



NATIONAL LATINO PEACE OFFICERS ASSOCIATION SAN DIEGO METRO CHAPTER BYLAWS

San Diego
Metro Chapter

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Our Mission & Vision:

To ensure equal opportunity in the administration of justice for our members and the communities we serve through leadership, mentoring, and charitable giving, and the creation of a professional association that provides support, advocacy, personal and professional development to its members and the diverse communities we serve.

**AMENDED AND RESTATED BYLAWS
OF THE
NATIONAL LATINO PEACE OFFICERS ASSOCIATION
SAN DIEGO METRO CHAPTER**

Adopted as of August 19, 2008

This organization shall be known as National Latino Peace Officers Association, San Diego Metro Chapter, or NLPOA San Diego Metro Chapter, a non-profit corporation (IRS Employer ID Number 03-12-2008), and has established as goals and objectives the following:

ARTICLE I

GOALS AND OBJECTIVES

Without limiting in any manner the types of activities that the association can conduct under its Articles of Association or the California Mutual Benefit Non-Profit Corporation Law, National Latino Peace Officers Association, San Diego Metro Chapter has the following objectives:

- A.** The creation of a brotherhood/sisterhood and unity amongst the diverse group of peace officers and other law enforcement professionals, and the extension of the feeling to all those who have common interest in the advancement of the law enforcement profession.
- B.** To make available to the community, enforcement administrators, governmental bodies, such assistance or expertise as may be contained within the organization.
- C.** The maintenance of liaison and communication with other mutually concerned agencies and organizations.
- D.** To actively seek qualified law enforcement aspirants from the Latino and other diverse communities and to assist all persons who are interested in a law enforcement career.
- E.** To enhance the prestige and professionalism of our members and the Latino peace officer and to increase our member's professional development and opportunity.
- F.** To provide scholarships for higher education to our youth to those that are commendable and interested in a law enforcement career.
- G.** To sponsor and participate in special and social events in pursuit of the forgoing objectives as agreed upon by the Executive Board or Membership.
- H.** To donate from the net proceeds generated by the association to meaningful events, organizations and charities in pursuit of the forgoing objectives as agreed upon by the Executive Board or Membership.
- I.** To follow the association's bylaws.

ARTICLE II

EXECUTIVE BOARD DUTIES and RESPONSIBILITIES

The administration of the National Latino Peace Officers Association, San Diego Metro Chapter shall consist of no less than three (3) but generally ten (10) members, who shall constitute the Executive Board. They shall serve without financial compensation.

The Executive Board shall generally consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Parliamentarian, Correspondence Secretary, Historian, Association Manager and an Immediate Past-President. If the Immediate Past-President does not wish to serve, the sitting President may appoint a Director with ratification of the Executive Board.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board.

The Executive Board shall perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws; appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; meet at such times and places as requires by these bylaws; and register the addresses of members with the correspondent secretary of this corporation and notify members of meetings by mail or telegraph at such addresses provided by them.

The Specific Duties of Executive Board members shall include:

President: The president shall be the Chief Executive Officer of the Corporation/Association. He/She shall preside at all Executive Board and General Membership meetings. The president shall exercise general supervision and direction of the association. He/She shall also represent the association at all public and official functions. The president shall nominate all committee members, subject to majority approval of the Executive Board. The president shall be a member of all committee and AD-HOC sub-committees and he/she shall be responsible for referring all matters requiring committee action to the applicable committee.

The president shall also appoint a Special Event Finance Manager, subject to majority approval of the Executive Board, for the management of a financial account used for income and expenditures for association fund raising events. This manager shall be responsible for the disbursement of funds but may direct other members directly involved with the event to deposit funds gained from events. The special event finance manager shall furnish the most current bank statement to the president or treasurer at least five (5) days prior to scheduled membership meetings and shall annually generate a detailed financial report and present it to the Executive Board. The annual report shall detail the period of October 1st through September 30th of each year and shall be due by October 30th of each year.

Vice-Presidents: There shall be elected a first and second vice-president. The vice-presidents shall assist the president in the discharge of his or her duties and shall, in progression, preside in the absence of the president. The vice-presidents shall also perform additional tasks as deemed necessary by the president. In the event of the president's inability or refusal to act, the first vice-president may act on behalf of the president with the majority approval of the Executive Board as outlined in Article II(A) of these bylaws.

Secretary: The secretary shall perform all functions of the corporate secretary of a non-profit corporation. He/she shall keep a written record of attendance and minutes of all meetings and furnish a copy of the same at the following meeting. At the following meeting, the secretary shall present the minute reports for ratification. Once the reports are ratified, the secretary shall as soon as possible make them available to the membership via email correspondence and to the public via the association's web page. The secretary shall also be responsible for the development, publication, and distribution of an official annual summary report outlining the activities of the association. This report shall be due no later than November 30th of each year and shall contain the association's activities for the immediate past fiscal year.

Treasurer: The treasurer shall be responsible for the financial management of the association and shall maintain all administrative banking records and keep the records and books accessible and current. The treasurer shall be responsible for the deposit of funds into the administrative bank account(s). The bank account managed by the treasurer shall also be used for the maintenance of funds marked for humanitarian aid and charitable donations. He/She shall furnish the association's most current administrative banking statement(s) to the president or first vice-president at least five (5) days prior to scheduled membership meetings and shall annually generate a detailed financial statement and present it to the Executive Board. The annual report shall detail the period of October 1st through September 30th of each year and shall be due by October 30th of each year.

Parliamentarian: The parliamentarian shall be versed in Roberts Rules of Order and Parliamentary Law. The parliamentarian shall give advice at meetings and answer questions of procedure in conducting the business of the association.

Correspondence Secretary: The correspondence secretary shall carry out the correspondence of the association and assist the committee chairpersons and the Executive Board with their correspondences. He/She shall be responsible for the collection of all membership dues that shall be forwarded to the treasurer, and shall maintain a current, complete and accurate record of all classified members of the association with their standings categorized. He/she shall also be responsible for distributing newsworthy information and items of concern that might be of interest to the membership at large.

Historian: The historian shall serve as the Custodian of Records for the association. He/She shall compile and maintain for the association a history of activities, letters, correspondences, news articles, photographs and memorabilia in which the association contributed to or participated in.

Association Manager: The association manager shall be charged with maintaining the orderliness of meetings and shall be responsible for the coordination of security at all Latino Peace Officer Association functions and outside requests for security. The association manager shall also be charge with membership recruitment and member services.

Immediate Past-President: The immediate past-president shall assist in a smooth transition of the new president and Executive Board. He/She shall also be an adviser and consultant for the association.

Authority of the Executive Board:

- A.** The Executive Board, with exceptions provided elsewhere in these bylaws, shall conduct all Executive Board business of this association/corporation by a vote of a quorum. A quorum of the Board shall consist of no fewer than 50-percent (50%) of the Executive Board members present or that have voted. The president shall be included in the quorum but shall not vote on motions except to break a tie. For approval of motions, a simple majority vote shall be required.
- B.** The Executive Board shall have the authority to ratify disbursements of funds so long as the business is conducted as outlined in Article II(A) of these bylaws, the business is executed as outlined in these bylaws, and the business does not breach any duty as defined under section 5230 of the California Nonprofit Public Benefit Corporation Law. This authority may be general, such as administrative expenses, or confined to specific instances, such as humanitarian aid and charitable donations. The Executive Board shall have the authority to direct the transfer of funds to the respective financial accounts managed by the treasurer and special event finance manager.
- C.** Every act or decision done or made by a majority of the Executive Board present at a meeting duly held at which a quorum is present is the act of the Executive Board, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approved of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for a matter approved by the board.
- D.** Any action required or permitted to be taken by the Executive Board under any provision of law may be taken without an assembled meeting so long as there is a recording of them, such as an email link or other written correspondence, and the vote was conducted as outlined in Article II(A) of these bylaws. When a motion is made via email link or other correspondence, the president shall acknowledge the motion and set 5-days to vote on the matter. A quorum as outlined in Article II(A) must be met for an official vote. At the end of the 5-day period, the president shall declare the decision and the action, if any, at the next official meeting. The recording or documentation of the vote and actions, such as the email link or other correspondence, shall be made public by the Secretary and attached to the following meeting minute report.
- E.** The president shall nominate committee appointments and the special event finance manager and the Executive Board shall have the duty to ratify them by a vote as outlined in Article II(A) of these bylaws.
- F.** The Executive Board shall have the power to discharge any member appointed to a committee and the special event finance manager if the member in question has not performed his/her duties as outlined in Article IX of these bylaws.

- G. The Executive Board may authorize any officer or agent to enter into any contract or execute any instrument in the name and behalf of this association so long as the business was ratified as outlined in Article II(A) of these bylaws. This authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent, or other person shall have any power to bond the association by a contract or render it liable for any purpose or any amount.

Non-Liability of Executive Board:

- H. The members of the Executive Board shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Indemnification by Corporation of Board Members, Committee members, Employees, and other Agents:

- I. To the extent that a person who is, or was, an Executive Board member, Committee member, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either settles any such claim or sustains judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Insurance for Corporate Agents:

- J. The Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including Executive Board members, Committee members, employees, or other agents of this corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provision of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Compensation:

- K. Executive Board and Committee members may not be compensated for rendering services to the corporation in any capacity unless such compensation is reasonable and is allowed under Section L of this article. However, they shall be allowed reasonable advanced or reimbursement of expenses incurred in the performance of their duties as specified in these bylaws. Expenditures must be approved in advance and shall be in accordance with this corporation's conflict of interest policy. An Expense Report detailing the expenditure and signed by the member seeking reimbursement and the Treasurer or First Vice-President shall be completed. The Treasurer shall maintain the Expense Reports in accordance with current corporate tax laws.

Restrictions Regarding Interested Executive Board Members:

- L. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Executive Board may be interested persons. For purpose of this Section “interested persons” means either:

Any person currently compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board member as Board member; or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Removal from Office:

- M. An officer of the association may be presented to the general membership for removal from office if he/she has missed two consecutive meetings or if fifty-percent (50%) or more of the full complement of the Executive Board attest in petition form that the officer in question is not fully performing his/her duties as specified by the bylaws of this association, or for misuse of official monies or for engaging in activities otherwise harmful to the association, or has breached any duty under section 5230 and following of the California Nonprofit Public Benefit Corporation Law. The removal must be carried out by using the procedures given in Article II(K) of these bylaws.
- N. The removal proceedings for the removal of an Executive Board member shall take place during a regularly scheduled general membership meeting. After the charges have been presented to the general membership, the accused officer shall have an opportunity to examine and answer the charges. If a two-third (2/3) vote of the membership in attendance for removal is obtained, the accused officer will be declared removed from office.
- O. Vacancies on the Executive Board may be filled by approval of the board or, if the number of board members then in office is less than a quorum, by (1) the unanimous written consent of the board members then in office, (2) the affirmative vote of a majority of the board then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining board member.
- P. A chairperson of a committee may be removed for the reasons given in Article II(C) of these bylaws but only a majority vote of the Executive Board is needed to declare the officer removed from office, or a two-third (2/3) vote of the membership.

Annual Statements:

- Q. Each director, principle officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;
- (a) has received a copy of the conflict of interest policy;
 - (b) has read and understands the policy;
 - (c) has agreed to comply with policy; and

- (d) understands the association/corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE III

MEMBERSHIP REQUIREMENTS AND CLASSIFICATIONS

- A.** There are six (6) categories of memberships within the National Latino Peace Officers Association: Regular Members, Associate Members, Lifetime Members, Honorary Members, Student Members and Corporate Members. There shall be no discrimination or restrictions on membership because of race, color, creed, national origin, gender, age, religion, citizenship or physical handicap.
- B.** The Executive Board shall review each application for initial membership as well as membership renewal applications to determine the type of membership to grant. A member in good standing shall sponsor new applicants for membership at a membership meeting and then the entire membership shall vote to accept or deny the membership.
- C.** Regular, Associate, and Lifetime members of this association in order to be recognized by the National and any State Board of the NLPOA must be a member of this association in good standing.

Eligibility:

- D.** Regular membership is available to all persons actively employed in or retired from any professional position within the criminal justice system that demonstrates their dedication to the objectives of the Latino Peace Officers Association. Professional positions are defined as Federal, State, County, or Local commissioned peace officers with powers of arrest as designated by laws of the states of the Union or Federal Government in which those persons are employed, or, are defined as Federal, State, County, or Local prosecutors or judges with a license to practice criminal law.
- E.** Associate membership is available to persons who identify with and support the objectives of this association, so long as associate memberships do not make up more than twenty percent (20%) of the membership, as outlined by the National Constitution. Associate Members may vote and serve as Executive Board and Committee Members but may not hold the position as President or First Vice-President, as outlined by the National Constitution.
- F.** Lifetime memberships of this association shall be for those members who have served this association and have served as a National or State NLPOA President.
- G.** Honorary membership may bestow upon any person by the Executive Board that is not a member of the association but who has made a measurable and exceptional contribution to the association and its objectives.

- H. Student membership is available to any person who is enrolled in High School and/or College and is supportive of the goals and objectives of the association.
- I. Corporate membership is available to those corporations that are supportive of the goals and objectives of the NLPOA. Approval of Corporate membership shall be the sole responsibility of the National Executive Board.

General Requirements:

- J. Membership application shall be made on the appropriate forms and upon the recommendations of a regular member in good standing. The Executive Board shall review all membership applications and have sole discretion in denying membership in this association to a particular applicant that would be detrimental to the aims or purposes of this association.
- K. All members shall make prompt payment of dues, support the NLPOA functions, and at all times conduct themselves in a professional and responsible manner. Violation of any part of this subsection may constitute cause to consider removal from membership.
- L. Final approval of membership shall rest with the membership present at a general membership meeting by an affirmative simple majority vote. The vote shall be by show of hands.
- M. Persons who become members of the NLPOA San Diego Metro Chapter shall automatically become members of the National Latino Pease Officers Association.
- N. Members will support the association with an annual donation as established by the Executive Board.

ARTICLE IV

REVOCATION OR RELINQUISHMENT OF MEMBERSHIP

- A. For the good of the association and as a responsibility to the membership, the Executive Board reserves the right to notice, comment, or otherwise discipline any members of the association for conduct or deeds that are in violation of these bylaws, or the members conduct reflects poorly on the association.
- B. Any adverse comments or actions that may be considered disciplinary shall be initiated after a confidential hearing conducted by the Executive Board.
- C. Any member wishing to bring to the Executive Board any allegation of conduct or deeds in violation of the bylaws shall do so in the following manner and procedure:
 - 1. The initial allegation shall be in writing fully explaining the situation and identifying any and all witnesses.

2. The allegation shall be affirmed by the member making the allegation and presented to the association's parliamentarian or association manager.
3. The parliamentarian or association manager shall review the document and insure that the allegation involves a member of the association.
4. The parliamentarian or association manager shall present the allegations to the Executive Board who shall review the allegations to insure that if proven true, a violation of the association's bylaws has occurred or that the members conduct reflected poorly on the association.

Administration of Hearing:

- D.** It is the responsibility of the Executive Board to determine if a hearing will be conducted and what evidence will be allowed. To commence a hearing, a motion must be made and passed by a majority of the Executive Board as outlined in Article II(A) of these bylaws. If passed, the President or a designee selected by the President shall preside over the hearing and will not have a vote in the matter except to break a tie. At minimum, five (5) Executive Board members must adjudicate the matter.
- E.** If an Executive Board member is a witness to the allegation(s), the Board member shall not be part of the Executive Board panel that adjudicates the matter. They may, however, be called as a witness.
- F.** If a hearing is deemed warranted, the Executive Board shall investigate the allegation(s) of conduct or deeds in violation of the bylaws in the following manner:
1. The accused in question shall be notified of the allegation(s) and then must reply by writing or request a hearing from the Executive Board within twenty (20) days of the notification. Failure to reply may automatically result in a finding against him/her.
 2. The accuser shall represent themselves or be represented by a Regular or Associate Member of his or her choice to present evidence to the Executive Board. The evidence may be in writing or witnesses can present evidence in person. The Executive Board reserves the right to question the accuser or the witnesses but the accused shall not be compelled to bear witness on themselves.
 3. The accused shall be afforded the opportunity to defend themselves and may represent themselves or be represented by a Regular or Associate Member of his or her choice. They may present evidence, may question any witness and may present any witness.
 4. The Executive Board shall take the evidence and determine if the violation(s) has occurred. To have a true finding of a violation(s), the Executive Board must agree with a 2/3-majority vote.
 5. The persons directly involved shall be notified of the findings as soon as possible. The findings of the Executive Board shall be final and non-appealable, except to the National Executive Board. This appeal must be initiated within fifteen (15) days of the adverse notification, as outlined in the National bylaws.

- G.** The penalty for any person found in violation of the bylaws or had conduct that reflected poorly on the association shall include but not be limited to:
1. Verbal admonishment
 2. Private Censure
 3. Suspension from membership
 4. Removal from office or committee.
 5. Revocation of membership.

Voluntary Relinquishment of Membership:

- H.** Any member can relinquish their membership by notifying an Executive Board member either orally or in writing.
- I.** If a member is delinquent of their membership dues for more than 180-days, it shall be assumed that they have voluntarily relinquished their membership.

Relinquishment of an Executive Board Member:

An Executive Board Member, to include the President, may relinquish their position or can be recalled in the following manners:

- J.** Voluntary resignation of an Executive Board position may be either orally or in writing to any Executive Board member.
- K.** An Executive Board member recall may be effected upon with thirty (30) days advance notice to the general membership and upon 2/3-majority secret ballot vote at a special meeting convened for that purpose.
- L.** A member of the Executive Board may be removed upon two consecutive absences from a general membership meeting without proper notification to the Board and good cause.

ARTICLE V

ELECTIONS OF EXECUTIVE BOARD MEMBERS

- A.** Elections for Executive Board positions shall occur in December of the succeeding odd numbered year. The President or Executive Board by a consensus shall select the day of the election.
- B.** The President and Executive Board shall insure that the association members have been notified of the elections at least 60-days in advance of the election.

- C. The election process will consist of one vote per member in good standing. Only regular and associate members may cast their votes during the election.
- D. Members in good standing that are eligible to cast a vote are those members who have paid the annual dues and have been properly screened and accepted by the membership at least sixty (60) days prior to an election.
- E. Terms of office for Executive Board Members shall be for two years, from January through the December of the second year with the newly elected Board assuming office January 1st.
- F. Nominations for the Executive Board positions shall be accepted from the floor during the general membership meetings in October and November of the election year and on election night.
- G. The NLPOA National process for election of the President and Executive Board members shall be adhered to. The following are the examples:
 - a. The Second Vice-President, Treasurer, and Secretary shall be designated the official monitors of the election. In the event one or more of these officers is a candidate, a replacement for them shall be nominated by the President, subject to the approval by the Executive Board by a simple majority vote.
 - b. On election night, candidates for the offices of President and Executive Board positions shall have an opportunity to address the general membership.
 - c. The election of officers shall be held by secret ballot.
 - d. The Treasurer and the Secretary, under the direction of the Second Vice-President (unless they have been replaced), shall be responsible for collecting and tabulating the secret ballots and shall report the results to the Executive Board and general membership.
- H. Vacancies occurring between elections shall be appointed by the President and ratified by way of secret ballots by the Executive Board. A majority vote as outlined in Article II(A) of these bylaws shall be required for ratification. The President shall be responsible for collecting and tabulating the secret ballots and shall report the results to the Executive Board and general membership. The official shall serve the remaining term.

ARTICLE VI

MEETINGS

- A. General Membership, Special Membership and Executive Board Member meetings may be called by the President or by a majority vote of the Executive Board. At minimum, there shall be one (1) membership meeting per quarter and two (2) Executive Board

meetings per fiscal year. No action shall be taken at any meeting unless a quorum exists as outlined in Article II(A) of these bylaws.

- B.** The time and location of each General Membership meeting shall be decided upon by the membership. The location shall be disclosed as soon as practical and advertised via the minutes and electronic mail at least one (1) one week in advance of the meeting to insure maximum attendance.
- C.** The meeting shall be conducted in an open forum format chaired by the President and maintained by the Associate Manager and Parliamentarian. If the President of the association is not available, the Vice Presidents in succession shall then preside over the meetings.
- D.** Members at each meeting shall be afforded the opportunity to review the agenda prior to it. Any member desiring to address the association may do so.
- E.** Meetings shall be conducted under “Robert’s Rules of Order” and Parliamentary procedure shall be adhered to. Members shall refrain from the consumption of alcohol during meetings.
- F.** Meetings shall be conducted at an edifice that properly represents the association. It shall be at a location easily assessable to a majority of the membership.
- G.** For the protection of the 501(C)(3) non-profit corporation law, potential political endorsements shall not be discussed during a General Membership, Special Membership or Executive Board meeting.

ARTICLE VII

DUES AND BENEFITS

Dues:

- A.** The yearly dues shall be set by the Executive Board and ratified by a majority approval of the regular membership. Lifetime, Honorary, Student and Corporate memberships shall not be required to pay dues. Determination of dues shall be at a prescheduled meeting selected by the Executive Board.
- B.** Yearly dues shall be paid no later than the 31st of January of each year and will cover the calendar year, unless automatic payroll deduction is in effect.
- C.** The member is delinquent if dues are not paid by the 15th of April of each year.
- D.** A delinquent member shall forfeit all rights to participate as a voting member of this association, with said rights to be reinstated when the member has paid the appropriate dues. If after 180-days the delinquent dues are not paid, member’s membership will be suspended and a voluntarily resignation shall be assumed as outlined in Article IV of these bylaws.

Benefits:

- E.** The benefits of Regular, Associate and Lifetime membership shall include but not limited to the following:
1. To nominate any eligible and qualified person(s) to hold any position for any open or vacated position in any office, committee or position within the association in any authorized and recognized election of the association.
 2. To vote for any eligible and qualified person(s) in any authorized and recognized election of the association.
 3. To accept or seek any nomination for any position, office or committee within the association in any authorized and recognized election of the association, except as prohibited in Article III(2) of these bylaws.
 4. To hold any recognized position, office or serve on any committee within the association for the duration of time as set forth by the President and Executive Board, except as prohibited in Article III(2) of these bylaws.
 5. To address the Executive Board or membership at any general membership meeting concerning any subject before the Board or membership.
 6. To attend any general membership meeting, function, social event and/or seminar sponsored, presented or otherwise promoted by the association.
 7. To have representation by the Executive Board when appropriate.
 8. To enjoy any other benefit as set forth by the membership and/or the Executive Board.
- F.** The benefits of Honorary, Student and Corporate membership shall include but not limited to the following:
1. To hold any committee position within the association for the duration of time as set forth by the President and Executive Board.
 2. With the approval of the President or Executive Board, to address the membership in any recognized membership meeting concerning any subject before the Board or membership.
 3. To attend any general membership meeting, function, social event and /or seminar sponsored, presented or otherwise promoted by the association.
 4. To enjoy any other benefit as set forth by the membership and/or the Executive Board.

ARTICLE VIII
EMPLOYMENT GRIEVANCES

Receiving Complaint:

- A.** When a member desires advice and/or assistance from the association on problems arising out of their employment, the member shall be encouraged to present their problem(s) to a member of the Member Assistance Committee. However, if the member chooses to he or she may present their problem to any Executive Board member. The complaint must be written with a request for the association to investigate the matter.

Investigating the Complaint:

- B.** The Member Assistance Committee shall be charged with investigating employment complaints and by a majority vote, they shall decide the course of guidance or appropriate action and then notify the Executive Board. The information provided the Board shall be limited to protect the complainant's identity and privileges if the complainant so desires. The Committee shall report the recommended course of action or guidance to the Executive Board within 60-days of receiving the complaint.

Course of Action:

- C.** The Executive Board by a majority vote as outlined in Article II(A) of these bylaws may direct the Member Assistance Committee to provide the guidance or take the appropriate action that they have recommended or may decide on another course. The following are examples:
1. Ascertain if the member has exhausted existing mechanisms for solving the issue(s) with their employer and if they have not, guide them through the mechanisms.
 2. Prepare a letter to the complainant's employer describing the nature of the complaint with a request for the employer to investigate the alleged violation(s).
 3. Refer the member to the member's alternate employment association for assistance.
 4. Refer the member to an association and/or government agency that has the resources to handle the member's problem(s).
 5. Refer the member to an attorney for assistance with the attorney's expenses to be paid by the member.
- D.** Any problem(s) not resolved at the Chapter level to the satisfaction of the member may be referred to the National Executives Board's next quarterly meeting at the member's request. Any member's problem(s) brought before the National Executives Board shall include in writing the allegation(s) as stated by the member's employer, the Chapter's recommendation of support/non-support, and the member's response.

- E. The general populace that are not association members may seek assistance from the association for employment grievances but no action shall be taken unless a majority of the Executive Board as outlined in Article II(A) of these bylaws agrees to render assistance. This assistance shall be reserved for appalling acts such as racial discrimination.

**The Following are General Guidelines for the
Member Assistance Committee:**

- F. The employment grievance disclosed to the Member Assistance Committee by the complaining party (hereafter referred to as CP) is very sensitive and often times are protected information under the Peace Officers Act. Other times, the information may involve a potential settlement proposal for the CP, and in these cases disclosure outside of the committee could harm the CP's chances for settlement. Therefore, it shall be the policy and practice of the Member Assistance Committee to handle the information provided by the CP with the out-most confidentiality and discretion.
- G. The Member Assistance Committee shall adhere to handling each complaint in a fair and standardize manner to protect the rights of the CP and ensure that all CP's receive equal treatment in the handling of their complaints by the association.
- H. The Member Assistance Committee shall maintain a record of the nature of the complaints and attempt to identify any common practices by the employer that would suggest the employer maintains a policy or practice that discriminates or encourages discrimination.
- I. In the event an employer's policy or practice appears to suggest discrimination or the encouragement of discrimination, the Executive Board shall send a certified letter to the employer detailing the nature of the discriminatory act and the request for the employer to either take immediate corrective action or conduct an immediate and fair investigation into the alleged discriminatory practice(s).

Committee Membership:

- J. All members of the Member Assistance Committee shall be nominated to the committee by the President and approved by the majority of the Executive Board as outlined in Article II(A) of these bylaws. The Committee shall have a minimum of three members.
- K. All members of the Member Assistance Committee shall act in the best interest of the law and justice and shall not take bias sides with the employer or the complainant.
- L. All members of the Member Assistance Committee shall not have a conflict of interest between their current employment position and their participation in the Committee.

ARTICLE IX

COMMITTEES

Executive Committee of the Board:

The Executive Board may, by a majority vote, designate at minimum two (2) members (who may also be serving on the Executive Board) to constitute an Executive Committee of the Executive Board and delegate to such committee any of the powers and authority of the Board in management of the business and affairs of the association, except with respect to:

- (1) The approval of any action that, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all the members.
- (2) The fillings of vacancies on the Board or on any committee that has the authority of the Board.
- (3) The fixing of compensation of any employee of the association.
- (4) The amendment or repeal of bylaws or the adoption of new bylaws.
- (5) The amendment or repeal of any resolution of the Executive Board which by itself terms is not so amendable or repealable.
- (6) The appointment of committees of the Executive Board or the members thereof.
- (7) The expenditure of association funds without prior approval by the Executive Board.
- (8) The approval of any transaction to which this association is a party and in which one or more of the Board members has a financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

**The NLPOA Metro Chapter shall have the following
appointed standing committees:**

- A.** The PUBLICITY AND COMMUNICATIONS COMMITTEE shall disseminate information regarding the field of law enforcement consistent with policies and the objectives of this association. They shall assist the Correspondent Secretary in relaying pertinent information to the general membership.
- B.** The FINANCIAL REVIEW COMMITTEE shall audit the association's financial records. They will review expenditures, make recommendations on fiscal policies, and make a report to the general membership.
- C.** The COMMUNITY LIAISON COMMITTEE shall establish a means of communication with the community and other organizations with the objective of exchanging information and ideas.
- D.** The STANDARD OPERATING PROCEDURES AND BYLAWS COMMITTEE shall review the S.O.P. and bylaws of this association and make recommendations of changes to the Board.
- E.** The RECRUITING COMMITTEE shall establish a means of communication with the community and other organizations with the objective of recruiting candidates in law enforcement.

- F. The PLANNING COMMITTEE shall make recommendations for short and long term goals for the association. They shall act in an advisory and review capacity to the Executive Board.
- G. The SCHOLARSHIP COMMITTEE shall seek qualified candidates for the scholarships and make recommendations to the Board.
- H. The MEMBER ASSISTANCE COMMITTEE shall assist members that report problems arising out of their employment. They shall act in the best interest of the complaining party and association.

By a majority vote of its members then in office, the Executive Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein with association members or of the Executive Board. The committee shall report its proceeding to the Executive Board at scheduled meetings from time to time as the Board may require and the proceedings shall be documented by the meeting minutes.

ARTICLE X

FINANCES

- A. The Treasurer or an agent of the Treasurer shall place all monies paid to the association, with exception to funds gained through special events, in the appropriately established banking account(s). The Special Event Finance Manager or an agent of the Special Event Finance Manager shall place all monies paid to the association through fund raising events in the appropriately established banking account(s).
- B. The Treasurer and Special Event Finance Manager shall keep detailed financial reports of all transactions. The Special Event Finance Manager shall generate or have generated an expense summary and financial gain/loss report for all special events and shall present the report at a membership meeting no more than 45-days after the event.
- C. The president shall select a committee of two members to conduct annual audits of the financial statement(s).

Periodic Reviews:

- D. To ensure the association/corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at minimum, include the following subjects:
 - (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
 - (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further

charitable purposes, and do not result in inurnment, impermissible private benefit, or in an excess benefit transaction.

Use of Outside Experts:

- E. When conducting the periodic reviews, the association/corporation may, but need not, use outside advisors. If outside experts are used, there shall not relieve the governing board of its responsibility for insuring periodic reviews are conducted.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order” shall govern the proceedings of this association, except in such cases as are covered by the constitution, bylaws, and S.O.P’s. adopted by this association. The Parliamentarian shall advise on all questions of procedure, when so requested by the presiding officer.

ARTICLE XII

DISSOLUTION

On dissolution of this association, any funds remaining shall be forwarded to the National NLPOA Chapter.

ARTICLE XIII

AMENDMENTS

To add, amend or alter a bylaw of this association, the Executive Board must prescheduled at least thirty (30) days in advance a membership meeting and announce to the membership proposed bylaw change(s). At the meeting, the bylaws of this association may then be amended or altered by a majority vote of the Executive Board as outlined in Article II(A) of these bylaws, except when a two-thirds (2/3) majority of the membership oppose the Board’s amendment or decision.

ARTICLE XIV

ASSOCIATION RECORDS AND REPORTS

Organizational Records:

The association president or designee(s) of the presidents shall keep the following records at its principal offices:

- A. Adequate and correct books and records of accounts, financial reports, checking accounts, depository records and such other documents designated by the Executive Board.
- B. Minutes in written form of the proceedings of Executive Board and Membership meetings.
- C. A record of the association's members, listing their names, addresses email addresses and the class of membership held by each.

Member's Inspection Rights:

- D. Any member of the association may inspect and copy the records of the association by notifying the President at least 30 days prior in a written demand on the association, stating the purpose for which the inspection rights are requested.
- E. A member's request to inspect records must be reasonably related to such person's interest as a member. The person requesting the inspection must be present during the inspection.
- F. The association's parliamentarian shall keep the original or a certified copy of the bylaws, as amended to date, which shall be open to inspection by member's at all reasonable times.
- G. Every Executive Board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the association. The Board member making the request must be present during the inspection.

ARTICLE XV

FISCAL YEAR

Fiscal year of the Association:

The fiscal year of the Association/Corporation shall begin October 1st and end September 30th in each year.

ARTICLE XVI

**CONFLICT OF INTEREST AND COMPENSATION
APPROVAL POLICIES**

Purpose of Conflict of Interest Policy:

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in

Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible “excess benefit transaction” as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions:

Interested Person: Any Executive Board member, officer, member of a committee with governing board delegated powers, or any other person who is “disqualified” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who is a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has financial interest if the person has, directly or indirectly, through business, investment, or family:

1. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Conflict of Interest Avoidance Procedures:

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transactions or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all materials facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transactions or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of Conflict of Interest Policy: If the governing board or committee has a reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the members an opportunity to explain the alleged failure to disclose.

If, after the hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Board and Board Committee Proceedings: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation Approval Policies: A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to the member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding the compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the proceeding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

1. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
2. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board members or committee members approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the ARS Regulations):
 - (a) is not the person who is the subject of compensation arrangement, or a family member of such person;
 - (b) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
 - (c) does not receive compensation or other payments subject to the direction or control of the person who is the subject of compensation arrangement;
 - (d) has no material financial interest affected by the compensation arrangement; and
 - (e) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

3. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to the terms of compensation. Appropriate data may include the following:
 - (a) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size and purpose and with similar recourses;
 - (b) the availability of similar services in the geographical area of this organization;
 - (c) current compensation surveys compiled by independent firms;
 - (d) actual written offers from similar institutions competing for services of the person who is subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has averaged annual gross receipts (including contributions) for its three prior tax years is less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

4. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - (a) the terms of the compensation arrangement and the date it was approved;
 - (b) the members of the board or compensation committee who were present during debate on the transaction, those who vote on it, and the votes cast by each board or committee member;
 - (c) the comparability data obtained and relied upon and how the data was obtained;
 - (d) if the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 - (e) if the board or committee makes adjustments to comparability data due to geographical area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 - (f) any action taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not effect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 - (g) the minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee or 60-days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

ARTICLE XVII

POLITICAL ACTION

Political Policy:

The National Latino Peace Officers Association, San Diego Metro Chapter, shall not directly engage in any political activity, to include participation in the publication or distribution of political statements, nor intervene in any political campaign on behalf of or in opposition to any candidate in office. To do so is in violation of the non-profit corporation laws. Should the Executive Board or a member have any question regarding the legality of an anticipated activity, they must contact the National Board of Directors for advice or directions.

ADOPTION of BYLAWS:

We, the undersigned, are all of the persons duly elected by the membership and named as the initial Executive Board in the articles of incorporation of the National Latino Peace Officers Association – San Diego Metro Chapter, a California nonprofit corporation, and, pursuant to the rules of these bylaws, agree that the bylaws were adopted by the association's membership in accordance with these bylaws, and hereby do, adopt the foregoing bylaws, consisting of twenty-five (26) pages, as the bylaws of this corporation effective August 19, 2008.

Alan Alvarez, President

Trisha Amador, Parliamentarian

Jerry Hara, 1st Vice-President

Marcella Crowe, Correspondent Secretary

Marcella McLaughlin, 2nd Vice-President

Roberto Ruiz, Historian

Joseph Howie, Secretary

David Bucsit, Association Manager

Norma Valverde, Treasurer

Carlos Medina, Immediate Past-President



TO PROTECT AND TO SERVE OUR MEMBERS AND COMMUNITIES