of a proceeding by or on behalf of the Association, shall be reported in writing to the members with or before the notice of the next members' meeting.

10.04 Insurance. The Association may purchase and maintain insurance on behalf of a person who is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent or any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan for any liability asserted against or incurred by him in any such capacity.

10.05 Costs and Expenses. The Association may pay for or reimburse the reasonable costs and expenses incurred by a director, officer, employee or agent who is party to an action or proceeding in advance of the final disposition of the action or proceeding if:

1. Such person furnishes the Association a written affirmation of his good-faith belief that he has met the standard of conduct described in Paragraph 10.03 C above;
2. Such person furnishes the Association a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct. This undertaking shall be an unlimited general obligation of such person, but need not be secured and may be accepted without reference to financial ability to make repayment; and,
3. A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section. This determination shall be made as provided in Section 10.03 D above.

10.06 Non-Exclusive. The provisions of this Article shall not be deemed exclusive of another's rights to which such director, officer, employee or agent may be entitled, under any agreement or contract, vote of the members or otherwise.

ARTICLE XI

AMENDMENTS

11.01 Amendment. The Bylaws of the Association may be altered, amended or repealed and new bylaws may be adopted by a vote of two-thirds of the Board of Directors at any duly called meeting of the Board of Directors.

11.02 Conflict. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XII

FISCAL MANAGEMENT

12.01 Fiscal Year. The fiscal year of the Association shall be such year as shall be adopted by the Board of Directors.

12.02 Books and Accounts. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committees having any of the authority of the Board. All such books and records shall be kept at the primary office of the Association unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Association may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

12.03 Auditing and Reports. An annual report of the affairs of the Association for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting and filed with the Secretary of the Association. The books and records of the

Association shall be audited periodically at the expense of the Association, as may be designated by the Board of Directors.

12.04 Checks and Endorsements. All checks and drafts upon the funds or credit of the Association in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Association shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Association or in such manner as shall from time to time be determined by the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

ARTICLE XIII

CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an assistant secretary for the authentication of contracts or other documents or instruments requiring the seal.

ARTICLE XIV

AFFILIATE ORGANIZATIONS

The Board of Directors shall have the authority to charter affiliates on a geographic or counterpart basis. The Board of Directors shall have the authority to establish terms and conditions for each affiliate that it may charter.


ARTICLE XV

MISCELLANEOUS PROVISIONS

15.01 Headings. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

15.02 Conduct of Meetings. The most recent version of Roberts Rules of Order shall serve as a guide for conducting all meetings of the members, Board of Directors or any committee.

The foregoing Amended and Restated Bylaws of the Association of Colorado State Patrol Professionals were adopted by the Board of Directors of the Association at a meeting held on **August 24, 2018**.



Lawrence Oletski, Board Member

These Amended and Restated Bylaws were proposed and ratified by the Association of Colorado State Patrol Professionals' Board Members on **August 24, 2018.**



Lawrence Oletski, President



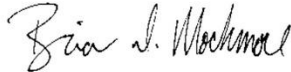
Randy Belisle, Vice President



Nathan Emery, Secretary/Treasurer



Jared Woodside, Board Member



Brian Mockmore, Board Member



Darrin Rodriguez, Board Member



Andrew Bogue, Board Member

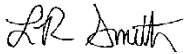
Jane Crisman, Board Member



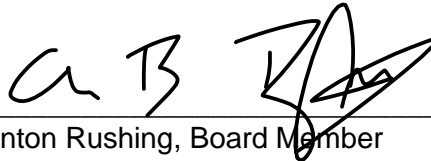
Angela DeGuelle, Board Member



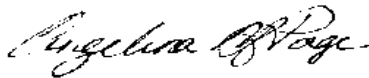
LaDonna Mason, Board Member



Rich Smith, Board Member



Clinton Rushing, Board Member



Angelina Page, Board Member