

**BYLAWS OF THE NJSACOP
NEW JERSEY LAW ENFORCEMENT ACCREDITATION COMMISSION**

Article 1.0 Introductory Provisions.

Section 1.1. Name. The name of this Committee is the "New Jersey Law Enforcement Accreditation Commission," hereinafter referred to as the "Commission," a Committee of the New Jersey State Association of Chiefs of Police (NJSACOP).

Section 1.2. Governance. The Commission shall be governed by up to nineteen (19) Commissioners, who comprise the Commission. The Commission shall be a policy-making body to establish, approve, and oversee all its program activities, subject to final approval by the NJSACOP Board of Officers.

Article 2.0. Purposes.

The Commission's overall purpose is to improve the delivery of law enforcement services, primarily through a law enforcement agency accreditation program, organized and maintained in the public interest. The Commission's specific purposes include:

- to establish and maintain standards for the operation of law enforcement agencies;
- to administer an accreditation process that encourages applicant agencies to come into compliance with those standards that are applicable to the agency on the basis of its size and the functions it performs;
- to conduct an on-site assessment of the agency's compliance with applicable standards after the agency indicates it is in full compliance;
- to recognize compliance with standards by issuance of a certificate of accreditation;
- to conduct programs of education, training, and research and to publish the results thereof, which will further the other purposes of the Commission;
- to accept fees, grants, gifts, bequests, and devises in support of the purposes of the Commission, consistent with the By-Laws and Constitution of the NJSACOP;
- to assume such other responsibilities and to conduct such other activities as are compatible with the operation of such standard-setting, on-site assessment, and accreditation activities, generally.
- to develop and maintain liaison and a close working relationship with national, regional, state, and local associations and agencies in the criminal justice and related fields for mutual assistance and the interchange of ideas and information, and to extend and strengthen cooperative working relationships with similar associations and agencies, when practical;

- to interpret for legislative and executive branches of government and the public the paramount importance of having fully qualified personnel in every area of the criminal justice field; to achieve high standards of recruitment and appointment of personnel on all levels; and to promote personnel management programs, employee development, and other essentials for the maintenance of high personnel standards;
- to ensure that the business affairs and the programs of the Commission and its affiliates are conducted on a non-discriminatory basis;
- to promote the concept of voluntary self-regulation inherent in the accreditation process; and
- to cooperate with other private and public agencies in a manner that will lead to the improvement of the accreditation program and the delivery of law enforcement services.

Article 3.0 Accreditation Program.

Section 3.1. Voluntary Nature of the Program. The accreditation program is a voluntary program. Agencies may participate in the program or not, as they wish; agencies may withdraw from the program at any time without prejudice. The Commission discourages actions on the part of any person, group, or association to mandate law enforcement agency accreditation at state or national levels of government.

Section 3.2. Standards. This Commission shall establish and maintain standards for law enforcement agencies that embody consideration of all administrative and professional aspects of their organization, management, and operations. These standards shall be made available to law enforcement agencies, and others, in publications of the Commission.

Section 3.3. Business and Administrative Operations. The business and administrative operations of the Commission shall, where applicable, be conducted in conformance with its standards.

Section 3.4. Accreditation Process. The Commission shall adopt self-assessment and on-site assessment report forms and procedures, conduct on-site assessments, make accreditation decisions, and issue certificates of accreditation, in accordance with policies and procedures from time to time adopted by the Commissioners, subject to approval by the NJSACOP Board of Officers.

Section 3.5. Confidentiality. The Commission shall observe a strict policy of confidentiality on any and all reports, files, records, and other data received from client agencies pertaining to the accreditation process. The Commission shall not release assessment results without the prior consent of the client agency's chief executive officer or receipt of a lawful court order.

Materials given to the Commission as evidence of a client agency's compliance with standards will be kept by the Commission and will not be released, except in compliance with a state or federal court order.

Article 4.0 Selection of Commissioners.

Section 4.1. Composition. The Commission shall be comprised of up to nineteen (19) Commissioners, up to eleven (11) of whom (a majority) shall be law enforcement practitioners representing a broad spectrum of law enforcement agencies. The remaining up to eight Commissioners, at the time of their selection or reappointment, shall be chosen from other public- and private-sector groups.

Section 4.2. Process of Selection. The Commissioners shall be selected by the NJSACOP Board of Officers. Selection and notification procedures shall be established by the NJSACOP Board of Officers. Said procedures shall be consistent with these Bylaws and as additionally set forth in the following subsections:

4.2.1. The NJSACOP Board of Officers shall have the full and ongoing responsibility for recruiting eligible and interested persons for appointment to the Commission and will publicize and otherwise encourage interested persons to serve on the Commission.

4.2.2. Names of eligible persons along with letters of application and/or resumes shall be forwarded to the Commission's Chair for distribution and review by Board of Officers and the Commission's Chair.

4.2.3. In order for any person to be considered for appointment to the Commission, letters of application and/or resumes must have been received by the Commission's Chair at least forty-five days prior to the Commission Chair's Annual Meeting per the provisions of Subsection 4.6.4.

4.2.4. The applications/resumes shall be forwarded to the NJSACOP Board of Officers at least thirty days prior to the annual meeting of the NJSACOP, which coincides with the NJSACOP Annual Training Conference.

4.2.5. The NJSACOP Board of Officers, during the annual meeting referred to in Subsection 4.6.4, shall make appointments to fill all existing vacancies. The Commission's Chair does not participate in the appointment process, but is present to serve as a resource person.

4.2.6. The NJSACOP Board of Officers has the responsibility to notify all persons of their appointments to the Commission.

Section 4.3. Criteria for Selection of Law Enforcement Practitioners. The eleven law enforcement practitioners shall include representation from each of the respective levels of law enforcement agencies participating in the program.

Section 4.4. Criteria for Selection of Other Members. The eight public- and private-sector representatives shall include persons from the following five (5) categories:

- (1) Appointed local, county, and municipal government officials;
- (2) Elected local, county, and municipal government officials;
- (3) Appointed state officials,
- (4) Elected state officials; and
- (5) A representative from the New Jersey Public Safety Accreditation Coalition.

Remaining vacancies shall be filled by a balanced representation from the following categories: labor, education, clergy, social work, business, and agencies of government.

Section 4.5. Criteria for Selection and Reappointment. In the selection and reappointment of Commissioners, these criteria shall be met:

4.5.1. Apportioning. Commissioners shall be apportioned according to the categories named in Sections 4.3 and 4.4., and an effort shall be made to maintain balanced geographic representation.

4.5.2. Qualifications of Law Enforcement Practitioners. Law enforcement practitioners must, at the time of their selection or reappointment, meet the following qualifications: (1) be an active or retired Chief of Police; and (2) have a minimum of ten years of full-time experience in law enforcement.

4.5.3. Qualifications for Service and Reappointment. Commissioners meeting the criteria for initial appointment may serve for the period of their term regardless of subsequent position changes; however, they shall not be eligible for reappointment unless they meet the membership criteria of Sections 4.3 or 4.4.

Section 4.6. Terms of Commissioners, Absences, and Filling Vacancies.

4.6.1. Terms of Commissioners. The terms of Commissioners shall be three years, or until their successor has been appointed, beginning on July 1st, following their appointment. Nothing shall be construed herein as prohibiting the reappointment of eligible Commissioners to two additional terms exclusive of any unexpired term they may have been appointed to fill.

4.6.2 Consecutive Absences. In the event a Commissioner has two consecutive unexcused absences or three consecutive excused absences from annual, regular, or special meetings of the Commission, the Commissioners may, at the option of the absolute majority of

the Commission, remove the Commissioner.

4.6.3. Filling Non-scheduled or Unanticipated Vacancies on the Commission. In the event of a non-scheduled or unanticipated vacancy, or projected vacancy in the office of Commissioner, the Commission's Chair shall immediately notify NJSACOP Board of Officers, who shall select another person to fill the new or unexpired term of the vacated seat(s) within thirty days of the notification.

4.6.4. Commission Chair's Annual Meeting. The Commission Chair shall, at least once annually (during June), or more frequently as the need arises, meet with the NJSACOP Board of Officers for the purpose of selecting new Commissioners and discussing/resolving Commission matters of mutual concern.

Article 5.0. The Program Manager

Section 5.1. Qualifications. The Program Manager shall be an employee of the NJSACOP, selected by the NJSACOP Board of Officers and the NJSACOP Executive Director.

Section 5.2. Job Description. The Program Manager's job functions shall be as per the attached Job Description [attachment 1], which is found within the NJSACOP Policies and Procedures Manual.

Article 6.0. Meetings of the Commission.

Section 6.1. Regular Meetings. The Commission shall meet at least twice annually on such dates and at such places as may be designated, from time to time, by the Chair. The Annual Meeting shall be the last scheduled regular meeting of the year as prescribed by the Commissioners.

Section 6.2. Special Meetings. Special meetings of the Commission may be called at any time by the Chair or by not less than one-third of the Commissioners then in office. Special meetings shall be held at such place or places as may be designated by the Chair subject to available funding therefor.

Section 6.3. Notice of Meetings. Written notice of the place, date, and hour of every regular and special meeting shall be given to each Commissioner and NJSACOP Board of Officers. Notice of any Commission or committee meeting shall be given at least thirty days prior to such meeting. Such meetings may be conducted electronically (i.e., conference telephone call, television conference, etc.) if so directed by the Chair. Notice of all meetings of the Commission should include an agenda with supporting documents.

Section 6.4. Adjourning/Reconvening. Any meeting of the Commission (regular, annual, or special), may adjourn from time to time to reconvene at the same or some other place.

Section 6.5. Quorum and Voting. At all meetings of the Commission, a majority of the Commissioners shall constitute a quorum for the transaction of business. Except in cases in which it is by charter, or by these Bylaws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to approve and pass any measure or transact any Commission business. If a meeting lacks a quorum, the Commissioners present, by a majority vote and without notice other than by oral announcement, may adjourn the meeting until a quorum shall attend. At such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting, including ratification (through approval of a sense motion) or any action taken at the original meeting.

Section 6.6. Absentee and Proxy Votes. No absentee or proxy votes shall be accepted.

Section 6.7. Voting to Amend Standards. The Commissioners present shall have the power at any regular or special meeting, if notice thereof be included in notice of said meeting, to amend or repeal any standard of the Commission. Any addition, amendment, or repeal of any standard must be by vote of an absolute majority of the Commission and in accordance with policy established in this regard.

Section 6.8. Minutes. Minutes shall be kept of the proceedings of all meetings of the Commission and Committees, as required.

Section 6.9. Proceedings. Meetings of the Commission shall be governed by Robert's Rules of Order, except as modified or suspended by the Commission.

Section 6.10. Order of Business. The order of business to be conducted at annual, regular or special meetings of the Commission shall be as follows:

1. Roll call.
2. Approval of the minutes of the preceding meeting.
3. Reports of Chair/Executive Director.
4. Reports of any standing committees.
5. Reports of any ad hoc task forces.
6. Old and unfinished business.
7. New business.
8. Administrative.
9. Adjournment.

Article 7.0. Committees of the Commission.

The following are standing committees of the Commission:

Section 7.1. The Outreach Committee. This Committee is responsible for:

Public Information Policy: The Committee reviews and recommends additions,

deletions, and changes in the Public Information Policy. The policy articulates the public information requirements that each agency must meet to be accredited, as well as the requirements fulfilled by the Commission with regard to agencies participating in the program.

Outreach Programs: The Committee recommends activities involving other Commissioners that will build awareness and positive perceptions of the accreditation program within law enforcement agencies and other groups, such as state and local government, corporate leadership, foundations, and the general public. The Committee recommends activities that expand sources of financial support for the accreditation program.

Emblem Display and Use: The Committee reviews and recommends policies regarding the use and display of the Commission's official logo and colors.

Other: The Committee will undertake other responsibilities as assigned by the Commission Chair.

Section 7.2. Standards Review and Interpretations Committee. This Committee will consider and act upon requests to revise the text of the Standards Manual, and will recommend to the full Commission (1) amendments to and deletions of existing standards, commentaries, levels of compliance, glossary terms, and introductory narratives; (2) additions of new standards, commentaries, levels of compliance, glossary terms, and chapters. The Committee will also review and act on waiver requests, conduct hearings and rule on appeals of staff decisions, enforce compliance with standards, and interpret standards. The Committee shall be comprised of two standing subcommittees -- one for standards review; the other for interpretations -- which, at the direction of the Committee Chair, may meet separately in order to ensure the timely conduct of Commission business.

Following Committee and Commission preliminary approval, staff will submit recommendations to accredited agencies, agencies in self-assessment that request an opportunity to comment. Replies will be analyzed by staff and revisions made as necessary. Staff's recommendations will be submitted to the Standards Review and Interpretations Committee for approval and then to the Commission for final approval. Following final approval by the Commission, amendments will be incorporated into the Standards Manual.

Requests for revisions to the Standards Manual can be expected from agencies, citizens, other committees of the Commission, and staff, among others. As directed by the Standards Review and Interpretations Committee, staff will study the requests and make recommendations to the Committee.

Notwithstanding any of the foregoing, the CALEA Recognition Standards shall be applied and interpreted as required by CALEA, and shall remain in effect during the entire duration of an Alliance Agreement between the NJSACOP and CALEA.

Waiver Requests: The Committee will review agencies' requests for waivers and recommend approval or disapproval to the full Commission. (Note that waivers are

provisionally granted, pending the on-site examination by Commission assessors, who are instructed to confirm agencies' representations about the waiver request and report their findings.)

Appeals: The Committee will review agencies' appeals of staff decisions and forward its recommendations to the full Commission. Appeals may be prompted by staff decisions in such areas as agency eligibility, identification of applicable standards, waiver requests, interpretations of standards, adequacy of self-assessment documentation, on-site assessment findings, and re-accreditation issues.

Compliance Enforcement: The Committee will conduct inquiries regarding reports from Commissioners, staff, agency annual reports, or third parties alleging that accredited agencies are not in compliance with one or more applicable standards. Upon completion of this inquiry, the Committee will recommend an appropriate action to the full Commission.

Interpretations: The Committee will interpret standards statements for agencies and staff.

The Committee will undertake other projects as assigned by the Chair.

Section 7.3. The Agency Review Committees. These Committees will consider those agencies being presented by staff and recommended by an on-site assessment team to be accredited or reaccredited.

A selected individual committee member will serve as a review leader for a particular agency and lead the review discussion considering the final report submitted by the assessment team, pose inquiries of concerns to the agency, and receive additional information from staff as needed.

Upon completion of the review of an agency by all Committee members, the Committee shall recommend to the full Commission what action and/or disposition is appropriate for each particular agency.

The Committee's recommendation should be one of the following:

(1) **Accredited.** The agency is in full compliance with all applicable mandatory standards and with the required percentage of applicable non-mandatory standards.

(2) **Accredited-with-a-time-limit.** The agency has not achieved the required compliance with applicable standards. This may result from circumstances beyond the agency's immediate control. The Commission continues to recognize the agency's accredited status but only for a specified period not to exceed nine months, during which time the agency must remedy deficiencies by pursuing a plan of action submitted to, and approved by, the Commission.

(3) **Accredited-with-condition(s).** The Commission designates the agency as accredited but requires that the agency take specified measures or precautions to cope with current or

anticipated events or conditions threatening or preventing compliance. The Commission shall monitor the agency as appropriate.

(4) ***Accreditation lapsed.*** The agency has not achieved required compliance with applicable standards. The Commission regards the agency as no longer accredited. The agency is required to remove from view any indications of accredited status.

(5) ***Accreditation withdrawn.*** Apart from the above four Commission-initiated designations, an agency may decide to discontinue its participation in the accreditation program. If so requested, the Commission will designate the agency as "withdrawn." In such a case, the agency must remove from view any indications of accredited status.

Section 7.4. Committee Appointments. The Chair of the Commission is responsible for the appointments of Commissioners to the Standing Committees and Ad Hoc Task Forces in accordance with Robert's Rules of Order.

Section 7.5. Ad Hoc Task Forces. The Commission Chair may create Ad Hoc Task Force as deemed necessary. The Commission Chair shall be responsible for the appointment of Commissioners to these Ad Hoc Task Forces. Any Ad Hoc Task Force can be designated a Standing Committee with the recommendation of the Commission Chair and the approval of an absolute majority of the Commission.

Article 8.0 Commission Advisory Board

Section 8.1 Composition. The Commission may enlist, as an Advisory Board, the Executive Directors of professional organizations that are recognized for their prominence in national, state, and local government affairs. These organizations may include, but are not limited to, the New Jersey Association of Counties, New Jersey Municipal Attorneys Association, New Jersey State League of Municipalities, and New Jersey Conference of Mayors.

Section 8.2 Role. The Advisory Board shall provide non-binding guidance to the Commission on issues and concerns that impact the community, the criminal justice system, and the Commission.

Section 8.3 Selection. The composition of the Advisory Board shall be reviewed annually by the full Commission at its June meeting. At that time, the full Commission may recommend additions to or deletions from the Board. Following this meeting, the Commission Chair shall notify the Executive Directors of the designated organizations of the Commission's request for their alliance and service.

Section 8.4 Meetings. The Commission shall meet at least once annually with the Advisory Board, if such Board is created, as a group, for the purpose of:

- advising the Commission on policy issues pertaining to rules and procedures;
- providing input on accreditation standards, the accreditation process, and other

law enforcement concerns;

- identifying, discussing, and providing direction on issues, internal and external, that impact accreditation;
- being a resource for information and direction pertaining to law enforcement projects and programs;
- providing advice on marketing strategies and potential growth markets.

This annual meeting shall not preclude the Commission from soliciting the Advisory Board's assistance or counsel, formally or informally, at other times when the need arises.

Article 9.0. Sundry Provisions.

Section 9.1. Commission Logo. The Commission's logo, as reproduced on the last page of these Bylaws, is for Commission use alone. The Commission may, however, grant accredited agencies permission to reproduce the logo on their stationary, printed reports, and other appropriate uses.

Section 9.2. Statements in Name of the Commission. Statements in the name of the Commission shall be made only by the Chair or NJSACOP Executive Director. Statements made by Commissioners do not necessarily represent the official position or policies of the Commission.

Section 9.3. Headings. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws and further do not inform a party of the covenants, terms or conditions of these Bylaws or give full notice thereof.

Section 9.4. Severability. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.

Article 10.0 Amendment of Bylaws.

Upon notice of not less than thirty days prior to the next regular or special meeting, the Commissioners shall have the power to alter or repeal any Bylaws of the Commission and to make new Bylaws. Any addition, amendment or repeal of any provision of the Bylaws must be by vote of an absolute majority of the Commission, with the exception of Sections 4.3, 4.4, 4.5, 4.6, and 10.0, which shall require a vote of an absolute two-thirds of the Commission (thirteen

Commissioners). Any such changes to the Bylaws of the Commission are subject to the approval or disapproval of the NJSACOP Board of Officers.

Article 11.0. Dissolution.

This Commission may be voluntarily dissolved by way of official action by the NJSACOP Board of Officers or the NJSACOP Executive Committee, in accordance with the Bylaws, Constitution, and Policies and Procedures Manual of the New Jersey State Association of Chiefs of Police.

Article 12.0. Interested Commissioners and Officers.

No contract or transaction between the Commission and one or more of its Commissioners or officers, or between the Commission and any other corporation, partnership, association [with the exception of the NJSACOP], or other organization in which one or more of its Commissioners or officers are Commissioners or officers or have a financial interest, shall be entered into unless the material facts as to the Commissioner's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Commissioners, and the Commissioners in good faith authorize the contract or transaction by the affirmative votes of two-thirds of the disinterested Commissioners, even though the disinterested Commissioner be less than a quorum. Common or interested Commissioners may be counted in determining the presence of a quorum at a meeting of the Commissioners.

Article 13.0. Indemnification of Commissioners and Officers

Section 13.1. The NJSACOP shall indemnify each Commissioner and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Commission) by reason of the fact that the Commissioner or officer is or was a Commissioner or officer of the Commission, or is or was serving at the request of the Commission as a Commissioner or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Commissioner or officer in connection with such action, suit or proceeding if the Commissioner or officer acted in good faith and in a manner such Commissioner or officer reasonably believed to be in or not opposed to the best interests of the Commission, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Commission, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 13.2. The NJSACOP shall indemnify each Commissioner and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Commission to procure a judgment in its favor by reason of the fact that the Commissioner or officer is or was a Commissioner or officer of the Commission, or is or was serving at the request of the Commission as a Commissioner or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the Commissioner or officer in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Commission and except that no indemnification shall be made in respect of any claim, issue or matter as to which such Commissioner or officer shall have been adjudged to be liable for negligence or misconduct in the performance of the Commissioner's or officer's duty to the Commission unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication or liability but in view of all the circumstances of the case, such Commissioner or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 13.3. To the extent that a person who is or was a Commissioner, officer, employee or agent to the Commission, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Commission, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 13.1 and 13.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection therewith.

Section 13.4. Any indemnification (unless ordered by a court) shall be made by the Commission only as authorized in the specific case upon a determination that indemnification of the Commissioner or officer is proper in the circumstances because the Commissioner or officer has met the applicable standard of conduct set forth in Sections 13.1 and 13.2. Such determination shall be made (1) by the Commission by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Commissioners so directs, by independent legal counsel in a written opinion.

Section 13.5. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a Commissioner or officer seeking indemnification may be entitled under any statutes, provision in the NJSACOP's articles of incorporation, Bylaws, agreement, vote of disinterested Commissioners or otherwise, both as to action in the Commissioner's or officer's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Commissioner or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 13.6. The NJSACOP shall have power to purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee or agent of the Commission, or is or was serving at the request of the Commission as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise

against any liability asserted against such person and incurred by such person in any such capacity, or would have the power to indemnify such person against such liability under the provisions of this article.

Section 13.7. For purposes of this article, references to "the Commission" shall include, in addition to the resulting Commission, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Commissioners, officers, and employees or agents, so that any person who is or was a Commissioner, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 13.8. The invalidity or unenforceability of any provision in this article shall not affect the validity or enforceability of the remaining provisions of this article.

REPRODUCTION OF THE COMMISSION'S LOGO

