Retired Peace Officers Association of California
10556 Combie Rd PMB 6502
Auburn, CA 95602

NOTICE OF ANNUAL MEETING OF MEMBERS AND VOTE OF THE MEMBERSHIP TO WIND UP AND DISSOLVE THE RETIRED PEACE OFFICERS ASSOCIATION OF CALIFORNIA

Date of Notice: November 6, 2026

TO THE MEMBERS OF RPOAC:

I. NOTICE IS HEREBY GIVEN THAT that the Board of Directors of the Retired Peace Officers Association ("RPOAC") have voted unanimously to wind up and dissolve RPOAC, based upon its determination that dissolution is in the best interests of RPOAC and its members. The Board's determination and its recommendation of dissolution to the members is based upon the RPOAC's dwindling membership (now at 945) and the resulting inability to continue operation as a going concern or meeting any of its organizational purposes, including the provision of any insurance programs, conducting any lobbying efforts with legislative bodies, and otherwise providing any benefits to its members.

II. REASONS FOR DISSOLUTION

RPOAC was founded in 1981. It was incorporated in California in 1984 as a Nonprofit Mutual Benefit Corporation. It was formed to meet the needs of retired peace officers and during this period, it was a growing organization and RPOAC had a seat on the PORAC Board of Directors with a vote in the association. RPOAC would engage in lobbying efforts in Sacramento and Washington, D.C. to represent retiree interests and it worked hard to protect the interests of retired peace officers. At its peak, it had approximately 5,000 members.

In the mid-to-late 2000's, disagreements developed between RPOAC and PORAC that culminated in PORAC removing RPOAC's Board seat, its vote and it doubled its dues, all while refusing to offer insurance options to meet the needs of retirees. The RPOAC Board of Directors voted to break away from PORAC on its own and then we had a period of success where we offered the membership age-appropriate insurance programs, we lobbied on issues affecting retirees and we otherwise provided benefits to the members. We affiliated with the Fraternal Order of Police, the largest police labor organization in the country. When RPOAC had some issues, they came to our aid.

Approximately 10 to 12 years ago however, a significant decline in membership began. The Board variously responded with concerted efforts to stem the tide and increase the membership; i.e., a periodic magazine; direct recruitment to law enforcement offices; online maintenance of our website; lottery and recruitment incentives of lifetime memberships to Front Sight in Las Vegas; etc. While some of the efforts yielded moderate success, the decline in membership continued, as did participation in insurance programs to the point where we began to lose some of our offerings. At the same time, RPOAC shared the same fate as several other law enforcement organizations in that the younger retirees appear to have little interest in an association like ours.

That brings us to the present, we have less than 1,000 members which means we don't have the funds to continue our essential operations. Moreover, because of low participation in our insurance programs, the carriers and the third-party administrator recently dropped us entirely because they were losing money on us.

Financially, the organization attempted to survive by increasing its dues, offering multi-year membership discounts and expanding its membership to first responders and others tangentially involved in law enforcement. Operationally, the organization has paid an Executive Director, Dennis Wright, for over 20 years to manage the organization. He variously agreed to salary reductions and deferments, but the Board recently determined that his continued employment could not be sustained with the other expenses of the organization. None of the officers, directors or the undersigned legal counsel are compensated for their time (apart from the legal fees associated with the separation from PORAC in 2011). Several internal audits, reviews and projected budgets by our bookkeeper (who is also now working without compensation) have been discussed and vetted at length by the Board. With the dire financial condition and the recent loss of all insurance offerings, lobbying or other benefits to the membership, the Board of Directors had to make the difficult, unanimous and inescapable decision to close down the organization.

III. PROCESS FOR DISSOLUTION.

As a nonprofit mutual benefit corporation, the statutory process for dissolution begins with an initial vote of the board of directors to dissolve. The organization then discontinues further business except to wind down the affairs of the corporation; i.e., paying obligations from available funds, closing financial accounts, completing the necessary filings with the regulatory and taxing authorities, etc. A vote on dissolution is then submitted to the membership at large where, according to the RPOAC bylaws, a majority vote at a meeting so noticed will complete the process.

The Board has made every effort to make this vote as easy, informative and inclusive as reasonably possible under the circumstances. Accordingly, your vote can be registered in one of four ways:

1. **By December 8, 2026**, returning the attached written ballot by E-Mail to:

   Rpoacpres26@gmail.com

2. **By December 8, 2026**, returning the attached written ballot by U.S. Mail to:

   RPOAC
   10556 Combie Rd. PMB 6502
   Auburn, CA 95602

3. **By December 8, 2026**, voting pursuant to the attached link to a poll:

   https://forms.gle/Zpk6gdYkbikUaCM26

4. By attendance and oral vote at the Annual Meeting of Members conducted by Zoom **on December 8, 2026 at 10:00 a.m**. where you can appear remotely via video or telephonically pursuant to the link provided below.

IV. NOTICE OF ANNUAL MEETING OF THE MEMBERS OF RETIRED PEACE OFFICERS ASSOCIATION OF CALIFORNIA.

Article 1 — Location and Attendance.

Date:	**December 8, 2026**
Time:	10:00 a.m. [PACIFIC TIME]
Place and Remote Attendance	The meeting will be conducted by Zoom wherein the Members may attend and participate remotely by video or telephonically, through the following Zoom meeting information: Topic: RPOAC ANNUAL MEETING/VOTE ON DISSOLUTION OF RPOAC Time: December 8, 2026; 10:00 AM Pacific Time (US and Canada) Join Zoom Meeting https://us06web.zoom.us/j/85234267553?pwd=KN4HkVwl7sqsajnlApW76GA9zWevsv.1 Join and take notes https://us06web.zoom.us/j/85234267553?pwd=KN4HkVwl7sqsajnlApW76GA9zWevsv.1&mynotes=on Meeting chat link https://us06web.zoom.us/launch/jc/85234267553 Meeting ID: 852 3426 7553 Passcode: 263283 One tap mobile +16699006833,,85234267553#,,,,*263283# US (San Jose) +16694449171,,85234267553#,,,,*263283# US Join by SIP

• 85234267553@zoomcrc.com

Join instructions:

https://us06web.zoom.us/meetings/85234267553/invitations?signature=yMBg-p8_wzQWcBOsbCMiJMnZ4Bvkm0O18PdFHBbcM9oThe Board of Directors has unanimously approved and recommends that the members approve the voluntary winding up and dissolution of the Corporation.

Article 2 — Purpose of Meeting

A. Dissolution Proposal. The principal purpose of the Annual Meeting is for the members entitled to vote to consider and vote upon the following resolution:

RESOLVED, that Retired Peace Officers of California elects voluntarily to wind up and dissolve and that the Board of Directors and the Corporation's officers are authorized and directed to wind up the Corporation's affairs, distribute, according to the best interests of the corporation, its remaining income towards payment of its debts and liabilities, dispose of and distribute its remaining assets in accordance with the Corporation's Articles of Incorporation and Bylaws and applicable law, complete all required filings, and take all other actions reasonably necessary or appropriate to complete the winding up and dissolution.

B. Board Recommendation. After considering the Corporation's present and anticipated circumstances, the Board of Directors unanimously determined that dissolution is in the best interests of the Corporation and its members. The Board's determination is based upon, among other things, the Corporation's dwindling membership and resulting inability to remain viable as a going concern or to continue meaningfully achieving its organizational purposes, including providing insurance programs, conducting lobbying efforts with legislative bodies, and otherwise providing meaningful benefits to its members.

C. Other Annual Meeting Business. The members may also consider any other business properly brought before the Annual Meeting.

Article 3 — Record Date, Eligibility, Quorum, and Approval

A. Record Date. Only members of record as of the close of business on November 2, 2026 are entitled to notice of, and to vote at, the Annual Meeting or by written/electronic ballot in connection with the dissolution proposal.

B. Voting Rights. Each member entitled to vote shall have the voting rights provided in the Corporation's Articles of Incorporation and Bylaws.

C. Quorum. Any number of members in attendance shall constitute quorum as provided by the Bylaws.

D. Required Approval. The required approval is majority vote.

E. Effect of Approval. If the members approve the dissolution proposal, the Corporation will proceed to complete its orderly winding up and dissolution. During the winding-up process, the Corporation will discharge or make adequate provision for its known debts, liabilities, and obligations and will distribute any remaining assets as required or permitted by the Corporation's governing documents and applicable law. It is not expected that there will be any remaining assets.

Article 4 — Methods of Participation and Voting

A. Attendance and Voting by Zoom. A member may attend, participate, and vote at the Annual Meeting on **December 8, 2026 at 10:00 a.m.** through Zoom using the meeting information stated above. Members attending by Zoom should join the meeting sufficiently in advance of 10:00 a.m. to permit verification of membership and voting eligibility.

B. Voting by U.S. Mail, Email or Electronic Poll **no later than December 8, 2026** as per links above. A member may vote by completing, signing, and returning the enclosed written ballot in the enclosed return envelope, and by mailing the completed ballot to the address indicated above.

C. To be counted, mailed ballots must be received by the Corporation.

Article 5 — Enclosures and Member Action Requested

A. Enclosed Materials. The following materials accompany this Notice:

A written ballot concerning the proposed winding up and dissolution of the Corporation.

B. Action Requested. Each member is urged to vote on the dissolution proposal, whether or not the member expects to attend the Annual Meeting by Zoom. A completed ballot should be returned by U.S. Mail or email by the applicable deadline stated in this Notice, or the member may attend and vote at the Annual Meeting through Zoom.

C. Questions. Questions concerning this Notice, the dissolution proposal, voting procedures, or the Annual Meeting may be directed to RPOAC via the telephone, U.S. Mail and email information provided above.

V. NOTICE TO MEMBERS OF CALIFORNIA FOP LODGE 55.

California FOP Lodge 55 will be closing in conjunction with RPOAC. For those members that are members of California FOP Lodge 55, you can transfer to another FOP

lodge. If you are interested in transferring, you can contact Michelle Merrill at CA FOP. You can contact her at her email: michelle@cafop.org.

Retired Peace Officers of California
a California Nonprofit Mutual Benefit Corporation

by: _____
Jeffrey A. Berger, Corporate Counsel

Tear off and return to: RPOAC 10556 Combie Rd. PMB 6502, Auburn, CA 95602

I, _____ (Print Name), am a current member of the Retired Peace Officers Association of California;

I have read and considered the **NOTICE OF ANNUAL MEETING OF MEMBERS AND VOTE OF THE MEMBERSHIP TO WIND UP AND DISSOLVE THE RETIRED PEACE OFFICERS ASSOCIATION OF CALIFORNIA,** dated November 4, 2026;

After having duly considered said Notice, including the following resolution recommended by the Board of Directors set forth therein, to wit:

> RESOLVED, that Retired Peace Officers of California elects voluntarily to wind up and dissolve and that the Board of Directors and the Corporation's officers are authorized and directed to wind up the Corporation's affairs, distribute, according to the best interests of the corporation, its remaining income towards payment of its debts and liabilities, dispose of and distribute its remaining assets in accordance with the Corporation's Articles of Incorporation and Bylaws and applicable law, complete all required filings, and take all other actions reasonably necessary or appropriate to complete the winding up and dissolution.

It is my vote to (pick one):

1. _____ Approve the Resolution; or

2. _____ Oppose the Resolution.

Dated:

_____
Signature