

ARTICLES OF INCORPORATION  
OF  
LAW ENFORCEMENT EXPLORER POST ADVISORS ASSOCIATION  
OF COLORADO

**ARTICLE I – NAME**

The name of the Corporation shall be the Law Enforcement Explorer Post Advisors Association of Colorado, hereinafter referred to as “L.E.E.P.A.A.C.”

**ARTICLE II – PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE II – PURPOSE, POWERS, RESTRICTIONS**

Section 1. Purpose. The Corporation is organized and formed exclusively to provide educational training for Law Enforcement Explorers within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986. The purpose of the Corporation is to provide education for Law Enforcement Explorers, coordinate information which is beneficial and noteworthy to the operation of Law Enforcement Explorer Posts & programs, assist in establishing new Law Enforcement Explorer Posts, and maintaining regulation of Learning for Life.

Section 2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3 of this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations under the Colorado Nonprofit Corporation Act and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms, individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3. Restrictions Upon the Powers of Members and Others.

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member (unless such member is an organization in section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director, or officer of the Corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(b) No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which

organization consist of carrying on propaganda or otherwise attempting to influence legislation.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for political office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities (i) so as to incur any Federal income tax liability under section 501 (c) (3) of the Internal Revenue Code of 1986, or (ii) not permitted to be carried on by a corporation, contributions to which are deductible under section 170 (c) of the Internal Revenue Code of 1986.

(e) Any reference to the provisions of the Internal Revenue Code of 1986 shall include the corresponding provisions of any subsequent federal tax law.

Section 4. Qualification for use of the Corporations 501 (c) (3)

Members as described by Article II Section 1 (a) of the bylaws who are in good standing, seeking to utilize the benefits of the Corporations 501 (c) (3) must adhere to the stipulations set forth as they are written in Article VIII Section 9 of the bylaws.

**ARTICLE IV – DISSOLUTION**

In the event of dissolution of the Corporation, after all debts and other legal obligations have been paid or adequately provided for, any funds and other property, real and personal, belonging to the Corporation shall be transferred to the member Law Enforcement Posts in equal shares, regardless of the size of membership of a post. Notwithstanding the foregoing, if any member post is not permitted, for any reason, to take or hold such assets, that portion of such assets shall become the property of its successors or to an organization or organizations having comparable purposes and qualifying as not for profit and tax exempt as described in section 501 (c) (3) of the Internal Revenue code of 1986, or the corresponding provision of any subsequent federal law.

**ARTICLE V – MEMBERSHIP**

Membership is open to all law enforcement agencies, organizations, individuals, and businesses who share a common goal in the furtherance of Law Enforcement Exploring and accept the purpose of this Corporation. Any law enforcement agency, organization, individual, or business who desires membership in the Corporation shall, upon approval of the Board of Directors, become members.

## **ARTICLE VI – MEETINGS**

The annual meeting and special meetings of the Corporation and meetings of the Board of Directors shall be held at the times and under the terms specified in the bylaws.

## **ARTICLES VII – BOARD OF DIRECTORS**

**Section 1. Functions.** The affairs of the Corporation shall be managed by its Board of Directors.

**Section 2. Board Composition.** The Board of Directors shall be elected by the individual members at the annual meeting. The following officers shall constitute the Board of Directors: Chairman; Vice Chairman; Secretary; Treasurer; Historian; Immediate Past Chairman; Learning for Life Representative; Committee Coordinator Chairman; and such other officer as may be set forth in the Bylaws. Their duties and manner of election shall be described in the Bylaws.

**Section 3. Number and Term.** The number of directors shall not be less than four. The number of directors and term of office of each director shall be determined according to the Bylaws of the Corporation from time to time in force.

**Section 4. Liability.** The personal liability of the directors to the Corporation or to its members shall be limited to the fullest extent permitted by Colorado law.

## **ARTICLE VIII – BYLAWS**

The Board of Directors and the membership shall have power to alter, amend or repeal the Bylaws from time to time in force and to adopt new Bylaws by two-thirds a vote of membership. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of this Corporation any proprietary interest in its property or assists whether during the term of its existence or as an incident to its dissolution.

## **ARTICLE IX – AMENDMENTS**

The members shall have power to alter or amend these Articles of Incorporation by two-thirds vote of all members at any meeting of the Corporation or at a special meeting called for that purpose.

The address of the principal office and registered office of the Corporation in Colorado is 19600 E. Parker Square Drive, Parker CO 80134, the name of the registered agent at such address is Law Enforcement Explorer Post Advisor's Association of Colorado.

The current directors constituting the Board of Directors are as follows:

Name	Address
Barbara Riester Chairman	705 S. Nevada Ave. Colorado Springs, Colorado 80906
Tom Wilkes Vice Chairman	15001 E. Alameda Pkwy Aurora, Colorado 80012
Marc Weber Secretary	
Christopher A. Peters Treasurer	19600 E. Parker Square Drive Parker, Colorado 80134
Chris Amsler Historian	15001 E. Alameda Pkwy Aurora, Colorado 80012

These Articles of Incorporation were duly adopted by at least a two-thirds vote of the members at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2006, at which a quorum was present either in person or by proxy.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Law Enforcement Explorer Post Advisors  
Association of Colorado

By \_\_\_\_\_  
Barbara Riester  
Chairman

ATTEST:

\_\_\_\_\_  
Marc Weber, Secretary

STATE OF COLORADO )  
County of Douglas )

Acknowledged before me the \_\_\_\_\_ day of \_\_\_\_\_, 2006,  
by Barbara Riester, Chairman, and Marc Weber, Secretary, Law Enforcement Explorer  
Post Advisors Association of Colorado.

\_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

**BYLAWS  
OF  
LAW ENFORCEMENT EXPLORER POST ADVISORS  
ASSOCIATION  
OF COLORADO**

**ARTICLE I.**

Offices

The principal office of the Corporation shall be located in the State of Colorado. The Corporation may have such other offices as the Board of Directors may designate or as the business of Corporation may require from time to time.

**ARTICLE II.**

Membership

Section 1. Classes of Members. All members shall be designated within one of the following classifications:

(a) Regular Members. Regular members shall consist of: any law enforcement agency; any law enforcement officer, Advisors, or Assistant Advisors, who are endorsed by their respective agency; or a representative of Learning for Life; who share a common goal in the furtherance of Law Enforcement Exploring within the framework, rules and regulations of Learning for Life.

(b) Associate Members. Associate members shall consist of any individual, agency, or business who supports the philosophy and goals of L.E.E.P.A.A.C. which are not covered under the Regular Member status. Associate memberships are subject to approval of the Board of Directors.

(c) Honorary Members. The Board of Directors may invite selected person to become Honorary Members when, in the Board of Directors opinion, those selected persons have rendered outstanding service to Law Enforcement Exploring, or to this Corporation.

(d) Life Members. Life membership shall be conferred on all past Chairman of this Corporation.

Section 2. Termination of Membership. Any member who, reportedly, is not in good standing shall have his/her membership terminated upon a two-thirds vote of the membership. Termination of membership shall not affect the members standing with Learning for Life. The terms "not in good standing" shall be defined as:

- (a) One who fails to adhere to the Bylaws of this Corporation.
- (b) One whose conduct is unbecoming a member of this Corporation.
- (c) One who fails to re-new his/her membership.

Prior to any vote to terminate membership, the member in question must be given a notice in writing of the Board of Director's intent to terminate the membership. The notice must be given a minimum of two weeks in advance of the next regular or special meeting of the membership, at which time the member will be provided a chance to be heard before the membership. Termination of membership due to failure to re-new will not require a vote or notice given to the member.

Section 3. Meetings. An annual meeting of the members of the Corporation shall be held each year at a time and place determined by the board of Directors. Regular meeting shall be held each month at a time and place determined by the board of Directors. Other meetings of the members of the Corporation maybe called at any time by the Board of Directors, the Chairman or a majority of the membership upon notice mailed not less than ten days prior to the date set for the meeting to each member. The notice shall state the place, day and hour of the meeting. A majority of the members shall constitute a quorum at any meeting of the members. Except as otherwise provided by statue, the action of a majority of the members present at any meeting at which a quorum is present shall constitute the action of the members.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of directors (the Board), except as otherwise provided in the Colorado Nonprofit corporation Act or the Articles of Incorporation.

Section 2. Board Functions. The Board shall manage the Corporation consistent with the purpose, set forth in Article II, Section 1 of the Articles of Incorporation. The Board shall consist of the following officers: Chairman; Vice Chairman, Secretary; Treasurer; Historian; Immediate Past Chairman; Learning for Life Representative; Committee Coordinator Chairman; and such other officers as deemed necessary to carry out the functions of this Association.

Section 4. Number. The number of directors shall not be less than four.

Section 5. Tenure. The directors shall be elected annually by the membership. Each director shall hold office until the first of the following to occur: Until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner

hereinafter provided. No director in the position of Chairman, or Vice Chairman shall serve more than two consecutive terms in the same position.

Section 5. Qualification. The Chairman and Vice Chairman shall be required to be a member of this Corporation a minimum of one year before holding office.

Section 6. Vacancies. Any director may resign at any time by giving notice in writing to the Chairman or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should the Office of Chairman become vacant, the vice Chairman shall automatically succeed to the position. Should the Office of vice Chairman become vacant at the same time, the remaining members of the Board of Directors shall, by affirmative vote of the quorum, select a qualified person for each office to serve tempore until elections can be held as provided for in Article 5.

Section 7. Removal. Any director may be removed by the membership whenever in its judgment the best interests of the Corporation will be served thereby. A two-thirds vote of the membership will be required to remove a director. The director will be provided the opportunity to address the membership prior to a vote.

Section 8. Chairman. The duties of the chairman shall be the general supervision of the affairs and business of the Corporation and the Board, such supervision to be subject to the control and direction of the membership. The chairman shall preside at all meetings of the Corporation and Board of Directors, and appoint all committees, be an ex-officio member of all committees with right of debate, sign all correspondence and contracts of the Corporation which have been approved by the Board of Directors or the membership except as specifically delegated.

Section 9. Vice Chairman. The Vice Chairman shall act in the absence of the Chairman and shall carry special assignments and tasks given by the chairman.

Section 10. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of any annual or special meetings of this Corporation and the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and affix the seal to all documents when authorized by the Board; and (d) in general, perform all duties incident to the officer of Secretary and such other duties as from time to time any be assigned by the Chairman or by the Board. Assistant secretaries, if any shall have the same duties and powers, subject to supervision by the Secretary.

Section 11. The Treasurer. The Treasurer shall: (a) be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Corporation and shall deposit the same in accordance with the instructions of the Board; (b) receive and give

receipts and acquaintances for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills and other just debts of the corporation of whatever nature upon maturity; (c) perform all other duties incident to the office of the Treasurer and upon request of the Board, shall make such reports to it as may be required at any time; (d) if required by the Board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his/her duties and for the restoration of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation; (e) keep current the Corporation's periodical status with the Colorado Secretary of State; and (f) have such other powers and perform such other duties as may be from time to time prescribed by the Board or the Chairman. The assistant treasurer, if any, shall have the same powers and duties, subject to the supervision of the Treasurer.

The Treasurer shall also: (a) be the principal accounting officer of the Corporation; and (b) prescribe and maintain the methods and systems of accounting to be allowed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, prepare and furnish the Chairman and the Board statements of account showing the financial position of the Corporation and results of its operations, and provide for an annual audit by a certified public accountant.

Section 12. Immediate Past Chairman. The Immediate Past Chairman shall provide advice and expertise to the Corporation and serve in other duties as requested by the Chairman.

Section 13. Learning for Life Representative. The Learning for Life Representative shall provide advice and expertise to the Corporation concerning all matters pertaining to the rules and regulations of Learning for Life, to ensure that all rules and regulations are followed by the Board of Directors and all members of the Corporation, and serve in other duties as requested by the Chairman.

Section 14. Committee Coordinator Chairman. The Committee Coordinator Chairman shall supervise and coordinate all committees and report the status of all actives of the committee to the Board, and serve in other duties as requested by the Chairman.

Section 15. Historian. The Historian will keep the annual conference guide, be a clearing house for agency information to include the LEEPAAC by laws, and control all aspects of the web site.

Section 16. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board may determine.

Section 17. Special Meetings. Special meetings of the Board may be called by the Chairman or at the request of at least two Board members.

Section 18. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## **ARTICLE IV**

### Indemnification of Directors

The Corporation shall, to the full extent permitted by Colorado law, indemnify any person who was or is a party or is thereafter to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that such person is or was a Director of the Corporation. The right of indemnification shall work to the benefit of the heirs, executors, administrators, and person representatives of the Director.

## **ARTICLE V**

### Elections

#### Section 1. Election Procedures.

- (a) Elections shall be held on an annual basis during the month of June. This will allow elections to take place during the Regional Conferences.
- (b) Election shall be by written secret ballot except as provided for in (c).
- (c) If an office is uncontested, a voice vote may be taken.
- (d) Absentee or Proxy ballots shall be permitted.
- (e) The Chairman shall appoint an Election committee Chairperson to handle the election.
- (f) The Election committee Chairperson, with the concurrence of the Chairman, shall appoint four members to form an Election Committee.
- (g) The Election Committee is responsible for seeking qualified candidates for the Board of Directors, establishing rules and procedures, and insuring a fair and impartial election.
- (h) The Election Committee shall be responsible for the preparation, distribution, collection and tabulation of ballots.
- (i) The Election Committee Chairperson shall supervise the counting of the ballots and will announce all results of the voting.
- (j) To be elected to office, a person must receive a simple majority of the votes cast. In the event that a simple majority is not received by a candidate, runoff elections will be conducted until a simple majority of votes is attained.

## **ARTICLE VI**

### Conference

The Board of Directors shall be responsible for coordinating an annual conference for Explorers. The purpose of the conference is to promote education, cooperation, and competition among law enforcement posts throughout the state and the region. The Board of Directors shall appoint special committees as needed to carry out these duties.

## **ARTICLE VII**

### Academy

The Corporation shall act as a liaison for academy system for the purpose of standardized training of all Law Enforcement Explorers through out the State of Colorado. The training will be made available to all law enforcement agencies that sponsor Law Enforcement Exploring and to any Explorer who wishes to further their training. A board recognized curriculum shall be instituted to help ensure that an Explorers training is recognized by all participating agencies. The board will select member agencies to host the academy on a yearly or bi-yearly basis. The hosting agency shall be responsible for all associated costs incurred during the academy and graduation. Hosting agencies shall retain all funds collected from the attending Explorers. Cost for the academy shall be reasonable and must be approved by the board. The Corporations name and logo can only be duplicated upon approval from the board.

## **ARTICLE VIII**

### Miscellaneous

Section 1 Waiver of Notice. Whenever notice of any meeting is required by law, the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director, member, or other person entitled to said notice, whether executed before or after the meeting, or his appearance at such meeting in person, shall be equivalent to such notice.

Section 2. Seal. The Corporate seal of the Corporation shall be circular in form and shall contain the name of the corporation, the year of its organization and the words, "Seal, Colorado."

Section 4. Management, Debt, Liability. The corporation shall be fully responsible for its management, fiscal affairs and for any debts or liabilities it may incur. Its members shall not be responsible for the liability or debts of the Corporation nor shall the corporation take any action to cause its members to incur or be subject to the liabilities or debts of the Corporation.

Section 5. Amendments of Bylaws. The membership shall have power to make, amend and repeal the Bylaws of the Corporation by a two-thirds vote at any regular meeting of the membership or at any special meeting called for that purpose.

Section 6. Severability. The invalidity of any provision of the Bylaws shall not affect the other provisions thereof, and in that event these Bylaws shall be construed in all respects as if such invalid provision hereof were omitted.

Section 7. Rules of Order. "Robert's rules of Order," latest edition, shall be the governing parliamentary law of this corporation except where otherwise provided in the Article of Incorporation.

Section 8. Dues. The Board of Directors, prior to August 1<sup>st</sup> of each year, shall determine whether dues will be assessed for the coming year. A two-thirds vote of the membership at any regular or special meeting, prior to October 1<sup>st</sup>, will be required to approve the assessment. Dues may be waived for certain special circumstances that may arise, however the membership must approve any and all waivers.

Section 9. Use of Corporations 501 (c) (3). The Corporations 501 (c) (3) is available for qualified members as described by Article II Section 1 (a) for use to apply or obtain grants, and or donations. The Corporations 501 (c) (3) status may only be used once at any given time by various grantor or donor. To eliminate competition between members for the same grant or donation members must request in writing 90 days prior to any authorization to use the Corporations 501 (c) (3). The request must include the grant type or name, or the donation source. No member shall compete with the Corporations use of the 501 (c) (3) status. The Board of Directors will review all requests and authorize any use of the Corporations 501 (c) (3) status.

### **APPROVAL**

The foregoing Bylaws, after having been read, were adopted by the membership and certified by the Secretary of the Board at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Secretary

Approved:

\_\_\_\_\_  
Chairman