

**BY-LAWS
OF
THE ONE HUNDRED CLUB OF
SOUTHEAST TEXAS, INC.**

**ARTICLE I
Purposes**

The purposes for which the Corporation ("Club") is organized are:

To receive funds and property, to invest and reinvest the same, and to disburse and distribute the same as voluntary, gratuitous, and charitable gifts and contributions to, or for, the benefit of: (1) Jefferson, Hardin, and Orange County Peace Officers, (2) Jefferson, Hardin, and Orange County Firefighters, and (3) dependent widows or widowers and/or children of Deceased Jefferson, Hardin, and Orange County Peace Officers or Jefferson, Hardin, and Orange County Firefighters.

A "Jefferson, or Hardin, or Orange County Peace Officer" means any person whose primary duty station is located in Jefferson County, Texas, or Hardin County, Texas, or Orange County, Texas, and who is: (A) a Texas Peace Officer employed as (1) sheriffs and their deputies; (2) constables and deputy constables; (3) marshals or police officers of an incorporated city, town, or village; (4) rangers and officers commissioned by the Public Safety Commission and the Director of the Department of Public Safety; (5) investigators of the district attorney, criminal district attorneys' and county attorneys' offices; (6) each member of an arson investigating unit commissioned by a city, a county, or the state; (7) law enforcement officers commissioned by the Parks and Wildlife Commission; (8) law enforcement officers employed by the Lamar University Police Department or and the Regional Police Academy located at Lamar University Institute of Technology; (9) law enforcement agents of the Texas Alcoholic Beverage Commission; and (10) any reserve officers employed by the Texas law enforcement agencies listed in numbers (1) through (9) above; or (B) a federal criminal law enforcement officer employed by (1) the Federal Bureau of Investigation; (2) the United States Marshals Service; (3) the Drug Enforcement Administration; (4) the Bureau of Alcohol, Tobacco and Firearms; (5) the United States Custom Service; (6) the Internal Revenue Service; (7) the United States Secret Service; (8) the United States Postal Service; (9) the Immigration and Naturalization Service; (10) the Fish and Wildlife Service; (11) the National Park Service and (12) the Environmental Protection Agency; or (C) a prosecutor employed by a district attorney's or county attorney's office or by the United States Department

of Justice; or (D) such other law enforcement officers not specifically listed above whom the Board of Directors in their discretion determines should be included on a case by case basis.

“A Jefferson, or Hardin, or Orange County Firefighter” means any person whose primary duty station is located in Jefferson, or Hardin, or Orange County , Texas, and who is (A) a registered firefighter currently listed on the active duty roster of a specific fire station within either of these counties (whether they be salaried or volunteer), (B) a Firefighter that is assigned to a fire department whose primary directive is protecting an incorporated city, town or village within Jefferson, or Hardin, or Orange County, Texas, (C) Firefighters shall also include individuals within these fire stations that have been designated EMTs (emergency medical technicians), and (D) such other Firefighters not specifically listed above who the Board of Directors in their discretion determines should be included on a case by case basis.

A “Deceased Jefferson, or Hardin, or Orange County Peace Officer” or “Firefighter” means any person who, at the time of his or her death, was a Jefferson, or Hardin, or Orange County Peace Officer or “Firefighter” as herein defined and who is killed in the Line of Duty (Line of Duty being certified by the official of the law enforcement agency or other organization with which such person was employed at the time of his or her death and who is authorized to make such certification). All disbursements and distributions described herein shall be made only pursuant to specific written resolutions made during a meeting of the Board of Directors, and all such disbursements and distributions shall be absolutely discretionary with the Board of Directors, the Board of Directors being under no obligation to make any disbursement and distributions of any type to any person.

In furtherance of the foregoing purposes, the Corporation shall have and exercise any and all and every power which a non-profit Corporation organized under provisions of the laws of the State of Texas for charitable purposes could be authorized to exercise, but not any other power.

ARTICLE II **Members**

Section 1. Classifications. Persons may be admitted to membership in the Club upon the payment by such persons of the then annual dues. A convicted felon shall not be accepted for membership.

Life Members. Members who have made a one-time payment of \$1,000.00 to the Corporation. These members will be exempt from the payment of annual dues during the rest of their lifetime.

Honorary Members. The Board of Directors may, in its discretion, grant Honorary Memberships to individuals rendering extraordinary services to the One Hundred Club. These may be Regular or Life Memberships and may or may not carry voting privileges, depending upon the member's status.

Law Enforcement and Firefighters Members. The Board of Directors have established a discounted rate for those who meet the definition of "Peace Officer" or "Firefighter", as follows:

Annual Membership: \$25.00 annual dues

Lifetime Membership: One time payment of \$250.00

Section 2. Privileges of Membership. Membership in the One Hundred Club shall entitle the member to display the current membership logo indicating that he is a member in good standing and that he supports the purposes of The One Hundred Club as set forth in Article I of the By-Laws of the One Hundred Club of Southeast Texas, Inc.

Members of the One Hundred Club are to conduct themselves properly at all times with regard to the privileges of membership. Any member whose conduct is not considered proper may be suspended or expelled. Action may be taken upon the initiative of the Executive Committee. The Committee may conduct a hearing on the status of any member at any time it deems such a hearing desirable. The expulsion of a member shall require a two-thirds (2/3) vote of the entire membership of the Board of Directors of the corporation.

Section 3. Dues. The annual dues, to be paid by each member of the Club, shall be \$100.00, or such other amount, whether greater or lesser, as may be from time to time fixed by a majority of the Board of Directors.

Section 4. Payment of Dues. Dues should be paid annually and become payable on the first day of January each year. Payment of such dues shall entitle the member paying the same to membership in the club for the calendar year. In the event any member shall not have paid his said dues by the first of March of any year, his membership in the Club shall automatically cease and terminate, and he shall be dropped from the roster of members.

Section 5. Transfer of Membership. Membership or any interest in the 100 Club shall not be assignable by any member nor shall membership or any interest in the 100 Club pass to any personal representative, heir, or devisee of any deceased member.

Section 6. Compensation. Directors as such shall not receive any compensation.

Section 7. Business. Neither the Corporation nor the 100 Club shall do business with its officers and/or Executive Committee unless it is approved by the Board of Directors.

Section 8. Other Counties. The Corporation shall have the authority to add other counties in Southeast Texas to the membership and extend benefits to them upon the three-fourths affirmative vote of the Board of Directors. A requirement of a certain number of memberships in the Club from the county applying for inclusion shall be set by the Board of Directors and a continuing level of support to maintain that inclusion, also to be determined by the Board, shall be set and agreed upon by both parties before a vote on inclusion shall be held.

ARTICLE III **Meeting of Members of the 100 Club**

Section 1. Annual Meeting. The annual meeting of the members of the Club shall be held in the County of Jefferson, of Hardin, or of Orange, Texas, in the month of November at such place and hour as may be designated by the Board of Directors for the purpose of transacting any business that may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the members of the 100 Club may be held upon call of the President, at such place in the Counties of Jefferson, Hardin, or Orange as may be stated in the notice thereof and at such time and for such purpose as may be stated in the notice.

Section 3. Notice of Meetings. Notice of the time, place and the purpose of each meeting of the members of the 100 Club, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting, shall be served either personally, by telephone, by electronic means, or by mail upon each member not less than three (3) days before the date for such meeting; provided that no notice of adjourned meetings need be given. If mailed, the notice shall be directed

to each member at his address as it appears on the membership book of the 100 Club unless he shall have filed with the Secretary a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 4. Conduct of Meeting. Meetings of the members of the 100 Club shall be presided over by the President or, if he is not present, the Vice President, or if neither the President nor the Vice President is present, by a chairman to be chosen at the meeting. The Secretary of the Corporation or, in his absence, a person chosen by the Board of Directors shall act as Secretary of the meeting.

ARTICLE IV **Board of Directors**

Section 1. Number. The Board of Directors of the Corporation shall consist of not more than 25 members, who shall be members of the 100 Club in good standing.

Section 2. Election of Directors. Directors of the Corporation shall be elected by the Board of Directors in the month of November and shall assume office on the first of January following. Directors shall be elected to serve for a period of two (2) years, which may be for successive, unlimited terms.

Section 3. Attendance. Three unexcused absences from meetings of the Board of Directors in one year will result in the board member's dismissal from the board. The Advisory Board members would not be affected by this requirement.

Section 4. Vacancies. If the office of any Director becomes vacant for any reason, the remaining directors shall choose a successor, who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 5. Powers. The Board of Directors shall have control and management of the affairs of the Corporation, and all such power is delegated to said Executive Committee. The Board may from time to time adopt such rules and regulation respecting the management of the affairs of the Corporation, as shall be best suited in the judgment of the Board of Directors for accomplishing the purposes of the Corporation. The Board of Directors shall annually consider, discuss and approve or disapprove the actions of the Executive Committee for the preceding year.

Section 6. Meetings. The Board of Directors shall meet when called by the President, or in his absence, the Vice President, and the notice of such meeting shall conform to the requirements of Article III, Section 3, Notice of Meetings. The meetings may be held at any time or place designated in the call, and thirty percent (30%) of the membership of the Board as it exists at that time shall constitute a quorum. The Board of Directors shall meet not less than once a year, and at one such meeting it shall elect officers for the ensuing year.

ARTICLE V. Officers

Section 1. Officers. Officers of the Corporation shall be members of the 100 Club in good standing:

a President,
a Vice President,
a Secretary, and
a Treasurer.

These officers shall be elected by majority vote of the Board of Directors present at the meeting called for the purpose of electing officers. Officers shall serve a term of one (1) year beginning on January 1. No officer shall serve more than two (2) consecutive terms in the same office.

Section 2. Duties of the Officers

President. The President of the Corporation shall preside over all regular and special meetings of the membership. He shall preside over all regular and special meetings of the Board of Directors. He shall execute contracts on behalf of the Corporation; shall represent the Corporation at any and all times when he deems it necessary to do so, and shall carry out the policies and plans of the Board of Directors. He shall have authority to countersign all checks and execute all obligations for and on behalf of the Corporation.

Vice President. The Vice President of the Corporation shall preside in the absence of the President and perform the duties customarily pertaining to such office.

Secretary. The Secretary of the Corporation shall direct and supervise the keeping of all records of the Corporation and shall see that the minutes of each

meeting and all records pertaining thereto are retained and preserved and be responsible for duties customarily pertaining to this office.

Treasurer. The Treasurer of the Corporation shall direct the keeping of all books of account, the collection of all monies due the Corporation and the depositing of same in a bank or banks acceptable to the Executive Committee and be responsible for the duties customarily pertaining to this office. All checks, exceeding the sum of \$250.00, issued for and on behalf of the Corporation shall be signed by any two persons duly authorized by the Executive Committee.

The Treasurer shall submit the financial records of the One Hundred Club annually to an independent auditor, who shall be selected by the Board of Directors, who shall conduct an audit.

ARTICLE VI. **Advisory Board**

The Board of Directors of the Corporation may appoint any number of Advisory Board Members in recognition of outstanding service and contributions in furtherance of the purposes of the 100 Club. However, the appointment of Advisory Board members shall be a post of honor and no Advisory Board member, as such, shall have any enforceable rights or duties whatever with respect to the Corporation. Certificates of appointment and recognition may be issued to Advisory Board members, by the Board at its discretion where it is deemed advisable by the Board. An Advisory board composed of persons whom the Board of Directors desire to singularly honor in an official capacity may be appointed by the Board of Directors at any regular or special meeting. A new Advisory Board may be named on an annual basis, and there shall be no limitations on the number of terms an individual may serve.

ARTICLE VII. **Committees**

Nominating Committee. The Nominating Committee of the Corporation shall be appointed by the Board of Directors and shall consist of the five board members. The Nominating Committee shall submit a slate of Officers and Directors to the Board of Directors for election at the October meeting of the Board of Directors.

Other Committees. Committees and a Chairman to head each shall be appointed on an as needed basis by the President and confirmed by the Executive Committee Board of Directors. The President of the Corporation shall be an ex-officio member of all committees except the nominating committee. The committees shall be appointed by the President after he assumes office, and shall serve until the next annual meeting. The committees shall report to the Executive Committee, and the Board of Directors may require a report at any time.

ARTICLE VIII.

Fiscal Year

Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

ARTICLE IX.

Parliamentary Authority

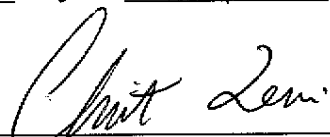
Robert's Rules of Order, shall serve as parliamentary authority for this organization when not in conflict with the provisions of these By-Laws.

ARTICLE X.

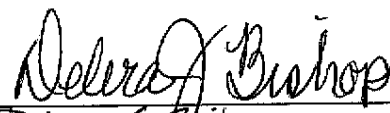
Amendments

The By-Laws of the Corporation may be amended, added to or repealed, or other new By-Laws may be adopted in lieu thereof by the affirmative votes of a majority of the Board of Directors of the Corporation, provided that notice of any proposed amendment be given in writing at least ten (10) days before such meeting.

These By-Laws were amended after a meeting of a quorum of members of the Board of Directors of the One Hundred Club of Southeast Texas, Inc., on this the 8th day of July, 2010.



CLINT LEWIS, President



Debra J. Bishop, Secretary

Adopted: 26 May 1994

Amended: March 1995; July 1995; July 1996; September 1997; October 1998; June 2002; February 14, 2008; July 8, 2010