

**AMENDED AND RESTATED BYLAWS OF
FORT WORTH POLICE OFFICERS' ASSOCIATION
A Non-Profit Corporation**

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act (the "Act") and the Articles of Incorporation of the Fort Worth Police Officers' Association (the "Association"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Act or the provisions of the Articles of Incorporation of the Association, such provisions of the Act or the Articles of Incorporation of the Association, as the case may be, will be controlling.

**ARTICLE I
MEMBERS**

Section 1. Classes of Members. The Association shall have three (3) classes of members: Active, Associate and Honorary. The qualifications and rights, including voting rights, if any, of the members of each class shall be as set forth in this Article I. The classes of members shall be as follows:

a. Active Members. Only sworn police personnel (paid and under the direction of the Chief of Police) actually engaged in duties pertaining to the normal functions of the Police Department of the City of Fort Worth, Texas (the "Police Department") shall be eligible for Active membership in the Association. Active members in good standing are eligible to vote and hold office.

b. Associate Members. Associate members shall consist of those civilian employees of the City of Fort Worth, Texas, who, by virtue of their employment, are directly related to the functions of the Police Department during the span of their working hours on a regular basis, sworn warrant officers of the Fort Worth municipal courts, and reserve officers of the Police Department. Associate members shall have been employed in a police-related capacity for a period of not less than six (6) months prior to admission to membership; this length-of-employment requirement, however, may be waived upon approval by the Board of Directors (as hereinafter defined). Associate members are not eligible to vote or hold office; provided, however, the Associate Member Director (as hereinafter defined) shall be eligible to cast one (1) vote at matters considered at membership meetings and at Board of Directors meetings.

c. Honorary Members. Honorary members shall consist of persons who previously were Active members of the Association but retired from the Police Department and, thus, no longer qualify as Active members. Honorary members shall also consist of the spouses of deceased Active and Honorary members. Honorary members are not eligible to vote or hold office. No dues shall be assessed for Honorary members.

Section 2. Membership Dues. Active and Associate members shall be obligated to pay dues as assessed by the Association. Dues for Active members and dues for Associate members shall be assessed at the rate set by the Board of Directors. Dues shall be paid by payroll deduction for Active members and may be paid annually by Associate members.

Section 3. Termination of Membership. The Board of Directors, by the affirmative vote of two-thirds (2/3) of the full Board of Directors, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues. Whenever any membership shall terminate in any manner, the person whose membership has terminated and all persons claiming thereunder, by or through such person, shall not be entitled to any refund for dues

paid into or contributions or donations made to the Association, nor shall they have any claim whatsoever upon any of the funds, benefits or property of the Association.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any accrued but unpaid dues, assessment, or other charges.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary of the Association, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the full Board of Directors, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this Association is not transferable or assignable.

Section 7. Personal Liability of Members. The members of the Association shall not be personally liable for the debts, liabilities, or obligations of the Association.

Section 8. Legal Remedies. The Association retains no counsel for the benefit of its individual members to adjudicate differences arising through infractions of the rules of the Police Department nor differences arising between officers of the Police Department. Counsel for such purpose shall be retained by the individual members at the cost of the individual members. Counsel, however, may be retained by the Association to represent the interests of the members of the Association as a whole.

Section 9. Military Leave. An active member of the Association in good standing who enters the military service during a national emergency, or otherwise leaves his employment with the Police Department on account of compulsory service in any capacity in connection with the national defense in time of war or other national emergency, shall be deemed a non-dues paying Active member until his return to employment in the Police Department.

Section 10. Voluntary Leave. Whenever and for so long as an Active member of the Association in good standing is on an official leave of absence from the Police Department for any cause or reason, such member shall pay his dues for the time period in which he will be on leave in advance to the Treasurer.

Section 11. Suspension from the Police Department. An Active member of the Association will remain an Active member while suspended from the Police Department until final disposition of his suspension is obtained. Dues will be suspended during the member's suspension and until his reinstatement to active duty with the Police Department or termination from the Police Department.

Section 12. Fined or Suspended by the Association. Any member of the Association may be fined or suspended by the Association for violating the Bylaws of the Association or for engaging in conduct unbecoming of a police officer. Such violation would include divulging the business of the Association to non-members. Members aware of violations or of unbecoming conduct who fail to report such shall also be considered as committing a violation or engaging in unbecoming conduct. Allegations of such violation or conduct by a member shall be made in writing and presented to the Secretary of the Association. No member, however, shall be fined or suspended until the member has been afforded impartial trial and found guilty of the allegations made against him. When allegations have been made against a member that the member has violated the Bylaws or engaged in conduct unbecoming of an officer, the member shall be notified in writing of such allegations by the Secretary and be given two weeks to prepare and make his defense. The member against whom allegations were made shall be a preliminary trial by the Board of Directors. The member, however, may appeal any trial decision made by the Board of Directors to the membership whereby a trial before the membership shall be held. Any such decision then made by the membership shall be final and conclusive. Any member fine or punished by the Association shall be suspended from all rights and any privileges of membership until the member has paid such fine and/or complied with the requirements of his punishment.

ARTICLE II MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Association shall be held on the second Thursday of each month at a time, place, and date designated by the Board of Directors for the transaction of such business as may come before the meeting. The membership shall declare one of regular meetings during each fiscal year of the Association as the annual meeting of the members of the Association. Written notice of the time, place and date of each regular meeting shall be delivered by the Secretary not less than ten (10) nor more than sixty (60) days before the date of such meeting to each member who on the record date for the notice of the meeting is entitled to vote, at such member's address as it appears on the books of the Association at the time such notice is given.

Section 2. Special Meetings. Special meetings of all members may be called by the President upon the request of fifteen (15) Active members in good standing or by the Board of Directors. Written notice of the time, place, date and purpose of each special meeting shall be given by the Secretary not less than two (2) nor more than sixty (60) days before the date of such meeting to each person who on the record date for the notice of the meeting is a member, at such member's address as it appears on the books of the Association at the time such notice is given.

Section 3. Multiple Meeting Sessions. Regular and special meetings may be held in more than one session. When a meeting consists of more than one session, the business agendas of sessions shall be identical. A quorum shall be determined by the combined attendance of the sessions. The passing of all items voted upon shall be determined by the combined attendance of the sessions. Any items submitted for a vote of the membership at the latter session which were not presented at the session shall be submitted for a vote at the first session of the immediately succeeding month's meeting.

Section 4. Place of Meeting. The Board of Directors may designate any place within the State of Texas as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the Association; but if all members meet at any time and place either within or outside the State of Texas, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

Section 5. Record Date. Only those persons who are members at the close of business on the third business day preceding the date upon which the Association delivers notice of any meeting shall be entitled to receive notice of such meeting.

Section 6. Order of Business. Meetings of the members shall be conducted according to the rules of Robert's Rules of Order. At meetings of the members, business shall be transacted in the following order unless the chairman for such meeting transacts business in an alternate order: (a) Call to Order, (b) Reading of Minutes of Immediately Preceding Meeting, (c) Treasurer's Report, (d) Board of Directors' Report, (e) Committee Reports, (f) Unfinished Business, (g) New Business, and (h) Announcements. The Secretary of the Association shall prepare minutes of such meetings unless the President or the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the Association. The President shall serve as chairman of all members' meetings; however, if the President is absent from a meeting or is unable to act at a meeting, a chairman for that meeting shall be chosen by the Board of Directors.

Section 7. Responsibilities/Conduct of Members in Connection with Meetings.

a. Knowledge of Bylaws. Each member of the Association shall be furnished a copy of the Association's Bylaws. Ignorance of the Bylaws of the Association shall not serve as an excuse for any action or inaction by a member.

b. Addressing the Membership at Meetings. Any member of the Association desiring to make a motion, deliver his opinion, or speak upon any subject, shall respectfully address the chairman of the meeting. The member shall limit his comments to those in direct relation to the matter then under discussion. If two or more members attempt to speak simultaneously at a meeting, the meeting's chairman shall decide who shall speak first. The chairman may impose a limit on the amount of time that a member may address the membership at a meeting. No member shall interrupt another member's speech at a meeting. Further, no member shall speak more than once on the same subject at a meeting unless all of the members who desire to address the membership on such subject have had an opportunity to do so.

c. Motions. Motions shall not be subject to action until seconded.

d. Interested Members. No member of the Association shall vote on a matter which directly affects his own personal interests.

Section 8. Quorum. The presence of at least thirty-five (35) of the members entitled to vote at a meeting of the members held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. If a quorum is not present at any meeting, the members present and entitled to vote at such meeting may adjourn the meeting from time to time, without further notice other than an announcement at that meeting, until a quorum is present. At any such adjourned meeting at which a quorum is later present, any business may be transacted which might have been transacted at the meeting as originally convened. Any member who participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened shall not be counted toward a quorum.

Section 9. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater number is required by law, the Articles of Incorporation of the Association or these Bylaws.

Section 10. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation of the Association or these Bylaws, any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the members as would be necessary to take that action at a meeting at which all of the members were present and if the procedures set forth in the Act are followed.

Section 11. Proxy. With respect to any meeting of members at which the member was initially present, a member who leaves the meeting before its conclusion has the right to authorize another member to vote for the member on matters presented at such meeting by proxy; such proxy shall be valid only for such meeting. To authorize another member to act on a member's behalf by proxy, the member must execute a proxy statement so authorizing the other member to act on his behalf. Such member may generally authorize the other member to vote on his behalf, or specifically direct the manner in which the other member shall vote on his behalf. Proxies shall be given to the Secretary prior to voting on any issue.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The direction and management of the affairs of the Association and the control and disposition of its assets shall be vested in a board of directors (the "Board of Directors"), and, subject to the restrictions imposed by law, by the Articles of Incorporation of the Association or by these Bylaws, the Board of Directors may exercise all the powers of the Association. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these Bylaws.

Section 2. Composition. The Board of Directors shall consist of the officers of the Association, six (6) Active members who shall serve as members-at-large of the Board of Directors ("At-Large Directors"), one (1) Active member elected to fill Place 1 ("Place 1 Director"), one (1) Active member elected to fill Place 2 ("Place 2 Director"), one (1) Active member elected to fill Place 3 ("Place 3 Director"), one (1) Active member elected to fill Place 4 ("Place 4 Director"), one (1) Active member elected to fill Place 5 ("Place 5 Director") and one (1) Associate member director ("Associate Member Director").

(The Central Division -Place five (5) Director will be appointed by the President in accordance with these Bylaws for year 2008. Subsequent vacancies will be filled by the standard annual elections.)

Section 3. Qualifications to Serve on Board of Directors. No member shall be eligible as a candidate for election to or to serve on the Board of Directors who is not in good standing. In addition, a candidate for election to the Board of Directors shall have attended at least seven (7) membership meetings in the year of his nomination. Any director whose term is expiring shall be eligible for re-election to the Board of Directors.

a. At-Large Directors. Any Active member shall be eligible to serve in any At-Large Director position.

b. Place 1-5 Directors. To qualify as a candidate for Place 1 Director, at the time of the member's nomination, the member shall be assigned to the North Division of the Police Department. To qualify as a candidate for Place 2 Director, at the time of the member's nomination, the member shall be assigned to the East Division of the Police Department. To qualify as a candidate for Place 3 Director, at the time of the member's nomination, the member shall be assigned to the South Division of the Police Department. To qualify as a candidate for Place 4 Director, at the time of the member's nomination, the member shall be assigned to the West Division of the Police Department. To qualify as a candidate for Place 5 Director, at the time of the member's nomination, the member shall be assigned to the Central Division of the Police Department

c. Associate Member Director. Only an Associate member shall be eligible to serve as the Associate Member Director.

Section 4. Tenure. Except for the officers of the Association who shall serve two (2) year terms on the Board of Directors concurrent with their term of office, unless a director resigns, dies, or is removed in accordance with the provisions of these Bylaws or the Articles of Incorporation of the Association, each director shall hold office for a term of one (1) year and until such time as the director's successor shall have been duly elected, approved and qualified as provided in these Bylaws.

Section 5. Vacancies. Any vacancy resulting from the expiration of a director's term shall be filled by the members. Any vacancy occurring in a director's position prior to the expiration of such director's term shall be filled by the President of the Association, subject to the approval of the Board of Directors.

Section 6. Removal.

a. Lack of Attendance. Any director who fails to attend a total of any four (4) meetings of the Board of Directors during the fiscal year, regardless of whether the meetings are annual, regular or special, may be summarily removed from his position by the Board of Directors; provided, however, the Board of Directors may consider the reason or cause for such failure if presented to the Board of Directors at the time it decides upon such removal.

b. Non-Performance of Duties, Performance of Detrimental Acts. Any director may be removed for willful neglect of the performance of the duties of his position or for the commission of acts detrimental to the welfare of the Association. No director, however, shall be removed from his position until the director has been afforded an impartial trial and found guilty

of the allegations made supporting his removal. A majority of the full Board of Directors shall agree by resolution that allegations shall be made concerning a director contemplating the director's removal. When allegations have been made against a director contemplating his removal from his position, the director shall be notified in writing of such allegations by the President. The director against whom allegations were made shall have the right to a full, fair and impartial hearing before the Board of Directors concerning the allegations made. If the Board of Directors determines, after such hearing, that the allegations are sufficient for removal, the Board of Directors shall submit a copy of the allegations, together with a copy of their findings, to the members and shall call a special recall election of the members not less than thirty (30) days from the date of the Board of Directors' hearing. The director shall be removed from the Board of Directors if two-thirds (2/3) of the members voting shall vote for the director's removal.

Section 7. Conflict Resolution Concerning Governance of Officers. Because the officers of the Association serve on the Board of Directors by virtue of their officer capacity, the provisions of Article IV shall govern in matters concerning officers in the event of a conflict between the provisions of this Article III and the provisions of Article IV with respect to officers.

Section 8. Regular Meetings. The directors shall hold regular monthly meetings in such place or places as designated from time to time by resolution of the Board of Directors and communicated to all directors. Notice of such meetings shall be given to all members of the Board of Directors at least two (2) days prior to the meeting. The Board of Directors shall declare one of such regular meetings during each fiscal year of the Association as the annual meeting of the Board of Directors of the Association.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, by the Secretary or by a majority of the directors at that time in office. Each such special meeting shall be held at such time, place and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least one (1) day prior to the meeting.

Section 10. Non-Board Member Attendance at Meetings. All members are welcome to attend meetings of the Board of Directors; however, the Board of Directors may go into executive session and refuse to permit any person who is not a member of the Board of Directors to attend.

Section 11. Notice. The Secretary shall give notice of any annual or regular meeting to each director, including therein the time, place and date of such meeting. The Secretary shall give notice or the person or persons calling any special meeting of the Board of Directors must cause notice to be given to each director of such special meeting, including therein the time, place and date of such meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or written waiver of notice of such meeting unless otherwise required by these Bylaws. Unless limited by law, the Articles of Incorporation of the Association or these Bylaws, any and all business may be transacted at any such meeting of the Board of Directors. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 12. Quorum. Nine (9) directors (such number to include the officers of the Association who also serve as directors) shall constitute a quorum for the transaction of business, unless a greater number is required by law, the Articles of Incorporation of the Association or by these Bylaws, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time, without further notice other than an announcement at that meeting, until a quorum is present.

Section 13. Manner of Acting. The act of a majority of the directors 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 of the Association or these Bylaws. The President of the Association, however, shall not be entitled to cast any vote at matters presented to the Board of Directors except in the event of a tie vote.

Section 14. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the President may determine from time to time unless the Board of Directors determines otherwise. The Secretary of the Association shall prepare minutes of such meetings unless the President or the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the Association. If the President is absent from a meeting of the Board of Directors or is unable to act at a meeting of the Board of Directors, a chairman for that meeting shall be chosen by the Board of Directors from among the directors present.

Section 15. Presumption of Assent. A director who is present at any meeting of the Board of Directors at which action on any Association matter is taken will be presumed to have assented to the action unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

Section 16. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation of the Association or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a sufficient number of the directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all of the directors or committee members, as the case may be, were present and if the procedures set forth in the Act are followed.

Section 17. Proxy. With respect to any meeting of the Board of Directors at which the director was initially present, a director who leaves the meeting before its conclusion has the right to authorize another director to vote for the director on matters presented at such meeting by proxy; such proxy shall be valid only for such meeting. To authorize another director to act on a director's behalf by proxy, the director must execute a proxy statement so authorizing the other director to act on his behalf. Such director may generally authorize the other director to vote on his behalf, or specifically direct the manner in which the other director shall vote on his behalf. Proxies shall be given to the Secretary prior to voting on any issue.

ARTICLE IV OFFICERS OF THE ASSOCIATION

Section 1. Number and Titles. The officers of the Association shall be (a) a President, (b) a Vice President, (c) a Treasurer, (d) a Secretary, and (e) a Sergeant-at-Arms. Each officer shall hold office for a term of two (2) years and until his successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve.

Section 2. Qualifications for Office. To qualify as candidate for and serve in office, the person shall be an Active member of the Association who is in good standing. In addition, a candidate for election to office shall have attended at least seven (7) membership meetings in the year of his nomination and shall have served on the Board of Directors for a least one (1) year prior to his nomination. The Office of the President is exempt from the one (1) year tenure requirement.

Section 3. Election. The terms of office of the officers shall be staggered so that the terms of office of the President and Treasurer will expire in the same year and so that the terms of office of the Vice President, Secretary and Sergeant-at-Arms will expire in the alternate year from that of the President and Treasurer. The President and Treasurer shall be elected every-other-year, and the Vice President, Secretary and Sergeant-at-Arms shall be elected in such alternate years. As indicated above, unless an officer resigns, dies, or is removed in accordance with the provisions of these Bylaws or the Articles of Incorporation of the Association, each officer shall hold office for a term of two (2) years and until such

time as the officer's successor shall have been duly elected, approved and qualified as provided in these Bylaws. Any officer whose term is expiring shall be eligible for re-election.

Section 4. Vacancies. Any vacancy resulting from the expiration of an officer's term shall be filled by the members. Any vacancy occurring in an officer's position prior to the expiration of such officer's term shall be filled by the President of the Association, subject to the approval of the Board of Directors; however, if the vacant office is that of the President, the vacancy shall be filled by the Board of Directors.

Section 5. Removal.

a. Lack of Attendance. Any officer who fails to attend a total of any four (4) meetings of the Board of Directors during the fiscal year, regardless of whether the meetings are annual, regular or special, may be summarily removed from his office by the Board of Directors; provided, however, the Board of Directors may consider the reason or cause for such failure if presented to the Board of Directors at the time it decides upon such removal.

b. Non-Performance of Duties, Performance of Detrimental Acts. Any officer may be removed for willful neglect of the performance of the duties of his office or for the commission of acts detrimental to the welfare of the Association. No officer, however, shall be removed from office until the officer has been afforded an impartial trial and found guilty of the allegations made supporting his removal. A majority of the full Board of Directors shall agree by resolution that allegations shall be made concerning an officer contemplating the officer's removal. When allegations are made against an officer contemplating his removal from office, the officer shall be notified in writing of such allegations by the President, or by the Vice President or any other officer directed by the Board of Directors if such officer contemplated to be removed is the President. The officer against whom allegations were made shall have the right to a full, fair and impartial hearing before the Board of Directors concerning the allegations made. If the Board of Directors determines, after such hearing, that the allegations are sufficient for removal, the Board of Directors shall submit a copy of the allegations, together with a copy of their findings, to the members and shall call a special recall election of the members not less than thirty (30) days from the date of the Board of Directors' hearing. The officer shall be removed from office if two-thirds (2/3) of the members voting shall vote for the officer's removal.

c. Removal of President. Should the President be removed before the expiration of the term of his office, the immediate past President of the Association shall serve as a non-voting ex-officio member of the Board of Directors until the election of a new President.

Section 6. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. The President shall report to the Board of Directors and shall be responsible for the implementation of the overall policy direction set by the Board of Directors as well as the day-to-day management and administration of the Association. Subject to the control of the Board of Directors, the President shall have general executive charge and supervision of the administration and activities of the Association and shall have the management and control of the operations, properties, and business of the Association with all such powers as may be reasonably incident to such responsibilities. The President shall have the general authority to sign and execute all legal documents and instruments approved by the Board of Directors in the name of the Association, may agree upon and execute all leases, contracts, evidences of indebtedness and other obligations approved by the Board of Directors in the name of the Association and shall have such other powers and duties as from time to time may be assigned to him by the Board of Directors. The President shall have the power to cause the employment or appointment of, fix the compensation and remove, suspend or discharge subordinate employees and agents of the Association as the proper conduct of the Association's operations may require.

Section 7. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall generally

assist the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Vice President shall appoint the minority members of committees.

Section 8. Treasurer. The Treasurer of the Association shall have custody of all the funds and securities of the Association. When necessary or proper, he may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors, and he may sign all receipts and vouchers for payments made to the Association, either alone or jointly with such other officer as is designated by the Board of Directors. The Treasurer shall make such transfers and alterations in the securities of the Association as may be ordered by the Board of Directors. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys. The Treasurer shall also submit a report of the accounts and financial condition of the Association at each annual meeting of the Board of Directors if so requested by the Board of Directors. In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President. The Treasurer shall give such bond for the faithful discharge of his duties in such form as the Board of Directors may require. The Treasurer shall assume the duties of his office only after he has qualified by posting such bond in the amount established by the Board of Directors with a good and sufficient surety acceptable to the Board of Directors, which bond shall be conditioned upon the faithful performance of all the duties of his office and shall be payable to the Association upon proof of default. The premiums for, and any expenses connected with the securing, renewing, or posting of such bond shall be paid for by the Association. The President may appoint any member to perform the duties of the Treasurer during the Treasurer's absence from, or inability to perform the duties associated with, his office.

Section 9. Secretary. The Secretary of the Association (a) shall keep the minutes of all meetings of the members and the Board of Directors in books provided for that purpose, (b) shall attend to the giving and serving of all notices, (c) may in the name of the Association attest to all contracts of the Association, (d) shall in general perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, (e) shall prepare all certificates of membership and (f) shall discharge such other duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 10. Sergeant-at-Arms. The Sergeant at Arms shall maintain order at the membership meeting and shall perform any other duties at the membership meetings as requested by the meeting's presiding officer. He may verify the membership status of any members who seek to attend a membership meeting in order to deny attendance at such meeting to any member in bad standing.

ARTICLE V CONDUCTING ELECTIONS

Section 1. Nomination. Each candidate for office and to the Board of Directors shall be nominated in writing and such nomination shall be signed by at least five (5) members in good standing stating the position to which they propose the member. The nomination shall contain a name and description of the member nominated to office (office, rank, title, division, and/or special assignment). The written nomination shall be received by the Election Committee by the deadline established by the Election Committee at the membership meeting held in November of the applicable year, or if no deadline is established, by November 30 of the applicable year.

Section 2. Ballot. All elections (for directors and for officers) shall be held by secret ballot. Such ballot shall contain the name and description (office, rank, title, division, and/or special assignment) of each candidate for election and the office or place to which each candidate is nominated. A space must be provided opposite each name, or item for the voting mark of the voter, and the ballot must contain specific instructions in clear, concise language on how the same is to be marked or cast.

Section 3. Who is Entitled to Vote. All Active members may vote in the election of the officers and in the election of the At-Large Directors. Only Active members who are assigned to the North Division may vote in the election of the Place 1 Director. Only Active members who are assigned to the East Division may vote in the election of the Place 2 Director. Only Active members who are assigned to the South Division may vote in the election of the Place 3 Director. Only Active members who are assigned to the West Division may vote in the election of the Place 4 Director. Only Active members who are assigned to the Central Division may vote in the election of the Place 5 Director. Only Associate members may vote in the election of the Associate Member Director.

Section 4. Determination of Winner. The candidate for a position receiving a majority of the votes, based on the total number of votes cast, shall be the winner of the election. Should no candidate receive a majority of the votes cast in an election, the Election Committee shall direct for and coordinate a runoff election between the two (2) candidates receiving the greatest number of votes in the initial election. With respect to the election of the six (6) At-Large Directors, however, the six (6) candidates for the At-Large Director positions receiving the greatest number of votes shall be the persons elected to fill the At-Large Director positions. Should a tie vote result in such election, the candidate with the most seniority with the Police Department shall be deemed the winner.

Section 5. Counting of Ballots and Disclosure of Results. All ballots shall be counted by the Election Committee or a third party designee appointed by the Election Committee. The Election Committee chairman shall certify the results to the Board of Directors who shall cause the same to be read at the next membership meeting confirming the results.

Section 6. Installation to Office. The officers and directors elected shall be installed into office at the next regular Board of Directors meeting in the month following their election. Should any officer or director be absent, without justifiable cause, at the next two (2) regular meetings, thereby failing to be installed in his office, his position shall be deemed vacant and a successor shall be appointed.

Section 7. Miscellaneous. No member may be a candidate for more than one (1) office at a time. Voting shall be conducted at the place, time and date designated by the Board of Directors and communicated to the membership.

ARTICLE VI COMMITTEES

Section 1. Committees Having Board Authority. The Board of Directors by resolution may designate one or more committees, which, to the extent provided in such resolution or in these Bylaws, shall have and may exercise the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors approving any dissolution or merger of the Association, disposing or selling all or substantially all of the Association's assets, or altering or repealing any resolution of the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each such committee shall consist of two or more persons, a majority of whom are directors and the remainder of whom need not be directors.

Section 2. Committees Not Having Board Authority. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present. Such committees shall have only the powers specifically delegated to them by the Board of Directors. Membership on such committees may, but need not be, limited to directors.

Section 3. Standing Committees. The Board of Directors may designate one or more standing committees as are necessary, and the duties of any such standing committees shall be prescribed

by the Board of Directors upon their designation. A standing committee may be given the authority of the Board of Directors if the provisions of Section 1 of this Article are followed; otherwise, the provisions of Section 2 of this Article must be followed.

Section 4. Special Committees. Subject to the provisions of Section 2 of this Article, the Board of Directors may designate one or more special committees as are necessary, and the duties of any such special committee shall be prescribed by the Board of Directors upon their designation. A special committee shall not have the authority of the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the action of the Board of Directors. Upon the completion of the task for which it was designated, such special committee shall stand dissolved.

Section 5. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Meetings and Notices. Meetings of a committee may be called by the President, the chairman of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings.

Section 7. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the Association. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee whenever in the sole and exclusive judgment of the Board of Directors the best interests of the Association will be served thereby. The appointment of a person to a committee shall not of itself create contract rights.

Section 8. Committee Composition. Except as otherwise provided herein, chairpersons for committees shall be appointed by the President. The remaining members to the committees shall be appointed by the Vice President. A vacancy on a committee may be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

Section 9. Satisfaction of Expenses. Any expenses incurred by committee members on official Association business shall be paid for by the Association, including pay for another member to substitute working for such committee member, provided such expense is approved by the Board of Directors.

Section 10. Election Committee. The Election Committee shall be a standing committee of the Board of Directors. The Election Committee shall oversee the Association's election process of its officers and members of its Board of Directors. Candidates for election in a given year shall not serve on the Election Committee in such year. The Election Committee shall consist of those officers not running for election that year and shall be chaired by the President or the Vice President.

Section 11. Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors. The Executive Committee shall have, between meetings of the directors of the Association, all of the power and authority with respect to all phases of the Association's activities that the directors might have or could exercise if acting at a lawful meeting. The Executive Committee shall be comprised of the officers of the Association and the President of the Association shall chair the Executive Committee.

Section 12. Political Action Committee. The Political Action Committee shall be a standing committee of the Board of Directors. The Political Action Committee shall have the responsibility of making political endorsements and contributing donations to political candidates. The chairman of the

Political Action Committee shall see that the general membership is informed when the committee is meeting to discuss endorsements. Political endorsements may be made upon the approval of two-thirds (2/3) of the members of the Political Action Committee at a meeting at which a quorum is present. The Political Action Committee may hold political forums to introduce candidates to the membership. The decision to have a forum rests with the Political Action Committee.

Section 13. Press Committee. The Press Committee shall be a standing committee of the Board of Directors. The Press Committee shall consist of the President, Vice President and Secretary of the Association. The Press Committee shall release all publicity concerning the Association as directed by the Board of Directors. No individual member shall be authorized to publish or divulge information concerning the business of the Association.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify directors, officers, employees and agents of the Association to the fullest extent required by Article 2.22A of the Act and may indemnify such persons to the fullest extent permitted by Article 2.22A of the Act, subject in each case to those restrictions, if any, contained in the Association's Articles of Incorporation. The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Act. Notwithstanding any provision of this Article to the contrary, the Association shall not indemnify any person described in this Article if such indemnification would jeopardize the Association's tax-exempt status under Section 501 (c)(5) of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code").

ARTICLE VIII CONTRACTS AND CHECKS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Treasurer.

ARTICLE IX BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. A member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable demand, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

ARTICLE X NOTICES

Section 1. Form of Notice. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws to any member, director, officer or committee member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail (unless the address of the person entitled to such notice is located outside the United States of America), facsimile transmission, email transmission or other electronic media or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited, postage prepaid, in the United States mail, addressed to the person entitled thereto at his post office address, as it appears on the books of the Association. Any notice required or permitted to be given by facsimile transmission or email transmission or other electronic media shall be deemed to have been given at the time the notice is successfully transmitted to the person entitled thereto. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at the time notice is delivered to the overnight delivery courier service, fees prepaid, addressed to the person entitled thereto at his address, as it appears on the books of the Association.

Section 2. Waiver. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be such as the Board of Directors shall by resolution establish.

Section 2. Compensation. Each of the members of the Board of Directors and members of committees shall serve without compensation; provided, however, the Board of Directors may provide for the reasonable compensation for services rendered by its members. Notwithstanding the foregoing, the Board of Directors may provide for the reasonable compensation of the Association's officers.

Section 3. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. Use of Conference Telephone. Subject to the requirement for notice of meetings, members of the Association, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such members, Board of Directors or committee, as the case may be, by means of (a) a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or (b) another suitable electronic communications system, including videoconferencing technology or the Internet, provided each member entitled to participate in the meeting consents to the meeting held by means of that system and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting in the above-described means shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Discontinuance of the Association. Upon the discontinuance of the Association by dissolution or otherwise, the assets are to be transferred in accordance with the provisions of the Articles of Incorporation of the Association.

Section 6. Principal Office. The principal office of the Association in the State of Texas shall be located in Fort Worth, Texas. The Association may have such other offices as the Board of Directors may determine.

Section 7. Registered Office. The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Act.

Section 8. Gender and Number Agreement. Whenever the masculine, feminine or neuter gender is used inappropriately in these Bylaws, these Bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

Section 9. Amendments. These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the members at any meeting at which a quorum is present, so long as notice of said proposed amendment is contained in the notice of the meeting and such alteration, amendment or repeal does not cause the Association to cease to be exclusively organized and operated as an entity described in Section 501(c)(5) of the Code. Votes concerning modifications to these Bylaws shall be conducted by secret ballot.