

BYLAWS
of
**LAW ENFORCEMENT and EMERGENCY SERVICES
VIDEO ASSOCIATION INTERNATIONAL, INC.**
A TEXAS NON-PROFIT CORPORATION

ARTICLE I

PURPOSES
General Purpose

1.01 The corporation, which may also be known by its initials as LEVA, is organized exclusively for charitable and educational purposes, as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

Specific Purpose

1.02 The corporation is organized specifically for the purpose of soliciting and receiving funds to be used in support of its various law enforcement and emergency services, public safety and private sector security, video education programs, and for the purpose of expending such funds for the development, administration and presentation of cooperative international educational programs for law enforcement and emergency services, public safety and private sector security professionals. (09/06)

ARTICLE II

OFFICES
Principal Office

2.01 The principal office of the corporation in the State of Texas shall be located in the State of Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. (11/99)

Registered Office and Registered Agent

2.02 The corporation shall have and continuously maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS
Classes of Members

3.01 The corporation shall have the following listed classes of members:

(a) **Public Safety Member**- For purposes of this section, a Public safety member shall be:

(1) An active member of any federal, state, provincial, regional, or local government agency that:

(A) provides law enforcement, fire, emergency medical, or other public safety services; or,

(B) provides training to law enforcement, fire, emergency medical, or other public safety personnel; and utilizes the video medium and/or technology in the performance of their duties.

(2) Any active duty or civilian personnel of a recognized military agency who utilizes the video medium and/or technology in the performance of their duties.

(3) An active member of any federal, state, provincial, regional, or local government agency that is an oversight or regulatory agency establishing law enforcement, fire, emergency medical, or other public safety personnel training standards.

(4) An individual who is honorably retired and whose previous duties would have qualified them for membership under sections (1), (2), or (3) above.

(5) A member of any not-for-profit organization under contract or cooperative agreement with a qualifying government agency to provide training to law enforcement, fire, emergency medical, or other public safety personnel, and utilizes the video medium and/or technology in the performance of their duties.

Individuals in this membership class, who are considered to be 'in good standing' with LEVA, shall have full membership rights up to and including the right to vote, hold office, and participate in all approved organizational activities; except for those individuals qualifying under Section (4) above, who may be limited to participation in unrestricted organizational activities. 'In good standing' shall be defined as having applicable membership fees paid and membership status up to date.

(10/2003)

(b) **Public Safety Organization** - For purposes of this section, a Public Safety Organization agency shall be:

(1) Any federal, state, provincial, regional, or local government agency, or criminal justice entity that:

(A) provides law enforcement, fire, emergency medical, or other public safety services; or,
(B) provides training to law enforcement, fire, emergency medical, or other public safety personnel;

and utilizes the video medium and/or technology to promote public safety ideas.

(2) Any active duty unit of a recognized military agency which utilizes the video medium and/or technology in the performance of their duties.

(3) Any federal, state, provincial, regional, or local government agency, or criminal justice entity that is an oversight or regulatory agency establishing law enforcement, fire, emergency medical, or other public safety personnel training standards.

Any Public Safety Organization agency shall be allowed to designate three (3) employee representatives as members for said organizational membership. Public Safety Organization representatives so designated for membership shall meet all conditions for membership as outlined in the Public Safety Member class. Public Safety Organization representatives may be exchanged between agency representatives at any time by notifying LEVA as long as the status of the employee and agency remain 'in good standing' with LEVA. Representatives for a Public Safety Organizational membership shall have full membership rights as set forth for Public Safety Members. Additional Public Safety Organization representative memberships may be obtained for a membership fee as determined by the Board of Directors. 'In good standing' shall be defined as having applicable membership fees paid and membership status up to date.

(c) **Corporate Sponsor** - For purposes of this section, a Corporate Sponsor shall be:

(1) Any corporation, business, or professional entity interested in supporting law enforcement, fire, emergency medical, or other public safety services through the use of video technology and application.

Corporate Sponsors shall be allowed to designate up to three (3) current employee representatives for membership as determined by the Board of Directors. Additional Corporate Sponsor representative memberships may be obtained for a membership fee as determined by the Board of Directors. One Corporate Sponsor representative member shall be designated to receive a LEVA member mailing list, plus any mailing list update(s), LEVA member profile information, and the LEVA Video Directory. Corporate Sponsor representative members shall not be allowed to hold office or vote on any association matter. Except as previously stated, Corporate Sponsor representative members shall receive all member mailings, including the LEVA Membership directory. Member representatives of a Corporate Sponsor may attend any unrestricted association conference, training session, or meeting, as long as the status of the Corporate Sponsor remains 'in good standing' with LEVA. 'In good standing' shall be defined as having applicable membership fees paid and membership status is current and up to date.

(d) **Associate Member** - For purposes of this section, an Associate member may be any individual not qualifying for membership under sections 3.01(a)(1) through 3.01(a)(5) above, whose experience, professional or educational credentials, organizational affiliations, or other unique circumstances, makes his/her membership appropriate for the good of the organization. Such individuals may be approved for membership by the Board based upon a specific purpose,

case, or situation at hand. Individuals approved for membership under the provisions of this section shall not have the right to vote or hold office.

Associate members, who are considered to be 'in good standing' with LEVA, shall receive the same benefits as Public Safety members, but may be limited to participation of any unrestricted organizational activities. 'In good standing' shall be defined as having applicable membership fees paid and membership status up to date. (6/02)

3.02 Membership shall be for renewable one (1)-year term(s) beginning on January 1 of each calendar year. Initial membership shall commence on the first day of the month during which membership application is accepted and applicable membership fees are paid in full in accordance with a graduated scale as approved by the Board of Directors. (10/95)

3.03 All applications and/or renewals for membership are subject to the approval and ratification of the Board of Directors and no applicant shall be approved whose acceptance could adversely affect the corporation's continued exemption from federal income taxation.

a. An application and/or renewal for membership in any membership class may be rejected by the LEVA Board of Directors for reasonable cause.

b. Any applicant whose application and/or renewal for membership is rejected may submit an appeal to the LEVA Board of Directors. Such appeal shall be an original document, signed by the applicant, and mailed to the LEVA business office address within 10 business days after receipt of notification of rejection.

c. Any applicant whose application and/or renewal for membership is rejected may resubmit a new application for membership in the next calendar year following the rejection of their application and/or renewal for membership.
(04/2005)

3.04 All members shall act in good faith and in compliance with the membership guidelines and requirements established from time to time by the Board of Directors and distributed to the members. Members so acting shall be considered in good standing, so long as all membership fees are currently paid in full.

3.05 Membership fees for each class of members shall be established by the Board of Directors and shall be subject to change no more frequently than annually. Notice of any increase in membership fees shall be provided to members at the time renewal notices are sent.

3.06 The designation of "members" of the corporation shall denote only that such persons are contributors to the tax exempt purposes of the corporation and may participate in certain educational activities of the corporation, but shall in no event carry any right to propose or control the actions or policies of the corporation or its Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors, all of whom shall be members in good standing of the corporation. The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the purposes of the corporation. Directors shall be individuals, but need not be residents of Texas or the United States of America. (10/95)

Election and Terms of Office

4.02 Directors shall be elected by a majority vote of the Directors then serving in accordance with these bylaws. Each Director shall hold office until his or her successor shall have been elected and qualified. (05/06)

4.03 The Board of Directors shall be comprised of:

- a. Three members, whose terms of office shall be staggered so that following their election as a Director, they shall assume their duties for a three (3) year term on the following 1st day of January.
- b. Two Directors shall have designated liaison functions; i.e., Forensic and Production. The Third Director shall be designated an At-Large position with no specified liaison function. (1/5/10)

Regular Meetings

4.04 A regular meeting of the Board of Directors shall be held in conjunction with the annual LEVA Training Conference for the transaction of any such business as may be brought before the Board. Other meetings may be scheduled at the discretion of the Board. (11/99)

4.05 Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas. (6/97)

4.06 Except as otherwise expressly provided by statute, by the articles of incorporation, or by these bylaws, members of the Board of Directors (and members of any committee designated by the Board of Directors) may participate in and hold a meeting of such Board of Directors (or committee) by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph 4.11 shall constitute presence in person at such meeting,

except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called nor convened.

4.07 Any meeting of the Board of Directors shall follow the guidelines of parliamentary law as set forth by the 21st Century Robert's Rules of Order, copyright 1995 by The Philip Lief Group, Inc., Dell Publishing Co. (6/97)

Notice

4.08 Notice of any meeting of the Board of Directors shall be given at least ten (10) business days previously thereto by written notice delivered personally or sent by mail, telegram, or telephonic facsimile to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If conveyed by telephonic facsimile, such notice shall be deemed delivered upon confirmation of receipt of a complete, legible copy at the receiving number. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called nor convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. (6/97)

Quorum

4.09 A majority of the Board of Directors, present in person or by duly authorized proxy, shall constitute a quorum for the transaction of business at any meeting of the Board: but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. (6/97)

Chairperson of the Board

4.10 The Chairperson shall serve as the presiding officer at all regular or special meetings of the Board of Directors. The Chairperson shall be elected by majority vote of the Board of Directors and shall serve in that capacity for a term of one (1) year, or until a successor may be elected and qualified to serve. The Chairperson may be elected to consecutive terms. (6/97)

Vice Chairperson of the Board

4.11 In the absence of the Chairperson, the Vice-Chairperson shall assume the duties of the Chairperson. The Vice-Chairperson shall be elected by majority vote of the Board of Directors and shall serve in that capacity for a term of one (1) year, or until a successor Vice-Chairperson

shall have been elected and qualified to serve. A Vice-Chairperson may be elected to consecutive terms. (6/97)

Secretary of the Board

4.12 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose and shall maintain such other records and documents as shall be entrusted to the Secretary by the Board of Directors. The Secretary shall ensure that all notices required to be given to members of the Board of Directors are timely and properly provided and shall perform all duties normally incident to the office of Secretary of the Board of Directors of a corporation, as well as any other duties which may be assigned by the Board of Directors. The Secretary of the Board shall be selected in one of the following manners:

a. The Secretary may be elected by majority vote of the Board of Directors and shall serve in that capacity for a term of one (1) year, or until a successor Secretary shall have been elected and qualified to serve. The Secretary may be elected to consecutive terms.

b. The Board of Directors may retain the services of a designated agent, a non-Board member, to function in the capacity of the Secretary to the Board. (6/97)

Manner of Acting

4.13 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. (6/97)

Vacancies

4.14 Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected by the Board of Directors to fill a vacancy, shall be elected for the unexpired term of his or her predecessor in office. In the event a vacancy cannot be filled by the Board of Directors, a court of competent jurisdiction in Tarrant County, Texas may be petitioned to fill the vacancy. (6/97)

Compensation

4.15 Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for attendance at each regular or special meeting of the Board of Directors; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation in a reasonable amount therefor, except to the extent that the receipt of such compensation could cause the corporation to forfeit its exemption from federal or state income or other taxation. (6/97)

Informal Action by Directors

4.16 Except as otherwise expressly provided by statute, by the articles of incorporation, or by these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors (or of any committee designated by the Board of Directors) may be taken without a meeting if a written consent setting forth the action so taken is signed by all the members of the Board of Directors (or committee). Such consent shall have the same force and effect as a unanimous vote at a meeting.
(6/97)

Removal

4.17 Any Director may be removed from office, with or without cause, by majority vote of the Directors present in person or by proxy at any duly called regular or special meeting of the Board of Directors at which a quorum is present in person or by proxy, provided that, unless notice of that meeting is duly waived in writing by each person entitled to such notice, that notice shall state that removal of that specific Director is a purpose of such meeting. (11/99)

4.17a Any Director of the corporation whose membership is deemed to be not current and 'in good standing' with the corporation for a period of 45 days or more, shall be reason for removal from his or her office. (11/99)

ARTICLE V

OFFICERS OF THE CORPORATION

Officers

5.01 The officers of the corporation shall be the President, Executive Vice President, Vice President of Training, one or more additional Vice Presidents as determined by the Board of Directors, Secretary, Treasurer, and such other officers as may be provided in accordance with the provisions of this Article. Any eligible 'in good standing' member may be considered for an officer position. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and/or one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, as stated by these By-Laws. The functions of the Secretary and Treasurer may be combined under the designated officer position of Executive Secretary. (10/2006)

Election and Term of Office

5.02 The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices

may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Removal and Resignation

5.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by filing his or her written resignation with either the President or Secretary of the corporation.

5.03a Any elected and/or appointed officer of the corporation whose membership is deemed to be not current and 'in good standing' with the corporation for a period of 45 days or more, shall be reason for removal from office. (11/99)

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion if the term.

President

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the daily business and affairs of the corporation. He or she shall attend all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, may accept any contribution, gift, bequest or devise for the purposes of the corporation.

Executive Vice President

5.06 In the absence of the President or in the event of his or her inability or refusal to act, the Executive Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their designation) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President shall perform such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Vice President of Membership

5.07 Repealed upon deletion of the office of Vice President of Membership (10/2005)

Vice President of Training

5.08 The Vice President of Training shall have the responsibility for the planning and presentation of any programs, seminars or training sessions to be conducted at any meeting of the members. The Vice President of Training shall perform such other duties as from time to time may be prescribed by the President or by the Board of Directors. (9/97)

Treasurer

5.09 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of article VII of these bylaws; and in general perform all the duties as from time to time may be assigned by the President or by the Board of Directors. At least once a year, prior to the annual meeting of the Board of Directors, the Treasurer shall submit to the Board of Directors a full statement of the financial position of the corporation. Such financial statement, as well as any interim reports, shall be submitted, as requested, to the members. If expressly required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. (10/95)

Secretary

5.10 The Secretary shall keep the minutes of meetings of the officers of the corporation; give all notices in accordance with the provisions of these bylaws or as required by law or by the Board of Directors; be custodian of the corporate records and of the seal of the corporation, and affix the seal (if any) of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; maintain a record of the names, addresses and dates of membership approval of all members of the corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.11 The Board of Directors may determine a need for Assistant Treasurers and/or Assistant Secretaries and may elect or appoint a member or Officer to fill this position. Any person(s) elected or appointed to the position of Assistant Treasurer or Assistant Secretary in general, shall perform such duties as assigned to them by the Treasurer, the Secretary, the President, or the Board of Directors. If required by the Board of Directors, any Assistant Treasurer shall give a bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. (10/95)

Compensation

5.12 Officers of the corporation may be compensated for their services in such amounts as may be authorized by the Board of Directors, which sums shall never be unreasonably high and shall be commensurate with the duties and responsibilities to be performed for the corporation. No compensation shall be paid to any person, payment of which could cause the corporation to forfeit its exemption from federal or state income or other taxation.

5.13 Any regular or special meeting of the Officers of the corporation shall follow the guidelines of parliamentary law as set forth by the 21st Century Robert's Rules of Order, copyright 1995 by The Philip Lief Group, Inc., Dell Publishing Co. (11/99)

ARTICLE VI

COMMITTEES

Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for distribution of the assets of the corporation; of amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the designation thereto of authority shall not operate to relieve the board of Directors, nor any individual Director, of any responsibility imposed on it or him or her by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the

Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the members of each such committee need not be members of the Board of Directors, except that one member of the Board of Directors shall be designated as an *ex officio*, reporting member of such committee for the purpose of informing the Directors of such committee's deliberations and recommendation. The Chairperson of the Board of Directors shall appoint the members of each committee or, in the alternative, shall designate the President or a Director or Directors to appoint the members of a committee. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal. In the case of a committee member appointed by the President or a Director or Directors, removal of such a committee member shall take place only after consultation with and concurrence by the Chairperson.

Term of Office

6.03 Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committees shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Chairperson

6.04 One member of each committee shall be appointed Chairperson by the person or persons authorized to appoint the members thereof.

Vacancies

6.05 Vacancies in the membership of any committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting as which a quorum is present shall be the act of the committee.

Rules

6.07 Each committee may adopt rules for its own government not inconsistent with these bylaws not with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

a. Except as otherwise expressly provided by statute, by the articles of incorporation, or by these bylaws; all expenditures of LEVA funds in excess of \$250 shall require the approval of the Board of Directors, unless the expenditure is directly related to the conduction of approved business operations and procedures, training course/classes, and/or other approved LEVA functions. (05/06)

Deposits

7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

DIVIDENDS AND COMPENSATION

8.01 No dividend shall be paid and no part of the income of the corporation shall be distributed to any of its Directors or officers.

8.02 Notwithstanding the provision of Paragraph 8.01 above, the corporation may pay compensation in a reasonable amount to one or more of its officers for services actually rendered, and may reimburse its Directors and officers for reasonable expenditures incurred by them for corporate business and/or official corporate functions, but only if and as permitted by its articles of incorporation, the Internal Revenue Code and the Texas Non-Profit Corporation Act.

ARTICLE IX

INDEMNIFICATION

9.01 LEVA may indemnify a current or former director against reasonable expenses incurred in connection with a proceeding in which they are named defendant or respondent because they were a director if they had been wholly successful, on the merits or otherwise, in the defense of the proceeding to the fullest extent permitted under the Texas Non Profit Corporation Act or other applicable statute of the State of Texas.

9.02 Indemnification may be extended to a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if that the person:

(1) conducted them in good faith;

(2) reasonably believed:

(a) in the case of conduct in their official capacity as a director of the corporation, that their conduct was in the corporation's best interests; and

(b) in all other cases, that their conduct was at least not opposed to the corporation's best interests; and

(3) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

9.03 Indemnification will not be extended to any current or former director in the event of that director's (1) malfeasance, (2) reckless conduct, (3) willful or intentional misconduct, and/or (4) acts, omissions or statements by the director which is not in the best interests of LEVA as determined by the LEVA Board.

9.04 Indemnification will only extended to a current or former director who was, is, or is threatened to be made a named defendant or respondent in a proceeding directly related to his alleged acts or omissions as a director of LEVA.

9.05 A determination of indemnification must be made:

(1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;

(2) if such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;

(3) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in Subsection (1) or (2) of this section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors;
or

(4) by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

9.06 LEVA will issue a decision regarding requests for indemnification within forty-five (45) days of receiving notice of the request.

9.07 LEVA may indemnify a current or former director against reasonable expenses incurred by them in connection with a proceeding in which they are named defendant or respondent because they are or were a director if they had been wholly successful, on the merits or otherwise, in the defense of the proceeding.

9.08 Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by LEVA, in advance of the final disposition of the proceeding, or may be paid or reimbursed after a final adjudication of all allegations against the director.

9.09 Any indemnification of or advance of expenses to a director in accordance with this provision shall be reported in writing to the members of LEVA with or before the notice or waiver of notice of the next meeting of members or with or before the next submission to members of a consent to action without a meeting pursuant to Section A, Article 1396-9.10 of Texas Non Profit Corporation Act and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

9.10 LEVA may require the director to provide a written affirmation by the director of their good faith belief that they have met the standard of conduct necessary for indemnification under this provision and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that they have not met that standard or if it is ultimately determined that indemnification of the director against expenses incurred by them in connection with that proceeding is prohibited by 9.03 or 9.10 of this article. The statement must be provided to the LEVA board within ten (10) days of the Board's request.

9.11 If the director is found liable to the corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable

expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of their duty to the corporation. (3/09)

ARTICLE X

BOOKS AND RECORDS

10.01 The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any officer or Director or his or her agent or attorney for any proper purpose at any reasonable time. All books and records shall be available for inspection by a duly authorized representative or representatives of the members of the corporation, upon reasonable notification to the corporation. Financial and administrative reports shall be made to the members on not less than an annual basis by the Directors or the officers of the corporation responsible for the maintenance of such records.

10.02 The corporation also shall keep at its principal office, for display to the public as requested during regular business hours, its application for recognition of exemption and its annual returns, as filed with the Internal Revenue Service, and such other documents and information as may be required to be made available for public inspection by the Internal Revenue Code.

ARTICLE XI

FISCAL YEAR

11.01 The Board of Directors shall determine from time to time the fiscal year of the corporation.

ARTICLE XII

SEAL

12.01 The Board of Directors may provide for a corporate seal in such form as it may determine, but shall not be required to provide for a corporate seal.

LOGO

12.02 The official logo for the Law Enforcement and Emergency Services Video Association International, Inc. shall be a side view image of a video camera imprinted with the letters, L E V A, in bold face print, on the main body of the camera, and the name "International" in small print placed underneath the bold L E V A letters.

- a. The "LEVA logo" shall be used for identification purposes on all official printed materials as designated and/or approved by the Board of Directors.
- b. Any member, in good standing with the association, may be approved to use the "LEVA logo" as an identifier of LEVA membership on any video production, after submitting a written request, on their respective agency or company letterhead to the LEVA Board of Directors. (9/97)
- c. A modified version of the "LEVA logo" side view camera, which has a beveled effect to provide depth and definition, may be used as approved by the Board of Directors. (09/06)

ARTICLE XIII

WAIVER OF NOTICE

13.01 Whenever any notice is required to be given under the provisions of the State of Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time started therein, shall be deemed equivalent to the given of such notice.

ARTICLE XIV

AMENDMENT TO BYLAWS

14.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Directors present at any regular meeting or at any special meeting, if at least ten (10) business days written notice is given of an intention to alter, amend, or repeal these bylaws are altered or to adopt new bylaws at such meeting. The ten day written notice may be waived by a majority vote of the Directors present at any regular or special meeting. In the event these bylaws are altered, amended, or repealed and/or new bylaws are adopted, the Directors or appropriate officers of the corporation are authorized to promptly notify the Internal Revenue Service of such change and to inquire whether such change affects the corporation's status as an exempt organization, and are directed to notify the Internal Revenue Service of such change on the next federal income tax report the corporation files. (11/99)

14.02 These bylaws, as written and/or amended, shall be reviewed every twenty-four (24) months by a committee appointed by the Chairman of the Board. Said committee shall review these bylaws to determine if they conform to all applicable laws and shall make a timely report to include any recommendations reflecting necessary amendments to be made. (3/90)

ARTICLE XV

CONFLICT OF INTEREST

15.01 Board members, Officers, Committee Chairpersons, and/or the Executive Secretary shall not be involved with or be a participant of any endeavor that is be deemed a conflict of interest. (6/96)

15.02 A conflict of interest is defined as having a direct or indirect interest in, or being a participant of, any activity which may have an adverse affect on the organization or its' members. (6/96)

15.03 Conflicts of interest may be, but are not limited to:

- a. currently working for, or consulting for a company, organization, or group involved in the sale or future sale of equipment and/or services directed at the law enforcement and/or emergency services communities and receiving compensation in any form for services rendered.
- b. owning or have interest in any company, organization, and/or group that is directly or indirectly involved in the sale or future sale of equipment and/or services to the law enforcement or emergency services communities.
- c. receiving or soliciting to receive for personal purposes, deeply discounted or free equipment from a company, organization, and/or group involved in the sale or future sale of equipment and/or services directed at the law enforcement or emergency services communities. (6/96)

15.04 Board members, Officers, Committee Chairpersons, and/or the Executive Secretary must inform the Board of any activity that may be perceived as a conflict of interest.

15.05 Final disposition regarding conflicts of interest shall be determined by majority vote of the Board. (6/96)