

Los Angeles Police Relief Association, Inc.

# LAPRA Bylaws

Revised and Amended August 31, 2017

# Bylaws of the Los Angeles Police Relief Association, Inc.

Organized October 17, 1919  
Incorporated January 25, 1939

As amended and restated August 31, 2017

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Bylaws of the Los Angeles Police Relief Association, Inc.  
A California Nonprofit Mutual Benefit Corporation

## I. Organization and Purpose

1. **Name** The name of this corporation is the Los Angeles Police Relief Association, Inc.
2. **Organization** The Los Angeles Police Relief Association, Inc. was originally organized October 17, 1919 and was incorporated on January 25, 1939 under the former provisions of Title XII, Article 1, of the Civil Code of the State of California and continues to exist as a nonprofit mutual benefit corporation and is governed by the applicable provisions of Title I, Division 2, Part 3, of the Corporations Code of the State of California to carry on the business and purposes generally of a police relief association in accordance with the provisions of Chapter 10A of Part 2, Division 2 of the Insurance Code of the State of California.
3. **Principal Office** The principal office for the transaction of the activities and business of the corporation shall be in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors shall establish the location of the principal office and may change the principal office from one location to another within the City of Los Angeles.
4. **General Purposes** The purposes for which the Los Angeles Police Relief Association, Inc. is formed and exists is to obtain and provide group medical, hospital and dental insurance plans for its members; to aid and support its members in times of emergency and distress, in sickness, accident and death; to promote and improve the physical wellness, social well-being and welfare of its members; provide life insurance benefits to such beneficiaries as may be designated or nominated by the members in accordance with the Bylaws of the Los Angeles Police Relief Association, Inc.; to provide further relief to its members and their dependents; and, to do any and all acts necessary, expedient, convenient or incident to the execution of any of its powers or the administration of its affairs, as stated in its Articles of Incorporation, or as may be implied therefrom or allowed under the laws of the State of California, not inconsistent with the provisions of Chapter 10A of Part 2, Division 2, of the Insurance Code of the State of California.
5. **Limitations** The Los Angeles Police Relief Association, Inc. shall not represent any member nor be involved in any proceedings with respect to any labor, legal or disciplinary issue or matter concerning a member, the Los Angeles Police Department or the City of Los Angeles. Los Angeles Police Relief Association, Inc. shall not be involved in any political campaigns, elections, ballot measures or other political activities within the City of Los Angeles or otherwise. The Los Angeles Police Relief Association, Inc. shall not make any political endorsements. The Los Angeles Police Relief Association, Inc. shall not engage in or be involved in any lobbying activity nor any activities aimed at influencing public officials or members of a legislative body to promote or secure the passage of legislation or any desired action except as to matters that directly impact the welfare of the Association.

## II. Membership

6. **Membership** Membership in this Association shall be confined to the Chief of Police, and to sworn members of the Los Angeles Police Department, as defined in the Charter of the City of Los Angeles, and to persons who became members of the Association before December 22, 1970.
7. **Eligibility of Membership** Sworn members of the Los Angeles Police Department as defined in the Charter of the City of Los Angeles, appointed after December 21, 1970, are eligible to apply for membership in this

Association. Such application must be made as provided in Section 8 of these Bylaws. Membership shall not be denied on basis of race, color, creed, religion, sex, sexual orientation, age or national origin.

- 8. Applying for Membership** Sworn members of the Los Angeles Police Department must apply for membership within one year of employment by the City of Los Angeles which application shall be in the form and method approved and prescribed by the Board of Directors. The Board shall have the power in its discretion to accept or reject such application. If the application is accepted, membership becomes effective on the date the application is accepted, provided an authorization to deduct Association dues from the regular City payroll check of the applicant has been received.
- 9. Extension of Time for Filing** Any member of the Los Angeles Police Department who qualifies for membership within the meaning of Sections 6 and 7 of these Bylaws whose period of qualification to apply for membership in this Association has been interrupted at any time by reason of official leave of absence from the Los Angeles Police Department on account of service in the Armed Forces of the Nation in time of war or other national emergency, or on account of compulsory service in any capacity in connection with the national defense in time of war or other national emergency, may apply for membership in this Association within six months from and after his or her return to duty in the Los Angeles Police Department.
- 10. Application for Membership** Application for membership in this Association shall be in the manner and form approved and prescribed by the Board of Directors.
- 11. Membership Upon Resignation or Retirement** Any member in good standing who resigns or retires from active service in the Los Angeles Police Department and is either eligible for or on pension with the City of Los Angeles may continue his or her membership in the Association by paying his or her dues, except as otherwise provided in these Bylaws.
- 12. Termination of Membership** Except as otherwise provided in these Bylaws, membership in this Association shall terminate upon abandonment, withdrawal, non-payment of dues, removal or resignation from office or position in the police department, surrender of membership certificate for cash redemption, or death of the member.
- 13. Effect of Termination** Whenever any membership shall have terminated in any manner, the person whose membership has thus terminated and all persons claiming under, by or through such person shall not be entitled to any refund for dues or fees paid into or contributions or donations made to the Association, nor to any claim whatsoever upon any of the funds, benefits, or property of this Association. This Section shall not be construed to apply to such death benefits payable upon the death of a member in good standing or to the benefits payable upon the surrender of a membership certificate for cash redemption.
- 14. Suspension for Non-payment of Dues** Except as otherwise provided in these Bylaws any member of this Association who has failed to pay his or her dues as required by these Bylaws shall be automatically suspended from membership, effective the sixteenth day of the calendar month immediately following the calendar month for which the member has failed to pay his or her dues provided the Association has mailed written notice of said suspension to the member's last known address at least ten (10) days prior to the suspension of membership.
- 15. Suspended Members** During any suspension of membership for non-payment of dues the suspended member shall not enjoy the privileges, rights or benefits of a member and his or her death benefit certificates shall be revoked automatically as of the date of suspension.
- 16. Reinstatement and Termination** Any member who is suspended for non-payment of dues may apply in the manner as may be prescribed by the Association for reinstatement within six months from the effective date of such suspension. Such application for reinstatement must also be accompanied by the amount of unpaid dues then due and payable, including the current month and one month in advance, together with written

authorization to deduct monthly dues from such member's salary or payroll. Reinstatement to membership in good standing as herein provided shall be subject to the approval of the Board of Directors. Any suspended member failing to apply for reinstatement as herein provided shall be deemed to have terminated his or her membership by abandonment and forfeiture. Any member who has abandoned his or her membership shall not be eligible for reinstatement.

- 17. Suspension from Police Department** Any member of this Association who has been relieved from duty or suspended from the Los Angeles Police Department in accordance with the law may continue to hold membership in this Association. Such member shall continue to enjoy all the benefits of the Association provided that, upon his or her return to active duty from relief from duty and or suspension from the Police Department, he or she shall reimburse the Association for all back dues.
- 18. Removal from Police Department and Reinstatement** If a member who has been terminated from the Los Angeles Police Department is reinstated to the Police Department he or she may within one year thereafter apply for reinstatement to the Association and submit a reinstatement fee equal in amount to the total amount of his or her back dues, plus one month's dues in advance. If such application is approved such reinstatement fee shall apply as back dues for which such member shall be entitled in the computation of his aggregate period of membership.
- 19. Reactivation of Retired Members** A retired member, who is re-employed as a sworn member of the Los Angeles Police Department, may reactivate his or her membership in the Association by surrendering for cancellation the Life Insurance Certificate issued to him or her pursuant to Section 37 and signing an application for reactivation provided an authorization to deduct Association dues from the regular City payroll check of the applicant has been received. Thereafter, such member shall be entitled to the rights and privileges of an active member. The privilege to reactivate shall be available to persons whose memberships were terminated for any reason.
- 20. Voluntary Leave** Whenever and as long as an active member of this Association in good standing is on official leave of absence from the Los Angeles Police Department for any cause or reason whatsoever (other than as specified in Section 21), such member shall pay his monthly dues in advance to the Association; provided however, that as long as the member is drawing sick benefits from the Association, the member's monthly dues shall be deducted from such sick benefits and applied to the payment of the monthly dues.
- 21. Military Leave** Whenever an active member in good standing (other than a retired member as described in Section 11 and other than an active member of the Association who has retired from active service in such department on pension) is on official leave of absence from the Police Department on account of service in the Armed Forces of the Nation in time of war or other national emergency or on account of compulsory service in any capacity in connection with the national defense in time of war or other national emergency, such member may continue membership in the Association for the entire duration of such official leave provided the member continues to pay his or her membership dues. In the event the member does not continue his or her membership then upon his or her return to active duty in the Los Angeles Police Department he or she shall:
  - (a) Be reinstated to good standing and resume active membership without payment of back dues upon filing with the Secretary of the Association an authorization to deduct all future dues from his or her salary payroll in the Police Department provided such authorization for a deduction is filed as herein prescribed within a period of ninety (90) days next following the first day of his or her return to duty in the Police Department after the termination of such leave; or,
  - (b) Be restored to active membership in good standing with full seniority by payment of all accrued back dues accumulated during such suspension and by filing with the Secretary of the Association, an authorization to deduct all future dues from his or her salary payroll in the Police Department provided such authorization for deduction is filed as herein prescribed within a period of ninety (90) days next following

the first day of her or return to duty in the Police Department after the termination of such leave.

Provided further, however, that if such suspended member does not resume active membership and reinstate into good standing within the period and in the manner herein prescribed then and in that event he or she shall be deemed to have terminated his or her membership by abandonment effective as of the first day that he or she stood suspended under the provisions of this section.

Unless a member continues to maintain his or her membership during the leave of absence all rights, privileges and benefits provided for by these Bylaws by reason of membership in the Association shall stand automatically suspended as to such member and all of his or her beneficiaries and/or any person claiming under, by or through him, for the full duration of such official leave of absence unless and until such member has been reinstated to good standing as herein provided.

Notwithstanding any provision in this section to the contrary, if the Board of Directors approves or accepts any completed application for membership for reinstatement or restoration to membership then the effective date of such membership shall relate back to and include the date such application and all its prescribed requisites are filed with the Secretary of the Association as indicated thereon provided that the applicant was qualified in all respects.

### III. Dues, Fees and Assessments

22. **Monthly Dues** Membership dues of this Association shall be Three Dollars (\$3.00) per month or such other amount established by the Board of Directors, by authorized deduction from the salary payroll of such member, or by payment to the Association or as otherwise provided by the Board of Directors and the Bylaws of this Association. Authorization for the salary payroll deduction shall accompany and be filed with the application for membership and shall be updated as may be necessary or required to continue the deduction.
23. **Fully Paid Dues** When any member has been a member in good standing for an aggregate period of twenty five (25) years, his or her membership and death certificate shall be deemed to be fully paid up and he or she shall not thereafter be liable for the payment of any further dues.
24. **Failure to Pay Dues** Any member who has failed or neglected to pay his or her Association dues as above provided herein and whose membership is either suspended or terminated pursuant to Sections 14 – 16 or as otherwise provided by these Bylaws or by the Board of Directors shall forfeit any and all rights and benefits of the membership in this Association.
25. **Assessments** Members may be assessed additional dues as determined and approved by the Board of Directors.

### IV. Group Medical, Hospital and Dental Insurance Plans

26. **Group Medical Hospital and Dental Plans** The Association shall obtain, contract for, provide and maintain for the members of the Association such reasonable group medical, hospital and dental insurance plans and other health insurance services at the best rates and upon the most favorable terms and conditions available for the benefit of the membership.
27. **Eligibility for Group Plans** Any member of the Association, a deceased member's widow or widower, dependent children of a member or deceased member, or any retired member of the Association shall be entitled to participate in and receive the benefits of any group medical, dental or other health insurance plan provided by the Association according to the terms and provisions of the group plan so long as said person



continues to pay the member or deceased member dues in the Association.

- 28. Acceptance of Group Plans** No member of the Association shall be bound or required to accept any group medical, hospital, dental or other health insurance plan offered by the Association. A member may choose to join any group medical, hospital, dental or other health insurance plan offered by the Association upon the terms and conditions of the particular plan. A member's application to participate and join any group plan offered by the Association shall be in writing upon the form and upon the terms as set forth by the Association and the group plan. A member shall not be eligible to participate in a group plan except as provided under the terms and provisions of the group plan and not until a proper written application for membership in the group plan is received and accepted by the Association according to the terms and conditions of the group plan. LAPRA may provide group insurance coverage for other persons who share an employment related common bond with Members, under the rules and regulations of the Internal Revenue Service subject to the terms of those policies and the Board's requirements and restrictions as modified by the Board from time to time.
- 29. Premiums** Premiums for membership in any Group Medical, Hospital, Dental or other health insurance Plan shall be amounts as may be specified by the Group Plan or as otherwise determined and set by the Board of Directors and or the Association. Collection of the premiums from the members shall be by payroll deduction authorized by the member or as otherwise agreed to in writing by the Association. Failure to pay the premiums due for the Group Medical, Hospital, Dental or other health insurance Plan may result in the termination of the member's Group Insurance Plan Benefits upon written notice to the member of the failure to pay the premiums due. The Association shall collect such premiums from the Group participants as are necessary to maintain the Group Insurance Plan for the best interests of the membership and those members participating in the Plan.

## V. Sick Benefits

- 30. Sick Benefits** Any member of this Association in good standing who, by reason of sickness, disability, or bodily injury, may be rendered incapable of performing his or her duties as a Los Angeles Police Officer shall be entitled to the following benefits:
- (a) Beginning on the first day such sick or disabled member, on account of such sickness, disability or bodily injury, does not draw any salary, disability payment or compensation of any nature whatsoever from the City of Los Angeles, such member shall receive and be paid from the funds of this Association during such period that he or she does not draw any pay or compensation of any nature from the City of Los Angeles (on account of sickness, disability or bodily injury), at the rate of Two Percent (2%) per day of the highest monthly salary schedule (without extras or bonus) established for the class or position of a Police Officer as such term is defined in the Salary Standardization Ordinance for Firefighters and Police Officers of the City of Los Angeles or otherwise paid by the City of Los Angeles. Such benefit shall be paid for a period not to exceed one hundred eighty (180) days in any twelve (12) month period following the last date of payment to such member of his salary or compensation from the City of Los Angeles unless the Board of Directors otherwise approves additional payments.
  - (b) No member shall be entitled to draw sick pay from the Association of more than the period in this section except as may otherwise be approved by the Board of Directors. Such period shall be computed on the basis of a total of one hundred eighty (180) days (whenever taken) within any twelve (12) month period.
  - (c) Sick benefits shall cease when such member is restored to the payroll of, or shall receive or commence to draw pay or compensation from the City of Los Angeles, or upon termination of the period for which he or she shall have been entitled to such benefits provided by these Bylaws.
  - (d) Any member on annual vacation or regular days off and when otherwise drawing regular pay, sick pay,

pension or other compensation from the City on account of sickness or disability shall be deemed to be drawing a salary and not entitled to the sick benefits of the Association.

31. **Retired Members Not Entitled to Sick Benefits** No member of the Association shall be entitled to “sick benefits” (whether such sickness was caused by any ailment, accident, misfortune, or otherwise) as herein provided who has been retired on pension from the Police Department either by reason of service or disability.
32. **Sick Benefits Payable on Satisfactory Evidence** No member of the Association shall be entitled to receive “sick benefits” until he or she has first submitted to the Association such evidence as may be required by the Association to establish such sickness or disability.

## VI. Emergency Relief

33. **Emergency Relief** The Board of Directors may provide emergency relief in an amount up to \$2,500.00 for a member who has a temporary unforeseen emergency situation that requires immediate assistance. In extraordinary circumstances, the Board of Directors can approve emergency relief in an amount up to \$5,000.00 for a member in a crisis situation. The Board of Directors may require the member to repay the Association the amount of or any part of the emergency relief upon such terms as are reasonable and just.

## VII. Disability Insurance

34. **Disability Insurance** The Association shall obtain, contract for, provide and maintain for the members of the Association such reasonable group disability insurance at the best rates and upon the most favorable terms and conditions available for the benefit of the membership.
35. **Acceptance of Disability Insurance** No member of the Association shall be bound or required to accept any Disability Insurance offered by the Association. A member may choose to join any Disability Insurance Plan offered by the Association upon the terms and conditions of the particular plan. A member’s application to participate and join any Disability Insurance Plan offered by the Association shall be in writing upon the form and upon the terms as set forth by the Association and the Group Plan. A member shall not be eligible to participate in a Disability Insurance Plan except as provided under the terms and provisions of the Disability Insurance Plan and not until a proper written application for membership in the Group Plan is received and accepted by the Association according to the terms and conditions of the Disability Insurance Plan.
36. **Premiums for Disability Insurance** Premiums for membership in any Disability Insurance Plan shall be amounts as may be specified by the Disability Insurance Plan or as otherwise determined and set by the Board of Directors and or the Association. Collection of the premiums from the members shall be by payroll deduction authorized by the member or as otherwise agreed to in writing by the Association. Failure to pay the premiums due for the Disability Insurance Plan may result in the termination of the member’s Disability Insurance Plan Benefits upon written notice to the member of the failure to pay the premiums due. The Association shall collect such premiums from the Disability Insurance Plan participants as are necessary to maintain the Disability Insurance Plan for the best interests of the membership and those members participating in the Disability Insurance Plan.

## VIII. Life Insurance Benefits

- 37. Life Insurance** Upon acceptance of an application for membership, the Association shall, in accordance with its Articles of Incorporation and these Bylaws, issue to each member a Life Insurance Certificate, the form and substance of which previously have been approved by its Board of Directors. The application or a copy thereof shall be made a part of said Life Insurance Certificate.
- 38. Beneficiaries** Members of this Association shall designate a beneficiary or beneficiaries to receive the life insurance benefits due and payable upon the member's death according to the Life Insurance Certificate issued to the member pursuant to Section 37 of these Bylaws. The designation of a beneficiary or beneficiaries shall be made and delivered to the Association in the method and form as provided by the Association.
- 39. Change of Beneficiary** Whenever a member requests to change his or her beneficiary or beneficiaries, the member shall make the change(s) according to the method and procedures approved by the Association. . Such request to change a beneficiary or beneficiaries shall be effective when the request has been received by the Association in the prescribed manner.
- 40. Death of an Active Member** Upon the death of any "active" member of the Association in good standing (other than a retired member as described in Section 11) and the surrender of his or her membership and Life Insurance Certificate to the Association, the Association shall issue a check made payable to the beneficiary or beneficiaries as designated by the member in the sum of Ten Thousand Dollars (\$10,000.00); provided however, that if the death of such member should occur within one year from and after the date of his becoming a member as a result of suicide committed by such member (whether such member is sane or insane), then and in that event the sum payable to his or her beneficiary or beneficiaries shall be the sum of Five Hundred Dollars (\$500.00).
- 41. Death of a Retired Member** Upon the death of any "retired" member of the Association as described in Section 11 (whether or not a fully paid-up membership death benefit certificate has in fact been issued) and the surrender of his or her membership and Life Insurance Certificate to the Association, the Association shall issue a check made payable to the beneficiary or beneficiaries as designated by the member in the sum of Six Thousand Dollars (\$6,000.00).
- 42. Fully Paid Retired Member Benefits** Whenever any active member in good standing with this Association retires from the Police Department on a pension from the City of Los Angeles, such member shall be classified as a "Retired Member" of this Association and shall be entitled to a fully paid-up membership and death benefit certificate for the sum of Six Thousand Dollars (\$6,000.00) only. Such member shall thereafter be exempt from the provisions of these Bylaws prescribing dues for members.

Such "Retired Member" shall be entitled only to such benefits and privileges as are provided for retired members of this Association and not to the benefits or privileges provided for "active members." Upon the retired member's death his or her beneficiaries shall be entitled only to such benefits as are provided for beneficiaries of "retired members" and shall not be entitled to benefits provided for the beneficiaries of active members. The Life Insurance benefits shall be limited to the sum of Six Thousand Dollars (\$6,000.00) only.

No "Retired Member" shall be eligible for restoration to the status of "active member" except as specifically provided by these Bylaws.

- 43. Cash Surrender of Membership** Any retired member described in Section 42 herein to whom a fully paid-up membership and Life Insurance Certificate has been issued may at any time before his or her death, surrender such certificate to the Association and receive therefor the sum of One Thousand Five Hundred Dollars (\$1,500.00) cash. Such surrender and redemption shall constitute a termination of his or her membership and of any benefits that he, she or anyone claiming under, by or through him or her may have upon the funds of

the Association and all such certificates shall thereafter become null and void.

- 44. Persons Entitled to Life Insurance Benefits** Members and their beneficiaries may enjoy the benefits of this Association and the Life Insurance Certificates issued to its members upon the occurrence of the specific contingency entitling them to such benefits, in such amount or amounts and under such terms and conditions as are prescribed and provided in these Bylaws or as otherwise established by the Board of Directors.
- 45. No Benefits Payable While Member Under Suspension** No benefits of any kind or nature shall be paid to any member nor to any person named as beneficiary, or otherwise claiming under, by, or through such member, during any period that the member is suspended from membership in the Association except as otherwise specifically provided in these Bylaws or as otherwise established by the Board of Directors.
- 46. Discharge of All Obligations** Whenever any benefits are due to a member or to his or her beneficiary or beneficiaries, there shall be deducted therefrom, any amount due and owing this Association by such member and the remainder paid to such member, beneficiary or beneficiaries. Any payment made by the Association to such member or beneficiary or beneficiaries of the balance thus due in accordance with the provisions of these Bylaws shall be a full and complete discharge of the obligations of the Association in relation thereto.
- 47. Legal Claims on Life Insurance** Whenever (after the death of any member in good standing) it shall appear to the Association that any person (other than the beneficiary or beneficiaries of record with said Association) may or might not have a legal claim or right to the Life Insurance benefits provided for under these Bylaws or any part thereof, then and in that event such payment of such benefits shall be deferred until all such adverse claims or rights have been satisfactorily arbitrated, adjudicated or otherwise settled, and any expense incurred or obligations assumed by said Association by reason of said adverse claim or right (including cost of litigation, arbitration and reasonable attorney's fees) shall be chargeable to and deducted from the amount of benefits due and payable on account of the death of said member.

## **IX. Membership Meetings**

- 48. Place of Meetings** Meetings of the members of the Los Angeles Police Relief Association, Inc. shall be held at any place within the City of Los Angeles, California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.
- 49. Annual Meeting** An annual members' meeting of the Los Angeles Police Relief Association, Inc. shall be held on the second Tuesday of December each year at 9:00 a.m. unless the Board fixes another date or time and so notifies members as provided in Section 55 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At the annual meeting, any proper business may be transacted, subject to Sections 53 and 55 of these Bylaws.
- 50. Special Meetings** A special meeting of the members of the Los Angeles Police Relief Association, Inc. for any lawful purpose may be called at any time by the Board of Directors or by the President, Vice President, Secretary or 5 percent (5%) or more of the members.
- 51. Calling Special Meetings** A special meeting called by any person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Vice President or Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections 55 and 56 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 15 days but no more than 60 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, 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.

- 52. Proper Business of Special Meeting** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- 53. General Notice Requirements** Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 55 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members. 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.
- 54. 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 of written waiver of notice states the general nature of the proposal or proposals:
- (a) Removing a director without cause;
  - (b) Filling vacancies on the Board;
  - (c) Amending the Articles of Incorporation;
  - (d) 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
  - (e) Electing to wind up and dissolve the corporation.
- 55. Manner of Giving Notice** Notice of any meeting of members shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the last known address of that member appearing in the records 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 records, 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.
- 56. Affidavit of Mailing Notice** An affidavit of the mailing of any notice of any member's meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.
- 57. Quorum** One-third (1/3) of the current members of the Association present at a meeting shall constitute a quorum for the transaction of business at any meeting of members except that 1,000 members of the Association shall constitute a quorum for the purpose of electing Directors provided that the Notice of the meeting or the written election of Directors as provided by Section 66 sets forth the general nature of the election and the nominees.
- 58. Loss of Quorum** Subject to Section 57 of 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.

- 59. Adjournment and Notice of Adjourned Meeting** 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 at the meeting. No meeting may be adjourned for more than 15 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 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.
- 60. Eligibility to Vote** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Sections 69 through 73 of these Bylaws.
- 61. Manner of Casting Votes** Voting may be by voice or ballot, except that any election of directors must be by written ballot if demanded by any member at the meeting before voting begins.
- 62. Voting** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to vote of the members. Cumulative voting for directors shall not be allowed and is prohibited.
- 63. Approval by Majority Vote** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be 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.
- 64. Waiver of Notice** A member's attendance at a meeting shall 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.
- 65. Action by Written Ballot Without a Meeting** Any action including the election of directors that may be taken at any meeting of members may be taken without a meeting by complying with Sections 66 through 68 of these Bylaws.
- 66. Solicitation of Written Ballots** If the corporation wishes to take action without a formal meeting of the membership it shall send written notice to the members of its intent to take action by written ballot without a meeting. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 55 of these Bylaws. All solicitations of vote by written ballot shall set forth the action to be taken and shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state 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) provide 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. Any written ballot distributed to members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, a written ballot that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
- 67. Number of Votes and Approval Required** Except as otherwise provided by these Bylaws approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those 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.

- 68. Filing** All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.
- 69. Record Date Determined by Board** For purposes of determining the members entitled to a notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed:
- (a) for notices of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;
  - (b) for voting at a meeting shall not be more than 60 days before the date of the meeting;
  - (c) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
  - (d) for any other action shall not be more than 60 days before that action.
- 70. Record Date for Notice or Voting** If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.
- 71. Record Date for Action by Written Ballot** If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day the first written ballot is mailed or solicited.
- 72. Record Date for Other Actions** 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.
- 73. Members of Record** For purposes of Sections 69 through 72, a person holding a membership at the close of business on the record date shall be a member of record.
- 74. Proxies Not Allowed** No member shall have the right to vote by proxy and any proxy votes are prohibited.

## X. Board of Directors

- 75. General Corporate Powers** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors.
- 76. Specific Powers** Without prejudice to the general powers set forth in Section 75 of these Bylaws, but subject to the same limitations, the directors have the power to:
- (a) Appoint and remove at the pleasure of the Board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the corporation's principal office in the City of Los Angeles, California from one location to another; conduct its activities within California; and designate any place within the City of Los Angeles, California for holding any meeting of members.

(c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

(d) Borrow money and incur indebtedness on behalf of the corporation.

**77. Duties of Directors** A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements, and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

**78. Number and Qualification of Directors** The authorized number of directors shall be eleven (11). The qualifications for directors are that they be a member in good standing with at least one (1) but no more than three (3) directors being retired members of the Los Angeles Police Department at the time of their election. No person shall be elected as director if he or she is presently serving or has served within the last three years as an officer, director or representative of any of the following organizations:

(a) The Los Angeles Police Retirement and Benefit and Insurance Association, Inc.

(b) The Los Angeles Police Protective League

(c) The Los Angeles Police Revolver Athletic Club, Inc.

(e) The Los Angeles Police Officer Command Officers Association

**79. Election of Directors** Each year in December, four (4) directors and every third year three (3) directors, shall be elected from the candidates nominated pursuant to Section 98(g) of the Bylaws by written ballot mailed to the members to hold office for three years. Each such director, including a director elected or appointed to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

**80. Solicitation of Votes** The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualification and reason for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.



- 81. Resignations** Except as provided below, any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies later time for the resignation to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.
- 82. Filling Vacancies** Except for vacancies created by the removal of a director by the members, vacancies on the Board may be filled by appointment by the President approved by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.
- 83. No Vacancy on Reduction of Number of Directors** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- 84. Place of Directors' Meetings** Meetings of the Board of Directors shall be held any place within the City of Los Angeles, 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.
- 85. Meetings by Telephone** Any directors' meeting may be held by conference telephone or similar communication equipment, or a director may attend a Board meeting by telephone conference, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.
- 86. Annual Meeting** Within ten (10) days after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business.
- 87. Other Regular Meetings** Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board may fix from time to time.
- 88. Special Meetings** Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Vice President, or the Secretary or any two directors.
- 89. Manner of Giving Notice** Notice of the time and place of special meetings of the Board of Directors shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail; postage prepaid; (c) by telephone or facsimile; or (d) Electronic mail (E-mail), 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. All such notices shall be given or sent to the director's address, telephone number, electronic mail (E-mail), facsimile number as shown on the records of the corporation.
- 90. Time Requirements** Notices sent by first-class mail shall be deposited in the United States Mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail (E-mail) or facsimile shall be delivered, telephoned or faxed at least 48 hours before the time set for the meeting.
- 91. Notice Contents** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.
- 92. 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 such 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 does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- 93. Quorum for Director's Meeting** A majority of the authorized number of directors consisting of six (6) directors

shall constitute a quorum for the transaction of business, except to adjourn. However, if there are only eight (8) acting directors, then five (5) directors shall constitute a quorum. Every action taken or decision made by at least five (5) of the directors present or four (4) of the directors present if there are only eight (8) acting directors at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of directors, if any action taken or decision made is approved by five directors.

- 94. Adjournment** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 95. 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.
- 96. Action Without a Meeting** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- 97. Compensation and Reimbursement** Directors shall serve without compensation for their services. Directors may be reimbursed for any reasonable business expenses incurred on behalf of the corporation, as may be determined and approved by the Board to be just and reasonable.
- 98. Committees of the Board** At the first regular meeting of each year the President shall appoint three directors and no persons who are not directors, to serve at the pleasure of the Board on the following committees: (a) Administrative Committee (b) Insurance and Benefits Committee (c) Finance and Audit Committee (d) Emergency Relief Committee (e) Membership Committee (f) Election Committee (g) Nominating Committee (h) Special Committees subject to the approval of the Board of Directors. Any such committee shall have no authority to act on behalf of the Board of Directors but shall assist the Board in making reports and recommendations to the Board. The committees shall consist of the following:
- (a) **Administrative Committee**—The Administrative Committee shall assist the Board of Directors in reviewing and making recommendations to the Board on such administrative matters concerning the operations and management of the Association, its activities, including personnel matters, requests for charity donations and other matters as are referred to it by the President and/or the Board.
  - (b) **Insurance and Benefits Committee**—The Insurance and Benefits Committee shall review and evaluate the group insurance plans and benefits provided by the Los Angeles Police Relief Association, Inc. to its members, as well as any new group plans to be considered for the membership. The Committee shall report to the Board on the status and viability of the group insurance plans and benefits, including the need for actuarial studies to maintain and/or increase the benefits. The Committee may make such recommendation to the Board for any changes in the group insurance plans and the benefits that it deems advisable. The Committee also shall perform such other related duties as directed by the President with the consent of the Board.
  - (c) **Finance and Audit Committee**—The Finance and Audit Committee shall examine and review all bills and accounts presented to the Association and report thereon to the Board of Directors concerning their regularity, validity, reasonableness and correctness for the business of the Los Angeles Police Relief

Association, Inc. The Committee shall regularly evaluate the advice the Board on all matters relating to the corporations investments, costs of operation, and income. The Committee shall provide for regular examination and audits of the Los Angeles Police Relief Association, Inc.'s books and accounts with appropriate reports to the Board as directed by the President and shall further provide for an annual audit and report by a qualified accounting firm as soon as practicable after December 31, of each year. The Committee shall also perform such other related duties as direct by the President with the consent of the Board.

- (d) **Emergency Relief Committee**—The Emergency Relief Committee shall review and investigate such applications for emergency relief as are submitted to the Association pursuant to Section 33 of these Bylaws. The Emergency Relief Committee shall recommend to the Board of Directors that granting or denial of emergency relief applications for member of the Association and/or to their families depending upon whether or not such relief is reasonably necessary or justified under the circumstances. The Emergency Relief Committee may authorize the disbursement of emergency relief funds if a least six (6) directors either in person, telephonically or by E-mail approve of the disbursement provided it is subsequently reported to the full Board of Directors. The Emergency Relief Committee shall regularly report its recommendations and any authorized disbursements of emergency relief to the full Board.
- (e) **Membership Committee**—The Membership Committee shall review the membership of the Association and shall work to encourage new members of the Los Angeles Police Department to join the Association. The Committee shall monitor the Association's membership and shall cause information as the Association, its Group Insurance Plans and benefits to be presented to the new members of the Los Angeles Police Department.
- (f) **Election Committee**—The Election Committee shall be composed of three members of the Board of Directors none of whom is a candidate for office in the election. It shall be the duty of the Election Committee to conduct and supervise such elections as they are appointed for and to do such other acts as are related thereto. The Election Committee shall have the duties of Inspectors of Elections as set forth the in Section 7614 of the California Corporations Code.
- (g) **Nominating Committee**—The Nominating Committee shall select and recommend qualified candidates for election to the Board of Directors. The Committee shall report its recommendation to the Board at least sixty (60) days before the date of the election. In addition, to the Nominating Committee, not fewer than twenty (20) members or more may nominate a candidate for director by signing and dating a petition for nomination within 120 days of the election and delivering said petition to an officer of the Association at least ninety (90) days before the date of the election. The Secretary shall cause the names of the candidates named by the Nominating Committee and the names of the candidates nominated by petition upon timely receipt of a petition signed by the required number of members, to be placed on the ballot.
- (h) **Special Committees**—Special committees may from time to time be appointed by the President with the approval of the Board of Directors consisting of such number as shall be decided by the President, whose duty it shall be to carry out for the purpose for which it shall have created and to perform such other related duties as directed by the President with the consent of the Board of Directors.

**99. Committee Members** If for any reason, any member of any committee is unable to act, the President may appoint any other qualified member of the Association to act in the place of such disabled member until such disability is removed.

**100. Neglect of Duty of Committee or Committee Member** If any committee, or any member of any committee, shall willfully neglect to perform the duty or duties for which it or he or she shall have been appointed, the President may, or upon a reasonable showing of such neglect to the satisfaction of the Board of Directors shall, discharge such committee or member who appears guilty of such neglect and appoint a new committee or member to act in the place of such discharged committee or member.

**101. Terms of Committees** Each committee as herein provided shall serve until its duties shall have been fulfilled and completed and it has been discharged by the President, unless sooner discharged for any cause.

**102. Action of Committees** The Board may adopt rules for the government of any committee that are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

## **XI. Officers**

**103. Officers of the Corporation** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

**104. Election of Officers** The officers of the corporation shall be chosen annually by the Board of Directors at the first Board meeting after the annual election of directors and shall serve at the pleasure of the Board.

**105. Removal of Officers** An officer may be removed with or without cause by the Board as the Board determines to be in the best interests of the Los Angeles Police Relief Association, Inc.

**106. Resignation of Officers** Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**107. Vacancies in the Office** A vacancy in any office because of the death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

**108. The President** The President shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. Subject to the control of the Board, the President shall preside at all members' meeting and at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

**109. Vice President** In the absence or disability of the President, the Vice President shall perform all duties of the President. When so acting, the 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 perform such other duties as the Board or the Bylaws may prescribe.

**110. 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 of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those 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 office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

**111. Membership Records** The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by Board resolution, a record of the corporation's members, showing each member's name, address, and status. All membership records shall be kept confidential and shall not be used for or provided to any other business or association except as necessary to carry on the business and activities of the corporation or as provided by the provision of the California Corporations Code.

**112. Notices, Seal, and Other Duties** The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties

as the Board or the Bylaws may prescribe.

**113. Treasurer** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets and liabilities and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

**114. Deposit and Disbursement of Money and Valuables** The Treasurer shall 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; shall disburse the corporation's funds as the Board may order; shall render to the President, and the Board, an account of all transactions as the Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or by Bylaws may prescribe.

**115. Right of Indemnity** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, attorney's fees and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in this Section, and including an action by or in the right of 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 Section 7237(a) of the California Corporations Code.

**116. Approval of Indemnity** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) had 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 Section 7237(e) whether the applicable standard of conduct set for then Section 7237(b) or Section 7237(c) has been met and, if so, the members shall authorize indemnification.

**117. Advancement of Expenses** 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 Sections 115 and 116 of these Bylaws in defending any proceeding covered by these 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 determined that the person is entitled to be indemnified by the corporation for those expenses.

**118. Insurance** The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

## **XII. Assets**

**119. Assets** The assets of the Los Angeles Police Relief Association, Inc. shall consist of all dues, fees, assessments, penalties, donations, gifts, accounts, investments and all other monies or other assets received by it from whatever source.

**120. Segregation of Assets** The assets of the Los Angeles Police Relief Association, Inc. may be segregated and

divided into as many separate accounts as determined by the Board of Directors and prescribed by the Bylaws, the California Non-Profit Corporation Law and any other applicable law or regulation.

**121. Board to Control Assets.** The Board of Directors of the Los Angeles Police Relief Association, Inc. shall, subject to the terms, conditions and provisions of the Bylaws and the provisions of the California Non-Profit Corporation Law and any other applicable law or regulation have the full custody, control and management of all assets received or disbursed by or for the Los Angeles Police Relief Association, Inc.

**122. Investment of Funds** The Board of Directors shall invest the funds of the Los Angeles Police Relief Association, Inc. in a good faith manner that the Board believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances consistent with the objectives of 1) Safety of Principal, 2) Income, 3) Growth of Assets. In dealing with investment assets, the Board shall avoid speculation and look instead to the permanent disposition of the funds considering the probable income and the probable safety of the Corporation's capital. Results should be evaluated over rolling five year periods, but shorter term results will be monitored and earlier action taken if in the best interests of the Association.

The funds of the Los Angeles Police Relief Association, Inc. shall be invested as follows:

- (a) At least Fifty Percent (50%) of the Association's funds shall be invested in fixed income oriented investments including:
  - (1) At least Forty Percent (40%) of the Association's funds shall be invested in securities issued by or guaranteed by the Federal Government or mutual fund that invests in Government securities.
  - (2) Deposits in banks, savings and loans and or credit unions insured by the Federal Government or any agency thereof.
  - (3) Mutual funds that invest in corporate bonds.
  - (4) Other income oriented investments approved by a majority vote of the Board of Directors.
- (b) No more than Fifty Percent (50%) of the Association's funds may be invested in mutual funds or other professionally managed portfolios that invest in United States equities.
- (c) No more than Ten Percent (10%) of the Association's funds shall be invested in any individual equity or bond assets of a particular company.
- (d) No more than Ten Percent (10%) of the Association's funds shall be invested in any international debt or equities.

For purposes of meeting the requirement of investing Fifty Percent (50%) of the funds in fixed income investments, the portfolio shall be reviewed at the end of each quarter. If necessary, the portfolio will be rebalanced within 30 days of receipt of the quarterly financial statement prepared by the Association's accounting firm. A majority vote of the Board will be used to determine the proper classification of any investment into the income or equity category.

The Board of Directors shall establish and maintain an Investment Policy consistent with the guidelines and restrictions set forth above.

The Board of Directors may retain the services of one or more investment consultants and or advisors to provide investment and financial counsel and advice to the Board. The Board shall keep sufficient cash on hand or on deposit in any bank or banks which are members of the Federal Reserve System as the Board deems necessary and prudent for the proper execution of the business of the Association.

**123. Tax Exempt Status** All passive investment income of the Los Angeles Police Relief Association, Inc. shall be used for the payment of life, sick, accident, or other benefits (within the meaning of Internal Revenue Code Section 501(c) (9)) in accordance with provision of the Bylaws, and for the payment of reasonable costs of

administration directly connected with payment of those benefits.

### **XIII. Corporate Records**

**124. Maintenance of Corporate Records** The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board and committee of the Board; and
- (c) A record of each member's name, address and status.

**125. Maintenance and Inspection of Articles and Bylaws** The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

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

**127. Annual Report** An annual report shall be prepared after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
- (b) A statement of the place where the names and addresses of current members are located.
- (c) Any information required by Section 8322 of the California Corporations Code.

The corporation shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided below, on written request by a member, the Board shall promptly provide the most recent annual report to the requesting member.

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

(a) Unless approved by the members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the corporation, its parent, or its subsidiary was a party, (2) 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 (3) 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):

- (A) Any director or officer of the corporation, its parent or its subsidiary;
- (B) 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, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

## XIV. Miscellaneous

**129. Construction and Definitions** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the 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 and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**130. Amendment of Bylaws** Subject to the rights of members under Sections 131 through 134 of these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

- (a) Materially and adversely affect the members’ rights as to voting, dissolution, redemption or transfer;
- (b) Increase or decrease the number of members authorized in total or for any class;
- (c) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (d) Authorize a new class of membership.

**131. Changes to Number of Directors** The Board may not, without the approval of members, specify or change any Bylaw provision that would change the authorized number of directors.

**132. High Vote Requirement** If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

**133. Members Approval Required** Without the approval of the members, the Board may not adopt, amend or repeal any Bylaw that would:

- (a) Increase or extend the terms of directors;
- (b) Allow any director to hold office by designation or selection rather than by election by a member or members;
- (c) Increase the quorum for members’ meetings;
- (d) Create proxy fights;



(e) Authorize cumulative voting.

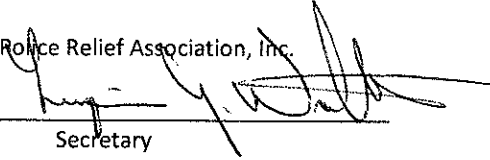
**134. Amendment by Members** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise required by law may not be altered, amended, or repealed except by vote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

### Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Los Angeles Police Relief Association, Inc., a California nonprofit mutual benefit corporation. The above Bylaws are the Bylaws of this corporation as revised and adopted by the Board of Directors and the vote of the membership on August 31, 2017 and that they have not been amended or modified since that date.

Dated: 1/25/18

Los Angeles Police Relief Association, Inc.

By   
Secretary

### Appendix

#### Articles of Incorporation Los Angeles Police Relief Association, Inc.

Know all men by these presents:

That we, the undersigned, who are citizens and residents of the State of California, and officers and members of the Board of Directors of the Los Angeles Police Relief Association, an unincorporated association, do voluntarily associate ourselves for the purpose of forming a non-profit corporation by incorporating said Los Angeles Police Relief Association under the provisions of Division First, Part IV, Title XII, Article I, of the Civil Code of the State of California.

1. The name of this corporation shall be:  
Los Angeles Police Relief Association, Inc.
2. This corporation does not contemplate pecuniary gain or profit to the members thereof and the purposes for which it is formed are:
  - (a) To bind its members in a closer bond of fraternity for mutual protection; to aid each other in distress, in sickness, accident and death; to promote and improve social intercourse and welfare between the members thereof; to provide for death benefits to such beneficiaries as may be designated or nominated by the members in accordance with this Constitution and Bylaws; to provide for sick benefits to its members in accordance with the terms and provisions of its Constitution and Bylaws; to provide other relief to members and to their dependents in case of accident, sickness, death or distress; and to do any and all acts necessary, expedient, convenient or incident to the administration of any and all of the purposes for which it is organized as in this Constitution and Bylaws provided or as may be implied therefrom, not, however, inconsistent with the Provision of Chapter 10-A, Part 2, Division 2, of the Insurance Code of California.

- (b) To issue membership and death benefit certificates to its members and to pay death benefits in accordance with the provisions of its Constitution and Bylaws prescribe and provide for the qualifications and different classes of memberships, and the property, voting and other rights and privileges as well as liabilities of each class of membership;
- (c) To make, enact, adopt, amend, repeal, or otherwise change, and to enforce the provisions of its Constitutions and Bylaws, which authority it hereby expressly conferred;
- (d) To prescribe the amount of dues and provide for the methods of payment or collection thereof;
- (e) To receive dues, donations, bequests, gifts and or property of what kind or nature whatsoever;
- (f) To own, possess, buy, sell, exchange, hypothecate, mortgage, lease, convey, encumber, transfer, or otherwise acquire and/or dispose of all property, real or personal, which may be necessary, incident, convenient or desirable for the use of its members, or for the administration of its affairs;
- (g) To have, own, and use a corporate seal;
- (h) To carry on the business and purposes generally of a police relief association under and in accordance with the provisions of Chapter 10-A of Part 2, Division 2 of the Insurance Code of this State;
- (i) To do any and all acts necessary, expedient, convenient, or incident to the execution of any of its powers or administration of any of its affairs, as in these articles expressed, or as may be implied therefrom, or as provided under its Constitution and Bylaws.

3. The principal office for the transaction of the business of this Association shall be located in the City of Los Angeles, County of Los Angeles, State of California.

4. The number of directors, unless or until otherwise changed in the Constitution and Bylaws of this Association duly adopted, which authority is hereby expressly conferred, shall be ten (10), and the names and addresses of the persons who are to act in the capacity of officers and directors until the selection of their successors, and their appropriate titles as set opposite their names are as follows:

Lee C. German, President  
5230 Sumner Avenue, Los Angeles, California

H.S. Eaton, Vice-President  
4210 Kenwood Avenue, Los Angeles, California

Jas L. Western, Secretary  
6231 West Fifth Street, Los Angeles, California

E. M. Slaughter, Treasurer  
1920 North Normandie, Los Angeles, California

Chas H. Caldwell, Director  
2000 Miramar Street, Los Angeles, California

Walter L. Wise, Director  
320 West 118<sup>th</sup> Street, Los Angeles, California

Leon D. Egan, Director  
1422 North Curson, Los Angeles, California

A.H. Wingerter, Director  
2625 Ellendale Place, Los Angeles, California

W.T. Olney, Director  
2010 Beechwood Drive, Los Angeles, California

V.B. Eubanks, Director  
926 South Citrus, Los Angeles, California

The Constitution and Bylaws of this Association shall provide for the qualification, number, and tenure of the officers and directors of this corporation and may specifically set forth the powers and duties of all officers and directors of this corporation and the manner of their election.

5. The authorized number and qualifications of its membership, different class of membership, the property, voting and other rights and privileges of each class of membership, and the liability of each and all classes and members as to dues or assessments, and the methods of collection thereof; shall be set forth in its Constitution and Bylaws, which authority is hereby expressly conferred.
6. The name of the existing unincorporated association which is hereby being incorporated is the Los Angeles Police Relief Association.
7. The powers of this corporation shall be vested in its membership but may be exercised by its officers and board of directors in accordance with the provisions of its Constitution and Bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of January, 1939.

(signed) Lee C. German  
H. S. Eaton  
James L. Western  
E. M. Slaughter  
Chas H. Caldwell  
Walter L. Wise  
Leon D. Egan  
A. H. Wingerter  
W. T. Olney  
V. B. Eubanks

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

On this 5th day of January, in the year 1939, before me, L.V. Mc Cardle, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared LEE C. GERMAN, H.S. EATON, JAMES L. WESTERN, E.M. SLAUGHTER, CHAS H. CALDWELL, WALTER L. WISE, LEON D. EAGAN, H. H. WINGERTER, W. T. OLNEY AND V. B. EUBANKS, known to me to be the persons whose names are subscribed to the foregoing instrument, and they and each of them jointly and severally duly acknowledged to me that they executed the same.

Witness my hand and official seal the day and year first in this certificate above written.

(Signed) L.V. Mc Cardle  
Notary Public

L.V. Mc Cardle, Notary Public in and for the County of Los Angeles, State of California.  
My Commission expires March 28, 1940.

## Insurance Code Sections

### CHAPTER 10A, PART 2, DIVISION 2, OF THE INSURANCE CODE OF THE STATE OF CALIFORNIA FIREMEN'S POLICEMEN'S OR PEACE OFFICERS' BENEFIT AND RELIEF ASSOCIATION

(Chapter 10A, added by Stats., 1935, chap. 161, p. 797)

- 11400 Scope of Chapter
- 11401 Certificate of authority, requirement and issuance
- 11402 Incorporated or unincorporated associations
- 11403 Membership
- 11404 Compensation for procuring memberships prohibited
- 11405 Election of officers
- 11406 Benefits, to whom to be paid
- 11407 Contributions

#### 11400. SCOPE OF CHAPTER.

Fireman's, policemen's or peace officer's benefit and relief associations now existing, or which may be formed hereafter for the purpose of aiding their members or dependents of their members in case of sickness, accident, distress or death, shall be subject to the provisions of this chapter. While such an Association operates strictly in accordance with this chapter, it shall not be subject to any other provision of this code nor to any law of this State relating to insurance, whether now existing or hereafter enacted, except when expressly designated therein. (Added by Stats. 1935, p.797.) See Stats. 1935, p. 705.

#### 11401. CERTIFICATE OF AUTHORITY, REQUIREMENT AND ISSUANCE.

Such an Association shall not operate or do business in the State without a certificate of authority. The commissioner shall issue a certificate of authority to any such Association unless he determines, after examination, the cost of which shall be borne by such Association, that it does not comply with the provisions of this chapter. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706.

#### 11402. INCORPORATED OR UNINCORPORATED ASSOCIATIONS.

Such Associations may be incorporated or unincorporated, but if incorporated, it shall neither issue nor be authorized to issue shares of stock. (Added by Stats. 1935, p. 797). See Stats. 1935, p. 706.

#### 11403. MEMBERSHIP.

The membership of such association shall consist solely of the following or any combination thereof:

- (a) Members of police departments of municipal or public corporations or districts.
- (b) Members of fire departments of municipal or public corporations or districts.

- (c) Peace or law enforcement officers who are regular and salaried officers or employees of the State or of a single county or other political subdivision or public or municipal corporation.
- (d) Persons who at the time of becoming members of such association were qualified pursuant to subdivisions (a), (b), or (c) of this Section. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706.

11404. COMPENSATION FOR PROCURING MEMBERS PROHIBITED.

Such Association shall not pay, promise or agree to pay, either directly or indirectly, any consideration of any nature for the solicitation or procuring of member or applications for membership. (Added by Stats. 1935, p. 797) See Stats. 1935, p. 706.

11405. ELECTION OF OFFICERS.

The trustees, directors or governing body of such Association, by whatever name their office is known or designated, shall be elected by the membership of the Association. (Added by Stats.1935, p. 797.)

11406. BENEFITS, TO WHOM TO BE PAID.

Moneys or property directly or indirectly contributed to such Association by its members shall not be paid out as benefits to any persons other than its members, their dependents, or beneficiaries nominated in writing by them. (Added by Stats. 1935, p. 797.) See Stats.1935, p. 706.

11407. CONTRIBUTIONS.

Such Association shall be supported mainly by contributions from its members, whether in the form of fees, dues, assessments, or otherwise and by donations made to it from time to time. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706.