

# BYLAWS

## CALIFORNIA POLICE ACTIVITIES LEAGUE, INC.

A California Non-Profit Public Benefit Corporation

### ARTICLE I

#### NAME AND PURPOSE

##### Section 1.01 Names

California Police Activities League, hereafter referred to as the Corporation, is the name of this organization.

##### Section 1.02 Primary Purpose

The specific and primary purpose for which this Corporation is formed is to provide assistance to the various police/sheriff athletic leagues, police/sheriff activities leagues, and other youth activities organizations sponsored by law enforcement agencies throughout California (collectively referred to in these by laws as "police activities leagues"). The Corporation is organized for the channeling of information, instruction, financial assistance and all other matters common to such police activities leagues so as to further and promote their purpose of providing guidance to the youth of the State of California in recreational, educational and creative activities.

##### Section 1.03 Incidental Purposes

Incidental to and in order to carry out the foregoing purposes, the Corporation shall have and possess, subject to the provisions of restated the Articles of Incorporation, these Bylaws, and the California Nonprofit Corporation Law of 1980, all powers now or hereafter conferred upon nonprofit public benefit corporations by the laws of the State of California, including, without limiting the generality of the foregoing, the power:

- (a) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed;
- (b) To purchase or otherwise acquire, own, hold, sell, lease, have, use, assign, transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.
- (c) To purchase or otherwise acquire, own, hold, have, take possession of, use, sell, exchange, assign, convey, lease, or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.
- (d) To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

51 (e) To carry into effect any one or more of the objects and purposes herein  
52 above set forth and to that end to do any one or more of the acts and  
53 things aforesaid, and likewise any and all acts or things necessary or  
54 incidental thereto; and, in conducting or carrying on its activities, and  
55 for the purpose of promoting or furthering any one or more of its said  
56 objects or purposes, to exercise any or all of the powers herein above  
57 set forth in the restated Articles of Incorporation, or this Bylaw, and  
58 any other or additional power now or hereafter authorized by law,  
59 either alone or in conjunction with others, as principal, agent or  
60 otherwise; provided, however, that this Corporation shall not have  
61 power to, and shall not carry on propaganda, or otherwise attempt to  
62 intervene in (including the publishing or distributing of statements),  
63 any political campaign on behalf of any candidate for public office.  
64

65 Notwithstanding any of the foregoing statements of purposes and powers, this  
66 Corporation shall not engage in activities which in themselves are not in  
67 furtherance of the charitable purposes set forth herein.  
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69 **Section 1.04 Qualifications as Tax Exempt Charity**

70 It is the objective of this Corporation to maintain its recognition as exempt from  
71 taxation as a public charity under Section 501(c) (3) of the Internal Revenue  
72 Code of the United States, and the equivalent provisions of the Revenue and  
73 Taxation Code of the State of California. The Board of Directors shall be and  
74 hereby is authorized to take such action as may be necessary and appropriate to  
75 cause the Corporation's tax-exempt charitable status to be preserved in the  
76 manner required by law.  
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78 **ARTICLE II**  
79 **OFFICES**  
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81 **Section 2.01 Principal Offices**

82 The principal office of the Corporation for its transaction of business is located in  
83 the City of San Leandro, California.  
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85 **Section 2.02 Change of Address**

86 The Board of Directors is hereby granted full power and authority to change the  
87 principal office of the Corporation from one location to another in California.  
88 Any such change shall be noted by the Secretary in these Bylaws, but shall not be  
89 considered an amendment of these Bylaws.  
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92 **ARTICLE III**  
93 **MEMBERS**  
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95 **Section 3.01 Classification of Members**

96 The Corporation shall have one class of Members ("Members"). Members shall  
97 have the right to vote, as set forth in these Bylaws, on the election of Directors, on  
98 the disposition of all or substantially all of the corporation's assets, on any merger  
99 and its principal terms and any amendment of those terms, and on any election to  
100 dissolve the Corporation. In addition, those Members shall have all rights  
101 afforded Members under the California Nonprofit Public Benefit Corporation  
102 Law.

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**Section 3.02 Eligibility for Membership**

Any “person”, as defined in Section 5065 of the California Corporations Code that is also an “agency” as defined in Section 3.03 of these Bylaws is eligible to be a Member of the Corporation, subject to the provisions of these Bylaws.

**Section 3.03 Qualification of Members**

Membership in this Corporation shall be open to any police activities league in the State of California. For purposes of these Bylaws, "police/sheriff activities league" shall mean the following:

- (1) Definition: Any agency (an “Agency”) that is part of or directed by a public law enforcement agency of a state, city, county, town or village located in California, conducting various programs for youth, which agency may be a Police Department, Sheriff’s Department or a police-directed agency, and which accepts the purposes and objectives of the Corporation.
- (2) Each Agency shall designate a delegate (a "Delegate") who shall attend meetings of the Members. Each such Delegate shall be a Member in good standing of the Agency he or she represents, or a civilian who is duly authorized to represent the Agency which is the Member. Each Agency application shall be approved by a majority of the Board of Directors.
- (3) Each Agency's Delegate shall have the right to attend and participate at all meetings of Members and vote on behalf of its Agency at all elections in which Members may vote. In the event the Delegate cannot attend any meeting or participate in any election at which Members may attend or participate; only the Agency shall have the right to designate an alternative delegate to attend in writing.

**Section 3.04 Admission to Membership**

- a). Any agency eligible for membership under Section 3.02 of these Bylaws and qualified for membership under Section 3.03 of these Bylaws, shall be admitted to membership only on the approval of the Board of Directors and by application submitted by such Agency in the form and in such manner as shall be prescribed by the Board of Directors, and on the payment of the first annual dues as specified in Section 3.05 of these Bylaws.
- b). Those PAL chapters who have submitted an application and met all requirements under Section 3.02 of these Bylaws but have not renewed their membership with the organization for more than 1 full year will require the approval of Reinstatement from the Board of Directors

**Section 3.05 Dues, Fees and Assessments**

- a) The Board of Directors shall establish and set annual membership dues and other assessments from time to time.
- b) Annual membership dues shall be due and payable in advance on or before January 1 of the applicable year. The corporation will send first and second dues notices to Members on or about November 1 and December 1 prior to the applicable year.

- 155 c) A Member will not be considered to be in “good standing” if its annual  
156 dues have not been received by January 15 of the applicable year.  
157 d) Only Members in “good standing” are eligible to participate in  
158 Corporation-sponsored activities or apply to participate in such activities.  
159 e) Failure to pay annual dues will result in the Member’s expulsion in  
160 accordance with the procedures set forth in these Bylaws.

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162 **Section 3.06 Number of Members**

163 There shall be no limit on the number of Members the Corporation may admit.

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165 **Section 3.07 Transferability of Membership**

166 Neither the membership in the Corporation nor any rights in the membership may  
167 be transferred or assigned for value or otherwise.

168

169 **Section 3.08 Membership Roster**

170 The Corporation shall keep in written form a membership roster containing the  
171 name and address of each Member. Such roster shall be kept at the principal  
172 office of the Corporation and shall be subject to the rights of inspection required  
173 by law, and as set forth in Section 3.09 of these Bylaws.

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175 **Section 3.09 Inspection Rights of Members**

176 This Corporation shall keep records as required in Article X below. Unless the  
177 Corporation provides a reasonable alternative as provided below, any Member  
178 may do either or both of the following for a purpose reasonably related to the  
179 Member’s interest as a Member:

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a) Inspect and copy the records containing Member’s names, addresses, and  
181 voting rights during usual business hours on five days’ prior written  
182 demand on the Corporation, which must state the purpose for which the  
183 inspection rights are requested; or

184

b) Obtain from the Secretary of the Corporation, on written demand and  
185 tender of a reasonable charge, a list of names, addresses, and voting rights  
186 of Members who are entitled to vote for Directors as of the most recent  
187 record date for which that list has been compiled, or as of the date, after  
188 the date of demand, specified by the Member. The demand shall state the  
189 purpose for which the list is requested. The Secretary shall make this list  
190 available to the Member on or before the later of ten days after the demand  
191 is received or the date specified in the demand as the date as of which the  
192 list is to be compiled.

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c) The Corporation reasonably believes that the information will be used for  
194 a purpose other than one reasonably related to a Member’s interest as a  
195 Member, or if it provides a reasonable alternative under this Section, it  
196 may deny the Member access to the membership list.

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d) Any inspection and copying under this Section may be done in person or  
198 by the Member’s agent or attorney. The right of inspection includes the  
199 right to copy and make extracts.

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e) On written demand on the Corporation, any Member may inspect, copy,  
201 and make extracts of the accounting books and records and the minutes of  
202 the proceedings of the Members, the Board of Directors, and committees  
203 of the board at any reasonable time for a purpose reasonably related to the  
204 Member’s interest as a Member. Any such inspection and copying may be  
205 made in person or by the Member’s agent or attorney. This right of  
206 inspection to the records of any subsidiary of the Corporation.

207 f) Every Director shall have the absolute right at any reasonable time to  
208 inspect the Corporation's books, records, documents or every kind,  
209 physical properties, and the records of each subsidiary. The inspection  
210 may be made in person or by the Director's agent or attorney. The right of  
211 inspection includes the right to copy and make extracts of documents.  
212

213 **Section 3.10 Members Permitted to Exercise Rights of Inspection**

214 (a) The rights of inspection set forth in Section 3.11(a) of these Bylaws  
215 may be exercised by the following:

- 216 (1) Any Member, for a purpose reasonably related to such  
217 Agency's interest as a Member; and
- 218 (2) The authorized number of Agency Members for a purpose  
219 reasonably related to the Members' interest as Members.  
220

221 **Section 3.11 Alternative Method of Achieving Purpose**

222 (a) The Corporation may, within ten (10) business days after receiving a  
223 (demand pursuant to Section 3.09(a) of these Bylaws), deliver to the person  
224 or persons making the demand a written offer of an alternative method of  
225 achieving the purpose identified in said demand without providing access to  
226 or a copy of the membership list. An alternative method, which reasonably  
227 and in a timely manner accomplishes the proper purpose set forth in a  
228 demand made pursuant to Section 3.09(a) of these Bylaws, shall be deemed  
229 reasonable; unless within a reasonable time after acceptance of the offer, the  
230 Corporation fails to do those things which it offered to do. Any rejection of  
231 the offer shall be in writing and shall indicate the reasons why the alternative  
232 proposed by the Corporation does not meet the proper purpose of the demand  
233 made pursuant to Section 3.09(a) of these Bylaws.  
234

235 **Section 3.12 Non-Liability of Members**

236 A Member of the Corporation shall not solely, because of such membership, be  
237 personally liable for the debts, obligations, or liabilities of the Corporation.  
238

239 **Section 3.13 Termination of Membership – Causes**

- 240 (a) The membership and all rights of membership shall automatically  
241 terminate on the occurrence of any of the following causes:
- 242 (1) The voluntary resignation of a Member; or
  - 243 (2) Where a membership is issued for a period of time, the  
244 expiration of such period of time; or
  - 245 (3) The dissolution of a Agency Member or cessation of its  
246 business as a "Police/Sheriff Activities League" as define  
247 above; and or
  - 248 (4) The nonpayment of dues, subject to the limitations set forth in  
249 Section 3.05 of the Bylaws.  
250

251 **Section 3.14 Effect of Termination**

252 All rights of a Member in the Corporation and in its property shall cease on the  
253 termination of such Member's membership. Termination of a Member's rights in  
254 the Corporation shall terminate the rights of that Member's Delegate to serve as a  
255 Director of the Corporation, if applicable. If such a Directorship becomes vacant  
256 as a result of the termination of a Member's rights, the vacancy shall be filled in a  
257 manner consistent with Sections 5.03 and 5.09 below. Termination shall not  
258 relieve the Member from any obligation for charges incurred, services or benefits

259 actually rendered, dues, assessments, or fees, or arising from contract or  
260 otherwise. The Corporation shall retain the right to enforce any such obligation or  
261 obtain damages for its breach.

262

263 **Section 3.15 Suspension and Other Sanctions**

264 Subject to the rights of a Member under Article IV of these Bylaws, a Member  
265 whose actions are deemed not to be in the best interest of the Corporation (as  
266 determined by the Board of Directors) shall be subject to sanctions by the Board  
267 of Directors.

268

269 **Section 3.16 Member in Good Standing**

270 To be a Member PAL Chapter in good standing, the PAL chapter must pay the  
271 annual dues as designated by the Board of Directors, maintain group liability and  
272 medical insurance, the representative must attend one (1) state or regional meeting  
273 per year and/or participate in one (1) state PAL youth sponsored event per year,  
274 unless the Board excuses the absences. The annual calendar year of the  
275 association shall commence on January 1 of each year. Members not in good  
276 standing are not entitled to voting privileges and are not eligible for membership  
277 and its privileges from California PAL.

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281 **ARTICLE IV**  
282 **GRIEVANCE PROCEDURE**

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284 **Section 4.01 Suspension or Termination Procedure**

285 If grounds appear to exist for suspending or terminating a Member under Article  
286 III of these Bylaws, the following procedure shall be followed:

- 287 (a) The Board shall give the Member at least 30 days' prior notice of the  
288 proposed suspension or termination and the reasons for the proposed  
289 suspension or termination. Notice shall be given by any method  
290 reasonably calculated to provide actual notice. Notice given by mail shall  
291 be sent by first-class or registered mail to the Member's last address as  
292 shown on the Corporation's records.
- 293 (b) The Member shall be given an opportunity to be heard, either orally or in  
294 writing, at least ten (10) days before the effective date of the proposed  
295 suspension or termination. The hearing shall be held, or the written  
296 statement considered, by the Board or by a committee or person  
297 authorized by the Board to determine whether the suspension or  
298 termination should occur.
- 299 (c) The Board, committee, or person shall decide whether the Member should  
300 be suspended, expelled, or sanctioned in any way. The decision of the  
301 board, committee, or person shall be final.
- 302 (d) Any action challenging an expulsion, suspension, or termination of  
303 membership, including a claim alleging defective notice must be  
304 commenced within one year after the date of the expulsion, suspension, or  
305 termination.
- 306 (e) A Member, or its Delegate, who has been suspended may, upon correction  
307 of the default or issue prompting suspension, reapply to the Board of  
308 Directors for reinstatement. A Member or Delegate who has been  
309 expelled may not reapply for reinstatement.

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**ARTICLE V**  
**MEMBERSHIP MEETINGS**

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**Section 5.01 Place**

Meetings of the Board of Directors are held at the principal office of the Corporation or at such location as may be designated from time to time by resolution of the Board of Directors.

**Section 5.02 Regular Meetings**

An annual meeting of Members shall be held in the spring and fall of each year, unless the board fixes another date or time and so notifies Members as provided in Section 5.03 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, Directors shall be elected and other proper business may be transacted, subject to these Bylaws. The Members may meet in “regular meetings” up to two times each calendar year for the purpose of conducting such proper business as may come before the meeting.

**Section 5.03 Special Meetings**

Special meetings of Members shall be called by the Board of Directors or the President of the Corporation and held at such place as is fixed in Section 5.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five percent (5%) of the Members of the Corporation may call special meetings for any lawful emergency purpose.

**Section 5.04 Notice of Meetings**

Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this section to each Member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Notice of any meeting of Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address or that Member as it appears 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 either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the Corporation’s principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

- (a) Members shall be notified prior to every membership meeting. No membership meeting may be adjourned more than fourteen (14) days. If a meeting is adjourned to another time and place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member of record who, on the record date for notice

363 of the meeting, is entitled to vote at the meeting.  
364 (b) The notice shall state the place, date, and time of the meeting.  
365

366 **Section 5.05 Voting Rights and Privileges**

367 Each Member is required to send to Corporation headquarters a written notice  
368 thirty (30) days prior to any Annual or Special meeting of the Members stating the  
369 name and address of the Delegate and his or her alternate, in the event the  
370 Delegate is unable to attend. In the event that both the Delegate and his or her  
371 alternate cannot attend the Annual or Regular Special meeting, or in the event the  
372 Member did not designate an alternate, then, in either event, the Member (limited  
373 to one time per calendar year) may designate, in writing, to the Corporation  
374 headquarters on or before ten (10) business days from the start of a Annual or  
375 Regular Special meeting, the name and address of the Delegate who is to attend  
376 and vote at the meeting.  
377

378 **Section 5.06 Validation of Meeting**

379 The transactions of any meeting of Members, however called and noticed, and  
380 wherever held, shall be as valid as though had at a meeting duly held after regular  
381 call and notice, if a quorum is present, and if, either before or after the meeting,  
382 each of the persons entitled to vote but not present in person, signs a written  
383 waiver of notice, a consent to the holding of a meeting, or an approval of the  
384 minutes of the meeting. All such waivers, consents, and approvals shall be filed  
385 with the corporate records and made a part of the minutes of the meeting.  
386

387 **Section 5.07 Quorum**

388 A quorum at any meeting of Members shall consist of a twenty-five percent  
389 (25%) of the voting power, represented in person. For purposes of this Bylaw,  
390 "voting power" means the power to vote for the election of and any other business  
391 that comes before the membership. Only Members, as defined in Section 3.03(a)  
392 shall have the right to vote for the election of Directors.  
393

394 **Section 5.08 Adjournment for Lack of Quorum**

395 In the absence of a quorum, any membership meeting may be adjourned from  
396 time to time by the vote of a majority of the votes represented in person.  
397

398 **Section 5.09 Voting of Membership**

399 Each Member in good standing is entitled to one vote on each matter submitted  
400 to a vote of the Members.  
401

402 **Section 5.10 Record Date of Membership**

403 (a) The record date for the purpose of determining the Members entitled to  
404 notice of any meeting of Members is forty-five (45) days before the date of  
405 the meeting of Members. The record date for the purpose of determining the  
406 Members entitled to vote at any meeting of Members is thirty (30) days  
407 before the date of the meeting of Members.

408 (b) Cumulative voting is not authorized for the election of Directors or for  
409 any other purpose.  
410

411 **Section 5.11 Proxy Voting**

412 Members entitled to vote for Directors or any other matter before the member-  
413 ship may not vote or act by proxy, but may appoint alternate delegate in  
414 accordance with Section 3.03 (a), (3).



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**Section 5.12 Election of Directors**

Directors may be elected by written ballot only at any meeting of Members where Directors are elected.

**Section 5.13 Conduct of Meeting**

- (a) The President of the Corporation or, in his or her absence, any other person chosen by a majority of the Members present in person shall be Chair of, and shall preside over, the meetings of the Members.
- (b) The Secretary of the Corporation shall act as the secretary of all meetings of Members; provided that in his or her absence, the Chair of the meetings of Members shall appoint another person to act as secretary of the meetings.
- (c) The Robert's Rules of Order, (latest edition) as amended from time to time shall govern the meetings of Members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

**ARTICLE VI  
BOARD OF DIRECTORS**

**Section 6.01 Number of Directors**

This Corporation shall have nine (9) Directors.

**Section 6.02 Qualifications**

Each of the Directors of the Corporation shall be the duly authorized Delegate of a member in good standing and shall have served as a Delegate for at least one (1) year. No more than two (2) delegates from any one law enforcement agency can serve on the board at one time.

**Section 6.03 Terms of Office**

Each Director shall hold office for three (3) years from the date of such Director's election, and until such Director's successor is elected and qualified under Section 5.02 of these Bylaws. The Director's terms shall be staggered, so that at each annual meeting of the Members where Directors are elected, at least three Directors shall be elected for new terms. In the event a Director is removed at a Regular or Special meeting of the board as authorized by these Bylaws, the President of the Board of Directors may appoint with the approval of the board a successor to fill the remainder of the removed director's term.

**Section 6.04 Nomination**

Any person qualified to be a Director under Section 6.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

**Section 6.05 Election**

- a). The Directors shall be elected at the Annual or Regular meeting as prescribed by Section 5.02 of these Bylaws. When Members vote for individual candidates, those candidates receiving the highest number of votes, up to the number of Directors needed shall be elected.

466 Directors may serve two or more successive 3-year terms upon re-election  
467 in accordance with these Bylaws; provided they continue to meet the  
468 qualifications to be a Director as provided in Section 6.02 of these Bylaws.  
469 b). No person shall be a candidate for more than one (1) office at the  
470 same election. No officer shall hold more than one (1) office at the same  
471 time.

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473 **Section 6.06 Compensation**

474 The Directors shall serve without compensation except that they may be  
475 reimbursed or advanced their actual and necessary expenses incurred in attending  
476 the meetings of the Board.

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478 **Section 6.07 Place of Meetings**

479 (a) **Location**

480 The meetings of the Board of Directors shall be held at the  
481 principal office of the Corporation or at such location as may be  
482 designated from time to time by resolution of the Board of Directors.

483 (b) **Call of Meetings**

484 The President, Vice-President, Secretary, or any two (2) Directors may  
485 call meetings of the Board.

486 (c) **Time of Regular Meetings**

487 Regular meetings of the Board shall be held, without call or notice, at the  
488 principal office of the Corporation, or other location specified, monthly on  
489 the third Thursday of each month, at 8:30 a.m., unless otherwise noticed.

490 (d) **Special Meetings/Emergency Meetings**

491 Special meetings of the Board may be called by the President, Vice  
492 President, Secretary, or any two (2) Directors. Special meetings  
493 shall be held on ten (10) days' notice by first-class mail, postage  
494 prepaid, or on forty-eight (48) hours' notice delivered personally or by  
495 telephone, e-mail or telecopier. Notwithstanding the foregoing, any  
496 emergency meeting of the Board held on less than 48 hour notice may be  
497 ratified by the unanimous written consent of the Board of Directors after  
498 the meeting. Such consents shall be filed with the corporate records and  
499 made a part of the minutes of the meetings .

500 (e) **Quorum**

501 A majority of the authorized number of Directors constitutes a quorum of  
502 the board for the transaction of business.

503 (f) **Transactions of Board**

504 Except as otherwise provided in the Articles, in these Bylaws, or by  
505 law, every act or decision done or made by a majority of the Directors  
506 present at a meeting duly held at which a quorum is present is the act of  
507 the Board.

508 (h) **Conduct of Meetings**

509 The President of the Corporation, or, in his or her absence, the Vice  
510 President shall preside at meetings of the Board of Directors. In the event  
511 that neither the President nor the Vice President is present, the Secretary  
512 shall preside at the meeting.

513 (i) **Adjournment**

514 A majority of the Directors present, whether or not a quorum is present  
515 may adjourn any meeting to another time and place. If the meeting is  
516 adjourned for more than twenty-four (24) hours, notice of the adjournment  
517 to another time or place must be given prior to the time of the adjourned

518 meeting to the Directors who were not present at the time of the  
519 adjournment.

520

521 **Section 6.08 Action Without Meeting**

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

527

528 **Section 6.09 Removal of Directors**

529 **a) Removal for Cause**

530 The Board may declare vacant the office of a Director on the occurrence of  
531 any of the following events:

- 532 (1) The Director has been declared to be of unsound mind by a final order  
533 of court; or  
534 (2) The Director has been convicted of a felony; or  
535 (3) The Director has failed to attend three (3) regularly scheduled  
536 meetings of the Board within one (1) year.  
537 (4) The Director has been found by a court to have breached fiduciary  
538 duties with respect to the charitable trust assets Agency of which the  
539 Director is a Delegate, or the Director himself or herself, is no longer a  
540 Member in good standing of the Corporation, and the membership has  
541 been terminated in accordance with section 3.11 above.  
542 (5) The Board of Directors, by a majority vote of the Directors who meet  
543 all of the required qualifications to be a Director, may declare vacant  
544 the office of any Director who fails or ceases to meet any required  
545 qualification that was in effect at the beginning of that Director's  
546 current term of office.

547

548 **b) Removal Without Cause**

549 Any or all of the Directors may be removed without cause if, where the  
550 Corporation has fewer than fifty (50) Members, such removal shall be  
551 approved by a majority of all Members who are eligible to vote at an election  
552 of Directors pursuant to Section 5033 of the Corporations Code; or where the  
553 Corporation has more than fifty (50) Members, such removal shall be  
554 approved by the Members within the meaning of Section 5034 of the  
555 Corporations Code.

556

557 **Section 6.10 Resignation of Director**

558 Any Director may resign effective on giving written notice to the President, the  
559 Secretary, or the Board of Directors of the Corporation, unless the notice specifies  
560 a later time for the effectiveness of such resignation. A Director's resignation shall  
561 be effective as to all offices occupied by that person at the time of the resignation.  
562 If the resignation is effective at a future time, a successor may be elected to take  
563 office when the resignation becomes effective.

564

565 **Section 6.11 Vacancies in the Board**

566 **(a) Causes**

567 Vacancies on the Board of Directors shall exist on the death, resignation,  
568 disqualification, or removal of any Director; whenever the number of

569 Directors authorized is increased; and on the failure of the Members in any  
570 election to elect the full number of Directors authorized.

571

572 **(b) Filling Vacancies by Directors**

573 Except as otherwise provided in the Articles or these Bylaws and except for  
574 a vacancy created by the removal of a Director pursuant to Section 6.09 of  
575 these Bylaws, vacancies on the Board of Directors may be filled by the  
576 President of the Corporation with the approval of the Board of Directors, or, if  
577 the number of Directors then in office is less than a quorum, by (1) the  
578 unanimous written consent of the Directors then in office; (2) the affirmative  
579 vote of a majority of the Directors then in office at a meeting held pursuant to  
580 notice or waivers of notice as provided in Section 6.07(d) of these Bylaws; or  
581 (3) a sole remaining Director. If a Director is removed from or resigns as a  
582 Delegate to his or her sponsoring-Agency Member, such Director shall  
583 immediately submit his or her resignation from the Board of Directors to the  
584 President of the Corporation, and the vacancy shall be filled by the Board of  
585 Directors in the manner provided by this subparagraph (b). All appointments  
586 to fill vacancies on the Board made by the Directors pursuant to the  
587 procedures in this subparagraph (b) shall be for the remainder of the unexpired  
588 term ending on the date of the next Annual or Regular meeting of the  
589 Members, at which time the position shall be filled by the election of the  
590 Members. Each Director appointed to fill a vacancy shall serve until his or  
591 her successor is qualified and elected.

592

593 **(c) Filling Vacancies by Members**

594 Vacancies created by removal of Directors (as opposed to death, resignation  
595 or disqualification) shall be filled only by the approval of the Members  
596 eligible to vote at an election for Directors within the meaning of Section  
597 5034 of the Corporations Code. The Members may elect a Director at any  
598 time to fill any vacancy not filled by the Directors.

599

600

601

**ARTICLE VII  
OFFICERS**

602

603

604 **Section 7.01 Number and Titles**

605 The officers of the Corporation shall be a President, a Vice President, a Secretary,  
606 a Treasurer, a Sergeant-at-Arms, an Executive Director and such other officers  
607 with such titles and duties as shall be determined by the Board and as may be  
608 necessary to enable it to sign documents. The President is the Chief Executive  
609 Officer of the Corporation.

610

611 **Section 7.02 Appointment and Resignation**

612 The officers shall be chosen at the Annual meeting of the voting Members at the  
613 time the Board is elected. When the Directors are elected individually, the officers  
614 shall be appointed by the Board as soon as it has been constituted. All officers  
615 shall serve at the pleasure of the Board, subject to the rights, if any, of an officer  
616 under any contract of employment. Any officer may resign at any time on written  
617 notice to the Corporation without prejudice to the rights, if any, of the  
618 Corporation under any contract to which the officer is a party.

619

620

621 **Section 7.03 President**

622 The President shall be the Chief Executive Officer of the Corporation and shall  
623 have general supervision over the business of the Corporation, subject, however,  
624 to the control and supervisory powers of the Board of Directors. To qualify to  
625 serve as President, a candidate must have served for a period of at least one (1)  
626 year on the Board of Directors. The President:

- 627 (a) Shall preside at all membership meetings and meetings of the Board of  
628 Directors.
- 629 (b) May sign and execute, in the name of the Corporation, deeds,  
630 mortgages, leases, bonds, contracts and other instruments duly  
631 authorized by the Board of Directors, and generally shall perform all  
632 duties as may from time to time be assigned by the Board of Directors.
- 633 (c) Shall chair of the Executive Committee, as defined in Section 8.01.  
634 The President shall be empowered to call special meetings of the  
635 Executive Committee, as he or she deems necessary.
- 636 (d) Shall make chair appointments to all committees, subject to the  
637 approval of the Board of Directors. In the event of death or resignation  
638 of an officer, the President shall appoint a replacement for the  
639 remainder of the term, subject to the approval of the Board of  
640 Directors.

641

642 **Section 7.04 Vice President**

643 At the request of the President or in his or her absence or disability, the Vice  
644 President shall:

- 645 (a) Perform all duties of the President and, when so acting, shall have all  
646 the powers of, and be subject to all restrictions upon, the President.
- 647 (b) Serve as the chair of the Bylaws and Policies and Procedures  
648 Committee.
- 649 (c) In the event of the resignation, death or incapacity of the President,  
650 assume the duties of the President for the remainder of the term of  
651 office.
- 652 (d) Perform such other duties as may, from time to time; be assigned to  
653 him or her by the Board of Directors or the President.

654

655 **Section 7.05 Secretary**

656 At the request of the President or in his or her absence or disability, the Secretary  
657 shall:

- 658 (a) Certify and keep at the office of the corporation or at such other place  
659 as the Board of Directors may order the original or a copy of the by-  
660 laws, as amended.
- 661 (b) Keep at the office of the Corporation, or at such other place as the  
662 Board of Directors may order, a book of minutes of all meetings of the  
663 Directors and Members, recording therein the time and place of  
664 holding, whether regular or special, and if special, who authorized the  
665 notice thereof given, and the proceedings thereat.
- 666 (c) See that all notices are duly given in accordance with the provisions of  
667 these Bylaws or as required by law.
- 668 (d) Be custodian of the records and seal of the Corporation.
- 669 (e) Keep, or cause to be kept, at the principal office of the Corporation, a  
670 membership roster in tangible form, containing the name and address  
671 of each Member.

- 672 (f) Exhibit at all reasonable times to any Director, upon application, the  
673 Bylaws, the membership roster and minutes of the proceedings of the  
674 Members and of the Directors of the Corporation.  
675 (g) In general perform all duties of the office of Secretary of the Board of  
676 Directors.  
677 (h) Perform such other duties as may, from time to time; be assigned to  
678 him or her by the Board of Directors or the President.

679

#### 680 **Section 7.06 Treasurer**

681 At the request of the President or in his or her absence or disability, the Treasurer  
682 shall:

- 683 (a) Receive and have charge of all funds of the Corporation and shall  
684 disburse such funds only as directed by the Board of Directors.  
685 (b) Keep and maintain, or cause to be kept and maintained, adequate and  
686 correct accounts of the properties and business transactions of the  
687 Corporation, including accounts of its assets, liabilities, receipts,  
688 disbursements, gains and losses.  
689 (c) Cause, with the assistance of the Executive Director and the  
690 Corporation's certified public accountants, a financial audit statement,  
691 or an annual report to be prepared and sent to the Members at the  
692 conclusion of each fiscal year. The fiscal year of this Corporation is  
693 from July 1 through June 30 of each year.  
694 (d) File in a timely manner, all State and Federal Tax reports (including  
695 informational returns to the State Registry of Charitable Trusts) and  
696 other publicly required reports as may be necessary. All accounts shall  
697 at all times be open to inspection by any Member or Director of the  
698 Corporation, and reviewed by the Finance Committee in July and  
699 January of each year.  
700 (e) Submit, with the assistance of the Executive Director and the  
701 Corporation's certified public accountants, a draft annual budget for  
702 the Corporation to the Board of Directors in June of each year, for  
703 consideration and adoption by Board of Directors.  
704 (f) Perform all duties incident to the office of Treasurer.  
705 (g) Perform such other duties as may, from time to time; be assigned to  
706 him or her by the Board of Directors or the President.

707

#### 708 **Section 7.07 Sergeant-At-Arms**

709 The Board shall appoint, from among the Directors, a Sergeant-At-Arms, who  
710 shall:

- 711 (a) Be an executive officer of the Corporation;  
712 (b) Preserve order at all meetings;  
713 (c) Be responsible for keeping an accurate list of registrants for each  
714 conference and business meeting;  
715 (d) Submit a beginning and final credentials report for each conference;  
716 (e) Be responsible for the security of all meeting materials before, during  
717 and after all meetings;  
718 (f) Perform such other duties as may, from time to time; be assigned to  
719 him or her by the Board of Directors or the President.

720

721

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723

724 **ARTICLE VIII**  
725 **COMMITTEES**

726  
727 **Section 8.01 Executive Committee**

728 The Executive Committee shall consist of:

- 729 (a) President
- 730 (b) Vice president
- 731 (c) Secretary
- 732 (d) Treasurer
- 733 (e) Sergeant-At-Arms
- 734 (f) Executive Director

735  
736 The Executive Committee shall be authorized to take such action, on behalf of the  
737 Board of Directors, as may be reasonably necessary to conduct the orderly  
738 governance and business of the Corporation, provided, however, that the  
739 Committee shall report to the full Board of Directors at the next regularly  
740 scheduled Board meeting, of any action so taken. Minutes of the proceedings of  
741 the Executive Committee shall be kept with the minutes of the Board of Directors.  
742

743 **Section 8.02 Standing Committees**

- 744 (a) Bylaws and Policy and Procedures Committee – This committee shall  
745 review and make recommendations to the Board of Directors  
746 concerning amendments to the governing documents of the  
747 Corporation as may be necessary. Additionally, this committee  
748 reviews policies pertaining to the Corporation and makes  
749 recommendations to the Board of Directors. This committee also  
750 writes policies recommended by the Board of Directors.
- 751 (b) Finance Committee – This committee works closely with the Director  
752 of Finance and Administration in reviewing financial affairs relating to  
753 the Corporation. These include, but are not limited to operating  
754 statements, budgets, and financial investments. They make  
755 recommendations regarding any financial concerns to the Board of  
756 Directors.
- 757 (c) Sports and Events Committee – This committee is to review all rules,  
758 policies, regulations, and procedures that deal with the Corporations  
759 state tournaments and events, and where necessary, provide guidance  
760 regarding any change to the Corporation Board of Directors.  
761 Additionally, the committee will rule on protests that are filed at the  
762 state tournaments and conduct After Action Reviews of all  
763 tournaments for the purpose of continually seeking improvement of  
764 the way the Corporation provides programs for its Members.
- 765 (d) Strategic Planning Committee – This committee regularly updates and  
766 evaluates the Corporation’s strategic plan. Since a strategic plan is a  
767 working, living plan, this plan is continuously changing as the  
768 corporation grows and changes.
- 769 (e) Development Committee – Primary responsibility will be to assist the  
770 Executive Director and the staff development coordinator in searching  
771 for and obtaining additional funding for the organization through  
772 various funding sources which includes grants, foundations, company  
773 donations, etc.

776 **Section 8.03 Special Committees**

- 777 (a) The President shall, with the approval of the Board of Directors,  
778 appoint special committees as the need arises, to carry out specific  
779 tasks to make the organization of the Corporation more effective.  
780 (b) At the completion of its assigned task the Special Committee  
781 automatically ceases to exist.

782

783

784

**ARTICLE IX**

785

**Corporate Advisory Board**

786

787 **Section 9.01 Advisory Purpose**

788 An advisory board is generally used to advise, assist and implement for  
789 fundraising purposes and to recognize supporters of the organization.

790

791 **Section 9.02 Responsibilities**

792 The corporation shall have a corporate advisory board consisting of business  
793 executives and corporate leaders who are appointed by the Board of Directors of  
794 the corporation to serve as volunteers. Members of the corporate advisory board  
795 will not be voting members of the Board of Directors, nor will they be voting  
796 members of the corporation. The corporate advisory board will act as advisors to  
797 the Board of Directors and the Executive Director on matters concerning the  
798 corporation's charitable mission, programs, activities, and support. The Board of  
799 Directors, by adoption of corporate resolutions from time to time, shall establish  
800 terms of office, general qualifications, meeting schedules, and duties of the  
801 corporate advisory board members. The Board of Directors may, from time to  
802 time, establish and modify policies and procedures to reimburse reasonable travel  
803 and attendance expenses of the corporate advisory board members.

804

805 **Section 9.03 Number of Members**

806 The Corporate Advisory Board shall have no more than 25 members.

807

808

**Article X**

809

**AMENDMENTS**

810

811 **Section 10.1 Method of Amending**

812 Subject to the Members' rights under this Section and the limitations set forth  
813 below, the Board may adopt, amend, or repeal Bylaws unless doing so would  
814 materially and adversely affect the Members' rights as to voting or transfer. The  
815 Board may not extend a Director's term beyond that for which the Director was  
816 elected.

817

818 Once Members have been admitted to the Corporation, the Board may not,  
819 without the Members' approval, specify or change any Bylaw that would:

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- a. Fix or change the authorized number of Directors;
- b. Fix or change the minimum or maximum number of Directors;
- c. Change from a fixed number of Directors to a variable number of Directors or vice versa;
- d. Allow any Director to hold office by designation or selection rather than by election by the Members;



- 826 e. Increase the quorum for Members' meetings;
- 827 f. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- 828 g. Authorize cumulative voting.

829

830 **Section 10.2 Voting of Amendments**

831 A proposed amendment may be acted upon at any regular meeting of the member  
832 chapters, or at any special meeting called for that purpose. Copies of the  
833 proposed amendment shall be available to each voting member with notice of the  
834 meeting, at least thirty (30) days prior thereto.

835

836

**ARTICLE XI**

837

**CORPORATE RECORDS, REPORTS, AND SEAL**

838

839 **Section 11.01 Keeping Records**

840 The Corporation shall keep adequate and correct records of account and minutes  
841 of the proceedings of its Members, Board, and committees of the Board and  
842 Board of Directors. The Corporation shall also keep a record of its Members  
843 giving their names and addresses. The minutes shall be kept in written form.  
844 Other books and records shall be kept in either written form or in any other form  
845 capable of being converted into written form.

846

847 **Section 11.02 Annual Report**

848 The Board shall cause an annual report to be sent to the Members 120 days after  
849 the close of the Corporation's fiscal year. The report shall contain all the  
850 information required by Section 6321 (a) of the Corporations Code and shall be  
851 accompanied by any report thereon of independent accounts, of it there is no such  
852 report, the certificate of an authorized officer of the Corporation that such  
853 statements were prepared without audit from the books and records of the  
854 Corporation. The annual report shall be furnished to all Directors.

855

856 **Section 11.03 Annual Statement of Certain Transactions and**  
857 **Indemnifications**

858 The Corporation shall furnish annually to its Members a statement of any  
859 transaction or indemnification described in Section 6322. (d) and (e) of the  
860 Corporations Code, if such transaction or indemnification took place. Such  
861 annual statement shall be affixed to and sent with the annual report described in  
862 Section 10.02 of these Bylaws.

863

864 **Section 11.04 Corporate Seal**

865 The Board of Directors shall adopt a corporate seal. The Secretary of the  
866 Corporation shall have the custody of the seal and affix it in all appropriate cases  
867 to corporate documents. Failure to affix the seal shall not, however, affect the  
868 validity of any instrument.

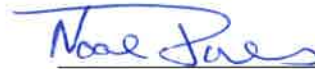
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**CERTIFICATION OF SECRETARY  
OF  
CALIFORNIA POLICE ACTIVITIES LEAGUE, INC.**

**A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 19 pages, including this page, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors there of held on 11-15, 2007.

Dated: 11-15-07



Secretary

921 CALIFORNIA BYLAWS

922  
923 ADDITIONAL INFORMATION

924  
925  
926 **California Corporations Code**

927  
928 **Section 5065 Person**

929  
930 "Person," in addition to those entities specified in Section 18 and unless otherwise  
931 expressly provided, includes any association, business corporation, company,  
932 corporation, corporation sole, domestic corporation, estate, foreign corporation ,  
933 foreign business corporation, individual, joint stock company, joint venture,  
934 mutual benefit corporation, public benefit corporation, religious corporation,  
935 partnership government or political subdivision, agency or instrumentality of a  
936 government.

937  
938 **Section 5033 Approval by or approval of a majority of all Members**

939  
940 "Approval by (or approval of) a majority of all Members" means approval by an  
941 affirmative vote (or written ballot in conformity with Section 5513. Section  
942 7513, or Section 9413) of a majority of the votes entitled to be cast. Such  
943 approval shall include the affirmative vote of a majority of the outstanding  
944 memberships of each class, unit, or grouping of Members entitled by any  
945 provision of the articles or bylaws or Part 2, Part 3, Part 4 or Part 5 to vote as a  
946 class, unit, or grouping of Members if such greater proportion is required by the  
947 bylaws (subdivision (e) of Section 5151 subdivision (e) of Section 7151, or  
948 subdivision (e) of Section 9151) or Part 2, Part 3, Part 4 or Part 5.

949  
950 **Section 5034 Approval by or approval of the Members**

951  
952 "Approval by (or approval of) the Members" means approved or ratified by the  
953 affirmative vote of a majority of the votes represented and voting at a duly held  
954 meeting at which a quorum is present (which affirmative votes also constitute a  
955 majority of the required quorum) or written ballot in conformity with Section  
956 5513, 7513 or 9413 or by the affirmative vote or written ballot of such greater  
957 proportion, including all of the votes of the memberships of any class, unit, or  
958 grouping of Members as may be provided in the bylaws (subdivision (e) of Section  
959 5151, subdivision (e) of Section 7151, or subdivision (e) of Section 9151) or in  
960 Part 2, Part 3, Part 4 or Part 5 for all or any specified Member action.

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