

NORTHERN CALIFORNIA PEACE OFFICERS ASSOCIATION

BYLAWS

ARTICLE I. NAME

The official name of this organization is the Northern California Peace Officers Association. It may also be identified throughout these Bylaws as NCPOA or the Association.

ARTICLE II. ASSOCIATION PURPOSES AND PRINCIPLES

Section 1. General Purpose

The Northern California Peace Officers Association is a non-profit organization designated under Section 501(c)(7) of the United States Internal Revenue Code. The NCPOA Board of Directors controls and governs the activities of the Northern California Peace Officers Scholarship Fund which may also be identified in these Bylaws as NCPOSF or Scholarship Fund. NCPOSF is a non-profit public charity established by NCPOA to collect and distribute donations solely for educational scholarships as designated under Section 501(c)(3) of the United States Internal Revenue Code. These Bylaws shall also serve as the Bylaws of the NCPOSF.

Section 2. Specific Purposes

Specific purposes of NCPOA are:

- A. Support and advance the highest standards, skills and training for all law enforcement and public safety professionals.
- B. Solicit donations to NCPOSF and control the distribution of those funds for scholarships to selected undergraduate students enrolled in a Northern California Criminal Justice Program.
- C. Enhance the common good and support the general welfare of active and retired law enforcement and public safety professionals and to provide a forum for greater understanding and cooperation.

Section 3. Non-Discrimination Principle

When concerning any and all NCPOA or NCPOSF functions, tasks or operations, no member of this Association shall discriminate against another person on the basis of race, color, religion (creed), gender, gender expression, age, marital status, national origin (ancestry), disability, sexual orientation or military status. This shall include, but is not limited to, approval or denial of membership as set forth in Article III of these Bylaws; any business endeavor; any written, electronic or verbal communication; any contact for service or supplies; any solicitation of scholarship applications, assessment/ranking of scholarship applicants, or approval/denial of scholarship awards; and/or any and all other activity undertaken in the name of NCPOA or NCPOSF.

Section 4. Compensation for Services

No officer or member shall receive any compensation for services rendered to NCPOA or NCPOSF except for reimbursement of reasonable expenses incurred.

ARTICLE III. MEMBERSHIP

Section 1. Membership Eligibility

A. General Membership.

1. General Membership shall be limited to qualified candidates who meet at least one of the requirements listed:
 - a. Any peace officer as defined in Section 830 et seq of the California Penal Code.
 - b. The California Attorney General and/or deputies.
 - c. Any member of the California Judiciary.
 - d. Any California District Attorney and/or deputies.
 - e. Any person employed by a public agency in California or any other state, or by a federal agency, or by a public agency in a territory of the United States, who serves in a full time professional capacity equivalent to a position defined in Section 830 et seq of the California Penal Code. The equivalency of this position shall be determined by the Board of Directors.
 - f. Any person who has retired from or has served substantial time in a position specified in Subsections a through e.
2. Each candidate shall submit a completed application and remit the appropriate dues to the Treasurer. The decision of the Board of Directors regarding approval or denial of General Membership is final.

B. Associate Membership.

1. Associate Membership shall be limited to any person sponsored by a member in good standing who is supportive of the Purposes and Objectives of the Northern California Peace Officers Association but does not meet the requirements for General Membership.
2. Each candidate shall submit an application and remit the appropriate dues to the Treasurer. The decision of the Board of Directors regarding approval or denial of Associate Membership is final.

C. Honorary Membership.

The Board of Directors may award Honorary Membership to any person it deems deserving of this status. Honorary members shall not pay annual dues and do not have voting privileges.

D. Other Membership Categories.

Except for General and Associate Memberships, the Board of Directors may establish or remove any membership category as deemed appropriate.

Section 2. Dues and Fees

- A. The Board of Directors shall establish dues and fees rates for each membership category or other activity as deemed appropriate.

B. Exemption from Annual Dues.

1. Upon completion of six years of service on the Board of Directors, each officer shall be awarded permanent exemption from paying dues.
2. The Board of Directors may award permanent exemption from paying annual dues to any existing member in good standing who is deemed to have provided exceptional service to the Association.
3. The Board of Directors may award permanent exemption from paying annual dues to any member in good standing if that member petitions the Board of Directors in writing and pays appropriate fees as established in Section 2(A).

Section 3. Members in Good Standing

- A. Members in good standing shall be limited to those person who meet the requirements listed below:
 - 1. Members in any General, Associate or other category who have paid dues for the current fiscal year.
 - 2. Any General or Associate member who has been awarded permanently exemption from paying annual membership dues by the Board of Directors.
- B. Except for members who are exempt from paying annual dues in accordance with Section 2, any member who has not paid dues for three consecutive years may be removed from the membership roster.

Section 4. Termination of Membership

The Board of Directors may permanently terminate the membership of any person who has brought discredit upon the Northern California Peace Officers Association, or upon law enforcement or the public safety professions. This determination shall be made in private session by majority vote of the Board of Directors present at the time the vote is called. The decision of the Board of Directors regarding termination of membership shall be final.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Membership Meetings

Membership Meetings shall be held at dates, times and locations designated by the Board of Director. At the final Membership Meeting of each fiscal year, the members who are eligible to vote as established in Section 4 shall:

- A. Elect officers to serve on the Board of Directors for the following fiscal year in the manner described in Article V.
- B. Receive annual reports on the activities and accomplishments of the NCPOA and NCPOSF.

Section 2. Special Membership Meeting

A Special Membership Meeting may be called by the President, or by a majority vote of the Board of Directors, or by a petition signed by a minimum of ten members each of whom meet the voting eligibility requirements established in Section 4.

Section 3. Notice of Membership Meetings

Notice of each Membership Meeting or Special Membership Meeting shall be provided to members by mail and/or electronic means at least two weeks prior to the meeting.

Section 4. Membership Voting

- A. Eligibility to vote on any issue brought to the membership shall be limited to General Members in good standing who meet the membership criteria established in Article III, Section 1(A); and, any Associate Member serving as an appointed member of the current Board of Directors.
- B. Unless specified elsewhere in these Bylaws, all issues on which a vote is taken shall be decided by majority of those eligible members who are present at the time a vote is called.
- C. Unless questioned, a vote may be by voice or show of hands. When an issue is questioned by at least 20 percent of the voting members present at the time a vote is called, such vote shall be taken by roll call or secret ballot.

Section 5. Procedure

- A. When not implied or expressly established by these Bylaws, any question of parliamentary procedure shall be governed by provisions of Roberts Rules of Order.
- B. A member who desires to speak during any meeting shall first rise in his/her place, address the presiding officer, announce his/her name and request to be acknowledged by the presiding officer.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of the following ten officers: President, Vice President, and Sergeant-at-Arms who shall be elected in compliance with Section 3; Executive Director, Secretary, Treasurer, Scholarships Manager, and two Directors at Large who shall be appointed in compliance with Section 4; and the Immediate Past President. Each officer shall have one vote.

Section 2. General Responsibilities of All Officers

All affairs of the NCPOA and NCPOSF shall be managed and coordinated by the Board of Directors. Each elected and appointed officer shall be responsible to:

- A. Ensure that all NCPOA and NCPOSF activities comply with and are in furtherance of its purpose as stated in Article II, Section 2 of these Bylaws;
- B. Ensure that sound business practices are used in all NCPOA and NCPOSF programs, operations and activities.
- C. Monitor and assess financial activities and records of the NCPOA and NCPOSF;
- D. Oversee and control the operations of the Northern California Peace Officers Scholarship Fund.

Section 3. Elected Officers

The positions of President, Vice President, and Sergeant-at-Arms shall be elected by majority vote of those members having voting privileges as established in Article IV, Section 4, and who are present at the time the vote is called.

- A. The Board of Directors shall present a proposed slate of candidates at the final Membership Meeting of each fiscal year. The proposed elected officers shall be successive from the prior year. The Vice president shall assume the Presidency, the Sergeant-at-Arms shall assume the Vice Presidency, and new candidate(s) for Sergeant-at-Arms shall stand for election. Candidates for each elected office shall meet the General Membership criteria established in Article III, Section 1(A).
- B. The term of elected officers and the outgoing President shall be for one fiscal year (July through June) or until a successor has been elected.
- C. The Board of Directors may appoint a qualified member to fill a mid-term vacancy in any elected position (including any Past President vacancy) for the remainder of the officer's term.
- D. Any qualified member who has served as an elected officer shall not be prohibited from subsequent service on the Board of Directors.

- E. In the event of a declared emergency, the election of new officers may be delayed until the emergency has ended. During the emergency, the officers shall retain all authority allowed under non-emergency situations. An election of new officers shall be conducted in accordance with Section 3(A) as soon as practicable following the end of the emergency.

Section 4. Appointed Officers

- A. The Board of Directors shall appoint General or Associate members in good standing to fill the positions of Executive Director, Secretary, Treasurer, Scholarships Manager and Directors at Large.
- B. Each appointed officer shall serve at the pleasure of the Board of Directors and shall remain in office until he/she resigns or is replaced by the Board of Directors.

Section 5. Board of Directors Meetings

The Board of Directors shall routinely conduct meetings at dates, times and locations established by consensus of the officers. Meetings may be in-person, via electronic means or a combination of the two methods. An electronic vote cast by any officer participating in the meeting shall be considered valid.

Section 6. Board of Directors Quorum and Voting

A quorum of a least six officers shall be required before official business shall be conducted by the Board of Directors. Unless specified elsewhere in these Bylaws, after establishing a quorum, all issues on which a vote is taken shall be decided by majority of those officers participating in the meeting at the time a vote is called.

Section 7. Absences at Board of Directors Meetings

Any officer having three unexcused absences within a twelve month period shall be deemed to have resigned his/her office. The President shall have authority to determine the appropriateness of any officer's absence.

Section 8. Prohibition of Proxy Vote

No officer shall be permitted to vote or exercise any other right of authority via proxy.

ARTICLE VI. POWERS AND DUTIES OF OFFICERS

Section 1. President

The President shall have the following duties:

- A. Work collaboratively with other officers to ensure that all NCPOA and NCPOSF activities further the Association's purpose and comply with sound organizational standards.
- B. Preside at each meeting of the Board of Directors and Membership and at each Special Meeting in accordance with the policies and procedures approved by the Board of Directors; create an agenda for each meeting for distribution by the Secretary.
- C. Except as provided elsewhere in these Bylaws, with advice of the Board of Directors, appoint committee chairs and program coordinators as deemed necessary to administer the affairs of the NCPOA.

Section 2. Vice President

The Vice President shall have the following duties:

- A. Arrange and organize the logistics of each Board of Directors, membership and Special Meeting in accordance with policies and procedures approved by the Board of Directors.
- B. In coordination with the Treasurer, enter into contracts and agreements requiring expenditure of NCPOA funds for activities at each Board of Directors, membership or Special Meeting.
- C. Perform the duties of the President when the President is absent; perform the duties of Sergeant-at-Arms when the Sergeant-at-Arms is absent.

Section 3. Sergeant-at-Arms

The Sergeant-at-Arms shall have the following duties:

- A. Coordinate with the Vice President to assure the smooth operations necessary for the success of each Membership Meeting including the sales of luncheon/raffle tickets and supervision of the activities of the Beverage, Raffle and Merchandise Coordinators.
- B. Ensure that all equipment and supplies are properly maintained and available at each Membership Meeting.
- C. Maintain order at each meeting and function of the Association. Any breach of proper conduct may be reported for possible action of the Board of Directors under Article III, Section 4.
- D. Protect and maintain the property of the Association, and provide an inventory of such property when requested by another officer.
- E. Perform the duties of the Vice President when the Vice President is absent; perform the duties of the President when the Vice President and President are both absent.

Section 4. Past Presidents

The previously elected Past President shall serve as an officer and member of the Board of Directors for a term of one year following his/her presidency. The Past President shall serve on committees or in any other capacity as deemed appropriate by the Board of Directors.

Section 5. Executive Director

The Executive Director is manager of day-to-day operations of the NCPOA and NCPOSF and shall perform the following duties:

- A. With advice from the Board of Directors, coordinate and administer the regular activities of the NCPOA and NCPOSF.
 - 1. Report to the Board of Directors on activities and organizational issues relating to NCPOA and NCPOSF including the routine reports regarding the status of the scholarship selection process.
 - 2. In collaboration with the Treasurer and Scholarships Manager, recommend to the Board of Directors the amount of funds to be expended for each scholarship ward.
 - 3. In collaboration with the Scholarships Manager, appoint members of the Scholarship Selection Committee as needed.
 - 4. Serve as ex officio member and vice chair of the Scholarship Selection Committee.

5. Advise the Scholarships Manager concerning fund-raising activities and promotional programs related to the Scholarship Fund.
- B. Serve as Historian and Custodian of Records relating to the operations and activities of NCPOA and NCPOSF.
- C. Serve as Parliamentarian.
- D. Perform the duties of the Scholarships Manager in his/her absence; perform the duties of the Treasurer in his/her absence.

Section 6. Secretary

The Secretary shall perform the following duties:

- A. Distribute the agenda and other pertinent documents to officers prior to each Board of Directors, Membership or Special membership Meeting.
- B. Create an accurate and complete record of each Board of Directors meeting; distribute these minutes in a timely manner to each officer.
- C. Maintain a permanent record of the minutes of each Board of Directors, Membership and Special Membership meeting including all other supporting or ancillary documents.
- D. Maintain an accurate record of membership data including name, membership category and contact information; coordinate this data with the Treasurer.
- E. Coordinate the development and regular distribution of a newsletter to each member and coordinate on-line publication of NCPOA information on the NCPOA website.
- F. Coordinate and permanently maintain records of general business and correspondence of the NCPOA and NCPOSF.

Section 7. Treasurer

The Treasurer is the chief financial officer for NCPOA and NCPOSF and shall perform the following duties:

- A. Enforce strong internal controls and financial management policies.
 1. Have official custody of all monies.
 2. Collect and maintain a permanent record of all membership dues and monies accrued.
 3. Promptly pay all just and reasonable expenses of the NCPOA and NCPOSF.
 4. Manage cash flow and reconcile bank statements for the NCPOA and NCPOSF; report the status of all accounts to the Board of Directors.
 5. Ensure accurate and complete financial and tax reporting and retention of financial records and tax documents for the NCPOA and NCPOSF.
 6. Maintain a record of any permanent or transitory NCPOSF endowment donations.
 7. In collaboration with the Executive Director and Scholarships Manager, develop recommended funding level for each annual scholarship award; maintain a report of funding sources for each award.
- B. Process membership applications and fees submitted in accordance with Article III of these Bylaws.

- C. Maintain an accurate record of membership data including status, contact information and dues payments; coordinate this data with the Secretary.
- D. Serve as ex officio member of the Scholarship Selection Committee.
- E. Maintain policies and procedures documents and operations manuals of the NCPOA and NCPOSF.
- F. Perform the duties of the Executive Director in his/her absence; performs the duties of Secretary in his/her absence.

Section 8. Scholarships Manager

The Scholarships Manager is the principal representative for interactions with the university partner and with scholarship applicants. He/she shall perform the following duties:

- A. Serve as primary liaison with officials and students in the Criminal Justice Program at California State University, Sacramento regarding all scholarship issues.
- B. In collaboration with the Executive Director and Treasurer, develop recommended funding level for each annual scholarship award.
- C. Recommend to the Executive Director the names of persons as needed for appointment to the Scholarship Selection Committee.
- D. Serve as chair of the Scholarship Selection Committee.
- E. Coordinate and promote fund-raising activities and promotional programs related to the NCPOSF.

Section 9. Committees

The Board of Directors may establish any standing, ad hoc or special committee as deemed appropriate.

ARTICLE VII. NORTHERN CALIFORNIA PEACE OFFICERS SCHOLARSHIP FUND

As provided in Article II, Section 2(B), of these Bylaws, the Northern California Peace Officers Scholarship Fund is established by the Northern California Peace Officers Association to be the primary method for charitable funding of scholarships for selected undergraduate students enrolled in a Criminal Justice program at a Northern California College or University.

Section 1. Nonprofit Public Charity

NCPOSF has been established by the NCPOA and shall be designated as an exempt nonprofit public charity under Section 501(C)(3) of the Internal Revenue Code.

Section 2. Governance and Operations

NCPOSF shall be governed by the NCPOA Board of Directors as established in these Bylaws. Regular activities of the NCPOSF shall be managed and coordinated by the Executive Director as established in Article VI of these Bylaws.

Section 3. Expenditure of Funds

All monies donated or otherwise provided to the NCPOSF from any income source shall be solely expended to support the charitable purposes established in Article II, Section 2(B) of these Bylaws. Collection and distribution of NCPOSF funds shall be managed by the Treasurer as established in Article VI of these Bylaws. Reasonable overhead charges approved by the Board of Directors shall be considered as acceptable expenditure of NCPOSF funds.

Section 4. NCPOSF Committees

A. Scholarship Selection Committee

The Scholarship Selection Committee shall be a standing committee of members and/or advisors. The committee is responsible for developing evaluation criteria, interviewing applicants and recommending qualified candidates for scholarship awards to the Board of Directors for approval. The Executive Director, Treasurer and Scholarships Manager shall each be an ex officio member of the Scholarship Selection Committee.

B. Other Committees

With advice from the Board of Directors, the Executive Director may establish other committees relating to NCPOSF activities and appoint committee members and advisors as deemed necessary.

Section 5. Definition of Northern California for Article VII

For purposes of Article VII, Northern California is defined as the area encompassed by Amador, El Dorado, Nevada, Placer, Sacramento, Yolo and Yuba counties.

ARTICLE VIII. DEDICATED ASSETS

Section 1.

The properties and assets of this nonprofit corporation are irrevocably dedicated to educational and/or charitable purposes. No part of the net earnings, properties, or assets of the Northern California Peace Officers Association or Northern California Peace Officers Scholarship Fund, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any member or officer.

Section 2.

Upon liquidation or dissolution, all properties, assets and obligations shall be distributed and paid to the California State University, Sacramento for scholarship activities relating to the Criminal Justice Program in Compliance with the purposes established in Article II, Section 2 of these Bylaws. Obligations are defined as outstanding debts or encumbrances to the amount of the distribution asset.

ARTICLE IX. AMENDMENT

These Bylaws may be amended at any Membership Meeting or Special Membership Meeting by a two-thirds majority vote of those members in good standing who meet the criteria established in Article IV, Section 4(A) and are present when the issue is called. Written notice setting forth the proposed amendments or summary of amendments shall be provided to eligible voting members not less than 30 days prior to such vote. This notification may be distributed electronically.