

**THE 2022 AMENDED AND RESTATED BYLAWS
OF
DOUGLAS COUNTY SHERIFF'S ADVISORY COUNCIL
A NEVADA NON-PROFIT CORPORATION**

The Douglas County Sheriff's Advisory Council adopts these Amended Bylaws as of this 13th day of September 2022.

ARTICLE I - PURPOSE

The primary purpose of the Douglas County Sheriff's Advisory Council, hereafter the Council, will be to fund extraordinary expenses of the Douglas County Sheriff's Office including continuing education and additional training for personnel, and funding the non-budgeted needs of the Sheriff's Office, particularly regarding technological resources and other specialized equipment and training.

ARTICLE II – TRUSTEES

Section 1. Powers. Subject to limitations of the Articles and these bylaws, the activities and affairs of the Council shall be conducted, and all corporate powers shall be exercised by or under the direction of the Council Board of Trustees, hereafter the Board. Trustees shall have the following powers in addition to any other powers enumerated in these bylaws.

(a) To select and remove all officers, trustees, and agents of the Council, prescribe powers and duties for them consistent with law, the Articles, or these bylaws, and fix their compensation, if any.

(b) To conduct, manage and control the affairs and activities of the Council and to make such rules and regulations consistent with law, the Articles, or these bylaws, as they may deem best.

(c) To handle all financial transactions, to include, but not limited to, expenditures, donations, and investments with all proper fiduciary care and responsibilities.

(d) To facilitate investments for the purposes of the Council, if necessary, and to cause to be executed and delivered therefor, in the Council name.

(e) The foregoing notwithstanding, any expenditure not included in the annual budget for the Council, or which shall cause the annual budget of the Council to be exceeded, shall require a majority vote of the trustees present at such meeting when such expenditures are discussed.

Section 2. Number of Trustees. The authorized number of trustees shall be not less than eleven (11) with a maximum to be determined by the Council Board, at the first meeting of each calendar year.

Section 3. Election of Trustees.

(a) Prospective trustees may be elected to fill vacancies at any regular meeting of the Board if a statement that trustees will be elected is included in the notice of that meeting. Trustees shall serve until such time as they voluntarily resign, or are removed in accordance with the provisions of these bylaws.

(b) Prospective trustees may be nominated at any Board meeting where the election of trustees takes place, by any trustee, and seconded by any other trustee.

(c) In voting for trustees, the Council operates under a straight voting system of trustees present. Therefore, each trustee present shall have one (1) vote for each candidate nominated to the Board. Each candidate who received a majority of the vote of the trustees present shall be elected a Board trustee.

(d) Trustees shall serve without compensation.

Section 5. Vacancies.

(a) Subject to any applicable provision of the Nevada Revised Statutes (NRS), any trustee may resign effective upon giving written notice to the Chair or the Secretary of the Board.

(b) A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any trustee, or if the authorized number of trustees is increased.

(c) Any trustee vacancy due to death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in these bylaws for regular election.

(d) The Board may declare a vacancy if a trustee has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgement of any court to have breached any duty arising under the Nevada Revised Statutes. The Board may also remove a trustee, based upon reasonable cause, and upon the majority vote of the trustees present.

(e) Any trustees who fail to attend to attend six (6) consecutive regular board meetings, without reasonable cause or advance approval of the Executive Board, shall be subject to removal as a trustee from the Board.

(f) No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to their voluntary resignation or removal as outlined in these bylaws.

Section 6. Trustees Emeriti. Nothing in this Article II shall be construed as limiting the right of the Council to designate any former trustee as a trustee emeritus. Trustees emeriti shall be selected and removed by a majority vote of the trustees present at any such meeting where a

motion and second have been made regarding trustees emeriti.

Section 7. Ex Officio Participant. The Sheriff of Douglas County, may serve as an *ex officio* Board participant, and may appoint an additional person to serve as an *ex officio* Board Participant in his or her absence. The *ex officio* Board participants shall be limited to Douglas County Sheriff's Office sworn personnel. *Ex officio* Board participants have no voting rights.

ARTICLE III – EXECUTIVE BOARD OFFICERS

Section 1. Officers. The officers of the Council shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. These officers shall constitute the Executive Board of the Council. These officers shall not hold more than one office on the Executive Board. At the discretion of the Council Board of Trustees, other officers may be elected or appointed as needed in accordance with the provisions of these bylaws.

Section 2. Officer Nominations. The Chair shall appoint an *ad hoc* nomination committee, consisting of at least three (3) trustees, to make recommendations of officers for the following year. This committee shall be disbanded after the election is completed.

Section 3. Election. The officers of the Executive Board shall be installed immediately following their election, and shall hold their respective offices for a three (3) year term, or until their resignation, removal, or other disqualification from service.

Section 4. Succession of Office. The Vice Chair does not automatically become the next Board Chair. The election of Chair will be done through a nomination process and vote by the Board.

Section 5. Removal and Resignation.

(a) Any Executive Board officer may be removed, based upon reasonable cause, by a majority vote of the Board at any time.

(b) Any Executive Board officer may resign at any time by giving written or oral notice to the Board. Any such resignation shall take effect at the date of the receipt if such notice or any later time specified therein.

Section 6. Vacancies. A vacancy in any Executive Board officer position because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in these bylaws for regular election.

Section 7. Chair. The Chair is the general manager and chief executive officer of the Council and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Council. The Chair shall preside at all meetings of the Board where he/she is present. The Chair has the general powers and duties of management usually vested in the office of Chair and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Chair shall be responsible for establishing an annual

Council budget, to include but not limited to, operational expenses and administrative expenses, for approval by the Board. The Chair can authorize the creation of standing or *ad hoc* committees as needed, and to appoint trustees to such committees.

Section 8. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for him/her, respectively, by the Board or Chair.

Section 9. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice there of given, the names of those present at Board and Committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, the original or a copy of the Council's Articles and bylaws as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these bylaws, or other applicable law, and shall have such other powers and perform such other duties as may be prescribed by the Board. In the absence of the Chair and Vice Chair, the Secretary shall administer any meeting.

Section 10. Treasurer. The Treasurer is the chief financial officer of the Council and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Council. The books of account shall always be available for inspection by any trustee. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Council, with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Council as may be ordered by the Board, shall render to the Chair and the trustees, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Council, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE IV – BOARD MEETINGS

Section 1. Place of Meetings. Meetings of the Board shall be held at any place which has been designated by the Board.

Section 2. Board Meetings. Regular meetings of the Council Board will normally be held once each month without call or notice on such dates and at such times and locations as may be fixed by the Board. The Board shall meet a minimum of three (3) times during each calendar year. All meetings of the Board shall be conducted in general accordance with Robert's Rules of Order for Parliamentary Procedures.

Section 3. Special Meetings. Special meetings of the trustees may be held at such time and such place as is determined by the Board or by the Chair, and require 3 days written notice by U.S. Postal mail or 48 hours notice via email.

Section 4. Quorum. The presence of a simple majority of trustees constitutes a quorum of the

Board for the transaction of business. A simple majority of trustees assigned to any committee constitutes a quorum for such committee meetings.

Section 5. Participation in Meetings by Conference Telephone or Virtual Technology.

Trustees may participate in a meeting through use of conference telephone or other virtual communication equipment, so long as all participants in such meeting can hear one another. Any trustee participating under this section shall be deemed present for the purposes of a quorum and every other provision of these bylaws.

Section 6. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a simple majority of the Board individually or collectively consent by email to vote on such action. Such actions shall have the same effect as a vote of the Board in a regular meeting and shall be filed with the minutes of the proceedings of the Board.

ARTICLE V - INDEMNIFICATION

Section 1. Definitions. For the purpose of this section, (i) “agent” includes any person who is or was a Trustee, officer, employee or other agent of this Council, (ii) “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and (iii) “expenses” includes without limitation attorneys’ fees and any expenses of establishing right to indemnification under this Article.

Section 2. Actions Brought by Others. The Council shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Council to procure a judgement in its favor, an action brought on the grounds that the person was engaged in self-dealing with the Council, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Council, against expenses, judgements, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Council, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

Section 3. Actions Brought by or on Behalf of the Council. Subject to the limitations on indemnification in the Nevada Non-Profit Corporation Law, the Council shall have the power to indemnify any person who was or is a part or is threatened to be made a party to any threat, pending or completed action by or in the right of the Council or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Council, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Council and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4. Mandatory Indemnification. To the extent that an agent of the Council has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Limitation on Discretionary Indemnification. Except as provided in Section 4, any indemnification under this Article shall be made by the Council only if authorized in the specific case, upon a determination by a majority of a quorum consisting of Trustees who are not parties to such proceedings, that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3.

Section 6. Insurance. The Council shall have power to purchase and maintain insurance on behalf of any agent of the Council against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status of such, whether or not the Council would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that a Council shall have no power to purchase and maintain such insurance or indemnify any agent of the Council for a violation of the Nevada Revised Statutes.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1. Inspection of Records. Every trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Council. This inspection by a trustee may be made in person or by an agent, or attorney, and the right of inspection includes the right to copy and make abstracts of documents, but not the right to remove or transfer the originals without a vote of the Board.

Section 2. Insignia. Trustees may from time to time adopt a form of logo or other insignia for the Council and may have such insignia, reproduced in a form suitable for display by trustees in recognition of their participation in the Council. The Board may, at its discretion, determine that any such insignia given to trustees shall remain the property of the Council and be returned to the Council upon termination of trusteeship for any reason. The Board may, at its discretion, charge a fee from trustees to cover the costs of reproduction of the insignia and, at the discretion of the Board, such fee may be refundable or non-refundable upon the return of the insignia.

Section 3. Amendments. These bylaws may be adopted, amended, or repealed by a vote of a majority of the trustees present at a meeting of the Board. The proposed amendments must be emailed or otherwise distributed five (5) days prior to the meeting at which a vote will be taken on these amendments.

Section 4. Contractual Agreements. The Board shall have the right to enter into a contractual agreement with independent contractors.

Section 5. Non-Profit Status. The Council is a non-profit Council as defined in Chapter 82 of the Nevada Revised Statutes which is organized for public benefit and charitable purposes. Notwithstanding any other provision of these bylaws or the Articles of the Council, the Council

shall not carry on any activity not permitted to be carried on by a Council exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Council shall have no capital stock and shall not have a purpose involving pecuniary gain to its members. It shall not have any power to issue certificates of stock or declare dividends, and no part of the net earnings of the Council shall inure to the benefit of, or distributed to its trustees, officers, or other private persons, except as the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of these Council bylaws.

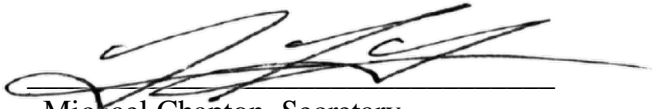
Section 6. Governing Law. This document shall be governed by and construed and enforced in accordance with the laws of the State of Nevada.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify:

1. That I am the duly elected and acting secretary of DOUGLAS COUNTY SHERIFF'S ADVISORY COUNCIL, a Nevada non-profit; and
2. The foregoing bylaws comprising of seven (7) pages constitute the amended bylaws of said Council as duly adopted by unanimous resolution of the Board of Trustees on the 13th day of September 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 13th day of September 2022.

A handwritten signature in black ink, appearing to read 'Michael Chapton', written over a horizontal line.

Michael Chapton, Secretary