

BYLAWS  
of  
SHERIFF LOPEY FOUNDATION

SECTION I.

**Paragraph 1. Purpose.**

The purpose of this corporation shall be as set forth in its Articles of Incorporation.

SECTION II.

**Paragraph 1. Membership.**

This corporation shall not have any members.

SECTION III.

**Directors and Meetings of Directors.**

**Paragraph 1. Number, Powers.**

The board of directors shall consist of not less than three (3) and nor more than seven (7) members, and shall possess and exercise all of the corporate powers in the management and control of the affairs of the corporation, except as otherwise specifically provided in these Bylaws, or as delegated by the board.

**Paragraph 2. Election.**

**2.1. Annual Election.** The board shall elect the members of the board of directors at an Annual Board Meeting to be held on the first Wednesday of November of each year, and may also be held upon the occurrence of any vacancy on the board.

**2.2. Majority Vote.** The board members shall be elected or re-elected by a majority of the votes of all board members, including those who are standing for re-election.

**Paragraph 3. Meetings.**

The board of directors shall meet at such times as it, by majority vote, shall specify, provided however, that the president, or any two (2) of the directors, may also call a special meeting.

**Paragraph 4. Notice of Meetings.**

Notice of any meeting shall be given to each board member not less than five (5) calendar days prior thereto, provided however, that a member may waive notice thereof in writing, or by attending the meeting without protest.

**Paragraph 5. Quorum.**

At all meetings of the board of directors, unless otherwise provided herein, a quorum shall consist of a majority of the directors then holding office, and the act of a majority of such a quorum shall be the act of the board. If a meeting lacks a quorum, a majority of those present may adjourn the meeting to a later date or time.

**Paragraph 6. Telephone Attendance; Written Consent.**

At all meetings of the board, any director may attend the meeting by telephone or other electronic means, so long as the director can hear, and be heard, by all of the other board members. The board shall make such arrangements as may be necessary or convenient to facilitate this, at the corporation's expense. In lieu of a meeting, action may be taken by the board by unanimous written consent of its members. If a board member cannot attend a meeting, he or she may be permitted, in the discretion of the board, to vote on any motion before the board, and in any election, by written ballot.

**Paragraph 7. Vacancies.**

Any vacancy occurring on the board during the year for any reason may be filled for the unexpired term by a majority vote of the remaining directors, although less than a quorum, present at a duly called meeting. If any director shall fail to attend three (3) consecutive duly called and noticed meetings of the board of directors, his or her seat on the board may be declared vacant, and the said director removed therefrom, by majority vote of the other directors attending such a meeting, whether or not a quorum is present thereat.

**Paragraph 8. Compensation.**

Directors shall not receive any compensation, but their actual expenses incurred in carrying out their offices, including travel, lodging, and telephone expenses, may be reimbursed by the board, and insofar as permitted by law, directors who also provide other services to the corporation may be compensated for the same.

## SECTION IV.

### **Paragraph 1. Offices; Powers.**

**1.1. Offices.** The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers and subordinate officers as the board of directors may specify. In addition to those specified herein, the board shall define the duties, powers, and term of office of each, and the manner in which the same are selected.

**1.2. Terms.** All officers shall be elected for two (2) year terms, but shall at all times serve at the pleasure of the board of directors. Two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary.

### **Paragraph 2. President; Vice-President.**

**2.1. President.** The President shall be the chief executive officer of the corporation. He or she shall perform such duties as may be assigned to him or her by the board. The President shall preside at all meetings of the board. Unless otherwise specified by the board, the President shall, with the Secretary or Treasurer, execute all contracts and other papers which are legally binding on the corporation.

**2.2. Vice-President.** The Vice-President shall assume and exercise the offices of the President in his or her absence or unavailability.

### **Paragraph 3. Secretary; Assistant Secretary.**

**3.1. Duties.** The Secretary, either personally or through his or her designee: (a) shall keep minutes for all meetings of the board of directors; (b) direct the issuance of all notices of the corporation; and, (c) have charge of such books, documents, and papers of the corporation as the board may determine and immediately make the same available for inspection and copying by any director. The Secretary shall have such other duties and responsibilities as may be specified by the board.

**3.2. No Liability for Designee.** The Secretary shall not be personally liable and shall be held harmless for damages resulting from the acts and omissions of any person whom he or she designates to perform the duties specified by this section if the selection of that designee is known to the board.

**3.3. Assistant Secretary.** The corporation's general legal counsel may serve as an Assistant Secretary, and in that capacity execute such documents in the absence of the Secretary

as may from time to time be required and assume such other duties as the board may specify.

**3.4. Combination with Office of Treasurer.** The person serving as Secretary or Assistant Secretary may also serve as Treasurer or Assistant Treasurer.

**Paragraph 4. Treasurer; Assistant Treasurer.**

**4.1. Primary Duty.** The Treasurer shall provide oversight of fiscal control for the corporation.

**4.2. Delegable Duties.** In addition, the Treasurer, either personally or through his or her designee: (a) shall have custody of all of the funds and securities of the corporation, subject to such regulations as may be imposed by the board of directors; (b) may endorse on behalf of the corporation all checks, notes, and other papers, and deposit the same to the credit of the corporation at such banks and depositories as the board may specify; and, (c) shall keep and maintain accurate records of the moneys received, paid, and held on behalf of the corporation and immediately make the same, and any other records in his or her possession or control, available for inspection and copying by any director. The Treasurer shall have such other duties and responsibilities as may be specified by the board, which duties and responsibilities shall be delegable unless the board specifies otherwise.

**4.3. Bond.** The board may require that the Treasurer and/or Assistant Treasurer be bonded, at corporate expense.

**4.4. No Liability for Designee.** The Treasurer shall not be personally liable and shall be held harmless for damages resulting from the acts and omissions of any person whom he or she designates to perform the duties specified by section 4.2, above, if the selection of that designee is known to the board of directors.

**4.5. Assistant Treasurer.** The board may appoint an Assistant Treasurer to assist the Treasurer and act as her or her designee for any or all of the duties prescribed by section 4.2.

**4.6. Combination with Office of Secretary.** The person serving as Treasurer or Assistant Treasurer may also serve as Secretary or Assistant Secretary.

**Paragraph 5. Compensation.**

With the exception of the offices of Assistant Secretary and Assistant Treasurer, when held by an attorney at law, or certified public accountant, respectively, who are not also

members of the board of directors, officers shall not receive any compensation, but their actual expenses incurred in carrying out their offices, may be reimbursed by the board, and insofar as permitted by law, officers who also provide other services to the corporation may be compensated for the same.

#### SECTION V.

##### **INDEMNIFICATION.**

Every director and officer of this corporation shall be indemnified by the corporation against any liability, cost, and expense, including the cost of legal defense, reasonably incurred by him or her, and shall be reimbursed by the corporation for any costs and expenses paid in connection with any claim asserted, action, suit or proceeding to which he or she may be made a party by reason of having been a director or officer of the corporation, including all acts and matters occurring prior to the effective date of this Bylaw, except in relation to matters at to which he or she shall be finally adjudicated in such action, suit, or proceeding to have been guilty of fraud or malice in the performance of his or her duties as a director or officer. Said right of indemnification shall be in addition to those rights otherwise afforded by law. The corporation shall have the right to intervene and defend all such actions brought against any officer or director of the corporation.

#### SECTION VI.

##### **VOTING UPON STOCK OF ANOTHER CORPORATION.**

Unless otherwise directed by the board of directors, and subject to its directions, the president shall have the power and authority, on behalf of the corporation, to vote, either in person or by proxy, any shares held by the corporation in another, and to exercise any and all of the rights and powers otherwise incident to such shares.

#### SECTION VII.

##### **FISCAL YEAR.**

The fiscal year of the corporation shall begin on January 1, and end on December 31, of each year.

**SECTION VIII.**

**COMMITTEES.**

The board of directors may create such committees as it deems advisable, and appoint the members thereof, or delegate the power of appointment to the president, the Executive Director, or other officer of the corporation. All committee members shall serve at the pleasure of the board.

**SECTION IX.**

**EXECUTIVE DIRECTOR.**

The board may create and fill the position of Executive Director, and specify the responsibilities, authority, and compensation of such office. The Executive Director shall not be a member of the board of directors while serving as such, nor shall he or she vote on the compensation which he or she shall receive.

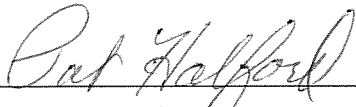
**SECTION X.**

**AMENDMENTS.**

These Bylaws may be amended by 2/3rds vote of the members of the board of directors present at a meeting in which the notice thereof has indicated such amendment would be considered.

CERTIFICATION

I, the undersigned, certify that I am the Secretary or Assistant Secretary of this corporation and that the foregoing Restated Bylaws were adopted by a 2/3rds majority of the total membership of the board of directors at a meeting thereof held on March 10, 2011.



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Pat Halford, Secretary