

Shasta County Peace Officers Association

By-Laws



Adopted: October 16, 1950
First Amended: April 14, 2009

BYLAWS

OF

SHASTA COUNTY PEACE OFFICER'S ASSOCIATION

ARTICLE I: NAME, PURPOSE & POWERS

Section I. NAME

The name of this corporation is **SHASTA COUNTY PEACE OFFICER'S ASSOCIATION**, Also know as S.C.P.O.A. The principle office of the Corporation for the transaction of its business is located in the County of Shasta, Redding, California.

Section II. PURPOSE, POWERS AND LIMITATIONS

The objects of this corporation shall be to foster and develop a spirit of unity and fraternity among the peace officers of Shasta County; to advance the science and art of police efficiency in the fields of crime prevention and law enforcement; to encourage an attitude of respect on the part of the public toward law enforcement officers; to champion the cause of justice; to preserve and protect within the means within its power the ideals and tenets of our constitutional government; to seek to better the working conditions and compensation of all law enforcement officers; to provide adequate tenure of office for those engaged in the investigation and detection of crime, and generally to improve the administration of justice, to the end that full protection may be secured to all law-abiding citizens of Shasta County, State California

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

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 and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles of corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation, and 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 1954 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 1954 or the corresponding provision of any future United States Internal Revenue law. No substantial part of the activities of this corporation shall consist of carrying on participate propaganda, or otherwise

attempting to influence legislation, and the corporation propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This Corporation shall have the power to:

- a. Adopt, use and at will alter a corporate seal, but failure to affix a seal does not affect the validity of any instrument;
- b. Adopt, amend and repeal bylaws;
- c. Qualify to conduct its activities in any other state, territory, dependency or foreign country;
- d. Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own memberships, bonds, debentures, notes and debt securities not prohibited by these by laws;
- e. Issue membership cards;
- f. levy dues, assessments, admission and transfer fees;
- g. This Corporation, subject to limitations contained in the articles of these bylaws shall also have all of the powers of a natural person in carrying out its activities including without limitation, the power to:
 1. Make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious or similar purposes.
 2. Subject to the provisions of Sections 7233, *7234, **7235, ***7236, ****, and 7238 ***** of the California Corporations Code, assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contacts or liabilities by mortgage, pledge or other encumbrance;
 3. Participate with others in any partnership, joint venture or other association transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others;
- h. The powers which this Corporation may exercise pursuant to this section shall be subject to compliance with the applicable provisions of the California Corporations Code, any other laws of the State of California or the United States of America, the Articles of Incorporation and these bylaws.

Section III. PRINCIPAL OFFICE

The Principal Office for the transaction of activities and affairs of the corporation (“Principal Office”) is located at 9880 Record Range Road in the unincorporated area of Shasta County, Redding, California. The Board of Directors (“Board”) may change the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the Secretary on these Bylaws opposite this Section, or the Section may be amended to state the new location.

The Principle Office does not receive mail at 9880 Record Range Road, Redding, CA. The corporation maintains a United States post office box for receiving mail.

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE II: DIRECTORS AND MEMBERS

Section I. BOARD OF DIRECTORS

- a. Number:**
The Corporation shall have seven (7) Directors and collectively they shall be known as the Board of Directors.
- b. Titles:**
The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary and three (3) Directors at Large.
- c. Qualifications:**
Any member, regular or retired in good standing, except honorary, is qualified to be a Director of the Corporation.
- d. Terms of Office:**
The term of President, Treasurer and Secretary shall be for two years. The two-year term of President, Treasurer and Secretary will begin on January 1 of an odd number year and shall end December 31 of an even number year. The two-year term of Vice President and remaining Directors shall begin on January 1 of an even number year and shall end December 31 of an odd number year.

To facilitate this change, a one time extension for one year commencing January 1, 2010 will be imposed to the President, Treasurer and Secretary.

- e. Board of Directors Limitations:**
In order to maintain control of the association by the membership, no more than two Board of Directors, employed by the same agency, may hold office at the same time.

Exception: This By-Law will commence for the November 2009 nominations and be effected January 1, 2010.

- f. Nominations:**
Any member, in good standing, may nominate another member in good standing or nominate themselves. Any member nominated for director, not present during the nomination, shall submit acceptance of the nomination to the Secretary within three (3) business days following the nomination. Failure to submit such acceptance shall cause the nominated member's name removed as a candidate for office. No member can be nominated for more than one office.

If there is no nomination for an open position on the Board of Directors, the current board may appoint the position or pass off appointment to the incoming Board of Directors without the vote of the General Membership.

- f. Duties and Liabilities of Directors:**

PRESIDENT.

The President shall be the Chief Executive Officer and a voting member of the Board of Directors, and shall preside at all membership meetings of the Corporation and of the Board of

Directors. The President shall enforce a strict observance of these bylaws and all other regulations and rules for the government of the Corporation and Board of Directors. The President shall require all officers of the Corporation to diligently and faithfully perform the duties and it shall be his duty forthwith to report to the Board of Directors any dereliction that may come to his notice. The President shall announce the decision of the members of the Corporation or the Board of Directors, on all subjects. The President shall sign orders drawn on the treasury for money legally voted and he shall also sign all of the reports, certificates, documents, or correspondence that may require his signature.

The President shall, with the concurrence of the Board of Directors, hire, fire, supervise, and direct all employees of the Corporation. The President shall be responsible for managing all clerical functions of the Corporation on a day-to-day basis, however, he may delegate that responsibility if the need should arise. The President shall perform such other duties as the nature of his office or the majority of the Board of Directors or membership shall require.

VICE PRESIDENT.

The Vice President is a voting member of the Board of Directors, an officer of the Corporation and shall assist the President in the execution of the duties of President. The Vice President will assume the duties of the President in his absence and shall perform such other duties as prescribed by the majority of the Board of Directors or the membership. When so acting, the Vice President shall have all the powers and be subject to all of the restrictions of the President.

TREASURER.

The Treasurer is a voting member of the Board of Directors and is an officer of the Corporation. The Treasurer shall hold in his custody and control all corporate financial records, check books, and registers, records of any and all bonds, debentures, notes, and debt securities and all unissued bonds and debentures.

The Treasurer shall, upon proper authorization of the Board of Directors or the membership, prepare all checks of drafts on the corporate treasury.

The Treasurer shall, annually, prepare a written financial report to the membership. The Treasurer shall notify each member annually of the member's right to receive a financial report. Upon written request from any member, he 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 Corporations fiscal year. Such report shall contain in appropriate detail the following:

- a. A statement of the place where the names and addresses of the current members may be found;
- b. A balance sheet as of the end of such fiscal year;
- c. Upon request, the annual report can be accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation;
- d. The annual report shall include the categories of covered transactions occurred for the previous year, if any, or a statement that no covered transactions occurred. The statement required by subsection (d) shall describe briefly:
 1. Any covered categories (excluding compensation of officers and directors) during the previous fiscal year.

- e. The names of the interested persons involved in such transactions, stating such persons relationship to the Corporation, the nature of such persons interest in the transaction and the amount of such interest.
- f. The amount and circumstances of any indemnifications or advances provided that no such report need be made in the case of indemnification approved by the members.

The Treasurer shall, with professional assistant if required, prepare and file all tax reports to the Internal Revenue Service, and the State Franchise Tax Board. He shall file all required reports to the Secretary of State of the State of California, pursuant to Section 8210 of the California Corporation Code, the Fair Political Practices Commission, and any and all governmental entities requiring reports from this Corporation.

The Treasurer shall be responsible for and hold in his care and custody all corporate real and personal property. The Treasurer shall oversee, maintain, and repair said property as required and with the concurrence of the Board of Directors.

The Treasurer shall submit all books, accounts, funds, or equipment in his possession, or under his control, to an authorized accountant or auditor whenever directed to do so by the President, the Board of Directors, or the members, or in any event at the conclusion of the fiscal year.

The Treasurer shall monthly balance all financial records and report to the membership at its monthly meeting all income to and expenditures from the Corporations account.

SECRETARY.

The Secretary is a voting member of the Board of Directors and is an officer of the Corporation. The Secretary is responsible for keeping the minutes of all meetings and later preparing them in written or typed forms as directed by the President. The Secretary shall hold in custody and control and maintain all corporate minute books, and records of any and all correspondence of the Corporation. The Secretary shall hold in his care and custody the corporate seal.

DIRECTORS AT LARGE.

The Directors at Large is a voting member of the Board of Directors and is an officer of the Corporation. Directors at Large shall perform such duties as may be prescribed by the member of the Corporation, or which may be assigned to him from time to time by the Board of Directors.

Section II: MEMBERS

Member Classes

This corporation shall have four (4) classes of members designated as follows: Active, Retired, Life, Limited Honorary. The qualifications for persons eligible for the various classes of membership of the corporation shall be as follows:

a. Active

Any person shall automatically be eligible for active member status that is a sworn, full-time salaried peace officer within the meaning of (Section 832) 830, 830.1, 830.2, 830.3, 830.31, 830.32, 830.33, 830.35, 830.36, 830.37, 830.5, 830.55, 830.6, 830.65, 831.4, 831.5 of the California Penal Code, where such person resides or is headquartered within the boundaries of Shasta County, California.

Any person who is the District Attorney or a Deputy District Attorney for Shasta County, shall not be automatically eligible for active member status, but may in the sole discretion of the Board become eligible for such status following submission of a petition to the Board of Directors.

The Active member status in this corporation of any person shall terminate automatically upon termination of that person's law enforcement full time employment.

b. Retired

Any person who has been an Active member, in good standing, can be eligible for retired member status, provided that such retirement was not the result of conviction of a crime, malfeasance in office or similar circumstance.

Any Active member who desires to seek Retired member status shall notify to the Board of this intent and advise the Board of that person's interest in membership.

Any person who is retired as a peace officer, from any law enforcement agency from any state will be eligible for Retired member status, provided that such retirement was not the result of conviction of a crime, malfeasance in office or similar circumstance.

This person who desires to seek Retired member status shall notify to the Board of Directors this intent and advise their interest in membership.

Retired membership dues shall be either on an annual or lifetime basis. Dues for annual or lifetime membership is indicated in Article V.

All retired members shall reside in Shasta County, California unless approved by the Board of Directors.

c. Life

Any person who has been an Active member in good standing for period of not less than ten (10) consecutive years and who has, in the discretion of the Board, contributed unselfishly of his time and effort to the activities and goals of the corporation during said period of membership shall be eligible for Life member status. The procedure for selecting Life members shall be as follows:

1. Candidates for Life member status shall be nominated by any member of the Board to the full Board at any monthly meeting of the Board.
2. The majority of the Board must concur in and approve said nomination.
3. Following Board approval the candidate shall be presented to the general membership at the next following monthly general membership meeting, and a majority vote of the voting members then and there present shall be required to confer Life member status upon the candidate.)

d. Limited Honorary

Any person of good moral character who has not been convicted of a felony, is sympathetic towards law enforcement, and who believes in the goals and purposes of this corporation and has demonstrated this belief by donating time, money or materials to the progress of this corporation shall be eligible for Limited Honorary member status. The procedure for selecting Limited Honorary members shall be as follows:

1. An Active or Life member shall sponsor the application of a candidate for this type of membership.
2. An application shall be submitted by the candidate on a form prescribed by the Board and shall contain information from which the candidate's qualifications for this membership class can be determined.
3. The majority of the Board must concur in and approve said nomination.
4. Following selection, a person shall hold Limited Honorary member status for a single year. Upon payment of the annual dues, the Limited Honorary member will maintain in good standing.
5. Limited Honorary member is required to pay the same annual membership dues as required as an active member.

Good Standing

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Termination and Suspension of Membership

A person's member status shall terminate on occurrence of any of the following events:

- a. Resignation of the member on reasonable notice to the Secretary of the corporation;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of the member to pay dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable;
- d. Occurrence of any event that renders the member ineligible for member status, or failure to satisfy member status qualifications;
- e. Expulsion of the member under these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the corporation.

- f. A member may be suspended pursuant to the provision of these Bylaws based on the good faith determination by the Board or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person who is suspended shall not be a member during the period of suspension.
- g. If the grounds appear to exist for expulsion or suspension of a member under this Paragraph, the procedure set forth below shall be followed:
 - 1. The member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first-class or registered mail to the member's last address as shown on the corporation's records.
 - 2. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective day of the proposed expulsion or suspension. The hearing shall be held or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 - 3. The Board, committee, or person shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. This decision shall be final.
 - 4. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

Rights of Members

- a. All members shall have the right of voice and vote in any business of this Corporation transacted at a general membership meeting.
- b. Any member may move to censure the officers and/or any director of this Corporation or move that a vote of confidence be taken.
- c. All members shall have the right to examine the accounting books, reports, minutes and correspondence of the directors of this Corporation upon reasonable written and timely request. The Board of Directors shall provide these documents only at their place of business and can not be removed. Any cost of reproducing said documents is at the expense of the requesting member.
- d. No members shall be deprived of their rights and privileges as a member except for nonpayment of dues or action of duty constituted board having jurisdiction and in accordance with the provisions of these bylaws.
- e. All members shall have the right to appeal to the membership from the action of the Board of Directors, provided that such appeals are made to the next regularly scheduled membership meeting. All decisions of the Board shall have full force and effect until

reversed by the membership.

- f. None of the rights enumerated herein shall be construed as limiting the rights of any member in good standing as specified in these bylaws.
- g. Any member in good standing, shall be eligible to be nominated and elected to any office or board position in the Corporation, and shall be eligible to be appointed to any committee.
- h. No member shall file any type of action or bring any type of complaint before any court or any other forum against this Corporation or any officer or member thereof, without first exhausting the internal remedies provided for by this Corporation, provided, however, that such action or complaint may be brought or filed when the rights of the member would be lost by passage of time necessary to exhaust internal Corporation remedies.

ARTICLE III MEETINGS

Monthly Membership Meetings

Meeting of the members shall be held at any place in Shasta County as may be designated by the Board or by written consent of the majority of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Record Range Clubhouse, located at 9880 Record Range Road, Redding, California.

Annual Membership Meetings

The annual meeting of the corporation shall be held at the time and place set for and in lieu of the December monthly meeting every year, unless the Board fixes another date and time and so notifies members as provided in these Bylaws. At this meeting, directors and officers shall be elected to serve during the next term, and any other proper business may be transacted.

Special Meetings

A special meeting of the members for any lawful purpose may be called at any time by the Board, the President, or five (5%) percent or more of the members. A special meeting by any person or persons other than the Board shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause the notice to be given promptly to the members entitled to vote in accordance with these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board provide, however, that meeting date shall be at least thirty-five (35) but no more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this paragraph shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Notice Requirements

Whenever members are required or permitted to take any action at a meeting, written notice or electronic email of the meeting shall be given, in accordance with these Bylaws, to each member

entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and:

- a. For a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or:
- b. for the annual meeting, those matters that the Board, at the time notice is give, intends to present for action of the members, but except as provide in these Bylaws, any proper matter may be presented to the meeting. The notice of any meeting at which directors are to be elected shall include the manes of all persons which are nominees when notice given. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 1. Removing a director without cause;
 2. Filling vacancies on the Board;
 3. Amending the Articles of Incorporation;
 4. Approving a contract or transaction between the corporation and one or more directors, or between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or,
 5. Electing to wind up and dissolve the Corporation.

Notice of any meeting shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by first-class, registered, or certified mail, electronic mail or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail, electronic mail, telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Board of Directors Meeting

Unless otherwise provided in the articles or in these bylaws:

- a. Regular meetings of the Board shall be held once each calendar month.
- b. Additional meetings of the Board may be called by the President or any two Directors.
- c. No notice of regular Board meetings is required.
- d. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.
- e. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjournment meeting to the directors who were not present at the time of the adjournment.
- f. Meetings of the Board may be held at any place within the state which has been designated in the notice of the meeting.
- g. Members of the Board may participate in a meeting through the use of conference telephone, email or similar communications.

- h. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall 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 actions by written consent shall have the same force and effect as a unanimous vote of such directors.
- i. Only members of the Board of Directors shall be allowed to vote at board meetings.
- j. The membership shall be notified of all special meetings of the Board of Directors.

Quorum

Those members present at a membership meeting, plus a quorum of the Board of Directors, shall constitute a quorum of the membership. However, if any regular or annual meeting is actually attended in person by less than one third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the terms of Article III of these Bylaws.

Adjournment and Notice of Meeting

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned by more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Rules of Order

The Board of Directors shall establish Standing Rules as provided by these bylaws and as deemed necessary. (S.R.)

Standing Rules may be amended or suspended by a majority vote of the Board of Directors if thirty (30) days notice to the members is given prior to a meeting or by a three-fourths (3/4) vote of the Board of Directors at any time.

The Articles of Incorporation, these Bylaws, with all Standing Rules attached and any changes or additions to Standing Rules shall be available to all members.

Roberts Rules of Order (RRO), newly revised, shall govern in all cases not inconsistent with these Bylaws or Standing Rules.

ARTICLE IV: VOTING & ELECTIONS

Section I Voting

Voting Members

Persons holding Active, Retired, and Life Honorary member class status shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or

substantially all of the corporation's assets, or any merger and its principal terms and any amendment to those terms, and on any election to dissolve the corporation. In addition, these classes of membership shall have all rights afforded members under the California Nonprofit Benefit Corporation Law.

Non-Voting Members

This corporation has referred to persons holding Limited Honorary, status as "Members" even though those persons are not voting members as set forth in Paragraph 2 above, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporation Code unless that person or entity shall have qualified for a voting membership as otherwise provided in these Bylaws. By amendment of its Articles of Incorporation or these Bylaws, the corporation may grant some or all of the rights of a member to any class, as set forth in these Bylaws, to any person who does not the right to vote on any of the matters specified in Paragraph 2 above, but no such person shall be a member within the meaning of Section 5056 of the California Corporations Code.

Voting by Written Ballot

- a. Ballots which provide an opportunity to specify approval or disapproval with respect to any proposal shall also contain an appropriate space marked "abstain," whereby a member may indicate a desire to abstain from voting on the proposal.
- b. In any election of directors, any form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold," or otherwise marked in a manner to indicate that the authority to vote for election of directors is withheld shall not be voted either for or against the election of a director.

Proxy

- a. Every member entitled to vote may authorize another person to act by proxy. The proxy will be specific in nature and must indicate a vote for or against a specific measure. If the specific measure to be voted upon is altered in any fashion by the members or the Board so that the proxy does not conform specifically to the altered measure, than the proxy shall be null and void. The holder of the proxy must vote the proxy in the manner directed by the absent member. No proxy shall be given or accepted if it is general in nature, and does not specify a vote for or against a measure. Each proxy wrote must contain the following:
 1. The name of the member giving the proxy.
 2. The name of the member holding the proxy.
 3. The specific measure to be voted on.
 4. The vote to be cast by the proxy holder, i.e. "for" or "against."
 5. The date of the proxy.
 6. The signature of the member giving the proxy.
 7. The signature of the member holding the proxy.
- b. Proxies when voted must be delivered to the Secretary of the Board of Directors for inclusion in the minute book of this Corporation and shall become a part of the permanent minutes of this Corporation.

- c. No proxies shall be granted by any member or received by this Corporation relating to the election or removal of officers and/or directors from office.

Recall / Referendums

Any director of this Corporation is hereby declared subject to recall for conduct unbecoming an officer or director. A petition for recall of the director must be signed by not less than twenty (20) percent of the members of the Corporation. Upon receipt of such petition, the President shall present the petition to a special recall committee composed of a chairman appointed by the President, one member appointed by the majority vote of the Board of Directors, and one member appointed by the individual involved. At the next regular meeting of the Corporation, the chairman of the committee shall make its recommendation and the matter shall be put to a ballot vote. If two-thirds (2/3) majority of the ballots returned is in favor of such recall, the office shall then be declared vacant.

Voting by Board of Directors

By the nature of this association and the members, the Board of Directors are tasked with conducting the business of the association. At each Board of Director meeting, a quorum of Board members shall be present to vote on a issue. A majority vote shall pass the issue voted upon.

In some cases, certain issues come up between the monthly board meetings. A Director can call or email the remaining board members soliciting their vote on the issue. A majority vote shall pass the issue voted upon

Section II Elections

- a. All Directors and Directors at Large shall be elected by a majority vote of the attending membership of this Corporation.
- b. The Board of Directors shall cause ballots to be printed in accordance with the certified nominations. Ballots shall be issued to attending members to the Annual December meeting on each election.
- c. These ballots shall be provided to each member at the meeting and collected prior to the adjournment of the meeting.
- d. Election ballots shall be counted and the results be presented at the annual membership meeting held in December.
- e. All directors, directors at large, shall be elected to office by a majority vote of the attending membership.
- f. The President shall appoint an election committee consisting of three regular members not named on the ballot to collect and count the returned ballots. The results shall be presented to the Board of Directors in the annual membership meeting. The results of the election shall be certified by the committee in writing and filed with the Board of Directors. The candidates receiving the largest number of votes will thereupon be declared by the board to be elected.

Inauguration into Office

Newly elected directors shall take office on January 1 following the election.

ARTICLE V

BUDGET

Budget

The Directors may decide to establish a budget. If so, the following rules apply:

- a. The Directors, annually, in the regular Board of Directors meeting held in October may meet and prepare an annual budget recommendation. In preparing said recommendation the Board shall hear requests from all interested members or directors for inclusion of budget items. A proposed budget recommendation may be completed by the Treasurer for presentation at the January Board of Directors meeting. The Board may approve the budget for recommendation to the new Board membership at that time. A balanced budget must be completed no later than January 31. The budget shall be presented to the board members at the February board meeting. The board members may approve, disapprove, amend, delete or add to the budget. A majority vote of the Board of Directors is required to approve the annual budget for this Corporation.

Fiscal Year

The fiscal year for this Corporation shall be January 1 through December 31.

Accounts – How Kept

All financial records and fiscal transactions are required to be kept by the Treasurer. In keeping such financial records and accounts, the Treasurer shall insure the following:

- a. The account for the receipt of dues and membership fees is separately documented.
- b. The account for the charitable expenditures is separately documented.
- c. The accounts for any business or businesses operated by this Corporation are separately documented.
- d. The account for insurance premium receipts and disbursements is separately documented. In no event, notwithstanding the above, shall the Treasurer mingle any funds which will jeopardize the nonprofit status of this Corporation. The Treasurer may from time to time, as the need arises, create new accounts necessary for the fiscal operation of this Corporation. Such action shall promptly be reported to the Board of Directors and the membership.

Dues, Fees, and Assessments

Each member or their agency must pay, within the time and on the conditions set by the Board, the due, fees and assessments in amounts to be fixed annually by the Board. The dues, fees, and assessments for persons holding Retired member status shall be set by the Board. Dues, fees and assessments for persons holding Limited Honorary member status may be waived on an annual basis as determined by the Board. There shall be no dues, fees, or assessments for persons holding Life Honorary member status.

Expenditure of Funds

The Treasurer shall expend funds. If the Board of Directors does not establish a budget, the funds will be distributed by approval of the Board.

Expenditure of Reimbursement

The Treasurer shall at the direction of the Board of Directors expend funds to reimburse members, officers, board members, committee members, employees or contractual personnel for funds expended by the same while performing Corporation business. Such expenditures may be for, but not limited to: food, lodging, vehicle mileage expense, tolls, fees, seminars, training programs, and insurance premiums. Notwithstanding the above, the Treasurer may expend corporate funds, at the direction of the Board of Directors, for expenses of food, lodging, vehicle mileage expense, tolls, a member, officer or director who is performing corporate business.

Authorized Signatures and Credit Cards.

The authorized signature for signing checks, drafts, contracts, purchase orders or like financial documents for this Corporation, shall be the President, Vice President, Secretary and Treasurer. Any document requiring authorized signatures shall be signed by any one of the above corporate officers. All documents for expenditure of funds which creates liability for the Corporation or which binds the Corporation contractually shall be signed by two of the above corporate officers.

The Board of Directors may use debit cards to facilitate the purchase of items. The President and Treasurer shall hold the debit cards and assign them as needed.

ARTICLE VI VACANCIES, SUCCESSION

Vacancies

The office of any officers or director shall be declared vacant by a two-thirds (2/3) vote by the Board of Directors for the following reasons:

- a. The officer or director is absent for three (3) consecutive board of membership meetings without just cause.
- b. The officer or director terminates or is terminated from employment and does not qualify as a retired member.
- c. The officer or director demonstrates by his or her performance that he/she is unable or unwilling to perform the duties required of office.
- d. The officer or director is declared mentally incompetent by authority of the courts.
- e. The officer or director is convicted of a crime involving theft.
- f. The officer or director violates his fiduciary duty to the Corporation or fails to perform his duties in this bylaws.

Appeal by Director

A director removed from office by the Board of Directors may appeal his removal to the membership after notice and hearing is given pursuant to these by laws

Succession of Office

In the event the office of President is vacated for any reason, the Vice President shall assume the title and duties of President until the next regularly scheduled election of President. In the event of the President's absence, the President with the concurrence of the Board, or the Board by vote, shall designate the Vice President to assume the office of President pending the return of the President.

- a. In the event the Vice President is unable to serve as President, the Board of Directors shall select the acting President until the next regularly scheduled election of President.
- b. In the event the office of Vice President is vacated for any reason, the board shall select one of the board of directors to assume the duty in addition to his regular duties until the next regularly scheduled election of Vice President.
- c. In the event the office of Director is vacated for any reason, the Board of Directors selects a member for replacement for the director's chair. Directors selected to the vacancy shall hold that seat until the expiration of the seat's term of office.

ARTICLE VII AMENDMENTS, REVISIONS

Amendments

These bylaws may be amended or repealed by a written resolution presented to the Secretary within twenty-five (25) days prior to a regular meeting of the membership. If the membership is given twenty (20) days notice of the proposed amendment and if the resolution is approved by a two-thirds (2/3) majority of the members present at the regular membership meeting, the resolution shall be declared adopted.

Annual Revisions

The President shall appoint a standing committee at the assumption of his term of office, chaired by a member of the Board of Directors, to annually review, revise and update as necessary, these bylaws of the Shasta County Peace Officers Association, Inc.

ARTICLE VIII INDEMNIFICATION OF CORPORATE "AGENT"

Indemnification of Corporate "Agent"

- 1 For the purpose of this section, 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 this Corporation as a director, officer, employee or agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was director, officer, employee, or agent of a foreign or domestic corporation of this Corporation or of another enterprise at the request of such predecessor corporation; A proceeding means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and A expenses includes without limitation attorneys fees and any expenses of establishing a right to indemnification.
- 2 This corporation shall have power to indemnify any person who was or is threatened to be made a party to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor, an action brought under Section 5233* of Part 2 commencing with Section 5110** made applicable pursuant to Section 7238*** or an action brought by the Attorney General or a person granted relator status by the Attorney.

Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's director's employee's or agent's status as such.

ARTICLE IX BY LAW ADOPTION

The 2008-2009 Board of Directors met, reviewed, modified and adopted the aforementioned By-Laws. After sufficient notice, the general membership voted to adopt the aforementioned By-Laws on April 14, 2009.