

BY-LAWS SOUTHEASTERN CRIME STOPPERS ASSOCIATION, INCORPORATED

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ARTICLE I

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Organization Name

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The non-profit organization shall be known as the Southeastern Crime Stoppers Association, Incorporated (the "Association"). The usage of the term Crime Stoppers includes variations thereof; such as Crime Solver, Crime Line, Silent Witness, etc. The affairs of the Association shall be managed by its Board of Directors and officers and agents, as said Board may elect or employ.

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ARTICLE II

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Corporate Seal

The Association shall adopt a corporate seal in the following form:

SOUTHEASTERN CRIME STOPPERS ASSOCIATION, INCORPORATED
INCORPORATED 1990
CORPORATION NOT FOR PROFIT
VIRGINIA

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ARTICLE III

Purpose

The Association will have the purpose or powers as may be stated in its Articles of Incorporation and such powers as are now and may be granted hereafter by law. The purposes for which the Association is organized are:

- 1) To benefit from each member's experience and knowledge in the resolution of problems peculiar to Crime Stopper Associations; and
- 2) To assist member Association purposes and goals by promoting local community involvement in all aspects of law enforcement; and
- 3) To develop a community offensive against violent crimes and property crimes; and
- 4) To motivate the public to cooperate with police departments and law enforcement agencies; and
- 5) To coordinate statewide programs; and
- 6) To represent Crime Stoppers programs and activities at the local, state and national levels.

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ARTICLE IV

Geographic Coverage

The Association is an autonomous regional association encompassing the following geographic subdivisions of the United States: Delaware, Florida, Georgia, Maryland, North Carolina, South Carolina, Virginia, West Virginia, the District of Columbia, and the Commonwealth of Puerto Rico.

ARTICLE V

Membership

Section 1. Classes of Membership and Eligibility. The Association shall have one class of membership. The designation of such class, and the qualification and right of the members of such class, shall be set forth in this Article V.

Section 2. Qualifications. Applicants will be accepted into membership of the Association providing they meet the qualifications as described in this article. Membership in the Association shall consist of the chartered Crime Stopper programs in the geographic coverage stated in Article IV. The Association will allow any program outside these areas to become a member, if approved by a majority of members in good standing. A chartered Crime Stopper program will be considered a member once a majority of the Board of Directors of the Association vote to accept its application, and after the applicant pays the required annual dues. Members may be required to have such other qualifications as the Board of Directors may prescribe by amendment of these bylaws. Membership qualifications will be reviewed from time to time as needed by the Board of Directors.

Section 3. Application for Membership. The Board of Directors shall determine the application process for membership in the Association.

Section 4. Voting Rights. The Members shall have the exclusive right to elect Directors of the Association and the exclusive right to vote on all matters pertaining to the affairs of the Association on which a vote of the Members is required or deemed desirable by the Board of Directors. Each Member shall be entitled to one vote on all matters submitted to a vote of the membership. Each Member will annually appoint a representative of their chartered Crime Stoppers program who will represent, vote for and act for that Member in all affairs of the Association.

Section 5. Term of Membership. The term of membership shall be one year or as otherwise fixed by resolution of the Board of Directors.

Section 6. Membership Dues. The Board of Directors shall determine from time to time the amount of the membership dues payable to the Association by the Members. An annual report of

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expenditures and income will be supplied to each member program. The fiscal year shall run from January 1 to December 31, and dues shall be assessed on January 1.

Section 7. Transfer of Membership. Membership in the Association is not transferable or assignable.

Section 8. Certificates of Membership. No certificates of membership in the Association shall be required.

Section 9. Resignation of Membership. Membership in the Association may be terminated by signed written resignation of the Member delivered to the President of the Association or the Secretary of the Board of Directors. Such resignation will take effect at the date of receipt of such notice or at any later time specified therein. Any Member that resigns its membership will not be entitled to a refund of any dues or other payments to the Association.

Section 10. Removal of Members. Any Member which in any year fails to pay annual dues when payable may be removed as a Member of the Association by the Board of Directors. Any Member whose membership is deemed detrimental to the welfare of the Association may be removed as a Member any time by action of the Board of Directors. In either case, the Board of Directors must provide the Member with not less than 30 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed removal, by the Board of Directors.

ARTICLE VI

Meetings of Members

Section 1. Annual Meetings. If reasonably practicable, the annual meeting of the Members shall be held during the spring months (March, April, and May) at such time and place as shall be determined by the President or the Board of Directors and designated in the notice or waiver of notice of the meeting. At each annual meeting, the Members shall elect Directors as hereinafter provided and may transact such other business as may properly come before the meeting. If the annual meeting is not held in the months designated, the Board of Directors will cause the meeting to be held as soon thereafter as may be convenient.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by at least 25 percent of the Members or 25 percent of the Directors then in office, or when so ordered by the Board of Directors. Special meetings of the Members shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

Section 3. Notice of Meetings. Notice of the annual meeting of the Members of the Association shall be in writing and delivered to each Member entitled to vote, personally, by mail, by email or by electronic facsimile transmission, not less than thirty (30) days before the time designated for the annual meeting, and not less than five (5) nor more than thirty (30) days before the time

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designated for a special meeting, or as otherwise required by applicable law. All notices of meetings shall state the time and place of the meeting. In case of a special meeting or when required by applicable law, the purpose for which the meeting is called shall be stated in the notice. Any notice of a meeting delivered other than personally shall be directed to the address of the Member as it appears on the records of the Association.

Section 4. Quorum. The presence, in person or by proxy, of at least 40 percent of the Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members, but the majority of a smaller number present may adjourn such meeting to another time without further notice.

Section 5. Manner of Acting. At all duly constituted meetings of Members, all questions, except as otherwise provided by applicable law, by the Articles of Incorporation or by these bylaws, shall be decided by the vote of a majority of the Members entitled to vote thereon who shall be present at the meeting, in person or by proxy.

Section 6. Proxies. Any Member entitled to vote at any meeting may vote by proxy. Such proxy shall be in writing and delivered to an officer of the Association prior to the meeting and shall be revocable at the will of the Member executing the same. A proxy shall be invalid upon the expiration of eleven months from the date of its execution, unless a longer period is specifically provided for therein.

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ARTICLE VII

Board of Directors

Section 1. General Powers of Directors. The property and affairs of the Association shall be managed by a Board of Directors with all powers vested in it pursuant to the Articles of Incorporation, these Bylaws of the Association, and the laws of the Commonwealth of Virginia.

Section 2. Number and Tenure of Directors. The number of Directors shall be no less than fifteen (15). The number may change from time to time by amendment to these bylaws, provided that no decrease in number will have the effect of shortening the term of any incumbent Director. Directors shall be elected to succeed those Directors whose terms expire and such election shall be for two-year terms of office, each to expire at the second succeeding annual meeting of Members after their election. Each director shall hold office until the Director's successor shall have been duly elected and qualified or until the Director's death or until the Director shall resign or shall have been removed in the manner hereinafter provided. Executive Officers shall not serve for more than two consecutive terms in the same office. Directors may be nominated to serve additional terms. The Board of Directors may also appoint non-voting ex-officio Directors as the Board may determine. Non-voting ex-officio Directors shall be entitled to the privileges of Board membership but not to voting. Non-voting ex-officio Directors shall not be considered as part of the minimum number of members of the Board.

Section 3. Qualifications of Directors. Directors need not be residents of the Commonwealth of Virginia. The majority of Directors shall be individuals associated with Members in good

standing with the Association. The other Directors may also be individuals associated with Members in good standing; however, any who are not so associated shall be individuals who, in the judgement of the Board of Directors, bring knowledge and appreciation of Crime Stoppers programs, and some relevant skill or connection that advances the strategic priorities of the Association and thus benefits its Members and their work.

Section 4. Nominations of Directors and Officers. The Nominating Committee shall select a slate of candidates for each position to the Board of Directors that is vacant or that will be vacant at the conclusion of the current term, as well as for each officer position. In selecting a slate of candidates, the Nominating Committee will see recommendations from the membership and the Board. For purposes of diversity in composition, factors the Nominating Committee will consider in preparing the slate may include: the candidate's role in a chartered Crime Stoppers program, unique skills or experience, geographic scope of the program with which the candidate is associated, and a letter of support from their program's board of directors. Candidates for the Board of Directors must consent to a background check, have attended previous Crime Stoppers training, and are active in their local Crime Stoppers program.

Section 5. Election. Directors shall be elected at the annual meeting of the Members as stated in Article VI of these bylaws.

Section 6. Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of Members, for the purpose of electing officers and for the transaction of such other business as needed. At least three additional regular meetings of the Board of Directors shall be held during each year. The time and place for such regular meetings shall be fixed by the Chair, or the Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution. It is desired that two of the four required meetings will have the majority of those attending in a face-to-face forum rather than through electronic means. All meetings will be held at sites mutually agreed upon by the Directors. If the election of officers shall not be held at any annual meeting, the Board of Directors shall cause the election to be held at an additional regular meeting or at a Special Meeting of the Board of Directors as soon thereafter as may be convenient.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by such person or persons.

Section 8. Notice of Meetings. Notice of the annual meeting, any regular meeting and any special meeting of the Board of Directors shall be delivered not less than forty-eight (48) hours before the time designated for the meeting if notice is by telephone, electronic facsimile transmission or electronic mail, or not less than five (5) days before the time designated if notice is by mail. The purpose or purposes for which any special meeting is called shall be stated in the notice. Notice shall be given stating the place, date and hour of the meeting to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a

Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Non-voting ex-officio Directors are not included in determining quorum.

Section 10. Participation through Conference Communications Equipment. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communication equipment that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 11. Manner of Acting. The act of a majority of the Directors in office and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

Section 12. Resignation. Any member of the Board of Directors may resign at any time by signed written notice to the Board of Directors. It is expected that, if a Director is no longer associated with the program with which the individual was associated when becoming Director or the Director's Crime Stopper program ceases to be a Member that Director will immediately submit his/her resignation.

Section 13. Removal. Any Director may be removed with or without cause by a two-thirds vote of the Board of Directors at a meeting at which a quorum is present.

Section 14. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors of the Association, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Records of such votes shall be kept with the minutes of meetings of the Board of Directors.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 16. Compensation. Directors shall not receive any compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the Association as authorized by the Board of Directors.

Section 17. Ex-Officio Director. Ex-Officio Directors who need not stand for election may be designated and appointed by the Board of Directors, from time to time. An Ex-Officio Director is a person who serves by reason of his/her status in holding some other position.

ARTICLE VIII

Executive Officers and Duties

Section 1. Executive Officers. The executive officers of the Association shall be a President, Vice President, Secretary, Treasurer and Past President.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Except where a Director is chosen to fill a vacancy, the term of office for each executive officer is two years and an executive officer may serve two consecutive terms. If the election of officers shall not be held at the designated annual meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by signed written notice to the President, or in the case of the President tendering his or her resignation, by written notice to the Vice President.

Section 4. Removal. Any executive officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the Association would be served.

Section 5. Vacancies. If there is a vacancy in the office of President because of death, resignation, removal, disqualification, or otherwise, the Vice President shall immediately assume the office of President for the remainder of the unexpired term. A vacancy in any other executive office other than the President created because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Executive Officers. The person filling the vacancy will serve for the remainder of the unexpired portion of the term for the office vacated. The appointment to fill a vacated term will not count against any term limits for that individual and they can be reappointed to serve up to two complete terms.

Section 6. President: The President shall be the chief executive of the Association; shall preside at all meetings of the Association and shall have the general powers and duties which are incident to the office of President, including but not limited to, the power to appoint committees from the total membership as may be appropriate to assist in the conduct of the affairs of the Association. The President shall be an ex-officio member of each committee, except the Nominating Committee.

Deleted: Executive Officers: The executive officers shall be a President, Vice President, Secretary, Treasurer and Past President.

Section 2. Composition of the Board: The business of the Association shall be conducted by a Board of Directors composed of the executive officers and not less than 10 members. The Board shall strive to achieve a balance of both geographical and citizen/law enforcement representation. The election of officers and directors shall be held during an annual meeting of the membership.

Section 3. Elections: Directors of the Association shall be elected for a term of two years. Executive officers shall not serve for more than two successive terms in the same office.

Section 4: Quorum: The presence of a majority of members of the Board shall constitute a quorum.

Section 5: Vacancies: A vacancy in any elected office shall be filled by a majority vote of the executive officers. A Director may resign at any time by giving written notice thereof to the President of the Association.

Section 6: Removal: Any Director may be removed with or without cause by a two-thirds vote of the Board of Directors.

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Section 7. Vice President: The Vice President shall take the place of the President whenever the President shall be absent, unable to act, or the office becomes vacant. The Vice President shall assume such other duties as may be assigned by the President.

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Section 8. Secretary: The Secretary shall record and keep the minutes of all meetings of the Association; shall have charge of such books, papers, and correspondence as the President may direct, and arrange for the orderly transfer of all materials to a successor upon leaving office; and shall act in the place of the President when the President and Vice President are absent or unable to act.

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Section 9. Treasurer: The Treasurer shall be responsible for keeping and maintaining all funds and accounts for the Association. The Treasurer shall collect all dues and record the disbursements of funds as directed by the Executive Officers. The Treasurer shall receive and make deposits, and make disbursements up to \$1,000. Disbursements over \$1,000 require the co-signature of the President. The Treasurer shall provide an accounting at each meeting and maintain all corporate records and prepare all forms and reports required by state and federal law.

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Section 10. Past President: The Past President shall serve as chairman of the Nominating Committee and perform functions as assigned by the President.

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ARTICLE IX

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COMMITTEES

Section 1. Executive Committee. The Board of Directors shall elect an Executive Committee at the Annual Meeting. The Executive Committee shall consist of all the officers of the Board of Directors and up to two additional directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, such Executive Committee shall not have the authority of the Board of Directors in reference to (1) amending, altering or repealing the bylaws; (2) electing, appointing or removing any Member of the Executive Committee or any Standing Committee or any Director or officer of the Association unless otherwise provided for in these bylaws; (3) amending the Articles of Incorporation; (4) adopting a plan of merger or adopting a plan of consolidation with another Association; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Association; (6) authorizing the voluntary dissolution of the Association or revoking proceedings therefore; (7) adopting a plan for the distribution of the assets of the Association or for dissolution; or (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

Section 2. Standing Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may authorize the establishment of one or more standing committees in addition to the Executive Committee. The normal role of a standing committee, other than the Executive Committee, is to consider matters of concern to the Board of Directors and to make recommendations thereon to the Board. The President shall appoint the chair of any such

committee on an annual basis. A standing committee shall exist until disbanded by resolution of the Board. Unless the Board by resolution delegates specific authority to a standing committee to act on behalf of the Association, standing committees other than the Executive Committee shall not have any authority to bind the Board or the Association or exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws.

The President shall have the authority to appoint a Standing Committee chair and its committee members. As deemed appropriate by the Board of Directors, non-Directors, to include staff from Member organizations, members of regional associations and other related professionals can be appointed to the Standing Committees. Standing Committees shall meet a minimum of twice per year.

The Standing Committees may include, but not be limited to:

- Nominating
- Membership
- Legislation/By-Laws
- Conference
- Public Relations
- Special Projects
- Finance

And additional ones may be created by majority vote of the Board of Directors.

Section 3. Special Committees: Special Committees may be created by the President of the Board of Directors.

ARTICLE X

Nominating and Elections

Section 1. Composition: Shall be comprised of the Past President, who will serve as Chairman, and four members appointed by the President. The names and addresses of committee shall be provided to the membership.

Section 2. Nominating Committee: After obtaining the consent of each candidate, the committee shall distribute to the membership:

- a. A proposed single slate of candidates for any officer position to be filled; and
- b. At least one candidate for each of the board positions to be filled setting forth the terms of each position, where appropriate, together with a brief biography.

Section 3. Balloting: The ballot submitted to the membership by the Nominating Committee shall include all the nominees selection under Section 2. A plurality vote shall elect; provided, however, when voting to fill vacancies on the Board of Directors.

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ARTICLE VII

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Meetings

Section 1. Regular Meetings: An annual meeting of the Association shall be held at such place as determined by the membership.

Section 2: Special Meetings: Special meetings of the Association shall be called by the President at the written request of not less than 20 percent of the membership of the Association. The special meeting shall be scheduled with a minimum of 15 days written notice, which shall include a statement of the purpose of the meeting together with the date, time, and location of the special meeting. All special meetings will be held at locations that are normally convenient to members of the Association.

Section 3. Quorum: For any meetings of the Association at which business shall be conducted, a quorum shall consist of 25 percent of the membership programs, including a majority of the Board of Directors.

Section 4. Voting: The voting at all meetings shall be one vote from each program in good standing.

Section 5. Proxies: The Association will not allow members to vote by proxy. Representatives must be present to cast votes.

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Dues

Annual dues for membership in the Association will be assessed at a rate determined by the membership. An annual report of expenditures and income will be supplied to each member program. The fiscal year shall run from January 1 to December 31, and dues shall be assessed on January 1.

ARTICLE XI

Indemnity of Officers and Directors

Section 1. Each person now or hereafter a director or officer of the Association (and his or her heirs, executors and administrators) shall be indemnified by the Association to the fullest extent permitted by the laws of the Commonwealth of Virginia (See Va. Code Ann. § 13.1-702) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney’s fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Association (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

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Section 2. Under Va. Code Ann. §13.1-697, the Association has the authority to indemnify an officer or director if 1) he conducted himself in good faith, and 2) he believed in the case of conduct in his official capacity with the Association, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

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If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The Association shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the Association.

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ARTICLE XII

Conflicts of Interest

Section 1. Conflict Defined. A conflict of interest exists when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the Association; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

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Section 2. Disclosure. Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

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ARTICLE XIII

Amendments to By-Laws

Section 1. Amendments: These By-Laws may be modified or amended by a vote of a majority of the voting members at any duly organized regular or special meeting.

Section 2. Notification: Written notification of a proposed amendment shall be given to each member program at least 30 days in advance of such meeting.

Section 3. Recording: Amendment to these By-Laws shall become effective immediately upon acceptance by the membership.

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE XV

Dissolution Provisions

In the event of and upon dissolution of this Association, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed in accordance with the rules set out in Section 501c (3) of the Internal Revenue Code of the United States. No assets of the Association shall inure to benefit of or be distributed to any organizer, subscriber to the charter or certificate of incorporation, officer, director, or member of this Association.

ARTICLE XVI

No Pecuniary Gain

The Association shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors or officers as such, and no part of the net income or net earnings of the Association shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer of, or any other person having a personal or private interest in the activities of the Association; provided, however, that the Association may pay reasonable compensation for services rendered and property and supplies furnished to the Association in furtherance of its purposes described in Article III thereof.

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Bylaws Certificate

The undersigned certifies that he/she is the Secretary of Southeastern Crime Stoppers Association, Incorporated a Virginia nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of twelve (12) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Members, of the Corporation at their [date] [annual, special, or regular] meeting, as amended from time to time prior to the date hereof.

Dated: [date]

[Signature of Secretary]
[Name of Secretary], Secretary

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