

BYLAWS



Resource Protection Peace Officers Association

“The mission of the RPPOA is dedicated to represent and promote the economic, professional interests, work place safety, accountability, training, general working conditions and employment of its members. Our goal is to assist whenever possible in all matters pertaining to the welfare, education, and advancement of its Peace Officer members, so as to better serve and protect the people of California and our most treasured natural, historic and cultural resources of the state of California.”

**BYLAWS OF
RESOURCE PROTECTION PEACE OFFICERS ASSOCIATION
a California Mutual Benefit Corporation**

ARTICLE I

NAME; PRINCIPAL OFFICE

Section 1. Corporate Name. This association shall be known as the Resource Protection Peace Officers Association (the “**Association**”).

Section 2. Principal Office. The board of directors (the “**Board**”) shall fix the location of the principal executive office of the Association (the “**principal executive office**”). The Board may change the principal executive office from one location to another. The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to do business.

ARTICLE II

PURPOSE

Section 1. Purpose. This Association has been formed pursuant to the California Nonprofit Corporation Law as a mutual benefit corporation. The objectives and purposes of the Association shall be as provided in its articles of incorporation (the “**Articles**”) and to represent and promote the economic and professional interests and working conditions of its members and whenever possible, to assist in all matters pertaining to the welfare and advancement of its members.

Section 2. Affiliate. The Association is an affiliate of California Statewide Law Enforcement Association (“**CSLEA**”) which is the recognized exclusive bargaining representative for State Bargaining Unit 7 – Protective Services and Public Safety. As such, CSLEA represents all the Association members relative to wages, benefits and other terms and conditions of employment. The Association and its officers and Directors acknowledge that as an affiliate of CSLEA, the Association and its members are bound by and must act in a manner that is consistent with the CSLEA Constitution and the Standing Rules to the CSLEA Constitution.

ARTICLE III

CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws (“**Bylaws**”). Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE IV

MEMBERSHIP

Section 1. Membership. There shall be five (5) classes of membership in the Association: General, Supervisory, Supporting, Retired and Honorary. Any person (i) dedicated to the purposes of the Association and CSLEA, and [(ii) is a member in good standing of CSLEA, shall be eligible for membership on timely payment of such dues and fees as the Board may fix from time to time.

(a) General Membership. General membership is open to rank-and-file peace officer classes in the California Department of Parks and Recreation (“DPR”) and the California Department of Fish and Wildlife (“DFW”).

(b) Supervisory Membership. Supervisory membership is open to designated peace officer supervisor and manager classes in the DPR and DFW.

(c) Supporting Membership. Supporting membership is open to any person or group that supports the purpose and objectives of the Association, as authorized and approved by the Board.

(d) Retired Membership. Retired membership is available to retired DPR and DFG employees, as authorized and approved by the Board.

(e) Honorary Membership. Honorary membership is available to individuals who make a significant contribution to the Association, as authorized and approved by the Board.

Section 2. Chapters. The Association membership shall be divided into ten (10) geographic chapters (the “**Chapters**”). The boundaries, names and numbers of the chapters shall be established by the Board in the standing rules of the Association (the “**Standing Rules**.”)

(a) Chapter Members. Each geographic Chapter is comprised of the Association members residing within the Chapter boundary.

(b) Chapter Directors. Each Chapter shall have two (2) Chapter Directors, one (1) Director from DPR and one (1) Director from DFW. Chapter Directors shall represent their chapters on the Board and shall call and preside over all chapter meetings. Each Chapter Director shall be elected bi-annually by the respective DPR/DFW General members residing within the Chapter boundary.

Section 3. Rights of Membership. All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of Directors, the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Association.

In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 4. Duties of Members. Members shall have the following duties:

- (a) Each member must represent and promote the purposes and interests of the Association and CSLEA;
- (b) Each member must act in a manner that is consistent with these Bylaws and the Standing Rules;
- (c) Each member must act in a manner that is consistent with the CSLEA Constitution and the Standing Rules to the CSLEA constitution;
- (d) Each member shall have an obligation not to engage in any activities or acts inimical or detrimental to the Association or CSLEA; and
- (e) Each member shall act with civility in dealings with Directors, officers, and other members of the Association.

Section 5. Dues. Each member must pay, within the time and on the conditions set forth in these Bylaws. The dues rate shall be equal for all members of each class, but the dues rate may be different for each class. Dues for the Association members shall be set by Board and are currently in the following amounts:

- (1) General Members - \$10.00 per month;
- (2) Supervisory Members - \$10.00 per month;
- (3) Supporting Members - \$18.00 per year;
- (4) Retired Members - \$18.00 per year; and
- (5) Honorary Members – No dues.

Section 6. Members in Good Standing. Members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 7. Reprimand, Suspension or Termination.

- (a) A membership shall be terminated in the event of death or resignation of the member.
- (b) A member may be terminated if the member is over ninety (90) days delinquent in dues and fails to cure such delinquency within fifteen (15) days after notice to the member that the member is delinquent.

(c) A member may be terminated upon expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board.

(d) A member may be removed upon any event that renders the member ineligible for membership, or for any failure to satisfy membership qualifications.

(e) Further, a member may be reprimanded, suspended or terminated based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed to meet the duties set forth in Section 4 of this Article, or upon member's conviction of a criminal offense involving moral turpitude.

(1) Procedure. If grounds appear to exist for reprimanding, suspending or terminating a member under this Section 7(e), the following procedure shall be followed:

(i) A petition requesting a confidential investigation, signed by a majority of the Board, shall be filed with the Secretary, or President if the Secretary is the person accused;

(ii) An Investigative Committee shall be formed consisting of five (5) members, appointed by the President, or Vice President if the President is charged, and approved by the Board;

(iii) The Investigative Committee shall conduct a thorough investigation of the specific allegations made against the accused individual and report their findings to the Board in executive session. The Board, after appropriately notifying the accused, may by two-thirds (2/3) vote, reprimand (verbally or in writing), suspend or terminate, the member; and

(iv) The Board will provide an opportunity for the member to be heard, orally or in writing, at least five (5) days before the effective date of any suspension or termination. The decision by the Board shall be final.

Section 8. Effect of Termination or Suspension. A person whose membership is suspended shall not be a member during the period of suspension. Members who are suspended or terminated shall forfeit their right to participate in the Association or CSLEA sponsored benefit programs. Any individual removed from membership shall be barred from active participation and eligibility to hold office in the Association for a period of three (3) years.

ARTICLE V

MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. A membership meeting, titled the "**Conference of Members,**" shall be convened annually, at such time and place as determined by the

Board. The Association may hold other regular meetings of members at such places and times as shall be determined by the Board

Section 2. Special Meetings. The Board, the President or five percent (5%) or more of the members in good standing may call a special meeting of the members for any lawful purpose at any time.

(a) Calling Special Meetings. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Board. The Board shall cause notice to be given promptly to the members, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(b) Proper Business of Special Meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3. Chapter Meetings. Chapter meetings shall be held as provided for in the Standing Rules.

Section 4. Place of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all members entitled to vote at the meeting, given before the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal executive office.

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

(b) Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication (1) if the Association implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including

an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association. Any request by the Association to a member pursuant to Corporations Code § 20(b) for consent to conduct a meeting of members by electronic transmission by and to the Association shall include a notice that absent consent of the member pursuant to Corporations Code § 20(b), the meeting shall be held at a physical location in accordance with Section 4 of this Article.

Section 5. Notice.

(a) General Notice Requirements. 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 5, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Association or electronic video screen communications, if any, by which members may participate in the meeting. For the Conference of Members, 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 shall state the general nature of the business to be transacted and shall state that no other business may be transacted. 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.

(b) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles;
- (4) Electing to wind up and dissolve the Association;
- (5) Approving a contract or transaction between the Association and one or more Directors, or between the Association and any entity in which a Director has a material financial interest; or
- (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Association is in the process of winding up.

(c) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least thirty (30) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic

transmission by the Association, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Association or at the address given by the member to the Association for purposes of notice. If no address appears on the Association's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Association's principal executive office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(d) Manner of Giving Electronic Notice. Notice given by electronic transmission by the Association shall be valid only if:

(1) Delivered by (a) facsimile trans-communication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Association; (b) posting on an electronic message board or network that the Association has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(4) An electronic transmission by this Association to a member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Association, and (c) the procedures the recipient must use to withdraw consent.

(5) Notice shall not be given by electronic transmission by the Association after either of the following: (a) the Association is unable to deliver two (2) consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the Secretary, any assistant secretary, or any other person responsible for the giving of the notice.

(e) Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant secretary, or any transfer agent of the Association, and if so executed, shall be filed and maintained in the Association's minute book.

Section 6. Quorum. One-third (1/3) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the Articles or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7. Voting. Subject to the California Nonprofit Mutual Benefit Corporation Law, members in good standing on the record date as determined under Section 10 of this Article shall be entitled to vote at any meeting of members.

(a) Number of Votes. Each member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members. Members may not cumulate votes for the election of Directors.

(b) Manner of Voting. Voting may be by voice or by ballot, except that election of Directors must be by ballot if demanded before the voting begins by any member of the meeting.

(c) Number of Votes. Each member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members.

(d) No Voting by Proxy. No voting by proxy shall be permitted.

(e) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, the Articles or these Bylaws.

(f) Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 5(b) of this Article, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of

matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 8. Actions by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 9. Action by Written Ballot Without a Meeting. Any action that members may take at any general meeting or special meeting of members may be taken without a meeting if (1) the written ballot of every member is solicited, (2) the required number of signed approvals setting forth the action so taken is received and (3) the requirements of this Section 9 are satisfied.

(a) Solicitation of Written Ballots. This Association shall distribute one (1) written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission in either facsimile transmission or electronic mail form. All solicitations of votes by written ballot shall (1) state the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Association. If the Association has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of directors, a ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director. No member shall vote by proxy on any matter submitted to the membership for vote or consent by written ballot without a meeting.

(b) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Written Ballots as Irrevocable. A written ballot may not be revoked.

(d) Filing Ballots. All written ballots shall be filed with the secretary of the Association and maintained in the corporate records for at least seven (7) years.

Section 10. Record Date.

(a) For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for

(1) Sending notice of a meeting shall be no more than ninety (90) nor less than thirty (30) days before the date of the meeting;

(2) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting; and

(3) Taking any other action shall be no more than sixty (60) days before that action.

(b) If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

Section 11. Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

ARTICLE VI

DIRECTORS

Section 1. General Management Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles or Bylaws regarding actions that require approval of the members, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers and Duties. Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles and these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Change the principal executive office or the principal business office in California from one location to another; cause the Association to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of the members;

(c) Borrow money and incur indebtedness on the Association's behalf and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

(d) To reprimand, suspend and terminate members for any of the causes set forth in Article IV, Section 7;

(e) Adopt and establish Standing Rules consistent with these Bylaws, which govern the affairs and activities of the Association, and take such steps as it deems necessary for the enforcement of Standing Rules; and

(f) To perform or authorize any action not inconsistent with law or regulation and not specifically reserved by the Bylaws to the members, and to perform any other duties as these Bylaws, as amended from time to time, may prescribe

Section 3. Number and Qualifications. The Board shall consist of the President, Vice President, Secretary, Treasurer and Directors (collectively the "**Directors**" and each a "**Director**"), unless changed by amendment to these Bylaws. Each Director (a) shall be at least eighteen (18) years of age, (b) a General Member in good standing of the Association, and (c) must also have been a CSLEA member in good standing for a minimum of three (3) consecutive years leading up to the election. No person shall be a Director who failed to perform the duties to the Association as required by Article IV, Section 4 of these Bylaws.

Section 4. Elections, Appointments and Term of Office. The Interim Directors of the Association shall be those persons appointed by the Incorporator of the Association. At the first Election, the members shall elect the President, Vice President and Directors ("**Elected Directors**") to replace the Interim Directors. The elected President may then appoint the Secretary and Treasurer ("**Appointed Directors**"). Each Election of the Elected Members shall take place in odd-numbered years (the "**Election**").

(a) Nominations. During the nominations period preceding each Election, the nominees for President, Vice President and Directors shall be nominated in the following manner:

(1) By nomination of any two (2) General Members during the nominations period. Members nominated in this manner, shall have their name printed on the ballot. The nominations period shall last for thirty (30) days. It shall start no earlier than ninety (90) days before the Election and no later thirty (30) days before the Election.

(2) All incumbents shall automatically be nominated unless he/she requests otherwise. Incumbents who wish to be re-elected shall have their name printed in the ballot.

(3) All ballots shall have a voting space provided for write-in candidates.

(4) The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to chaos among the nominees.

(5) If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

(b) Election and Appointment. For each Election, a ballot for elections of officers shall be mailed first class to members by March 1 and to be postmarked for return no later than March 21. The ballots shall be counted by the Nominations/Elections Committee at CSLEA Headquarters with the assistance of CSLEA staff.

(1) The President shall be elected by being the person receiving the greatest number of votes.

(2) The Vice President shall be elected by being the person receiving the greatest number of votes who is from an agency other than the agency employing the elected President, (i.e. if a DPR peace officer is elected President, the Vice President must be a DFW peace officer).

(3) The Directors shall be elected by being the four (4) DPR candidates and the four (4) DFW candidates who receive the greatest number of votes after electing the President and Vice-President.

(4) The Elected Directors shall take office at the next Board meeting or Conference of Members, whichever occurs first, following the Election.

(5) The President shall appoint a Secretary and Treasurer, subject to the approval of the Board.

(c) Term of Office.

(1) The President, Vice President and Directors shall have a term of two (2) years or until a successor is elected.

(2) The Secretary and Treasurer shall serve until a replacement appointment is made and approved by the Board or until they resign.

(3) There shall be no limitation upon the number of consecutive terms to which a Director may be re-elected or re-appointed.

Section 5. Vacancies in Office. A vacancy or vacancies on the Board shall occur in the event of any of the following:

(a) The death or resignation of any Director.

(b) The declaration by Board resolution of a vacancy in the office of a Director who has been declared of unsound mind by a final court order or convicted of a felony.

(c) The declaration by Board resolution of a vacancy in the office of any Director who is absent from three (3) consecutive regular meetings of the Board, unless the Director has been excused from attending by the Board.

(d) The declaration by Board resolution of a vacancy in the office of any Director who ceases to meet the required qualifications of being a Director as set forth in Section 3 of this Article.

(e) An increase in the authorized number of Directors.

(f) A failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting.

(g) The vote of the members, or if the Association has fewer than fifty (50) members, the vote of a majority of all members to remove any Director(s).

Section 6. Filling Vacancies in Office. Vacancies on the Board shall be filled in the following manner:

(a) Vacancies in the office of President shall be filled by the Vice President, who shall serve out the term of office, or until a vote is requested by a General Member in writing.

(b) A vacancy in the office of the Vice President shall be filled by an Interim Vice President, who shall take office after being nominated by the President and approved by a two-thirds (2/3) vote of the Board to serve until the next Election.

(c) A vacancy of a Director shall be filled by an Interim Director, who shall take office after being nominated by the President and approved by the Board to serve until the next general election.

Section 7. Reduction in Number of Directors. Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

Section 8. Resignation. Any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. Compensation. Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section shall not be construed to preclude any Director from serving the Association in any other capacity, such as an agent, employee or otherwise, and receiving compensation for those services.

Section 10. Contracts with Directors. No Director of this Association nor any other corporation, firm, association, or other entity in which one or more of this Association's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Association unless (1) the material facts as to the transaction and such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon, or (2) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

Section 11. Loans to Directors and Officers. This Association shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate, or subsidiary unless (1) the Board decides that the loan or guaranty may reasonably be expected to benefit the Association, and (2) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the vote of the Director or officer, if a member, or the

vote of a majority of the Directors then in office, without counting the vote of the Director who is to receive the loan or guaranty.

ARTICLE VII

BOARD MEETINGS

Section 1. Regular Meetings. The Board shall meet at least once quarterly including at the Conference of Members. At least ten (10) days written notice shall be given of the time, place and tentative agenda of regular Board meetings.

Section 2. Other Regular Meetings. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 3. Special Meetings. The President, the Secretary or a majority of the Board may call for additional meetings.

(a) The call of a special meeting shall specify the purpose of such meeting. Upon receipt of a call of a special meeting, the Secretary (or, in the Secretary's absence or at his or her direction, any Assistant Secretary) shall give notice to each Director specifying the date, hour, place, and purpose of the special meeting.

(b) Notices sent by first-class mail shall be deposited in the U.S. mail at least four (4) days before the time set for the special meeting. Notices given by personal delivery, telephone, voice mail, facsimile, electronic mail or other electronic means shall be delivered, telephoned or sent at least forty-eight (48) hours before the time set for the special meeting.

(c) No business shall be transacted at any special meeting except as specified in the special meeting notice.

Section 4. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 5. Voting. The Directors present at each Board meeting are eligible to vote. In the event of a tie vote, the President may cast a vote to break the tie vote.

Section 6. Place of Board Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal executive office of the Association.

Section 7. Action Without a Meeting.

(a) Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

(b) "Consent in writing" includes consent given through electronic transmissions from and to the Association by a means that creates a record that can be retained, retrieved and reviewed, and that may later be transferred into a tangible and legible form. A written consent solicited by the Association may be delivered to a Director by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Director on record with the Association, (2) posting on an electronic message Board or network which the Association has designated for those communications, together with a separate notice to the recipient of the posting, or (3) other means of electronic communication; providing that such Director has provided an unrevoked consent to the use of those means of transmission for communication by written consent. A written consent returned by a Director to the Association may be delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Association has provided from time to time to Directors for sending communications to the Association, (2) posting on an electronic message Board or network which the Association has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (3) other means of electronic communication; providing that the Association has adopted reasonable measures to verify that the sender is the Director purporting to send the transmission.

Section 8. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 9. Meetings by Telephone or Other Telecommunications Equipment. As authorized by California Corporations Code § 7211(a), any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each Director participating in the meeting can communicate concurrently with all other Directors.

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association.

Any electronic discussion or vote shall not be considered a meeting for any modifications to the Standing Rules or Bylaws.

Section 10. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ARTICLE VIII

COMMITTEES

Section 1. Creation and Powers of Committees of the Board. Subject to the Standing Rules, the Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees of the Board, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments of Directors to, or removals of Directors from, committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee, whether a committee of the Board or an advisory committee, may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or

(h) With respect to any assets held in charitable trust, approve any contract or transaction between this Association and one or more of its Directors or between this Association and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 2. Executive Committee. The President, Vice President, Treasurer and Secretary shall serve as the Executive Committee and may hold meetings in accordance with these Bylaws, and the Standing Rules. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Association between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Section 1 of this Article. All actions of the executive committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

Section 3. Nomination/Election Committee. The Nomination/Election Committee shall receive all nominations for officers and receive, oversee and count all votes in ballot elections.

Section 4. Legislative Committee. The Legislative Committee, at the direction of the President and Board, shall carry out the Association's legislative efforts and programs (as an affiliate of CSLEA). It is understood that the Association and its representatives shall not engage in lobbying or other legislative efforts without the knowledge and consent of the CSLEA President or his/her designee. It is further understood that the Association and its representatives shall refrain from endorsing any candidate or issue that conflicts with a CSLEA-endorsed candidate or issue.

Section 5. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 6. Other Committees of the Board; Advisory Committees. The Board may establish other particular committees of the Board, standing or ad hoc. The Board may also establish standing or ad hoc committees consisting of non-director members. Any committee with non-director members is not a "committee of the Board" and should be clearly labeled an "advisory committee."

ARTICLE IX

OFFICERS

Section 1. Officers. The officers of this Association shall be a President, a Vice President, a Secretary, and a Chief Financial Officer (who may be known as the Treasurer). Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board. The President shall not serve as a Chapter Director while in office.

Section 2. Eligibility. The eligibility of officers is set forth in Article VI, Section 3.

Section 3. Election, Appointment and Term of Office. The election, appointment and terms of office of officers is set forth in Article VI, Section 4.

Section 4. Additional Officers. The Board may appoint and authorize the President or another officer to appoint any other officers that the Association may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board.

Section 5. Removal of Officers. Any officer may be reprimanded or terminated based on the good faith determination by the Board that the officer has acted in any way that is inimical or detrimental to the Association or CSLEA.

(a) Procedure. If grounds appear to exist for reprimanding, or terminating an officer under this Section 6, the following procedure shall be followed:

(1) A petition requesting a confidential investigation, signed by a majority of the Board, shall be filed with the Secretary, or President, if the Secretary is the person accused.

(2) An Investigative Committee shall be formed consisting of five (5) members, appointed by the President or Vice President if the President is charged, and approved by the Board.

(3) The Investigative Committee shall conduct a thorough investigation of the specific allegations made against the accused individual and report their findings to the Board in executive session. The Board, after appropriately notifying the accused, may by two-thirds (2/3) vote, reprimand (verbally or in writing) or remove from office, the person accused.

(b) Effect of Removal of Officer. Any individual removed from office, shall be barred from active participation and eligibility to hold office in the Association for a period of three (3) years.

Section 6. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Association under any contract to which the officer is a party.

(a) Vacancies. A vacancy in any office shall be filled in the manner set forth in Article VI, Section 5.

Section 7. Responsibilities of President. Subject to the control of the Board, the President shall be the spokesperson, official representative and general manager of the Association and shall supervise, direct, and control the Association's activities, affairs and officers. The President shall preside at all members' meetings and at all Board meetings, call meetings of the Board, be an ex-officio, non-voting member of all committees, (with the exception of the Nomination/Election Committee), shall replace officers and committee members as provided in the Bylaws and shall have such other powers and duties as the Board or the Bylaws may require.

Section 8. Responsibilities of the Vice President. The Vice President shall act for the President in his/her absence or inability to act, replace the President upon vacancy in that office and perform other duties as provided for in the Bylaws, or by the Board or President.

Section 9. Responsibilities of Secretary.

(a) The Secretary shall keep or cause to be kept, at the Association's principal executive office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

(b) The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles, Bylaws and Standing Rules as amended to date.

(c) The Secretary shall keep or cause to be kept, at the Association's principal executive office or at a place determined by resolution of the Board, a record of the Association's members, showing each member's name, address and class of membership.

(d) The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these Bylaws require to be given, and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

(e) At the Secretary's request, the President may delegate any portion of these duties to another Board member.

(f) The Secretary shall perform such other duties as required by the Bylaws, the Board and the President.

Section 10. Responsibilities of Treasurer.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the members and Directors an Annual Financial Report and such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The Fiscal Policies shall be drafted either in these Bylaws or in the Standing Rules. The Treasurer shall perform such other duties as required by the Bylaws, Board or President. The books of account shall be open to inspection by any Director at all reasonable times.

(b) The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate; (2) disburse the Association's funds as the Board may order; (3) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Association; and (4) have such other powers and perform such other duties as the Board or the Bylaws may require. The CSLEA Chief Financial Officer shall be listed as an authorized signator on any account(s) maintained by the Association at any financial institution. The CSLEA Chief Financial Officer shall authorize any withdrawals and/or transfers of the Association monies and shall countersign all checks drawn on the Association's financial account.

ARTICLE X

INDEMNIFICATION, PERSONAL LIABILITY, AND INSURANCE

Section 1. Indemnification.

(a) To the fullest extent permitted by law, this Association shall indemnify its Directors and officers, and may indemnify employees and other persons described in Corporations Code §7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

(b) On written request to the board by any person seeking indemnification under Corporations Code §7237(b) or §7237(c), the Board shall promptly decide under Corporations Code §7237(e) whether the applicable standard of

conduct set forth in Corporations Code §7237(b) or §7237(c) has been met and, if so, the board shall (in the case of Directors and officers) or may (in the case of employees and other persons described in Corporations Code §7237(a)) authorize indemnification. If the board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting shall (in the case of Directors and officers) or may (in the case of employees and other persons described in Corporations Code §7237(a)) authorize indemnification.

(c) To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under paragraph (a) in defending any proceeding covered by that paragraph shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

Section 2. Insurance. This Association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

Section 3. Personal Liability of Directors and Officers. The personal liability of officers and Directors of this Association for negligent acts or omissions shall be eliminated to the fullest extent permitted by law.

ARTICLE XI

RULES OF ORDER

Section 1. The Board shall establish Standing Rules as required by the Bylaws or as deemed necessary.

Section 2. The Bylaws, with all Standing Rules attached and any changes or additions to the Standing Rules, shall be distributed to Board and made available to all members.

Section 3. The Board shall endeavor to use Robert's Rules of Order (RRO), Newly Revised, as a guideline in all cases not inconsistent with these Bylaws or Standing Rules.

ARTICLE XII

RECORDS AND REPORTS

Section 1. Corporate Records. This Association shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, board, and committees of the board; and
- (c) A record of each member's name, address and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 2. Members' Inspection Rights.

(a) Unless the Association provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Association, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

(b) The Association may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. By way of example and not limitation, the Association may offer to conduct a mailing on the member's behalf if the member presents materials in a form ready for mailing and reimburses the Association for its mailing costs. Any rejection of this offer by the member must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

(c) If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

(d) Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

(e) The membership list is a corporate asset. Without consent of the Board, the membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board, the membership list or any part thereof may not be:

(1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by their corporation.

(2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Association.

(3) Used for any commercial purpose or purpose in competition with the Association.

(4) Sold to or purchased by any person.

Any person who violates the provisions of this Section 2(e) shall be liable for damages as set forth in Section 8338 of the California Nonprofit Mutual Benefit Corporation Law, and the Association shall have all legal and equitable remedies available to it as a result of any such violation, including but not limited to the remedies set forth in Section 8338.

Section 3. Inspection of Accounting Records and Minutes. On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

Section 4. Inspection of Articles and Bylaws. This Association shall keep at its principal California office the original or a copy of the Articles and Bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. If the Association has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws, as amended to the current date.

Section 5. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect the Association's books, records and

documents of every kind, and to inspect the physical properties of the Association. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records and documents of every kind.

Section 6. Inspection Rights of CSLEA. The CSLEA Chief Financial Officer (CFO) shall have the absolute right at any reasonable time to inspect the Association's books, records and documents of every kind, and to inspect the physical properties of the Association. The right of inspection includes the right to copy and make extracts of books, records and documents of every kind.

Section 7. Annual Report.

(a) The Board shall cause an annual report to be prepared within one hundred twenty (120) days after the end of the Association's fiscal year. That report shall contain a balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Association that they were prepared without audit from the Association's books and records;

(b) This Association shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. If the board approves, the Association may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

(c) This Section shall not apply if the Association receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 8. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the Association shall annually prepare and mail, deliver, or send by electronic transmission to its members, and furnish to its Directors, a statement of any transaction or indemnification of the following kinds within one hundred twenty (120) days after the end of the Association's fiscal year:

(a) Unless approved by members under Corporations Code §7233(a), any transaction (a) to which the Association, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(1) Any Director or officer of the Association, its parent, or its subsidiary;

(2) Any holder of more than ten (10) percent of the voting power of the Association, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Association under Section 11 of Article VI or Section 1 of Article X, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code §5034, or the loan or guaranty is not subject to Corporations Code §7235(a)

Section 9. Biennial Statement of General Information. As and when required by the California Nonprofit Mutual Benefit Corporation Law, the Corporation shall file with the Secretary of State of the State of California, on the prescribed form, the names and complete business or residence addresses of the chief executive officer, Secretary and Chief Financial Officer (Treasurer), the street address of its principal executive office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

ARTICLE XIII

AMENDMENT

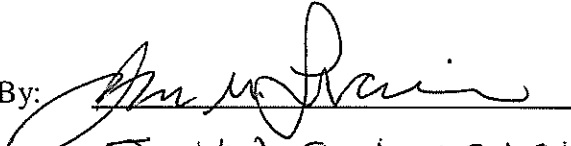
Section 1. Amendment of Standing Rules. Standing Rules may be modified at any time by a two-third (2/3) vote of the Board.

Section 2. Amendment of Bylaws. Changes to the Bylaws require a two-third (2/3) vote of the Board. Any proposed Bylaws change must be submitted to the CSLEA Board of Directors in advance for review and approval.

CERTIFICATE OF SECRETARY

I certify that I am the Interim Secretary of the Resource Protection Peace Officers Association, a California nonprofit mutual benefit corporation; that these Bylaws, consisting of 26 pages, are the Bylaws of this Association as adopted by the Interim Board on January 21, 2015, and that these Bylaws have not been amended or modified since that date.

Executed on JAN 21 2015, at SACRAMENTO, California.

By: 
Name: JOHN G. LUCICH

Title: Secretary

**STANDING RULES
OF
RESOURCE PROTECTION PEACE OFFICERS ASSOCIATION**

March 2011

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S.R. ARTICLE II – Membership

Section 1. Honorary Members

Len Delaney – 1984
Jerry Eaves – 1989
Bill Camp – 1989
Roger Chatterton - 1990

S.R. ARTICLE III – Chapters

Section 1. SPPOAC Chapters shall be as follows:

Chapter #	Districts
1	
2	
3	
4	
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S.R. ARTICLE IV – Dues

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Section 1. Expenditure guidelines

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S.R. ARTICLE XIV – Removal from Office/Suspension of Membership

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