

BY-LAWS

AMERICANS FOR EFFECTIVE LAW ENFORCEMENT, INC.

An Illinois Not For Profit Corporation

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PREAMBLE

Americans for Effective Law Enforcement, Inc., — AELE — is established for the purpose of seeking protection for law abiding Americans from the criminal element in our society in order that they may secure for themselves the domestic tranquility and justice that has been guaranteed in the Preamble to The Constitution of the United States.

In pursuing its objectives, AELE will adhere to the fundamental principles of justice and equal protection for all irrespective of color, creed, religion, social status or other individual or group characteristics. It emphatically rejects the support of, and will not support any individual, group, or activity that advocates unconstitutional concepts.

The goal of AELE is to be achieved by the utilization of the most effective method available in a democracy — the arousal of public concern with this country's crime problem.

ARTICLE I

Section 1.1 Purposes.

The purposes of AELE, as stated in its certificate of incorporation, are:

1. To explore and consider the needs and requirements for the effective enforcement of the criminal law.
2. To inform the public of these needs and requirements to the end that the courts will administer justice based upon a due concern for the general welfare and security of law abiding citizens.
3. To assist the police, the prosecution, and the courts in promoting a more effective and fairer administration of the criminal laws.

AELE also has such powers as are now or may hereinafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

Section 2.1 Offices.

AELE shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

Section 3.1 Members.

CLASSES OF MEMBERS. AELE shall have two classes of membership:

- (a) Honorary Members: A person designated as such by unanimous vote of the Board of Directors.
- (b) Members: A contributor to AELE of \$1.00 or more shall be a Nonvoting Member for the calendar year the contribution is received.

Section 3.2 Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a Member for cause after an appropriate hearing.

Section 3.3. Resignation.

Any Member may resign by filing a written resignation with the Secretary.

Section 3.4 Transfer of Membership.

Membership in AELE is not transferable or assignable.

ARTICLE IV

Board of Directors

Section 4.1 General Powers.

The affairs of the corporation shall be managed by its Board of Directors. All members of the Board of Directors are ex-officio Trustees of the corporation.

Section 4.2 Number, Tenure and Qualification.

The number of elected directors shall be not less than 3 or more than 15, with a term of office of at least one year.

The term of the respective directors shall expire on the date of the annual meeting of the Board of Directors. The number of Directors to be elected at the annual meeting shall be determined by a majority of the Directors at the annual meeting. Each Director shall hold office until the expiration of his term and until his successor has been elected and qualified. Directors need not be residents of Illinois.

The number of Directors of AELE may be increased or decreased by action of the then Board of Directors by amending the by-laws, provided (a) no director then in office shall be removed by a decrease in the number of Directors, and (b) such action increasing or decreasing the number of Directors shall be passed by 80% of the total number of directors then holding office.

Section 4.3 Annual Meeting.

An annual meeting of the Board of Directors shall be on such date, at such time and at such place as the President shall designate for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. A plurality of votes cast shall be necessary to elect a Director.

Section 4.4 Special Meetings.

Special meetings of the Board of Directors may be called by, or at the request of, the Chairman of the Board of Directors, the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 4.5 Notice.

Notice of any meeting of the Board of Directors, the Investment Committee, the Executive Committee or any other Committee of the Board, shall be given at least three days previous thereto by written notice delivered personally or sent by mail, e-mail, fax or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered 3 business days after it is deposited in the United States mail in a sealed envelope so addressed, with the postage thereon prepaid. If notice is by e-mail, such notice shall be deemed to be delivered 48 hours after it is sent via the internet. If notice is given by fax, such notice shall be deemed to be delivered when sent on a business day, or on the next business day if sent on a weekend or holiday. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 4.6 Quorum.

One-third of the Directors then holding office at the time of an annual or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at any such meeting of the Board, provided that if less than a quorum of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time upon further notice. No proxy of a Director shall be honored for voting or quorum purposes.

Section 4.7. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

Section 4.8 Informal Action.

A written consent by all Directors approving of corporate action shall be binding on the corporation and Board of Directors as provided by law.

Section 4.9 Vacancies.

Any vacancy occurring in the Board of Directors prior to ninety days before the annual meeting of the Board of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.10 Compensation.

Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual or special meeting of the Board.

Section 4.11 Indemnification of Directors, Officers and Staff.

Each present and future Director, Officer and staff member of the corporation, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him in connection with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof, approved by the Board of Directors, to which he may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him while acting as such officer or director in good faith, except in relation to matters as to which recovery shall be had against him by reason of his being finally adjudged in such action, suit, or proceeding as being guilty of willful misconduct in the performance of his duties as such Director or Officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Each such Director or Officer shall be likewise indemnified against any such judgment, decree, or

fine which may be imposed upon him in any such proceeding, suit, action, or prosecution.

The Executive Director may also procure and maintain insurance for Directors, Officers and staff of AELE concerning the foregoing indemnity.

Section 4.12 Resignation of Director for Failure to Attend Meetings.

A Director who fails to attend three unexcused consecutive meetings of the Board of Directors shall be deemed to have resigned, when so noted by the Board of Directors. Such resignation shall be reflected in the minutes of the Board of Directors. However, if the President or Executive Director states that a meeting is “pro forma” for technical purposes, it shall not be counted for constructive resignation purposes. A Director’s failure to attend a meeting may be excused by a majority of the Directors in attendance.

Section 4.13 Corporate Name.

The Board of Directors is authorized to consent to other not for profit corporations using names similar to the corporation upon such terms as it deems proper.

Section 4.14 Rules for Meetings.

At all meetings of the Board of Directors or any committee of AELE, the meeting will be conducted in accordance with Robert's Rules of Order.

Section 4.15 Pro Forma Meetings of the Board

The President, the Secretary, or the Executive Director may call a “Pro Forma” meeting of the Board:

- a. To formalize policy matters informally agreed to;
- b. To confirm an investment recommended by the Investment Committee;
- c. To execute or ratify a document, or to authorize staff or other persons to take such action, per instructions from the Investment of Executive Committees;
- d. To authorize specific matters in furtherance of Board policy.

The Notice to all Board Members shall state that it is a special meeting for a limited purpose, that certain named Directors will be present for that limited purpose, that they constitute a legal quorum, and that attendance by other members is not required.

Section 4.16 Meetings by Electronic Messaging

Any meeting of the Board of Directors, or a Committee of the Board, may be conducted by Internet “e-mail.” E-mail meetings are usually not simultaneous, but must be initiated and completed within a finite and reasonable time period. Specific statements, questions, answers and other responses are normally asynchronous.

- a. If it is a Board of Director's meeting, every member of the Board shall be sent all communications written by each other member; this provision shall be satisfied by sending a "Reply to All" response. The secretary or a staff member shall collect and paste all statements and responses, including the times and dates of the messages, and preserve these electronically or in print format, or both. The secretary shall summarize any action taken in the official minutes. All Members of the Board must respond to the "main" message for the meeting to be valid. However, a response can be by fax, or a "memorialized summary" of a telephone conversation.
- b. If it is a Committee meeting, every member of the Committee shall be sent all communications written by each other member; this provision shall be satisfied by sending a "Reply to All" response. The Committee Chair or a staff member shall collect and paste all statements and responses, including the times and dates of the messages, and preserve these electronically or in print format, or both. The Committee Chair or a staff member should inform the Board or the President and Secretary of any significant action taken.

ARTICLE V

Officers

Section 5.1 Officers.

The officers of AELE shall be a Chairman of the Board, a President, a Vice-President, and other Vice-Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall be deemed desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.2 Election and Term of Office.

The officers of AELE shall be elected annually by the Board of Directors at the regular meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected, and shall have qualified.

Section 5.3 Removal.

Any officer or agent elected or appointed by the Board of Directors and any employee of AELE may be removed by the Board whenever in its judgment the best interests of the corporation

would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President.

The President shall be the principal executive officer of AELE. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressed delegated by the Board or by these by-laws or by statute to some other officer or agent of AELE; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He shall be elected from, and by, the membership of the Board.

Section 5.6 Chairman, Co-Chairman and Vice-President(s).

These officers shall perform such duties as may be assigned to them from time to time by the President or by the Board of Directors.

Section 5.7 Treasurer and Assistant Treasurer.

The Treasurer or Assistant Treasurers shall have charge and custody of and be responsible for all funds and securities of AELE; receive and give receipts for monies due and payable to AELE from any source whatsoever, and deposit all such monies in the name of AELE in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VIII of these by-laws; and he shall keep appropriate records thereof. They shall also perform all other duties incident to the office of the treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer and Assistant Treasurers shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.8 Secretary and Assistant Secretaries.

The Secretary or Assistant Secretaries shall keep the minutes of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of AELE records and of its seal, and see that the corporate seal is affixed to all documents, the execution of which on behalf of AELE under its seal of duty authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors.

Section 5.9 Business Manager.

The corporation may employ a Business Manager to keep the books, pay all just debts, and supervise clerical employees. The Business Manager shall be a Vice-President of the corporation and shall perform such other duties as assigned by the Executive Director.

Section 5.10 Prohibition of Loans to Officers and Directors.

No loans shall be made by AELE to any of its officers, directors or employees; provided however, advances to employees, in reasonable sums, and for business purposes, shall not be considered loans.

Section 5.11 Executive Director.

The Executive Director shall be the principal staff executive of AELE and shall be an Assistant Secretary-Treasurer unless he or she is also named Secretary. He shall attend all meetings of the Executive Committee and the Board of Directors. He shall manage the day-to-day affairs of AELE and perform such other duties as may be authorized by the Board of Directors. The Executive Director may delegate various administrative duties to the Assistant /Associate Executive Director (if any) or to the Business Manager.

Section 5.12 General and Special Counsel.

The Executive Director may appoint a member of the bar to serve as General Counsel to the corporation. At the request of the Executive Director, the General Counsel shall attend meetings of the Board or its Executive Committee, conduct legal research, draft memoranda and author or co-author briefs. In addition the Executive Director may appoint other members of the bar as Special Counsel to perform such other legal tasks as he might assign. In addition to approved fees, the Executive Director is authorized to pay a monthly or annual retainer to such counsel. When so named by the Board, the General Counsel may also serve as Assistant Secretary-Treasurer of the corporation.

ARTICLE VI

Advisory Board

Section 6.1 Qualification and Number.

The Board of Directors may appoint an Advisory Board consisting of 25 outstanding citizens whose function it shall be to give to the Board of Directors advice and assistance in the pursuit of the aims and objectives of AELE.

The president may designate one or more members of the Advisory Board as Trustees of the

Corporation. Trustees may participate in Board of Directors meetings, and shall have the right to make motions, except they may not hold the office of President or Secretary or vote at meetings of the Board.

Section 6.2 Term.

The term of service shall expire on December 31st of the year of appointment.

Section 6.3 Officers of Advisory Board.

The officers of the Advisory Board shall be a Chairman and a Vice-Chairman as appointed by the President of AELE. The business of the Advisory Board shall be conducted at meetings, by mail, or by any other means considered appropriate by its Chairman.

Section 6.4 Certificate.

A suitable certificate may be awarded members of the Advisory Board by the Board of Directors.

ARTICLE VII

Committees

Section 7.1 Executive Committee.

The Executive Committee of AELE shall consist of not less than three or more than five members of the Board of Directors, including the President, one or more Directors and either the Secretary or the Treasurer or both. The Executive Committee shall, between the meetings of the Board of Directors, manage the affairs of the corporation. It shall be responsible to the Board of Directors.

The delegation of the foregoing authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Two directors shall constitute a quorum at any meeting of the Executive Committee.

Section 7.2 Amicus Curiae Committee.

An Amicus Curiae Committee shall be appointed by the President, consisting of not less than three nor more than seven people, including members of the Board of Directors, staff members and others. Upon the affirmative vote of three members of the Committee, the corporation is empowered to file or join in an amicus curiae brief in any case where the principal issue is similar to a position previously urged by the corporation in a prior brief or other written document. In the event the issue is one of the first impression for the corporation, a majority of the members of the Board of Directors shall affirm that decision, provided, however, in the event that the President determines that time is

of the essence and that it would be impractical to first consult other members of the Committee, a vote of three Directors shall be sufficient.

Section 7.3 Committees of Directors; Other Committees.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of AELE shall be served by such removal.

Section 7.4 Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors until (i) his successor is appointed, unless the committee shall be sooner terminated, (ii) unless he is removed from such committee, or (iii) he ceases to qualify as a member thereof.

Section 7.5 Chairman.

One member of each committee shall be appointed chairman by the President of AELE.

Section 7.6 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.7 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.8 Rules.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 8.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of AELE, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AELE and such authority may be general or confined.

Section 8.2 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AELE, shall be signed by such officer or officers, agent or agents of AELE and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or Vice-President.

Section 8.3 Deposits.

All funds of AELE shall be deposited from time to time to its credit in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 8.4 Gifts.

The Board of Directors may accept on behalf of AELE and, the Executive Director on behalf of the Board of Directors, any contribution, gift, bequest, or devise for the purposes of AELE.

ARTICLE IX

Section 9.1 Books and Records.

The Executive Director in his capacity as Assistant Secretary-Treasurer of AELE shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

Section 10.1 Fiscal Year.

The fiscal year of AELE shall begin on the first day of January and end the last day of December in each year. The corporation shall have an audit of its finances conducted by a certified public accountant. The accountant's report shall be available to anyone upon payment of the cost of reproduction.

ARTICLE XI

Section 11.1 Seal.

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XII

Section 12.1 Waiver.

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Section 13.1 Amendments to By-Laws.

These by-laws and any part thereof may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any annual meeting or at any special meeting, provided that at least four days' written notice is given of intention to alter, amend or repeal, in whole or in part or to adopt new by-laws at such meeting.

ARTICLE XIV

Section 14.1 Dissolution.

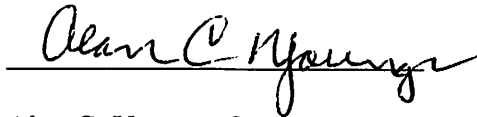
If the corporation is dissolved, the assets, after payment of liabilities and expenses of dissolution, shall be distributed, prorated, to law schools which are members of the Association of American Law Schools.

CERTIFICATION

STATE OF ILLINOIS)
}SS.
COUNTY OF COOK)

I, the undersigned Secretary of Americans for Effective Law Enforcement, Inc., do hereby certify that the foregoing is a true, accurate and complete copy of the By-Laws of said corporation, as amended on November 30, 2019 and in effect as of this day.

Dated: November 30, 2019

A handwritten signature in cursive script, reading "Alan C. Youngs", is written over a horizontal line.

Alan C. Youngs, Secretary