



**BYLAWS OF USMP  
District of Arizona  
(USMP)**

**ARTICLE I (Purpose)**

Section 1

**PURPOSE**

The United States Marshal's Posse is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended). Subject to the foregoing limitation, the United States Marshal's Posse will furnish non-law enforcement assistance to the Marshals Service of the United States of America and in the State of Arizona; and will publicize and promote good will on behalf of said Service. The United States Marshals Posse ("USMP") is a private organization whose general purposes are to:

1. Publicize and promote goodwill on behalf of the US Marshals Service;
2. Furnish non-law enforcement assistance to the United States Marshals Service ("USMS")
3. Promote good fellowship among members through participation in civic events;
4. Promote good horsemanship among members, and the public;
5. Educate the general public regarding the duties and activities of the USMS;
6. Publicize activities of the US Marshals Service, calling favorable attention to said service;
7. Support community and civic organizations which promote and support law enforcement and public safety services for the betterment of the community and the service providers; and to
8. Keep the US Marshals old west history alive for future generations.

Section 2

**ADOPTION OF USMP HANDBOOK**

The USMP Handbook ("Handbook"), which sets out terms, conditions, policies and rules governing membership, the conduct of members, and other policies is hereby adopted by the Board and each member by acceptance of membership in the USMP agrees to fully comply with all terms, conditions, rules and polices set out in the Handbook.

## **ARTICLE II (Membership)**

### Section 1

#### **MEMBERS AND MEMBERSHIP**

There shall be five (5) categories of membership in the USMP which shall be; (1) Active Members; (2) Junior Members, (3) Honorary Members; (4) Lifetime Members; and (5) Inactive Members. The qualifications, benefits, rights, and obligation of each membership category is fully set out in the Handbook.

### Section 2

#### **ACCEPTANCE OF MEMBERSHIP**

The USMP is a private organization honoring the United States Marshal's service. Membership is subject to all terms, condition and application processes outlined in the Handbook. The USMP members are not employees of the United States Marshal's Service nor are the USMP members conferred or empowered with any law enforcement authority. Qualifications, application requirements, and applicable processes for membership are set out in the Handbook. Each member, as a volunteer, assumes and accepts all risks, whether known or unknown, latent or patent, direct or indirect, as a member of the USMP.

### Section 3

#### **TERMINATION OF MEMBERSHIP**

Membership in the USMP is a privilege not a right and subject to strict qualifications and adherence to all applicable terms, conditions, rules and policies. Membership may be terminated as provided for in the Handbook. A terminated Member may submit a request for reinstatement, as provided for in the Handbook, but such reinstatement is at the sole discretion of the Board.

## **ARTICLE III (Officers, Directors & Elections)**

### Section 1

#### **BOARD OF DIRECTORS**

The Board of Directors ("Board") shall consist of four (4) Officers and not less than four (4) Directors. Up to two (2) Directors may be elected each year. The United States Marshal for the District of Arizona or his designee and the immediate Past President shall be members of the Board of Directors, ex-officio without vote. The President shall act as Chairman. The Board shall have charge of all affairs of the Posse when the Posse is in session and shall assist in forming the general policy of the Posse. All Board Members shall serve and hold office for a two-year term, or until their death, resignation, removal, or incapacity. Any Board Member may be removed at any time, for any reason, with or without cause, by an affirmative vote of a majority of the Board. All Board Members of the USMP shall have a terminable-at-will relationship with the USMP, unless a different relationship is expressly specified in a written employment agreement that is approved by the Board. The Executive Board Shall Consist of the Following Officer/Director Positions:

- President (Voting)
- Vice President (Voting)
- Secretary (Voting)
- Treasurer (Voting)

The USMP Board will have additional Directors making up the full Board, all of whom shall be vested with full voting rights

Ex-Officio

- Past President (ex-officio, Non-Voting except for tie breaking)

US Marshal's Service – Marshal or his designee can attend and represent the interests of the US Marshal's Service, but are not voting members of the Board of Directors.

## Section 2 **OFFICER DUTIES**

There shall be four (4) individual elected Officers of the USMP, namely, President, Vice-President, Secretary, and Treasurer. The positions of Vice President, Secretary and Treasurer will be nominated by the President and ratified by the Board of Directors vote.

## Section 3 **PRESIDENT**

The President shall be the Chief Executive Officer of the Posse, preside in all meetings and exercise general supervision of all its members and affairs.

## Section 4 **VICE-PRESIDENT**

The Vice-President shall assist the President in the discharge of the President's duties. In the event of the President's death, resignation, removal, or extended absence, the Vice-President shall assume the duties of the President. The Vice-President will chair membership committee and ensure annual dues statements are issued.

## Section 5 **SECRETARY**

The Secretary shall keep or cause to be kept accurate records and minutes of all business meetings and shall be the custodian of all books paid by and in the property of this Posse. The Secretary will notify the members of all functions.

## Section 6 **TREASURER**

The Treasurer shall keep or cause to be kept accurate financial records for the Posse. The Treasurer will oversee payment for Posse functions and will assist the membership committee with annual dues collection. The Treasurer will be the liaison for banking relationships and will be responsible for the preparation of financial statements and informational returns with the Internal Revenue Service as may be required.

Section 7  
**PAST-PRESIDENT**

The Past President is ex-officio and shall assist the current President as an advisor in the discharge of his duties. The Past President will be a non-voting Board member but for tie breaking.

Section 8  
**ELECTION OF OFFICERS**

At the annual meeting in even numbered years, the Board of Directors shall elect the President, Vice-President, Secretary and the Treasurer. All officers will serve for a two (2) year term. The next President will be elected by an affirmative majority vote of the Executive Committee.

Section 9  
**ELECTION OF DIRECTORS**

At the annual meeting in each year, the Active Members shall elect a minimum of two (2) Directors, excluding the Officers. All Directors shall serve for a two (2) year term.

Section 10  
**VACANCIES**

Vacancies in the office of Vice-President, Secretary, Treasurer, or Director shall be filled by the Executive Committee with the approval of the Board of Directors. Vacancies on the Executive Board shall be filled with 30 days of the creation of the vacancy with all other Director vacancies being filled within 90 days of the creation of the vacancy.

Section 11  
**STAFF POSITIONS**

The President shall have the responsibility to appoint staff to assist the Board with tasks in support of the USMP. All positions are non-paid and non-voting.

Section 12  
**RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS**

Any Officer or Director may be removed from office with or without cause by the Board. Any Officer or Director may resign at any time by giving written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later date or event. The acceptance of a resignation shall not be necessary to make it effective. If a resignation is made effective at a later date or event and the Board accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.

## **ARTICLE IV (Meetings)**

### **Section 1 MEETINGS**

The Board shall conduct not less than two (2) general membership meetings per year – fall and spring. The Board may organize as many other meeting and events as it deems reasonable and necessary for the conduct of the business of the USMP.

There shall be an annual meeting of the Board of Directors and members in the spring of each year. This meeting shall be for the purpose of electing two (2) directors to the Board of Directors. This shall be a closed meeting with the election of such Directors thereafter being announced at the general Spring meeting of the members.

### **Section 2 SPECIAL MEETINGS**

Special meetings may be called by the President or a majority of the Board of Directors. These meetings are closed meetings to the general membership.

### **Section 3 OTHER MEETINGS**

Attendance at and communication during any meeting may be completed in person or by telephonic/weblink attendance.

### **Section 4 QUORUM**

Four (4) Board Members shall constitute a quorum for transacting Board business.

Eight (8) active members present either in person or via electronic communication (phone, weblink,...etc.) at any meeting of the General Membership shall constitute a quorum for the transaction of any and all business except amendment to the Articles of Organization or Bylaws.

### **Section 5 NOTICE OF MEETINGS**

Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by electronic (email) delivery to each member at such members email address on file with the Secretary as of the date of the meeting notice, which notice shall be delivered at least ten (10) days but not more than sixty (60) days before such meeting to each member. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. When a meeting is adjourned to another date, time or place, a notice of the new date, time or place is not required if the new date, time or place is announced at the meeting before adjournment. At the adjourned meeting, the Board may transact any business which might have been transacted at the original meeting. A member's attendance at a meeting waives objection to the lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting and transacting business at the meeting. In addition, a member's attendance at a

meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter at the time it is presented.

#### Section 6

### **ACTION BY WRITTEN BALLOT**

Any action that the Board may take at any annual, regular or special meetings of the members may be taken without a meeting if the Board delivers, in accordance with the meeting notice provisions above, a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be delivered to the USMP in order to be counted, which time shall not be less than three (3) days after the date that the USMP delivers the ballot. Once a written ballot has been received by the Board, the ballot may not be revoked. Approval by written ballot pursuant to this Section is valid only if both the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes which would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a different record date is fixed by the Board, the record date for determining the members entitled to vote on matters submitted to a vote by written ballot shall be the business day before the day on which the ballots are delivered to the members.

#### Section 7

### **ACTION BY WRITTEN CONSENT**

The Board may approve any action required or permitted by law that requires approval without a meeting if the action is approved by Board Members holding at least a majority of the votes. The action shall be evidenced by one or more written consents describing the action taken, signed by those Board Members representing at least the requisite number of votes and delivered to the Secretary for inclusion in the minutes or filing with the corporate records of the USMP.

## **ARTICLE V (Committees)**

#### Section 1

### **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice- President, Secretary, Treasurer and immediate Past President. The President shall act as Chairman. The Executive Committee shall have charge of the affairs of the USMP when the Board of Directors is not in session. Three (3) members of the Executive committee shall constitute a quorum. The Executive Committee shall elect, by simple majority, the next President of the USMP.

#### Section 2

### **NOMINATING COMMITTEE**

The Nominating Committee shall consist of five (5) Active Members and shall be appointed by the President.

Section 3  
**OTHER COMMITTEES**

Committees for other purposes may be created as directed by the Executive Committee. The President with the approval of the Executive Committee shall appoint Committee Chairmen.

**ARTICLE VI (Dues and Assessments)**

Section 1  
**FUNDS (Dues, Initiation Fees and Assessments)**

The Executive Committee shall annually establish an Initiation Fee for all New Members, Annual Dues for all membership categories, and other fees, costs or assessments as necessary to support the purposes of the USMP. Such dues, fees and assessments shall be set out in the Handbook.

The USMP may engage in public support fundraising activities consistent with 501c3 organizations, as determined by the Board.

The USMP is also empowered to disburse funds in accordance with its charitable purposes – scholarships, grants, donations, fundraising, operations, training and other items as determined and authorized by the Board.

The Board may establish minimum participation standards which can be used to modify annual dues and confer awards and recognition upon the members.

Section 2  
**DELINQUENCY**

Dues will be considered delinquent if not paid in full prior to the fall general membership meeting and subject to additional fees and possible membership termination, in accordance with guidelines and policies established by the Board and set out in the Handbook.

**ARTICLE VII (Fiscal Year)**

Section 1  
**FISCAL YEAR**

The fiscal year shall be from July 1st to June 30th of each year.

**ARTICLE VIII (Amendments)**

Section 1  
**AMENDMENTS**

These Bylaws may be amended by a majority of the Directors present in any regular meeting or any special meeting provided that at least thirty (30) days written notice is given of intention to amend the Bylaws at such meeting.

## **ARTICLE IX (Rules of Procedure)**

### Section 1

#### **PARLIAMENTARY AUTHORITY**

The rules contained in the current Robert's Rules of Order Newly Revised shall govern meetings and voting procedures for the USMP in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order that the USMP may adopt from time to time.

## **ARTICLE X**

### Section 1

#### **BUSINESS ORGANIZATION & PROCESSES**

##### A. Corporate Structure

1. **Non-Profit Status.** The USMP is a publicly supported charitable organization, exempt from taxation under §501(c)(3), §170(b)(1)(A)(vi), and §509(a)(1) of the Internal Revenue Code (Title 26 U.S.C). The Treasurer is authorized to prepare and file such documents as are required to keep and maintain the Non-Profit status of the USMP.
2. **Articles of Incorporation.** The USMP's Articles of Organization were filed with the Arizona USMP Commission on February 18, 1988. The Secretary is authorized to keep and maintain and file such amendments to the Articles of Organization are required to maintain the USMP in Good Standing in the State of Arizona. In the case of any conflict between the Articles and these Bylaws, the Articles shall control.
3. **Winding up Business.** Should the USMP stop operations and need to wind up affairs, sufficient funds will be held to liquidate any remaining obligations, as determined by the Board. Remaining assets shall be distributed to other nonprofit organization, as directed by the Board and consistent with Internal Revenue Code and these Bylaws.

##### B. Officers and Directors

1. **Known Place of Business and Statutory Agent.** The known place of business of the USMP initially shall be maintained at or at such other place subsequently designated by a majority of the Board. The known place of business or the statutory agent, or both, may be changed by resolution of the Board and upon filing the statement as required by law.
2. The principal office of the USMP shall be 1202 East Maryland Avenue, Suite 2A, Phoenix, AZ 85014. Such office may be changed from time to time at the discretion of the Board.



3. Corporate Records. The Secretary shall keep correct and complete books and records of account and shall also keep the minutes of all meetings of its Members, Board and committees, and shall keep at its registered or principal office a record giving the names and addresses of all those entitled to vote. All books and records of the USMP may be inspected by any Member in good standing, or his agent or attorney or by the United States Marshals Service upon request, for any purpose at any reasonable time.
4. Annual Report. An annual report consisting of at least a balance sheet and an operating (income and loss) statement shall be made available to the Board within 60 days after the close of each fiscal year. The annual report shall be prepared by a certified public accountant and shall be on an audited, reviewed or compiled basis, as the Board determines, in its discretion.

C. Authority for Contracts and Binding Obligations

1. Except upon the affirmative vote of a majority of the Board the USMP shall not:
  - a. enter into any contract for performance of professional or administrative services to or for the USMP (whether the relationship is one of employment, independent contractor or otherwise) for a stated term in excess of one year unless the contract is by its terms terminable by the USMP without cause and without continuing obligation, financial or otherwise, on not more than ninety (90) days' notice; or
  - b. enter into any contract or commitment not covered by subparagraph (a) above if the contract:
    1. is for a stated term in excess of one (1) year;
    2. obligates the USMP for an amount in excess of the amount then remaining in the USMP budget for the item or services acquired pursuant to the contract; or
    3. is for acquisition of products or services not in the ordinary course of the USMP business, as determined by the President.

D. Banking Authority.

1. The President and Treasurer have original signature authority for all USMP banking purposes. The immediate past Treasurer will also remain as an emergency signer provided, they are a member in good standing. No other person has signature authority unless so authorized by both the President and Treasurer with notification to the Board.
2. The Board may from time to time, by resolution and separate written authorization, with notification to the current Treasurer, authorize and empower the Vice President or any other officer of the USMP:

- a. to open and make withdrawals from and deposits to USMP banking or checking accounts in any and all banks and financial institutions; to rent and have access to safe deposit boxes; and to open and maintain escrow, custody, safekeeping and agency deposits or accounts;
  - b. authorize additional agents of the USMP to exercise all or any part of the powers contained in Section (B)(1) above, and to limit, change and terminate all or any part of such authorization;
  - c. authorize and designate the character and extent of the authorized use of facsimile signatures by any one or more of the authorized signatories of the USMP on instruments of payment or withdrawal against any banking or checking account of the USMP; and
  - d. certify from time to time:
    1. the names and titles of the officers of the USMP;
    2. statements relating to the structure, status, and financial condition of the USMP; and
    - 3.
    4. the genuineness of the signatures (whether actual or facsimile) of the officers and authorized agents of the USMP.
3. Any banking account or checking account opened and established for and on behalf of the USMP shall be maintained and handled under the conditions, rules and regulations prescribed by the bank or financial institution in which the same may be maintained, subject also to such limitations and restrictions, if any, as the Board may from time to time impose. If such are imposed by the Board, the Treasurer shall be notified.
  4. Any funds of the USMP represented by checks, drafts, notes, or other evidences of payment or of debt may be endorsed for credit and deposited in any of its said banking or checking accounts by written or stamped endorsement of the USMP, without designation of the officer or agent making the endorsement, unless the Board of Directors, the President, or the Treasurer of the USMP shall otherwise direct by notice in writing to the particular bank or financial institution involved. If such are imposed by the Board, the Treasurer shall be notified.
  5. The President, the Treasurer, or the Secretary, for and in its behalf, shall be fully authorized and empowered to prepare, certify, and deliver copies of these Bylaws, and of any and all resolutions of the Board relating to or affecting the provisions of these Bylaws, and shall be authorized to certify whether or not any such resolutions have been adopted by the Board; any bank or financial institution shall be fully warranted and protected in relying upon any certification and upon any instrument of appointment, notice or advice signed by anyone of said officers, pursuant to the provisions of these Bylaws.

6. The officers empowered to act pursuant to the provisions of these Bylaws shall be those in office from time to time; and any certification, instrument of appointment, notice or advice signed by anyone of said officers, at the time certified to be in office, shall continue to remain in full force and effect, notwithstanding the expiration of his/her term of office, unless and until the bank or financial institution relying on the same shall have actually received written notice to the contrary.

#### E. INDEMNIFICATION

1. Subject to the further provisions herein, the USMP shall indemnify any and all of its existing and former Board Members and officers against any and all liability, claims, causes of action, damages and/or expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of their authority as Board Member or officer of the USMP, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the USMP whether the legal action brought or threatened is by or in the right of the USMP or by any other person.
2. Whenever any existing or former Board Member or officer shall report to the President of the USMP that he or she has incurred or may incur any liability, claims, causes of action, damages and/or expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her role as a Board Member or officer of the USMP, the President shall notify the Board of Directors in writing, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person acted, failed to act or refused to act willfully or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, the USMP shall indemnify the officer or Board Member only as provided herein. Indemnification shall be mandatory and shall be automatically extended as specified herein.

#### F. INSURANCES; DIRECTORS AND OFFICERS INSURANCE

The USMP may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the USMP as a director, officer, employee of another USMP, partnership, joint venture, trust or other enterprise against any liability asserted against

such person and incurred in any such capacity or arising out of such person's status as such, whether or not the USMP would have the power to indemnify such person against liability under the provisions of the Arizona not-for-profit USMP statutes. The USMP shall not and shall not be required to purchase or maintain any insurance coverages for its general members for any purpose. At all times, the USMP shall maintain a "Directors and Officers" insurance policy in a form standard in the insurance industry (the "Policy"). The USMP shall maintain the Policy with limits of liability as set by the Board of Directors, in the Board of Directors' sole discretion. The indemnification provisions of these Bylaws and recovery thereunder shall first be satisfied from the proceeds of the Policy. Assets of the USMP shall be used to satisfy indemnification obligations not covered by the Policy. The USMP shall procure and maintain other insurance coverages (and in such amounts) as deemed necessary and prudent by the Board of Directors determined in consultation with the Board's legal counsel to mitigate risks to the USMP's assets.

G. CAPTIONS AND TITLES.

All captions, titles or headings of the Articles and Sections in these Bylaws are for the purpose of reference and convenience only and are not to be deemed to limit, modify or otherwise affect any of the provisions hereof or to be used in determining the intent or context thereof. Unless otherwise specified, all references in these Bylaws to Articles or Sections are to Articles and Sections of these Bylaws.

**CERTIFICATION**

I hereby certify that I am the duly elected President of the United States Marshals Posse, an Arizona non-profit corporation and that the foregoing Bylaws constitute the original Bylaws of the USMP and were duly adopted by the Board of Directors on the 1st day of September, 2021.



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President