

BY-LAWS OF
CRIME STOPPERS OF THE
UNITED STATES OF AMERICA, INC.
A NON-PROFIT ORGANIZATION

ARTICLE I NAME, INCORPORATION, AND SEAL

Section 1. Name - The name of this nonprofit corporation is Crime Stoppers of the United States of America, Inc. and is hereby referred to in this document as Crime Stoppers USA, Inc.

Section 2. Seal - Crime Stoppers USA, Inc. shall have a logo, as determined by the Board of Directors.

Section 3. Incorporation - The Corporation is incorporated pursuant to the laws of the State of Delaware as a perpetual non-stock corporation conducting its operation throughout the United States, or in a United States territory or possession.

Section 4. Business Offices - The Corporation shall have such offices either within or outside the State of Delaware as the Board of Directors may from time to time determine or as the business of the corporation may require.

Section 5. Registered Offices and Registered Agent -

A. Delaware - The address of the initial registered office in the State of Delaware and the name of the initial registered agent of the corporation at such address are set forth in the Certification of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Delaware as is required by law.

B. Other States – In the event the corporation desires to qualify to do Business in one or more states other than Delaware, the corporation shall designate the location of the registered office in each such state and designate the registered agent for service of process at such address in the manner provided by the law of the state in which the corporation elects to be qualified.

ARTICLE II PURPOSE

The purpose of Crime Stoppers USA, Inc. is to provide administrative support and service to all member programs, which will promote best practices for Crime Stoppers type programs. Crime Stoppers USA, Inc. will offer training for all partners of the tripartite relationship and encourage the community, media and law enforcement to work together to reduce crime in their communities. Such purposes are to be charitable and educational within the meaning of Section 501© (3) of the Internal Revenue Code of the United States and the applicable corporate and tax laws of the State of Delaware. This corporation is organized exclusively for one or more of

the purposes as specified in Section 501© (3) of the Internal Revenue Code of 1986, or the corresponding provision of any United States Internal Revenue Law, and shall not carry on activities not permitted by an organization exempt from Federal income tax under Internal Revenue Code 501© (3) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III MEMBERS

Section 1. Definition - If the term “member” or “members” may be deemed prohibited in respect to the provisions of the Internal Revenue Code of the United States and/or the laws of the State of Delaware or, when applicable the laws of any other state, county, city or political subdivision thereof, then the use of the terms “member” or “members” in these bylaws or in any other Crime Stoppers USA, Inc. document shall be interpreted as and only as Representatives, and/or Associates and/or Affiliates and/or Participants. Also, insofar as Crime Stoppers USA, Inc. is or may be concerned the term “member” or “members” shall not, under any circumstances be interpreted to indicate any stock, stockholder, share, shareholder, nor any other meaning that would or might indicate any form of interest of ownership, rights of ownership, or equity in Crime Stoppers USA, Inc., nor in any property, private, public, personal, real or otherwise. Crime Stoppers USA, Inc. is organized in accordance with the provisions of Section 501©(3) of the Internal Revenue Code of the United States of America, the laws of the State of Delaware governing nonprofit corporations and, when applicable, the respective laws of the other states, counties, cities, or political subdivisions thereof.

Section 2. Member’s Relationship - Each member Crime Stoppers program is autonomous and recognized as having met the criteria as a member in good standing and/or minimum standards as set forth by Crime Stoppers USA, Inc.

Section 3. Member in Good Standing/Approval Process - A member in good standing with Crime Stoppers USA, Inc. is a Crime Stoppers program that meets the following criteria and/or minimum standards as set forth by Crime Stoppers USA, Inc.; all programs who meet the criteria as set forth in this section will be an approved Crime Stoppers Program in the United States:

- A. The program must be domiciled in the United States or in a United States territory or possession.
- B. The program must have a civilian volunteer Board of Directors.
- C. The program must be registered in its state as a non-profit organization.
- D. The program must be a 501©(3) organization according to a United States Internal Revenue Service determination letter and have an issued IRS tax identification number; or provide documentation and tax identification number that indicates the organization falls under another IRS designation that deems it to have tax-exempt status, with the ability to accept tax deductible contributions. The program may

receive provisional membership status if it has filed an application for a 501© (3) tax-exempt status, or other acceptable tax-exempt designation, and is awaiting receipt of such certification from the IRS. All programs shall follow sound financial practices.

- E. The program must have a law enforcement organization that provides a program coordinator, with the exception of a State or Regional program that provides only administrative, member services, or advisory support to local programs within a geographic area. Or, be a civilian based program that has an affiliation with local law enforcement.
- F. The program must offer an anonymous phone line, anonymity, and cash rewards that do not greatly exceed the suggested guidelines of \$1000.00 as set forth by the Crime Stoppers concept and is consistent with the standards maintained by Crime Stoppers USA, Inc. Board of Directors, for the arrest and/or filing of criminal charges, with the exception of a State or Regional program that provides only administrative, member services, or advisory support to local programs within a geographic area. Each program must provide quarterly statistics to Crime Stoppers USA, Inc.
- G. The program must have paid its current annual dues to Crime Stoppers USA, Inc.

Section 4. Classification of Membership

- A. Voting Members - The voting membership of Crime Stoppers USA, Inc. shall consist of any Crime Stoppers program that is a member in good standing, as follows:
 - 1. Community programs
 - 2. State programs, associations, organizations
 - 3. Regional programs, associations, organizations
 - 4. Independent school programs
- B. Non-Voting Associates
 - 1. Sponsoring Associates - Any person or corporation who provides financial support to Crime Stoppers USA, Inc., and/or actively participates in the organization as determined by the Board of Directors.
 - 2. Alumni - Any past member of a Board of Directors, law enforcement/program coordinator or media participant from a program that was a member in good standing with Crime Stoppers USA, Inc., or Crime Stoppers International, Inc. Alumni membership is personal and cannot be transferred.

Section 5. Membership Approval- Approval for all types of membership will be determined by meeting membership criteria and/or minimum standards using a procedure set forth by the Board of Directors.

Approved September 1, 2010

Section 6. Termination of Membership - Any member in good standing or non-voting associate, of Crime Stoppers USA, Inc. may resign at any time in writing to the Chairman of this organization. Any member in good standing or non-voting associate may be removed from membership in Crime Stoppers USA, Inc. by two-thirds vote of the membership at any regular or special assembly meeting Crime Stoppers USA, Inc.

ARTICLE IV MEETINGS

Section 1. Membership Meeting- The members shall hold an Annual Meeting to elect officers and directors in accordance with the by-laws of the organization and to conduct such other business as maybe deemed necessary for the corporation.

Section 2. The Annual Meeting of the Board of Directors shall be held to coincide with the Annual Membership Meeting to accept the annual report, install officers and directors, offer training, and conduct business as necessary for the corporation.

Section 3. Authority to Call/Announce Special Membership Meetings-

The Chairman upon majority approval of the Board of Directors may call special General Membership meetings with forty-five (45) days notice given to the membership. Only the business agenda listed in the notice with reference to the special purpose of the meeting will be transacted. This meeting may be held by any method available through then current technologies.

Section 4. Agenda - At all meetings of members and directors of Crime Stoppers USA, Inc., the order of business shall be in accordance with Robert's Rules of Order, Newly Revised. Members shall be notified of the agenda and meeting notice by any method available through current technologies; if a electronic notification is used a return receipt must to be attached. The agenda shall include, but not be limited to:

- A. Call to Order
- B. Approval of Minutes
- C. President's Report
- D. Officer's Reports
- E. Treasurer's Report
- F. Committee Reports
- G. Old Business
- H. New Business

Section 5. Board Meeting - Business, which may be conducted at regular Board of Director's meetings, shall also include, but not be limited to:

- A. Financial Planning Review.
- B. Strategic Planning for Crime Stoppers USA, Inc.
- C. For the Good of the Order

Section 6. Meetings of the Board of Directors shall be as follows:

A. Regular/Special Meeting- The Board of Directors shall meet no less than once per quarter and as often as is necessary for the welfare of the organization. Meetings may be held by any method available through then current technologies. The Pre-Conference and Post-Conference Board meetings shall coincide with the Crime Stoppers USA, Inc. or Crime Stoppers International, Inc. Training Conference.

B. Executive Committee Meetings- The Executive Committee shall be empowered to conduct the daily business of Crime Stoppers USA, Inc. when the Board of Directors is not in session on matters that, in the opinion of the Executive Committee, should be acted upon before the next Board of Directors meetings. All actions of the Executive Committee are to be reported to the Board of Directors in the minutes of the meeting and communicated to the full board within 30 days of the meeting. The Executive Committee shall meet no less than four times a year by any method available through then current technologies.

C. Location - The location of all meetings shall be based on criteria set by the Board of Directors.

Section 7. All members of the Board of Directors shall have the right to make motions and vote. A Board member shall not exercise the right to vote if the member has a conflict of interest. The Chairman shall not vote except in the case of a tie vote. The vote cast the by Chairman shall be the deciding vote.

Section 8. An individual associated with a member in good standing of Crime Stoppers USA, Inc. may attend physical meetings of the Board of Directors as a non-voting observer but may not participate in deliberations unless so invited by the Board. The Board of Directors may move to a closed session should deliberations so require.

ARTICLE V VOTING

Section 1. Members in good standing elect the Officers and Board of Directors. If there is only one candidate for a position(s), the Secretary may present the candidate(s) for election at the General Membership Meeting.

Section 2. Each member in good standing according to these by-laws is entitled to two (2) votes; one vote per person.

Section 3. Each member of the Crime Stoppers USA, Inc. Board of Directors shall have one (1) vote. No one individual shall be allowed more than one (1) vote.

Section 4. For matters of normal business and extraordinary circumstances of Crime Stoppers USA, Inc., each member in good standing shall vote, by a secure process set forth by the Board of Directors.

Section 5. A member in good standing may also elect to vote at the Annual Meeting. Each voting delegate at a conference must present credentials as specified by the Board of Directors in order to vote.

Section 6. A preferential voting process will be used as set forth by the Board of Directors using all available technologies and a simple majority of the votes of members in good standing is required to elect.

Section 7. In the event there is only one candidate nominated for one or more officer position for the corporation, and that candidate is unwilling or unable to serve, nominations will be accepted from the floor at the Annual Meeting and elections will proceed using the preferential voting process and a simple majority of members in good standing in attendance at the Annual Meeting will be required to elect as set forth in Article V, Section 2.

Section 8. Proxies will not be accepted.

Section 9. Nominations will not be accepted from the floor except as provided in Article V, Section 7.

Section 10. Notice of any business to be voted upon shall be provided to the membership thirty (30) days prior in extraordinary circumstances and sixty (60) days prior for normal issues.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be supervised and managed, and its corporate powers exercised, by a Board of Directors. The number of Directors shall be fixed at not less than seven (7) and not more than twenty-five (25) members, which shall be comprised of Regional Directors and Board Members, as the Board of Directors shall determine from time to time. The number of directorships (within the meaning of the Delaware Statutes) at any given time shall be equal to the number of directors actually in office at that time, and that number shall be deemed to have been fixed by resolution of the Board of Directors. The Board shall not have more than 49% of its members currently engaged in or employed by law enforcement.

Section 2. Qualifications and Eligibility - To be eligible for nomination for election as a Board of Director, a candidate must meet the following criteria:

- A. All civilian candidates must have a present association with, and have a letter of support from a member in good standing. Up to three (3) At Large positions can be exempt from this requirement.
- B. All law enforcement/coordinator candidates must have a present association with a member in good standing, and have a letter of support from the supervisor of their law enforcement agency.
- C. All candidates shall sign a consent form, which will allow them to undergo a criminal and general background investigation and submit a resume including, but not limited to, all past employment and educational history that may be verified.
- D. Candidates must have attended at least two training conferences in the prior two years at a State, Regional, National or International level, one of which must be a National or International Conference, and must submit in writing the date, location, and name of the sponsor of these conferences.

- E. No candidate may run nor hold more than one position on the Crime Stoppers USA Board of Directors.

Section 3. Nominations and Elections

A. Nominations

1. The Nominations Committee

- a) Shall nominate candidates for positions to the Board of Directors to be elected by the members in good standing at the Annual Meeting.
- b) Shall have a Nominations Chair elected by the Board of Directors from within.
- c) Shall have four additional members elected by the Board of Directors from members in good standing.
- d) No two members of the committee, including the Chair, shall be selected from the same geographic region.
- e) Terms of office of committee members shall be commensurate with that of the Nominations Chair of the Nominations Committee.
- f) Members of the nominations committee may also become nominees for election.

- 2. Recommendations for Board of Directors nominees may be made by any member in good standing of Crime Stoppers USA, Inc. to the Nominations Committee, which shall accept the nomination as long as the nominee meets the qualifications and eligibility of the position.

B. Elections

- 1. All elected members of the Board of Directors shall serve for two years or until their successors are elected, except as provided in Article VII, Section 2.
- 2. All elected Board of Directors will be sworn in and take office upon verification of the election results.
- 3. No member of the Board of Directors may serve more than five consecutive two year terms on the Board.

Section 4. Power and Duties of the Directors - The Board of Directors shall specifically have but not be limited to the power to:

- A. Adopt standard rules
- B. Employ individuals and contractors
- C. Authorize disbursement of funds
- D. Insure compliance with non-stock corporate laws listed in the Statutes of the State of Delaware
- E. Raise funds for the corporation

- F. Delegate the daily operation to the members of the Executive Committee or Executive Director. The Board of Directors shall approve the hiring of an Executive Director if it is deemed necessary. The Board of Directors shall enter into a contract with the individual that lists the responsibility of the position, the reporting structure, term of contract, and compensation.
- G. Elect designees from current Board Members to represent Crime Stoppers USA, Inc. on additional boards as required, (i.e. Crime Stoppers International, Inc.).
- H. Crime Stoppers USA, Inc. must elect two members of its Board of Directors to serve as voting members of the Crime Stoppers International, Inc. Board. The Crime Stoppers USA, Inc. Board of Directors shall elect the Chairman to serve in this position. If unwilling or unable, a member of the current Board shall be elected to serve as one of the voting members. The second voting member will be appointed from the elected Crime Stoppers USA Board of Directors.
- I. CSI At Large Director: This position will be a voting member of the Crime Stoppers USA, Inc. Board of Directors. This position represents the third vote for the Crime Stoppers USA Region on the Crime Stoppers International Board of Directors. This position will be elected from the general membership. The individual must meet the same requirements as all persons running for a position on this board. They will serve a two year term.

Section 5. Look to review present structure with regional directors and at-large members of the board.

Section 6. Regional Directors - There shall be geographical areas of responsibility represented on the Board of Directors by Regional Directors.

- A. Regional boundaries may be changed from time to time, as determined by the Board of Directors and outlined in any Policy and Procedure Manual the Board of Directors may create and maintain.
- B. The Board of Directors must report any changes to the membership at least 60 days prior to the change taking effect.
- C. Regional Directors will be elected to a term of two years as follows: Odd numbered regions will be elected in odd numbered years and even numbered regions in even years.
- D. Each region will elect their respective Regional Director at a regional meeting or conference, or by an election process appropriate for that region. Once the Crime Stoppers USA, Inc. Board of Directors ensures that the candidate elected meets the same criteria as that established in these by-laws, the Board will accept and approve the vote of the region.

Section 7. Vacancies/Removal - Vacancies/Removal in any office or in members of the Board of Directors are filled by a vote of the Board of Directors.

- A. If a member of the Board of Directors resigns his seat, has absences from three consecutive Board meetings or misses more than 50% of Directors Meetings in a calendar year the Board may take action to replace the Director. A member of the Board of Directors may be removed for other reasons by a majority vote of the remaining directors.
- B. Should there be more than six months plus one day left prior to the expiration of the Director's term, the Chairman shall appoint an individual, with majority approval by the Board of Directors, to fill the un-expired term. If the vacant director's term is six months or less, the position will remain open until the next Annual Meeting.
 - 1. The nominations committee shall process the Chair's appointment and present it to the board of directors within 30 days of receipt of all required documentation.
- C. Incapacity of an Officer
 - 1. If the Board of Directors determines, by majority vote of all remaining directors, the Officer's incapacity is temporary, the next junior officer will perform the duties of the temporarily incapacitated officer in an "Acting" capacity until that officer is able to resume the duties of the office. The Board will appoint one of its members to fill the vacancy thus created on the Executive Committee. The order of succession will be as follows: Chairman, Vice Chairman, Secretary, and Treasurer.
 - 2. If the Board of Directors determines by majority vote of all remaining directors that the officer is permanently incapacitated and will not be able to resume the duties of the office for the balance of the term, the next junior officer will remain in the incapacitated officer's position for the remainder of the term. The Board will appoint one of its members to fill the vacancy thus created on the Executive Committee.
 - 3. Permanently Disabled - Defined

For purposes of this Agreement, the Officer shall be deemed to be "permanently disabled" if:

 - a) The Officer is, in the opinion of a licensed physician selected by the Board of Directors of the Corporation, incapacitated to the point where he can no longer actively take part in decisions for his own life, is unable to direct his physician as to his own medical care, is in a permanent coma or state in which he is at no time aware of himself or the environment and shows no behavioral response to the environment; or
 - b) The Officer fails or is unable to perform his normal occupational functions for the Company for a period of thirty (30) consecutive days and, in the opinion of a

- licensed physician selected by the Board of Directors of the Corporation, has no reasonable prospect of returning to work; or
- c) The Officer fails or is unable to perform his normal occupational functions for the Corporation for a period of three (3) consecutive months; or
 - d) For purposes of this section, the term “permanently disabled” is intended to include the effects of all bodily infirmities or disorders, diseases, injuries (including self-inflicted injuries), addiction to substances hazardous to health (including addiction to narcotics and alcohol), and mental illness, along with any and all diseases, conditions or infirmities which are or would be included in the terms of a bona fide disability income insurance policy, whether or not such a policy is in force at the time of such disability.

Section 8. Emergency Procedure - In the event the Chairman, Vice Chairman, Secretary, and Treasurer are simultaneously temporarily or permanently unable to carry out the duties of their offices as determined by majority vote of all remaining directors, the nearest available board member to the corporate office will call an emergency meeting of the Board within seven days to hold an election to fill the vacated positions from the remaining members of the Board of Directors for the balance of the term.

Section 8. Advisory Director - Any person or corporation that provides advice and guidance to the Board of Directors for Crime Stoppers USA, Inc., beneficial to the overall goals and objectives of Crime Stoppers USA, Inc. may be appointed to the Advisory Board of Directors.

- A. The Chairman of Crime Stoppers USA, Inc. appoints the members to the Advisory Board of Directors, with majority approval of the Board of Directors, for a term not to exceed the Chairman’s term of office.
- B. The Immediate Past Chair of the Crime Stoppers USA, Inc. will be a voting member of the Board of Directors and shall be or appoint the chair of the Advisory Board.

Section 9. Honorary Director - Any person whom Crime Stoppers USA, Inc. may wish to honor nationally for a significant contribution to the advancement of Crime Stoppers USA, Inc. Honorary members may be eligible for membership to the Advisory Board of Directors.

ARTICLE VII OFFICERS

Section 1. Principal Officers - The principal officers of the corporation shall be the Chairman, Vice Chairman, Secretary, and Treasurer.

Section 2. Term of Office - The Chairman, Vice Chairman Secretary and Treasurer shall serve for two years or until their successors are elected. To provide for a reasonable rotation, the Chairman and Vice Chairman shall not serve more than two consecutive terms in the position they were elected to hold. The Secretary and Treasurer may serve up to four consecutive terms in office.

Section 3. Executive Committee - The Executive Committee shall consist of the Chairman, Vice- Chairman, Secretary, Treasurer, Immediate Past Chairman, and up to three additional members of the Board of Directors who shall be appointed by the Chairman and approved by a majority of the Board Directors.

Section 4. Eligibility of Officers

- A. Chairman - To be eligible for nomination as Chairman an individual must have served on the Crime Stoppers USA, Inc. Board of Directors for the immediate two years prior to running for this position, and be endorsed by a member in good standing.
- B. Vice Chairman/Secretary/Treasurer- To be eligible for nomination as Vice Chairman, Secretary or Treasurer, an individual must have served on the Crime Stoppers USA, Inc. Board of Directors for at least one year prior to running for this office, and be endorsed by a member program in good standing.

Section 5. Duties of Officers

A. The Chairman Shall:

- 1. Call and preside over meetings of Crime Stoppers USA Inc. members, the Board of Directors and Executive Committee.
- 2. Be knowledgeable of these by-laws.
- 3. Appoint committees as provided for in these by-laws except the Nominations Committee.
- 4. Shall be ex officio a member of all committees except the Nominations Committee.
- 5. Represent Crime Stoppers USA, Inc. as its official representative at designated functions or appoints a designee.
- 6. Sign checks, promissory notes, contracts, leases, and other documents as required.
- 7. Perform all duties named in these by-laws usually pertaining to the office and those duties delegated to this office by the Board of Directors.

B. The Vice Chairman shall:

- 1. Assist the Chairman in performance of his or her duties and in the absence or disability of the Chairman, shall perform all duties of the Chairman
- 2. Oversee all Committee Chairs appointed by the Chairman and Board of Directors
- 3. Represent Crime Stoppers USA, Inc. as its official representative at functions at the direction of the Chairman and/or the Board of Directors.

4. Sign checks, promissory notes, contracts, leases and other documents as required.
- C. The Secretary shall:
 1. Assist the Board of Directors with all record keeping.
 2. Keep the records of all proceedings, and meetings of Crime Stoppers USA, Inc. Board of Directors and the Executive Committee and transmit these minutes to the Board of Directors, Executive Committee and/or the membership.
 3. Distribute all minutes to the Board of Directors in a timely fashion. Also ensure the minutes of all meetings are available for publication. Ensure the minutes are published either by mail, email, the Crime Stoppers web board, or any other technological means within 14 days of the end of each meeting.
 4. Act as a liaison among members of the Board of Directors and issue reports to them.
 5. Handle all correspondence for Crime Stoppers USA, Inc.
 6. Assist the Chairman in the preparation of meeting agendas.
 7. Arrange all meetings of the Board of Directors.
 8. Assist all Committees and Committee Chairs.
 9. Perform other duties as assigned by the Chairman or the Board of Directors.
 10. Keep copies of all correspondence generated by the organization.
 11. Sign checks, promissory notes, contracts, leases, and other documents as required.
- D. The Treasurer shall:
 1. Be required to furnish a fidelity bond in such amount as shall be determined by the Board of Directors, and paid for by Crime Stoppers USA, Inc.
 2. Review and make monthly reports of all monies received by Crime Stoppers USA, Inc. Monies shall be received at the designated location and deposited in a depository approved by the Board of Directors.
 3. Prepare or cause to be prepared all financial accounts for Crime Stoppers USA, Inc. on a yearly basis. Ensure that an annual financial examination by an outside auditor is conducted.
 4. Prepare a financial statement for Crime Stopper USA membership meetings.
 5. Sign checks, promissory notes, contracts, leases, and other documents as required.
 6. Chair the finance committee and oversee the preparation of the budget.

ARTICLE VIII COMMITTEES

Section 1. The Board of Directors may establish in addition to the Executive and Nominations Committees previously established in these Bylaws, standing or ad-

hoc committees for any purpose needed to deal with issues of interest to the corporation.

Section 2. Standing Committees - Standing Committees - The Chair of each committee, except for the Nomination and Finance Chair, is appointed by the Chairman from within the elected Board of Directors with the approval of a majority of the Board of Directors. The committee members are selected by the committee chair and presented to the Board of Directors for approval. The Chairman may not serve as a committee chair nor be a member of any standing committee.

Section 3. Ad-Hoc Committees - Ad-Hoc Committees - The Chairman may appoint ad-hoc committees to serve a particular function as deemed necessary. The Chair of each ad-hoc committee may or may not be a member of the Board of Directors. The committee members are selected by the committee chair and presented to the Board of Directors for approval. These committees will remain in effect until their mission is complete.

Section 4. Reports - The Chair of each Standing and Ad-Hoc Committee is required to make a monthly progress report, in writing to the Vice Chairman. Thirty (30) days prior to the Annual Meeting, and each board meeting, the Committee Chair must provide a written report to all members of the Board of Directors.

Section 5. Duties of each Committee - Duties will be as determined by the board of directors.

ARTICLE IX FINANCE

Section 1. Contributions/Donations - In order to carry out its purposes, Crime Stoppers USA, Inc. may be funded by private donations or money, goods or services from members of the public, including individuals, corporations, clubs, associations, and other organizations. When appropriate, the corporation may also receive funding in the form of money, goods or services from federal, state and local governments as long as receipt of such funds does not violate any law or cause the corporation to lose its tax exempt status under the United States Internal Revenue

Code then in effect. Any contributions, bequests, grants and gifts for the purpose of Crime Stoppers USA, Inc. shall be accepted or collected only as authorized by the Board of Directors.

Section 2. Depositories - All funds of Crime Stoppers USA, Inc. shall be deposited to the credit of Crime Stoppers USA, Inc. under such conditions and in such financial institutions as shall be designated by Resolution of the Board of Directors.

Section 3. Dues - The dues will be a source of revenue for providing member services. The dues structure may be maintained in any Policy and Procedures

Manual the Board of Directors may create and maintain. The Board of Directors will set the dues structure and present it to the membership for approval.

Section 4. No Private Benefit - No member, or director, or officer of Crime Stoppers USA, Inc. shall profit from membership therein, except that a member, director, officer, employee, or contractor may be reimbursed for expenses incurred at the direction of the Board of Directors. Furthermore, any such member, employee, or contractor may be given remuneration for consideration of employment or contract at the discretion of the Board of Directors. No director may have a contract with Crime Stoppers.

Section 5. All members of the Executive Committee shall have their signatures on file at the Corporation's depository. Any check, payment or expenditure \$3,000 or under shall require one signature. Any check, payment, expenditure of the corporation over \$3,000.00 shall be authorized in writing by any two members of the elected Executive Committee, (Chairman, Vice Chairman, Secretary or Treasurer).

Section 6: Crime Stoppers USA will carry general liability, fiduciary bond and directors & officers insurance policies to protect the organization and board of directors respectfully.

ARTICLE X DISTRIBUTION OF FUNDS UPON DISSOLUTION

Crime Stoppers USA, Inc. may be dissolved upon (a) the adoption of a dissolution resolution by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office taken at a meeting of the Board of Directors called for that purpose and (b) an affirmative vote of a majority of the Members of the Corporation entitled to vote thereon taken at a meeting called to take action upon the dissolution resolution. At the meeting a vote shall be taken upon the proposed dissolution. Assets after the discharge of valid obligations of Crime Stoppers USA, Inc. and to applicable provision of law, shall be distributed by the Board of Directors for one of more exempt purposes within the meaning described in Section 501(c)(3) of the Internal Revenue Code or any successor provision, or distributed to the federal government or to state or local government, for a public purpose upon plan of distribution to be adopted at the same meeting of the Board of Directors by an affirmative vote of the majority of the Directors then in office. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI DOCUMENTS

Section 1. Members of the Board of Directors shall receive copies of the minutes of all meetings of Crime Stoppers USA, Inc. and also shall receive copies of reports issued by committees of Crime Stoppers USA, Inc. Any member in good

standing, upon request to the Board of Directors, may also receive copies of said minutes and reports.

Section 2. The name, logo and membership list of Crime Stoppers USA, Inc. is reserved for the sole use of Crime Stoppers USA, Inc. These may not be used for any other purpose unless written permission has been granted by the Board of Directors.

Section 3. Gender - Whenever the context requires, the gender of all words used in these by-laws include the masculine and feminine.

ARTICLE XII NATIONAL HEADQUARTERS

The Board of Directors may determine a location for a National Headquarters or corporate office, which may or may not be in the same state of incorporation.

ARTICLE XIII PARLIAMENTARY AUTHORITY

For matters not covered by the by-laws, Articles of Incorporation, or policies and procedures, Robert's Rules of Order, Newly Revised shall govern all meetings.

ARTICLE XIV RESOLUTION

Resolutions, upon adoption, become an integral part of Crime Stoppers USA, Inc. The subject matter of all resolutions shall be germane to the interests or work of Crime Stoppers USA, Inc. and must be national in scope. Responsibility for carrying out the intent of the resolutions is the responsibility of the Chairman, the Chair of the committee to whose work it is germane, and/or the Chair of Legislation.

ARTICLE XV AMENDMENTS TO THE BY-LAWS

Section 1. Amendments with Notice - These by-laws may be amended by a 2/3's majority vote of members in good standing, provided that notice of the proposed amendment(s) has been given to each member in good standing, in writing at least sixty days (60) prior to the vote.

Section 2. Amendments from the Floor - These by-laws may be amended from the floor, as proposed changes, by simple majority, and then submitted to the general membership, in writing within sixty days (60) of the proposal. Approval of the proposed amendment(s) would require 2/3's vote by members in good standing.

ARTICLE XVI FISCAL YEAR

The fiscal year for Crime Stoppers USA, Inc. will be January 1 through December 31 of each year.

ARTICLE XVII INDEMNIFICATION

Approved September 1, 2010

Any person made a party to any action, suit or proceeding by reason of the fact that they are or were a director, officer, or employee of the Corporation, or of any corporation for which he served as a director, or an officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessary incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his duties. The foregoing right to indemnification shall be deemed not exclusive of any other rights to which any such director, officer or employee may be entitled as a matter of law and according to the laws of the State of Delaware.

Approved September 1, 2010