

**BYLAWS
OF
MISSISSIPPI ASSOCIATION OF SCHOOL RESOURCE OFFICERS, INC.
A Mississippi Nonprofit Corporation**

ARTICLE I NAME

The name of this corporation is Mississippi Association of School Resource Officers, Inc.

ARTICLE II OFFICE

Section 2.1 General Purposes. The principle office of the corporation for transaction of its business is located at PO Box 3746, Tupelo, MS. The Board of Directors shall designate and may change the principal office from one location to another within Mississippi. Any change of location of the principal office shall be noted by the secretary on these bylaws in the place or places where the corporation is qualified to conduct its activities.

ARTICLE III PURPOSES

Section 3.1 General Purposes. This Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Laws of the State of Mississippi for the public and educational purposes.

Section 3.2 Specific Purposes. Within the context of its general purposes this corporation is created:

- (a) For the advancement of education and charity, and any other related or corresponding purposes by the use and distribution of its funds for such purposes.
- (b) To provide a means to disseminate, share, advise, and coordinate information on the value of qualified law enforcement officers to teach elementary, middle/junior high school, and high school students on the principles of good citizenship and community responsibility.
- (c) To demonstrate, by example and other means, the dangers associated with alcohol and drugs, criminal activities, and other anti-social behavior.
- (d) To serve as an educational association for law enforcement officers, school safety officers, and school safety administrators working with juveniles and to enhance juvenile understanding of law enforcement, civil, and criminal justice system and the school safety concept.

(e) To promote community involvement in all aspects of the educational system.

Section 3.3 Limitations. To operate exclusively in any other manner for such educational and charitable purposes as will qualify as an exempt organization under Section 501 C (3) of the Internal Revenue Code 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE IV MEMBERS

This corporation shall have the following classes of membership:

Section 4.1 Active Members (Regular). A person shall be eligible for active membership if he or she is a Mississippi Department of Education (MDE) certified School Resource Officer (SRO) or former MDE certified SRO, still active law enforcement and in good standing, or retired SRO or a school based officer, e.g., DARE.

Section 4.2 Supporting Members (Reserve). Supporting membership may be conferred on any person who expresses an interest in furthering the objectives and purposes of the Corporation, e.g. School Safety Officers.

Section 4.3 Honorary Members. Honorary membership may be conferred on any person who has expressed and demonstrated an interest in the advancement of school safety programs as part of the Mississippi educational system.

Section 4.4 Life Members. Life membership is given to all past presidents, who leave the post, in good standing, or to members, who are selected and voted on by the Board.

Section 4.5 Fees and Assessments. The Board may assess membership fee as a condition of initial or continued membership. This fee shall be collected prior to membership approval.

Section 4.6 Membership Meetings. Meeting of the active members shall be held at least annually and at such place that the Board designates by resolution or, if not so designates, at the principal office of the corporation, upon giving a minimum of five (5) business days notice by mail, email or publication.

(a) The annual membership meeting will be held for the purpose of election of officers, when applicable and to approve matters pertaining to the corporation as the Board of Directors may direct from time to time.

(b) The active members present at any annual meeting of members shall constitute a quorum for the purpose of election or to transact business. Only active members (regular) may vote in any election or on corporation matters presented to the membership.

ARTICLE V DIRECTORS

Section 5.1 General Corporate Powers. Subject to the provision and limitation of the Mississippi Nonprofit Corporation Laws and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions of the Board of Directors, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the Board.

Section 5.2 Specific Powers. Without prejudice to the general powers set forth in Section 5.1 of these bylaws, but to the same limitations, the Director shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board, all the corporation's committees, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office from one location to another; conduct its activities within Mississippi; designates any place within the state for holding any meeting.
- (c) Adopt and use a corporate seal.
- (d) Borrow money and incur indebtedness for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, and other evidences of debt and securities.

Section 5.3 Number and Qualifications of Directors. The authorized number of directors shall be no less than nine (9), to include the director or representative of the CEO or SSO of the State of Mississippi and Each elected officer; the immediate past president, and a regional director from each of the following regions shall constitute the Board of Directors.

Region 1: Representing the counties of: De Soto, Tunica, Tate, Panola, Coahoma, Quitman, Yalobusha, Tallahatchie, Grenada

Region 2: Representing the counties of: Lafayette, Pontotoc, Lee, Itawamba, Marshall, Benton, Tippah, Alcorn, Tishomingo, Prentiss, Union

Region 3: Representing the counties of: Washington, Humphreys, Leflore, Holmes, Carroll, Montgomery, Sunflower, Bolivar, Attala

Region 4: Representing the counties of: Choctaw, Oktibbeha, Calhoun, Chickasaw, Monroe, Webster, Clay, Lowndes, Winston, Noxubee

Region 5: Representing the counties of: Sharkey, Yazoo, Issaquena, Warren, Madison, Warren, Hinds, Rankin, Claiborne, Copiah, Simpson

Region 6: Representing the counties of: Smith, Jasper, Clarke, Leake, Neshoba, Kemper, Scott, Newton, Lauderdale

Region 7: Representing the counties: Jefferson, Adams, Franklin, Lincoln, Lawrence, Wilkinson, Amite, Pike, Walthall

Region 8: Representing the counties of: Jefferson Davis, Marion, Covington, Jones, Wayne, Lamar, Forrest, Perry, Greene

Region 9: Representing the counties of: Pearl River, Stone, George, Hancock, Harrison, Jackson

CEO/SSO: Representing the Campus Enforcement Officers and School Safety Officers for the entire state of Mississippi

Section 5.4 Vacancies on the Board of Directors:

(a) Events Causing Vacancies. A vacancy on the Board shall exist on the occurrence of the following: (1) the death, illness or written resignation of any member; (2) the declaration by resolution of the Board of a vacancy in the office of a member, who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty; (3) failure to attend three (3) consecutive meetings of the Board; (4) non-performance of duties. Such board member may request a hearing with the Board to explain the absences within ten (10) days of being notified of the Board's intentions.

(b) Resignation. Except as provided below, any member or officer may resign by given written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective. If a member or officer's resignation is effective at a later time, the Board may elect a successor to take office as of the date the resignation becomes effective.

Section 5.5 Board of Director Meetings. The Board shall hold an annual meeting for the purpose of organization and transaction of other business. Other regular or special meetings of the Board may be held at such time and place as the Board may determine from time to time.

(a) Special meetings of the Board for any purpose may be called at any time by the president or any vice president. Notice of the time and place of special meetings shall be given to each member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) by telephone, either directly to the member or to a person at the member's office, who would reasonably be expected to communicate that notice promptly to the member; or (4) by email. All such notices shall be given or sent to the member's address or telephone number or email address as shown on the records of the corporation.

(b) Notices sent by first class mail shall be deposited in the United States mails at least seven (7) days before a special meeting of the Board. Notice given by personal delivery, telephone, email shall be delivered at least 72 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the principal office of the corporation. Notice of a special telephonic (conference) meeting of the Board or Executive Committee shall be given at least 24 hours prior to the meeting.

(c) Notice of a meeting need not be given to any board member who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting not be given to any board member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 5.6 Quorums. A majority of the Board presents at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is presented shall be the act of the Board, including, without limitation, those provision relating to (a) approval of contracts or transaction in which a member has a direct or indirect material financial interests, (b) approval of certain transactions between corporation having common directorships, (c) creation and appointment to committees of the Board, and (d) indemnification of members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5.7 Action Without a Meeting. Any action that the Board is required or permitted to take will not be taken without a meeting, unless all members of the Board consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consent shall be filed with the minutes of the proceedings of the Board.

Section 5.8 Compensation and Reimbursement. Officers may not receive compensation; if any, for their services as officers. Reimbursement of expenses, as the Board may determine by resolution to be just and reasonable to the corporation may be approved.

Section 6.1 Committees of the Board. The Board, by resolution adopted by a majority of the directors, provided a quorum is present, may create one or more committees, each consisting of two or more directors. Appointments to committees of the Board shall be made by the president and vice president and approved by majority vote of the directors. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- (a) Fill vacancies of the Board or on any committee that has the authority of the Board;
- (b) Amend or repeal bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board that, by its express terms is not so amenable or repeatable;
- (d) Create any other committee of the Board or appoint the member of committees of the Board; and
- (e) Approve any contract or transaction to which the corporation is a party and in which one or more of its members has material financial interest. Notwithstanding any provision of these bylaws to the contrary, the president, as chief executive officer of the corporation and with the concurrence of a vice president, may appoint or designate a member of the Board to serve as an alternate or substitute member of a committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the corporation, and no meeting of the Board is planned at such time as to allow a delay of such appointment to a committee.

Section 6.2 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 6.3 Executive Committee. There is created an Executive Committee of the Board, which shall be comprised of the president, who shall serve as president, the vice president, secretary, treasurer (chief financial officer), and the immediate past president. The Executive Committee shall act with and have all authority of the Board to act on behalf of the corporation.

ARTICLE VII OFFICERS

Section 7.1 Officers of the Corporation. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer (chief financial officer) and an immediate past president. The corporation may also have at the Board's discretion, more than one vice president, one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed with Section 7.3 bylaws. Only one office may be held by the same person.

Section 7.2 Elections, Designation, and Term of Office. All officers, except those appointed pursuant to Section 7.3, the Secretary and Treasurer (chief financial officer) shall be elected by the active members (regular) at an annual meeting of the corporation. Officers shall hold office until the expiration of their term of office. The office of president and vice president of the Association shall be filled by progression of the chairs. Each term of office, whether by election or succession shall be for two (2) years. The offices of Secretary and Treasurer shall be made by presidential appointment; subject to the advise, consent and approval of the Board of Directors.

Section 7.3 Other Officers. The Board may appoint any other officers. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these bylaws or determined by the Board.

Section 7.4 Removal of Officers. Any officer may be removed, for cause, with the approval of the voting power of the corporation, at any regular or special meeting of the regular members and such officer shall be removed should he/she cease to be qualified for the office as provided in these bylaws.

Section 7.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice; the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7.6 Vacancies of Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7.7 President. Subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all board meetings. The President shall have such other powers and duties as the Board or bylaws may prescribe. The President shall only vote if there is a tie.

Section 7.8 Vice President. If the President is absent or disabled, the Vice President shall perform all duties of President. When so acting, the Vice President shall have all powers of and be subject to all restrictions of the President. The Vice President shall have other powers and perform such other duties as the Board or these bylaws may prescribe. The Vice President will by succession of the chairs to the President's role after his/her term of office.

Section 7.9 Secretary.

(a) Books of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of the Committees of the Board. The minutes of the meeting shall include the time and place, that the meeting was held, whether the meeting was annual, regular, or special and, if special, how authorized the notice given, the names of those present at the Board or Committee meeting. The Secretary shall keep or cause to be kept, at the principal office, if any, a copy of the articles of incorporation and bylaws, as amended to date.

(b) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of Committees of the Board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) The Secretary shall be appointed by the President.

Section 7.10 Treasurer (Chief Financial Officer).

(a) Books of Accounts. The Treasurer (Chief Financial Officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members such as financial statements and reports as are required to be given by law, by these bylaws, or by the Board. These books of account shall be open to inspection any member, in good standing, at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as Chief Financial Officer and the financial condition of the Corporation, and shall have other duties as the Board or the bylaws may prescribe.

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

(d) The Chief Financial Officer shall be appointed by the President.

Section 7.11 Immediate Past Presidents.

- (a) The immediate past president shall serve as a member of the Executive Committee and the Board of Directors as an advisor provided that he/she served his/her full elected term.
- (b) The immediate past president will serve as chairman of the Election Committee for both special and general elections.

Section 7.12 Sergeant at Arms.

The Sergeant at Arms has various duties, but is primarily responsible for organizing meetings, following protocols and keeping board members in order. The Sergeant at Arms is an appointed position with voting power.

(a) Before Board Meetings.

The Sergeant at Arms typically sets up the venue before the meeting starts and checks that everything is in order before other board members arrive. He/she may organize equipment and set up refreshments. If new members are attending their first meeting, the Sergeant at Arms greets them and briefs them on protocol and procedures; he/she also welcomes any guests. The Sergeant administers sign-in documentation, ensures that the meeting starts on time and checks that only authorized members are present.

(b) During Board Meetings

During meetings, the Sergeant at Arms keeps order. If other board members or meeting attendees are disruptive, the Sergeant may warn them and, in extreme cases, eject them from the meeting. The role may involve some administrative tasks such as collecting ballots, tallying votes and recording attendance. In addition to Sergeant at Arms Duties, this Director also has to meet his/her responsibilities to his general board and committee roles during meetings.

(c) After Board Meetings

The Sergeant at Arms typically oversees the cleanup process after meetings, either alone or with the help of other board members. He/she packs up equipment and materials, and restores the room or hall to its original state after the meeting. The Sergeant is typically responsible for the safe storage of any equipment, supplies and property owned by the organization, inventorying them after each meeting and reordering supplies when needed.

ARTICLE VIII ELECTION OF OFFICERS AND DIRECTORS

Section 8.1 Election of Directors. Each regional director shall be elected to a two (2) year term of office. All active School Resource Officers (SRO) who are members (regular), in good standing within the designated region, shall elect their regional Director by ballot returnable to the person or Committee designated by the Board of Directors. All School Safety Officers (SSO) who are active supporting members (reserve), in good standing, shall elect their SSO Representative for the state by ballot returnable to the person or Committee designated by the Board of Directors.

Section 8.2 Nominations. An active (regular) member, in good standing, may run as a candidate for regional director for his/her region, which nomination must be submitted, in writing, to the Chairman of the Election Committee, or the Secretary on or before May 31, of any election year. One active supporting member (reserve), in good standing, may run as a candidate for SSO Director (Representative) for the state, which nomination must be submitted in writing, to the Chairman of the Election Committee, or the Secretary on or before May 31, of any election year.

Section 8.3 Notices and Balloting. Whenever a regional office for election is challenged, a biography and campaign platform, if any, of each candidate will be available with ballots to those regular members entitled to vote.

Section 8.4 Certification of Election. The Elections Committee shall be responsible to count all ballots returned and shall certify each election for office. Elected officers shall assume their office within ninety (90) days of the adjournment of the annual meeting of the Board and members.

Section 8.5 Election of Officers. Each officer, except those who take office by succession, shall be nominated and elected by written ballot for a two-year term. An active member (regular), in good standing, may run as a candidate for a specific office by submitting his/her intentions, in writing, to the chairman or the secretary of the Elections Committee. Officers, other than regional directors, shall be elected as an officer or director, the person must be employed or appointed as a School Resource Officer or administrator in charge of a school resource officer program. One active supporting member (reserve), in good standing, shall be nominated and elected by written ballot for a two-year term. The person must be employed or appointed as a School Security Officer or administrator in charge of a school safety program.

Section 8.6 Voting Privileges. Extended to Vice President, Secretary, Treasurer, Regional Representatives, Sergeant at Arms and CEO/SSO Representative. The president will only vote if there is a tie.

ARTICLE IX INDEMNIFICATION

Section 9.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these bylaws including persons formally occupying any such position, against all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred by them in connection with any claim or legal proceeding as that reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal law.

Section 9.2 Approval of Indemnity. On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the Board cannot authorize indemnification because the number of members, who are parties to that proceeding with respect to which indemnification is sought prevents the appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met and if so, the committee shall authorize indemnification.

Section 9.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9.1 and 9.2 of these bylaws in defending any proceeding covered those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 9.4 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, members, employees, and other agents, against any liability asserted against or incurred by any officer, member, employee, or agency in such capacity or arising out of the officers, member's employees, or agents' status as such.

ARTICLE X RECORDS AND REPORTS

Section 10.1 Maintenance of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its board and committee of the Board; and
- (c) A record of each person's name and address, which is associated with this corporation as member, officer, employee, or agent.

Section 10.2 Accounting Records and Minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books, records, and the minutes of the proceedings of the Board and Committee of the Board, at any reasonable time for purpose reasonably related to the members' interest. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

Section 10.3 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, as its principal business office, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by any member at all reasonable times during office hours. A member shall have an absolute right to inspect the Corporation books, records, documents of every kind, or physical properties.

Section 10.4 Annual Reports. The Board shall cause an annual report to be sent to the officers and directors within 180 days after the end of the Corporation's fiscal year:

- (a) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year;
- (b) The principal charges in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the Corporation, both restricted and unrestricted to particular purpose; and
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes. The annual report shall be accompanied by any report on it of independent accountants or if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

ARTICLE XI CONSTRUCTION AND DEFINITIONS

Section 11.1 Unless the context requires otherwise, the general provisions, rules of construction and definition in the Mississippi Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender including the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "persons" includes both a legal entity and a natural person.

ARTICLE XII BYLAWS AMENDMENTS

Section 12.1 The Board may adopt, amend, or repeal bylaws at any regular or special meeting provided timely written notice is given to each member of the Board, together with a statement of the subject area of the bylaws to be considered for adoption, amendment, or repeal.

ARTICLE XIII FISCAL YEAR

Section 13.1 The fiscal year of the Association shall be June of each year.

ARTICLE XIV CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting secretary of the Mississippi Association of School Resource Officers Inc., a Mississippi nonprofit corporation, and that the above bylaws consisting of (13) pages, are the bylaws of this Corporation as adopted by the Board of Directors on February 17, 2023 and that they have not been amended or modified since that date.

Executed on this 17 day of February in the year 2023.

Location Online via Microsoft Teams

A handwritten signature in black ink, appearing to be "Tasha L. Jones", written over a horizontal line.

Secretary MASRO