

BYLAWS

OF THE

LOS ANGELES RETIRED FIRE AND POLICE

ASSOCIATION, INCORPORATED

June, 2020

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BYLAWS
OF THE
LOS ANGELES RETIRED FIRE AND POLICE ASSOCIATION, INCORPORATED

A California Nonprofit Mutual Benefit Corporation

June, 2020

Part I. Organization and Purpose

1. *Corporate Name.* The name of this corporation is the LOS ANGELES RETIRED FIRE AND POLICE ASSOCIATION, INCORPORATED (hereinafter referred to as either "LARFPA", "Association" or "corporation").

2. *Organization.* LARFPA was incorporated on October 25, 1965 in the State of California and is a California Nonprofit Mutual Benefit Corporation.

3. *Principal Office.* The principal office for the transaction of the activities and affairs of this corporation is located at 9521 E. Las Tunas Drive, #4 Temple City, California 91780 in Los Angeles County, California. The board of directors may change the location of the principal office from the current location to another location by amending this Section.

4. *Purpose.* The purpose of this corporation shall be to operate a social welfare advocacy organization on a non-profit, non-sectarian basis for the common good of the people of the City of Los Angeles and for the active and retired pensioners of the Los Angeles Fire Department and the Los Angeles Police Department, their spouses or surviving spouses, dependent parents or children as individuals and on behalf of all of the Association membership.

5. *Nonprofit Corporation.* This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for the purposes described herein. The corporation is organized to engage in any lawful act or activity other than the credit union business for which a corporation may be organized under such law not inconsistent with its tax exempt status under the provisions of Section 501 (c)(4) of the Internal Revenue Code.

6. *Corporate Assets.* The property, assets, profits, and net income of the Association are dedicated irrevocably to the purposes set forth herein. No part of the profits or net earnings or this corporation shall ever inure to the benefit of its directors, trustees, officers, members, employees or to the benefit of any private individuals.

7. *Mission.* The mission of the Association is to provide and encourage social participation among the members; to facilitate the exchange of ideas and information and develop a close bond of unity among members and to promote the common good and general welfare of the active and retired members and the people of the City of Los Angeles.

8. *Information to Members.* The Association shall keep the membership informed and current with regard to the status of their pension fund and benefits with the City of Los Angeles Department of Fire and Police Pensions and maintain a close liaison with the associations representing active duty and retired firefighters and police officers of the City of Los Angeles.

Part II. Membership

9. *Membership.* Active and Retired sworn members of the Los Angeles Fire and Police Departments and their spouses, surviving spouses, domestic partners, dependent children and parents are eligible for membership in the Association and may apply for membership in the Association.

10. *Application for Membership.* Application for membership in the Association shall be in the manner and form prescribed by the Board of Directors.

11. *Membership Rights.* 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, members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved members shall receive a prorata 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.

12. *Dues, Fees, and Assessments.* Each member shall pay, within the time and on the conditions set by the board, the Association dues, fees, and assessments in amounts to be fixed from time to time by the board.

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

14. *Termination of Membership.* A membership shall terminate on occurrence of any of the following events:

(1) Resignation of the member;

(2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;

(3) The member's failure to pay Association dues, fees, or assessments as set by the board within 30 days after they are due and payable;

(4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(5) Termination of membership under Section 16 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the

rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

(6) Death of the member.

15. *Suspension of Membership.* A member may be suspended, under Section 16 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

16. *Procedure for Termination or Suspension of Membership.* If grounds appear to exist for suspending or terminating a member under Sections 14 or 15 of these bylaws, the following procedure shall be followed:

(1) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records. Notice given by electronic mail shall comply with the requirements of Section 26.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

(3) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

17. *Memberships are Not Transferable.* No membership or right arising from membership shall be transferred. Subject to Section 14 of these bylaws, all membership rights cease on the member's death or other termination of membership.

Part III. Membership Meetings

18. *Annual Meetings.* An annual meeting of members shall be held twice a year on the first Wednesday of June and the First Wednesday of September of each year at 10:00 a.m. unless the board fixes another date or time and so notifies members as provided in Sections 23 through 26 of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day.

19. *Election of Directors.* Each year at the annual June meeting a slate of members shall be nominated for election to the board of directors. At the annual September meeting the

members shall elect the directors from the nominated candidates to fill the number of director positions to be filled. In addition such other proper business may be transacted at the annual meetings, subject to Sections 23 and 24 of these bylaws.

20. *Location of Meetings.* Meetings of the members shall be held at any place within the County of Los Angeles, California designated by the board. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

21. *Special Meetings.* The board of directors, the president, or ten (10) or more of the members, may call a special meeting of the members for any lawful purpose at any time.

22. *Call for Special Meetings.* A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the president, the vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Sections 23 through 26 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

23. *Written Notice Required.* Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 23 through 26 of these bylaws, to each member entitled to vote at that meeting. For the annual meetings, 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 24 of these bylaws, any proper matter may be presented at the meeting.

24. *Notice of Certain Agenda Items.* Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the board;
- (3) Amending the articles of incorporation; or
- (4) Electing to wind up and dissolve the corporation;

(5) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or

(6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

25. *Notice Requirements.* Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, 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 (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

26. *Electronic Notice.* Notice given by electronic transmission by the corporation shall be valid only if

(1) Delivered by (a) electronic mail when directed to the electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary or any other person responsible for the giving of the notice.

27. *Affidavit of Mailing.* 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, and if so executed, shall be filed and maintained in the corporation's minute book.

28. *Quorum.* Twenty-five members (25) present at a meeting shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

29. *Manner of Voting.* Voting may be by voice or by ballot, except that any election of directors shall be by ballot if demanded before the voting begins by any member at the meeting.

30. *Number of Votes.* Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

31. *Majority Approval.* 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 is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

32. *Waiver of Notice or Consent.* The transactions of any meeting of 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 (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, not present in person 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 24 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.

A 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.

33. *Action by Unanimous Written Consent.* Any action required or permitted to be taken by the members may be taken without a meeting, if all 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.

34. *Action by Written Ballot.* Any action that members may take at any meeting of members may also be taken without a meeting by complying with Sections 33 of these bylaws.

35. *Solicitation of Written Ballots.* This corporation may distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 26 of these bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation.

36. *Approval Requirements.* Approval by written ballot shall be valid only when (1) 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 (2) 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.

37. *Written Ballots Are Irrevocable.* A written ballot may not be revoked.

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

39. *Record Date.* For purposes of establishing the 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

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

(2) Voting at a meeting shall be no more than 60 days before the date of the meeting;

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

(4) Taking any other action shall be no more than 60 days before that action.

40. *Record Date for Actions Not Set by Board.* If not otherwise fixed by the board, the record date for determining 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 60th day before the date of that action, whichever is later.

For purposes of Sections 32 through 36 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

41. *Adjournment; Notice.* 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 in person. No meeting may be adjourned for more than 45 days. 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 (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) 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. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Part IV. Board of Directors

42. *General Powers of 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.

43. *Specific Powers of Board.* Without prejudice to the general powers set forth in Section 42 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

(1) Appoint and 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 their 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.

44. *Number and Qualifications of Directors.* The authorized number of directors shall be sixteen (16); Eight (8) from the Fire Service and Eight (8) from the Police Service. The qualifications for directors are that they be a member in good standing.

45. *Term of Directors.* Each director shall hold office for three (3) years and until a successor director has been elected. The positions shall be equally divided between fire and police members. The sixteen positions for director shall each have a three-year term of office and shall be so arranged that at least four terms of office shall expire each year with eight positions expiring every third year. Persons elected to fill the positions described in this section shall hold office for the term to which they were elected or until their successors have been duly elected and qualified.

46. *Removal of a Director.* It shall be the duty of each member of the Board to protect the integrity, status and reputation of the Association. Any Board member who is found acting in a manner contrary to the highest standards or conduct or behavior which is detrimental to the welfare of the Association and its directing body may be removed from office by a vote of the membership.

47. *Removal of a Director for Cause.* In the event a director is charged with misconduct the President may appoint an ad hoc committee of four (4) Board members consisting of two fire members and two police members to investigate the allegations including an inquiry of the involved director and his or her responses to the allegations. The ad hoc committee shall then provide a report and make its recommendations to the Board. Any action to remove a director for cause shall comply with Section 7223 of the Corporations Code.

48. *Election Committee.* The president shall appoint an Election Committee consisting of four (4) board members to nominate qualified candidates for election to the board prior to the June annual meeting of the membership. The Election Committee shall make its report at least thirty (30) days before the June meeting or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the Election Committee.

49. *Floor Nominations.* At the annual June meeting any member present at the meeting may place a name(s) in nomination, provided that the nomination is seconded by a member present at the meeting and person nominated is present at the meeting and consents to the nomination.

50. *Nominee's Right to Solicit Votes.* The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members 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.

51. *Use of Corporate Funds.* If more people have been nominated for director than can be elected no corporate funds may be expended to support a nominee without the board's authorization.

52. *Vacancies on Board.* A vacancy or vacancies on the board of directors shall occur in the event of (1) the death, removal, or resignation of any director; (2) 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 §7238; (3) the vote of the members; (4) an increase in the authorized number of directors; or (5) 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.

53. *Resignation of Directors.* Except as provided below, any director may resign by giving written notice to the chair 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.

54. *Vacancies Filled by Board.* Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §7211, or (3) a sole remaining director. The members may fill any vacancy not filled by the directors.

55. *Vacancies Filled by Members.* The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

56. *No Vacancy on Reduction of Number of Directors.* Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

57. *Location of Board Meetings.* 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.

58. *Meetings by Telecommunication.* Any board meeting may be held by telephone conference, 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:

(1) Each member participating in the meeting can communicate concurrently with all other members.

(2) Each member is provided the means of participating in all matters before the board, including the capacity to vote on matters before the board and to propose, or to interpose an objection to, a specific action to be taken by the corporation.

59. *Annual Meeting of Board.* Immediately after each annual September 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.

60. *Regular meetings of the Board.* Regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

61. *Special Meetings.* Special meetings of the board for any purpose may be called at any time by the president, vice president, the secretary, or any two directors.

62. *Notice of Special Meetings.* Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) electronic mail; or (5) other electronic means. All such notices shall be given or sent to the director's address, telephone number or email address as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least five (5) days before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

63. *Quorum.* A majority 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 and, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (1) 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, (2) creation of and appointments to committees of the board, and (3) 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.

64. *Waiver of Notice.* Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

65. *Adjournment.* A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

66. *Notice of Adjourned Meeting.* Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to

another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

67. *Board Action Without Meeting.* Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such an action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

68. *Director Compensation.* No Directors may receive compensation for their services as directors or officers but may receive reimbursement of reasonable expenses incurred in connection with carrying out their duties as a director provided the expense is approved in advance, as the board may determine to be just and reasonable as to the corporation at the time that the expense is approved.

69. *Director Voting.* Each director shall have one vote on each matter presented to the board of directors for action. No director may vote by proxy.

70. *Board Committees.* The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by the President. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

(1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

(2) Fill vacancies on the board or any committee of the board;

(3) Fix compensation of the directors for serving on the board or on any committee;

(4) Amend or repeal bylaws or adopt new bylaws;

(5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(6) Create any other committees of the board or appoint the members of committees of the board.

71. *Finance/Audit Committee.* A Finance/Audit Committee consisting of five (5) board members of the Association shall be appointed by the President to serve during his or her term of office. It shall be the duty of the Finance Committee to examine and pass on all bills and accounts presented to the Association, to regularly examine and reconcile the books and to report its findings and recommendations to the board. The Committee shall regularly advise the board on all such matters relating to investments, costs of operation and income, and shall perform such other related duties as directed by the President, with the approval of the Board of Directors.

72. *Office Management Committee.* An Office Management Committee consisting of not less than three (3) or more than five (5) board members of the Association shall be appointed by the President to serve during his or her term of office. It shall be the duty of the Management Committee to regularly evaluate office procedures, employee performance and general conduct of Association business. The Office Management Committee shall make recommendations as required to the board and perform such other related duties as directed by the President, with the approval of the board.

73. *Publications Committee.* A Publications Committee consisting of three (3) board members of the Association shall be appointed by the President to serve during his or her term of office. It shall be the duty of the Publications Committee to properly prepare and publish all communications between the Board of Directors and the membership of the Association. The Publications Committee shall make recommendations and perform such other related duties as directed by the President, with the approval of the board.

74. *Social Committee.* A Social Committee consisting of three (3) board members of the Association shall be appointed by the President to serve during his or her term of office. It shall be the duty of the Social Committee to keep ongoing records of attendance and membership, develop programs for the general membership meeting and conduct the program portion of those meetings; to make recommendations as required by the board and perform such other related duties as directed by the President, with the approval of the board.

75. *Pension and Benefits Committee.* A Pension and Benefits Committee consisting of not more than three (3) board members of the Association shall be appointed by the President to serve during his or her term of office. It shall be the duty of the Pension and Benefits Committee to present regular reports to the board and to general membership meetings as to the status of the retired pensions and benefits with the City of Los Angeles Department of Fire and Police Pensions; to work together with the concerned active duty organizations of both the Fire and Police sides to develop policies to help ensure the integrity of the Pension Fund and the retired benefits and to perform such other related duties as directed by the President, with the approval of the board.

76. *Liaison Committee.* There shall be five (5) separate Liaison Committees including a Fire Relief Liaison Committee, the Police Relief Liaison Committee, the United Firefighters of Los Angeles Liaison Committee, the Police Protective League Liaison Committee and the Police Memorial Fund Liaison Committee which shall each consist of one representative and an alternate appointed by the President from among the board members to serve during the President's term of office. It shall be the duty of the representative, and in his or her absence, the alternate, to act as liaison between the Association and the representative's designated organization. The representatives shall make regular reports to the Board and to the general membership meetings, make recommendations as required by the board and perform such other related duties as directed by the President, with the approval of the board.

77. *Special Committees.* Special Committees may from time to time be appointed by the President with the approval of the Board and shall consist of four (4) board members as approved by the board. Their duty will be to carry out the purpose for which the special committee was formed. After the presentation of the special committee's final report to the Board, the function and necessity of such special committee shall automatically cease. A special committee should not be appointed to perform a task which falls within the assigned function of an existing standing committee.

78. *Committee Members' Performance and Duties.* If for any reason any member of any committee is unable to act, the President may appoint any other qualified member of this Association to act in the place and stead of such disabled member until such disability ceases. If any committee as a whole, or any member of any committee, willfully neglects to perform the duty or duties for which it, he, or she, was appointed, the President may, with the approval of the Board discharge such committee as a whole, or such individual member, and make appropriate appointments to fill the vacancy or vacancies. It shall be the duty of each committee chairman to cause to be prepared and to submit timely reports of committee activity as requested by the President.

79. *Committee Meetings.* 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 board committees and the calling of special meetings of board 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.

Part V. Officers

80. *Officers.* The officers of this corporation shall be chosen from the members of the board of directors and shall be a president, a vice president, a secretary, and a treasurer and such additional officers as may be appointed under Section 82 of these bylaws. The president and vice president shall be a retired firefighter and a retired police officer whose office positions shall alternate between a retired firefighter and a retired police officer with each election.

81. *Election of Officers.* The officers of this corporation, except any appointed under Section 82 of these bylaws, shall be chosen every two years by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

82. *Additional Officers.* The board may appoint and authorize the president to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

83. *Removal of Officers.* The board may remove any officer at any time with or without cause.

84. *Resignation of Officers.* Any officer may resign at any time by giving written or verbal 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.

85. *Vacancies.* 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.

86. *Responsibilities of President.* Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

87. *Responsibilities of Vice President.* If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and duties as the board or the bylaws may require.

88. *Responsibilities of Secretary.* The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

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 contact information.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

89. *Responsibilities of Treasurer.* The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (2) disburse the corporation's funds as the board may order; (3) render to the president and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

90. *President Pro Tem.* If at any time the President and Vice-President shall be unable or disqualified to act, the Board of Directors shall appoint some other member of the Board of Directors to so act. For the duration of the term of the appointment that Director will be vested with the authority, powers and duties of the office to which he or she has been appointed.

91. *Contracts with Directors.* 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 (1) 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 (2) 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.

92. *Loans to Directors and Officers.* This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation.

93. *Indemnification.* To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §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 §7237(b) or §7237(c), the board shall promptly decide under Corporations Code §7237(e) whether the applicable standard of conduct set forth in Corporations Code §7237(b) or §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 §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 this Section of these bylaws in defending any proceeding covered by those Sections 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.

94. *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.

Part VI. Corporate Records

95. *Corporate Records.* This corporation shall keep the following:

- (1) Adequate and correct books and records of account;
- (2) Minutes of the proceedings of its members, board, and committees of the board; and
- (3) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

96. *Members' Inspection Rights.* 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:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (2) 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 10 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 10 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.

97. *Inspection of Accounting Records and Minutes.* On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

98. *Inspection of Articles and Bylaws.* 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, that shall be open to inspection by the members at all reasonable times during office hours.

99. *Directors' Inspection Rights.* Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. 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 books, records, and documents of every kind.

100. *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:

(1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's 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;

(2) A statement of the place where the names and addresses of current members are located; and

(3) Any information required by Section 101 of these bylaws.

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. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

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

101. *Annual Statement.* 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, deliver, or send by electronic transmission 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:

(1) Unless approved by members under Corporations Code §7233(a), any transaction (a) to which the corporation, its parent, or its subsidiary was a party, (b) 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 (c) 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):

(i) Any director or officer of the corporation, its parent, or its subsidiary;

(ii) Any holder of more than 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.

Part VII. Association Funds

102. *General Fund Overview.* The General Fund of this Association shall consist of all dues, fees, assessments, penalties, gifts, interest from savings accounts or bonds, dividends and all other monies received from whatever sources except for such monies, property or other assets donated, bequeathed or otherwise given specifically to any of the Funds set forth below:

(a) Other Funds established by the Board. Funds of the Association may be segregated and divided into as many separate Fund accounts as the bylaws prescribe and as otherwise determined by the Board, provided, however that the transfer of any funds or portions thereof must be made at the direction of the Board.

The Board shall, subject to the terms, conditions and provisions of these Bylaws, have full custody and management of all funds received or disbursed by or for this Association. The Board shall by resolution establish specific procedures governing the disbursement of the funds of this Association and all disbursements must be made in accordance with these procedures.

103. *Form of Resolution re Disbursement of monies.* The disbursement of any funds of this Association shall be made by check only, signed by not less than two (2) of the officers or employees designated and authorized by the Board to sign checks. The Board may authorize electronic signatures with appropriate safeguards and procedures.

Part VIII. Miscellaneous

104. *Emergency.* The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §7151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a

quorum can be readily convened in accordance with the notice and quorum requirements in Sections 25 through 28 and Section 31 of these bylaws:

(1) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(2) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(3) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(4) A state of emergency proclaimed by the governor of the state in which one or more directors are resident, or by the President of the United States.

105. *Emergency Actions.* During an emergency, the board may

(1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

(2) Relocate the principal office or authorize the officers to do so;

(3) Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by Section 62 of these bylaws; and

(4) Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the board may not take any action that requires the vote of the members or otherwise is not in the corporation's ordinary course of business, unless the required vote of the members was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

Part IX. Amendments

106. *Board Amendment of Bylaws.* Subject to the members' rights under Sections 109 of these bylaws, the board may adopt, amend, or repeal bylaws unless doing so would

(1) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

(2) Increase or decrease the number of members authorized in total or for any class;

(3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or

(4) Authorize a new class of membership.

107. *Changes to Number of Directors.* The board may not, without the members' approval, specify or change any bylaw that would

(1) Fix or change the authorized number of directors;

(2) Fix or change the minimum or maximum number of directors; or

(3) Change from a fixed number of directors to a variable number of directors or vice versa.

108. *Amending Supermajority Requirements.* If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

109. *When Members' Approval Required.* Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would

(1) Increase or extend the terms of directors;

(2) Allow any director to hold office by designation or selection rather than by election by the members;

(3) Increase the quorum for members' meetings;

(4) Repeal, restrict, create, expand, or otherwise change proxy rights; or

(5) Authorize cumulative voting.

110. *Members May Adopt, Amend, or Repeal Bylaws.* New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members.

Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

Any provision of these bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such directors.

Part X. Construction and Definitions

111. *Construction; 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.

112. *Electronic Transmission.* Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, e-mail, provided (i) for electronic transmissions *from* the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

The undersigned duly elected Secretary of the Los Angeles Retired Fire and Police Association, Incorporated, a California Nonprofit Mutual Benefit Corporation, hereby certifies:

That the foregoing Bylaws consisting of 22 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on _____, and the same do now constitute the Bylaws of said Corporation.

Los Angeles Retired Fire and Police
Association, Incorporated

Dated: _____

by _____

Name _____

Secretary