

1 **RETIRED PEACE OFFICERS ASSOCIATION OF CALIFORNIA**

2 **A California Nonprofit Mutual Benefit Corporation**

3 **BYLAWS**

4 **(As Amended 2-23-2009)**

5 **ARTICLE I. Purposes, Name, Principal Office, and Notice**

6 **Section 1.01 Purposes**

7 1. The purposes, objectives and principles of the Retired Peace Officers Association
8 (RPOAC) are to: represent members interests affecting retirement including but not
9 limited to: benefits; taxation; cost-of-living, and to promote communication and to provide
10 information between members, as well as to unite all persons within its jurisdiction for
11 their social advancement. It shall be the goal of the RPOAC to distribute factual data in
12 order to promote and stimulate mutual cooperation between members.

13 2. The RPOAC is founded on the principle that Retired Peace Officers, their qualified
14 dependents, surviving spouses, and non-peace officers (retired from any law
15 enforcement agency) who unite in mutual interest and acting in a spirit of cooperation,
16 are able, through the free exercise of their constitutional guarantees of association and
17 self-organization, to best preserve and promote their own welfare.

18 **Section 1.02 Name**

19 The name of this nonprofit mutual benefit corporation is the Retired Peace Officers
20 Association of California, or "RPOAC".

21 **Section 1.03 Principal Office**

22 There shall be no headquarters or general offices of the RPOAC. The principal office for
23 transacting business of the RPOAC shall be at such address in California, as may be
24 fixed from time to time by the Board of Directors.

25 **Section 1.04 Notice**

26 When notice is required to be given to a member or members, it may be given either in a
27 regular publication of the RPOAC or by separate notice, either of which shall be mailed
28 according to the address records of the RPOAC. Notice of Annual and Special Meetings

1 need only be noticed by publication on the RPOAC website, publication in the PORAC
2 news or both.

3 **ARTICLE II. Membership, Dues, and Assessments**

4 **Section 2.01 Membership**

5 Membership of the RPOAC shall consist of Full Members, Honorary Life Members, and
6 Associate Members, as those items are defined in this Article.

7 **Section 2.02 Full Members**

8 Full Members are:

- 9 1. All retired peace officers, surviving spouses or surviving qualified dependents, in
10 or out of California;
- 11 2. Individuals who were peace officers, in or out of California and who upon
12 separation qualified for a deferred retirement from their system;
- 13 3. Non-peace officers, surviving spouses or surviving qualified dependents, retired
14 from a PORAC affiliated association, in or out of California.
- 15 4. Except as otherwise provided in these bylaws, only Full Members in good
16 standing shall have the right to vote for RPOAC officers and directors and the right to
17 serve as RPOAC officers, directors, or as chairpersons of any RPOAC committee.
18 Members will be considered members in good standing so long as all dues and
19 assessments to RPOAC are current.
- 20 5. Only Full members in good standing may vote at any regular or special meeting of
21 the members.

22 **Section 2.03 Honorary Life Members**

23 Honorary Life Members are:

24 Any person, who has unselfishly contributed to, or has shown exemplary dedication and
25 service to the furtherance of the objectives and goals of the RPOAC. Honorary
26 Members shall be eligible for all insurance programs.

27 Honorary Life Members shall not have a vote or be eligible to be Association officers,
28 directors, or committee chairpersons, and shall not have any property rights in the

1 RPOAC unless they are otherwise qualified to be RPOAC members. Honorary life
2 members shall not pay any dues.

3 **Section 2.04 Associate Membership**

4 Associate members are:

5 All active or part time peace officers, reserves, surviving spouses, or surviving
6 qualified dependants, in or out of California;

7 All active or retired "First Responders" (i.e. fire fighters, search and rescue,
8 emergency medical technicians) from any public agency, surviving spouses, or surviving
9 qualified dependants in or out of California;

10 Except as otherwise provided in these bylaws, Associate Members shall not
11 have the right to vote for RPOAC officers and directors, nor the right to serve as same,
12 or as chairpersons of any RPOAC committee. Associate Members shall pay dues as
13 determined by the Board of Directors and shall be eligible for all insurance offerings.

14 **Section 2.05 Admission to Membership**

15 All persons desiring to become a member of the RPOAC shall submit to the RPOAC a
16 written application signed by the applicant under penalty of perjury, along with one year's
17 dues. The applicant's name shall be submitted to Executive Director for approval within
18 thirty (30) days.

19 An applicant who is denied membership may request an appeal to the Executive Board
20 by giving written notice to the Executive Director within 30 days of being denied
21 membership with copies of any documentation the applicant would like considered by the
22 Executive Board. The Executive Board shall consider the application and supporting
23 documentation at the next regular meeting of the Executive Board. A majority vote of the
24 Executive Board constituting a quorum and present at the meeting is necessary for
25 membership approval after denial by the Executive Director.

26 **Section 2.06 Dues**

27 Membership dues shall be determined by the Board of Directors and shall be payable on
28 January 1 of each year. Admission of new members shall be effective on the first day of

1 the next succeeding month following approval by the Board of Directors, and annual
2 dues for the initial year shall be prorated accordingly.

3 1. A portion of each member's dues may be paid as required to maintain affiliation
4 with the Peace Officers Research Association of California (PORAC) and the National
5 Association of Police Organizations (NAPO).

6 2. Members may elect to pay dues monthly by automatic deduction from eligible
7 retirement systems

8 **Section 2.07 Membership Cards**

9 The Board of Directors may provide from time to time for the issuance of membership
10 cards to RPOAC members. Each card shall have a unique membership number, which
11 may be required for member identification.

12 **Section 2.08 Termination of Membership**

13 1. The membership of any active member shall terminate upon occurrence of any of
14 the following events:

15 a. The resignation of the member.

16 b. The failure of the member to promptly pay dues.

17 c. The failure of the member to continue to be eligible for membership.

18 d. The determination by the Board of Directors that the member has engaged in
19 acts detrimental to the RPOAC.

20 2. Termination under § 2.07, 1.a & c. shall be effective immediately.

21 3. Termination under § 2.07, 1.b shall occur automatically 15 days after notice to the
22 member that the member is over 90 days delinquent in dues. If payment is received
23 within 15 days of notice, the membership shall continue uninterrupted. If payment is
24 received by RPOAC more than 15 days after notice, the member must pay a
25 reinstatement fee in addition to delinquent dues before membership shall be reinstated.

26 **Section 2.09 Procedure for Expulsion**

27 Following the determination by the Board of Directors that a member should be expelled
28 under Section 2.07, 1(c) or 1(d), the following procedure shall be implemented:

- 1 1. Notice shall be sent by mail by prepaid, first-class postage, or certified mail to the
2 most recent address of the member as shown in the RPOAC's records, setting forth the
3 proposed expulsion and the reasons thereof. Such notice shall be sent at least fifteen
4 days before the proposed effective date of the expulsion.
- 5 2. The member being expelled shall be given an opportunity to be heard, either
6 orally or in writing, in a hearing to be held not fewer than five (5) days before the effective
7 date of the proposed expulsion. The notice to the member of proposed expulsion shall
8 state the date, time, and place of the hearing of proposed expulsion. The Board of
9 Directors shall be the hearing body.
- 10 3. Following the hearing, the Board of Directors shall decide whether or not the
11 member should in fact be expelled, suspended, or sanctioned in some other way. The
12 decision by a majority of the Board shall be final.
- 13 4. Any person expelled from the RPOAC shall receive a refund of dues or
14 assessments already paid. The refund shall be prorated to return only the un-accrued
15 balance remaining for the unexpired period of the dues payment.

16 **NOTE: All subsections of Article II amended on 2-23-09 will be effective 2-24-09**

17 **ARTICLE III. Meetings of Members**

18 **Section 3.01 Regular Meetings**

19 The RPOAC shall hold an annual meeting of members in the last quarter of each year on
20 a date and at a location set by the Board of Directors. The RPOAC may hold other
21 regular meetings of members at such places and times as shall be determined by the
22 Executive Committee or by the Board of Directors.

23 **Section 3.02 Special Meetings**

24 The RPOAC shall hold special meetings of members upon the call of the President. The
25 RPOAC shall also hold a special meeting when requested by a majority of the Board of
26 Directors, or when requested in writing by 5% or more of the RPOAC's full members in
27 good standing.

28 **Section 3.03 Notice of Meetings**

1 Notice shall be given by posting on the RPOAC website, the PORAC News, or by first
2 class mail or registered mail. Each Chapter Director shall give notice to their members
3 of the annual meeting in the Chapter Meeting notice in August or September prior to the
4 annual meeting.

5 Notice of regular or special meetings shall be given between twenty (20) and ninety (90)
6 days before the date of the meeting, unless it is mailed by first class or registered mail, in
7 which case it shall be mailed no less than ten (10) days before the date of the meeting.

8 The notice shall state the time, date, and place of the meeting and the general nature of
9 the business to be transacted.

10 **Section 3.04 Quorum**

11 Any number of full members in good standing of the RPOAC present shall constitute a
12 quorum for purpose of conducting business at any RPOAC meeting of members.

13 **Section 3.05 Rules of Order**

14 Except as otherwise provided by these Bylaws, Association meetings shall be conducted
15 under Roberts "Rules of Order, Newly Revised." At all meetings of the RPOAC, the order
16 of business shall be prescribed by the President.

17 **ARTICLE IV. Board of Directors**

18 **Section 4.01 Board of Directors**

19 The RPOAC shall have a Board of Directors that shall be composed of one director from
20 each chapter. The chapters of the RPOAC are listed in the Standing Rules of RPOAC.

21 **Section 4.02 Chapter Director Vacancies**

22 If any chapter fails to elect a Director or a director position becomes vacant, the
23 President shall appoint a Director for the remainder of the term for each such chapter.

24 **Section 4.03 Powers and Duties**

25 The Board of Directors shall generally manage the affairs of the RPOAC subject to, and
26 in accordance with, the Articles of Incorporation and these Bylaws. The Board of
27 Directors shall have the power to employ such employees or engage independent
28 contractors as it may in its discretion deem proper to perform such other duties as

1 prescribed by these Bylaws or Resolutions of the RPOAC. The Board of Directors may
2 delegate to the Executive Board, the President, or to the employees or independent
3 contractors of the RPOAC such duties as deemed necessary or advisable for the normal
4 functioning of the RPOAC.

5 **Section 4.04 Meetings**

6 The Board of Directors shall meet at least three times each year and shall keep a record
7 of its proceedings. It shall make its own rules as to time, places, and notices of meetings
8 and shall follow Roberts Rules of Order, Newly Revised, in the conduct of meetings.

9 Non-RPOAC members may be asked to leave any Board Meeting upon a majority vote
10 of the Board in attendance, including proxies.

11 **Section 4.05 Quorum**

12 A quorum of the Board of Directors shall consist of a majority of Directors entitled to vote
13 and a majority of the Executive Board.

14 **Section 4.06 Reports**

15 1. The Board of Directors shall cause a bi-annual audit of all Association books to be
16 submitted to the Board no later than 150 days following the close of the RPOAC's fiscal
17 year at the end of the Treasurer's two year term or upon a change of Treasurer or
18 Executive Director. For purposes of the audit, the books shall be submitted to the
19 auditor no later than January 31.

20 2. The RPOAC shall prepare an annual report as required under Corporations Code
21 §8321, and shall have the previously prepared annual report available at the annual
22 meeting of members. Notice of the availability of the annual report shall be contained in
23 the notice of the annual meeting.

24 **Section 4.07 Attendance**

25 Any member of the Board of Directors who has two (2) consecutive absences from
26 Board of Directors Meetings without good cause within any calendar year will be deemed
27 to have resigned from the Board of Directors. The Executive Board shall determine the
28 sufficiency of the "good cause."

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2 **Section 4.08 Weighted Voting**

3 Board of Director Meetings.

4 Each Director shall have a minimum of one (1) and no more than two (2) votes at
5 meetings of the Board of Directors. Votes shall be weighted based upon the
6 membership of the Chapter the Director represents on April 1st of each year, as shall be
7 set forth in the Standing Rules.

8 Chapters with up to 300 members = 1 vote

9 Chapters with over 300 members = 2 votes

10 2. Meetings of Members.

11 There shall be no weighted or cumulative voting at any Member Meeting.

12 **ARTICLE V. Officers and Executive Director**

13 **Section 5.01 Officers**

14 The RPOAC shall have the following officers: President, Vice President, Secretary, and
15 Treasurer. These Officers will be elected by and from the Board of Directors.

16 **Section 5.02 President**

17 The President shall preside at all meetings of the Board of Directors, appoint
18 chairpersons and committees, and initiate and coordinate the activities and programs of
19 the RPOAC. The President shall have such other powers and perform such other duties
20 not inconsistent with the Articles of Incorporation and the Bylaws of the RPOAC as are
21 usually exercised by the presiding officers. The President shall be chairperson of the
22 Board of Directors with a vote on all matters. The President shall be an ex-officio
23 member of all committees, with the right to vote only for the purpose of breaking a tie at
24 committee meetings. The President or his designee shall be the head of the RPOAC
25 delegation to the Annual PORAC conference. All appointments made by the President
26 shall be ratified by a simple majority of the Board of Directors present at the next Board
27 of Directors meeting.

28 **Section 5.03 Vice President**

1 The Vice President shall be an active aide to the President and shall be thoroughly
2 acquainted with the affairs and personnel of the RPOAC. The Vice President shall
3 perform the duties of the President during the President's absence or inability to act.
4 The Vice President shall automatically become the President upon a vacancy to the
5 office of President. If the Vice President succeeds to the office of President due to a
6 vacated presidency, the Vice President shall serve as President for the balance of the
7 vacated term.

8 **Section 5.04 Treasurer**

9 The Treasurer shall have charge of all funds of the RPOAC and shall keep books of
10 account and render reports as requested by the Board of Directors, the Executive Board,
11 or as required by law. The Executive Board may designate employees or contractors of
12 the RPOAC to assist the Treasurer. The Treasurer shall assume the duties of President
13 and Vice President upon their absence.

14 **Section 5.05 Secretary**

15 The Secretary shall keep full and correct minutes of the meetings of the RPOAC, the
16 Board of Directors, and the Executive Board. The Executive Board may designate
17 employees or contractors of the RPOAC to assist the Secretary.

18 **Section 5.06 Vacancies**

19 The President shall fill any vacancy in the Executive Board . If there is a vacancy in the
20 offices of both President and Vice President at the same time, the Board of Directors
21 shall appoint an acting President who shall serve until the expiration of the term of the
22 vacated presidency, and the Treasurer shall remain treasurer and concurrently assume
23 the duties of the office of Vice President until a new Vice President is elected. Any
24 vacancy among the elected Directors may be filled by the President, and such Director
25 so appointed shall hold office for the unexpired term of the vacated Directorship.

26 **Section 5.07 At-Large Director to PORAC**

27 The RPOAC representative to PORAC's Executive Committee and Board of Directors
28 shall be appointed by the RPOAC President, if he/she chooses not to be the

1 representative himself/herself, and shall serve at the President's pleasure. Appointment,
2 notification to PORAC and any Removal shall be made by the RPOAC President.

3 **Section 5.08 Executive Director**

4 The Executive Director shall be selected by the Board of Directors, and shall act
5 pursuant to delegated authority by the officers of the RPOAC, directly report to the
6 Executive Board and to the Board of Directors, and shall be responsible for the day to
7 day management of the RPOAC's business.

8 **Section 5.09 Bonding**

9 The Executive Director and all responsible for Association funds, may, at the discretion
10 of the Board of Directors, be bonded by a bonding firm approved by the Board of
11 Directors in such amount consistent with the RPOAC funds as shall be approved by the
12 Board of Directors. Bonding costs shall be paid by the RPOAC.

13 **Section 5.10 Indemnification**

14 The Board of Directors may indemnify the officers, directors, agents, and employees of
15 the RPOAC pursuant to Corp C § 7237.

16 **ARTICLE VI. ELECTIONS**

17 **Section 6.01 Election and Term of Officers**

18 The President, Vice President, Secretary, and Treasurer shall be elected by the Board of
19 Directors, at the annual meeting of the RPOAC on the following schedule:

- 20 1. The President and Vice President shall be elected from the Board of Directors for
21 a two-year term during even years by a majority vote of those Board of Director
22 members present. The term shall commence on the day following the Annual Meeting.
- 23 2. The Secretary and Treasurer shall be elected from the Board of Directors for a
24 two-year term during odd years by a majority of the Board of Directors present. The term
25 shall commence on the day following the Annual Meeting.

26 **Section 6.02 Election and Term of Directors**

- 27 1. Directors shall be Full Members in good standing in the RPOAC. Directors shall
28 stand for election each year at the Annual Chapter Meeting, to be held at least 30 days

1 prior to the RPOAC Annual Meeting of members. Voting shall be by members of the
2 specific Chapter only and as described in section 6.03 2b.

3 2. Newly elected Directors will take office the day following the Annual Chapter
4 Meeting for a term to conclude the day following the next Annual Chapter Meeting, or if
5 no Annual Chapter Meeting is held, the term as Director shall expire 29 days prior to the
6 RPOAC Annual Meeting of members of the year following their election. The President
7 shall appoint a Director to fill the vacant seat.

8 **Section 6.03 Annual Chapter Meeting Notice/Ballots**

9 1. Every chapter, unless excused for good cause by the Executive Board, shall hold
10 a meeting and elect a Chapter Director, at least 30 days prior to the RPOAC Annual
11 Meeting each year.

12 2. The Chapter Director shall schedule and give notice of the Annual Chapter
13 Meeting as follows:

14 a. This notice shall be sent by the RPOAC State Office no less than 30 days prior to
15 the meeting and shall include the date, time, location, agenda and notice that the
16 Chapter Director election will be held.

17 b. The notice shall include a returnable ballot and nomination form. This portion will
18 include the current Director's name if he/she wishes to be considered for the next term,
19 and shall include the name of any qualified candidate who notifies the state office 90
20 days prior to the Annual Meeting of Members. This portion will also include a blank
21 space for a nomination, or a write in vote, used as a proxy vote (see 6.03 d). The form
22 shall contain the address of, and be returned to the current Director.

23 c. There shall also be a space to write the individual member's RPOAC membership
24 number for verification; any ballot received without a member number shall not be
25 counted.

26 d. The nomination and ballot form shall be considered a proxy vote in the
27 event the member cannot attend the Annual Chapter Meeting. Such envelopes are to be
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1 opened and tabulated at the Annual Chapter Meeting. If a member is in attendance any
2 nominations on the form shall be considered but no vote shall be counted.

3 **Section 6.04 Proxies**

4 1. Board of Directors

5 a. All proxies for regularly scheduled Board of Director or Executive Board
6 meetings must be received by the Secretary prior to the start of that meeting by fax, e-
7 mail, or regular mail.

8 b. All such proxies shall be limited to the topics contained in the Meeting Agenda
9 published and distributed to the Directors prior to the Meeting.

10 c. Any Board member needing to leave a meeting prior to adjournment may leave a
11 proxy, with the Secretary or chair of the meeting, including their designation of any
12 present Board Member, for the remaining agenda items.

13 2. Members

14 RPOAC members may not vote by proxy, except as provided for in 6.03 (2b).

15 **Section 6.05 Removal of Officers or Directors**

16 1. Any officer of this Association may be removed by a majority vote of the directors
17 present at any regular or special meeting of the Board of Directors, provided that written
18 notice of the proposed action to remove shall be given at least thirty (30) days before
19 such meeting.

20 2. Any director of this Association may be recalled by a vote of the members present
21 at any regular or special meeting of the RPOAC Chapter which elected the Director
22 sought to be recalled, provided that written notice of the proposed action to recall shall
23 be given at least thirty (30) days before such meeting.

24 **ARTICLE VII. Committees and Chapters**

25 **Section 7.01 Executive Board**

26 There shall be an Executive Board consisting of the President, Vice President,
27 Treasurer, and Secretary. The Executive Board shall be empowered to act for and on
28 behalf of the Board of Directors when the latter is not in session provided, however, that

1 the Executive Board shall act in accordance with the generally established policies and
2 procedures of the RPOAC. The actions of the Executive Board shall be reported in
3 writing to the Board of Directors. All decisions by the Executive Board of major
4 significance, including all decisions involving the expenditure of more than \$10,000, shall
5 be submitted to the Board of Directors for ratification at its next meeting. Notwithstanding
6 the above, any member of the Executive Board may request that any action of the
7 Executive Board be submitted to the Board for ratification. If an Executive Board member
8 requests ratification by the Board, the action of the Executive Board shall not become
9 final until it is ratified. A majority of the Executive Board shall constitute a quorum for the
10 transaction of business. A majority vote of Executive Board members present at a duly
11 held Executive Board meeting shall be required to validate any act of the Executive
12 Board.

13 **Section 7.02 Standing and Special Committees**

14 Unless otherwise provided, the President shall determine the titles, functions, and
15 membership of all Standing and Special Committees to be formed during the President's
16 term, in consultation with the Executive Board. Each Committee shall have the power to
17 fix its own time and places of meetings, and to establish its own procedures for the
18 conduct of its business consistent with the Articles of Incorporation and these Bylaws
19 and the directions of the President.

20 The Bylaw Committee shall be a standing committee consisting of a chairperson and at
21 least two other members from the Board of Directors.

22 **Section 7.03 Chapters**

23 The Board of Directors shall establish a list of Chapters in the Standing Rules

24 **Section 7.04 Chapter Bylaws.**

25 Each Chapter may adopt their own Bylaws. Any Chapter which adopts Bylaws must
26 notify the State Office, and lodge a current copy with the State Office. Any member may
27 obtain a copy of their Chapter Bylaws from their Director or the State Office. Any
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1 provision in any Chapter Bylaws which is in conflict with any provision of these Bylaws of
2 the RPOAC are of no force and effect.

3 **ARTICLE VIII. Bylaws**

4 **Section 8.01 Amendments**

- 5 1. These bylaws may only be amended at the annual meeting of members of this
6 association by a two-thirds (2/3) vote of the full members present at the Annual Meeting.
- 7 2. Any proposed amendment to the by-laws shall be submitted in writing to the
8 RPOAC Secretary and the Chair of the Bylaws Committee at least sixty (60) days prior to
9 the annual meeting of members. The Secretary shall immediately upon receipt deliver a
10 copy of all proposed Bylaw changes to the President.
- 11 3. Changes in the bylaws shall be effective one (1) day following the annual meeting
12 of members.
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