AMENDED BY-LAWS

OF

ARIZONA HIGHWAY PATROL ASSOCIATION

Founded: 1958

_____, 2024

ARTICLE I

MEMBERS

Section 1. Regular Membership. All full-time, duly commissioned employees of the Arizona Department of Public Safety and full time non-commissioned (civilian) employees, commissioned reserve officers, non-commissioned (civilian) reserve employees and retirees of the Arizona Department of Public Safety shall be eligible for membership in the Association and shall become members upon application submitted to the Association. Thereafter, provided they continue to meet the qualifications set forth in these By-Laws, such persons shall remain members of the Association and shall be entitled to benefits derived as a result of such membership as determined from time to time by the Board of Directors. A member who is terminated by the Arizona Department of Public Safety, unless the Board of Directors determines otherwise, may continue to be an active member of the Association as long as he continues to pay dues until the terminated member has exhausted all appeals to be reinstated.

Section 2. Associate Membership. The Board of Directors may in its discretion grant memberships to such other persons, not affiliated with the Arizona Department of Public Safety and not included in the foregoing membership designations, as the Board may from time to time determine, which members shall be designated as "associate members". Associate members shall be entitled to whatever benefits and privileges the Board may determine, but shall not be entitled to vote nor be represented on the Board of Directors. The Board of Directors may also grant honorary associate memberships in the Association.

Section 3. Membership Dues. The Board of Directors shall from time to time fix the amount of monthly or annual dues to be paid by regular and/or associate members, and payment of such dues shall be a condition of membership in the Association.

Section 4. Annual Meetings. The annual meeting of members, for the purpose of electing Directors and for the transaction of any other business that may properly come before it, shall be held on the third Wednesday of May of each year at the principal offices of the Association or at such other place as shall be stated in a notice of the meeting or in a duly executed waiver of notice; provided that if such date falls upon a legal holiday, the meeting shall be held on the next succeeding business day, and further provided that the Board of Directors may by resolution fix the date of the annual meeting at such other date as the Board may deem appropriate.

Section 5. Presiding Officer. At all meetings of members, the President or, in his absence, the Vice President, shall preside and in their absence, the ranking regional vice-president determined by seniority on the Board of Directors shall preside. All meetings shall be conducted in compliance with Robert's Rules of Order.

Section 6. Voting. At any meeting of members, only such persons shall be entitled to vote, in person or by proxy, as appear as members on the books of the Association at the time of such meeting. The Board of Directors may by resolution fix a date, not more than twenty (20) days in advance of the meeting, as the date upon which a person must appear as a member on the books of the Association in order to be entitled to vote at such meeting. Unless otherwise specified by motion, voting at all meetings of members shall be by open ballot.

Section 7. Quorum. At any meeting of members, a majority of registered members of the Association, present in person or by proxy, or twenty-five percent (25%) of the members and a majority of the Board of Directors, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Presiding Officer may adjourn the meeting from time to time without notice until a quorum shall attend, at which time any business may be transacted which might have been transacted at the original meeting, had the same been held. If there is no quorum at the annual meeting, the business of electing the officers shall be conducted by mail-in ballot within the next month.

Section 8. Notice of Annual Meeting. No notice of the annual meeting shall be required.

Section 9. Special Meetings. Special meetings of the members may be held whenever called in writing by a majority of the Board of Directors.

Section 10. Notice of Special Meetings. At least ten (10) days before the date of any special meeting of the members the Secretary shall cause a notice to be mailed to each member at his or her last known address as it appears on the records of the Association, setting forth the time, place and general purpose of the meeting.

Section 11. Expulsion and Suspension of Members. The Board of Directors in its discretion shall have the right to suspend the membership of, or to expel from membership, any regular or associate member, for any one or more of the following causes:

(a) Non-payment of monthly or annual dues;

(b) Delinquent indebtedness to the Association which remains unpaid after notice of such delinquency;

(c) Misuse of credentials which for purposes of this Section is defined as the displaying of a badge or other identification for the purpose of gaining favors, preferential treatment, or gratuities; and

(d) Conduct, which brings disrepute to the Association.

Section 12. Reinstatement. A member who has been suspended from membership by the Board of Directors may be reinstated as a member in good standing by a majority vote of the Board.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Management. The business and affairs of the Association shall be managed by a Board of Directors of not less than three (3) members. The Board of Directors may increase the number of members on the Board of Directors and designate the manner of election of Directors who shall represent members by appropriate notice at any regular, annual or special meeting as provided in this Article and who may make such change by resolution.

Section 2. Term. Each Director shall serve for a term of three (3) years. All Directors shall be subject to removal at any time by the request in writing of fifty-one percent (51%) of their District members, or by the vote of two-thirds (2/3) of the Directors present at any regular or special meeting of the Board.

Section 3. Election of Directors.

(a) Commissioned members of the Association shall be entitled to representation on the Board of Directors in groups, one Director for each District as determined by the Board of Directors. Non-commissioned (civilian) and retired members shall also be entitled to representation on the Board of Directors in three (3) geographical groups, one Director for non-commissioned (civilian) members and one Director for retired members for each geographical group as determined by the Board of Directors from time to time, with the exception that the geographical group called Civilian Central shall have four (4) representatives.

(b) Upon expiration of the term of a Director, only those members of the affected District shall nominate and vote for their District's Director. A vacancy shall be filled by a vote of the members of the District unless the remaining term is less than one year in which case it may be filled by appointment by the President with approval of the Board of Directors. Each member of a group shall be entitled to cast one vote for each Director to be elected. Votes shall be cast by members through an official ballot. All proxies shall be in writing and shall be filed with the Secretary of the Association.

(c) Each officer of the Association after nomination as such by the Board of Directors and being voted in by the membership at the annual meeting shall immediately become a member of the Board of Directors.

(d) No person may serve as a director who is either

(1) A non-member of the association, or a member not in good standing or;

(2) A member of a board of directors or member of an executive board of any employee organization or affiliate there of, including, but not limited to the FOP and AZCOPS (hereinafter "Employee Organization") which competes with the Association for resources or membership or which claims to offer similar benefits of membership.

Section 4. Regular Meetings. The Board of Directors shall conduct monthly or other regular meetings, the time and place of which shall from time to time be determined by resolution of the Board. Any monthly meeting can be designated as an annual meeting to conform with the requirements of state law.

Section 5. Notice of Regular Meetings. No notice of regular-meetings shall be required.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, or by any three (3) members of the Board. By unanimous consent of the Directors, special meetings may be held without call or notice at any time or place. Without unanimous consent of the Board of Directors, however, a minimum of ten (10) days notice in writing must be given to the Directors. Attendance of a Director at a special meeting shall constitute a waiver of notice thereof.

Section 7. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Board then in office.

Section 8. Voting.

(a) At all meetings of the Board of Directors, each Director, or the Director's designated proxy, shall be entitled to cast one (1) vote on each matter submitted to the Board.

(b) Notwithstanding the foregoing, the President of the Association shall not be entitled to vote at meetings of the Board except in the event of a tie among the voting Directors. Further, the immediate past president who remains on the Board of Directors for an additional two years and is named an Executive Officer at Large shall not be entitled to any vote on the Board of Directors. Any Assistant Secretary or Assistant Treasurer appointed by the Board of Directors shall also not be entitled to vote on the Board of Directors.

Section 9. Required Attendance. Failure of a Director to attend three (3) consecutive meetings of the Board of Directors, whether annual, regular or special meetings, may cause such Director's immediate removal from the Board by a majority vote of the remaining Directors.

Section 10. Executive Board. The Executive Board shall consist of the President, Vice-President, two (2) Regional Vice-Presidents, Secretary, Assistant Secretary (if so appointed by the Board of Directors), Treasurer, Assistant Treasurer (if so appointed by the Board of Directors), Chairman of the Legislative Committee and a retired member of the Association currently sitting on the Board of Directors, together with such other members of the Board of Directors as shall be nominated and elected by the Board. The Executive Board shall have such powers and shall perform such duties as the Board of Directors shall from time to time by resolution determine. The Board of Directors may from time to time designate other committees which shall perform such duties as delegated by the Board.

Section 11. Loans to Members. The Board of Directors in its discretion may authorize loans to be made from the Association to its members. The amount of any such loan and the terms and conditions of repayment shall be set forth in writing and signed by the borrowing member, and failure to repay a loan may subject a member to expulsion or suspension and legal action for collection of the outstanding balance of the loan.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the Association shall consist of a President, Vice-President, two (2) Regional Vice Presidents, Civilian Vice President, Secretary, Assistant Secretary if so appointed, Treasurer and Assistant Treasurer if so appointed, together with such other officers as the Board may from time to time determine, all of whom shall automatically become members of the Board of Directors of the Association if they are not already a member of the Board upon their election to office. These officers shall constitute the Executive Board.

Section 2. Election & Term of Office. Officers shall be nominated by the Board of Directors at its regular meeting during the month preceding the annual meeting of members and shall be elected by a vote of the membership at the annual meeting. Thereafter, each officer shall serve for a term of three (3) years.

Section 3. President. The President shall be the chief executive officer of the Association and shall exercise general supervision over its property and affairs. He/She shall preside at all meetings of members and of the Board of Directors. He/She shall sign**,** on behalf of the Association**,** contracts, documents and instruments, and obligations in the name of the Association; and shall do and perform such other acts as shall from time to time be assigned to him/her by the Board. Upon becoming President, the person so elected shall cease to be a designated representative of a District or group for purposes of his/her membership on the Board of Directors, and a replacement Director shall be elected by the members of such group to represent them on the Board, it being the intention of the Association that the President devote his/her time and attention to the duties of that office. The President of the Association will be designated an Executive Officer at Large and shall not be entitled to vote at meetings of the Board except in the event of a tie among the voting Directors.

Section 4. Vice-President and Regional Vice-Presidents. The Vice-President shall perform the duties of Parliamentarian at all meetings of the Board of Directors. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice-President except as may be limited by a vote of the Board of Directors. He/She shall also be responsible for all correspondence from the region he/she is assigned (North, South or Central), which may include funding requests, sick and distressed members, and handling questions from the district representatives and members in his/her region.

Regional Vice-Presidents will be elected by the Board of Directors. One (1) Regional Vice-President will be elected from each of the two remaining departmental regions not represented by the elected Vice-President on the Executive Board. (If the elected Vice- President is from the Southern Region, the two Regional Vice Presidents will be elected from the Central and Northern Regions).

Regional Vice-Presidents will have the duties of the Vice-President in their respective regions and will act as Parliamentarian in the absence of the Vice-President at meetings. In the case of the absence or disability of the President and Vice-President, the duties of those offices shall be performed by the Regional Vice-President with most seniority on the Board.

Section 5. Civilian Vice-President. The Civilian Vice-President will be elected by the Board of Directors. Nominees for Civilian Vice-President will be selected from non-commissioned Board members. The Civilian Vice-President will have the duties of the Vice-President for the non-commissioned Board members.

Section 6. Secretary. The Secretary shall keep the minutes of the Association and such other books and records as these By-Laws and any resolution of the Board of Directors may direct. He/She shall be the custodian of the seal of the Association and shall affix such seal to all instruments requiring it. When directed by the President, he/she shall sign contracts in the name of the Association; and he/she shall, in general, perform all duties incident to the office of a secretary, subject to the control of the Board.

Section 7. Assistant Secretary. The Board in its discretion may appoint one or more Assistant Secretaries, who may be authorized to sign documents in the absence of the Secretary and who shall perform such other duties as the Board may direct. The Assistant Secretary, however, shall not have a vote on the Board of Directors.

Section 8. Treasurer. The Treasurer shall have custody of the funds of the Association, subject to the control of the Board, and shall, when requested by the President, report the financial status of the Association at each scheduled meeting of members and at any meeting of the Board of Directors. The Treasurer shall supervise the retention by the Association of an accountant to conduct an annual private audit of the Association's books and records, funds for which purpose shall be authorized by the Board of Directors.

The person elected to the position of Treasurer shall cease to be a designated representative of a District or group for purposes of his/her membership on the Board of Directors, and a replacement Director shall be elected by the members of such group to represent them on the Board, it being the intention of the Association that the Treasurer devote his/her time and attention to the duties of that office. The Treasurer shall be named an Executive Officer at Large and retain all voting privileges on the Board of Directors.

Section 9. Assistant Treasurer. The Board in its discretion may appoint one or more Assistant Treasurers. The Assistant Treasurer shall, in the absence of the Treasurer, give the required reports at all scheduled meetings and assist in the duties of the office as appointed by the Board. The Assistant Treasurer, however, shall not have a vote on the Board of Directors.

Section 10. Immediate Past President as Executive Officer at Large. Upon election of a new President, the immediate past President shall be named an Executive Officer at Large and continue to serve on the Board of Directors for an additional two (2) years but will not be entitled to vote on the Board of Directors.

Section 11. Removal of Officers/Vacancy. All officers shall be subject to removal at any time by an affirmative vote of a 2/3 majority of the Board of Directors. If the President is removed, the Vice-President shall assume the duties of the president for the remainder of the term. If the Vice-President is removed, the Regional Vice-President with seniority on the Board of Directors shall assume the duties of vice-president for the remainder of the term. If the Treasurer or Secretary is removed, the President shall appoint a member with the approval of the Board of Directors for the remainder of the term. Similarly, any vacancy in an office shall be filled by the President's appointment of a replacement with the approval of the Board of Directors.

Section 12. Eligibility for Office. No person may serve as any officer who is either

(a) A non-member of the association, or a member not in good standing or;

(b) A member of a board of directors or member of an executive board of any Employee Organization which competes with the Association for resources or membership or claims to offer similar benefits of membership.

Section 13. Compensation of Officers. An officer shall be paid such compensation, or shall serve without compensation, as shall be determined by the Board of Directors.

ARTICLE IV MEMBERSHIP

CERTIFICATES OR CARDS

Section 1. Form of Certificate or Card. Each member shall be given a certificate or card showing the member number and the date of membership.

Section 2. Transfer. Membership certificates or cards shall be non-transferrable. Any certificate or card surrendered shall be marked "cancelled" by the Secretary and shall be retained with the records of the Association or may be destroyed by the Secretary.

Section 3. Lost Certificates or Cards. The Board of Directors may direct a new membership certificate or card to be issued in place of any certificate or card alleged to have been lost, stolen or destroyed, upon the making of an affidavit setting forth the time, place and circumstances of such loss or destruction by the person claiming such loss. The duplicate certificate or card may be marked "duplicate".

ARTICLE V

WAIVER

Any member or Director may waive any notice required to be given by these By-Laws. Neither the business to be transacted nor the purpose of any meeting need be specified in a waiver of notice. A resolution in writing, signed by all of the members or by all of the Directors, as the circumstances shall require, shall constitute action by such members or Directors with the same effect as if a meeting had been held.

ARTICLE VI

AMENDMENT AND REPEAL

Notwithstanding any other provisions contained herein, these By-Laws may be amended or repealed, or new By-Laws adopted, only by the vote of two-thirds (2/3) of the members of the Board of Directors of the Association at a duly called meeting, and only after notice of the proposed amendment, repeal or adoption shall have been delivered in person or mailed to the last known address of each Director by the Secretary of the Association not less than ten (10) days prior to such meeting.

CERTIFICATE OF SECRETARY

I, _____, Secretary of the Arizona Highway Patrol Association, do hereby certify that the foregoing Amended By-Laws were adopted by the Board of Directors of the Association at a duly called meeting held on the ____ day of _____ 2024.

_____
, Secretary

ATTEST

_____
, President