

ARTICLE I ORGANIZATION

SECTION 1. Name.

The name of the Organization as filed with the State of California, Secretary of State on the 29th day of September 1948, shall be the California Peace Officers' Association, hereafter referred to in these Bylaws as the Association or CPOA.

SECTION 2. Purpose.

The Association has a stated mission that spells out its purpose. This mission statement calls for leadership, networking, advocacy, and professional development.

To fulfill its mission, the Association shall strive to achieve the following objectives:

- (a) Advocate for local, state and national public law and funding which is in the interests of public safety and of professional law enforcement for the people of the State of California.
- (b) Develop and implement education and training programs which enhance public safety and professional law enforcement in the State of California.
- (c) Develop and implement programs which enhance the promotional and operational capabilities of California's law enforcement and public safety executives, managers, supervisors, and those preparing for advancement to these positions.
- (d) Support the innovation and technology advancement of law enforcement and public safety administration and crime prevention by promoting unified planning and action on all issues pertaining to crime prevention and the administration of justice.
- (e) Establish strategic partnerships and foster collaboration with associations involved in local, regional, state and criminal justice, public safety and professional law enforcement and public safety services.
- (f) Encourage high professional standards of conduct by those who hold positions of trust as law enforcement personnel.
- (g) Provide legal advocacy and representation on critical issues and

case law impacting law enforcement operations.

ARTICLE II REGIONS

SECTION 1. CPOA and Regions.

CPOA is a statewide organization which consists of regions as designated by the Board of Directors which works together to advocate for the good of the association and the law enforcement profession.

SECTION 2. Organizational Relationship.

The Association shall divide the state into Regions with elected officers and working committees. The responsibility and authority of the Regions, the qualifications to hold Regional Office, the nominations and elections procedures for Regional Officers, the responsibility and authority of those Regional Officers, the establishment of Regional Committees, the responsibility and authority of Regional Committees and membership on such committees shall be determined as stated in these Bylaws, the Association Procedures and Protocol Manual and in the Regional Board Manual. All chairs and vice chairs, as well as any and all members of any CPOA Region, shall be a member of CPOA as outlined in these Bylaws.

ARTICLE III MEMBERSHIP

SECTION 1. Membership.

The Association shall have the following members:

(a) Regular Members

Those who are appointed under the authority of federal or state law as peace officers and all honorably retired peace officers in the state of California are eligible to be a Regular Member of the Association. This currently includes membership categories Sworn, Reserve, Retired, and Department Membership members.

Regular Members will be afforded full participation in the Association and shall have full voting rights.

(b) Professional Staff

Professional Staff are full-time, permanent employees of public safety organizations and is a "Department Membership" add on (must first have a Department Membership). Professional Staff shall not be eligible to vote, hold elected office, or serve on the Board of Directors but may serve on volunteer task forces and committees, and receive all other member benefits.

(c) Friends of CPOA

Friends of CPOA shall be individuals who are volunteers, part-time employees, or others interested in and who support the law enforcement profession and CPOA's mission and otherwise do not qualify for Regular or Affiliate Membership. Friends of CPOA shall not be eligible to vote, hold elected office, or serve on the Board of Directors but may serve on volunteer task forces and committees, and receive all other member benefits.

(d) Affiliate Members

Affiliate Membership is for individuals whose businesses, whether they be sole-proprietors, partnerships or corporations, provide goods and services to the law enforcement profession.

Affiliate members shall not be eligible to vote, hold elected office, or serve on the Board of Directors, but may serve on volunteer task forces and committees.

Only one representative from a business/corporation may serve on the same task force or committee at any given time.

SECTION 2. Dues.

To maintain active membership status members shall pay annual dues, and be current, as determined by the Board of Directors.

The Association's Membership Committee shall conduct on-going review of membership and dues and will report this information annually to the Board of Directors. Any recommendations for dues adjustment shall come before the Board of Directors for appropriate action.

SECTION 3. Termination of Membership.

Membership shall terminate upon (i) resignation of the member, (ii) for non-payment of dues within ninety (90) days after the date on which they are due, or (iii) subject to a determination by the Board of Directors, for violation of CPOA policies and procedures. For termination under (iii), written notice shall be sent to the member charged with such violations, which notice shall specify the reasons for the proposed termination. In accordance with procedures adopted by the Board, the member shall be given an opportunity to respond in writing and provide information on his or her behalf to the Board prior to its vote to terminate. The Board's decision is final and not subject to appeal.

SECTION 4. Reinstatement of Membership.

(a) For non-payment of dues:

A member who loses membership because of non-payment of dues may be eligible for reinstatement to the Association once dues are paid in full, however the calculation of their years of membership will be affected accordingly.

(b) For improper action:

A member who loses membership by direction of the Board of Directors may apply in writing to be reinstated at a Board Meeting at least one year from date of removal.

ARTICLE IV MEETINGS OF MEMBERS

SECTION I. Annual Meetings.

The presiding officer at all Association meetings will be the current President. If the President is not present the Vice President next in line to succeed to the Presidency shall preside.

The organization shall hold an Annual Meeting within every 12-month period, the specific date, time, and location of which will be designated during a previous Board of Directors meeting by a majority vote. At the annual meeting the members shall elect directors and officers and receive reports on the activities of the association.

In the event that the scheduled Annual Meeting cannot be held at the time and place determined, the Executive Committee shall designate an alternate time and place and notify the membership of the Association. In the event emergency conditions, such as pandemic,

earthquake, fire, flood, or other natural disaster or Act of God exists such that members cannot meet in a physical location, the Executive Committee may designate a meeting to be held entirely by electronic video screen communication, subject to notice and consent requirements set forth herein. In such event, members must be provided, prior to the meeting, instructions on how to join the meeting.

If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and §18330 and guidelines and procedures the board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the Association or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Association or by electronic video screen communication, subject to the requirements of these bylaws.

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication (1) if the Association implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Association or by electronic video screen communication, a record of that vote or action is maintained by the Association. Any request by a Association to a member pursuant to Corporations Code §20(b) and §18330 for consent to conduct a meeting of members by electronic transmission by and to the Association shall include a notice that absent consent of the member pursuant to Corporations Code §20(b) and §18330, the meeting shall be held at a physical location in accordance with this Section.

SECTION 2. Special Meetings.

A special meeting may be called by a majority of the Board of Directors or by a majority of the Executive Committee.

The membership shall be notified of the time and place of any Special Meeting of the Association at least fifteen (15) days prior to the scheduled date of that meeting.

Only those items specifically stated in the notice of the special meeting shall be heard at that meeting.

SECTION 3. Notice of the Meetings

Notice of each meeting of members shall be given in writing at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Association, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each voting member, at the address of that member as it appears on the books of the Association or at the address given by the member to the Association for purposes of notice. If no address appears on the Association'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 or electronic or other written communication to the Association'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.

Notice given by electronic transmission by the Association shall be valid only if

- (1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Association; (b) posting on an electronic message board or network that the Association has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
- (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

- (1) An electronic transmission by this Association to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in

nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Association, and (c) the procedures the recipient must use to withdraw consent.

(2)

Notice shall not be given by electronic transmission by the Association after either of the following: (a) the Association is unable to deliver two consecutive notices to the member by that means or (b) the inability to deliver the notices to the member becomes known to the Executive Director of the Association or any other person responsible for the giving of the notice.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Executive Director of the Association, or any other agent of the Association responsible for the giving of the notice, and if so executed, shall be filed and maintained in the Association's minute book.

SECTION 4. Quorum.

One hundred (100) percent of Regular Members present and voting at an annual or special meeting shall constitute a quorum for the transaction of business.

SECTION 5. Voting.

Voting Members shall not be permitted to vote or act by proxy.

Unless otherwise stated in these Bylaws, the vote on a question shall be by voice, determined by a majority vote, and declared by the Presiding officer.

Upon the request of one-fifth of the voting members present, a roll-call vote shall be taken by voice or by hand.

When a roll-call vote is to be taken, the Executive Director shall cause the call of the roll and record the vote of each member voting.

SECTION 6. Procedures.

When a question of parliamentary law arises which is not covered in these Bylaws, the decision of the Presiding Officer in consultation with the Association's Parliamentarian, shall be final. Procedures are governed by the provisions of *Robert's Rule of Order, Revised*.

Any member who wishes to speak at any meeting shall address the

Presiding Officer, be recognized, and then state his/her name and office or occupation before making his/her comments.

SECTION 7. Open vs. Closed Meetings.

All meetings of the Association are considered closed, except to members of the association, unless specified in these Bylaws or declared open by the President.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. Powers of the Board of Directors

Subject to the limitations of these Bylaws, the affairs of CPOA shall be managed by, and all powers shall be exercised by, or are under the direction of, the Board of Directors. In addition, the powers of the Board of Directors include, but are not limited to:

- (a) Adoption of resolutions and Policy statements representing the position of CPOA;
- (b) Adoption of an annual financial budget submitted by the Executive Committee;
- (c) Amending the Bylaws of CPOA, subject to the ratification by the membership; and
- (d) Prescribe duties and responsibilities of the Officers of CPOA not otherwise stated in these Bylaws.

SECTION 2. Number, Tenure and Qualifications

- (a) The Board of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than seven (7) nor more than fifteen (15) including the following officers: the President, the first Vice President, second Vice President, and the Treasurer, who shall be unrelated persons. The Board shall attempt to include various ranks and agencies, as reflected in CPOA's membership base, as well as to select members whose competencies benefit the needs of the Association. All Board positions are voting members except as defined below. To be qualified to serve as a Director, a person must be a non-retired Regular Member and current dues must be paid.

(b) The remaining Board position openings will be selected by the Membership based on the recommendations of the Board Development Chair and Board of Directors. All Regular Members will be annually notified of available Board service opportunities.

(c) The Immediate Past President will serve as both the Parliamentarian and the Board Leadership Development Chair.

(d) Each Director shall hold office from the end of the Annual Meeting at which he or she is installed, until the Annual Meeting at which their term is complete. A person may serve on the Board of Directors for a period not to exceed six (6) consecutive years. Service on the Board as an Officer shall not be counted toward the maximum of six (6) consecutive years.

SECTION 3. Regular and Special Meetings.

The Board of Directors shall meet not less than twice a year or when a majority of the Board requests or concurs with a Presidential request that a meeting be held in accordance with these Bylaws.

The President may call for an Executive Session which is only open to voting members of the Board. The Board may invite others who may be specific to the discussion.

SECTION 4. Notice of Special Meetings.

Notice of any special meeting of the Board of Directors stating the date, time, and place of the meeting shall be given at least two (2) working days in advance of the meeting by telephone, facsimile, email, text, other electronic methods or by written notice, subject to the waiver of notice as provided in these Bylaws. All such notices shall be given or sent to the Director's address or contact numbers as shown on the records of the association. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting.

SECTION 5. Quorum.

The presence of 50 percent plus one of the voting members of the Board of Directors as established in these Bylaws shall constitute a quorum.

In the absence of a quorum, those Board members present may adjourn or continue as a non-business meeting until a quorum is present.

Members leaving during a meeting will be recorded as absent on any vote taken during their absence.

SECTION 6. Actions of the Board.

Any action or resolution which is adopted and is in compliance with law and/or these Bylaws at any meeting of the Board of Directors shall be deemed proper.

SECTION 7. Meeting by Telephone or Other Telecommunications Equipment

Any board meeting may be held by conference telephone, video screen communication, or other communication equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (1) Each member participating in the meeting can communicate concurrently with all other members.
- (2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

SECTION 8. Action Without a Meeting

Any board meeting may be held by conference telephone, video screen communication, or other communication equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (2) Each member participating in the meeting can communicate concurrently with all other members.
- (3) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

SECTION 9. Action by Consent

An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

SECTION 10. Vacancies.

- (a) A vacancy or vacancies on the Board of Directors shall be deemed

to exist on the occurrence of any of the following:

- (i) the death, resignation or removal of any Director;
- (ii) the declaration by resolution of the Board of Directors that a Director has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law;
- (iii) an increase in the authorized number of Directors;
- (iv) the failure of a Director to attend two consecutive Board meetings; or three Board meetings in the two year-term appointment, regardless whether excused or not; or
- (v) the failure of a Director to pay annual dues.

(b) When any of Article V, Section 8(a) situations occur, a Declaration of Vacancy may be declared by the President. Such a Declaration shall be made known to the former Director and the vacancy shall be filled in accordance with these Bylaws.

(c) The term of any Board member shall terminate immediately after resigning, for any reason, from active governmental law enforcement service unless otherwise covered in Article VII, Section 4 of these Bylaws.

(d) Should the President's office be declared vacant, the 1st Vice President shall assume the duties of President. Additional direction for vacant elected offices is included in Article VII, Section 4 of these Bylaws.

(e) Prior to a Board meeting it is the Board Member's responsibility to notify the President or Executive Director of the reason(s) for an absence.

(f) Any position on the Board of Directors that becomes vacant will be filled at the next regularly scheduled meeting of the Board by appointment of the current President for the remainder of the term.

SECTION 11. Resignation.

Except as provided in this paragraph, a Directors resignation shall be effective upon giving written notice to the President.

SECTION 12. Proxies

The responsibility, authority, and rights of a member of the Board of Directors cannot be exercised through a proxy or alternate.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. Members of the Executive Committee.

The Executive Committee shall be comprised of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, and Treasurer.

SECTION 2. Responsibility and Authority.

Powers of the Executive Committee shall include the following:

- (a) To make recommendations to the Board of Directors; and
- (b) To make interim decisions, in strict accordance with formal operating policy and procedural resolutions, for the Board until such time as the Board takes action.

SECTION 3. MANNER OF MAKING RECOMMENDATIONS OR INTERIM DECISIONS.

The Executive Committee may make its decisions or recommendations either by meeting or telephone conference where a majority of the Executive Committee approves the action or by written consent of all the members of the Executive Committee.

SECTION 4. Quorum.

The attendance and continued presence of at least 50 percent plus one voting members of the Executive Committee is required in order to constitute a quorum.

In the absence of a quorum, the members present may adjourn or continue as a non-business meeting until a quorum is present.

SECTION 5. Actions.

Any action or resolution taken or adopted and in compliance with law and these Bylaws at any meeting shall be deemed to be proper.

Those actions requiring the Board of Directors concurrence or approval shall be brought to the next scheduled Board meeting for necessary action.

SECTION 6. Proxies.

The responsibilities, authority, and rights of a member of the Executive

Committee cannot be exercised through a proxy or alternate.

ARTICLE VII OFFICERS AND ROLES

SECTION 1. Elected Officers.

The officers of CPOA shall be a President, a First Vice President, a Second Vice President, a Third Vice President, and a Treasurer. No person may hold two (2) or more offices at the same time. It is the intent of the Board that these executives be represented by at least one chief of police and one sheriff at all times. The Officers specified in this section shall be members of the Board of Directors during their terms.

SECTION 2. Qualifications.

Any Regular Member in good standing who is an active peace officer noted in Article III, Section 1(a) of these Bylaws and who has served at least one year on the Association's Board of Directors is eligible for nomination and election to an elected office.

SECTION 3. Election and Term of Office.

Election of association state officers shall occur at the Annual Business Meeting. The Board Development Committee will make recommendations to the Board of Directors prior to presenting their recommendations to the general membership at the Annual Business Meeting. Nominations may also be made from the floor at the Annual Business Meeting as long as the candidate(s) comply with qualifications in Article VII, Section 2 in these Bylaws. There shall be a succession through the line of officers commencing with Second Vice President. A Second and Third Vice President and a Treasurer shall be elected, by vote of the membership, at the Annual Business Meeting each year. The First and Second Vice Presidents shall move through the line of succession upon a confirmation vote of the membership at the Annual Business Meeting. All terms of elected officers shall begin once installed at the Annual Meeting.

SECTION 4. Vacancies and Successions.

In the event of a vacancy, normal succession proceedings will occur. Vacant positions will be filled by the Board of Directors until the next annual meeting vote. Serving within any vacated position shall not remove that member's eligibility for subsequent succession of office.

If an elected officer honorably retires as a peace officer or does not meet the requirements of Article VII, Section 2 of these Bylaws he/she may continue to hold elective office with a 50 percent plus one majority vote of the Board of Directors unless the next office is that of the President. Due to this extraordinary circumstance and in the best interest of the Association, the Board of Directors may, by a two-thirds vote, extend the term of succession for one more year. This extension also requires a confirmation vote of the membership at the Annual Business Meeting.

SECTION 5. President.

The President shall:

- (a) If present, preside at all meetings of the Board of Directors and Executive Committee.
- (b) The President shall have general supervision, direction, and control of the business of the association, including, but not limited to, countersignature of promissory notes, orders for the payment of money, and other evidence of indebtedness of the association, and the authority to sign checks and drafts for CPOA.
- (c) Call special meetings based upon considered need or pursuant to a valid request from a majority of the Board of Directors.
- (d) With approval of the Board of Directors, appoint a Secretary from the Directors at Large each year.
- (e) Establish Committees and/or task forces as deemed necessary. Serve as an Ex-Officio member of all the committees of the Association, except as otherwise prohibited by these Bylaws.
- (f) Direct the planning of the affairs of the Association subject to the advice and direction of the Board of Directors.
- (g) Present an annual report of the activities of the Association at the Annual Business Meeting.
- (h) Have the fiscal status of the Association reviewed annually.
- (i) Perform such other duties as may be proper or necessary for fulfillment of the duties of this Office.

- (j) Appoint a Board Development Committee to actively recruit and evaluate candidates for any Elective Offices which may be vacant.
- (k) During his/her term of office, the President shall not hold or accept the Office of President of any other statewide or national law enforcement organization.
- (l) Publicly support the official position of the Association even when that position may be in conflict with the President's personal opinion with regard to a particular issue. However, if that position will cause harm or undue pressure to his/her position at work, the President shall take a neutral position and the next Vice President shall take the lead on the position. In representing the Association, the President shall make no unauthorized statements purporting to represent the position or policy of the Association.
- (m) In consort with the Board of Directors, annually review the performance of the Executive Director; set performance standards/expectations for the next year; and report on these matters to the Board of Directors at the Association's Annual Business Meeting.

SECTION 6. Vice Presidents.

Each Vice President shall:

- (a) Provide information and counsel to the President on matters concerning the association.
- (b) In absence or disability of the President, the First Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.
- (c) Provide oversight and coordination of the activities of any statewide committee, task force, and/or Region as assigned by the President.
- (d) Provide liaison between activities of the assigned committees and Regions and the Board of Directors.
- (e) Annually evaluate their assigned committees, Regions, and chairs, then make recommendations to the incoming President.
- (f) Serve as a member of the Executive Committee and of the Board of Directors.

- (g) Carry out assignments or tasks given by the President, Executive Committee or Board of Directors.

SECTION 7. Treasurer

The Treasurer shall:

- (a) Exercise general supervision over the receipt and disbursement of all funds of the Association.
- (b) Except as otherwise specifically determined by the Board of Directors, or as otherwise required by these Bylaws, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association may be signed by the Treasurer.
- (c) Coordinate the preparation of requested or required financial reports.
- (d) Report on the financial status of the Association during each Executive Committee and Board of Directors meetings and at the Association's Annual Business Meeting.
- (e) Serve as a member of the Executive Committee and of the Board of Directors.
- (f) Act as primary Membership Committee liaison.
- (g) Perform such other duties as directed by the President, Executive Committee or the Board of Directors or as provided elsewhere in these Bylaws.

ARTICLE VIII COMMITTEES

SECTION 1. Committees of the Board of Directors.

The Board of Directors shall establish committees, including Standing Committees, Special Committees, Ad Hoc Committees, and Task Forces. The President appoints the chairs of the committees, unless otherwise provided by these Bylaws.

SECTION 2. Committee Function.

The Board of Directors shall define the function of each committee on an annual basis.

SECTION 3. Finance Committee.

The Finance Committee shall be chaired by the Treasurer and consist of additional members. The Finance Committee shall be responsible for development of the budget and for long-term financial oversight and planning.

SECTION 4. Board Development Committee.

The Board Development Committee shall be chaired by the Immediate Past President and shall be comprised of at least four members of the association familiar with the needs of the association and with the ability to reach and recruit qualified individuals from across the state.

SECTION 5. Law & Legislation Committee.

The Law & Legislative Committee reviews current legislation having an impact on law enforcement and public safety. It determines whether the association supports, opposes or takes no position on specific pieces of legislation. These positions are then communicated to the Legislature and CPOA membership.

SECTION 6. Events & Awards Committee.

The Events & Awards Committee develops the agenda for CPOA's statewide events and oversees criteria and implementation for CPOA awards program. They help with marketing and vendor solicitation and give overall direction and guidance for the statewide events. They review all award nominations and make the final determination on the recipients for Award of Valor, Award of Distinction, Certificate of Appreciation and Award of Law Enforcement Professional Achievement. They review and make recommendations to the Training & Leadership Development Committee on the Award of Ethical Courage and reviews and makes recommendations to the Board of Directors on the Sherman Block Memorial Law Enforcement Professional of the Year award.

SECTION 7. Training & Leadership Development Committee.

The Training & Leadership Development Committee assesses training needs, develops training programs, coordinates training needs identified through other committees and outside sources -- focusing on leadership development issues/topics -- and controls the quality of CPOA training programs.

SECTION 8. Ad Hoc Committees and Task Forces.

Advisory Ad Hoc Committees and Task Forces for specific purposes or activities shall be designated annually by the President, provided there is a specific need/goal determined. Each Ad Hoc Committee or Task Force shall consist of at least three (3) members. The Chairs or members of such committees are appointed by and may be removed by the President.

SECTION 9. Meetings and Action of Committees.

Meetings of committees of the Board of Directors shall be held at a time and place designated by the President or Chair of the respective Committee. Reasonable advance notice of any committee meeting shall be provided to all committee members. Action by any committee shall be by a majority vote of the committee's members at a duly called meeting of the committee.

SECTION 10. Committee Chair Responsibility.

The Chair of each committee shall preside at all committee meetings and shall render a report to the Board of Directors as well as to the membership at each annual meeting of the organization.

ARTICLE IX EXECUTIVE DIRECTOR

SECTION 1. Selection.

The Executive Director shall be selected by the Executive Committee.

SECTION 2. Responsibility and Authority.

Under the direction of the Executive Committee, the Executive Director shall:

- (a) Serve as the general manager and CEO of the Association.
- (b) Operate and manage the State Headquarters of the Association.
- (c) Direct the activities and services of the employees of the Association.
- (d) Hire, evaluate, promote, and remove employees of the Association.
- (e) Establish compensation and bonuses of CPOA employees within

the approved budget.

- (f) Collect membership fees and dues.
- (h) Maintain appropriate membership records.
- (i) Maintain appropriate records of all proceedings of the Association.
- (j) Maintain appropriate records of all publications of the Association.
- (k) Authority to sign checks and pay all proper and reasonable expenses of the Association provided that the Treasurer countersigns disbursements in excess of the amount established by the Board of Directors.
- (l) Prepare, or supervise preparation of, the annual budget.
- (m) Assist the Treasurer in the preparation of the financial reports of the Association.
- (n) Cooperate with and assist the President in arranging for authorized meetings of the Executive Committee, the Board of Directors, the members of the Association, and other meetings or conferences as directed. Ensure that agendas and minutes are completed for all Executive Committee and Board of Director's meetings.
- (o) Serve as advisor to the Executive Committee and Board of Directors and ensure that their directions are implemented.
- (p) Recommend to the Board of Directors adoption of those programs and activities which are germane to the purpose of the Association.
- (q) Handle and disperse Public Relations inquiries of the Association.
- (r) Foster and maintain relationships with elected and appointed officials and other associations, allied groups and others in an effort to build alliances, help influence and accomplish the goals of the association.
- (s) Attend conferences and meetings with authorization of the President which may be of benefit to the Association, or which will enhance the fulfillment and responsibilities of this position.

ARTICLE X FISCAL YEAR

The Association shall operate its finances on a fiscal year basis of July 1-June 30.

ARTICLE XI CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XI LIABILITY OF MEMBERS AND DISSOLUTION

No member of this Association shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the Association.

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of the remaining property and assets in accordance with the provisions of these Bylaws and corporation law.

ARTICLE XII AMENDMENT TO BYLAWS

The Parliamentarian shall evaluate all Bylaws changes and make recommendations to the Board of Directors.

Subject to ratification by the Voting Membership, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by a two-thirds (2/3) vote of the Board of Directors present at any duly called meeting of the Board of Directors at which a quorum is present. No Bylaws adoption, amendment, or repeal by the Board of Directors shall be effective until ratified by a two-thirds (2/3) vote of the Voting Members present at any duly called meeting at which a quorum is present or by a majority vote of respondents from Voting Members if a mail or email vote is used. Written notice of the proposed amendment(s) or new Bylaw(s) shall be mailed or sent posted by electronic means to each Voting Member of the Association no less than thirty (30) days in advance of the meeting.

Any approved Bylaws changes shall be implemented immediately following the membership vote.

California Peace Officers' Association Bylaws as adopted May 29, 1963, and amended, 1964, February 10, 1966; May 4, 1966; February 3, 1972; May 7, 1973; May 20, 1975; October 2, 1975; November 8, 1979; May 20, 1980; May 20, 1982; May 17, 1983; May 15, 1985; November 14, 1988; May 16, 1989; September 8, 1999; May 20, 2008, May 25, 2011, September 20, 2021, and October 2, 2023.