

**BYLAWS
OF
PUBLIC SAFETY CADETS**

Adopted 13 September 2018

**ARTICLE I
NAME, LOCATION, PURPOSES, MISSION AND REGISTRANTS**

1.1. Name. The name of the corporation is Public Safety Cadets (the “Corporation”), a nonstock corporation organized under the laws of the Commonwealth of Virginia.

1.2. Location. The principal office of the Corporation shall be within or without the Commonwealth of Virginia, as determined by the Board of Directors (“Board”).

1.3. Purposes. The purposes for which the Corporation is organized and operated are as set forth in the Articles of Incorporation.

1.4. Mission. The mission of the Corporation is to mentor young adults to serve their communities by providing knowledge, skills and practical experiences through education and training delivered by public safety professionals that build character, physical fitness, and respect for the rule of law and human and civil rights.

1.5 Registrants. The Corporation shall have three categories of registrants: Units, Cadets, and Mentors. A Unit is a component of the Corporation sponsored by a public safety agency or affiliated entity comprised of Cadets and Mentors. A Cadet is a young adult, 14 to 21 years of age, registered with a Unit. A Mentor is an adult, 21 years of age and older, who serves as a mentor to a registered Unit, or another adult volunteer who supports the mission of the Corporation. Each registrant must pay an annual registration fee established by the Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

2.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board may, from time to time, hire or designate staff, paid or volunteer, to carry out the Board’s direction under the oversight of the Board.

2.2. Number and Qualification. The Board of Directors shall consist of an odd number of persons, not less than nine (9) and not more than fifteen (15).

2.3. Elections. At the annual meeting of the Board of Directors, an election is held to choose new members of the Board of Directors.

2.4. Term. Each director shall serve a term of one (1) year or until his or her successor is elected and qualified. A director may serve successive terms.

2.5. Resignation and Removal. A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. A director may be removed with or without cause by a majority vote of all directors.

2.6. Vacancy. If a vacancy occurs on the Board of Directors for any reason, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of the directors. Any director named between annual meetings shall serve for the unexpired term of the director whom he or she is replacing.

2.7. Fiduciary Duties. Members of the Board of Directors have fiduciary duties and obligations to serve on the Board and act in the best interests of the Corporation and to avoid conflicts of interest, as provided in these Bylaws, the policies of the Corporation, and applicable law.

2.8. Reimbursement of Expenses. Directors shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize the reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization shall prescribe the procedure for approval of payment for such expenses by designated officers of the Corporation.

ARTICLE III **MEETINGS OF THE BOARD**

3.1. Annual Meeting. The Board of Directors shall conduct its annual meeting in Washington, D.C. on the Friday before the beginning of National Police Week for the purpose of general organization, the election of directors and officers, designation of committees, and consideration of any other business that may properly be brought before the meeting. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

3.2. Regular or Special Meeting in Addition to the Annual Meeting. A regular meeting of the Board of Directors shall be held each year at the site of the annual International Association of Chiefs of Police Conference. Other regular or special meetings of the Board of Directors may be held upon notice by word-of-mouth, letter, facsimile or electronic mail delivered not later than forty-eight (48) hours prior to the time for the meeting, upon call of the President or Secretary, or at least three (3) directors.

3.3. Place of Meetings. Meetings of the Board of Directors, annual, regular or special, may be held either within or without the Commonwealth of Virginia. Board members may participate in any Board meeting via telephone conference, audio-visual communication or any

other means so long as all members of the Board attending that meeting can hear and communicate with each other at the same time.

3.4. Quorum and Voting. Action may be taken on a matter by the Board of Directors at a meeting at which a quorum is present. A quorum of the Board of Directors consists of a majority of all voting directors in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board.

3.6. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each director gives written consent to the action. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a future prospective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. A consent signed under this Section shall have the same effect of a meeting vote and may be described as such in any document.

ARTICLE IV **OFFICERS**

4.1. Election, Title and Term. The officers of the Corporation are a President, Vice President, Secretary, and a Treasurer (each an “elected officer”); the Corporation may also choose to engage a Chief Executive Officer. Elected officers shall be elected by the Board of Directors from amongst themselves each year at the annual meeting, and serve for a term of one year and may serve consecutive terms. Any two or more elected offices may be held by the same individual. The Board of Directors may also appoint such other officers and assistant officers and agents as deemed necessary by the Board.

4.2. Duties of the Elected Officers. The elected officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President acts as chair of the Board of Directors, presiding at meetings, the Vice President acts in place of the President when the President is not available, the Treasurer is the financial officer of the Corporation, and the Secretary is responsible for preparing or supervising the preparation of the minutes of meetings and for maintaining the records of the Corporation.

4.3. Chief Executive Officer. The Chief Executive Officer (if any) shall have full authority for the management of the Corporation’s day-to-day affairs, subject to the specifications in these Bylaws or other governing documents, and to the direction of the Board, the Executive Committee, or the President. The Chief Executive Officer shall be an *ex-officio*, non-voting member of the Board of Directors and the Executive Committee.

4.4. Resignation and Removal. An officer may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation shall be

effective when the notice is delivered unless the notice specifies a later effective date. An officer may be removed with or without cause by a majority vote of all directors.

4.5 Vacancies. If a vacancy occurs among the officers for any reason, the position is filled for the unexpired portion of the term by the Board.

4.6 Compensation. Officers, except the Chief Executive Officer, do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy. The Chief Executive Officer shall be entitled to compensation as approved by the Board.

ARTICLE V

EXECUTIVE COMMITTEE

5.1. Members. The Executive Committee shall have the following members: the President, Vice President, Secretary, and Treasurer. The President shall preside at meetings of the Executive Committee. The Chief Executive Officer (if any) will attend and participate in Executive Committee meetings as an *ex-officio*, non-voting member, except those meetings or portions thereof that address his or her evaluation or compensation.

5.2. Powers. The Executive Committee may exercise the powers of the Board between regular meetings of the Board, in accordance with the policies and procedures established by the Board to govern the actions of the Committee. The Executive Committee does not have the power to elect or to remove Officers or Directors. Proper minutes and records shall be kept of all Executive Committee meetings and such items shall be distributed to the Board at the Board meeting immediately following the Executive Committee meeting. The Board shall have the authority, as it deems fit, to change, amend, modify or repeal any action of the Executive Committee.

5.3. Quorum and Voting. A majority of the members of the Committee shall constitute a quorum, and action of the Committee may be taken by a majority vote at a meeting where a quorum is present.

ARTICLE VI

NATIONAL COMMITTEES

6.1. Members. Each career sector, as determined by the Board of Directors, will form its own National Committee. The National Committee for each career sector will have a Chair, Deputy Chair and any number of Vice Chairs, Committee Chairs, and members deemed necessary by the Chair. The Board of Directors will approve the Chair of each National Committee. The Chair of each National Committee will appoint members of the National Committee with the advice and consent of the Deputy Chair and Vice Chairs. The Chair of each National Committee will serve as a non-voting, *ex-officio* member of the Board of Directors.

6.2. Responsibilities. Each National Committee will be responsible for developing and maintaining a national structure and governance document that will be subject to the approval of the Board of Directors. Each National Committee will develop and maintain a Career Program Guidance and Policy Manual, and any related procedure and/or protocol documents, necessary for the safe, effective, and efficient operation of the program. Each National Committee will be responsible for developing, planning, and executing activities and events in support of the program. Each National Committee Chair, or a designee, will prepare and deliver a written “State of the Career Sector” document at the annual meeting of the Board of Directors, and verbally summarize its contents at the meeting. The document will detail programs, activities, and national events conducted during the previous year, outline future objectives, discuss any problems or issues and recommendations for resolution, and any information that should be brought to the attention of the Board of Directors. The Board of Directors will provide the template for this document.

6.3. Quorum and Voting. A majority of the members of a National Committee shall constitute a quorum, and action of the National Committee may be taken by a majority vote at a meeting where a quorum is present.

ARTICLE VII ADVISORY BOARDS

7.1. Members. The Chair of each National Committee will appoint members to a corresponding Advisory Board with the advice and consent of the Deputy Chair and Vice Chairs. The Advisory Board shall be comprised of notable and distinguished active duty or retired career professionals, or the President or Chief Executive Officer of allied career professional associations.

7.2. Powers. Advisory Board members are considered *ex-officio*, non-voting members of their corresponding National Committee. Advisory Board members provide advice, guidance, recommendations, and other support as necessary to the corresponding National Committee.

7.3. Quorum and Voting. A majority of the members of an Advisory Board shall constitute a quorum, and action of the Advisory Board may be taken by a majority vote at a meeting where a quorum is present.

ARTICLE VIII OTHER COMMITTEES

8.1. Other Committees. The Board of Directors may appoint any other committees, task forces, or working groups it deems necessary or advisable. Committees made up exclusively of directors shall be committees of the Board and may be delegated Board authority. All other committees shall be advisory in nature.

ARTICLE IX

MISCELLANEOUS

9.1. Policies. The Board of Directors may establish policies that are consistent with applicable law and with these Bylaws for the operation, procedures and programs of the Corporation.

9.2. Parliamentary Authority. The latest edition of Robert's Rules of Order, where not in conflict with the Corporation's Articles of Incorporation, Bylaws, or other policies, shall govern meetings and actions of the Board.

9.3. Indemnification and Insurance. The Corporation shall indemnify each of its directors and officers to the full extent permitted by law. The Corporation shall also have power to make any other indemnification that is permissible under the law and authorized by resolution of the Board of Directors. The Corporation shall maintain liability insurance, including Directors and Officers Liability insurance, in such amounts and under such terms as the Board of Directors may from time to time determine.

9.4. Amendment. Amendments to these Bylaws may be made by a majority vote of the Board of Directors.