

ARTICLES OF INCORPORATION

OF

**CALIFORNIA CRIME PREVENTION
OFFICERS ASSOCIATION**

I. NAME

The name of the corporation is:

**CALIFORNIA CRIME PREVENTION
OFFICERS ASSOCIATION**

II. PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The public purposes of the corporation are to provide community and governmental agencies information and techniques regarding crime prevention, to educate the public on crime prevention programs, and to interface with public and manufacturers with reference to security hardware and systems. Such purposes for which this corporation is organized and exclusively educational and for public safety within the meaning of Section 501(c)(3) of the Internal Revenue Code 1954.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 1954.

III. AGENT FOR SERVICE

The name and address of the corporation's initial agent for service of process are:

Robert Lagate

IV. BY-LAW PROVISIONS

- (a) Directors The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the By-Laws.
- (b) Members The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the By-Laws.

V. DEDICATION AND DISSOLUTION

- (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- (b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954, or individual.
- (c) The property, assets, profits, and net income of this corporation are dedicated irrevocably to the purposes set forth in Article II above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual.
- (d) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and/or public safety purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and which is qualified for exemption from taxation under California Revenue and Taxation Code Section 23701(d).

BY LAWS OF

CALIFORNIA CRIME PREVENTION OFFICERS ASSOCIATION

A California Non-Profit Corporation

(PREAMBLE) AGENT FOR SERVICE

The agent for service of process shall be the secretary of the Corporation who shall receive mail at the principal mailing address of the Corporation as specified in Article I, Section 1.01, of these By-Laws.

ARTICLE I. OFFICERS

Section 1.01. Principal Office: The principal office of the Corporation for its transactions of business shall be P.O. 245, Sutter Creek, California 95685.

Section 1.02. Change of Address: The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

ARTICLE II. MEMBERS

Section 2.01. Classification and Qualification of Members: The Corporation shall have six (6) classes of members as follows. The qualifications of the respective classes of members of the association shall be as hereinafter set forth. No person may be a member, and no member may retain his membership, who has for any reason other than honorable retirement changed his qualifying status voluntarily or involuntarily, except that any member in good standing who shall terminate and serve his service in the classification of eligibility for membership in any other manner than by honorably as provided herein these By-Laws, may continue as a member of this Association by herein these By-Laws, may continue as a member of this Association by written approval of the Board of Directors and upon the payment of the annual dues; otherwise, the membership of such person shall terminate forthwith at the time when such termination of eligibility shall occur. No person shall hold more than one (1) class.

Section 2.02. General Eligibility: Any person or entity is eligible to be a member of the corporation, subject to the eligibility requirements of the various classes of membership set forth herein these By-Laws, and accepting that, in the case of a natural person, such person shall not be eligible for membership unless over the age of eighteen (18) years.

Section 2.03. Classification of Membership: The various classes of membership shall be determined and eligibility requirements shall be enforced as set forth herein below:

(a) Active Members:

- Any paid employee of a law enforcement agency
- Federal, state, county, or city employee or unpaid volunteer whose duties include the application of crime prevention techniques, strategies and technology.

(b) Associate Members:

- (1) Any individual who shares the Association's goal to reduce crime through the application of crime prevention techniques, strategies and technology. Associate members must be recommended by a current member of the Association in good standing and be approved

by a Regional Director or the Association Board of Directors. These members shall have all privileges of active membership except those of holding office and voting.

- (2) All others not included in Article II, Section 2.03(a), (b)(1), upon approval of the Association Board of Directors.
- (c) Life Members: The following persons shall be eligible for life membership: persons retiring from the office of President and any active member in good standing for a period of twenty years shall become a life member of the Association. Any other active member who shall have served the Association with honor and distinction may be elected to life membership upon the recommendation of the Board of Directors at any annual meeting of the Association by a three-fourth vote of the members present. A life member shall have all the rights and privileges of an active member, ex-officio, and shall be exempt from the payment of dues; unless otherwise indicated, the term "active member" as used in these By-Laws includes life members.
- (d) Honorary Members: the Association, by a two-thirds vote of members present at any annual meeting, may elect such persons as are nominated by the Board of Directors to honorary membership. Recommendation for honorary membership shall be submitted to the Board of Directors upon the form prescribed by said Chapter. Honorary members shall have all privileges of active membership except those of holding office and voting, and shall be exempt from payment of dues.
- (e) Retired Members: Any person who is a member in good standing at the time of honorable retirement from the law enforcement services, due to disability or having reached retirement age, may continue as a member of the Association by payment of annual dues.
- (f) Corporate Members: Any business or corporation who shares the Association goals of crime prevention and community safety is eligible for corporate membership upon application and payment of the annual dues.
 - (1) Membership shall be approved by the Board of Directors
 - (2) Annual dues shall be determined by the Board of Directors, pursuant to Section 2.05.
 - (3) Corporate members shall have all privileges of membership except those of holding office and voting.
 - a. Corporate members shall not be permitted to vote in Association matters, however may be permitted participation and voting privileges in committees, as directed by the Board of Directors.
 - (4) Corporate members may designate up to two (2) representatives to attend any regional training sessions offered, except those that are classified as "law enforcement sensitive".
 - (5) Corporate members may, at their own discretion, provide their corporate logo and web page link to be made accessible on the Association website.
 - (6) Corporate members may state in their printed materials that they are Association members, however no endorsement, explicit or implied, shall be allowed.
 - (7) Any violations are subject to revocation of membership. Should a membership be revoked for cause, membership dues are not refundable.

Section 2.04. Admission to Membership: Any person, eligible for membership under Section 2.02 of these By-Laws and qualified for membership under Section 2.03 (a) through (f) of these By-Laws, shall be admitted to membership only upon the approval of the Board of Directors, or Membership Committee, where the same has been duly authorized, by resolution, to admit members. All active members as defined at Article II 2.03 (a) shall have automatic membership upon application and payment of dues.

Section 2.05. Initiation and Dues: The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors.

Section 2.06. Assessments: Membership shall be non-assessable.

Section 2.07. Number of Members: There shall be no limit on the number of members the Corporation may admit.

Section 2.08. Membership List:

- (a) The corporation shall keep a membership list containing, at a minimum, the name, address, and classification of each member. The list shall contain the facts of any termination and the date on which such membership ceased. Said list shall be kept at the Principal Office of the corporation or at such other place as the Association Board of Directors may order, and shall be subject to inspection as required by law and/or as set forth in these By-Laws.
- (b) The association membership list, membership directory, membership mailing list or any variation thereof, is available for the sole use of association members. The Board of Directors must approve the release and use of the membership directory to any other persons or organizations.

Section 2.09. Termination of Membership:

- (a) The membership and all rights of membership shall automatically be terminated on the occurrence of any of the following causes:
 - (1) The voluntary resignation of a member with notice as prescribed by Section 2.09(b) of these By-Laws;
 - (2) Where a membership is issued for a period of time, the expiration of such period of time;
 - (3) The death of a member;
 - (4) The nonpayment of dues, subject to the limitations set forth in Section 2.09(c) of these By-Laws;
 - (5) Suspension or termination of the membership by the Board of Directors as set forth in Section 2.09(d) of these By-Laws.
- (b) Resignation by Notice: The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the corporation personally or deposited in the United States mail, postage prepaid.
- (c) Non-payment of Dues: The membership of any member who fails to pay his or her dues when due and within sixty (60) days thereafter, shall automatically terminate at the end of such sixty (60) day period, provided such member was given both a fifteen (15) days prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first class mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at a location agreed to between the Board of Directors and the terminated member, and shall be conducted by a committee composed of either the President, Secretary, and Chief Financial Officer of the Corporation or their respectively designated authorized representatives. The hearing shall be presided over the President of the Corporation, or his duly appointed representative. The Committee shall have the exclusive power and authority to decide that the proposed termination not take place

(d) Board Termination of Membership: The Association's Board of Directors shall, following a hearing, have the power by vote of three-fourths of its members to suspend or to expel and terminate the membership of any member for conduct which in the Board's determination impairs the good name, purpose or prosperity of the Association, or interest or character of the Association, to threaten its Charter, to infringe or make the Association infringe its legal obligations, or for any conduct in violation of the By-Laws, the Articles, or of the permanent policies of the Association which may be made from time to time. Upon the initiative of any member of the Board of Directors of the Association, a hearing before such Board shall be called. Such action shall be taken unless all members of the Board of Directors and the subject member have been notified in writing ten (10) days prior to the meeting that a member of the Board of Directors and purposes to move such action, specifying the name of the subject member. The hearing shall be presided over by the President of the corporation, who shall perform the following duties:

- (1) Read the charges against the subject member;
- (2) Require that the charges be verified by the testimony of the person or persons making them;
- (3) Hear any other witnesses against the subject member;
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness;
- (5) Allow the subject member to make a statement in his or her own behalf;
- (6) Allow the subject member to call witnesses in his or her own behalf; and
- (7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

(e) Effective Termination: All rights of a member in the Corporation and its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

Section 2.10. Non-Liability of Members: A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 2.11. Transferability of Membership: The Board of Directors may provide by resolution for the transfer of memberships within any class or classes, with or without restriction or limitation, including transfer on the death, dissolution, merger or reorganization of a member.

Section 2.12. Certificates of Membership: The Corporation shall not issue membership stock certificates which represent ownership interest; however, the Corporation reserves the right to issue identity cards or similar devices to members qualified to use the facilities or services or represent the Corporation.

Section 2.13. Inspection Rights of Members:

- (a) Demand: Subject to the Corporation's rights to set aside a demand for inspection pursuant to Section 8331 of the Corporation's Code and the power of the Court to limit the inspection rights pursuant to Section 8332 of the Corporation's Code; and unless the corporation provides a reasonable alternative as permitted by Section 2.13(c) of these By-Laws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:
- (1) Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested. **OR**
 - (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of twenty (20) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- (b) Exercise of Rights of Inspection: The rights of inspection set forth in Section 2.09(a) of these By-Laws may be exercised by the following:
- (1) Any member, for a purpose reasonably related to such person's interest as a member;
 - (2) The authorized number of members for a purpose reasonably related to the members' interest as members.
- (c) Alternative Method: The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.13(a) of these By-Laws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.13(a) of these By-laws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.13(a) of these By-Laws.

ARTICLE III. MEMBERSHIP MEETINGS

Section 3.01. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 3.02. Date and Time: The members shall meet annually on the Third Thursday of September in each year, beginning with the year 1983, at 1:00 PM for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.0 of these By-Laws. If the election of Directors shall not occur at any such meeting of the members, the Board shall or five (5%) percent of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Section 3.03. Special Meetings: Special meetings of members shall be called by the Board of Directors or the President of the Corporation or pursuant to Section 3.02 of these By-Laws for regular meetings of members or at such times and places within the State of California as may be ordered by

resolution of the Board of Directors. Where the purpose is any lawful purpose, five (5%) percent or more of the members of the Corporation may call meetings for such purpose.

Section 3.04. Notice of Meetings: Written notice of every meeting of members shall be delivered electronically, personally delivered, or mailed by first class United States mail, postage prepaid not less than thirty (30) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. In the event notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. When no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation shall execute an Affidavit of the giving of the notice of the meeting of the members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Secretary of the Corporation shall be sent to the members forthwith, and in any event, within twenty (20) days after the request was received.

Section 3.05. Content of Notice: The notice shall state the place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Section 3.06. Waivers, Consents and Approvals: The transactions of any meeting, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

Section 3.07. Quorum: A majority of the voting members present shall constitute a quorum for the transaction of any business.

Section 3.08. Voting of Membership:

- (a) Entitlement: Each voting member is entitled to one (1) vote on each matter submitted to a vote of the membership. Only ACTIVE MEMBERS are considered voting members of CCPOA.
- (b) Record Date of Membership: The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting.
- (c) Cumulative Voting: Cumulative voting shall not be authorized for the election of directors for any purpose.
- (d) Proxy Voting: Members entitled to vote shall not be permitted to vote or act by proxy. Any amendment of this provision creating or expanding proxy rights shall be adopted with approval by the members. For purposes of this provision of these By-Laws, "Approval by the Members" shall assume the same definition set forth in Section 5034 of the Corporations Code.

Section 3.09. Action without Meeting by Written Ballot:

- (a) Ballot Requirements: Subject to the limitations specified in Section 3.09(b) of these By-Laws and contained in the Articles of the Corporation, any action which may be taken at any regular

or special meeting of members may be taken without a meeting. The Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

- (b) Limitations Pertaining to Election of Directors: Directors may be elected by written ballot, except that election of Directors by written ballot shall not be permitted where the Directors are elected by cumulative voting pursuant to Section 5616 of the Corporations Code.
- (c) Solicitation of Ballots: Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these By-Laws and of voting by written ballot set forth in Section 3.09(d) of these By-Laws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.
- (d) Voting by Written Ballot: The form of written ballots distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specified a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.
- (e) Revocation of Ballot: Unless otherwise provided in the Articles of Incorporation of the Corporation or these By-Laws a written ballot may not be revoked.

Section 3.10. Conduct of Meetings:

- (a) The President of the Corporation, or in his or her absence, the Vice-President, shall be Chairman of and shall preside over the meetings of the members.
- (b) Secretary: The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.
- (c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meeting of members in so far as such rules are not inconsistent with or in conflict with these By-Laws, the Articles of Incorporation of this Corporation, or rules governing agenda, motions and related matters. Any member who desires to offer a motion or resolution, or to speak at any meetings of the Association, shall first rise in his place and address the president officer, announcing his name and office or occupation.

Section 3.11. Inspectors of Election:

- (a) Appointment: In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. The number of inspectors shall be three (3).
- (b) Duties: The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes, ballots or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

- (c) **Vote of Inspectors:** The decision, act or certificate of a majority of the inspectors in effective in all respects as to the decision, act or certificate of all.
- (d) **Report and Certificate of Inspector:** On request of the Chairman or any member of member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Section 4.01. Numbers: The Corporation shall have six (6) Directors. Collectively, the Directors shall be known as the Board of Directors.

Section 4.02. Qualifications: The Directors of the Corporation shall also be active members of the Corporation.

Section 4.03. Term of Office: Each Director shall hold office for a two (2) year term immediately following the annual meeting of members at which Director was elected, and/or until such Directors successor is elected and qualifies under Section 4.02 of these By-Laws. In the event a Director is removed at a special meeting of the members called and held as previously prescribed in sections set forth in these By-Laws, such Director shall hold office until his or her removal or resignation.

Section 4.04. Nomination: Any person qualified to be a Director under Section 4.02 of these By-Laws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 4.05. Election:

- (a) The corporation's membership shall be divided into two (2) Chapters, Northern and Southern, as set forth in these By-Laws, and each Chapter shall elect three (3) Directors by written ballot as authorized by previous sections of these By-Laws. Said elections are to be completed within sixty (60) days prior to the annual meeting of the membership as specified in Article III, Section 3.02. Directors shall be eligible for reelection without

limitation of the number of times they may serve, provided they continue to meet the qualifications required by Article IV, Section 4.02 of these By-Laws.

- (b) Each chapter shall elect (3) Directors. The Northern Chapter will elect three (3) Directors on the even numbered years and the Southern Chapter will elect three (3) Directors on the odd numbered years. The Directors elected by each chapter shall constitute the Board of directors for this Corporation.
- (c) An Annual Meeting of the membership shall be held to ratify the election of the Directors of the Corporation by the Chapter Annual meetings.

Section 4.06. Compensation: The Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

Section 4.07. Meetings:

- (a) Meetings of the Board may be called by the President, the Vice President, the Secretary or any two (2) Directors.
- (b) All meetings of the Board shall be held at the principal office of the Corporation as specified in these By-Laws, or as changed from time to time as provided in these By-Laws.
- (c) Annual Meeting of the Board: An Annual Meeting of the Board of Directors shall be held, within sixty (60) days immediately following the last of the two (2) annual meetings as held by the two (2) Chapters of this Corporation.
- (d) Special Meetings: Special meetings of the Board may be called by any two (2) Directors or more, with at least one from each Chapter.
- (e) Quorum: A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- (f) Transactions of the Board: Except as otherwise provided in the Articles, in these By-Laws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided; however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these By-Laws.
- (g) Conduct of Meetings: The President, or in his or her absence, any Director selected by the directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Section 4.08. Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.09. Powers and Duties:

- (a) To exercise all the corporate powers of the chapter and to supervise and control its business affairs, subject only to the limitations and restrictions provided by law and by these By-Laws.
- (b) To approve and provide procedures for approval of applications for membership in the said chapter.
- (c) To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the chapter.
- (d) To approve the financial budget, supervise receipts and expenditures, and set up proper procedures for the safekeeping and accounting of all funds of the chapter.
- (e) To incur indebtedness in the name of the Corporation for such sums as are necessary for the operation and management of the Corporation.
- (f) To approve in advance all expenditures or encumbrances of the Corporation's funds.

Section 4.10 Removal of Board Officer for Cause

Any State Board Member may be removed by the Board of Directors whenever, in its judgment, the duties of that Officer have been neglected or the integrity of the Association has been compromised. Such removal shall be by unanimous vote by remaining Board members.

ARTICLE V. OFFICERS

Section 5.01. Number and Titles: The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable the Board to sign instruments on behalf of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President of the Board.

Section 5.02. Appointment and Resignation: The officers shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.03. Qualifications: Any ACTIVE MEMBER as specified in these By-Laws who is in good standing with his/her employing agency, is eligible to hold elective office in the Association.

Section 5.04. Election and Term of Office: The Officers for the corporation shall be elected by the Board of Directors and shall serve for a term of one (1) year or until a successor has been elected.

Section 5.05. Duties of the President: The President of the Corporation shall have the following powers and duties:

- (a) To preside at all meetings of the Board of Directors and to call special meetings of said Board at any time.
- (b) To appoint the chairman and other personnel of the standing committees and such special committees as deemed essential to administer the affairs of each chapter. Any vacancy occurring in the membership of any committee shall be filled by appointment for the unexpired term by the president of that chapter.

- (c) To direct the planning of the affairs of the Corporation subject to the advice and direction of the Board of Directors.
- (d) To make an annual report of Association activities to two (2) Annual Chapter Meetings and to any Board of Director's meeting.
- (e) To be ex-officio member of all the standing committees of the Association except as otherwise provided by the By-Laws.
- (f) To perform such other duties as may properly appertain to his/her office and as usually performed by a President of an organization, and as provided elsewhere in the By-Laws.

Section 5.06. Vice-President: It shall be the duty of the Vice-President to perform all of the duties of the President during the latter's absence or inability to act during the period of any vacancy while in the office of President.

Section 5.07. Chief Financial Officer: The Chief Financial Officer of the Corporation shall have the following powers and duties:

- (a) Keep and maintain in written form adequate and correct books and records of account of the properties and business transactions of the Corporation;
- (b) Keep and maintain in written form adequate and correct books and records of account of the assets, liabilities, receipts, disbursements, gains, and losses of the Corporation;
- (c) Deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors from time to time;
- (d) Disburse the funds of the Corporation as ordered by the Board of Directors;
- (e) Render to the President and/or the Board of Directors, 9on request, and accounting of all transactions and of the financial condition of the Corporation;
- (f) Perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or by these By-Laws.

Section 5.08. Secretary: The Secretary shall keep or cause to be kept at the principal office of the Corporation, or at such other place as the Board of Director may order, a book of Minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

ARTICLE VI. CHAPTER ORGANIZATION

Section 6.01. Number of Chapters: The Corporation shall be organized into two (2) Chapters, hereinafter entitled "Southern Chapter" and "Northern Chapter". The functions of said Chapters shall be as hereinafter set forth in these By-Laws, or as determined and decided by the Board of Directors of this Corporation from time to time.

Section 6.02. Chapter By-Laws: Subject to express approval of the Board of Directors, each Chapter shall adopt a set of By-Laws by which each Chapter shall be organized and operated. Each Chapter may elect Officers of the Chapter; however, such Chapter Officers and the By-Laws of each Chapter shall be directly subordinate to and controlled by the By-laws of this Corporation as herein adopted.

Section 6.03. Chapter Membership: Each member of the Corporation as outlined and determined in Article II of these By-Laws shall be a member of one or the other of the two Chapters of this Corporation. The By-Laws of any Chapter of this Corporation may not prohibit a member of this Corporation from belonging to either of the two Chapters of this Corporation.

Section 6.04. Chapter Annual Meetings: Each Chapter shall be organized such that each Chapter shall have at least one (1) Annual Meeting, which shall occur sometime within sixty (60) days prior to the Annual Meeting of the membership of the Corporation. The Board of Directors of each Chapter, as appointed and/or elected according to the By-Laws of each Chapter, shall meet at least once annually as a Chapter Board, and Minutes of said meeting shall be forwarded to the Board of Directors of this Corporation.

Section 6.05. Chapter Board of Directors: Each Chapter may elect a Board of Directors to govern said Chapter, or, the Chapter By-Laws and organization may allow that the three (3) persons elected from each Chapter to comprise that Chapter's representation on the Corporations Board of Directors may serve in addition to being Directors of the Corporation as Directors, or as the Board of Directors, of the Chapter.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

Section 7.01. Records: The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.02. Annual Report: The Corporation shall notify each member yearly of a member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accounts or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 7.03. Annual Statement of Indemnifications: The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.02 of these By-Laws.

Section 7.04. Corporate Seal: The Board of Directors shall adopt a corporate seal which shall be in the following form and design: A circular seal containing the date of incorporation and the name of the Corporation. The Secretary of the Corporation shall have the custody of the seal and shall affix it in all appropriate cases to all Corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VIII. INDEMNIFICATION

Section 8.01. Definitions: For the purposes of this Article VIII “agent” means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, office, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VIII.

Section 8.02 Indemnification in Actions by Third Parties: The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgement in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgement, 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 the best interest of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 8.03 Indemnification in Actions by or in the Right of the Corporation: The Corporation shall have the power to indemnify any person who was or is a party or is threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relater status by the judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.

- (a) In request of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.04 Indemnification Against Expenses: To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VIII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection therewith.

Section 8.05. Required Determinations: Except as provided in Section 4 of this Article VIII any indemnification under this Article VIII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VIII by:

- (a) A majority of a quorum consisting of Director who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 8.06. Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.07. Other Indemnification: No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, By-Laws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8.08. Forms of Indemnification Not Permitted: No indemnification or advance shall be made under this Article VIII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of Articles, these By-Laws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.09. Insurance: The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that a Corporation shall have no per to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Corporation Law.

ARTICLE IX. EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

Section 9.01. Limitations: Except as otherwise provided in these By-Laws, the Board may, by duly adopted resolution, authorize any officer or agent of the Corporation to enter into any contract, or to execute and deliver any instrument, in the name of and on behalf of this Corporation. Such authorization may be general or may be confined to specified instances. Unless expressly so authorized, no officer, agent, employee shall have any power of authority to bind the Corporation by contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 9.02. Execution of Instruments and Papers: Unless otherwise expressly required by the Board or by law, deeds and other conveyances, promissory notes, deeds of trust, mortgages, and other evidence of indebtedness of the Corporation and share certificates shall be executed, signed, or endorsed, as the case may be, by the Chairman of the Board, if any, or by the President or a Vice-President of the Corporation and by the Treasurer or any Assistant Treasurer or Signatures on share certificates only may be facsimile.

Section 9.03. Check Signing: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

Section 9.04. Deposit and Withdrawal of Funds:

- (a) All funds of the corporation, including all checks, drafts, or other orders for the payment of money payable to the Corporation, shall be deposited by the Treasurer from time to time to the credit of the corporation with such banks, trust companies, and other depositories as the Board may select or as may be selected by a Board committee, officer, or agent of the Corporation to whom such power may be delegated from time to time by the Board. All checks, drafts, or other orders for the payment of money requiring endorsement by the Corporation before deposit shall be endorsed “for deposit only” by hand-stamped impression in the name of the Corporation.
- (b) The withdrawal of funds from any such accounts may be made only by check signed as provided in Section 9.03 of this Article IX.