

BYLAWS
OF
MAJOR COUNTY SHERIFFS OF AMERICA (“MCSA”)
ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of this nonprofit organization shall be the “**Major County Sheriffs of America**” (known as “**MCSA**”), an incorporated nonprofit corporation whose principal business location is maintained in the Commonwealth of Virginia located at 1450 Duke Street, Suite 208, Alexandria, Virginia 22314-3490. MCSA is a tax-exempt organization, as provided under §501(c)(6) of the Internal Revenue Code of 1986 (“**Code**”), and is incorporated in the Commonwealth of Virginia.

Section 2. Purpose. The principal tax-exempt purpose of the MCSA will be the promotion of the general welfare of its Members through law enforcement activities of its Members in the major metropolitan centers of our nation. Any and all major activities to be undertaken by the MCSA to change its nonprofit activities and any changes to be made to these Bylaws shall be subject to prior approval by the Members of the MCSA and by its Board of Directors at any regularly scheduled meeting of the MCSA.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility”.

a. Active Members:

1. Elected or appointed sheriff: Any elected or appointed sheriff who is current in the payment of the MCSAs’ annual dues and meets the following three criteria:

Criteria 1: Population: represents a county, city or parish with a population of 500,000 or more in the United States;

Criteria 2: Number of deputies: has 500 sworn licensed deputies or sworn detention/correctional deputies or any combination: and,

Criteria 3: Functions: performs at least three of the following functions:

1. A full Service law enforcement agency;
2. Court Services;
3. Detention Function
4. Prisoner transport.

(Note: any current dues paying Active Members as of July 1, 2019, will remain eligible for Active Membership until they no longer serve as Sheriff regardless of the eligibility requirements. All newly elected Sheriffs July 1, 2019 and thereafter shall be screened for eligibility as required by the by-laws.)

2. Invited sheriff: A Sheriff who meets two of the three criteria as outlined above and is invited to join the MCSA by a majority vote of the members of the Executive Board is considered an invited Sheriff with active member status. Preference for the invitations will be given to a Sheriff where there is no current representation in the MCSA from their state. An invited Sheriff will remain an Active Member until he/she leaves office. A majority vote of the Executive Board will be required to extend an invitation to the invited sheriff's successor.

b. Associate Member:

1. A designated representative who is the immediate subordinate of an Active Member who will enjoy all the privileges of the Active Member Sheriff with the exception of voting rights as specified in Section 2 below.

2. Any Sheriff who leaves the MCSA in good standing may apply for consideration as an Associate member within six months of departing as an Active member.

Section 2. Voting Rights. Only eligible Active Members, or an Associate Member representing the Active Member, of the MCSA present at any MCSA Meeting shall have exclusive right to vote in the business affairs of the MCSA. An "active member" is defined as one who is present at meetings called on behalf of the MCSA to conduct business and who is current in its Annual Dues and is a member in good standing of the MCSA.

Section 3. Denial of Membership. No individual member, agency, office or organization will be denied membership or active participation in the MCSA or its activities on the basis of sex, race, age, creed, color or national origin or on the basis of any other criterion unrelated to the principal tax-exempt purposes of the MCSA. No individual, agency or organization shall be eligible for any type of membership in the MCSA who is or was convicted of any felony under any state, local or federal criminal law or a crime of moral turpitude or whose peace officer's license has been revoked due to misconduct.

Section 4. Roster. The roster of any and all membership list(s) of this MCSA shall be deemed the private property of the MCSA and shall be used with regard only to matters concerning and related to the principal tax-exempt activities of the MCSA. The individual names of the membership or the membership list of the MCSA shall not be used, sold or disseminated to any third party other than in the official course of business of the MCSA.

Section 5. MCSA Positions. No member of the MCSA may represent or speak on issues on behalf of the MCSA without obtaining the prior approval of the majority of the Board of Directors.

**ARTICLE III
MEETINGS**

Section 1. Time and Place of Meetings. There shall be two yearly meetings of the MCSA. These Meetings will consist of a Winter Meeting and a Summer Meeting. The summer meeting shall be designated the Annual Meeting. The MCSA, in order to reduce costs and promote the Office of Sheriff throughout the United States, may coordinate any meetings to coincide with the Winter and Annual Meetings of the National Sheriff's MCSA. Any such meeting may provide educational seminars, classes and courses of study and exhibits for the Members of the MCSA. The time and place of any meetings shall be selected by the President of the MCSA along with the advice and consent of the Board of Directors of the MCSA.

Section 2. Special Meetings Convened. “Special Meetings” of the MCSA may be called at the request of the President of the MCSA or upon the written request of the majority of the Active Members of the MCSA.

Section 3. Notice. Notice of all meetings of the MCSA shall be posted on the official MCSA website, or made in writing and mailed either electronically or by United States Mail to all Members and shall include the date, time and location of the meeting. All notices of any meetings of the Membership, or Standing Committee(s) of the MCSA shall state the specific purpose or purposes why any such Meeting is being called. Notice of any such Meetings shall be given not less than thirty (30) days before the date of any such meeting of the MCSA. Note: already covered Article VII.

Section 4. Quorum. The determination if there is a quorum present to conduct business of the MCSA shall be determined by a two thirds majority vote of the MCSA’s Active Membership present at any such meeting. All such meetings shall be conducted in accordance with Parliamentary Procedures and the Bylaws of the MCSA.

Section 5. Minutes. The Minutes of any meetings of the MCSA shall be presented and approved at the next scheduled meeting of the MCSA. Copies of any and all Committee Minutes shall be sent to the Secretary of the MCSA within thirty (30) days after any such meeting and will be posted on the Official Website of the MCSA available to all members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Administration. The administration of the nonprofit business affairs of the MCSA shall be vested in the MCSA Executive Director as directed by the Board of Directors, as provided in Article VI of these Articles which shall consist of the President, Vice President, Vice President of Government Affairs, Vice President of Homeland Security, Secretary and Treasurer and Immediate Past President (Ex-officio non-voting member) of the MCSA.

Section 2. Membership and Term of the Officers/Board of Directors. The Officers of the MCSA shall serve and consist of the Board of Directors as specified in the MCSA By-laws.

Section 3. Duties. The Executive Director shall manage the overall business of the MCSA at the direction of the Board of Directors and perform such tasks as enumerated in any contract or agreed to arrangement. The Board of Directors shall meet from time-to-time when necessary as determined by a majority vote of the Board of Directors. The board may meet in person or through other means of communications, including conference calls and e-mail.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum at any Meeting of the Board of Directors of the MCSA and all meetings shall be conducted in accordance with Parliamentary Procedures and the Bylaws of the MCSA.

ARTICLE V OFFICERS

Section 1. Eligibility. The Officers of the MCSA shall constitute the Board of Directors and shall consist of the President, the Vice President, Vice President of Government Affairs, Vice President of Homeland Security, the Secretary, the Treasurer, and the Immediate Past President who, except for the President and the Immediate Past President, shall be elected for a two (2) year term by the Active Members of the MCSA at the Annual Meeting of odd numbered years; however, the President and Vice President are limited to only one consecutive term in either office. All the Officers and Members of the Board of Directors shall take their office on January 1st following the election of Officers.

Section 2. Duties of Officers.

The President shall:

- (a) Preside at all meetings of the MCSA and of the Board of Directors;
- (b) Be an ex-officio member of all Committees; and
- (c) Make all the appointments of the Chair of all Committees of the MCSA.

The Vice President shall:

- (a) Automatically succeed the President at the proper time after fulfilling his/her two (2) year term; and
- (b) In the absence of the President or vacancy in the Presidency of the MCSA, perform all duties of the President; and
- (c) Serve as Chair at the Regular Meeting or Special meetings in absence of the President; and
- (d) Perform such other duties as the President may designate or as designated by the Board of Directors or under these Bylaws; and
- (e) If the Office of the President becomes vacant for any other reason, shall serve out the remaining term as President of the MCSA. Such filling of an unexpired term shall not prevent the Vice President from automatically succeeding as the President as provided under Article V, Section 3 for a full two-year term.
- (f) See that all meetings of the MCSA are conducted in accordance with the Bylaws of the MCSA and in accord with accepted Parliamentary procedures.

The Vice President of Government Affairs shall:

- (a) Develop and implement legislative policies which will promote the law enforcement

- and safety activities of the MCSA as a §501 (c) (6) trade MCSA.
- (b) Coordinate with the Vice President of Homeland Security in the development of any policy positions related to Homeland Security and intelligence Sharing

The Vice President of Homeland Security shall:

- (a) Represent the MCSA at Homeland Security operational-related meetings and forums.
- (b) Coordinate with the Vice President of Governmental Affairs in the development of any policy positions related to Homeland Security and intelligence sharing.

The Secretary shall:

- (a) Keep a record of the proceedings of all Regular and Special meetings of the MCSA and the board of Directors.

The Treasurer shall:

- (a) Collect, or cause to collect, all monies of the MCSA.
- (b) Ensure deposit same in any federally insured bank or financial institution accounts as approved by the Board of Directors.
- (c) Provide periodic review of all accounts and budget of all funds. In conjunction with the Executive Director, submit financial reports/returns as appropriate.

The Immediate Past President shall:

- (a) Perform duties as the President may designate or as designated by the Board of Directors or under these Bylaws.

ARTICLE VI COMMITTEES

Section 1. Committee Roster. There shall be as many Committees as the Board of Directors deems necessary.

Section 2. Appointments. Chair, Vice Chair, and Members of all Committees shall be appointed by the President of the MCSA.

Section 3. Chair's Duties. The Chair of each Committee may be requested to report on each Committee's activities to the President and/or Board of Directors or to the general membership. The Board of Directors shall define any other duties to be performed by these Committees. The Committee Chair shall prepare minutes of any meeting and shall forward all such Minutes to the Executive Director.

Section 4. Subcommittee. The Chair of any Committee with the approval of the President

of the MCSA provided for in this Article shall have the power to appoint subcommittees as necessary.

ARTICLE VII STAFF MEMBERS OF MCSA

Section 1. Executive Director and Staff. The MCSA will retain an Executive Director to conduct the day-to-day operation of the MCSA. Subject to the policy determinations and contractual arrangements established by the President and the Board of Directors, the Executive Director shall have the authority to conduct the business of the MCSA

Section 2. Policies and Procedures: With the approval of the Board of Directors and signature of the President, the Executive Director shall maintain a system of written policies and procedures.

Section 3. Duties of Staff Members. To assist in the ongoing operation of this MCSA, the Executive Director may employ or appoint such paid or unpaid staff as necessary to assist in the day-to-day business activities of the MCSA in performing all its regular, ordinary and necessary trade MCSA and tax-exempt business and educational activities. The President of the Board of Directors shall approve or disapprove of the employment or appointment of said staff.

Section 4. Professional Services in Support of the MCSA. The MCSA shall retain an attorney or law firm to service as General Counsel and accountant or certified public accounting firm to prepare any and all federal or state income tax returns, financial statements, solicitation statements, accounting records, if required, and to audit the financial affairs of the MCSA in accordance with uniform accounting principles. The MCSA can engage additional professional services as it deems necessary with the approval of the Board of Directors.

ARTICLE VIII FUNDS OF THE MCSA

Section 1. Annual Dues.

- (a) Dues of the MCSA for Active and Associate members shall be established by a majority vote of the Active members present at the annual meeting. Annual Dues are payable by January 15 of each calendar year and will not be prorated.

Section 2. Funds. The funds of the MCSA shall consist of:

- (a) Any operating funds of the MCSA as provided and to be held by the Board of Directors, and
- (b) Such other funds or trust funds as the Board of Directors of the MCSA may from time to time determine; and
- (c) Any investments as authorized by the Board of Directors which is consistent with applicable state and federal banking, insurance and security laws.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. Elections. At the Annual Meeting of odd numbered years, at least one candidate for Vice President, Vice President of Homeland Security and Treasurer shall be nominated and elected by a vote of the Active Members present at the Annual Meeting. At the Annual Meeting of even numbered years, at least one candidate for Vice President of Government Affairs and Secretary shall be nominated and elected by a vote of the Active Members present at the Annual Meeting. All officers of the MCSA shall assume their office on January 1st of the year following their election to each such offices.

Section 2. Special Elections. If a vacancy has occurred in any office, a Special Election shall be held at the next Scheduled Meeting. At this Meeting, at least one candidate for such office shall be nominated and elected by a vote of the Active Members present at the Meeting to complete the unexpired term of office until the next scheduled election.

Section 3. Voting. An Active member or an Associate Member representing the Active Member must be present to vote. At any applicable meeting of the MCSA based upon the election procedures as adopted by the Board of Directors voting shall be by secret ballot for casting any vote for an Officer. A majority of all votes cast shall constitute sufficient votes for a Member to become an Officer.

Section 4. Election Results. The President shall appoint individuals to distribute, collect, and tabulate the election results The President shall then announce the results of the election. Any officer elected in a special election shall assume office immediately to complete the unexpired term of office.

ARTICLE X RESIGNATIONS

Section 1. Written Resignations. Resignations of Officers, Committee Chairs and any Committee Members of the MCSA shall be in writing to the President of the MCSA who shall determine the date of effectiveness.

Section 2. Involuntary Resignations. The unexcused absence of any Officer during their

term in office from two (2) or more scheduled Meetings or Board of Directors Meetings shall be equivalent to an official resignation.

ARTICLE XI VACANCIES

Section 1. Vacancy of an Office. In the event of a vacancy of any office, the vacancy shall be filled by appointment by the President of the MCSA until the next scheduled meeting of the Membership. A Special Election shall be held to fill the vacancy at such meeting as per Article IX Section 2.

ARTICLE XII REPORTS

Section 1. State Law Requirements. If required, the Board of Directors shall present at the Annual Meeting a report, in accordance with the Not-for-Profit Corporation Law of the Commonwealth of Virginia, verified by the President and Secretary and by a majority of the Board of Directors, or certified by an independent public or certified public accountant as retained by the Board of Directors, containing the following information:

- (a) The assets and liabilities of the MCSA as of the end of a 12-month fiscal (“Fiscal Year”) period. The fiscal year of the MCSA is on an January 1 – December 31st basis.
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the MCSA for the fiscal year immediately preceding the date of the report;
- (d) The expenses or disbursements of the MCSA during the year immediately preceding the date of the report;
- (b) The number of Members of the MCSA as of the date of the report, together with a statement of increase or decrease in such numbers during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current Members may be found; and,
- (c) Any report shall be filed with the MCSA and a copy thereof shall be entered into the minutes of the Regular Meeting of the MCSA.

Section 2. Committee Reports. Every Committee of the MCSA *may* present reports to the Board of Directors of the MCSA, or the general membership, as directed by the Board of Directors at the next scheduled meeting of the Board of Directors.

Section 3. Submission to Board Directors. No report shall be presented to the membership of the MCSA at a Meeting which has not been previously submitted to the Board of Directors for approval. The Board of Directors may advise changes or demand additional information to be

formulated in the report before it is presented to the Membership of the MCSA.

ARTICLE XIII PROCEDURE

Parliamentary Procedures and the Bylaws of the MCSA shall govern the proceedings of all meetings of the Members, Committee and of the Board of Directors.

ARTICLE XIV AMENDMENTS TO BYLAWS

Section 1. Procedure. The Bylaws of the MCSA shall only be amended by a majority vote of the Active Members of the MCSA present at any Meeting. Any Active Member may submit a proposed amendment. All proposed amendments to the Bylaws shall be submitted in writing to the Board of Directors no later than 60 days before the amendment is presented to the Active Membership for a vote. The Board of Directors shall distribute proposed amendments to the Active Membership no later than 30 days in advance of meeting at which the vote will occur. Proposed amendments may be distributed to the Active Membership through U.S. Postal Service; through publication on the MCSA's web page; or through e-mail sent from the MCSA's server.

Section 2. Compliance. Any amendment to these Bylaws effecting a change in the number of the Board of Directors or duties of any Officer shall conform to the provisions of the Not-for-Profit Corporation Laws of the Commonwealth of Virginia and to the tax-exempt status of this MCSA as approved under the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE XV MISCELLANEOUS

The MCSA shall use its funds only to accomplish the objectives and purposes specified in its Bylaws, and no part of said funds shall inure, or be distributed, to the individual members of the MCSA. On dissolution of the MCSA, any funds remaining shall be distributed to one or more regularly organized and qualified Section 501(c)(6) organization to be selected by the Board of Directors.

Section 1. Limitation of Liabilities. Nothing contained in these Bylaws shall subject any Member, Officer, Director, agent, or employee of the MCSA to any individual or personal liability in the normal course of their duties with the MCSA. Nor shall any Member, Officer, Director, agent, or employee be held liable for his or her acts or failure to act under these Bylaws except for acts or omissions to act arising out of his/her own willful misfeasance/ malfeasance or gross misconduct. The MCSA shall purchase all necessary liability and other insurance as may be deemed necessary to protect each individual Officer who is acting in his official capacity and duty with regard to the MCSA.

Section 2. Logo. A separate seal or logo or trademark may be provided by and for the exclusive use of the MCSA and may be registered for the exclusive protection of the MCSA. The copyright of any such logo shall be for the sole use and property of the MCSA

Section 3. Political Endorsements. The MCSA may endorse candidates for federal, state, or local elective or appointed offices by a unanimous vote of the Executive Board.

Section 4. National Emergency.

In furtherance of its responsibility for the supervisory, control, and direction of the affairs of the MCSA, the Board of Directors may provide special rules, regulations, and procedures as it shall deem necessary for the continued effective maintenance and conduct of the MCSA during any period of national emergency.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Corporation's Board of Directors, have executed this Action by Unanimous Written Consent effective as of the date first written above.

DIRECTORS:



GRADY JUDD



ROBERT GUALTIERI



PETER KOUTOUJIAN



MICHAEL BOUCHARD



MIKE CHAPMAN



DAVID MAHONEY



DONNY YOUNGBLOOD

[SIGNATURE PAGE TO ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF THE ORGANIZATIONAL MEETING OF MAJOR COUNTY SHERIFFS OF AMERICA, INC.]