

LAW ENFORCEMENT and EMERGENCY SERVICES

VIDEO ASSOCIATION INTERNATIONAL, INC.

BYLAWS

A TEXAS NON-PROFIT CORPORATION

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Table of Contents

ARTICLE I: PURPOSES	4
1.01 General Purpose.....	4
1.02 Specific Purpose	4
ARTICLE II: OFFICES	4
2.01 Principal Office	4
2.02 Registered Office and Registered Agent	4
ARTICLE III: MEMBERS	4
3.01 Membership Qualifications; Admitting New Members and Renewing Membership ..	4
3.02 Membership Categories.....	5
Public Safety Member	5
Associate Member	6
3.03 Membership Applications.....	6
3.04 Termination of Membership	7
ARTICLE IV: BOARD OF DIRECTORS.....	7
4.01 Authority and Responsibility	7
4.02 Composition and Terms	8
4.03 Nomination and Election of Directors	8
4.04 Regular Meetings	8
4.05 Special Meetings	8
4.06 Notice	9
4.07 Quorum	9

4.08 Duties of Directors; Manner of Acting.....	9
4.09 Vacancies	10
4.10 Compensation	10
4.11 Action Without a Meeting of Directors or Committee.....	10
4.12 Removal.....	11
ARTICLE V: OFFICERS AND STAFF OF THE CORPORATION	11
5.01 Officers	11
5.02 President & Vice President	11
5.03 Executive Secretary	12
5.04 Staff	12
5.05 Executive Director	12
5.06 Election and Term of Office.....	12
5.07 Removal and Resignation	12
5.08 Vacancies	13
5.09 Compensation	13
ARTICLE VI: COMMITTEES.....	13
6.01: Formation.....	13
6.02 Organization	14
6.03 Chairperson	14
6.04 Authority	14
6.05 Term of Office.....	15
6.06 Quorum	15
6.07 Rules	15
ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS	15
7.01 Contracts	15
7.02 Payments	15
7.03 Deposits.....	15
7.04 Gifts	16
7.05 Prohibited ActsAs long as the corporation exists, and except with the Board of Directors' prior approval, no director, officer, staff member, committee member, or member of the corporation may:	16

ARTICLE VIII: DIVIDENDS.....	16
8.01 Dividends.....	16
ARTICLE IX: INDEMNIFICATION.....	16
9.01 Indemnification Eligibility.....	16
9.02 Disqualification.....	17
9.03 Indemnification of Directors.....	17
9.04 Determination of Indemnification.....	17
9.05 Decision.....	18
9.06 Reimbursement of Expenses.....	18
9.07 Liability.....	18
ARTICLE X: BOOKS AND RECORDS.....	19
10.01 Records.....	19
ARTICLE XI: FISCAL YEAR.....	19
11.01 Determination of the Fiscal Year.....	19
ARTICLE XII: SEAL.....	19
12.01 Corporate Seal.....	19
12.02 Corporate Logo.....	20
ARTICLE XIII: WAIVER OF NOTICE.....	20
13.01 Method of Waiver.....	20
ARTICLE XIV: AMENDMENT TO BYLAWS.....	20
14.01 Bylaw Amendments.....	20
14.02 Bylaw Review.....	20
15.01 Legal Authorities Governing Construction of Bylaws.....	21
15.02 Legal Construction.....	21
15.03 Headings.....	21
15.04 Parties Bound.....	21
Certificate of Secretary.....	21

ARTICLE I: PURPOSES

1.01 General Purpose

The corporation, Law Enforcement and Emergency Services Video Association International, Inc., 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"). These Bylaws govern the affairs of the corporation, a nonprofit corporation. (2/25)

1.02 Specific Purpose

The corporation is organized specifically for the development, administration, and presentation of cooperative international educational programs for law enforcement and emergency services, public safety and private sector security professionals. (11/22)

ARTICLE II: OFFICES

2.01 Principal Office

The principal office of the corporation in the State of Texas shall be located in the State of Texas. The corporation may have other offices, either within or outside the State of Texas, as the Board of Directors of the corporation may determine from time to time. The Board may change the location of any office of the corporation. (2/25)

2.02 Registered Office and Registered Agent

The corporation shall have and continuously maintain a registered office in the State of Texas, and a registered agent, as permitted by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office. (2/25)

ARTICLE III: MEMBERS

3.01 Membership Qualifications; Admitting New Members and Renewing Membership

The corporation will have an unlimited number of members, all of which shall be natural persons who are currently professionals in law enforcement and emergency services, public safety and private sector. Natural persons may be admitted to membership in the corporation by the corporation's Administration. The Board of Directors may adopt and amend application procedures and qualifications for membership in the corporation, as determined by the Board from time to time. All applications for membership for potential members to be admitted by the corporation's Administration shall be made upon the official application form. The Board of

Directors shall have the discretion to admit and remove members of the corporation, as determined by the Board from time to time. A member may renew membership by paying all required fees and remaining in good standing at all times. (2/25)

All membership categories require members to remain in good standing. In good standing shall be defined as maintaining a current, annual membership with fees and/or applicable arrears paid in full and free of any violations of LEVA's Code of Ethics and/or Code of Conduct, as determined by the Board of Directors of the corporation. (2/25)

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.

Membership fees for each category of member 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. The Board of Directors of the corporation may set and change the amount of membership fees and maintain a roster of the members of the corporation. Membership of the corporation's members shall be determined by the Board of Directors of the corporation. (2/25)

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 control the actions or policies of the corporation or its Board of Directors. (10/24)

3.02 Membership Categories

The corporation shall have the following listed categories of members, none of which shall have the power to vote on behalf of the corporation:

Public Safety Member

Public Safety Members are defined as personnel of any federal, state, provincial, regional, municipal, tribal or military government agency who examines, compares, and/or evaluates multimedia evidence in the performance of their job function or supervises personnel who perform the preceding job functions.

Individuals in this membership class shall have full membership rights, up to and including the right to hold office, vote while serving in a role that requires voting and participate in all approved organizational activities. (2/25)

Associate Member

Associate membership may be granted to any individual not qualifying for membership as a Public Safety Member, but whose experience, professional or educational credentials, organizational affiliations, or other unique circumstances, makes the membership appropriate for the good of the organization.

Students may be granted Associate Member status upon submitting a membership application with documentation of full-time student status at an accredited college. Student Associate Members are required to provide current documentation of full-time student status upon each renewal.

Individuals approved for Associate membership under the provisions of this section may have limited participation in restricted organizational activities and shall not have the right to hold office or vote unless they serve in a role that requires voting (10/24)

If a member's professional role or responsibilities change, affecting their eligibility for their current membership category, the member must promptly inform the Executive Secretary. The membership category will be adjusted to the appropriate category at no additional cost, and their current membership term will remain in effect. (10/24)

3.03 Membership Applications

The Board of Directors, or its designee, will maintain a process to review applications for membership. They will decide if applicants meet the requirements outlined in these bylaws. If an applicant qualifies, they will be notified and become a member.

All applications 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.

Applications for membership may be rejected for reasonable cause, as determined by the LEVA Board of Directors.

Any applicant whose application 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 submitted to the LEVA Executive Secretary within 10 business days of receipt of notification of rejection. The appeal will be reviewed by the Board of Directors, and a final decision will be rendered. Any applicant whose application for membership is rejected may submit a new application for membership in the following calendar year. (10/24)

3.04 Termination of Membership

The Board of Directors of the corporation may impose reasonable sanctions on a member, or suspend or expel a member from the corporation, for good cause after a hearing. Good cause may include material and serious violation of the corporation's certificate of formation, bylaws, codes of conduct or ethics, or of law. The Board may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before the hearing, but shorter notice may be deemed adequate if the Board determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail; return receipt requested. A member may be represented by counsel at and before the hearing. The Board may impose sanctions, suspend a member, or expel a member by a vote of a majority of directors who are present and voting.

Paid membership dues for terminated members are non-refundable. (2/25)

Any member may resign from the corporation by submitting a written resignation to the Board of Directors. The resignations need not be accepted by the corporation's board of directors to be effective. A member's resignation will not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation. (2/25)

A former member may reapply for membership. The Board of Directors of the corporation may reinstate or deny reinstatement of membership on any reasonable terms that the Board deems appropriate. (2/25)

Membership in the corporation is not transferable or assignable. Membership terminates when the corporation dissolves, or a member dies. Membership is not a property right that may be transferred after a member dies. The corporation owns all real and personal property acquired by the corporation. A member has no interest in specific property of the corporation. Each member waives the right to partition all or part of the corporation's property. (2/25)

ARTICLE IV: BOARD OF DIRECTORS

4.01 Authority and Responsibility

The Board of Directors of the corporation will manage the corporation's corporate affairs. The Board is entrusted with the responsibility for governing the organization's strategic direction, financial health, and mission, while ensuring that the best interests of the organization are served. (2/25)

The business and operations of the corporation shall be overseen by its Board of Directors, all of whom shall be members in good standing of the corporation. Directors need not be residents of Texas or the United States of America. (10/24)

4.02 Composition and Terms

The Board of Directors shall be comprised of five (5) Directors, each serving a staggered three-year term commencing on the first of January following their selection. Each Director shall hold office until a successor is elected and qualifies. (2/25)

One Director of the Board of Directors will serve as President of the organization and one Director of the Board of Directors will serve as Vice President who shall assume the role of President in the absence of the president. (2/25)

4.03 Nomination and Election of Directors

Qualifying Public Safety Members may apply to become a director and shall be elected by a majority vote of the current Board of Directors. Individuals seeking consideration for a Board of Directors position must be in good standing with the corporation and submit a completed application and current Curriculum Vitae to the Board of Directors. Current LEVA instructors are not eligible for the Board of Directors. (10/25)

4.04 Regular Meetings

Quarterly meetings shall be held by the Board of Directors, one of which should be held in conjunction with the annual training symposium, and which may be held within or outside of Texas as the place for holding a regular meeting. No notice of regular board meetings is required other than a board resolution stating the time, place and location of the meetings, including meetings held remotely via video or audio conference. Other meetings may be scheduled at the discretion of the Board. (2/25)

A membership meeting shall be held annually. (10/25)

4.05 Special Meetings

Special meetings of the Board of Directors may be requested by the President or any two (2) Directors. Meetings may be held in person or remotely via video or audio conference. A person authorized to call special meetings of the board may fix any place within or outside of Texas as the place of holding a special meeting, and notice shall be provided to the Board of Directors of the corporation as provided by these bylaws. (2/25)

Any meeting of the Board of Directors shall follow Robert's Rules of Order as a guideline. (10/24)

4.06 Notice

To be notified of a regular Board of Directors meeting, each director will receive written notice at least five business days in advance, sent to their email address or phone number on file with the corporation. A director can choose to waive their right to receive this five-day notice. If a director attends a meeting, they are considered to have waived their notice, unless they are attending specifically to object to the meeting's legality. Notice of a meeting will state the place, day, and time of the meeting, who called it, and the purpose or purposes for which it is called (2/25)

4.07 Quorum

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. If fewer than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting without further notice. (10/24)

4.08 Duties of Directors; Manner of Acting

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. The Board of Directors of the corporation will try to act by consensus. However, if a consensus is not available, the vote of a majority of the directors present and voting at a meeting which a quorum is present is enough to constitute an act of the Board (and an act prescribed by the Board, as described in these bylaws). A director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining a decision of the Board, a director who is represented by a proxy in a vote is considered present. A director may vote by proxy. All proxies must be written to the Executive Secretary. No proxy is valid after the conclusion of the time frame designated.

Directors of the Board of Directors of the corporation will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner that they reasonably believe to be in the corporation's best interest. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation or another person that has prepared and presented by a variety of persons, including officer and employees of the corporation, professional advisors or experts, such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance

unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including any property that may be subject to restrictions imposed by the donor or transferor of the property. (2/25)

4.09 Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority in the number of the Board of Directors, even if it is less than a quorum of the board, or if it is the sole remaining director. A Director elected by the Board of Directors to fill a vacancy shall serve the unexpired term of his or her predecessor in office. (2/25)

4.10 Compensation

Directors shall not receive any salaries for their services. The Board of Directors of the corporation may adopt a resolution providing for paying directors a fixed sum of expenses for attendance, if any, at meetings of the Board of Directors. Nothing shall preclude any Director from serving the corporation in any other capacity and receiving compensation in a reasonable amount unless the receipt of such compensation would not be considered reasonable under IRS guidelines and could cause the corporation to forfeit its exemption from federal or state income or other taxation, provided the requirements of this paragraph are met. Any compensation or reimbursement that the corporation pays to a director must be reasonable and commensurate with the services performed. Contracts or transactions between directors, officers or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interest party's votes are counted for the purpose. However, every director with any personal interest in the contract or transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the board or any other group authorizing the contract or transaction. The contract or transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the contract or transaction. (2/25)

4.11 Action Without a Meeting of Directors or Committee

Actions may be taken by the Board without convening a meeting as long as there are no objections to such action by one or more board members. The results of such action shall be documented. (10/24)

4.12 Removal

Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present or by proxy at any duly called regular or special meetings 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. At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the corporation and the director. (2/25)

Any Director of the corporation whose membership is not in good standing with the corporation for a period of 45 days or more shall be removed from office. (11/99)

ARTICLE V: OFFICERS AND STAFF OF THE CORPORATION

5.01 Officers

In accordance with the LEVA Articles of Incorporation, three officers, President, Vice President and Executive Secretary, must exist within the organization.

The officers of the corporation shall be the President, Vice President and Executive Secretary. Any eligible member in good standing may be considered for an officer position. The Board of Directors may appoint additional officers, as needed. (2/25)

5.02 President & Vice President

The President shall serve as the corporation's chief executive officer, supervise and control all of the corporation's business and affairs, and act as presiding officer at all regular or special meetings of the Board of Directors. The President shall be elected by majority vote of the Board of Directors and shall serve in that capacity for a term of one (1) year. The Vice President shall assume the role of President in the absence of the president, or if the President cannot act or refuses to act. The Vice President will perform other duties as assigned by the President or the Board, from time to time.

The President shall be the principal executive officer of the corporation. The President is authorized by the Board of Directors to enter or execute any agreements, contracts, except in cases where the signing and execution thereof is delegated to some other officer or agent of the corporation. (2/25)

5.03 Executive Secretary

The Executive Secretary shall have charge and custody and be responsible for all funds and securities of the corporation. Responsibilities include receipt of money due to the corporation, providing receipts of such payments, deposit of all money in the name of the corporation into designated banks, trust companies, or other depositories. The Executive Secretary may perform additional duties on occasion as assigned by the Executive Director, President, Vice President or by the Board of Directors.

The Executive Secretary shall submit to the Board of Directors monthly and year-end financial statements. Such financial statements, as well as any interim reports, shall be submitted, upon request, to the members.

The Executive Secretary shall keep the minutes of meetings of the Board of Directors and maintain minutes of the committees 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 and maintain custody of corporate records. The Executive Secretary is responsible for maintaining membership records and certification status. (2/25)

5.04 Staff

Staff may serve in various roles or positions within the corporation. (2/25)

5.05 Executive Director

The role of the Executive Director (hereafter referred to as the ED) is a leadership position to design, develop, manage, and implement strategic training initiatives to meet LEVA's mission. A current job description will be maintained on file by the corporation. (2/25)

5.06 Election and Term of Office

The President, Vice President and Executive Secretary of the corporation shall each respectively be elected annually by the Board of Directors at the 4th quarter meeting of the Board of Directors. New office positions may be created and filled at any meeting of the Board of Directors. (10/24)

5.07 Removal and Resignation

Any officer or committee member elected or appointed and/or employed 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. Any officer may resign at any time by filing a written

resignation with either the Executive Director, President or Executive Secretary of the corporation. (10/24)

Any elected and/or appointed officer of the corporation whose membership is deemed to not be in good standing with the corporation for a period of 45 days or more, shall be grounds for removal from office shall be removed from office. (12/22)

5.08 Vacancies

Any vacancy occurring in any office shall be filled by the affirmative vote of a majority in the number of the Board of Directors, even if it is less than a quorum of the board, or if it is the sole remaining director. An officer elected by the Board of Directors to fill a vacancy shall serve the unexpired term of his or her predecessor in office. (2/25)

5.09 Compensation

Officers and staff of the corporation may be compensated for their services in such amounts authorized by the Board of Directors, which sums must be reasonable and with the services performed and 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, provided the requirements of this paragraph are met. Any compensation or reimbursement that the corporation pays to a director must be reasonable and commensurate with the services performed. Contracts or transactions between directors, officers or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interest party's votes are counted for the purpose. However, every director with any personal interest in the contract or transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the board or any other group authorizing the contract or transaction. The contract or transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the contract or transaction. (2/25)

ARTICLE VI: COMMITTEES

6.01: Formation

The Board of Directors may adopt a resolution establishing one or more committees delegating specific authority to a committee, and appointing and removing members of a committee and

the corporation supports standing committees which provide valuable ongoing expertise, research, support, and documentation to ensure the organization stays current and relevant to the needs of the membership.

Standing committees shall be created and dissolved by a vote by the majority of the Board of Directors. No Director may serve on a committee while holding a Board position.

The Executive Director or a vote by the majority of the Board of Directors in office may create and dissolve ad hoc committees as needed to support organizational needs and goals of the corporation. (2/25)

6.02 Organization

The Executive Director shall appoint the members of each committee or, in the alternative, shall defer to the President to appoint the members of a committee. Committee members must be chosen to align their specific expertise to the committee's objective. (12/22)

The Executive Director shall be designated as the liaison between a committee and the Board of Directors.

The Board of Directors may request the presence of one or more committee members to attend a Board of Directors meeting for the purpose of direct reporting.

6.03 Chairperson

Each committee shall have a designated Chairperson. To diversify contributions to the organization, it is preferred that no one person will be Chair of more than one committee.

The designated chairperson is expected to submit the minutes of all committee meetings and progress reports to the Executive Director. The chairperson shall provide an annual summary to the Executive Director prior to the annual symposium to be included in the membership meeting.

6.04 Authority

No committee shall have the authority to amend, alter, or repeal bylaws; elect, appoint or remove any member of any such committee or any Director or officer of the corporation; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. (10/24)

The designation and appointment of any such committee and its authority shall not relieve the Board of Directors, nor any individual Director, of any responsibility imposed by law. (10/24)

6.05 Term of Office

Committee members shall expect to serve on a committee for at least one (1) term of three (3) years. Committee members 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. The removal of any committee member shall take place only after consultation between the Executive Director and concurrence by the Board of Directors. (10/24)

6.06 Quorum

Quorum is a majority of the total committee membership. Once a quorum is established, decisions are made by a majority vote of the members. (10/24)

6.07 Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors. (11/20)

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01 Contracts

The Board of Directors, Executive Director, or any designee may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, including without limitation the President as specified in Article 5.02 of these bylaws, but only as authorized by the Board of Directors, from time to time. Such authority may be general or confined to specific instances. (2/25)

7.02 Payments

All expenditures or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Executive Secretary, Executive Director or any designee. (10/24)

7.03 Deposits

All funds of the corporation shall be deposited within two business days to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. (1/15)

7.04 Gifts

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.

7.05 Prohibited Acts As long as the corporation exists, and except with the Board of Directors' prior approval, no director, officer, staff member, committee member, or member of the corporation may:

- (a) Do any act in violation of these bylaws or a binding obligation of the corporation.
- (b) Do any act with the intention of harming the corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the corporation's intended or ordinary business.
- (d) Receive an improper benefit for the operation of the corporation.
- (e) Use the corporation's assets, directly or indirectly, for any purpose other than carrying on the corporation's business.
- (f) Wrongfully transfer or dispose of corporation property, including intangible property such as good will.
- (g) Use the corporation's name (or any substantially similar name) or any trademark or trade name adopted by the corporation, except on behalf of the corporation in the ordinary course of business.
- (h) Disclose any of the corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII: DIVIDENDS

8.01 Dividends

No dividend shall be paid, and no part of the income of the corporation shall be distributed to any of its Directors or Officers. (10/24)

ARTICLE IX: INDEMNIFICATION

9.01 Indemnification Eligibility

The corporation 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 Business Organizations Code or other applicable statute of the State of Texas, as determined by the Board of Directors, from time to time.

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 themselves 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
 - c. in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

9.02 Disqualification

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 that do not align with the best interests of the corporation as determined by the Board of Directors of the corporation.

9.03 Indemnification of Directors

Indemnification will only be 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 the corporation's Board of Directors.

9.04 Determination of Indemnification

A determination of indemnification must be made by:

1. A majority vote of a quorum consisting of the Board 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. If none of the above options are feasible, the decision may be made by a combination of the Executive Director, Executive Secretary, and the Chairpersons of all Committees of the corporation. Alternatively, a designated mediator may be involved, excluding the vote of directors who are named defendants or respondents in the proceeding.

9.05 Decision

The Board of Directors of the corporation will issue a decision regarding requests for indemnification within forty-five (45) days of receiving notice of the request.

9.06 Reimbursement of Expenses

The Board of Directors of the corporation 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.

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 the corporation, 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.

Any indemnification of or advance of expenses to a director in accordance with this provision shall be reported in writing to the members of the corporation 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 the Business Organization Code and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

The corporation 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. The statement must be provided to the Board of Directors of the corporation within ten (10) days of the Board's request.

9.07 Liability

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 Records

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 available 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.

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 Determination of the Fiscal Year

The Board of Directors shall determine the fiscal year of the corporation.

ARTICLE XII: SEAL

12.01 Corporate Seal

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

12.02 Corporate Logo

The official logo for the Law Enforcement and Emergency Services Video Association International, Inc. shall be the letters, L E V A, in boldface print, with "International, Inc" in small print placed underneath the bold L E V A letters. (9/15)

The "LEVA logo" shall be used for identification purposes on all official materials as designated and/or approved by the Board of Directors.

Any use of the official logo shall be requested in writing to the Board of Directors of the corporation.

ARTICLE XIII: WAIVER OF NOTICE

13.01 Method of Waiver

Whenever any notice is required to be given under the provisions of Business Organization Code 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 Bylaw Amendments

Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Board of Directors present at any regular meeting or at any special meeting, if at least five (5) business days written notice is given of an intention to alter, amend, or repeal these bylaws. The five-day written notice may be waived by a majority vote of the Board of 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. (12/22)

14.02 Bylaw Review

These bylaws, as written and/or amended, shall be reviewed every twenty-four (24) months by the Board of Directors. At the discretion of the Board of Directors, the changes may be submitted to the attorney of the corporation for review to ensure that these bylaws conform to

all applicable laws and rules. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors of the corporation, at any time. (12/22)

ARTICLE XV: Miscellaneous Provisions

15.01 Legal Authorities Governing Construction of Bylaws

These bylaws will be construed under Texas law. All references in these bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or to their successors, as they may be amended from time to time.

15.02 Legal Construction

To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

15.03 Headings

The headings used in these bylaws are for convenience only and may not be considered in construing the bylaws.

15.04 Parties Bound

The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees and agents of the corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as the bylaws otherwise provide.

Certificate of Secretary

I certify that I am the duly elected and acting Executive Secretary of Law Enforcement and Emergency Services Video Association International, Inc. and that these bylaws constitute the corporation's bylaws. These bylaws were duly adopted at a meeting of the Board of Directors of the corporation held on October 25, 2025.

DATED: October 25, 2025

Susan L Krawczyk

Executive Secretary

Law Enforcement and Emergency Services Video Association International, Inc.