Notice is hereby given, pursuant to Article IV, Section I, Paragraph C of the Constitution of the Chester County Police Chiefs Association (the “Association”), that the following amendments to the Bylaws and the Articles of Incorporation of the Association will be considered at the regular meeting on September 27, 2023, for the members’ vote at the subsequent regular meeting on October 25, 2023:

1. Article VIII of the Bylaws will be deleted in its entirety and replaced with the following language, with the amendment to be effective immediately upon adoption:

**ARTICLE VIII**

MISCELLANEOUS

SECTION I – DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. Upon dissolution of the Association, the assets of the Association shall be distributed to the Commissioners of the County of Chester, Commonwealth of Pennsylvania, as trustees for and administrators of a continuing education and training program for all law enforcement officers employed by the respective Cities, Boroughs and Townships located within the geographical boundaries of Chester County, Pennsylvania, or to the federal government, or to a state or local government, for a public purpose, or shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION II – PROHIBITED ACTIVITIES

1. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its trustees, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.
2. No substantial part of the activities of the Association shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these By-Laws, no member, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association which is not permitted to taken or carried on (a) by an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

(Pursuant to Article IV, Section I, Amendments to the Constitution and By-Laws of the Chester County Police Chiefs and Chapter 79, Sub-Chapter A, Section 7901 et seq. of the Pennsylvania Non-Profit Corporation Code, Article VIII, Sections I through II, and any amendments thereto, were adopted to comply with Section 501(c)(3) of the Internal Revenue Code and Internal Revenue Code Regulation 501(c)(3)-1(b)(4) and to secure formal recognition for the Association by the Internal Revenue Services as a non-profit corporation exempt from federal income taxes under the provisions of the Internal Revenue Code. Further, it was resolved, upon adoption of this Article by the Association, that the authorized Officers of the Association are authorized and directed to execute Articles of Amendment of the By-Laws and to take all necessary steps to effectuate the filing and advertisement thereof as required by the Pennsylvania Non-Profit Corporation Code.)

1. Article 3 of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

3. “The corporation is organized exclusively for charitable and education purposes, as provided for under Section 501(c)(3) of the Internal Revenue Code of 1986; more specifically, the mission of the corporation is to encourage a close personal and official relationship between the Executive Officers of the various police departments of Chester county, to elevate police standards and personnel by promoting police education, to devise ways and means for the advancement of police science, and to promote the adoption of sensible and humane methods of law enforcement and crime prevention. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise;

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes; and

No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

1. A new article, Article 8, shall be added to the Certificate of Incorporation to read as follows:

8. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

9/27/23