

LOS ANGELES COUNTY ORGANIZATION OF POLICE AND SHERIFF BY-LAWS

ARTICLE I STATEMENT OF MISSION

The mission of LACOPS (Los Angeles County Organization of Police and Sheriff's) is to unite all organizations within Los Angeles County to promote and maintain law enforcement organizations at the local, state, and federal levels. It is further the goal of LACOPS to become an effective and respected voice for its member organizations and to educate the policy makers and residents of Los Angeles County regarding public safety issues. This will be accomplished by assisting all law enforcement organizations in economic, social and professional development.

ARTICLE II OFFICES

The principle office of the Association for the transaction of its business shall be located in the State of California, at the business address of the President's association. The Association may have such other offices, anywhere situated, as the Board of Directors may determine, and as the affairs of the Association may from time to time require.

ARTICLE III MEMBERS

A. Membership

LACOPS shall have two classes of members as follows:

- a. Represented Members
- b. Honorary Members

1. Represented members of this association shall be limited to those organizations that represent sworn law enforcement members on issues of collective bargaining within Los Angeles County. Honorary members of LACOPS may be any citizen of the United States who is not otherwise eligible for membership in LACOPS, but whose accomplishments in peace officer matters generally or whose interest in the aims and purpose of LACOPS, entitle such person to the privileges of honorary membership. Honorary membership shall be conferred by two-thirds (2/3) vote of the full board of directors.

B. Rights and Privileges of Members

1. Members

- a. Each Represented Member association in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the represented members and shall have all of the rights and privileges as provided in these Bylaws. Honorary Members shall not be entitled to vote on any Association issue or to hold office, or serve on the Board.

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2. Property Rights
 - a. No member shall be considered the owner of any property held by LACOPS.

3. Proviso
Effective April 1, 2002, notwithstanding Paragraph A.1. of this Article, or any other provisions of the Bylaws, no association shall be entitled to the rights and privileges of active membership who is not current in dues or payment of assessments (including without limitation the right to nominate and vote for directors).

C. Meeting of Represented Members

1. Meeting

The represented member associations shall meet not less than semi-annually for the purpose of transacting such business as may come before the board. The time and place of said meeting shall be specified in the notice of meeting and shall be duly noted by the Secretary as determined by the President. Any business may be transacted at a regular meeting of the members where a quorum exists.

2. Special Meetings

Special meetings of the Board of Directors may be called at the request of the President or Vice President. Any special meeting may be held at a location to be determined by those calling the special meeting.

3. Quorum

A quorum shall consist of 1/3 of the members eligible to vote.

- a. The members present at a duly held meeting, at which a quorum is present, may continue to transact business until adjournment, even if enough members have withdrawn leaving less than a quorum.

4. Voting

- a. Members may cast a vote in person or via conference call. Voting by proxy is not authorized.

5. Notice of Meeting

- a. Notice of quarterly meeting shall be made by the Secretary, in writing, and shall specify the place, day and hour of the meeting, the general nature of the business to be transacted with as much specificity as is reasonable. This notice shall be announced at the prior quarterly meeting or made at least ten (10) days prior to the Scheduled meeting via U.S. mail, first class postage.

- b. Notices of special meetings shall be given at least seven (7) days prior to the scheduled meetings in the manner prescribed in the aforementioned paragraph "5a."

**ARTICLE IV
BOARD OF DIRECTORS**

- A. The LACOPS Board of Directors shall consist of representative members belonging to member organizations in good standing.

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B. Qualification

Any sworn member designated to represent an organization or group of organizations is eligible to serve as a Director.

C. Authority Used in Conduct of Meeting

Robert's Rules of Order shall govern the conduct of Board of Directors meetings, except as otherwise provided in the Bylaws.

D. Manner of Acting

Every act done, or decision made, by a quorum of Directors at a meeting duly held is the act of the Board of Directors, unless state law, or these Bylaws require a greater number of Directors present.

E. Resignation

Any member organization may resign by submitting a written resignation to the Secretary of LACOPS. The resignation will be effective upon receipt or any later time specified therein.

**ARTICLE V
OFFICERS**

A. Officers

The officers of LACOPS shall be President, Vice President, Secretary and Treasurer.

1. President

The President shall be the Chief Executive Officer of LACOPS and shall, subject to the control of the Board of Directors, supervise and control the affairs of LACOPS. He or she shall perform all duties incident to his office. The President shall preside at all meetings of the members of the Board of Directors. He or she shall appoint standing committees, as the board of directors deem necessary. Appointments must be ratified by the Board of Directors.

2. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions on the President.

3. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, keep a register of the post office address of each member, which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4. Treasurer

The Treasurer shall be the Chief Financial Officer of LACOPS. The Treasurer shall furnish or cause to be prepared and keep a full set of books of account, showing every detail of LACOPS' accounts and transactions including all receipts and disbursements of

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every name and nature, the amount of cash on hand and the amount of money owed by LACOPS or owing to it, and such other information as may be required by the Board of Directors. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities in the name of LACOPS in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; at every regularly scheduled meeting all receipts and disbursements to the Board; make deposits in designated depositories without undue delay; and perform such other tasks as designated by the Board.

B. Election, Appointment and Term of Office

1. Election

The Officers of LACOPS shall be selected from eligible Directors. The President, Vice President, Secretary, and, Treasurer shall be elected using a secret ballot by the members during the first quarterly meeting and shall serve a two (2) year term commencing every January 1 and remaining on December 31, effective January 1, 2002.

C. Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

D. Vacancies

Any vacancy created by the incapacity, death, resignation, disqualification or removal of an officer shall be filled in the following manner: If the office of President becomes vacant, the Vice President shall act as President until the Board of Directors at regular election time elects a new President. If the office of Vice President, Secretary or Treasurer becomes vacant, the Board of Directors, as soon as practicable, shall elect by secret ballot, another qualified member to fill the vacancy for the remainder of the existing term.

ARTICLE VI
COMMITTEES

A. Committees

From time to time, the President may establish such standing and temporary committees of Directors, as it deems necessary, to carry out its duties under these Bylaws. Members of the temporary committees shall be appointed as and when the need arises by the President. The President shall report the appointment of standing committee chairpersons at the first meeting each year. If a vacancy occurs mid-year, the President shall appoint a new chairperson and report his appointment to the organization at the next regularly scheduled meeting. All standing and temporary committees of Directors shall act in an advisory capacity only and shall not have the authority to act for the Board. The applicable provision of these Bylaws and the California Corporations Code relating to meetings and actions of the Board, shall govern all meetings and actions of committees of the Board and any other relative provisions

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of law.

B. Advisory Committees

1. General

There are hereby established certain standing committees as specified in Paragraph 2 below. Each standing committee shall consist of the number and type of members specified in Paragraph 2 below and the composition of such committees shall not be changed except by a 1/3 majority vote of a quorum of the Board of Directors at a scheduled meeting or an amendment of these Bylaws. The chairperson of such committees shall be appointed by the President and ratified by the Board of Directors.

The chairperson of each committee shall be responsible for the assignment of the members' duties and overseeing the performance thereof, and shall act as the primary liaison between the committee and the Board of Directors.

2. List and Description of Committees

a. Political Action Committee

The Political Action Committee shall consist of not less than five (5) members of the Board of Directors appointed by the President and ratified by the Board of Directors.

Section 1: Responsibilities

i. Chairperson

The chairperson shall schedule meetings of the Political Action Committee (PAC) and serve as its parliamentarian at such meetings, and arrange interviews with candidates or representatives seeking an endorsement of LACOPS.

ii. Committee Members

Committee members shall attend meetings at the location, date, and time announced by the chairperson, receive information and ultimately vote on the endorsements of political candidates.

iii. Endorsements

All requests for endorsements shall be first reviewed by the PAC and then forwarded to the full board for action.

iv. Hometown Rule – LACOPS and LACOPS PAC

LACOPS and LACOPS PAC will make endorsements in concert with associations representing rank and file sworn personnel from the local jurisdiction of the candidate requesting the endorsement. In the case where more than one association representing rank and file sworn personnel have jurisdiction, LACOPS and LACOPS PAC shall not endorse without concurrence from all associations with jurisdiction.

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b. Bylaws Committee

The purpose of the Bylaws Committee shall be to review LACOPS' Bylaws on a regular basis to ensure that they are in compliance with applicable California law, to receive and consider suggestions regarding amendments thereto, and to make recommendations to the Board regarding such proposed amendments.

c. Finance and Budget Committee

The purpose of the Finance and Budget Committee shall be to analyze and make reports and recommendations to the Board regarding the financial and accounting procedures and affairs of LACOPS on a periodic basis and make reports to the Board as to the status thereof. Members of the Committee shall be permitted access to all books and records of LACOPS reasonably necessary for them to perform their duties hereunder. The Treasurer of the organization shall be the chairperson of the Finance and Budget Committee and shall appoint committee members.

**ARTICLE VII
DUES AND ASSESSMENTS**

A. Dues

The annual dues shall be \$250.00 for each organization. Dues are to be paid on or before the first quarterly meeting of each year and shall be considered delinquent if not received by on or before February 1 of each year. The Secretary of the organization will send out a notification by December 31 of the preceding year. Dues will be prorated on a monthly basis if a member organization joins anytime during the year.

B. Assessments

Whenever the Board of Directors deems that the conditions warrant or demand the levying of an assessment upon member Associations, the Board shall, upon its own majority, vote, submit a proposed assessment plan to the members who shall ballot upon the same, and if the plan is approved by a majority of the members voting, the assessment shall be levied as proposed all the assessment shall immediately become due and payable.

**ARTICLE VIII
BOOKS AND RECORDS**

LACOPS shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All records shall be maintained for a period of at least eight (8) years.

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**ARTICLE IX
RATIFICATION AND AMENDMENT**

A. Ratification

These Bylaws shall become effective immediately upon adoption by the Board.

B. Amendment

These Bylaws may be adopted, amended, or repealed by any of the following:

1. By a one-third ($1/3$) vote of a quorum of the Board of Directors, subject to the power of the members to change or repeal the Bylaws and the provisions of Section 7150 of the California Corporations Code, provided, however, that copies of any such amendments made by the Board shall be forwarded as soon as practicable to all members organizations. Notice of the amendments to be considered shall be mailed to each member ten (10) days prior to the scheduled meeting where such amendment is to be considered
2. Grammatical changes to the Bylaws that do not alter content may be made by the Secretary without further vote, and upon notice at the next meeting.

**ARTICLE X
INDEMNIFICATION**

A. Definitions

For the purpose of this article, "agent" includes any person who is or was a Director and/or Officer of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director and/or officer of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation, "proceeding" includes any, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, and "expenses" includes attorneys fees and expenses of establishing a right to indemnification under Paragraph D. or Paragraph E.3.

B. Indemnification in Actions by Third Parties

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of criminal proceeding had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and a manner which the person reasonably believed to be in the best interest of the Corporation or that the person had a reasonable cause to believe that the person's conduct was unlawful.

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C. Indemnification in Actions by or in the Right of the Corporation

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph C.

1. In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless all only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
3. Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval.

D. Indemnification Against Expenses

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referenced to in Paragraph B., or C., in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Required Determination

Except as provided in Paragraph D., any indemnification under this chapter shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standards of conduct set forth in Paragraphs B. or C., by:

1. A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
2. Approval of the members with the person(s) to be indemnified not being entitled to vote thereon; or,
3. The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

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F. Advance of Expenses

Incurred in defending any proceeding may be advanced by the Corporation prior to the final deposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately the agent is entitled to be indemnified as authorized in this Chapter.

G. Other Indemnification

No indemnification or advance shall be made under this Chapter, except as provided in Paragraphs D., or E.2., in any circumstance where it appears:

1. That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the member or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or,
2. That it would be inconsistent with any conditions expressly imposed by a court in approving a settlement.

H. Insurance

If, and for as long as available, the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability assaulted 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 provisions of this chapter.

I. Non-applicability of Fiduciaries of Employee Benefit Plans

This Chapter does not apply to any proceeding against any trustee, investment manager, or other fiduciary of the employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Paragraph A. The Corporation shall have the power to indemnify such trustee, investment manager, or their fiduciary to the extent permitted under Section 207(f) of the California Corporations Code.