

**ARTICLES OF INCORPORATION
OF
LAW ENFORCEMENT EXPLORER POST ADVISORS ASSOCIATION
OF COLORADO**

ARTICLE I – NAME

The name of the Corporation shall be the Law Enforcement Explorer Post Advisors Association of Colorado, hereinafter referred to as “L.E.E.P.A.A.C.”

ARTICLE II – PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III – PURPOSE, POWERS, RESTRICTIONS

Section 1. Purpose. The Corporation is organized and formed exclusively to provide educational training for Law Enforcement Explorers within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986. The purpose of the Corporation is to provide education for Law Enforcement Explorers, coordinate information which is beneficial and noteworthy to the operation of Law Enforcement Explorer Posts & programs, assist in establishing new Law Enforcement Explorer Posts, and maintain regulation of Learning for Life.

Section 2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3 of this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations under the Colorado Nonprofit Corporation Act and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms, individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3. Restrictions Upon the Powers of Members and Others.

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member (unless such member is an organization in section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director, or officer of the Corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(b) No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof are payable to the benefit of any private shareholder or other individual or any substantial part of the activities of which organization consist of carrying on propaganda or otherwise attempting to influence legislation.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for political office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities (i) so as to incur any Federal income tax liability under section 501 (c) (3) of the Internal Revenue Code of 1986, or (ii) not permitted to be carried on by a corporation, contributions to which are deductible under section 170 (c) of the Internal Revenue Code of 1986.

(e) Any reference to the provisions of the Internal Revenue Code of 1986 shall include the corresponding provisions of any subsequent federal tax law.

ARTICLE IV – DISSOLUTION

In the event of dissolution of the Corporation, after all debts and other legal obligations have been paid or adequately provided for, any funds and other property, real and personal, belonging to the Corporation shall be transferred to the member Law Enforcement Posts in equal shares, regardless of the size of membership of a post. Notwithstanding the foregoing, if any member post is not permitted, for any reason, to take or hold such assets, that portion of such assets shall become the property of its successors or the organization or organizations having comparable purposes and qualifying as not for profit and tax exempt as described in section 501 (c) (3) of the Internal Revenue code of 1986, or the corresponding provision of any subsequent federal law.

ARTICLE V – MEMBERSHIP

Membership is open to all law enforcement agencies, organizations, individuals, and businesses who share a common goal in the furtherance of Law Enforcement Exploring and accept the purpose of this Corporation. Any law enforcement agency, organization, individual, or business who desires membership in the Corporation shall, upon approval of the Board of Directors, become members.

ARTICLE VI – MEETINGS

The annual meeting and special meetings of the Corporation and meetings of the Board of Directors shall be held at the times and under the terms specified in the bylaws.

ARTICLES VII – BOARD OF DIRECTORS

Section 1. Functions. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Board Composition. The Board of Directors shall be elected by the individual members at the annual meeting. The following officers shall constitute the Board of Directors: Chair; Vice Chair; Secretary; Treasurer; Historian; Committee Coordinator; and such other officer as may be set forth in the Bylaws. Their duties and manner of election shall be described in the Bylaws.

Section 3. Number and Term. The number of directors shall not be less than four. The number of directors and term of office of each director shall be determined according to the Bylaws of the Corporation from time to time.

Section 4. Liability. The personal liability of the directors to the Corporation or to its members shall be limited to the fullest extent permitted by Colorado law.

ARTICLE VIII – BYLAWS

The Board of Directors and the membership shall have power to alter, amend or repeal the Bylaws from time to time and to adopt new Bylaws by two-thirds a vote of membership present at any meeting, which constitutes a quorum, provided that all active members were notified at least thirty days in advance of the issue, date, time and location of the vote and that all members not in attendance received the opportunity to vote by proxy or absentee ballot. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member (unless such member is an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986), director or officer of this Corporation any proprietary interest in its property or assists whether during the term of its existence or as an incident to its dissolution.

ARTICLE IX – AMENDMENTS

The members shall have power to alter or amend these Articles on Incorporation by two-thirds vote of all members at any annual meeting of the Corporation or at a special meeting called for that purpose.

The address of the principal office and registered office of the Corporation in Colorado is P.O. Box 625, Brighton, Colorado, 80601-0625, the name of the registered agent at such address is Law Enforcement Explorer Post Advisor's Association of Colorado.

The current directors constituting the Board of Directors are as follows:

Tom Wilkes
Chair 15001 East Alameda Avenue
Aurora, CO 80012

Ann Walton
Vice Chair 4000 Justice Way
Castle Rock, CO 80104

Marc Weber
Secretary 2501 Midpoint Drive
Fort Collins, CO

Erica Gardner
Treasurer 3401 E. Bromley Lane
Brighton, CO 80601

Joe Malouff
Historian 1331 Cherokee Street
Denver, CO 80204

Jonae Coleman
Committee Chair 810 10th Street
Loveland, CO 80537

These Articles of Incorporation were duly adopted by at least a two-thirds vote of the members at a meeting held on the Second day of September, 2011, at which a quorum was present either in person or by proxy.

Executed this Second day of September, 2011.

Law Enforcement Explorer Post Advisors
Association of Colorado

By Lieutenant Tom Wilkes
Tom Wilkes, Chair

ATTEST:

Sergeant Marc Weber
Marc Weber, Secretary
STATE OF COLORADO
County of Larimer

Acknowledged before me the _____ day of _____, 2011,
by Tom Wilkes, Chair, and Marc Weber, Secretary, Law Enforcement Explorer Post
Advisors Association of Colorado.

Notary Public
My commission expires: _____

**BYLAWS
OF
LAW ENFORCEMENT EXPLORER POST ADVISORS
ASSOCIATION OF COLORADO**

ARTICLE I.

Offices

The principal office of the Corporation shall be located in the State of Colorado. The Corporation may have such other offices as the Board of Directors may designate or as the business of Corporation may require from time to time.

ARTICLE II.

Membership

Section 1. Classes of Members. All members shall be designated within one of the following classifications:

(a) Regular Members. Regular members shall consist of: any law enforcement agency; any law enforcement officer, Advisors, or Assistant Advisors who are endorsed by their respective agency; or a representative of Learning for Life; who share a common goal in the furtherance of Law Enforcement Exploring within the framework, rules and regulations of Learning for Life.

(b) Associate Members. Associate members shall consist of any individual, agency, or business who supports the philosophy and goals of L.E.E.P.A.A.C. which are not covered under the Regular Member status. Associate memberships are subject to approval of the Board of Directors.

(c) Honorary Members. The Board of Directors may invite selected person to become Honorary Members when, in the Board of Directors opinion, those selected persons have rendered outstanding service to Law Enforcement Exploring, or to this Corporation. Honorary Members shall be exempt from dues and shall be assumed to be registered until:

1. The Honorary Member is removed in accordance with Bylaws.
2. The individual no longer holds the status, position or office through which Honorary Membership was offered.
3. The Honorary Member resigns from the Corporation.
4. The Honorary Member has a period of inactivity at least 12 months in length, indicating a de facto resignation from the Corporation.

(d) Life Members. Life membership shall be conferred on all past Chairs of this Corporation. Life Members shall be exempt from dues and shall be assumed to be registered until:

1. The Life Member is removed in accordance with Bylaws.
2. The Life Member resigns from the Corporation.
3. The Life Member has a period of inactivity at least 24 months in length, indicating a de facto resignation from the Corporation.

(e) Membership for Purposes of Voting. Only those members who have a current registration (including having paid dues) or those who are exempt from registration under the Bylaws shall be eligible to vote. For purposes of voting, agencies with a membership will receive one vote per agency. Unless the member agency has provided written instructions to the Board of Directors regarding which individual votes on behalf of that agency, L.E.E.P.A.A.C. shall assume that an individual known to be associated with an agency who casts a vote on behalf of that agency is authorized to do so. Individuals who maintain a membership separate from any agency (paying separate dues) may cast a vote based upon their individual membership and separate from any respective agency to which they may be attached.

Section 2. Termination of Membership. Any member who, reportedly, is not in good standing shall have his/her membership terminated upon a two-thirds vote of the membership present for the vote at any meeting consisting of a quorum, provided that notice of the vote has been given to all members at least two weeks in advance and that members unable to attend in person have the opportunity to vote by proxy or absentee ballot. Termination of membership shall not affect the member's standing with the Learning for Life. The terms "not in good standing" shall be defined as:

- (a) One who fails to adhere to the Bylaws of this Corporation.
- (b) One whose conduct is unbecoming a member of this Corporation.
- (c) One who fails to re-new his/her membership.*

Prior to any vote to terminate membership, the member in question must be given a notice in writing of the Board of Director's intent to terminate the membership. The notice must be given a minimum of two weeks in advance of the next regular or special meeting of the membership, at which time the member will be provided a chance to be heard before the membership. *Termination of membership due to failure to renew will not require a vote or notice given to the member.

Section 3. Renewal of Membership All members, except Life Members and Honorary Members, shall be required to renew their membership annually. Memberships may be renewed by paying dues for the current or upcoming year at any time, however, memberships will expire at the conclusion of the calendar year (unless renewed in advance). The Board of Directors may incorporate renewal for a 12 month period into the cost of attending the Regional Conference and may designate such memberships to expire after 12 months, rather than at the end of the calendar year.

Section 4. Meetings. An annual meeting of the members of the Corporation shall be held each year at a time and place determined by the Board of Directors. Regular meetings shall be held each month at a time and place determined by the Board of Directors. Other meetings of the members of the Corporation maybe called at any time by the Board of Directors, the Chair or a majority of the membership upon notice mailed not less than ten days prior to the date set for the meeting to each member. The notice shall state the place, day and hour of the meeting. The presence of at least three board members and at least three members who are not on the board shall constitute a quorum at any meeting of the members. Except as otherwise provided by statue, the action of a majority of the members present at any meeting at which a quorum is present shall constitute the action of the members.

ARTICLE III

BOARD OF DIRECTORS AND OTHER OFFICERS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors (the Board), except as otherwise provided in the Colorado Nonprofit corporation Act or the Articles of Incorporation.

Section 2. Board Functions. The Board shall manage the Corporation consistent with the purpose, set forth in Article II, Section 1 of the Articles of Incorporation. The Board shall consist of the following officers: Chair; Vice Chair, Secretary; Treasurer; Historian; Committee Coordinator.

Section 3. Number. The number of directors shall not be less than four.

Section 4. Tenure. The directors shall be elected for a two-year term by the membership. Regular elections for the Chair, Secretary and Committee Coordinator shall be held on the even numbered years. Regular elections for the Vice Chair, Treasurer and Historian shall be held on the odd numbered years. Special elections may be held as needed to fill vacant board positions. Each director shall hold office until the first of the following to occur: until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided. No director in the position of Chair or Vice Chair shall serve more than two consecutive terms in the same position, except that any Chair or Vice Chair who has reached the term limit may be elected to additional terms provided that no qualified individual accepts a nomination to run against the incumbent.

Section 5. Qualification. The Chair and Vice Chair shall be required to be members of this Corporation a minimum of one year before holding office.

Section 6. Corporate Officers. The membership may elect officers to the Corporation who will serve specific functions, but will not be members of the Board of Directors. Additional officers may include the positions of Immediate Past Chair, Learning for Life Representative, Youth Representative and such other officers as deemed necessary to carry out the functions of this Association.

Section 7. Vacancies. Any director or officer may resign at any time by giving notice in writing to the Chair or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should the Office of Chair become vacant, the Vice Chair shall automatically succeed to the position. Should the Office of Vice Chair become vacant at the same time, the remaining members of the Board of Directors shall, by affirmative vote of the quorum, select a qualified person for each office to serve tempore until elections can be held as provided for in Article V.

Section 8. Removal. Any director or officer may be removed by the membership whenever in its judgment the best interests of the Corporation will be served thereby. A two-thirds vote of the membership participating in a vote will be required to remove a director or officer. Any votes to remove a director or officer must be announced to all active members at least thirty days in advance of the vote and all active members must have the option of voting by proxy or absentee ballot if unable to vote in person. The director or officer will be provided the opportunity to address the membership prior to a vote. A successful vote to remove a director or officer from office shall not automatically terminate the individual's membership in the Corporation.

Section 9. Chair. The duties of the Chair shall be the general supervision of the affairs and business of the Corporation and the Board, such supervision to be subject to the control and direction of the membership. The Chair shall preside at all meetings of the Corporation and Board of Directors, appoint all committees, be an ex-officio member of all committees with right of debate, and sign all correspondence and contracts of the Corporation which have been approved by the Board of Directors or the membership except as specifically delegated.

Section 10. Vice Chair. The Vice Chair shall act in the absence of the Chair and shall carry special assignments and tasks given by the Chair.

Section 11. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of any annual or special meetings of this Corporation and the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, and affix the seal to all documents when authorized by the Board; and (d) in general, perform all duties incident to the officer of Secretary and such other duties as from time to time any be assigned by the Chair or by the Board. Assistant secretaries, if any shall have the same duties and powers, subject to supervision by the Secretary.

Section 12. The Treasurer. The Treasurer shall: (a) be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Corporation and shall deposit the same in accordance with the instructions of the Board; (b) receive and give receipts for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills and other just debts of the corporation of whatever nature upon maturity; (c) perform all other duties incident to the office of the Treasurer and upon request of the Board, shall make such reports to it as may be required at any time; (d) if required by the Board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his/her duties and for the restoration of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation; (e) keep current the Corporation's periodical status with the Colorado Secretary of State; and (f) have such other powers and perform such other duties as may be from time to time prescribed by the Board or the Chair. The assistant treasurer, if any, shall have the same powers and duties, subject to the supervision of the Treasurer.

The Treasurer shall also: (a) be the principal accounting officer of the Corporation; and (b) prescribe and maintain the methods and systems of accounting to be allowed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, prepare and furnish the Chair and the Board statements of account showing the financial position of the Corporation and results of its operations, and provide for an annual audit by a certified public accountant.

Section 13. Committee Coordinator. The Committee Coordinator shall supervise and coordinate all committees and report the status of all actives of the committee to the Board, and serve in other duties as requested by the Chair.

Section 14. Historian. The Historian will keep the annual conference guide, be a clearing house for agency information to include the LEEPAAC Bylaws, control all aspects of the web site, and serve in other duties as requested by the Chair.

Section 15. Immediate Past Chair. The Immediate Past Chair shall be the single individual member who most recently held the office of Chair and remains an active member of the Corporation. The Immediate Past Chair shall ascend to the position automatically upon becoming eligible and shall serve in office until removed or until another individual becomes eligible. The Immediate Past Chair shall provide advice and expertise to the Corporation and serve in other duties as requested by the Chair.

Section 16. Learning for Life Representative. Any individual appointed or employed as an Exploring Executive or equivalent position by a Learning for Life Council which serves the State of Colorado may act as the Learning for Life Representative and shall receive an Honorary Membership into the Corporation for the period of time in which the individual holds office. There may be more than one Learning for Life Representative at a given time. The Learning for Life Representative shall provide advice and expertise to the Corporation concerning all matters pertaining to the rules and regulations of Learning for Life or the Boy Scouts of America, to ensure that all rules and regulations are followed by the Board of Directors and all members of the Corporation, and serve in other duties as requested by the Chair.

Section 17. Election Committee Chair. The Chair shall appoint an Election Committee Chair to handle the election of Directors or other officers. The Election Committee Chair shall oversee elections as outlined in Article V. The Election Committee Chair may not be an incumbent or candidate for any position subject to election in the same year.

Section 18. Youth Representative. The membership shall elect a Youth Representative annually. The Youth Representative shall receive an Honorary Membership for the period of time in which the individual holds office. The Youth Representative shall take office prior to the Regional Conference and shall serve a one year term of office. The Youth Representative shall be an active youth member of a law enforcement explorer post which is a member agency of L.E.E.P.A.A.C. The Youth Representative will serve as a voice for the youth who participate in member agencies to the Corporation and serve in other duties as requested by the Chair.

Section 19. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board may determine.

Section 20. Special Meetings. Special meetings of the Board may be called by the Chair or at the request of at least two Board members.

Section 21. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

ARTICLE IV

Indemnification of Directors and Officers

The Corporation shall, to the full extent permitted by the Colorado law, indemnify any person who was or is a party or is thereafter to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that such person is or was a Director or Officer of the corporation. The right of indemnification shall work to the benefit of the heirs, executors, administrators, and person representatives of the Director or Officer.

ARTICLE V

Elections

Section 1. Election Procedures.

(a) Elections shall be held on an annual basis during the Regional Conference. An alternative time and location may be selected by a majority of members participating in a vote to change the time and location of elections on a one-time basis, provided all active members were notified at least thirty days in advance of the vote and that members unable to vote in person had the opportunity to vote by proxy or absentee ballot.

(b) Election shall be by written secret ballot except as provided for in (c).

(c) If an office is uncontested, a voice vote may be taken.

(d) Absentee or Proxy ballots shall be permitted.

(e) The Election Committee Chair, with the concurrence of the Chair, shall appoint four members to form an Election Committee.

(f) The Election Committee is responsible for seeking qualified candidates for the Board of Directors and other elected offices, establishing rules and procedures, and insuring a fair and impartial election.

(g) The Election Committee shall be responsible for the preparation, distribution, collection and tabulation of ballots.

(h) The Election Committee Chair shall supervise the counting of the ballots and will announce all results of the voting.

(i) To be elected to office, a person must receive a simple majority of the votes cast. In the event that a simple majority is not received by a candidate, runoff elections will be conducted until a simple majority of votes is attained.

ARTICLE VI

Conference

The Board of Directors shall be responsible for coordinating an annual conference for Explorers. The purpose of the conference is to promote education, cooperation, and competition among law enforcement posts throughout the state and the region. The Board of Directors shall appoint special committees as needed to carry out these duties.

ARTICLE VII

Academy

The Corporation shall act as a liaison for an academy system for the purpose of standardized training of all Law Enforcement Explorers throughout the State of Colorado. The training will be made available to all law enforcement agencies that sponsor Law Enforcement Exploring and to any Explorer who wishes to further their training. A board recognized curriculum shall be instituted to help ensure that an Explorer's Training is recognized by all participating agencies. The board will select member agencies to host the academy on a yearly or bi-yearly basis. The hosting agency shall be responsible for all associated costs incurred during the academy and graduation. Hosting agencies shall retain all funds collected from the attending Explorers. Cost for the academy shall be reasonable and must be approved by the board.

ARTICLE VIII

Miscellaneous

Section 1 **Waiver of Notice.** Whenever notice of any meeting is required by law, the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director, member, or other person entitled to said notice, whether executed before or after the meeting, or his appearance at such meeting in person, shall be equivalent to such notice.

Section 2. **Seal.** The Corporate seal of the Corporation shall be circular in form and shall contain the name of the corporation, the year of its organization, and the words, "Seal, Colorado."

Section 3. **Management, Debt, Liability.** The corporation shall be fully responsible for its management, fiscal affairs and for any debts or liabilities it may incur. Its members shall not be responsible for the liability or debts of the Corporation nor shall the corporation take any action to cause its members to incur or be subject to the liabilities or debts Of the Corporation.

Section 4. **Amendments of Bylaws.** The membership shall have power to make, amend and repeal the Bylaws of the Corporation by a two-thirds vote of members participating in the vote at any regular meeting of the membership or at any special meeting called for that purpose, provided that all active members were notified of the date, time, location and issues of the impending vote and that members unable to appear in person received the opportunity to vote by proxy or absentee ballot.

Section 5. Severability. The invalidity of any provision of the Bylaws shall not affect the other provisions thereof, and in that event these Bylaws shall be construed in all respects as if such invalid provision hereof were omitted.

Section 6. Rules of Order. “Robert’s Rules of Order,” latest edition, shall be the governing parliamentary law of this corporation except where otherwise provided in the Article of Incorporation.

Section 7. Dues. The Board of Directors shall assess dues for membership at the rate of \$50.00 per agency or individual member per year. At the discretion of the Board of Directors, membership dues may be incorporated into the cost of Conference. Dues may be waived or adjusted for certain special circumstances that may arise, however the membership must approve any and all waivers.

Section 8. Proxy and Absentee Ballots. Except as designated in the Articles of Incorporation or Bylaws for this Corporation, members may vote by proxy or Absentee Ballot. Absentee Ballots must be submitted in writing prior to the vote being held. Votes by proxy must include written notice to the Corporation that specifies which individual is authorized to cast the proxy vote. Written notice of Absentee Ballots or proxy designations must be to the Election Chair prior to the vote. In instances where no Election Chair has been designated for the issue being voted upon, the written notice must be to the Secretary and at least one other Member of the Board. Electronic forms of written communication shall be considered acceptable, where available. A member voting by absentee or proxy ballot may be considered present at any vote for purposes of establishing a quorum.

APPROVAL

The foregoing Bylaws, after having been read, were adopted by the membership and certified by the Secretary of the Board at a meeting held on the Tenth day of July, 2011.

Sergeant Marc Weber
Secretary

Approved:

Lieutenant Tom Wilkes
Chair