



CALIFORNIA PEACE OFFICERS FOUNDATION Business/Law Enforcement Alliance



BY-LAWS

ARTICLE I Name and Office

Section I. Name. The name of the corporation is the California Peace Officers' Foundation, Inc., hereinafter referred to as the Foundation. The Foundation shall also be known as the Business/Law Enforcement Alliance, hereinafter referred to as the Alliance.

Section 2. Office. The principal office of the corporation is located in the County of Sacramento, State of California.

ARTICLE II Mission, Purpose, and Structure

Section I. Mission. To prevent crime, assist in the resolution of crime, and reduce unwarranted public fear and the misperception of crime, through the joint action of business and law enforcement.

Section 2. Purposes. For business leaders, the Alliance is intended to provide ongoing access to the collective expertise of law enforcement representatives from throughout the state and thus create the potential for solutions to statewide crime-related problems. For law enforcement leaders, the Alliance is intended to provide a forum for the discussion and coordination of crime prevention strategies, and an opportunity to learn about potential solutions based on the knowledge and experience of business leaders and better knowledge of their products and services.

More specifically, the purposes of this corporation include:

- a. To expand traditional relationships between business and law enforcement in order to develop innovative crime prevention programs and solutions to crime and/or public safety issues.
- b. To facilitate communication between the California business and law enforcement communities.
- c. To promote regional and local alliances of business and law enforcement leaders.
- d. To encourage the collection and dissemination of information about successful public/private partnerships that are focused on criminal or public safety issues. Distribution of information to the general public is encouraged when appropriate.

- e. To conduct studies, either directly or by grant, dealing with legal, administrative, economic, and other aspects of law enforcement, business, and/or the provision of public safety services.
- f. To prepare reports and gather information dealing with the legal, social, and economic aspects of policing for the use of private businesses, law enforcement, or other government officials.
- g. To hold conferences, symposia, educational forums, or other meetings and arrange for the presentation of lectures and papers on issues related to these purposes.
- h. To solicit and collect money for any of the purposes of the Foundation by acceptance of gifts, legacies, bequests, endowments, or otherwise to carry on activities for the purpose of raising funds and/or to invest and reinvest in any kind of property or securities and otherwise to handle and deal with or dispose of any funds collected or monies received, and the income therefrom, for any or all of the purposes of the Foundation.
- i. To conduct and carry on such other related activities as may be necessary, desirable or incidental to gaining recognition of the Foundation and the attainment of its purposes, including recognition of law enforcement accomplishments by other government agencies and private corporations.

Section 3. Lobbying. No part of the activities of the Foundation shall be for the purpose of influencing legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Other Limitations. Notwithstanding any other provision of these by-laws, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation 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 an entity that receives contributions that 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).

Section 5. Structure. The Board of Directors is ultimately responsible for the corporation and it sets policy and an annual plan of action. Many Alliance activities will be carried on by committees and task forces, which are composed of members of the Alliance. Committee and task force chairpersons shall be ratified by the Foundation Board of Directors. Reports, other publications, and any communications that purport to represent the views of the Foundation must be approved by the Board of Directors before external distribution.

- a. Standing committees are responsible for activities related to issues that are specific to an industry. Said committees shall be created at the request of an industry representative who shall provide initial direction and arrange for necessary support.
- b. Ad hoc task forces are used for issues that cross industry boundaries.

ARTICLE III

Membership, Dues, Voting Rights

Section 1. Membership. The membership of this corporation shall consist of corporations (including associations), members of the California Peace Officers' Association (hereafter referred to as CPOA), and individual members of the public.

- a. Corporate - individual businesses or associations.
- b. CPOA - any CPOA member in good standing.
- c. Individuals - individuals with an interest in promoting the goals of law enforcement and/or the public safety goals of private enterprise.

Section 2. Dues. The Board of Directors shall set any dues that are imposed. Dues are divided into three tiers: corporate, individual, and CPOA member.

Section 3. Voting. Voting is conducted by the Board of Directors unless delegated to the general membership. All members of the Board of Directors have an equal vote in Board decisions. Individual members have an equal vote on issues decided by the general membership. Unless otherwise specified in these bylaws or by the Board of Directors in operating policies for the Foundation, approval is determined by a simple majority vote of the designated members participating in a regular, special, or membership meeting of the Foundation. Voting by mail, phone or teleconferencing is allowed if all members are given an opportunity to vote on an issue.

ARTICLE IV

Meetings

Section 1. First Meeting. The initial Directors may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, at any time and place agreed to by them.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held with such notice and at such places and times as shall be determined from time to time by the Directors. At least two meetings per year shall be held, one of which will be in conjunction with the CPOA Annual Conference.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the Vice-President on the request of any two (2) Directors on ten (10) days notice to each Director.

Section 4. Membership Meetings. Meetings of the general membership shall be called by the Board of Directors at times and places, or in a manner conducive to participation by the general membership.

Section 5. Private Meetings. All meetings of the Foundation are considered private and confidential.

Section 6. Quorums. A quorum must be present to transact any business of the Foundation. The presence of 50% of the members of the Board of Directors shall constitute a quorum at a regular or special meeting of the Foundation.

ARTICLE V

Board of Directors

Section 1. General Powers. The governing body of the Foundation shall be the Board of Directors who shall control the management of the corporation subject to the restrictions imposed by law, by the Certificate of Incorporation, or by these by-laws, and who may exercise all the powers of the corporation, including the delegation of management authority to the Executive Director of CPOA.

Section 2. Specific Powers. Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers:

- a. To adopt a common seal of the corporation.
- b. To make and change policies, not inconsistent with these by-laws, for the management of the Foundation's affairs.
- c. To purchase or otherwise acquire for the Foundation any property, rights, or privileges that the Foundation is authorized to acquire.
- d. To pay for any property purchased for the Foundation either wholly or partly in money, bonds, debentures, or other securities of the Foundation.
- e. To borrow money and to make and issue notes, bonds, and other negotiable and transferable instruments, mortgages, deeds of trust, and trust agreements, and to do every act necessary to effectuate the same.
- f. To remove any officer and in unusual circumstances to devolve the powers and duties of any officer upon any director for any time as is necessary.
- g. To approve all requests for membership in the Foundation and to revoke memberships when appropriate.
- h. To determine who shall be authorized on behalf of the Foundation to make and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts, and other instruments.
- i. To determine who shall be entitled to vote in the name and behalf of the Foundation, or to assign and transfer any share of stock, bonds, or other types of securities held by this Foundation.
- j. The responsibility, authority, and rights of a Director cannot be exercised through a proxy or alternate.

Section 3. Director Compensation. Directors shall serve without salary or other compensation. Reimbursements for travel expenses shall be allowed only if budgeted.

Section 4. Composition. The Board of Directors shall consist of not fewer than eleven (11) nor more than fifteen (15) members. Directors shall be appointed by the President of CPOA with concurrence of the Foundation and CPOA Boards of Directors. The composition of the Board of Directors shall include at least five business representatives, four law enforcement representatives who are members of CPOA, a representative of the CPOA Board of Directors, plus one Foundation member-at-large.

- a. Each appointment to the Board of Directors shall be for a term of two (2) years with the exception that half of the initial appointees will serve a three year term. Thereafter all appointees will serve two-year terms.
- b. Any vacancy occurring on the Board of Directors prior to the end of the term of office of any Director shall be filled by appointment by the President of CPOA with concurrence of the Foundation Board of Directors.

Section 5. Removal. Any Director may be removed for just cause by the President of CPOA with concurrence of the Foundation and CPOA Boards of Directors.

Section 6. Absences. A Board member who has three or more unexcused absences shall be deemed to have resigned from the Board and a successor shall be appointed to serve the remainder of the vacated term. The Board shall determine whether an absence is excused or unexcused.

ARTICLE VI

Officers

Section 1. Numbers and Titles. The officers of this corporation shall be President, Vice President, and Treasurer. No more than one law enforcement representative shall be eligible to be an officer of the Foundation.

Section 2. Election and Term of Office. The Board of Directors shall elect all officers of the Foundation at the annual meeting. All officers shall take office immediately upon installation and shall serve for the term of one (1) year or until their successors are duly qualified and elected.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.

Section 4. President. The President shall be the chief elected officer of the Foundation and shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may execute all contracts, deeds, certificates, bonds, or other obligations authorized by the Board of Directors and sign certificates of stock and records or certificates required by law or by orders of the Board of Directors. The President shall perform such other duties as may, from time to

time, be prescribed by the Board of Directors. Such duties as noted above may be delegated to the Executive Director at the determination of the Board of Directors.

Section 5. Vice President The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Treasurer. The Treasurer shall: (1) exercise general supervision over the receipt and disbursement of all Foundation funds, (2) have official custody of all Foundation funds, (3) countersign all checks disbursing sums in excess of the amount established in the Foundations operating policies, (4) coordinate the preparation of financial reports requested by the Board of Directors, (5) report on the financial status of the Foundation at the annual meeting, and (6) perform such other duties as directed by the Board of Directors or as provided elsewhere in these bylaws.

ARTICLE VII

Executive Director and Staff

Section 1. Duties. The Executive Director of CPOA or his/her designee shall act as the Executive Director of the Foundation. Under the general direction of the Board of Directors, the Executive Director shall serve as the general manager and chief public relations officer of the Foundation and shall direct the activities and services of the Foundation. He/she shall maintain adequate records and files of proceedings, propose to the Board of Directors such activities and programs as he/she deems pertinent to the purposes and objectives of the Foundation, and shall perform any other duties as may properly pertain to his/her office.

The Executive Director shall serve as the Secretary to the Board of Directors. He/she shall attend all meetings of the Board of Directors and shall make arrangements for recording votes and minutes of all proceedings. He/she shall attend to the giving and serving of all notices of the Foundation. He/she shall be the custodian of all papers brought before the Board of Directors for action or ordered on file; and also of all written contracts, deeds, insurance policies, leases, records, and evidences of title to real estate and other property (except moneyed securities) owned, held, or controlled by the Foundation.

The Executive Director shall have custody of the corporate seal and shall affix and attest documents, and, in general, perform all the duties incident to the office, subject to the control of the Board of Directors, and such other duties and exercise such powers as the President, the officers, or the Board of Directors may confer upon him/her.

Section 2. Compensation. The Executive Director and any staff assigned to the Foundation shall be compensated in a manner determined by the Foundation Board of Directors and with the concurrence of the CPOA Board of Directors.

ARTICLE VIII

Fiscal

Section 1. Fiscal Year. The operating year for the Foundation shall be from July 1 through June 30 of the following year.

Section 2. Audits/Fiscal Reports/Records. The accounts of the Foundation shall be audited annually. Appropriate fiscal reports shall be made available to the Attorney General, Secretary of State, and other persons as required by law. The Executive Director is responsible for maintaining accounting and all other financial records for the Foundation in sufficient detail to support these activities and those prescribed by the Board of Directors.

Section 3. Budget and Expenditures. After consultation with the Directors and Treasurer, the Executive Director shall prepare a budget prior to July 1 of each year that shall detail the actions to be taken to generate revenues and that shall verify and authorize the expenditures of funds for expenses. Expenditures not provided for in the annual budget must be approved by the Board of Directors prior to expenditure of those funds.

Section 4. Disbursement Limitation. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its employees, Directors, trustees, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE IX

Indemnification

Section 1. Indemnification. To the fullest extent permitted by the law, the Foundation shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. "Agents" for this purpose shall include Foundation and CPOA Directors, officers and employees.

ARTICLE X

Amendments

Section 1. Amendment of By-laws. Written notice of proposed amendments shall be mailed to each Director of the Foundation no less than thirty days prior to a vote on the amendments. These by-laws may be amended by a two-thirds vote

of the Directors present at any meetings of the Board of Directors. Any amendment to these by-laws shall be ratified by a two-thirds vote of the CPOA Board of Directors present at a regularly scheduled meeting.

ARTICLE XI

Dissolution

Section 1. Dissolution of the Foundation. The term of existence of the Foundation shall be perpetual. However, in the event of dissolution by the CPOA Board of Directors and after payment of all liabilities of the Foundation, the Directors shall dispose of all remaining assets exclusively for charitable and/or educational purposes consonant with the specific purposes set forth in Article II.

California Peace Officers' Foundation Bylaws as adopted 1937, and amended, 1982, 1989, July 15, 1996