

**By-Laws of**

**NASSLEO, Inc.**

**A Florida Corporation**

**Formed July, 2009**

**Not for Profit**

**Pursuant to Florida Statutes Chapter 617**

**Extending and Improving 40 years of Progress by  
National Association of School Safety Directors, Inc.  
and**

**National Association of School Safety and Law Enforcement Officers, Inc.**

**Operating as the**

**NATIONAL ASSOCIATION OF SCHOOL SAFETY  
AND LAW ENFORCEMENT OFFICIALS**

**APPROVED AT THE FIRST ANNUAL MEMBERSHIP MEETING  
LOS ANGELES, CALIFORNIA  
JULY 19-21, 2010**

**BY-LAWS OF  
NASSLEO Inc.**

**A Florida Corporation Not-for-Profit**

**Article I. Name**

The name of the corporation shall be NASSLEO Inc. Hereafter in these by-laws, the single word "NASSLEO" shall mean NASSLEO Inc., as shall the words "the Corporation." The corporation shall register and use the fictitious name "National Association of School Safety and Law Enforcement Officials" in carrying out its purposes.

**Article II. Purpose**

NASSLEO, Inc. (hereinafter "NASSLEO" or "the corporation") has been organized to carry on and expand the purpose of the now defunct National Association of School Safety and Law Enforcement Officers, Inc., originally established in 1969 as the National Association of School Security Directors, Inc., operating continuously thereafter under section 501(a) of the Internal Revenue Code of the United States. Expanding and strengthening the mission of the old corporation is determined by the membership of the old corporation to be best accomplished by qualifying under section 501(c)(3) of the Internal Revenue Code of the United States of America as that section now exists or may hereafter be amended as a charitable (educational) entity for all of the purposes set forth in these by-laws. The corporation shall respond to needs presented to it by being able to manage itself through flexible methods of national communication in an electronic era.

The corporation is organized for the purpose of attracting a broad-based membership with emphasis on providing a clearing-house for communication among executives, professionals and supervisory officials in school security and school safety, as set forth in Article III, below. Other purposes shall be:

- (1) research in the areas of school security and school safety for the purposes of informing members, school officials, parents and students concerning problems and best practices;
- (2) conducting educational conferences and forums on a national, regional and state level on the subject of school security and school safety;
- (3) encouraging high school and college students to pursue careers in law enforcement and school security by, among other methods, granting college scholarships from time to time to high-achieving students deemed to have shown an interest in entering into law enforcement or school administration;
- (4) offering information and assistance in planning and implementation of school safety and security programs to educators at pre-school, elementary and secondary

school levels and to other public officials involved with them on a low or no-cost basis

- (5) publishing materials designed to support the activities mentioned above and distributing same on an international and regional basis;
- (6) working on a non-partisan basis with state and federal agencies in an educational capacity. Such agencies will include but not be limited to the U.S. Department of Education and the U.S. Department of Justice, including without limitation, the latter agency's Office of Juvenile Justice Delinquency and Prevention;
- (7) providing to the corporation's members and non-members engaged in school safety operations a central repository for exchange of questions, ideas and suggestions on such subjects.

NASSLEO, Inc. is authorized to establish and engage in any lawful business or enterprise not in conflict with the purposes authorized under section 501(c)(3) of the Internal Revenue Code of the United States of America or the Statutes of the State of Florida. In particular, the corporation

- 1) May acquire all of the assets, including non-corporeal assets, of the National Association of School Safety and Law Enforcement Officers, Inc., the old corporation, fulfill any and all business obligations of the old corporation and hold harmless all the officers and directors for any actions taken prior to the acquisition as though such activities had been accomplished originally by NASSLEO, Inc. ; and,
- 2) Is prohibited from allowing any of the assets of the corporation, as originally constituted, or hereinafter acquired, or any of its activities or income to inure to the benefit of any private shareholder or individual or to any corporation not organized, existing and operating as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal law.
- 3) Is prohibited from engaging in political or lobbying activities prohibited by such law.

In the performance of its purpose, NASSLEO, Inc. shall have all powers granted to such corporations by the laws of the State of Florida applicable to it and not in conflict with the tax law or policy of the United States of America.

### **ARTICLE III Business Offices**

The corporation shall maintain an office at the location of its corporate registered agent in the state of Florida as the same may from time to time be established or amended by the Board of Directors in keeping with the requirements of Florida Statutes Chapter 617. The original corporate agent shall be Gary Avery, Legal Advisor to the Board, 1951 N.E. 39<sup>th</sup> St., Apartment 250, Lighthouse Point, FL 33064, for whom the mailing address shall be 3907 N Federal Highway, #118, Pompano Beach, FL 33064-6042. Designation of a successor to the corporate agent shall be within the exclusive jurisdiction of the Executive Committee of the Board of Directors.

In addition the corporation may maintain such offices at other locations within or outside of the state of Florida as the Executive Committee of the Board of Directors may from time to time determine.

#### **Article IV. Membership**

Membership in NASSLEO shall be divided into classes as follows.

**Regular Members.** Regular membership is open to any person whose primary occupation involves the planning, administration or supervision of school safety or security including, but not limited to, school teachers, school administrators and supervisors, school assigned law enforcement officers including school liaison officers, violence prevention specialists, risk managers, safety coordinators and crisis managers and any immediate subordinate or supervisor of such persons.

Regular Members shall be entitled to all of the rights and privileges of the Corporation including the right to vote, hold office and receive the benefits of any special programs for which the Officers, Directors or general membership have contracted.

Regular Members shall be subject to payment of full annual dues as the same may from time to time be established by the Board of Directors.

A Regular Member who ceases to be qualified in such capacity may continue as a Member Emeritus and may serve out his or her normal term as Director or Officer of the Corporation. Notwithstanding the foregoing sentence, the President-Elect shall not accede to the Presidency under the terms of this paragraph.

**Member Emeritus.** A former regular member of NASSLEO Inc. or of the old corporation who is currently ineligible for regular membership by reason of having retired or who has changed occupations is may continue to participate as a voting member of NASSLEO unless it is determined by the Board of Directors, in its sole discretion, that it would not be in the best interests of NASSLEO to allow such continuation of membership. The decision of the Board shall be final.

A member emeritus shall have all of the rights and privileges of a regular member but may not be elected to the Board from a region or be elected to the position of Officer of the Corporation.

**Associate Member.** Any natural person is qualified, if not otherwise eligible for regular membership, to become an associate member if such person has demonstrated, to the satisfaction of the Board, a desire to support the mission of the corporation as set forth in Article I and who is of exemplary character. Any person otherwise eligible for regular

membership who is not subject to payment of full annual dues applicable to regular members shall automatically be an associate member until such time as that person pays full normal dues. An associate member may not be elected to the Board of Directors or to serve as an Officer of the Corporation and may not vote at any meeting of the members.

**Honorary Member.** Any natural person, upon selection by the Board of Directors, shall be an honorary member by reason of a determination by the Board that such person has made an outstanding contribution to school safety or security deserving of such special recognition. Such person shall be exempt from dues but may not be elected to the Board of Directors or to serve as an Officer of the Corporation and may not vote at any meeting of the members.

**Corporate Member.** Entities other than natural persons, such as corporations, associations, and partnerships may participate as corporate members. The Board of Directors shall grant such membership only upon determination that the activities of such entity lend to the furtherance of the corporate mission and shall in no way detract from the mission, goals, powers or reputation of NASSLEO. Fee structure for such corporation and other details of such membership shall be as set by the Board of Directors, whose decision shall be final.

**DISQUALIFICATION.** One who is otherwise qualified to be a member of NASSLEO, Inc. shall cease to be qualified and shall be removed from the membership rolls if, in the exercise of its discretion, the Board determines that continued membership would result in the appearance of impropriety or otherwise reflect unfavorably on the reputation of the corporation. Such determination shall not be based in whole or in part on bias or prejudice illegal under the constitution or laws of the state of Florida or the United States of America including reasons involving free speech, race, religion or national origin. Normally, but not necessarily, the standard for disqualification shall include behavior creating the appearance of impropriety

Prior to considering disqualification, the Board shall cause the Executive Director to give at least two weeks notice to the subject member who shall be entitled to submit a written statement to the Board, which shall be given due consideration. The decision of the Board of Directors in all such cases shall be final. In the event of disqualification, the member shall immediately be entitled to the tender of a pro rata refund of fees.

**MEMBERSHIP FEE.** The fee for each type of membership may be reasonable established from time to time by the Board of Directors and shall be uniform within the particular category. There shall be no fee for Honorary Members. The fee for Retired Members may be reduced or waived. The fee for Associate Members and Corporate Members may be higher than that for Regular Members.

## **ARTICLE V. Meetings of the Membership**

Once in each calendar year during the months of June or July, unless the Board shall determine that unexpected circumstances such as national emergency require a delay in such meeting, the membership shall be invited to meet at the place in North America approved by the Board of Directors at which NASSLEO, Inc. is conducting educational conferences. At such meeting, a majority of the regular members attending the educational conferences shall constitute a quorum. In the absence of a quorum, the meeting shall be continued and matters subject to vote shall be submitted to the full membership in accordance with the "voting by mail" provision set forth below.

All matters of the type which normally are set forth to corporate shareholders shall be proper for presentation on the floor of the meeting. In the event of controversy, Roberts Rules of Order shall be the deciding guide. The President of the Association in office at the commencement of such meeting shall serve as Chair Person at the meeting with power to appoint. The corporate legal advisor shall be the parliamentarian at such meeting. In that person's absence, the chair shall appoint a parliamentarian to render opinions on procedural matters.

**Special Meetings of the Membership.** At other times, the Board may call for a meeting of the membership upon providing at least 30 days written notice to all members. The call for the meeting shall state the purpose of the meeting but statement of such purpose shall not limit the power of the membership at the meeting. Such meetings must be held at a publicly accessible place in the 48 contiguous states of the United States of America and members must be allowed to attend personally or by proxy, either general or limited. All proxy notices shall bear the notification that the member signing the proxy is entitled to limit the authority of the proxy holder but the member signing the proxy may use a general proxy instead of a limited proxy.

A Special Meeting of the Membership may also be called by vote or the Board of Directors or upon written petition of not less than ten percent of the total membership. For purposes of determining such figure, and to facilitate the calling of such a meeting, the Executive Director shall furnish a current list of members and their last-known mailing addresses to any regular member within two weeks following request by such member. The call for the meeting shall state the purpose of the meeting but statement of such purpose shall not limit the power of the membership at the meeting.

The quorum requirement at Special Meetings shall be the presence, in person or by proxy, of at least 25 percent of the total number of regular members and the requirement for passage of any measure except amendment of these by-laws shall be a simple majority of those in attendance. A vote of two-thirds of those present shall be necessary for amendment of the by-laws. In the absence of quorum, the meeting may continue on an informal basis and may call for an alternate meeting date with full notice requirement as set forth above. All other results of such meeting shall be considered advisory.

**Alternate Methods of Meeting.** Any action which would be proper during a membership meeting may be taken by polling the membership and receiving “yea” or “nay” votes by FAX, e-mail or by regular United States mail according to procedures established from time to time by the Executive Director. For such motions to be adopted, a minimum of 51 percent of the entire membership must approve. Motions requested by mail or e-mail shall be provided to the members at least 14 calendar days prior to the vote being due.

## **ARTICLE VI. Executive Director**

The affairs of the corporation shall be managed by an Executive Director who shall serve at the pleasure of the Board of Directors. The Executive Director shall have such powers as are normally vested in the Chief Operating Officer of a corporation unless broadened or restricted by the Board of Directors. The Executive Director of the corporation shall sign all contracts, make all decisions in the ordinary course of business, and manage all fiscal functions subject to review by the Executive Committee. In all matters concerning the Executive Director's authority, the Board of Directors reserves final authority but the Executive Director, having made a good faith decision, shall not be personally liable for action taken after the fact by the Board which may question or rescind such authority.

Compensation of the Executive Director shall be as determined by the Board of Directors. All reasonable and necessary expenses incurred by the Executive Director in the ordinary course of business of the corporation shall be paid directly or shall be reimbursed by the corporation subject to proper accounting measures.

Subject to budgetary restrictions imposed by the Board of Directors, the Executive Director shall be entitled to staff support at the expense of the corporation.

**Executive Director as Spokesperson.** The President shall be the official spokes person for the Corporation who may delegate authority in such regard to the Executive Director. In the absence of specific direction and in situations in which time does not allow coordination with the President, the reasonable discretion of the Executive Director shall be honored.

## **ARTICLE VII. Board of Directors**

The corporation shall be managed by a Board of Directors which shall operate in some instances through standing committees as set forth below. The Board shall, upon adoption of these by-laws, be constituted as follows and the incumbents shall be those persons who were the Board of the old corporation or those persons elected at the first annual meeting.

1. A Chair Person. The Chair Person shall be the Immediate Past President of the corporation. In the event the immediate past president does not qualify, the then-existent Chair Person shall hold over for a full term. In the event neither the immediate past President nor the prior Chair Person qualifies, the Board shall elect one of its own members to be the Chair and the composition of the Board shall be

reduced, temporarily and until the next Immediate Past President is available, by one. The Chair Person shall have a vote only in the case of an actual tie vote on any issue.

2. Seven (7) voting members selected by reason of their residence in geographic regions previously established by the old corporation which can only be changed by affirmative vote of the membership. Each such member shall be known as the "Regional Director" who shall serve a three year term. in the as set forth herein, each to be known as "regional director", serving in staggered three year terms. At the inception of the Corporation, the Regional Directors shall be the Directors who are then serving on the Board of the old corporation, whose terms on the Board of the Corporation shall expire at the same time that they would have expired had the old corporation not been dissolved. The corporation shall accept and honor the sitting Board Members and terms of the old corporation as in place at the time of acquisition of the assets and activities of the old corporation.
3. The five (5) Officers of the Corporation namely, President, President-Elect, Vice President, Secretary and Treasurer as set forth below.

**Board Committees.** There shall be three standing committees appointed by the President and serving at the pleasure of the entire Board which shall handle day-to-day functions normally carried out by the full Board and which shall make recommendations to the President on matters over which the President has authority and to the Board on matters of policy requiring Board action. The three committees shall be the Executive Committee, the Finance Committee and the Operations Committee.

**TERM LIMITS:** No member of the Board shall serve more than two complete terms of office in that capacity except in the circumstance in which there is no regular member of the corporation willing to stand for election. Written notice to the Executive Director of the desire of a member to be considered for election shall be sufficient to invoke this section of the by-laws. In the event that no regular member asks to be placed for election, the existing Board Member shall continue to serve. The exception to this paragraph shall be that if the Chair Person of the Board was previously a Regional or other Director while serving as President, the Chair Person shall be entitled to hold the office under the previously established guidelines.

**ELECTRONIC MEETINGS.** Meetings of the Board of Directors or any committee may be called by the Executive Director, President, Board Chair Person or any two voting members of the Board acting in concert or may be set as regular meetings by the Board or applicable committee on a predetermined schedule which shall be known as regular meetings. Meetings other than regular meetings shall require a minimum of 72 hours advance notice except in case of emergency. Notice of the meeting may be given by telephone, fax or e-mail and shall normally be given by the office of the Executive Director.

Meetings will normally be held by conference call. Any member of the Board wishing to participate in a conference call meeting or to be present at a physical board meeting by means of being conferenced into the meeting shall notify the Executive Director at least 24 hours in advance and the Executive Director shall make the required arrangements.

**ADOPTION OF MOTIONS BY E-MAIL** Any action which would be proper during a regular or special meeting of the Board may be adopted by polling the Directors entitled to vote and receiving “yea” or “nay” votes by e-mail or by regular United States mail at the option of the voting member. For such motions to be adopted, the affirmative vote of at least two-thirds of the natural persons entitled to vote shall be required. Motions requested by mail or e-mail shall be provided to the directors at least 7 calendar days prior to the vote being due. Any Director wishing to discuss such measure on a Conference Call meeting shall notify the Executive Director in a timely manner and such request shall be honored.

**VACANCY IN OFFICE.** In the event of a vacancy in the office of a regional director, the position shall be filled for the balance of the term by majority vote of the remaining voting directors. The Board may, at its discretion, fill the vacancy on an interim basis and place the position up for election for the balance of the unexpired term at the following annual conference.

**QUORUM.** Regardless of the method of meeting, a majority of the then-existing Board of Directors or Committee Members shall constitute a quorum.

## **MEMBERS OF THE BOARD NOT ELIGIBLE TO VOTE**

### **PAST PRESIDENTS**

As trusted advisors, all past Presidents of the Association, following completion of the terms as Chair Person of the Board, shall be eligible to continue to participate in Board meetings and deliberations but shall not be eligible to vote and shall not be counted for quorum purposes.

### **ADVISORS**

In addition to the members of the Board elected by the membership and eligible to vote, and the Past Presidents of the corporation, the Board may, at its discretion, create other positions as non-voting directorships and fill those positions either by Board Action or by action of the Membership. When elected or appointed to a position, the Director shall serve a two-year term except that the Board may, upon finding the position to no longer be required, abolish the position itself. Each person named under this section shall be entitled to participate in all Board Meetings but shall not be eligible to vote and shall not be counted for quorum purposes. Advisory

positions on the Board shall expire at such time as the creating Board may determine but not more than two calendar years after creation.

## **ARTICLE VIII: Officers**

The corporation shall have the following officers. Initially, the officers of the old corporation will become the officers of the corporation. All officers shall thereafter be elected by the membership subject to removal for cause by the Board of Directors or subject to having their posts be declared vacant by reason of disqualification as set forth above. Officers are only eligible to serve in their capacity as officers for so long as they remain regular members of the corporation except that an officer who is elected as a regular member may continue to serve after becoming a retired member, but only until the expiration of the current term of office.

### **President**

The President shall be the Chief Executive Officer of the Corporation for a two-year term and shall work closely with the Executive Director in the Executive Director's capacity as Chief Operating Officer. In the event of a vacancy in the Executive Director's position, the President shall become the interim Executive Director until the Board can select a replacement.

The President will be chosen as the President-Elect two years before the normal commencement of the term of office as President and shall succeed to the Presidency without further action by the voting membership.

### **President-Elect**

The President-Elect will stand for election two years prior to actually commencing the two-year term of President. The person chosen by the electorate will work closely with the President and Executive Director to achieve a smooth transition in the affairs of the corporation in keeping with its mission. In the event of a vacancy in the office of President, the President-elect shall assume the Presidency and serve the balance of the departing President's term. The President-Elect will then commence the regular term of office.

### **Vice President**

The Vice President serves a two-year term. In the event of a vacancy in the office of President-Elect, the Vice-President shall become President-Elect. The Vice President will be the principal liaison with Federal and State Offices with whom the corporation works and will coordinate with the Executive Director on fiscal planning including grant applications, corporate sponsorship and other fund-raising activity necessary to the fiscal health of the corporation.

### **Secretary**

The Secretary shall be the custodian of all records, excluding financial records, of the corporation and shall keep minutes of the meetings of the membership and of the Board of Directors. The shall serve or authorize the Executive Director to prepare and serve all notices of meetings and shall perform such other duties as the President or Board of Directors may assign.

### **Treasurer**

The Treasurer shall oversee the actions of the Executive Director and staff in keeping a complete and accurate account of all receipts and disbursements by the corporation. The Treasurer's function is primarily that of auditor of the books. The Treasurer shall direct the preparation of the corporation's annual budget and shall be responsible for making sure the application of funds is as the Board has directed. The Treasurer will be the final authority in reviewing and signing all necessary government reports and returns required of a not-for-profit corporation including the annual report to the Florida Department of Corporations and form 990, if applicable, or such other form as may be required by the Internal Revenue Service of the United States of America.

At such other times as the Board of Directors may instruct, the Treasurer shall render a statement of the financial condition of the corporation.

### **Removal From Office**

An Officer may be removed for good cause by a two-thirds vote of the Board Members present at a special meeting called specifically for that purpose. If an officer becomes ineligible to serve due to change of jobs or other circumstances of similar import, the Board shall monitor the situation and, if the condition is not rectified within 45 days, declare the position vacant and take appropriate action.

### **Article IX. Amendment**

These by-laws may be amended only by vote of the voting members of NASSLEO as set forth above, including by mail or electronic means, at a general membership meeting or special meeting. Amendment of the by-laws shall require a minimum 30 days notice to the Regular Members and the Associate Members. Correction of typographical or errors in grammar may be made by editors so long as there is no change in meaning nor actual or potential interpretation.

### **Article X. Dissolution**

NASSLEO, Inc. shall be dissolved by affirmative vote to dissolve taken at any time by a majority of the regular members. Dissolution will also take place upon final order of court and a decision shall be considered final when the Board of Directors chooses not

to appeal such order or allows time for appeal to expire. Dissolution shall also occur if involuntary bankruptcy is validly filed and the corporation fails to cure the condition giving rise to the bankruptcy.

### **DISTRIBUTION OF ASSETS**

Upon the dissolution of NASSLEO, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **INTERPRETATION**

All matters pertaining to the corporation shall be determined by Florida law and all contracts entered by the corporation shall reserve filing of suits against the corporation to Florida or to the Federal Courts of Florida to be decided under Florida law unless these requirements are specifically and expressly waived.