



NLPOA

NATIONAL LATINO PEACE OFFICERS ASSOCIATION
CALIFORNIA STATE CHAPTER

BYLAWS

Our Mission:

The mission of the Latino Peace Officers Association State of California is to eliminate prejudice and discrimination in the Criminal Justice System, particularly in law enforcement; to create a fraternal, professional association that provides support, advocacy, personal and professional development to its members; to prevent and reduce juvenile delinquency; to lessen neighborhood tension in the Latino communities through awareness and role modeling; and to bridge the gap between the Latino communities and the police.

Our Values:

The Latino Peace Officers Association State of California is to function in accordance with its Articles of Incorporation, Bylaws, Standard Operating Procedures, and other official executive board policies in safeguarding the association's Nonprofit Public Benefit Tax Exempt 501c(3) or 501c(4) IRS Charitable Corporation status, and to assist the local NLPOA California State Chapters in meeting the same mission and values.



To Protect and to Serve our Members and Communities

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**AMENDED AND RESTATED BYLAWS OF THE
LATINO PEACE OFFICERS ASSOCIATION STATE OF CALIFORNIA
ADOPTED AS OF SEPTEMBER 12, 2015**

This organization shall be known as Latino Peace Officers Association State of California, National Latino Peace Officers Association California State Chapter, or NLPOA California State Chapter, a non-profit corporation (IRS Employer Identification #20-3260776), and has established as goals and objectives the following:

ARTICLE I

GOALS AND OBJECTIVES

Without limiting in any manner the types of activities that the association can conduct under its Articles of Association or the California Mutual Benefit Non-Profit Corporation Law, the Latino Peace Officers Association State of California has the following objectives:

- A. The creation of a brotherhood/sisterhood and unity amongst the diverse group of law enforcement officers and other law enforcement professionals, and the extension of the feeling to all those who have common interest in the advancement of the law enforcement profession.
- B. To make available to the community, enforcement administrators, governmental bodies, such assistance or expertise as may be contained within the organization.
- C. The maintenance of liaison and communication with other mutually concerned agencies and organizations.
- D. To actively seek qualified law enforcement aspirants from the Latino and other diverse communities and to assist all persons who are interested in a law enforcement career.
- E. To enhance the prestige and professionalism of our members and the Latino peace officer and to increase our member's professional development and opportunity.
- F. To provide scholarships for higher education to our youth to those that are commendable and interested in a law enforcement career.
- G. To sponsor and participate and to assist other NLPOA chapters with special and social events in pursuit of the forgoing objectives as agreed upon by the executive board or membership.
- H. To donate from the net proceeds generated by the association to meaningful events, organizations and charities in pursuit of the forgoing objectives as agreed upon by the executive board or membership.
- I. To follow the association's bylaws.

ARTICLE II

EXECUTIVE BOARD DUTIES and RESPONSIBILITIES

The administration of the Latino Peace Officers Association State of California shall consist of no less than three (3) but generally twelve (12) members, who shall constitute the Executive Board. They shall serve without financial compensation.

The executive board will minimally consist of a President, Executive Secretary and Treasurer, but shall normally consist of a President, Executive Vice-President, Northern Vice-President, Central Vice-President, First Southern Vice-President, Second Southern Vice-President, Executive Secretary, Treasurer, Parliamentarian, Historian, Sergeant of Arms and an Immediate Past-President. If the Immediate Past-President does not wish to serve, the sitting president may appoint an executive board member to act as an Immediate Past-President with ratification of the executive board.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the elected executive board.

The executive board shall perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws; appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; meet at such times and places as required by these bylaws; and register the addresses of members with the correspondent secretary of this corporation and notify members of meetings by mail or email at such addresses provided by them.

The Specific Duties of Executive Board members shall include:

President: The president shall be the Chief Executive Officer of the association. The president shall preside at all Executive Board and General Membership meetings. The president shall exercise general supervision and direction of the association. The president shall also represent the association at all public and official functions. The president shall nominate all committee members, subject to majority approval of the executive board. The president shall be a member of all committees, including AD-HOC sub-committees, and shall be responsible for referring all matters requiring committee action to the applicable committee.

Executive Vice-Presidents: The executive vice-president shall assist the president in the discharge of their duties and shall preside in the absence of the president. The executive vice-president shall also perform additional tasks as deemed necessary by the president. In the event of the president's inability or refusal to act, the executive vice-president may act on behalf of the president with a simple majority approval of the executive board as outlined in Article II(A) of these bylaws.

Vice-Presidents: There shall be elected a Northern Vice-President, Central Vice-President, First Southern Vice-President and a Second Southern Vice-President. The vice-presidents shall be charged by the president to oversee and to assist in the operations of NLPOA California local chapters. In the absence of the president and executive vice-president, the vice-presidents in order of seniority as a State board member and then with NLPOA membership shall preside at Executive Board and General Membership meetings.

Executive Secretary: The executive secretary shall perform all functions of the corporate secretary of a non-profit corporation. The secretary shall keep a written record of attendance and minutes of all meetings and furnish a copy of the same at the following meeting. Within thirty (30) days of the meeting, the secretary shall present the minute reports to the executive board for ratification. This may be done via electronic mail. Once the reports are ratified, the secretary shall as soon as possible make them available to the membership via email correspondence and the association's website.

Treasurer: The treasurer shall be the Chief Financial Officer of the association and responsible for the financial management of the association. The treasurer shall maintain all administrative banking records and keep the records and books accessible and current and shall be responsible for the deposit of funds into the general bank account(s). The treasurer shall furnish the association's most current bank statement(s) to the president or executive vice-president at least five (5) days prior to scheduled meetings, shall generate quarterly financial reports that will be presented to the executive board within 30 days of the end of the calendar quarter, and shall generate an annual report and present it to the executive board by January 30th of each year. Reports generated by the treasurer shall be ratified by the executive board. This may be done via electronic mail. The treasurer shall also perform or hire to perform the annual tax reports to the IRS, State Franchise Tax Board and California State Attorney General's Office.

Parliamentarian: The parliamentarian shall be versed in Roberts Rules of Order and Parliamentary Law. The parliamentarian shall give advice at meetings and answer questions of procedure in conducting the business of the association. The parliamentarian shall chair any committee related to the bylaws or amendments to the bylaws.

Historian: The historian shall serve as the Custodian of Records for the association. The historian shall compile and maintain for the association a history of activities, letters, correspondences, news articles, photographs and memorabilia in which the association contributed to or participated in and shall forward news worthy articles to National's El Puente news editor. The historian shall be a member of any committee related to the association's website.

Sergeant of Arms: The sergeant of arms shall be charged with maintaining the orderliness of meetings and shall be responsible for the coordination of security at all Latino Peace Officer Association functions and outside requests for security. The sergeant of arms shall also be charged with obtaining annually the membership lists from all NLPOA chapters in California.

Immediate Past-President: The immediate past-president shall assist in a smooth transition of the new president and executive board. The immediate past-president shall also be an adviser and consultant for the association.

Authority of the Executive Board:

- A.** The executive board, with exceptions provided elsewhere in these bylaws, shall conduct all executive board business of this association/corporation by a vote of a quorum as outlined in Roberts Rules of Order. A quorum of the executive board shall consist of no fewer than fifty percent (50%) of the executive board members present or that have voted. The president shall be included in the quorum but shall not vote on motions except to break a tie. For approval of motions, a simple majority vote shall be required.
- B.** The executive board shall have the authority to ratify disbursements of funds so long as the business is conducted as outlined in Article II(A) of these bylaws, the business is executed as outlined in these bylaws, and the business does not breach any duty as defined under section 5230 of the California Nonprofit Public Benefit Corporation Law. This authority may be general, such as administrative expenses, or confined to specific instances, such as humanitarian aid and charitable donations. The executive board shall have the authority to direct the transfer of funds to the respective financial accounts managed by the treasurer and special event finance manager.
- C.** Every act or decision done or made by a majority of the executive board present at a meeting duly held at which a quorum is present is the act of the executive board, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approved of contracts or transactions in which an executive board member has a material financial interest (Section 5233), and indemnification of board members (Section 5238e), require a greater percentage or different voting rules for a matter approved by the board.
- D.** Any action required or permitted to be taken by the executive board under any provision of law may be taken without an assembled meeting so long as there is a recording of them, such as an email link or other written correspondence, and the vote was conducted as outlined in Article II(A) of these bylaws. When a motion is made via email link or other correspondence, the president shall acknowledge the motion and set five business (5) days to vote on the matter. A quorum as outlined in Article II(A) must be met for an official vote. At the end of the five (5) day period, the president shall declare the decision and the action, if any, at the next official meeting. The recording or documentation of the vote and actions, such as the email link or other correspondence, shall be made public by the executive secretary and attached to the following meeting minute report.
- E.** The president shall nominate committee appointments and the executive board shall have the duty to ratify them by a vote as outlined in Article II(A) of these bylaws.
- F.** The executive board shall have the power to discharge any member appointed to a committee if the member in question has not performed their duties as outlined by these these bylaws.
- G.** The executive board may authorize any officer or agent to enter into any contract or execute any instrument in the name and behalf of this association so long as the business was ratified as outlined in Article II(A) of these bylaws. This authority may be general or confined to specific instances; and, unless so authorized by the executive

board, no officer, agent, or other person shall have any power to bond the association by a contract or render it liable for any purpose or any amount.

Non-Liability of Executive Board:

- H. The members of the executive board shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Indemnification by Corporation of Board Members, Committee members, Employees, and other Agents:

- I. To the extent that a person who is, or was, an executive board member, committee member, employee, or other agent of this association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either settles any such claim or sustains judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Insurance for Corporate Agents:

- J. The executive board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including executive board members, committee members, employees, or other agents of this corporation against any liability other than for violating provisions of law relating to self-dealing section 5233 of the California Nonprofit Public Benefit Corporation Law asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Compensation:

- K. The executive board members and committee members may not be compensated for rendering services to the corporation in any capacity. However, they shall be allowed reasonable reimbursements of expenses incurred in the performance of their duties as specified in these bylaws. Expenditures shall be approved in advance and shall be in accordance with this corporation's conflict of interest policy. An Expense Report detailing the expenditure and signed by the member seeking reimbursement and the president, or executive vice-president, executive secretary or treasurer and shall be completed within ten (10) days of expenditure. The treasurer shall maintain the Expense Reports in accordance with current corporate tax laws.

Restrictions Regarding Interested Executive Board Members:

- L. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the executive board may be interested persons. For purpose of this section "interested persons" means either:

Any person currently compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board member as Board member; or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Removal from Office:

- M. An executive board member or committee member of the association may be presented to the general membership for removal from office if they have missed two consecutive meetings or if fifty-percent (50%) or more of the full complement of the executive board attest in petition form that the officer in question is not fully performing their duties as specified by the bylaws of this association, or for misuse of official monies or for engaging in activities otherwise harmful to the association, or has breached any duty under section 5230 and following of the California Nonprofit Public Benefit Corporation Law. The removal must be carried out by using the procedures given in Article II(N) of these bylaws.
- N. The removal proceedings for the removal of an executive board member shall take place during a regularly scheduled general membership meeting, or with a minimum of sixty (60) days notice of such meeting. After the charges have been presented to the general membership, the accused executive board member shall have an opportunity to examine and answer the charges. If a two-third (2/3) vote of the membership in attendance for removal is obtained, the accused officer will be declared removed from office.
- O. Vacancies on the executive board may be filled by the president with approval of the board. If the number of board members remaining in office is less than a quorum, the active board members will constitute the total number of executive board members and an affirmative vote of a majority of the board then in office may fill vacancies and the actions shall be deemed as complying with this Article of these bylaws. If the executive board has just one remaining executive board member then that member shall become the president and shall appoint two California NLPOA members to hold the office of executive secretary and treasurer.

Annual Statements:

- P. Each executive board member and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;
 - (a) has received a copy of the conflict of interest policy;

- (b) has read and understands the policy;
- (c) has agreed to comply with policy; and
- (d) understands the association/corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The association's sergeant of arms shall be charged with executing the annual statements to the executive board members and members of committees and shall present the statements to the executive secretary for filing.

ARTICLE III

MEMBERSHIP REQUIREMENTS AND CLASSIFICATIONS

All inquires for NLPOA membership shall be directed to the nearest NLPOA California State Chapter of the applicants home or business address. Following are the rules for membership to California NLPOA local chapters:

- A. There are six (6) categories of memberships within the National Latino Peace Officers Association: Regular Members, Associate Members, Lifetime Members, Honorary Members, Student Members and Corporate Members. There shall be no discrimination or restrictions on membership because of race, color, creed, sexual orientation, national origin, gender, age, religion, citizenship or physical handicap.
- B. The executive board members of the California NLPOA local chapters shall review each application for initial membership as well as membership renewal applications to determine the type of membership to grant. A member in good standing shall sponsor new applicants for membership at a membership meeting and then the entire membership shall vote to accept or deny the membership with a simple majority.
- C. Regular, Associate, and Lifetime members of this association in order to be recognized by the National and any State Board of the NLPOA must be a member of this association in good standing.

Eligibility:

- D. Regular membership is available to all persons actively employed in or retired from any professional position within the criminal justice system that demonstrates their dedication to the objectives of the Latino Peace Officers Association. Professional positions are defined as Federal, State, County, or Local commissioned officers with powers of arrest as designated by laws of the states of the Union or Federal Government in which those persons are employed, or, are defined as Federal, State, County, or Local prosecutors or judges with a license to practice criminal law.
- E. Associate membership is available to persons who identify with and support the objectives of this association, so long as associate memberships do not make up more

than twenty percent (20%) of the membership, as outlined by the National Constitution. Associate Members may vote and serve as Executive Board and Committee Members but may not hold the position as President or First Vice-President, as outlined by the National Constitution.

- F. Lifetime memberships of this association shall be for those members who have served this association and have served as a National or State NLPOA President.
- G. Honorary membership may bestow upon any person by the Executive Board that is not a member of the association but who has made a measurable and exceptional contribution to the association and its objectives.
- H. Student membership is available to any person who is enrolled in High School and/or College and is supportive of the goals and objectives of the association.
- I. Corporate membership is available to those corporations that are supportive of the goals and objectives of the NLPOA. Approval of Corporate membership shall be the sole responsibility of the Executive Board with a simple majority approval.

General Requirements:

- J. Membership application shall be made on the appropriate forms and upon the recommendations of a regular member in good standing. The Executive Board shall review all membership applications and have sole discretion in denying membership in this association to a particular applicant that would be detrimental to the aims or purposes of this association with a simple majority vote.
- K. All members shall make prompt payment of dues, support the NLPOA functions, and at all times conduct themselves in a professional and responsible manner. Violation of any part of these bylaws may constitute cause to consider removal from membership.
- L. Final approval of membership shall rest with the membership present at a general membership meeting by an affirmative simple majority vote. The vote shall be by show of hands.
- M. Persons who become members of the NLPOA California State Chapter shall automatically become members of the National Latino Pease Officers Association.
- N. Members will support the association with annual dues as established by the Executive Board.

ARTICLE IV

REVOCATION OR RELINQUISHMENT OF MEMBERSHIP

Following are the rules that California NLPOA local chapters shall follow in the event the chapter plans to revoke membership. If membership is revoked and the member petitions the State Chapter to intervene the State shall follow these guidelines as well:

- A. For the good of the association and as a responsibility to the membership, the Executive Board reserves the right to notice, comment, or otherwise discipline any members of the association for conduct or deeds that are in violation of these bylaws, or the members conduct reflects poorly on the association.
- B. Any adverse comments or actions that may be considered disciplinary shall be initiated after a confidential hearing conducted by the Executive Board.
- C. Any member wishing to bring to the Executive Board any allegation of conduct or deeds in violation of the bylaws shall do so in the following manner and procedure:
 - 1. The initial allegation shall be in writing fully explaining the situation and identifying any and all witnesses.
 - 2. The allegation shall be affirmed by the member making the allegation and presented to the association's parliamentarian or sergeant of arms.
 - 3. The parliamentarian or sergeant of arms shall review the document and insure that the allegation involves a member of the association.
 - 4. The parliamentarian or sergeant of arms shall present the allegations to the Executive Board who shall review the allegations to insure that if proven true, a violation of the association's bylaws has occurred or that the members conduct reflected poorly on the association.

Administration of Hearing:

- D. It is the responsibility of the Executive Board to determine if a hearing will be conducted and what evidence will be allowed. To commence a hearing, a motion must be made and passed by a majority of the Executive Board as outlined in Article II(A) of these bylaws. If passed, the president or a designee selected by the president shall preside over the hearing and will not have a vote in the matter except to break a tie. At minimum, half of the Executive Board members must adjudicate the matter.
- E. If an Executive Board member is a witness to the allegation(s), the Board member shall not be part of the Executive Board panel that adjudicates the matter. They may, however, be called as a witness.
- F. If a hearing is deemed warranted, the Executive Board shall investigate the allegation(s) of conduct or deeds in violation of the bylaws in the following manner:
 - 1. The accused in question shall be notified of the allegation(s) and then must reply by writing or request a hearing from the Executive Board within twenty (20) days of the notification. Failure to reply may automatically result in a finding against him/her.
 - 2. The accuser shall represent themselves or be represented by a Regular or Associate Member of his or her choice to present evidence to the Executive Board. The evidence may be in writing or witnesses can present evidence in person. The Executive Board reserves the right to question the accuser, accused or the witnesses.

3. The accused shall be afforded the opportunity to defend themselves and may represent themselves or be represented by a Regular or Associate Member of his or her choice. They may present evidence, may question any witness and may present any witness.
 4. The Executive Board shall take the evidence and determine if the violation(s) has occurred. To have a true finding of a violation(s), the Executive Board must agree with a 2/3-majority vote.
 5. The persons directly involved shall be notified of the findings as soon as possible. The findings of the Executive Board shall be final and non-appealable, except to the National Executive Board. This appeal must be initiated within fifteen (15) days of the adverse notification, as outlined in the National bylaws.
- G.** The penalty for any person found in violation of the bylaws or had conduct that reflected poorly on the association shall include but not be limited to:
1. Verbal admonishment
 2. Private Censure
 3. Suspension from membership
 4. Removal from office or committee.
 5. Revocation of membership.

Voluntary Relinquishment of Membership:

- H.** Any member can relinquish their membership by notifying an Executive Board member either orally or in writing.
- I.** If a member is delinquent of their membership dues for more than 180-days, it shall be assumed that they have voluntarily relinquished their membership.

Relinquishment of an Executive Board Member:

An Executive Board member, to include the President, may relinquish their position or can be recalled in the following manners:

- J.** Voluntary resignation of an Executive Board position may be either orally or in writing to any Executive Board member.
- K.** An Executive Board member recall may be effected upon with thirty (30) days advance notice to the general membership and upon 2/3-majority secret ballot vote at a special meeting convened for that purpose.
- L.** A member of the Executive Board may be removed upon two consecutive absences from a general membership meeting without proper notification to the Executive Board and good cause.

ARTICLE V

ELECTIONS OF EXECUTIVE BOARD MEMBERS

- A. Elections for Executive Board positions shall occur in September of the succeeding even numbered year. The president shall select the day of the election at least ninety (90) days in advance of the election and then select an Election Committee that shall be comprised of no fewer than two NLPOA members. Committee members cannot be seeking a State Executive Board position.
- B. The president, executive board member, or members of the Election Committee shall insure that the California State Chapters have been notified of the elections at least sixty (60) days in advance of the election.
- C. Only members in good standing at least three (3) months prior to elections that are certified by the National treasurer shall be entitled to vote. No proxy vote is allowed; members or delegates must be present for the election. The sergeant of arms shall have the most current membership rosters obtained from the National treasurer.
- D. Each California State executive board member is entitled to one vote, but if used they may not vote with their local chapter. The association's general counsel has no vote.
- E. Each local chapter president or their designated delegate is entitled to one vote. The chapter president may designate their vote only if they are not present to cast it or if they are a California State executive board member and are electing to cast their Executive Board member vote.
- F. Chapters are entitled the one (1) chapter president vote described on line "E", and then additional delegate votes for every twenty-five (25) members. For example: If a chapter has 24 members, that chapter may cast only the "president" vote. If the chapter has 25 members, the chapter may cast the "president" vote and one additional vote. Subsequently, chapters get another vote for every 25 members not to exceed what would be allowed by the National chapter in a National Executive Board election.
- G. Members shall only cast one (1) delegate vote allowed by their respective chapter. The designated chapter delegate must be identified to the Election Committee prior to nominating a candidate or voting.
- H. All candidates for Executive Board positions must be registered with the National treasurer as a member eligible to vote with a local California chapter. The sergeant of arms shall confirm this with the most current membership rosters obtained from the National treasurer.
- I. The Terms of office for Executive Board members shall be for two years, from the date of election to the succeeding election.
- J. Nominations for the Executive Board positions shall be accepted from the floor during the general membership meeting on the day of the elections. The nominee does not have to be present, but must have confirmed his or her acceptance for nomination with a seated State Executive Board member that can accept the nomination for the candidate.

- K. On the day of the election, candidates for the Executive Board positions shall have an opportunity to address the general membership. No more than five (5) minutes is allowed per candidate.
- L. SECRET BALLOT – Voting shall be through secret balloting. The Nomination Committee selected by the president shall provide a ballot to each eligible voter.
- M. Tabulation and Certification – The nominating committee shall collect and tabulate the secret ballots and announces the results to the association’s general assembly. The association’s executive secretary shall certify the election and make a permanent record.
- N. Installation of the newly elected state board shall take place immediately after the elections.
- O. OATH OF OFFICE - In accordance with state laws; all state board members shall be installed and sworn into office. The following oath of office will be used for this purpose:
 - I, (name of board member);*
 - Affirm that I will support the mission of the National Latino Peace Officers Association California State Chapter;*
 - I will perform my duties with care;*
 - To protect the public trust;*
 - To obey all governing documents, state and federal laws;*
 - And insure that the organization’s resources are used to benefit our community.*
- P. Vacancies occurring between elections shall be appointed by the president and ratified by way of secret ballots by the Executive Board. A majority vote as outlined in Article II(A) of these bylaws shall be required for ratification. The president shall be responsible for collecting and tabulating the secret ballots and shall report the results to the Executive Board and the presidents of the California State local chapters. The official shall serve the remaining term.

ARTICLE VI

MEETINGS

- A. General Membership and Executive Board meetings may be called by the president or by a majority vote of the Executive Board. At minimum, there shall be two (2) membership meetings per year per year and one (1) executive board meeting per year. No action shall be taken at any meeting unless a quorum exists as outlined in Article II(A) of these bylaws.

- B. The time and location of each General Membership meeting shall be decided upon by the president. The location shall be disclosed as soon as practical and advertised via the minutes and electronic mail and the association's website at least two (2) months in advance of the meeting to insure maximum attendance.
- C. The meeting shall be chaired by the president and maintained by the sergeant of arms and parliamentarian. If the president of the association is not available, the executive vice-president shall then preside over the meetings.
- D. Members at each meeting shall be afforded the opportunity to review the agenda prior to it. Any member desiring to address the association may do so.
- E. Meetings shall be conducted under "Robert's Rules of Order" and Parliamentary procedure shall be adhered to. Members shall refrain from the consumption of alcohol during meetings.
- F. Meetings shall be conducted at a location that properly represents the association. It shall be at a location easily assessable to a majority of the membership.
- G. For the protection of the 501(c)(3) non-profit corporation law, potential political endorsements shall not be discussed during a General Membership, Special Membership or Executive Board meeting.

ARTICLE VII

COMMITTEES

Executive Committee of the Board: The president may designate at minimum two (2) members who may also be serving on the Executive Board to constitute an Executive Committee of the Executive Board and delegate to such committee any of the powers and authority of the executive board in management of the business and affairs of the association, except with respect to:

- (1) The approval of any action that, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all the members.
- (2) The fillings of vacancies on the executive board or on any committee that has the authority of the executive board.
- (3) The fixing of compensation of any employee, if any, of the association.
- (4) The amendment or repeal of bylaws or the adoption of new bylaws.
- (5) The amendment or repeal of any resolution of the executive board which by itself terms is not so amendable or repealable.
- (6) The appointment of committees of the executive board or the members thereof.
- (7) The expenditure of association funds without prior approval by the executive board.

- (8) The approval of any transaction to which this association is a party and in which one or more of the executive board members has a financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

The LPOA California State should have the following appointed committees:

- A. The PUBLICITY AND COMMUNICATIONS COMMITTEE shall disseminate information regarding the field of law enforcement consistent with policies and the objectives of this association. They shall assist the Executive Board in relaying pertinent information to the general membership.
- B. The FINANCIAL REVIEW COMMITTEE shall audit the association's financial records. They will review expenditures, make recommendations on fiscal policies, and make a report to the general membership.
- C. The COMMUNITY LIAISON COMMITTEE shall establish a means of communication with the community and other organizations with the objective of exchanging information and ideas.
- D. The STANDARD OPERATING PROCEDURES AND BYLAWS COMMITTEE shall review the S.O.P's. and bylaws of this association and make recommendations of changes to the executive board and membership. The parliamentarian shall be a member of the committee.
- E. The RECRUITING COMMITTEE shall establish a means of communication with the community and other organizations with the objective of recruiting candidates in law enforcement.
- F. The PLANNING COMMITTEE shall make recommendations for short and long term goals for the association. They shall act in an advisory and review capacity to the executive board.
- G. The ASSOCIATION'S WEBSITE COMMITTEE shall manage the contents placed on the website and administer the websites operations.
- H. The SCHOLARSHIP COMMITTEE shall seek qualified candidates for the scholarships and make recommendations to the Board.

The president may appoint other committees that he or she feels are needed for the operation of the association.

ARTICLE VIII

FINANCES

- A. The treasurer or an agent of the treasurer shall place all monies paid to the association,

with exception to funds gained through special events, in the appropriately established banking account(s) and shall do so within ten (10) days of taking possession of them.

- B. The treasurer shall keep detailed financial reports of all transactions.
- C. The president shall select a committee of two members to conduct annual audits of the financial statement(s) and to ensure the association is operating in a manner consistent with charitable purposes and does not engage in activities that could jeopardize the association's tax-exempt status.

Use of Outside Experts:

- D. When conducting the periodic reviews, the association/corporation may, but need not, use outside advisors. If outside experts are used, they shall not relieve the governing board of its responsibility for insuring periodic reviews are conducted.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order" shall govern the proceedings of this association, except in such cases as are covered by the constitution, bylaws, and SOP's adopted by this association. The Parliamentarian shall advise on all questions of procedure, when so requested by the presiding officer.

ARTICLE X

DISSOLUTION

On dissolution of this association, any funds remaining shall be forwarded to the National NLPOA Chapter.

ARTICLE XI

AMENDMENTS

To add, amend or alter a bylaw of this association, the Executive Board must schedule a meeting at least sixty (60) days in advance a membership meeting and announce to the membership proposed bylaw changes. At the meeting, the bylaws of this association may then be amended or altered by a majority vote of the Executive Board as outlined in Article II(A) of these bylaws.

ARTICLE XII

ASSOCIATION RECORDS AND REPORTS

Organizational Records: The association president or designee(s) of the presidents shall keep the following records:

- A. Adequate and correct books and records of accounts, financial reports, checking accounts, depository records and such other documents designated by the executive board.
- B. Minutes in written form of the proceedings of executive board and membership meetings.
- C. A record of the association's members, listing their names, addresses email addresses and the class of membership held by each.

Member's Inspection Rights:

- D. Any member of the association may inspect and copy the records of the association by notifying the president at least thirty (30) days prior in a written demand on the association, stating the purpose for which the inspection rights are requested.
- E. A member's request to inspect records must be reasonably related to such person's interest as a member. The person requesting the inspection must be present during the inspection.
- F. The association's parliamentarian shall keep the original or a certified copy of the bylaws, as amended to date, which shall be open to inspection by member's at all reasonable times.
- G. Every executive board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the association. The Board member making the request must be present during the inspection.

ARTICLE XIII

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Purpose of Conflict of Interest Policy:

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an executive board member or committee member of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible

“excess benefit transaction” as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions:

Interested Person: Any Executive Board member, officer, member of a committee with governing board delegated powers, or any other person who is “disqualified” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who is a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has financial interest if the person has, directly or indirectly, through business, investment, or family:

1. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement;
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Conflict of Interest Avoidance Procedures:

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must immediately disclose all material facts to the Executive Board and members of committees with governing board delegated powers considering the proposed transactions or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists with a simple majority vote.

Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transactions or arrangement.

After exercising due diligence the governing board or committee shall determine if the association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or company that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive board or committee shall determine by a majority vote of the disinterested person(s) whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of Conflict of Interest Policy: If the governing board or committee has a reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the members an opportunity to explain the alleged failure to disclose.

If, after the hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Executive Board and Board Committee Proceedings: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XIV

POLITICAL ACTION

Political Policy:

The Latino Peace Officers Association State of California shall not directly engage in any political activity, to include participation in the publication or distribution of political statements, nor intervene in any political campaign on behalf of or in opposition to any candidate in office. To do so is in violation of the non-profit corporation laws. Should the executive board or a member have any question regarding the legality of an anticipated activity, they must contact the National Board of Directors for advice or directions.

ADOPTION of BYLAWS:

We, the undersigned, are all of the persons duly elected by the membership and named as the current Executive Board in the articles of incorporation of the Latino Peace Officers Association State of California, a California nonprofit corporation, and, pursuant to the rules of these bylaws, agree that the bylaws were adopted by the association's membership in accordance with these bylaws, and hereby do, adopt the foregoing bylaws, consisting of twenty-three (23) pages, as the bylaws of this corporation effective September 12, 2015.

JUAN G. FERREIRA, PRESIDENT

RAQUEL OCHOA, EXECUTIVE SECRETARY

RICARDO SUITO, EXECUTIVE V.P.

JOE HOWIE, TREASURER

ARTURO BAUTISTA, NORTHERN V.P.

BRIAN AVERA, PARLIAMENTARIAN

CHUCK ARELLANO, CENTRAL V.P.

CARLOS CRUZ, HISTORIAN

VICTOR GONZALEZ, FIRST SOUTHERN V.P.

NINA MEDINA, SERGEANT OF ARMS

RICHARD JIMENEZ, SECOND SOUTHERN V.P.

ALAN ALVAREZ, IMMEDIATE PAST PRES.

