

# Citizens' Academy Ambassadors EIN 26-4627981

## BYLAWS

### *Citizens' Academy Ambassadors*

#### ARTICLE I. Name and Principal Office

**1. Name.** The name of this organization, incorporated as a not-for-profit Corporation under the laws of Kansas, is *Citizens' Academy Ambassadors, Inc.*, hereinafter referred to as Citizens' Academy Ambassadors, Inc. or the Corporation.

**2. Principal Office.** The principal office for the transaction of the business of the Corporation is hereby located at Law Enforcement Center, 320 S Kansas Ave, Topeka KS

**3. Registered Office.** The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Shawnee County. By like resolution, the resident agent at such registered office may be changed to any other person or Corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

**4. Other Offices.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

#### ARTICLE II. Purposes

- 1. Purposes.** *The purposes of the Corporation, as specified in its Articles of Incorporation, are:*
- (a) *To bring together graduates of the Topeka Police Department's Citizens' Academy, to enhance the relations between the community and law enforcement, and to provide other assistance to law enforcement as requested and deemed appropriate by the board of directors.*
  - (b) The Corporation is formed for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code.

## **ARTICLE III. Membership**

**1. Membership.** Any individual who is a graduate of the Topeka Police Department's Citizens' Police Academy, and who submits a properly completed application form and agrees to abide by the rules and support the objectives and purposes of the organization is entitled to an active voting membership in the Citizens' Academy Ambassadors. No person shall be denied membership because of race, religion, sex, or ethnic background. The Board of Directors may provide for other classes of membership as it deems appropriate.

**2. Membership Fee.** A membership fee shall be paid by each member. Payment of such fee and good standing with respect thereto shall be prerequisite to be an eligible voting member and to exercise any voting rights. The membership year shall be the fiscal year of the Corporation. Membership dues will not be pro-rated upon entry into the organization. Dues are non-refundable. The Board of Directors shall periodically review and update membership qualifications and fee structure to best reflect the needs and interests of the organization and its membership.

**3. Termination or Suspension.** Members shall maintain good standing with respect to the payment of fees required by the Corporation. Additionally, if any member of the Corporation commits any act prejudicial to the Code of Conduct of the affairs of the Corporation or the purposes for which it is formed, such member shall be notified in writing to appear personally before the Board of Directors at a designated time not less than 30 days after such notification and at such time be given a hearing. By a vote of a majority of all of the Board of Directors present and constituting a quorum at the meeting, the membership of such member may be terminated, or suspended subject to reinstatement upon such conditions as may be prescribed by the Board. Unless the majority of the general membership overrules the decision of the Board of Directors, the decision of termination shall be final. Termination may also occur upon direction of the Topeka Police Department and all information thereon will be considered confidential.

**4. Resignation from Membership.** Resignation from membership shall be presented to the Secretary or a membership committee, but shall not relieve any member from any liability for any dues, assessments or other obligations to the Corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

**5. Place of Meetings.** All meetings of the members shall be held at the principal office of the Corporation unless another place is designated either by the Board of Directors, or by the written consent of all members entitled to vote at that meeting, given either before or after the meeting and filed with the Secretary.

**6. Annual Meetings.** (a) The last meeting of the fiscal year shall be considered the Annual Meeting unless the notice or consent specifies a different time. At such meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the power of the members. (b) Notice of each Annual Meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at the member's address appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than 10 days nor more than 45 days before each annual meeting and shall specify the place, the day and the hour of such meeting,

and shall state such other matters, if any, as may be expressly required by statute. If this bylaw as to the time and place of election of officers and other directors is changed, such notice shall be given to members at least 20 days prior to such meeting.

**7. Special Meetings.** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by written request to the Board by at least 20% of the eligible voting members of the Corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

**8. Voting.** Unless the Board of Directors has fixed another date, the record date for purposes of determining entitlement to vote at the meeting shall be as of the close of business on the day next preceding the date on which the meeting is held. Such vote may be via voice or by ballot, except that all elections for directors must be by secret ballot. Votes, other than those related to Bylaw changes, may be executed by email. Each eligible voting member shall have 1 vote for directors and all other matters which may properly come before the members at any annual or special meeting. The President shall be responsible to dispose of all ballots after tabulation of election results. At least one member of the Nominating Committee will be present during the disposal of the ballots.

**9. Quorum.** . The presence in person of 20% of eligible voting members shall constitute a quorum for the transaction of business. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

**10. Consent of Absentees.** The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

**11. Proxies.** Every person entitled to vote shall have the right to do so either in person or by the Secretary, authorized by a written proxy executed by such person or such person's duly authorized agent and filed with the Secretary. Each proxy shall be executed in writing, shall be valid for a specific general or special meeting and shall be limited to casting the member's vote for the directors designated by the proxy, either as part of the slate of candidates certified by the nominating committee or as designated to be nominated and voted for by the proxy. No such proxy shall be valid after the general or special meeting for which the proxy is executed or the expiration of 11 months from the date of its execution, whichever is later.

**12. Inspection of Corporate Records.** The membership ledger, the books of account and minutes of proceedings of the members, the Board of Directors and of standing committees shall be open to inspection upon the written request of any member within 5 days of such request during ordinary business hours or by appointment if for a purpose reasonably related to the member's interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings

of the members upon the request of any member. Requests for inspection of any corporate records other than at a members' meeting shall be made in writing to the Secretary.

**13. Inspection of Bylaws.** The Corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at reasonable times during ordinary business hours or by appointment, upon request to the Secretary.

## **ARTICLE IV. Board of Directors**

**1. Powers.** Subject to limitations of the Articles of Incorporation, the Bylaws and the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) to adopt, amend or repeal Bylaws of the Corporation;

(b) to select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or these Bylaws, fix their compensation, if any, and require from them security for faithful service, if deemed necessary or desirable;

(c) to conduct, manage and control the affairs and conduct of the Corporation, and to make such rules and regulations therefore which are consistent with law, or with the Articles of Incorporation or these Bylaws, as they may deem best;

(d) to change the principal office and registered office for the transaction of the conduct of the affairs of the Corporation from one location to another and to fix and locate from time to time one or more subsidiary offices of the Corporation within Kansas, all as provided in Article I of these Bylaws;

(e) to designate any place within Kansas for the holding of any members' meeting or meetings except annual meetings;

(f) to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law;

(g) to appoint an executive committee and other committees of directors, and to delegate to such committees any of the powers and authority of the board in the management of the conduct and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws. Any such committee shall be composed of 2 or more directors.

### **2. Composition, Selection and Term of Office.**

(a) The Board of Directors shall be comprised of no less than eight (8) and no more than twelve (12) persons, each of whom shall be a member of the Association in good standing and who shall be elected and qualified at the annual meeting of the members as hereinafter provided and who shall hold office until their successors are elected and qualified. All the directors holding office, shall hold office for their unexpired term and at the annual meeting the appropriate number of directors to fill the expired terms shall be elected. The initial directors shall be designated by the incorporators and shall serve staggered terms of office, to be succeeded in office at the expiration of such terms by directors duly elected and qualified to serve terms of office of three years. Initially, five directors shall

serve one year terms; five directors shall serve two year terms; five directors shall serve three year terms. Each term shall begin on January 1. The Topeka Police Department's designated Citizens' Academy Ambassadors Liaison is invited to attend all general membership and Advisory Board meetings as an ex officio member and to participate in any committee, but is not eligible to hold office.

**3. Nominations.** The Board of Directors shall annually appoint a Nominating Committee of 3 members. The Nominating Committee shall consider all available candidates for the directorships and offices to be filled by election at the next Annual Meeting of the members, and shall certify a slate of candidates to the Secretary. The Secretary shall include the slate of candidates in the notice given pursuant to Section 6 of Article III of these Bylaws. The slate so submitted shall be deemed a nomination of each person named. At the Annual Meeting of the members, nominations may be made by members from the floor.

**4. Vacancies.**

(a) Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If at any time, by reason of death, resignation, or other cause, the Corporation shall have no directors in office, then any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until the director's successor is elected at an annual or a special meeting of the members.

(b) A vacancy or vacancies on the Board of Directors shall be deemed to exist (1) in case of the death, resignation or removal of any director, (2) if the authorized number of directors be increased, (3) if, at any annual or special meeting of members at which any directors are to be elected, the members fail to elect the full authorized number of directors to be voted for at the meeting, or (4) if any director elected refuses to serve.

(c) 20% or more of the eligible voting members of the Corporation may call a meeting at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director intended to take effect at a future time, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

(d) No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**5. Place of Meeting.** Regular and special meetings of the Board of Directors shall be held at any place within Shawnee County which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the Corporation. Board meetings shall be open to attendance by the members, but no notice of any Board meeting need be given to members.

**6. Other Regular Meetings.** Other regular meetings of the Board of Directors may be held without call at such time as the Board of Directors may from time to time designate in advance of such meetings. No notice of such regular meetings of the Board of Directors is required.

**7. Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if the President is absent or unable or refuses to act, by the Secretary or by any other director. Notice of such special meeting, unless waived by attendance at the meeting or by written consent to the holding of the meeting, shall be given by actual notice before the date of such meeting in any manner reasonable under the circumstances. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at the director's residence or usual place of business.

**8. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

**9. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**10. Quorum.** The number of directors necessary to constitute a quorum for the transaction of business at a meeting of the Board, except to adjourn as provided in Section 12, shall be a majority of the total number of elected directors other than the non-voting ex officio members of the Board. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

**11. Meetings by Telephone.** Members of the Board of Directors of the Corporation or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

**12. Adjournment.** A majority of the directors present may adjourn any meeting of the Board to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

**13. Removal of Directors.** Removal of any director may be considered at any special meeting called for that purpose as provided at Section 7 of Article III of these Bylaws. A majority vote of the members who are entitled to vote and who are present in person at a meeting at which a quorum is present shall be required to remove a director for cause; a two-thirds vote shall be required to remove a director without cause. If, prior to the vote, the director subject to removal demands a hearing, then the highest ranking director from among the remaining directors shall appoint a committee to consist of 3 members in good standing of the Corporation. No director shall be a member of the committee. The meeting shall then be adjourned to a date certain, and the committee shall conduct an investigation. The director subject to removal shall be entitled to appear before the committee and be heard on the issue of removal. At the adjourned meeting, the committee shall make a report of its findings and recommendations, if any, and the matter of removal shall then be submitted to a vote of the membership.

## **ARTICLE V. Officers**

**1. Officers and Terms.** The officers of the Citizens' Academy Ambassadors, Inc., shall be President, Vice-President, Secretary and Treasurer. Each officer shall serve a term of one year beginning January 1.

**2. President.** The President shall preside at all meetings of the Citizens' Academy Ambassadors and shall be the general manager of the Citizens' Academy Ambassadors. Subject to the approval of the Board of Directors, the President shall appoint the members of all committees except the Nominating Committee. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be an ex officio member of all committees, except the Nominating Committee, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

**3. Vice-President.** The Vice-President shall act in the absence of the President with the same power and authority and shall perform such other duties as may be assigned to the Vice-President by the President and as assigned from time to time by the Board of Directors.

**4. Secretary.** The Secretary shall keep the records and minutes of all meetings of the Citizens' Academy Ambassadors, shall give notice of meetings, and shall have general custody of the records of the Citizens' Academy Ambassadors.

**5. Treasurer.**

(a) The Treasurer shall receive, disburse and account for all of the funds of the Corporation which shall be kept in a financial institution designated by the Board of Directors. A financial institution can be a bank, savings and loan, or other entities that offer Money Market accounts and/or mutual fund accounts. The Treasurer shall prepare annually for presentation an accounting of the receipts and disbursements of the Corporation during the preceding year.

(b) The Treasurer shall maintain and cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and membership. The books of accounts shall at all reasonable times be open to inspection by any director. The Treasurer shall be bonded if required by the Board of Directors and shall perform such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

**6. Election and Terms of Office.** Except as provided for the first officers who are elected by the charter directors, the officers shall be elected by the general membership of the Annual Meeting and the elected officers shall take office on January 1 for terms of 1 year or until the next election of officers. No person may hold more than one office at a time. The persons so elected to such offices may succeed themselves in their respective offices, except that the office of President cannot be held by the same person for more than three consecutive one-year terms.

**7. Removal of Officer.** Any officer may be removed from office by a vote of two-thirds of the general membership entitled to vote thereon. The officer subject to a removal vote shall not be entitled to vote. Any officer so removed from office shall continue to serve as a member of the Board of Directors unless removed in the manner provided in §IV, §13. The office shall be filled in the manner provided in Article 1V, §4 as for vacancies in the Board of Directors.

**8. Resignation.** Any officer may resign at any time by giving written notice of resignation to the President or Secretary of the Corporation. If the offices of President and Secretary are both vacated,

the resignation may be submitted to any other director or officer. Acceptance of any such resignation shall not be necessary to make it effective.

**9. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled in the same manner as is provided in Section 4 of Article IV of these Bylaws for vacancies on the Board of Directors, and the directors so appointed shall succeed to the office so vacated.

## **ARTICLE VI Miscellaneous**

**1. Execution of Contracts, Deeds, Etc.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Except as may be specifically limited by resolution, the President shall have the continuing authority of the Board under this section. Unless so authorized by the Board of Directors, no other officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Corporation by the President or President-Elect, if there be one, or by any agent or attorney so authorized under power of attorney or other written power which was executed on behalf of the Corporation by the President or President-Elect, or as authorized for that purpose by resolution of the Board of Directors.

**2. Checks, Drafts, Deposits, Compensation, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the President or such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Individuals that approve compensation arrangements will follow the adopted conflict of interest policy. All compensation arrangements will be approved in advance of paying compensation, with documentation in writing to include the date and terms of the approved compensation arrangements.

Approved compensation arrangements will be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. This information will be recorded in writing, including the source(s) relied upon to base the compensation decision. The Board Secretary will record in writing the decision made by each individual who decided or voted on compensation arrangements.

**3. Designation of Depository Bank.** The Board of Directors shall designate, by resolution, a depository bank, savings and loan, or other financial institution, whether one or more, for the deposit of all money and funds of the Corporation.

**4. Non-profit and Charitable Purposes.**

(a) This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) The Corporation shall never be operated for the primary purpose of carrying on trade or business for profit.

(c) This Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in section 501(c)(3) and exempt under section 5401(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(d) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements or the making of oral statements on behalf of or in opposition to such candidate) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

(e) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or any other purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the Corporation is then located, exclusively or such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **5. Indemnification of Directors and Officers.**

(a) When a person is sued, either alone or with others, because such person is or was a director or officer of the Corporation, in any proceeding arising out of such person's alleged misfeasance or nonfeasance in the performance of such person's duties or out of any alleged wrongful act against the Corporation or by the Corporation, such person shall be indemnified for such person's reasonable expenses, including attorneys fees, incurred in the defense of the proceeding, if both of the following conditions exist: (1) the person sued is successful in whole or in part, or the proceeding against such person is settled with the approval of the Court; and (2) the Court finds that such person's conduct fairly merits indemnity.

(b) The amount of such indemnity that may be assessed against the Corporation, its receiver or its director by the Court in the same or in a separate proceedings shall be so much of the expenses, including attorneys fees, incurred in the defense of the proceedings, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the Court may order the fees and expenses to be paid directly to the attorney or other person, although such attorney or other person is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or one of its directors, and upon the plaintiff and other parties to the proceeding. The Court may order notice to be

given also to the members in the manner provided in these Bylaws for giving notice of members' meetings, in such form as the Court directs.

**6. Annual Report.** No annual report to members shall be required, but the Board of Directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate.

**7. Committees.** The Board of Directors may from time to time, by resolution, designate one or more committees. Any such committee shall consist of one or more directors or one or more members of the Corporation. Such committee so designated may have and exercise the authority of the Board of

Directors in the management of the Corporation and to the extent authorized by such resolution, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on the Board or such member thereof by law.

**8. Use of Robert's Rule of Order.** The organization shall be governed by common accord. The most current revision of Robert's Rules of Order shall be used for reference in the conduct of meetings of the members, the committees or the Board of Directors, except as otherwise provided in these Bylaws or in the Articles of Incorporation.

**9. Fiscal.** The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall be from January 1 to December 31.

**10. Amendment of Bylaws.** New Bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors as provided in Section 1 of Article IV or by a majority vote of the eligible voting members who are present in person at a regular or special meeting at which a quorum is present. All amendments to the by-laws will require the revision date to be clearly indicated near the bottom of the first page of the by-laws.

**11. Dissolution.**

(a) **Duration.** This Association shall continue until such time as it shall be dissolved by a vote of three fourths of its Active Membership in good standing, provided notice of such proposal shall be given by the Secretary to the membership 30 days prior to the dissolution date.

(b) **Allocation of Funds.** In the event of dissolution, all funds on hand after payment of all indebtedness of the Association shall be donated to the Topeka Police Department.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting secretary of the \_\_\_\_\_ Citizens' Academy Ambassadors, Inc., a Kansas non-for-profit Corporation, and that the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted originally at the meeting of the Board of Directors thereof duly held on the \_\_\_\_\_ day of \_\_\_\_\_, 2009.

In testimony whereof, I have hereunto subscribed my name on the \_\_\_\_ day of \_\_\_\_\_, 2009.

