

BYLAWS OF
PEACE OFFICERS OF CALIFORNIA
A California Nonprofit Mutual Benefit Corporation

Section 1. Name. The name of this corporation is Peace Officers of California (“POC”).

Section 2. Principal Office of the Corporation. The principal office for the transaction of the activities and affairs of this corporation is in Sacramento County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 3. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

Section 4. General and Specific Purposes. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. In the context of these general purposes, the corporation shall promote and improve upon the general welfare as well as to represent the occupational and professional interests of peace officers employed in the State of California.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person. “Affiliate member” or “affiliate” is defined as any association of peace officers. An “individual member” or “individual” is defined as any person who is a member in good standing of any of the affiliates.

Section 6. Rights of Membership. Affiliate members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those Affiliate members shall receive a pro-rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and

debts of the corporation and provision for any other payment required under applicable law.

The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors. The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited. The Board of Directors will be comprised of one (1) representative of each the following Affiliate Members:

1. Association of Motor Vehicle Investigators of California
2. Association of Special Agents — Department of Justice
3. California Association of Criminal Investigators
4. California Association of Food and Drug Investigators
5. California Association of Fraud Investigators
6. California Association of State Investigators – Alcoholic Beverage Control
7. California Fish & Game Wardens Association
8. Hospital Police Association of California
9. State Park Peace Officers Association of California
10. Fire Fighter, Fire Marshal, and Emergency Services Association

No individual shall have a right to occupy a Board of Director position or be given any voting authority, until 50%+1 of the Affiliate membership has signed a petition for severance with Bargaining Unit 7 and the petitions have been verified. After verification by the Board of Directors, the Affiliate President who currently presides over the Bargaining Unit 7 counterpart, provided that he or she has also signed the petition of severance, will immediately be given Board authority.

If the Bargaining Unit 7 representative has not signed a severance petition prior to verification of the signature threshold, then an election shall be held by popular vote of the signers. Verification may occur at anytime before the Severance Petition is filed with the Public Employment Relations Board (“PERB”). If, at the time of filing the Severance Petition, any Affiliate fails to verify its severance, then its membership may be placed in trusteeship for a period of not longer than two (2) years.

Additional affiliate members may be admitted by a two thirds (2/3) vote of the total Board of Directors, by secret ballot. Notice of a vote to admit any new Affiliate must occur 60-days prior to a vote by the Board.

All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled in accordance to each Affiliate’s rules and be subject to confirmation by the individual members of the POC.

Section 7. Members' Dues, Fees, and Assessments. Each Individual member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be based on a percentage of the top step salary for each individual employee classification. Each Affiliate may increase the amount of dues collected, according to their rules, for use by their Affiliate.

Section 8. Members in Good Standing. Individual members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 9. Board Meetings. Regular meetings of the Board of Directors shall be held no fewer than one (1) time every two (2) months, unless otherwise agreed to by a unanimous vote of the Board. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Section 10. Annual Meeting. The annual meeting shall be held in Sacramento, California in the month of May, with exact notice given no less than six (6) months prior to the general membership. The annual conference shall include at least, but not limited to, one full business day on either Monday, Tuesday, or Wednesday. At the meeting, Directors shall be elected and other proper business may be transacted.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called at any time by any three (3) Board Members. Such meetings shall be held as the Directors may designate and participation made available via conference call by all Board members.

Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in

Section 2) shall be given to each Director by three (3) days prior service of the same by electronic transmission, by letter, or personally. No business, other than the business that was set forth in the notice of meeting, may be transacted at a special meeting.

Section 12. Quorum. Two thirds (2/3) of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more Directors or between this corporation and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Except as otherwise required by law, the Articles, or these Bylaws, the Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if a sufficient number of Board members have withdrawn leaving less than a quorum, provided any action taken (other than adjournment) is approved by at least a majority of the members of the Board.

Section 13. Notice to Director. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 14. Notice to Members. Whenever Affiliate members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 15 of these bylaws, to each Affiliate member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other

business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 11 of these bylaws, any proper matter may be presented at the meeting.

Section 15. Procedure to Notify Members. Notice of any meeting of Affiliate members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 16. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 17. Eligibility to Vote. Subject to the California Nonprofit Mutual Benefit Corporation Law, Affiliate members in good standing on the record date as determined under Section 8 of these bylaws shall be entitled to vote at any meeting of Affiliate members.

Section 18. Manner of Voting. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if requested before the voting begins by any Affiliate member at the meeting.

Section 19. Number of Votes. Each Affiliate member entitled to vote may cast one vote on each matter submitted to a vote of the Affiliate members.

Section 20. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation or these Bylaws.

Section 21. Waiver of Notice or Consent. The transactions at any meeting of Affiliate members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a

consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 11 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

An affiliate member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 22. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Affiliate members may be taken without a meeting, if all Affiliate members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 23. Action by Written Ballot. Except for the election of Directors, any action that Affiliate members may take at any meeting of members may also be taken without a meeting by complying with Sections 22 of these Bylaws.

Section 24. Individual Members to Confirm Nominations of Directors. This corporation shall distribute one written ballot to each Individual member entitled to confirm the nomination of Directors. The ballots shall be mailed or delivered in the manner required by Section 15 of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; and (b) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; and (b) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more individual members, any written ballot distributed to ten (10) or more individual members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

Any individual member garnering the signature of five percent (5%) of the entire POC membership may be nominated as a candidate for Director or Officer by petition. The petition must be signed by those members within eleven (11) months preceding the next time Directors are to be elected, and delivered to an officer of the corporation. On timely receipt of a petition signed by the required number of individual members, the Secretary shall cause the name of the candidate named on it to be placed on the ballot along with the names of the candidates nominated by each Affiliate and the Board of Directors.

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

In any election of Directors or Officers, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

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

A written ballot may not be revoked.

All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three (3) years.

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

(a) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(b) voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(c) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

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

If not otherwise fixed by the Board, the record date for determining Individual members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

For purposes of Section 24 of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 25. Proxy Voting. Each Individual member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code section 7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either

(a) it is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or

(b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

Section 26. Adjournment of Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 27. Powers of the Board. Without prejudice to the general powers set forth in Sections 6 and 27(a) of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following by two thirds (2/3) vote:

1. Remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
4. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
5. Adopt, amend, or repeal Bylaws, unless doing so would materially and adversely affect the Individual members' rights as to voting.

The Board of Directors shall consist of at least one (1) but no more than twenty five (25) directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

All Directors shall be designated by name. Each Director shall hold office for a period of two (2) years. Upon completion of their term each Director can be re-nominated or a successor can be designated by the appropriate Affiliate.

Section 27(a). General Powers of the Board. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 28. Board of Director Vacancies. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director, provided, however, that a Director who was designated as a Director, rather than elected by the members, may be removed by the person or persons who

designated that Director and may not be removed without the written consent of that person or persons; (b) the declaration by board resolution of a vacancy in the office of a Director who has been declared of unsound mind by a court order, convicted of a felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code section 7238; (c) a two thirds (2/3) vote of the Affiliate members;(d) an increase in the authorized number of Directors; or (e) a failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of Directors required to be elected at that meeting.

Section 29. Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

Section 30. Removal of Directors. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 14. Any vacancy caused by the removal of a Director shall be filled.

Any Director who does not attend three successive board meetings will automatically be removed from the Board without Board resolution unless (a) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (c) the Board by resolution of the majority of Board members must agree before a Director who has missed three meetings may be reinstated.

Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

Section 31. Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a 2/3 vote of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

(a) Amending, altering, or repealing these Bylaws;

- (b) Electing, appointing, or removing any Director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

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

Section 32. Compensation for POC Directors. No salary, stipend or reimbursement shall be paid to Directors, as such, for their service to POC. Except as otherwise provided in the Articles of Incorporation or Bylaws, each Affiliate may, by resolution of their Affiliate Board of Directors, affix a sum and expenses for attendance, if any, for a Board meeting or otherwise compensate their Affiliate Board Member in accordance with their Affiliate bylaws.

Section 33. The Chairman of the Board. The Board may select a Chairman from members of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the Chairman by the Board of Directors.

Section 34. Officer Designations. The officers of the corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one (1) year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 34(a). President. The Board of Directors shall elect a President of the corporation who shall be responsible for the daily administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The President shall have full authority to direct all employees of the corporation, if any.

Section 34(b). Vice Presidents. During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors and/or the President.

Section 34(c) Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings for the Board of Directors which are called by the requisite number of Directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

Section 34(d). The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors and the President. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the Board of Directors or the President.

Section 35. Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these

Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, Director or person it may select.

Section 36. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 37. Loans. No loan shall be made by the corporation to any officer.

Section 38. Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 39. Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 40. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 41. Disclosure of Financial Interest. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the material facts as to the transaction and such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; or (b) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

Section 42. Indemnification. To the fullest extent permitted by law, this corporation may indemnify its Directors, officers, employees, and other persons described in Corporations Code section 7237(a) including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the Board shall promptly decide under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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

Section 43. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

Section 44. Inspection of Records by Individual Members. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member’s interest as a member:

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

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

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

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

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

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

Every Director or officer shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 45. Annual Report. The Board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of

the corporation that they were prepared without audit from the corporation's books and records; and

(b) A statement of the place where the names and addresses of current Individual members are located.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

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

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

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

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

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

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

(b) A brief description of the amounts and circumstances of any guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Sections 42 of these bylaws, unless the indemnification, or advance has already been approved by the members under Corporations Code section 5034.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Peace Officers of California, a California nonprofit mutual benefit corporation; that these Bylaws, consisting of _ _ _ pages, are the Bylaws of this corporation as adopted by the Board of Directors on _ _ _; and that these Bylaws have not been amended or modified since that date.

Executed on _ _ _ at _ _____, California.
Date Location

Signature

Print name
Secretary