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RETIRE PEACE OFFICERS ASSOCIATION Of California



P.O. Box 1239
COLFAX, CA. 95713
WWW.RPOAC.ORG
1-800-743-7622

BY-LAWS

Adopted November 11th, 2013

1 **RETIRED PEACE OFFICERS ASSOCIATION of CALIFORNIA**

2 **A California Nonprofit Mutual Benefit Corporation**

3 **BYLAWS**

4 **(As Amended 11-11-2013)**

5 **ARTICLE I. Purposes, Name, Principal Office, and Notice**

6 **Section 1.01 - Purposes**

- 7 1. The purposes, objectives and principles of the Retired Peace Officers
8 Association (RPOAC) are to: represent members interests affecting
9 retirement including but not limited to: benefits; taxation; cost-of-living, and
10 to promote communication and to provide information between members,
11 as well as to unite all persons within its jurisdiction for their social
12 advancement. It shall be the goal of the RPOAC to distribute factual data
13 in order to promote and stimulate mutual cooperation between members.
- 14 2. The RPOAC is founded on the principle that Retired Peace Officers, their
15 qualified dependents, surviving spouses, and non-peace officers (retired
16 from any law enforcement agency) who unite in mutual interest and acting
17 in a spirit of cooperation, are able, through the free exercise of their
18 constitutional guarantees of association and self-organization, to best
19 preserve and promote their own welfare.

20 **Section 1.02 - Name**

21 The name of this nonprofit mutual benefit corporation is the Retired Peace
22 Officers Association of California, or "RPOAC".

23 **Section 1.03 - Principal Office**

24 There shall be no headquarters or general offices of the RPOAC. The principal
25 office for transacting business of the RPOAC shall be at such address in
26 California, as may be fixed from time to time by the Board of Directors.

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Section 1.04 - Notice

When notice is required to be given to a member or members, it may be given either in a regular publication of the RPOAC or by separate notice, either of which shall be mailed according to the address records of the RPOAC. Notice of Annual and Special Meetings need only be noticed by publication on the RPOAC website.

ARTICLE II. Membership, Dues, and Assessments

Section 2.01 - Membership

Membership of the RPOAC shall consist of Full Members, Honorary Life Members, and Associate Members, as those items are defined in this Article.

Section 2.02 - Full Members

Full Members are:

1. All retired peace officers, surviving spouses or surviving qualified dependents, in or out of California;
2. Individuals who were peace officers, in or out of California and who upon separation qualified for a deferred retirement from their system;
3. Non-peace officers, surviving spouses or surviving qualified dependents, retired from affiliated law enforcement associations, in or out of California.
4. Except as otherwise provided in these bylaws, only Full Members in good standing shall have the right to vote for RPOAC officers and directors and the right to serve as RPOAC officers, directors, or as chairpersons of any RPOAC committee. Members will be considered members in good standing so long as all dues and assessments to RPOAC are current.
5. Only Full members in good standing may vote at any regular or special meeting of the members.

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Section 2.03 - Honorary Life Members

Honorary Life Members are:

Any person, who has unselfishly contributed to, or has shown exemplary dedication and service to the furtherance of the objectives and goals of the RPOAC. Honorary Members shall be eligible for all insurance programs. Honorary Life Members shall not have a vote or be eligible to be Association officers, directors, or committee chairpersons, and shall not have any property rights in the RPOAC unless they are otherwise qualified to be RPOAC members. Honorary life members shall not pay any dues.

Section 2.04 - Associate Membership

Associate members are:

All active or part time peace officers, reserves, surviving spouses, or surviving qualified dependents, in or out of California;

All active or retired “First Responders” (i.e. fire fighters, search and rescue, emergency medical technicians) from any public agency, surviving spouses, or surviving qualified dependants in or out of California;

Except as otherwise provided in these bylaws, Associate Members shall not have the right to vote for RPOAC officers and directors, nor the right to serve as same, or as chairpersons of any RPOAC committee. Associate Members shall pay dues as determined by the Board of Directors and shall be eligible for all insurance offerings.

Section 2.05 - Admission to Membership

All persons desiring to become a member of the RPOAC shall submit to the RPOAC a written application signed by the applicant under penalty of perjury, along with one year’s dues. The applicant's name shall be submitted to Executive Director for approval within thirty (30) days.

An applicant who is denied membership may request an appeal to the Executive Board by giving written notice to the Executive Director within 30 days of being

1 denied membership with copies of any documentation the applicant would like
2 considered by the Executive Board. The Executive Board shall consider the
3 application and supporting documentation at the next regular meeting of the
4 Executive Board. A majority vote of the Executive Board constituting a quorum
5 and present at the meeting is necessary for membership approval after denial by
6 the Executive Director.

7 **Section 2.06 - Dues**

8 Membership dues shall be determined by the Board of Directors and shall be
9 payable on January 1 of each year. Admission of new members shall be effective
10 on the first day of the next succeeding month following approval by the Board of
11 Directors, and annual dues for the initial year shall be prorated accordingly.

- 12 1. A portion of each member's dues may be paid as required to maintain
13 affiliation with other organizations.
- 14 2. Members may elect to pay dues monthly by automatic deduction from
15 eligible retirement systems

16 **Section 2.07 - Membership Cards**

17 The Board of Directors may provide from time to time for the issuance of
18 membership cards to RPOAC members. Each card shall have a unique
19 membership number, which may be required for member identification.

20 **Section 2.08 - Termination of Membership**

- 21 1. The membership of any active member shall terminate upon occurrence of
22 any of the following events:
 - 23 a. The resignation of the member.
 - 24 b. The failure of the member to promptly pay dues.
 - 25 c. The failure of the member to continue to be eligible for membership.
 - 26 d. The determination by the Board of Directors that the member has
27 engaged in acts detrimental to the RPOAC.
- 28 2. Termination under § 2.08, 1.a & c. shall be effective immediately.

1 3. Termination under § 2.08, 1.b shall occur automatically 15 days after notice
2 to the member that the member is over 90 days delinquent in dues. If
3 payment is received within 15 days of notice, the membership shall
4 continue uninterrupted. If payment is received by RPOAC more than 15
5 days after notice, the member must pay a reinstatement fee in addition to
6 delinquent dues before membership shall be reinstated.

7 **Section 2.09 - Procedure for Expulsion**

8 Following the determination by the Board of Directors that a member should be
9 expelled under Section 2.08, 1(c) or 1(d), the following procedure shall be
10 implemented:

- 11 1. Notice shall be sent by mail by prepaid, first-class postage, or certified mail
12 to the most recent address of the member as shown in the RPOAC's
13 records, setting forth the proposed expulsion and the reasons thereof.
14 Such notice shall be sent at least fifteen days before the proposed effective
15 date of the expulsion.
- 16 2. The member being expelled shall be given an opportunity to be heard,
17 either orally or in writing, in a hearing to be held not fewer than five (5) days
18 before the effective date of the proposed expulsion. The notice to the
19 member of proposed expulsion shall state the date, time, and place of the
20 hearing of proposed expulsion. The Board of Directors shall be the hearing
21 body.
- 22 3. Following the hearing, the Board of Directors shall decide whether or not
23 the member should in fact be expelled, suspended, or sanctioned in some
24 other way. The decision by a majority of the Board shall be final.
- 25 4. Any person expelled from the RPOAC shall receive a refund of dues or
26 assessments already paid. The refund shall be prorated to return only the
27 un-accrued balance remaining for the unexpired period of the dues
28 payment.

1 **ARTICLE III. Meetings of Members**

2 **Section 3.01 - Regular Meetings**

3 The RPOAC shall hold an annual meeting of members in the last quarter of each
4 year on a date and at a location set by the Board of Directors. The RPOAC may
5 hold other regular meetings of members at such places and times as shall be
6 determined by the Executive Committee or by the Board of Directors.

7 **Section 3.02 - Special Meetings**

8 The RPOAC shall hold special meetings of members upon the call of the
9 President. The RPOAC shall also hold a special meeting when requested by a
10 majority of the Board of Directors, or when requested in writing by 5% or more of
11 the RPOAC's full members in good standing.

12 **Section 3.03 - Notice of Meetings**

13 Notice shall be given by posting on the RPOAC website, or by first class mail or
14 registered mail. Each Chapter Director shall give notice to their members of the
15 annual meeting in the Chapter Meeting notice in August or September prior to the
16 annual meeting.

17 Notice of regular or special meetings shall be given between twenty (20) and
18 ninety (90) days before the date of the meeting, unless it is mailed by first class or
19 registered mail, in which case it shall be mailed no less than ten (10) days before
20 the date of the meeting. The notice shall state the time, date, and place of the
21 meeting and the general nature of the business to be transacted.

22 **Section 3.04 - Quorum**

23 Any number of full members in good standing of the RPOAC present shall
24 constitute a quorum for purpose of conducting business at any RPOAC meeting of
25 members.
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Section 3.05 - Rules of Order

Except as otherwise provided by these Bylaws, Association meetings shall be conducted under Roberts "Rules of Order, Newly Revised." At all meetings of the RPOAC, the order of business shall be prescribed by the President.

ARTICLE IV. Board of Directors

Section 4.01 - Board of Directors

The RPOAC shall have a Board of Directors that shall be composed of one director from each chapter. The chapters of the RPOAC are listed in the Standing Rules of RPOAC.

Section 4.02 - Chapter Director Vacancies

If any chapter fails to elect a Director or a director position becomes vacant, the President shall appoint a Director for the remainder of the term for each such chapter.

Section 4.03 - Powers and Duties

The Board of Directors shall generally manage the affairs of the RPOAC subject to, and in accordance with, the Articles of Incorporation and these Bylaws. The Board of Directors shall have the power to employ such employees or engage independent contractors as it may in its discretion deem proper to perform such other duties as prescribed by these Bylaws or Resolutions of the RPOAC. The Board of Directors may delegate to the Executive Board, the President, or to the employees or independent contractors of the RPOAC such duties as deemed necessary or advisable for the normal functioning of the RPOAC.

Section 4.04 - Meetings

The Board of Directors shall meet at least three times each year and shall keep a record of its proceedings. It shall make its own rules as to time, places, and notices of meetings and shall follow Roberts Rules of Order, Newly Revised, in

1 the conduct of meetings. Non-RPOAC members may be asked to leave any
2 Board Meeting upon a majority vote of the Board in attendance, including proxies.

3 **Section 4.05 - Quorum**

4 A quorum of the Board of Directors shall consist of a majority of Directors entitled
5 to vote and a majority of the Executive Board.

6 **Section 4.06 - Reports**

7 1. The Board of Directors shall cause a bi-annual audit of all Association
8 books to be submitted to the Board no later than 150 days following the
9 close of the RPOAC's fiscal year at the end of the Treasurer's two year
10 term or upon a change of Treasurer or Executive Director. For purposes of
11 the audit, the books shall be submitted to the auditor no later than January
12 31.

13 2. The RPOAC shall prepare an annual report as required under Corporations
14 Code §8321, and shall have the previously prepared annual report
15 available at the annual meeting of members. Notice of the availability of
16 the annual report shall be contained in the notice of the annual meeting.

17 **Section 4.07 - Attendance**

18 Any member of the Board of Directors who has two (2) consecutive absences
19 from Board of Directors Meetings without good cause within any calendar year will
20 be deemed to have resigned from the Board of Directors. The Executive Board
21 shall determine the sufficiency of the "good cause."

22 **Section 4.08 - Weighted Voting**

23 1. Board of Director Meetings.
24 a. Each Director shall have a minimum of one (1) and no more than
25 two (2) votes at meetings of the Board of Directors. Votes shall be
26 weighted based upon the membership of the Chapter the Director
27 represents on April 1st of each year, as shall be set forth in the
28 Standing Rules.

1 b. Chapters with up to 300 members = 1 vote

2 c. Chapters with over 300 members = 2 votes

3 2. Meetings of Members.

4 a. There shall be no weighted or cumulative voting at any Member
5 Meeting.

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7 **ARTICLE V. Officers and Executive Director**

8 **Section 5.01 - Officers**

9 The RPOAC shall have the following officers: President, Vice President,
10 Secretary, and Treasurer. These Officers will be elected by and from the Board of
11 Directors.

12 **Section 5.02 - President**

13 The President shall preside at all meetings of the Board of Directors, appoint
14 chairpersons and committees, and initiate and coordinate the activities and
15 programs of the RPOAC. The President shall have such other powers and
16 perform such other duties not inconsistent with the Articles of Incorporation and
17 the Bylaws of the RPOAC as are usually exercised by the presiding officers. The
18 President shall be chairperson of the Board of Directors with a vote on all matters.
19 The President shall be an ex-officio member of all committees, with the right to
20 vote only for the purpose of breaking a tie at committee meetings. All
21 appointments made by the President shall be ratified by a simple majority of the
22 Board of Directors present at the next Board of Directors meeting.

23 **Section 5.03 - Vice President**

24 The Vice President shall be an active aide to the President and shall be
25 thoroughly acquainted with the affairs and personnel of the RPOAC. The Vice
26 President shall perform the duties of the President during the President's absence
27 or inability to act. The Vice President shall automatically become the President
28 upon a vacancy to the office of President. If the Vice President succeeds to the

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office of President due to a vacated presidency, the Vice President shall serve as President for the balance of the vacated term.

Section 5.04 - Treasurer

The Treasurer shall have charge of all funds of the RPOAC and shall keep books of account and render reports as requested by the Board of Directors, the Executive Board, or as required by law. The Executive Board may designate employees or contractors of the RPOAC to assist the Treasurer. The Treasurer shall assume the duties of President and Vice President upon their absence.

Section 5.05 - Secretary

The Secretary shall keep full and correct minutes of the meetings of the RPOAC, the Board of Directors, and the Executive Board. The Executive Board may designate employees or contractors of the RPOAC to assist the Secretary.

Section 5.06 - Vacancies

The President shall fill any vacancy in the Executive Board. If there is a vacancy in the offices of both President and Vice President at the same time, the Board of Directors shall appoint an acting President who shall serve until the expiration of the term of the vacated presidency, and the Treasurer shall remain treasurer and concurrently assume the duties of the office of Vice President until a new Vice President is elected. Any vacancy among the elected Directors may be filled by the President, and such Director so appointed shall hold office for the unexpired term of the vacated Directorship.

Section 5.07 - Executive Director

The Executive Director shall be selected by the Board of Directors, and shall act pursuant to delegated authority by the officers of the RPOAC, directly report to the Executive Board and to the Board of Directors, and shall be responsible for the day to day management of the RPOAC's business.

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Section 5.08 - Bonding

The Executive Director and all responsible for Association funds, may, at the discretion of the Board of Directors, be bonded by a bonding firm approved by the Board of Directors in such amount consistent with the RPOAC funds as shall be approved by the Board of Directors. Bonding costs shall be paid by the RPOAC.

Section 5.09 - Indemnification

The Board of Directors may indemnify the officers, directors, agents, and employees of the RPOAC pursuant to Corp C § 7237.

ARTICLE VI. ELECTIONS

Section 6.01 - Election and Term of Officers

The President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors, at the annual meeting of the RPOAC on the following schedule:

- 1. The President and Vice President shall be elected from the Board of Directors for a two-year term during even years by a majority vote of those Board of Director members present. The term shall commence on the day following the Annual Meeting.
- 2. The Secretary and Treasurer shall be elected from the Board of Directors for a two-year term during odd years by a majority of the Board of Directors present. The term shall commence on the day following the Annual Meeting.

Section 6.02 - Election and Term of Directors

- 1. Directors shall be Full Members in good standing in the RPOAC.
- 2. Directors shall be elected from their Chapters during the Annual Chapter Meeting for a term of two years. These Chapter Director elections shall take place during the even numbered years beginning in 2014. Voting

1 shall be by members of the specific Chapter only and as described in
2 section 6.03 3b.

- 3 3. Newly elected Directors will take office the day following the Annual
4 Chapter Meeting at which they were elected, for a term to conclude the day
5 following the Annual Chapter meeting two years hence. If, after the two
6 year term, no Annual Chapter meeting is held, the director shall continue to
7 serve until the RPOAC Annual meeting of members of the year. At that
8 time the RPOAC President may appoint someone to fill the newly vacant
9 seat.

10 **Section 6.03 - Annual Chapter Meeting Notice/Ballots**

- 11 1. Each year every chapter, unless excused for good cause by the Executive
12 Board, shall hold a meeting and elect a Chapter Director, at least 30 days
13 prior to the RPOAC Annual Meeting.
- 14 2. In even numbered years beginning in 2014, an election to select a Chapter
15 Director shall be held at the Annual Chapter Meeting.
- 16 3. The Chapter Director shall schedule and give notice of the Annual Chapter
17 Meeting as follows:
- 18 a. This notice shall be sent by the RPOAC State Office no less than 30
19 days prior to the meeting and shall include the date, time, location,
20 agenda and during election years, notice that the Chapter Director
21 election will be held.
- 22 b. During election years:
- 23 i. The notice shall include a returnable ballot and nomination form.
24 This portion will include the current Director's name if he/she
25 wishes to be considered for the next term, and shall include the
26 name of any qualified candidate who notifies the state office 90
27 days prior to the Annual Meeting of Members. This portion will
28 also include a blank space for a nomination, or a write in vote, or

1 used as a proxy vote. The form shall contain the address of, and
2 be returned to the current Director.

- 3 ii. There shall also be a space to write the individual member's
4 RPOAC membership number for verification; any ballot received
5 without a member number shall not be counted.
- 6 iii. The nomination and ballot form shall be considered a proxy vote
7 in the event the member cannot attend the Annual Chapter
8 Meeting. Such envelopes are to be opened and tabulated at the
9 Annual Chapter Meeting. If a member is in attendance any
10 nominations on the form shall be considered but no vote shall be
11 counted.

12 **Section 6.04 - Proxies**

13 1. Board of Directors

- 14 a. All proxies for regularly scheduled Board of Director or Executive Board
15 meetings must be received by the Secretary prior to the start of that
16 meeting by fax, e-mail, or regular mail.
- 17 b. All such proxies shall be limited to the topics contained in the Meeting
18 Agenda published and distributed to the Directors prior to the Meeting.
- 19 c. Any Board member needing to leave a meeting prior to adjournment
20 may leave a proxy, with the Secretary or chair of the meeting, including
21 their designation of any present Board Member, for the remaining
22 agenda items.

23 2. Members

- 24 a. RPOAC members may not vote by proxy.

25 **Section 6.05 - Removal of Officers or Directors**

- 26 1. Any officer of this Association may be removed by a majority vote of the
27 directors present at any regular or special meeting of the Board of
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Directors, provided that written notice of the proposed action to remove shall be given at least thirty (30) days before such meeting.

- 2. Any director of this Association may be recalled by a vote of the members present at any regular or special meeting of the RPOAC Chapter which elected the Director sought to be recalled, provided that written notice of the proposed action to recall shall be given at least thirty (30) days before such meeting.

ARTICLE VII. Committees and Chapters

Section 7.01 - Executive Board

There shall be an Executive Board consisting of the President, Vice President, Treasurer, and Secretary. The Executive Board shall be empowered to act for and on behalf of the Board of Directors when the latter is not in session provided, however, that the Executive Board shall act in accordance with the generally established policies and procedures of the RPOAC. The actions of the Executive Board shall be reported in writing to the Board of Directors. All decisions by the Executive Board of major significance, including all decisions involving the expenditure of more than \$10,000, shall be submitted to the Board of Directors for ratification at its next meeting. Notwithstanding the above, any member of the Executive Board may request that any action of the Executive Board be submitted to the Board for ratification. If an Executive Board member requests ratification by the Board, the action of the Executive Board shall not become final until it is ratified. A majority of the Executive Board shall constitute a quorum for the transaction of business. A majority vote of Executive Board members present at a duly held Executive Board meeting shall be required to validate any act of the Executive Board.

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Section 7.02 - Standing and Special Committees

Unless otherwise provided, the President shall determine the titles, functions, and membership of all Standing and Special Committees to be formed during the President's term, in consultation with the Executive Board. Each Committee shall have the power to fix its own time and places of meetings, and to establish its own procedures for the conduct of its business consistent with the Articles of Incorporation and these Bylaws and the directions of the President.

Section 7.03 - Chapters

The Board of Directors shall establish a list of Chapters in the Standing Rules

Section 7.04 - Chapter Bylaws.

Each Chapter may adopt their own Bylaws. Any Chapter which adopts Bylaws must notify the State Office, and lodge a current copy with the State Office. Any member may obtain a copy of their Chapter Bylaws from their Director or the State Office. Any provision in any Chapter Bylaws which is in conflict with any provision of these Bylaws of the RPOAC are of no force and effect.

ARTICLE VIII. Bylaws

Section 8.01 - Amendments

1. These bylaws may only be amended at the annual meeting of members of this association by a two-thirds (2/3) vote of the full members present at the Annual Meeting.
2. Any proposed amendment to the by-laws shall be submitted in writing to the RPOAC Secretary and the Chair of the Bylaws Committee at least sixty (60) days prior to the annual meeting of members. The Secretary shall immediately upon receipt deliver a copy of all proposed Bylaw changes to the President.
3. Changes in the bylaws shall be effective one (1) day following the annual meeting of members.