



BYLAWS OF U.S. MARSHALS POSSE

District of Arizona

(USMP)

ARTICLE I (Purpose)

Section 1 **PURPOSE**

The United States Marshal's Posse is organized exclusively for charitable, religious, educational, or scientific 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. Education of the public as to the purpose of the US Marshals Service and furthering the public's awareness of the role this Service plays in public safety will be a primary purpose.

HISTORY

On September 24, 1989, the United States Marshals Service celebrated its 200th birthday and Arizona was part of the bicentennial party.

Throughout our nation's history, the leading symbol of law and protection of our constitutional rights has been the circles star of the United States Marshal. It is the world's oldest continuously functioning law enforcement agency as the first 13 marshals were appointed by President George Washington on September 24, 1789. As the Nation matured, so did the U.S. Marshals service. Western history is filled with tales of men with circled stars who maintained law against difficult odds.

In February 1988, Dr. Richard Collins, a Scottsdale orthopedic surgeon, organized a group of local horsemen and women to promote the US Marshals service and help celebrate this important event. The group selected eye-catching uniforms and matching tack and on April 19, 1988, they became the founding members and the second organized U.S. Marshals Posse.

The Founding Members include Dr. Richard Collins, Dr. J. Michael Foley, Dr. Gary Gradke, Dr. G Glen Hait, Marston Holben, Forrest Holden, Kenny Mott, Wendell Petefish, Dr. Scott Petersen, Elizabeth Petersen, Stephen Schumak, Malcom Strohson and Dr. Merlin Webb.

Today, the Arizona equestrian unit (of the USMP) has a growing list of active men and women who represent the Marshals Office in parades and act as a visible liaison for the Marshal in the state and local community. In addition to equestrian riders, the Posse is also heavily supported by non-riders who march in parades and support the many other special events which promote and support the US Marshal, District of Arizona.

Each year the group identified by their black leather vests, black western hats, and matching grey and black tack, participates in the Fiesta Bowl Parade, the Scottsdale Parada del Sol, Wickenburg Gold Rush Days Parade, and Prescott's Frontier Days Parade. In addition to its parade appearances, the Posse also supports numerous other charitable initiative such as several Shop-with-a-Cop Christmas events which help local underprivileged children celebrate Christmas each year. Finally, the Posse provides direct support for planning and operational delivery for the annual DOJ Memorial for fallen officers.

ARTICLE II (Membership)

Section 1

MEMBERS AND MEMBERSHIP

There shall be three (3) categories of membership, namely, Active Members, Inactive Members, and Life Time Members.

Section 2

ACTIVE MEMBERS

Active Members shall be approved by the Board of Directors using criteria set forth in these Bylaws. Active Members shall have the right to vote and be a director or hold office. They shall be required to pay dues and assessments as levied by the Executive Committee or Board of Directors. They may serve as committee members or chairman of committees and vote on those committees. They shall be carried on the Posse's roster and be notified of all Posse functions. They shall be billed by the Treasurer for reasonable charges following attendance at Posse functions.

Section 3

INACTIVE MEMBERS

Inactive Members are removed from the active roster, and will have no standing or participation with the Posse.

Section 4
Life Time MEMBERS

Life Time Members shall be elected at the discretion of the Board of Directors. They usually shall be persons who have contributed to the purpose of the Posse. They shall not be required to pay dues and assessments. They shall not have the privilege of voting or being a director or holding office. They may serve as committee members or chairman of committees and may vote on those committees. They shall be carried on the Posse roster and be notified of all Posse functions in the same manner as Active Members. They shall not be billed by the Treasurer following their attendance at Posse functions.

Section 5
ACCEPTANCE OF MEMBERSHIP

The United States Marshal's Posse is a private organization honoring the United States Marshal's service. Membership in the United States Marshal's Posse is a privilege, not a right, which may be granted as described in this paragraph. The Posse members are not employees of the United States Marshal's Service. The Marshal's Service confers no law enforcement authority on this organization and/or its members.

Membership shall be considered after submission of an application by the candidate on the form supplied by the membership chairman. The application shall be in writing and will be accepted for consideration when complete, including required sponsorship, references, back ground data, and waivers. Membership staff will submit finger prints as for "employment" type criminal background check and Board members will interview the candidate. After completion of the application process by the Membership Committee, it shall be considered by the Board of Directors. If approved by the Board of Directors, the application shall be referred to the United States Marshal's Service for determination on the applicant's suitability to be a member in an organization bearing the name United States Marshal Posse and is suitable to carry a commemorative US Marshal's Service Posse issued badge and identification card. This approval can be revoked at any time for any reason deemed appropriate by the United States Marshal's Service or the Posse Board. In addition, the corporation's activities that involve the use of the name United States Marshal and the commemorative Marshal's Service Posse issued badge and identification card are subject to the approval of the United States Marshal's Service.

Newly approved members enter into a probationary period for one year. New members are encouraged to use this year to assimilate into USMP activities and operations. As with any other member, membership can be terminated at the discretion of the Board of Directors or the US Marshals Office.

Section 6
RESPONSIBILITY OF MEMBERSHIP

Every member, upon admission to the United States Marshal's Posse, shall agree to display exemplary conduct, and that they will at all times keep and maintain, and seek other members to maintain the dignity of the United States Marshal's Office and the United States Marshal's Posse. Members who violate this responsibility may have their membership terminated. Members will sign their support and consent to following the rules and policies of the United States Marshal's Posse as outlined in the US Marshals Posse Handbook and Bylaws. Members also hold the US Marshals Posse, Officers & Directors harmless. Members further agree to inform the Board should they become part of any action that could discredit the

US Marshals office.

Membership in the US Marshals Posse – District of Arizona is voluntary. As a condition of membership and participation, Members acknowledge and accept the risks associated participation in equestrian parade activity, being in proximity to firearms, as well as, being associated with law enforcement.

Section 7

TERMINATION OF MEMBERSHIP

Membership may be terminated by conviction of a felony, committing acts discreditable, delinquency in the payment of dues, or by an act violating the responsibilities of membership. This termination shall be at the discretion of either or both the Board or the US Marshals Office. In the event of termination of membership, the United States Marshal's Posse shall not be or become liable for the payment of any amount in excess of the membership fee paid by the terminated member. Each member is accepted into the Posse upon the expressed agreement by such member and upon the condition of the value of his interest in the Posse shall not be in excess of the annual membership fee paid by the member. The foregoing provision is not tendered as a penalty for the termination of membership in the Posse, but rather an acknowledgment that membership in the Posse, as such, shall not have or be deemed to have, a real or intrinsic value in excess of the value of the annual membership fee paid. The Posse shall notify the United States Marshal's Service of resignation, termination, and/or suspension of any member and shall return to the Marshal's Service any Marshal's Service issued identification or other equipment.

Reinstatement: Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by an affirmative vote by all of the voting Board Members and with the concurrence of the US Marshal of Arizona, reinstate such expelled former Member to membership upon such terms as the Board of Directors may deem appropriate

ARTICLE III (Officers, Directors & Elections)

Section 1

BOARD OF DIRECTORS

The Board of Directors shall consist of four (4) officers and 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 of Directors 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 of Directors. All Board Members of the U.S. Marshals Posse shall have a terminable-at-will relationship with the U.S. Marshals Posse, unless a different employment relationship is expressly specified in a written employment agreement that is approved by the

Board of Directors.

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:

- **Director (Voting)**
- **Director (Voting)**
- **Director (Voting)**
- **Director (Voting)**

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 Posse, 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. (Additionally these positions form the Executive Committee.)

Section 3
PRESIDENT

The president shall be the Chief Executive Officer of the Posse, preside in all meetings and exercise general supervision of 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 6
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.

Section 9
ELECTION OF DIRECTORS

At the annual meeting in each year, the Active Members shall elect a minimum of two (2) members to the Board of Directors. 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.

Section 11
Staff Positions

The President shall have the responsibility to appoint staff to assist with needed Posse work. All positions are non-paid and non-voting.

ARTICLE IV (Meetings)

Section 1 **MEETINGS**

The membership will have a minimum of two general meetings per year – fall and spring. Leadership may organize as many other meeting and events as is desired.

There shall be an annual meeting of the Board of Directors and members in April 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.

Section 2 **SPECIAL MEETINGS**

Special meetings shall 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**

Meetings in which communication is electronic, voice or written transmission are permitted.

Section 4 **QUORUM**

Five Board Members shall constitute a quorum for transacting Board business.

Eight (8) active members present in person 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 Incorporation or Bylaws.

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 Posse when the Board of Directors is not in session. Three (3) members of the Executive

committee shall constitute a quorum.

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

Section 1
FUNDS (Dues, Initiation Fees and Assessments)

The Executive Committee annually shall establish an initiation fee for all New Members, annual dues for Active Members, and other fees, costs or assessments as necessary.

The US Marshals Posse may engage in public support fundraising activities consistent with 501c3 organizations.

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

Posse Board may establish minimum participation standards which can be used to modify annual dues and confer awards and recognition.

Section 2
DELINQUENCY

Dues will be considered delinquent three (3) months after the first billing. The Executive Committee shall designate the penalty for non-payment of dues or other fees.

ARTICLE VII

Section 1
FISCAL YEAR

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

ARTICLE VIII

Section 1
AMENDMENTS

These By-laws 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

Section 1
PARLIAMENTARY AUTHORITY

The rules contained in the current Robert's Rules of Order Newly Revised shall govern the Posse 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 Posse may adopt.

ARTICLE X

Section 1
BUSINESS ORGANIZATION & PROCESSES

ORGANIZATION OF THE CORPORATION

A. **NON-PROFIT STATUS**

The United States Marshals Posse 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).

B. **ARTICLES OF INCORPORATION**

The Corporation's Articles of Incorporation were filed with the Arizona Corporation Commission and recorded by said commission on February 18, 1988.

C. WINDING UP BUSINESS AND AFFAIRS

Should the Corporation stop operations and need to wind up affairs, sufficient funds will be held to liquidate any remaining obligations. Remaining assets shall be distributed to other nonprofit organization, per Board of Directors and consistent with Internal Revenue Code and these Bylaws.

OFFICES AND RECORDS

A. KNOWN PLACE OF BUSINESS AND STATUTORY AGENT

The known place of business of the Corporation initially shall be maintained at PO Box 8406, Scottsdale, AZ 85252 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 of Directors, upon filing the statement as required by law.

B. PRINCIPAL OFFICE

The principal office of the Corporation shall be at: PO Box 8406, Scottsdale, AZ 85252

C. RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep the minutes of all meetings of its Members, Board of Directors 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 Corporation 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.

D. Details of Posse operations are referenced in the Membership Handbook. The Membership Handbook is intended to be kept current. The Board or Staff may edit and amend the Membership Handbook without effect on the Articles of Incorporation or Bylaws.

CONTRACTS

Except upon the affirmative vote of a majority of the Board of Directors the U.S. Marshals Posse shall not:

- (a) enter into any contract for performance of professional or administrative services to or for the U.S. Marshals Posse (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 U.S. Marshals Posse 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 U.S. Marshals Posse for an amount in excess of the amount then remaining in the U.S. Marshals Posse's 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 U.S. Marshals Posse's business.

BANK AUTHORITY

A. AUTHORIZED BANKING SIGNATORS

The Vice President and Treasurer have original signature authority for U.S. Marshals Posse banking purposes. The immediate past Treasurer will also remain as an emergency signer provided they are in good standing. No other person has signature authority unless so authorized by both the President and Treasurer with notification to the Board.

B. PRESIDENT'S AUTHORITY

The Board of Directors may from time to time, with notification to the current Treasurer, authorize and empower the Vice President or any other officer of the U.S. Marshals Posse:

1. on behalf of the U.S. Marshals Posse, to open and make withdrawals from and deposits to 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;
2. by written instrument, signed for and on behalf of the U.S. Marshals Posse, to authorize additional agents of the U.S. Marshals Posse 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;
3. by written instrument, signed for and on behalf of the U.S. Marshals Posse, to 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 U.S. Marshals Posse on instruments of payment or withdrawal against any banking or checking account of the U.S. Marshals Posse; and
4. to certify from time to time:
 - (a) the names and titles of the officers of the U.S. Marshals Posse;
 - (b) statements relating to the structure, status, and financial condition of the U.S. Marshals Posse; and
 - (c) the genuineness of the signatures (whether actual or facsimile) of the officers and authorized agents of the U.S. Marshals Posse.

C. HANDLING OF ACCOUNTS

Any banking account or checking account opened and established for and on behalf of the U.S. Marshals Posse 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 of Directors may from time to time impose. If such are imposed by the Board of Directors, the Treasurer shall be notified.

D. DEPOSITS

Any funds of the U.S. Marshals Posse 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 U.S. Marshals Posse, without designation of the officer or agent making the endorsement, unless the Board of Directors, the President, or the Treasurer of the U.S. Marshals Posse shall otherwise direct by notice in writing to the particular bank or financial institution involved. If such are imposed by the Board of Directors, the Treasurer shall be notified.

E. DOCUMENTATION

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 of Directors 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 of Directors; 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.

F. CERTIFICATION OF AUTHORITY

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.

INDEMNIFICATION

G. IN GENERAL

Subject to the further provisions herein, the U.S. Marshals Posse shall indemnify any and all of its existing and former Board Members and officers against all 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 role as Board Member or officer of the U.S. Marshals Posse, 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 U.S. Marshals Posse whether the legal action brought or threatened is by or in the right of the U.S. Marshals Posse or by any other person.

H. INVOLVEMENT IN LEGAL ACTION

Whenever any existing or former Board Member or officer shall report to the President of the U.S. Marshals Posse that he or she has incurred or may incur 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 U.S. Marshals Posse, 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 did not act, fail to act or refuse 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 U.S. Marshals Posse shall indemnify the officer or Board Member only as provided herein. Indemnification shall be mandatory and shall be automatically extended as specified herein.

I. INSURANCES; DIRECTORS AND OFFICERS INSURANCE

The U.S. Marshals Posse may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the U.S. Marshals Posse as a director, officer, employee of another U.S. Marshals Posse, 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 U.S. Marshals Posse would have the power to indemnify such person against liability under the provisions of the Arizona not-for-profit U.S. Marshals Posse statutes. At all times, the U.S. Marshals Posse shall maintain a "Directors and Officers" insurance policy in a form standard in the insurance industry (the "Policy"). The U.S. Marshals Posse 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 U.S. Marshals Posse shall be used to satisfy indemnification obligations not covered by the Policy. The U.S. Marshals Posse 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 U.S. Marshals Posse's assets.

End