

OPERATIONAL RESOURCE MANUAL

BYLAWS OF _____ CRIME STOPPERS, INC.

ARTICLE I: NAME AND LOCATION

The name of the corporation is _____, hereinafter referred to as "Crime Stoppers, Inc.". The principal office of Crime Stoppers, Inc. shall be located at _____, but meetings of the Director may be held at such places within the State of Texas as may be designated by the Board of Directors.

ARTICLE II: MEMBERS

The members of the Board of Directors of Crime Stoppers, Inc. shall constitute all of the members of this non-profit corporation.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Composition: In accordance with the Articles of Incorporation, the Board shall designate the number of members from _____ to _____ inclusive who shall comprise the Board, and no such member shall receive any compensation for serving on the Board.

Section 2: Term of Office: A term of office shall normally be for _____ years; however, no director may serve for more than two consecutive terms. A person may be re-elected after being off the Board one or more years. Terms shall begin at the close of the annual meeting and may be for _____ year(s) as determined by the Board, the objective being, insofar as practical, to have no more than one-third of the Directors replaced at any one time.

Section 3: Removal: Any Director may be removed, with or without cause, by two-thirds vote by ballot, at a regular or special meeting of the Board.

Section 4: Enumerated Powers: In managing the affairs of Crime Stoppers, Inc., the Board shall specifically have, but not be limited to, the power to:

- A. Adopt standing rules.
- B. Employ individuals.
- C. Procure and maintain liability insurance to protect its members in the performance of their duties, and hazard insurance to protect Crime Stoppers, Inc. property.
- D. Procure and maintain bonds for persons having custody of funds.
- E. Authorize disbursement of funds.

ARTICLE IV: MEETINGS OF DIRECTORS

Section 1: Regular Meetings: The Board of Directors shall hold no less than twelve regular meetings, including the annual election meeting in _____ of each fiscal year. Normally, regular meetings will be held on a monthly basis on the _____ of each month at _____. The regular location for all meetings shall be designated by the Board. The date, time and location of regular meetings may be changed by the Chairman of the Board by seven days advance notice.

Section 2: Special Meetings: Special meetings of the Board of Directors may be called by the Chairman with at least twenty-four hours notice, or by _____ Board Members with at least twenty-four hours notice. Such notice by the Chairman or at least _____ Board Members shall include a statement of the purpose of the meetings as well as the date, time and location of the special meeting.

Section 3: Quorum: A quorum shall be a majority of the Board of Directors, excluding vacancies.

ARTICLE V: OFFICERS AND DUTIES

Section 1: Officers: The officers of Crime Stoppers, Inc. shall include but not be limited to a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of Crime Stoppers, Inc.

Section 2: Term: A term of office shall be for one year and shall begin at the close of the annual election meeting. No officer may serve two consecutive terms in the same office.

Section 3: Vacancies: A vacancy shall be filled by ballot vote of the Board from a slate presented by the nominating committee. The individual elected shall serve for the remainder of the term of the member he or she replaces.

Section 4: Duties and Powers: The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these Bylaws, the parliamentary authority adopted herein and those assigned by the Board or which normally pertain to the office. These duties and powers shall include but not be limited to the following:

- A. The Chairman shall:
 - (1) Be the principal officer of Crime Stoppers, Inc.
 - (2) Preside at all meetings of the Board of Directors and the Executive Committee.
 - (3) Co-sign all checks, promissory notes and contracts.
 - (4) Appoint standing committee chairmen and members, except for the nominating committee, and

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- create special committees and chairmen and members thereof as the need arises.
- (5) Be an ex-officio member of every committee except the nominating committee.
- B. The Vice Chairman shall:
- (1) Assume such duties as may be assigned by the Chairman, the Board of Directors or the Executive Committee.
- (2) In the absence of the Chairman, preside at all Board of Directors and Executive Committee meetings.
- (3) In the absence of the Chairman, create special committees and appoint chairmen and members thereof as the need arises, fill vacancies on standing committees except for the nominating committee.
- C. The Secretary shall:
- (1) Record the proceedings of all meetings of the Board of Directors and Executive Committee.
- (2) Provide each member of the Board with a copy of the Minutes of each Board of Directors meeting.
- (3) Assume such duties as may be assigned by the Chairman, the Board of Directors or the Executive Committee.
- D. The Treasurer shall:
- (1) Be custodian of all funds.
- (2) Make a financial report at each meeting of the Board of Directors.
- (3) Co-sign all checks, promissory notes and contracts.
- (4) Disburse rewards to individuals, or to police officers on behalf of such individuals, as authorized by the Board of Directors, after reasonably satisfying himself as to the identity of the recipient.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees: There shall be standing committees to deal with the following subjects:

- A. Fund Raising.
- B. History and Records.
- C. Publicity.
- D. Standing Rules.

Additional committees may be created by majority vote of the Board of Directors. The Chairmen shall be members of the Board of Directors, but additional members need not be.

Section 2: Special Committees: Special Committees may be created by the Chairman of the Board of Directors. The Chairmen shall be members of the Board, but additional members need not be.

Section 3: Executive Committee: There shall be an executive Committee composed of the _____ officers and one additional Director, elected by ballot from nominations from the floor at the first regular Board meeting following the annual election meeting. The Executive Committee, in an emergency, shall have all of the powers of the Board between meetings, except the power to amend the Articles of Incorporation, these Bylaws, to dissolve Crime Stoppers, Inc., or remove a member of the Board. Meetings may be called by the Chairman or by any two members of the Committee and three members shall constitute a quorum.

Section 4: Nominating Committee: A nominating committee of three members of the Board shall be elected by ballot, immediately upon adoption of these Bylaws and thereafter at the first regular meeting following the annual meeting in _____, from nominations received from the floor. Each nomination shall be with the consent of the nominee. A plurality vote shall elect and the member receiving the highest number of votes shall serve as Chairman.

Section 5: Duties: The nominating committee shall continually screen and consider the qualifications of potential candidates for members of the Board and Officers of Crime Stoppers, Inc. They shall, from time to time throughout the year, submit to the members of the Board, for their comment, the names of persons recommended for membership. The committee shall carry out the responsibilities assigned to it under Article VII, Nominations and Elections. To assure proper screening and consideration of candidates for the Board, members of the Board should make recommendations to the nominating committee at least forty-five (45) days prior to the election.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: Nominations: The nominating committee, after obtaining the consent of each candidate, shall distribute to each Board member, at least thirty-five (35) days prior to the annual election meeting or any meeting at which an officer or Board member is to be elected, a notice setting forth the following:

- A. A proposed single slate of candidates for any officer position to be filled.
- B. At least one candidate for each of the Board positions to be filled, setting forth the terms of each, where

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appropriate.

Section 2: Additional Nominations for Officers: Additional nominations for any officer position to be filled, after obtaining the consent of the nominee, may be made by petition signed by two members of the Board and delivered to the Chairman of the Nominating Committee at least seven days prior to the election. No member may sign a petition for more than one candidate for the same office.

Section 3: Election: The ballot submitted to the Board by the Nominating Committee shall include all the nominees selected under Sections 1 and 2 hereof and a plurality vote shall elect. A Board member may deliver an absentee ballot to the Secretary prior to the time the vote is taken.

Section 4: Vacancies: If vacancies occur, they shall be filled in accordance with the provisions of the Article.

Section 5: Notification: The Nominating Committee shall promptly notify candidates of the outcome of the election.

ARTICLE VIII: CONTRIBUTIONS AND DEPOSITORIES

Section 1: Contributions: Any contribution, bequests or gifts made to Crime Stoppers, Inc. shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2: Depositories: The Board of Directors shall determine what depositories shall be used by Crime Stoppers, Inc. as long as such depositories are located within the State, are authorize to transact business by the State of Texas and are federally insured. All checks and orders for payment of money from said depositories shall bear the signature of the Chairman, or the Chairman's nominee, and shall be countersigned by the Treasurer or the Treasurer's nominee; such nominees having been approved in advance by the Board of Directors.

ARTICLE IX: CONTRACTS AND DEBTS

All contracts and evidences of debt may be executed only as directed by the Board of Directors. The Chairman and the Treasurer shall execute, in the name of Crime Stoppers, Inc., all contracts or other instruments so authorized by the Board of Directors.

ARTICLE X: FINANCIAL EXAMINATION

An annual examination of the financial accounts of Crime Stoppers, Inc. shall be made by a certified public accountant appointed by the Chairman of the Board with the advice and consent of the Board. Crime Stoppers, Inc. shall operate on a fiscal year beginning the first day of ____ (month).

ARTICLE XII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters of procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular meeting or special meeting, provided that the amendment has been submitted to the Board in writing at lease thirty (30) days prior thereto. I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of _____ Crime Stoppers, Inc., on the ____ day of _____, 2____.

_____ Secretary

_____ Chairman