

**BYLAWS OF THE
DEPUTY SHERIFFS' ASSOCIATION
OF SAN DIEGO COUNTY**



**A California Nonprofit
Mutual Benefit Corporation**

TABLE OF CONTENTS

ARTICLE I - OFFICES 1

 Section 1: Offices 1

ARTICLE II – MEMBERSHIP 2

 Section 1: Designation of Categories of Members..... 2

 Section 2: Characteristics of Categories of Members..... 2

 Section 3: Other Aspects of Membership In Certain Classes 4

 Section 4: Non-Member Employees of the Sheriff's Department 4

 Section 5: Eligibility For Membership 5

 Section 6: Obligations Not Retroactive 6

 Section 7: Effect of Military or Other Leave of Absence 6

 Section 8: Dues, Fees And Assessments 6

 Section 9: Good Standing 6

 Section 10: Termination And Suspension 6

ARTICLE III – MEETINGS OF MEMBERS 9

 Section 1: Place of Meetings..... 9

 Section 2: Annual Meetings 9

 Section 3: Special Meetings..... 9

 Section 4: Notice Requirements For Meetings 9

 Section 5: Quorum 11

 Section 6: Manner of Voting..... 11

 Section 7: Approval By Majority Vote..... 11

 Section 8: Proxies 11

ARTICLE IV – DIRECTORS 13

 Section 1: Composition of The Board of Directors..... 13

 Section 2: Corporate Powers 13

 Section 3: Election, Designation And Term of office..... 14

 Section 4: Nominations 15

 Section 5: Election Committee 15

 Section 6: Election By Written Ballot..... 16

 Section 7: Removal of A Director 16

 Section 8: Filling Vacancies 18

 Section 9: Place of Board Meeting..... 19

 Section 10: Annual Meeting 19

TABLE OF CONTENTS

Section 11: Regular Meetings 20

Section 12: Special Meetings..... 20

Section 13: Waiver and Consent..... 21

Section 14: Quorum 21

Section 15: No Vote By Proxy..... 22

Section 16: Adjourned Meeting 22

Section 17: Business At Regular Meeting..... 22

Section 18: Procedure At Meetings..... 22

Section 19: Attendance By Members..... 22

Section 20: Limitation on Other Offices or Directorship 23

ARTICLE V - OFFICERS 24

Section 1: Designation of officers of The Corporation 24

Section 2: Election And Terms of officers 24

Section 3: Removal of officers 24

Section 4: Resignation of officers..... 24

Section 5: Vacancies In Office 25

Section 6: Responsibilities of the President..... 25

Section 7: Responsibilities of the Vice President..... 25

Section 8: Responsibilities of The Secretary/Treasurer..... 25

Section 10: Assistant(s) to the Secretary/Treasurer 26

Section 11: Indemnification 26

Section 12: Insurance 27

ARTICLE VI - COMMITTEES 28

Section 1: President's Power To Appoint..... 28

Section 2: Removal By The President 28

Section 3: Rules For Committees 28

ARTICLE VII - FINANCES 29

Section 1: Obligations And Disbursements..... 29

Section 2: Safe Deposit Box 29

Section 3: Control of Assets..... 29

Section 4: Annual Reports Or Audits 29

TABLE OF CONTENTS

ARTICLE VIII – DUES AND ASSESSMENTS 31

- Section 1: Amount And Payment of Dues..... 31
- Section 2: Increases In Dues; Decreases In Benefits..... 31
- Section 3: Method of Collecting Dues 31
- Section 4: Maintaining Fund Amounts 31
- Section 5: Consequences of Delinquency: Members 32
- Section 6: Consequences of Delinquency: Associate Members 32
- Section 7: Payroll Deduction For Legal Defense Program 32
- Section 8: Increase In Dues; Decrease In Benefits 32

ARTICLE IX – FUNDS 34

- Section 1: Division of Funds..... 34
- Section 2: The Retirement Fund 34
- Section 3: The Relief Fund..... 34
- Section 3.1: The Negotiations Fund..... 35
- Section 4: General Fund Requirement, Characteristics And Disposition 35
- Section 5: Prohibition of Loans To Members Or Employees 37
- Section 6: Restrictions On Members..... 37
- Section 7: Limitations On Disbursements 37
- Section 8: Insurance Premiums 38

ARTICLE X – ELIGIBILITY FOR BENEFITS 39

- Section 1: Disqualification For Benefits 39
- Section 2: Dispensation From Payment of Dues; Benefits 39
- Section 3: Benefits During Leave of Absence..... 39
- Section 4: No Benefits During Suspension Unless Approval..... 39
- Section 5: Board's Evaluation of Claim 40
- Section 6: Rejection, Termination Or Adjustment 40
- Section 7: Termination of Benefits 40

ARTICLE XI – PAYMENTS AND BENEFITS 41

- Section 1: Relief Benefits For Class I Members 41
- Section 2: Application For Financial Assistance 42
- Section 3: Prerequisite To Financial Assistance..... 42
- Section 4: Process of Evaluating Application..... 43
- Section 5: Death of a Class I Member 43

TABLE OF CONTENTS

Section 6: Death of a Class I Member's Spouse 43

Section 7: Death of A Class I Member's Dependent Child 44

Section 8: Life Insurance..... 44

Section 9: Consistency of Provisions 44

Section 10: Retirement Benefit For Class I Members 44

ARTICLE XII - MISCELLANEOUS 47

 Section 1: Inspection By Members..... 47

 Section 2: Authority to Act On Behalf of Corporation 47

 Section 3: Location of Bylaws 47

 Section 4: Construction; Gender 47

 Section 5: Political Action Committee 48

ARTICLE XIII - AMENDMENTS 50

 Section 1: Amendment By Members..... 50

ARTICLE I - OFFICES

Section 1: Offices

The principal office for the transaction of the business of the Corporation ("principal office") is hereby fixed and located at 13881 Danielson Street, in the City of Poway, San Diego County, State of California. The Board of Directors is hereby granted all power and authority to change said principal office from one location to another in said county. Any such changes shall be noted on the Bylaws by the Secretary, immediately following this Section or this Section shall be amended to state the new location.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33

ARTICLE II – MEMBERSHIP

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

Section 1: Designation of Categories of Members

Membership in this Corporation (hereinafter alternatively referred to as the "Association") shall consist of the following categories of Sheriff's Department employees:

Class I Members: Sheriff, Undersheriff, Assistant Sheriffs and regularly sworn peace officers employed full-time by the Sheriff's Department.

Class II Members: Repealed January 2007.

Class III Members: Regularly-sworn Reserve Deputy Sheriffs who have completed training and are assigned to a designated Reserve Unit for service.

Retired Members: Any active Member who retires from the San Diego County Sheriff's Department for service or disability, whether service or non-service connected.

Affiliate Members: Any other individuals associated with law enforcement who are admitted to the Association upon proper application and majority vote of the Board of Directors.

Section 2: Characteristics of Categories of Members

A. Class I Members:

(1) Class I Members, are regularly sworn peace officers employed full time by the Sheriff's Department who may be assigned to any assignment within said job classification. Deputy sheriffs may be male or female.

(2) All Class I Members shall be a member of P.O.R.A.C. so long as the Association continues membership in that organization.

ARTICLE II – MEMBERSHIP

1 (3) All Class I members shall be a member of the Association's Legal Defense
2 Program as established by the Association's Board of Directors.

3
4 B. Class II Members: This category of membership was repealed in January 2007.

5
6 C. Class III Members:

7 Class III Members consist of "Reserve Deputy Sheriffs" holding a Reserve
8 Deputy Sheriff Commission from the Sheriff of San Diego County that is active
9 and valid. Reserve deputy sheriffs may be assigned to any job or unit
10 designation within the Sheriff's Department Reserve structure. Class III
11 members who have 10 or more years of continuous membership in that class
12 and separate from service due to retirement or a service-related injury may
13 continue such membership upon approval of the Board of Directors. (Rev.
14 10/2005)

15
16 D. Retired Members:

17
18 Such Members are members who have retired from the San Diego County
19 Sheriff's Department or are their surviving spouse who elect to become Retired
20 Members of the Corporation by requesting such membership in writing, directed
21 to the Secretary-Treasurer of the Corporation. Retired Members shall be non-
22 voting members and shall pay dues, as set from time to time by the Board of
23 Directors. Retired Members shall not be eligible to receive any of the benefits
24 as defined in Article XI. Retired Members may participate in any insurance
25 program administered by the Corporation provided they meet the requirements
26 of the insurance carrier and pay to the Corporation the premium thereof. Retired
27 Members shall not be eligible for legal assistance. Retired Members shall be
28 non-voting members and cannot hold office. (Rev. 10/2005)

29
30 E. Affiliate Members:

31
32 (1) Affiliate Members shall be non-voting members, cannot hold office, and
33 will not be eligible to receive any of the benefits as defined in Article XI of
34 these Bylaws.

35
36 (2) Affiliate Members shall not be eligible for legal assistance.
37

ARTICLE II – MEMBERSHIP

1 (3) Affiliate Members shall pay dues as established from time to time by the
2 Board of Directors.

3
4 (4) The Board of Directors shall have the right to suspend or revoke an affiliate
5 Membership for any cause or reason deemed necessary to maintain the
6 standards of the Corporation.
7

8 Section 3: Other Aspects of Membership In Certain Classes
9

10 A. Benefits: Members in Class III may take advantage of whatever consumer
11 services are available to any other members. These services include group
12 insurance programs, special group discount entertainment privileges, etc.
13 However, Class III Members will not be entitled to any benefit provided under
14 the Relief and Retirement Funds of this Association as more fully set forth in
15 Article XI of these Bylaws.
16

17 B. Service Fees: Special "service fees" shall be applied to membership Class I if
18 necessary to enable representation under an "agency shop" if adopted pursuant
19 to applicable bargaining laws, rules or policies.
20

21 C. Effect of Discontinuing Employment: Active membership in this Corporation
22 shall cease upon retirement, resignation, dismissal or disability retirement of a
23 Member from the San Diego County Sheriff's Department and, thereafter, such
24 Member shall have no claims upon any fees, gifts or contributions that said
25 Member may have paid to the Corporation. However, nothing in this Section
26 shall prevent the Board of Directors from acting on a claim made by a retired or
27 otherwise separated Member if said claim presented is a) prior to or within one
28 year from date of retirement or separation, and b) based upon a cause of action
29 which accrued during active membership.
30

31 D. Financial Assistance Or Distress Relief: Financial assistance or distress relief
32 from the Corporation shall be restricted to Class I members and dependents of
33 Class 1 members.
34

35 Section 4: Non-Member Employees of the Sheriff's Department
36

37 There shall be no form or class of Membership in this Corporation, except as

ARTICLE II – MEMBERSHIP

1 provided in Section 1 above of this article, but nothing contained in the Articles or
2 Bylaws of this Corporation shall be construed as prohibiting any employee of the
3 San Diego County Sheriff's Department, not a Member of the Association, from
4 participating in any social or other activities furthering the objectives of the
5 Association.

6
7 Section 5: Eligibility For Membership

- 8
9 A. Requirements: Any eligible person may become a Member of this Corporation
10 during or after the expiration of his/her probationary period, by making proper
11 application to the Corporation and paying all back dues for a period commencing
12 on the date of expiration of his/her probationary period and terminating on the
13 date said back dues are paid.
- 14
15 B. Board Waiver: The Board shall have the discretion to waive from time to time
16 the back-dues requirement of Paragraph A immediately above for a sixty (60)
17 day promotional period, during which time an eligible person may become a
18 Member of this Corporation by making proper application to the Corporation and
19 paying the existing processing fee.
- 20
21 C. Readmission: Any Member who resigns from this Corporation while still a
22 regular full-time employee of the Sheriff's Department shall not be eligible for re-
23 admission to this Corporation without the unanimous approval of the Board of
24 Directors. Such Member, upon re-admission, may elect not to pay any back
25 dues. However, should a Member decide not to pay all back dues within
26 eighteen (18) months of readmission to the Corporation, such Member's
27 membership date for purposes of establishing benefits to which such Member
28 may be entitled under Sections 5, 6, 7, and 10 of Article XI, shall be as of the
29 date of re-admission without reference to or credit for any earlier period of
30 membership. *(Rev. 1/04)*

31
32 For the purposes of Article XI, Section 10, a Class 1 member who has been
33 readmitted with no break in service with the San Diego County Sheriff's
34 Department, and who had at least ten (10) years of prior Class 1 membership
35 with this Corporation, shall be credited with that prior membership period upon
36 payment of all back dues. Payment of all back dues must be made within

ARTICLE II – MEMBERSHIP

1 eighteen months of readmission and the member must maintain three (3)
2 continuous years of Class 1 membership in good standing after readmission
3 before becoming eligible to receive prior membership credit. *(Rev. 1/2004)*

4 Section 6: Obligations Not Retroactive

5
6 The payment of the back dues hereinabove provided shall not create retroactive
7 obligations for the Corporation except as provided in Article XI, Section 10.
8

9 Section 7: Effect of Military or Other Leave of Absence

10
11 Any Member who secures military leave or leave of absence, without pay, to take
12 other employment shall be suspended from Membership in the Corporation until
13 he/she returns to duty, at which time he/she may be reinstated to Membership upon
14 resumption of payment of dues. During the period of suspension occasioned by such
15 leave, neither the Member nor the Member's family shall be entitled to receive any
16 benefits as herein provided until such time as he/she returns to duty and is reinstated
17 to Membership. Said reinstatement shall not create retroactive obligations for the
18 Corporation, nor shall such Member be required to pay any back dues or
19 assessments.
20

21 Section 8: Dues, Fees And Assessments

22
23 Each Member of each Class of Members must pay, within the time and on the
24 conditions set by the Board, the dues, fees, and assessments more fully set out in
25 Article VIII herein below.
26

27 Section 9: Good Standing

28
29 Those members who have paid the required dues, fees, and assessments in
30 accordance with these bylaws and who are not suspended from the Association shall
31 be members in good standing.
32

33 Section 10: Termination And Suspension

34
35 A. Causes of Termination: A membership shall terminate on occurrence of any of
36 the following:

ARTICLE II – MEMBERSHIP

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

- (1) Resignation of a Member, upon notice to the Corporation;
- (2) Failure of a Member to pay dues, fees, or assessments in accordance with Article VIII, Section 5 herein below;
- (3) Occurrence of any event that renders a member ineligible for membership, or failure to continuously satisfy membership qualifications;
- (4) Expulsion or suspension of the Member under subsection 10(B) immediately herein below, based on the good faith determination by the Board or upon written charges against said Member filed with the Board and signed by not less than five (5) other members in good standing, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. Any person whose membership is suspended shall not be a Member during the period of suspension.

B. Procedure For Expulsion Or Suspension: If grounds appear to exist for expulsion or suspension of a Member as set forth immediately above, the procedure set forth below shall be followed (except for non-payment of dues, fees and assessments which procedure is provided in Article VIII, Section 5 herein below).

- 1) An investigation into allegations pursuant to Article II, Section 10A(4) above shall be conducted as follows:
 - a) An investigative committee shall be formed consisting of Three (3) Members of the Association who are not members of the Board of Directors. Each Member of the Board of Directors shall submit the names of two (2) Members for said committee. The committee shall be determined by random draw of nominated Members.
 - b) The investigative committee shall inquire as to the specific allegations made against the Member. The committee shall then conduct a

ARTICLE II – MEMBERSHIP

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

thorough investigation into these allegation(s), reporting their findings to the Board of Directors in executive session.

- 2) The Member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons therefore. Notice shall be in writing, personally delivered or sent by mail. Any notice given by mail shall be sent by first-class or certified mail to the Member's last known address as shown in the Corporation's records.

- 3) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors.

- 4) The Board of Directors shall decide by two-thirds (2/3) vote whether or not the Member should be expelled, suspended, or sanctioned in some other way. The decision of the Board of Directors shall be final.

- 5) Any action challenging expulsion, suspension or termination of Membership, including a claim alleging defective notice, shall be commenced within one year after the date of the expulsion, suspension or termination.

ARTICLE III – MEETINGS OF MEMBERS

Section 1: Place of Meetings

All annual meetings of Members shall be held at the principal office of the Corporation, and all other meetings of Members shall be held either at the principal office or at any other place either designated by the Board of Directors or approved by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2: Annual Meetings

Annual meetings of Members shall be held on the second Thursday in January. At such meetings, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the Members.

Section 3: Special Meetings

Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, Vice-President, Board of Directors, or Members holding five percent (5%) or more of the voting power of the Corporation.

Section 4: Notice Requirements For Meetings

A. 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 Subsection 5(C) herein below, to each Member entitled to vote at the 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; and where amendment to Articles or Bylaws is proposed, the language of such proposal; or

(2) For the annual meeting, those matters that the Board, at the time notice is

ARTICLE III – MEETINGS OF MEMBERS

1 given, intends to present for action by the Members, but any proper matter
2 may be presented at the meeting.

3
4 B. Notice of Certain Agenda Items: Approval by the Members of any of the
5 following proposals, other than by unanimous approval by those entitled to vote,
6 is valid only if the notice or written waiver of notice states the general nature of
7 the proposal or proposals:

- 8
9 (1) Removing a Director without cause;
- 10
11 (2) Filling vacancies on the Board;
- 12
13 (3) Amending the Articles of Incorporation;
- 14
15 (4) Approving a contract or transaction between the Corporation and
16 one or more Director, or between the Corporation and any entity in
17 which director has a material financial interest;
- 18
19 (5) Electing to wind up and dissolve the Corporation;
- 20
21 (6) Approving a plan of distribution of assets, other than money, in
22 accordance with liquidation rights of any Class or Classes as specified in
23 these bylaws, when the Corporation is in the process of winding up; or
24
25 (7) Approving the terms of a labor contract.

26
27 C. Manner of Giving Notice: Notice of any meeting of Members shall be in writing
28 and shall be given at least ten (10) days and not more than ninety (90) days
29 prior to the meeting date. The notice shall be given either personally or by first
30 class, or certified mail, or by other means of written communication, charges
31 prepaid, and shall be addressed to each Member entitled to vote, at the address
32 of that Member appearing in the books of the Corporation or at the address
33 given by the Member to the Corporation for purposes of notice. If no address
34 appears on the Corporation's books and no address has been so given, notice
35 shall be deemed to have been given if either:
36

ARTICLE III – MEETINGS OF MEMBERS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

(1) Notice is sent to that Member by first class mail or telegraphic 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 of which the principal office is located.

D. Affidavit of Mailing Notice: An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the secretary, or assistant secretary, and if so executed, shall be filed and maintained in the Corporation's Minute Book.

Section 5: Quorum

The Members present at a duly called or held meeting may transact any business, subject to the requirements of Corporations Code Section 7512(b), limiting any action by less than one third of the voting Members to only those matters specified in the notice of the meeting.

Section 6: Manner of Voting

Voting may be by voice or written ballot, except that any election of or removal of a Director must be by written ballot as provided in Article IV herein below.

Section 7: Approval By Majority Vote

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 or voting by Classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

Section 8: Proxies

A. Right of Members: The only matter upon which members shall have a right to vote by proxy shall be the approval or disapproval of salary and benefit contracts negotiated through the Association. Where such right exists, each member may designate another member of the same Class by means of a written proxy,

ARTICLE III – MEETINGS OF MEMBERS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

signed by the member entitled to vote and filed with the Secretary of the Corporation.

B. Revocability: A validly executed proxy shall continue in full force and effect until revoked by the Member executing it, before the vote is cast under that proxy,

1. By a writing delivered to the Corporation stating that the proxy is revoked,

2. By subsequent proxy executed by that Member and presented to the meeting, or

3. As to any meeting, by that Member's personal attendance and voting at the meeting; provided, however, that no proxy shall be valid after the expiration of eleven months from date of the proxy, unless otherwise provided in the proxy, except that the maximum term of the proxy shall be three years from the date of execution. A proxy may not be irrevocable.

C. Effect of Member's Death Or Incapacity: A proxy is not revoked by the death or incapacity of the maker or by the termination of a membership as a result of that death or incapacity unless, before the vote is counted, the Corporation receives written notice of the death or incapacity.

D. Proxy Votes Not Applicable To Mail-In Votes: The above provisions concerning proxies are not applicable to mail-in votes, only to votes taken at membership meetings. No proxies may be used for mail-in votes.

ARTICLE IV – DIRECTORS

Section 1: Composition of the Board of Directors

The government of this Corporation, direction of its work, control of its finances and property, and the control and direction of its officers and executive director shall be vested in a Board of Directors consisting of nine (9) members whom shall be elected at large by Class I Members in good standing. Each Director must be a Member in good standing of the Corporation with at least one (1) year active service immediately preceding the date of said person's election, must have completed the necessary probationary period with the San Diego County Sheriff's Department, and must be employed by the County of San Diego in a bargaining unit consisting of classes represented by the Corporation. *(Rev. 1/2007)*

Section 2: Corporate Powers

A. General 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 Board's direction.

B. Specific Powers: Without prejudice to the general powers set forth in Subsection A above, but subject to the same limitations, the Directors shall have the power to:

1st: Select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as are consistent with the law, with the Articles of Incorporation and with these Bylaws, fix their compensation and require from them security for faithful service;

2nd: Conduct, manage and control the affairs and business of the Corporation, and make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as the Directors may deem best;

ARTICLE IV – DIRECTORS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

3rd: Change the principal office for the transaction of the business of the Corporation from one location to another; designate any place for the holding of any meetings of Members, except annual meetings; and adopt, make and use a Corporate Seal, and alter the form of such seal from time to time, as in their judgment they may deem it best, provided such seal shall at all times comply with the provisions of the law;

4th: Borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered therefor, in the corporate name, the promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and security thereof;

5th: Suspend, expel or sanction any Member in accordance with Article II, Section 10 except as governed by Article VIII, Section 5 concerning non-payment of dues.

6th: Administer any group insurance contracts entered into for Members and their dependents, including, but not limited to, contracts to provide said Members and their dependents with medical and surgical services, medicines, hospitalization, dressings, X-rays, laboratory work and other necessary medical services including those not requiring hospitalization, and which may be provided at the home of the Member or at the office of a physician. The premiums called for in any such insurance contract shall be paid by the Member to the Association by payroll deduction, or otherwise, without any additional charge thereof being assessed by the Association.

7th: Affiliate or disaffiliate this Association with another employee organization or union upon a vote of the Board of Directors and a vote of the Membership approving the action.

Section 3: Election, Designation And Term of office

A full term for each Director shall be three (3) years. All Directors shall be elected by

ARTICLE IV – DIRECTORS

1 written ballot, and all Directors shall hold office until the respective successors are
2 elected or appointed. Three (3) Class I Directors shall be elected each year to a three
3 (3) year term. *(Rev. 1/2007)*
4

5 Section 4: Nominations
6

7 The process of nominating Directors shall proceed in sequential steps as follows:
8

9 A. Nomination by Petition: If the Corporation's Class I Members [as of the last
10 annual meeting] number 500 or more but fewer than 5,000, Class I Members
11 representing two percent (2%) of the Class I voting power may nominate
12 candidates for Class I Director by a petition, signed by those Class I Members
13 within eleven (11) months preceding the next time Directors are to be elected,
14 and delivered to an officer of the Corporation. On receipt of said petition at least
15 thirty (30) days prior to the date of the regular election, signed by the required
16 number of Class I Members, the Secretary of the Corporation shall cause the
17 names of the candidates named on the petition to be placed on the ballot.
18

19 B. Nomination by Class I Board Members: In addition to those Class I Members
20 nominated by Petition, the Class I Directors as a whole, acting as a Nominating
21 Committee for Class I Directors, may nominate any other qualified Class I
22 Members that the Class I Directors wish to nominate so that there is submitted to
23 the Class I Membership a minimum of one qualified Class I Member nominated
24 for each Class I vacancy occurring on the Board to be filled at any regular
25 election. Nothing in this Section should be construed as preventing any Member
26 from utilizing the write-in process described in Section 6 below to vote for any
27 other Member whom said Member feels to be qualified to serve on the Board
28 even though said Member voted for is not named by the Nominating Committee
29 nor nominated by petition (as specified in Paragraph "A" immediately above).
30 *(Rev. 1/2007)*
31

32 Section 5: Election Committee
33

34 Prior to each election, the President of the Corporation shall appoint an Advisory
35 Election Committee, consisting of three (3) Members not on the Board of Directors
36 whose duties shall be to receive and tabulate the ballots cast and certify the names

ARTICLE IV – DIRECTORS

1 of the elected Directors. *(Rev. 10/2005)*

2
3 Section 6: Election by Written Ballot

4
5 Ballots for regular elections shall have printed thereon the names of all such
6 candidates for Director. There shall be blank spaces for write-in candidates. Voting
7 shall be by secret ballot and each Class I Member may vote for one Member of that
8 Class for each vacancy existing on the Board. The Members receiving the greatest
9 number of votes shall be deemed elected to fill the existing vacancies. Each Class I
10 Member in good standing shall be supplied with a ballot and an envelope addressed
11 to the Election Committee in which the Member shall seal the ballot after voting.
12 Each ballot shall inform the voter where to deposit or mail his sealed ballot which
13 shall be opened only in the presence of all Members of the Election Committee when
14 convened for the purpose of tabulating same. *(Rev. 1/2007)*

15
16 Section 7: Removal of a Director

17
18 A. Removal of Director By Board For Cause: The Board may declare vacant the
19 office of a Director who has been declared of unsound mind by a final order of a
20 court, or convicted of a felony, or, if the Director is elected any time after the
21 adoption of this Bylaw, said Director absents himself/herself from three (3)
22 consecutive meetings of the Board, or more than one-half of the Board meetings
23 in any four (4) month period, unless such absence is occasioned by Department
24 business, other Association business, illness, or unavoidable absence from the
25 County.

26
27 B. Removal of Director By Members Without Cause: A Director may be removed
28 without cause if such removal is approved by the Members in accordance with
29 Sections 5034, 7513, and 7151 of the California Corporations Code. To
30 accomplish the removal of a Director, a recall election shall be held. Such
31 election process consists of the following steps:

- 32
33 1. The proponent(s) of the recall shall notify the Secretary of the Corporation in
34 writing of the proponent(s)' intent to circulate a recall petition (Notice of
35 Intent). The written and signed notification shall contain a statement of the
36 reason(s) for the recall not exceeding 200 words.

ARTICLE IV – DIRECTORS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

2. Within five (5) days of receiving such notice, the Secretary shall serve in person or by certified mail upon the Director(s) sought to be recalled (hereinafter "Respondent(s)") a copy of the written Notice of Intent.

3. Within fifteen (15) days of receiving such notice of intent from the Secretary, the Respondent(s) shall deliver to the Secretary in person or by first Class mail a written Response to the Notice of Intent stating reasons why said Director(s) should not be recalled. Such Response shall be no more than 200 words in length. The Secretary shall promptly forward a copy of the Response(s) to the Proponent(s).

4. The Secretary shall then format the petition in such a way that the upper portion of the petition contains legibly in type of uniform size, darkness, and spacing both the Statement of Reasons For Recall taken verbatim from the Notice of Intent, and the verbatim Response, if any, of the Respondents. If no Response(s) is received, the petition will so state. Below the upper portion of the petition shall be spaces for signatures of those who wish to sign the petition. The petition will be formatted so that each signor can affix his/her printed name and signature. The petitions will be numbered consecutively.

5. The Secretary shall notify the Proponent(s) of the availability of the petitions for pick-up, and each petition shall bear the date of such Notification. From said date the Proponent(s) shall have sixty (60) days to pick-up and return petitions to the principal office of the Association. Each petition when returned shall have stapled to it a Declaration of the Member who circulated the petition setting forth the signature and printed name of the circulating Member(s); that said Member witnessed each signing of the petition; and that to the best information and belief of the circulating Member each signature appearing on the petition is that of a Member of the same Class of Members as the Director(s) sought to be recalled.

6. When the sixty (60) days have expired, Members constituting the last Election Committee to serve (and if any such Member is unavailable, his/her replacement will be appointed by the President unless the President is the

ARTICLE IV – DIRECTORS

1 subject of the recall, in which case the appointment shall be made by the
2 next unaffected officer or, if none remains, by the most senior Director) with
3 the assistance of a designated Association staff member, will scrutinize the
4 signatures on each petition to be sure that each person whose signature
5 appears on the petition is a Member of the same Class as the Director(s)
6 sought to be recalled.

7
8 7. If the Election Committee determines that at least twenty-five percent (25%)
9 of the Members of the affected Class have signed petitions, within ten (10)
10 days following such determination the election process will commence by
11 written ballot in the manner of regular elections, subject to the following
12 conditions;

13
14 a) For each Director sought to be recalled, the ballot shall contain
15 language that states:

16
17 "Should or should not Class _ Director _____ (name) be recalled
18 from office?

19 Yes, _____(name) should be recalled: _____

20 No, _____(name) should not be recalled: _____

21 I abstain from voting as to the recall of _____(name)"
22

23 b) The ballots shall also contain a statement that there is no Quorum
24 requirement applicable to this election, that a majority of those who vote
25 will determine whether the recall will pass or fail, and that all ballots cast
26 must be returned by a certain deadline date.

27
28 c) The ballots will also specify that the names of no other persons other
29 than those subject to recall shall appear on the ballot.

30
31 8. If the balloting results in a Director being recalled, the Board shall proceed
32 to fill the vacancy pursuant to Section 8 immediately below.

33
34 Section 8: Filling Vacancies

35
36 Vacancies in the Board of Directors shall be filled as outlined in paragraph "C" below

ARTICLE IV – DIRECTORS

1 at the first regular meeting of the Board of Directors after the vacancy occurs, and
2 each Director shall serve the unexpired term for the office to which he/she is
3 appointed.

4
5 A. Cause of Vacancy: A vacancy or vacancies in the Board of Directors shall be
6 deemed to exist in the case of the death, resignation or removal of any Director,
7 or if the authorized number of Directors is increased, or if the Members fail at any
8 annual or special meeting of the Members, at which a Director or Directors are to
9 be elected, to elect the full authorized number of Directors to be voted for at that
10 meeting.

11
12 B. No Removal if Reduction in Authorized Number of Directors: No reduction of the
13 authorized number of Directors shall have the effect of removing any Director
14 prior to the expiration of Director's term of office.

15
16 C. List of Candidates: If a Director vacates a position on the Board of Directors, the
17 Board will install the next highest vote getter on the appropriate list from the most
18 current year's Director election results. In the case of a tie between candidates,
19 the vacancy shall be filled by means of a coin toss at the next regular meeting of
20 the Board of Directors. If that candidate does not desire the position then the
21 next candidate will be seated. This process will continue until the list is
22 exhausted after which the Board of Directors is free to appoint any eligible
23 Member to the Board of Directors.

24
25 Section 9: Place of Board Meeting

26
27 Regular meetings of the Board of Directors shall be held at any place which has been
28 designated from time to time by a resolution of the Board or by written consent of all
29 Members of the Board. In the absence of such designation regular meetings shall be
30 held at the principal office of the Corporation. Special meetings of the Board may be
31 held either at a place so designated or at the principal office.

32
33 Section 10: Annual Meeting

34
35 Immediately after each annual meeting of Members, the Board shall hold its annual
36 meeting for purposes of organization, election of officers, and the transaction of other

ARTICLE IV – DIRECTORS

1 business. Notice of this meeting is not required.

2

3 Section 11: Regular Meetings

4

5 Regular meetings of the Board of Directors shall be held on the second and fourth
6 Thursdays of each and every month. Except for confidential matters which shall be
7 discussed in closed session by the Board only, the remainder of the Board's
8 meetings shall be open to attendance, and participation by the Members maybe
9 solicited by the Directors.

10

11 Section 12: Special Meetings

12

13 A. Calling of Special Meetings: Special meetings of the Board of Directors for any
14 purpose or purposes may be called at any time by the President, or if the
15 President is absent or unable or refuses to act, by the Vice-President or by any
16 six (6) Directors.

17

18 B. Notice of Special Meetings: Notice of the time and place of special meetings
19 shall be given to each Director by one of the following methods:

20

21 1. By personal delivery of written notice,

22

23 2. By first class mail, postage prepaid, or;

24

25 3. By telephone, including a voice messaging system or other system or
26 technology designed to record and communicate messages, telegraph,
27 facsimile, electronic mail, or other electronic means, assuming such method
28 would reasonably be expected to communicate that notice promptly to the
29 Director.

30

31 All such notices shall be given or sent to the Director's address or telephone
32 number as shown in the records of the Corporation.

33

34 C. Contents of Notice: All notices of any special meetings shall specify, in addition
35 to the time and place of such meeting, the general nature of the business to be
36 transacted.

ARTICLE IV – DIRECTORS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

D. Timing: Special meetings of the Board shall be held upon four (4) days notice by first class mail, or forty-eight (48) hours notice delivered personally or by telephone as set forth in Subsection B above.

Section 13: Waiver and Consent

The transactions at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14: Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present, shall be 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 the Director has a material financial interest,
- (b) Creation of and appointments to committees of the Board, and
- (c) Indemnification of a Director.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

ARTICLE IV – DIRECTORS

1 Section 15: No Vote By Proxy

2
3 Directors may not be represented at any meeting or participate in any vote by or
4 through a proxy given to any other person including another Director.

5
6 Section 16: Adjourned Meeting

7
8 A majority of the Directors present, whether or not a quorum is present, may adjourn
9 any meeting to another time and place. If the meeting is adjourned for more than 24
10 hours, the Directors who were not present at the meeting at the time of the
11 adjournment shall be given reasonable notice of the time and place of the adjourned
12 meeting.

13
14
15 Section 17: Business At Regular Meeting

16
17 At each regular meeting all claims for benefits arising from sickness or disability and
18 all bills for current or ongoing expenses of the Association shall be considered by the
19 Directors. Any of the foregoing which are found to be correct will be ordered paid. In
20 addition, the Board shall transact such other business as shall be necessary in the
21 interests of the Corporation.

22
23 Section 18: Procedure At Meetings

24
25 The current edition of Roberts' Rules of Order shall govern the conduct of all
26 meetings of the Board of Director except as otherwise provided in the Articles and
27 Bylaws of the Corporation.

28
29 Section 19: Attendance By Members

30
31 Except as to confidential matters which shall be discussed in closed session by the
32 Board only, any Member of the Corporation may attend any meetings of the Board of
33 Directors and voice any opinion or make suggestions therein at the pleasure of the
34 Chair. No Member attending such meeting shall have the power to make motions or
35 vote.

ARTICLE IV – DIRECTORS

1 Section 20: Limitation on Other Offices or Directorship

2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19

No Director or officer of the Association shall hold office and/or be a Director of any other employee organization recognized or registered by the County pursuant to the County Labor Relations Ordinance.

ARTICLE V - OFFICERS

Section 1: Designation of officers of The Corporation

The officers of the Corporation shall be a President, Vice President and a Secretary/Treasurer, each of whom shall be a Member of the Board of Directors.

Section 2: Election And Terms of officers

The officers of the Corporation, except such officers as may be appointed in accordance with provisions of Section 10 of this Article, shall be elected biannually in January of odd-numbered years for a two year term by the Board of Directors, and each shall hold his/her office until resignation, removal or other disqualification from service, or until his/her successor shall be elected and qualified. In those cases where the term of an officer extends past the end of his/her term on the Board, the officer shall continue in office if re-elected to the Board. Whenever, for whatever reason, an officer's service on the Board ends, the office shall become immediately vacant, and the Board shall, at the next Board meeting, elect one of the remaining Board Members to fill the office for the remainder of the two-year term of the prior holder of the office.

Section 3: Removal of officers

Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such powers of removal may be conferred by the Board of Directors.

Section 4: Resignation of officers

Any officer may resign at any time by giving written notice either to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V – OFFICERS

1 Section 5: Vacancies In Office

2
3 A vacancy in any office because of death, resignation, removal, disqualification or
4 any other cause shall be filled in the manner set forth in Section 2 above.

5
6 Section 6: Responsibilities of the President

7
8 The President shall preside at all meetings of the Board of Directors; decide all
9 questions of order; appoint all committees as needed, and may act as an ex-officio
10 Member of said committees; direct the Secretary/Treasurer to notify Members of the
11 Board of Directors of the time and place of all regular or special meetings of the
12 Board; countersign checks or other instruments issued by the Secretary/Treasurer as
13 required under Article VII, Section 1; cast the deciding vote in any matter before the
14 Board which results in a tie-vote; and shall perform such duties as may be necessary
15 to carry out the provisions of the Articles and Bylaws of this Corporation or the wishes
16 of its Members.

17
18 Section 7: Responsibilities of the Vice President

19
20 It shall be the duty of the Vice President to assume and discharge the duties of the
21 office of the President during his or her absence, inability to act, or when called upon
22 by the President to do so. It shall also be the duty of the Vice President to administer
23 the office staff including any Executive staff member hired by the Board of Directors.

24
25 Section 8: Responsibilities of The Secretary/Treasurer

26
27 It shall be the duty of the Secretary/Treasurer to attend to all correspondence; read
28 all reports and communications which may be presented and file same with the
29 records of the Corporation; keep all records pertaining to the business of the
30 Corporation, including those of the meetings of the Board of Directors; notify
31 successful candidates of their election; issue all notices required and serve the same;
32 notify all Members who have become delinquent in their dues; attest to all payments
33 and sign checks of the Corporation for money as required under Article VII Section
34 1; receive and receipt for all monies coming to and belonging to the Corporation from
35 any source whatsoever, or cause said monies to be received and receipted for by
36 such bonded assistant as has been employed by the Board under this Article V,

ARTICLE V – OFFICERS

1 Section 10 below, and without unnecessary delay deposit same to the credit of the
2 Corporation in some bank designated by the Board of Directors for that purpose;
3 keep accurate, detailed and business-like records of same; render monthly a financial
4 statement to the Board; and perform all such other duties as may be required by the
5 Bylaws, or which may be necessary in the interests of the Corporation. When retiring
6 from office the Secretary/Treasurer shall deliver to his or her successor all books of
7 record properly balanced, all papers, all monies and all other property of the
8 Corporation in his or her possession. The Secretary/Treasurer shall be bonded in the
9 amount of \$10,000.00, or such larger sum as the Board of Directors may, from time
10 to time, authorize. The Corporation shall pay the premium for said bond.

11
12 Section 9: Assistant(s) to the Secretary/Treasurer

13
14 When and at such times as in the opinion of the Board the duties of the
15 Secretary/Treasurer have increased to such an extent as to justify such action, the
16 Board shall have the power to employ any necessary assistant(s) to the
17 Secretary/Treasurer and to determine the compensation to be paid to such
18 assistant(s).

- 19
20 A. The Board of Directors may authorize any duly employed assistant(s) to the
21 Secretary/Treasurer under the direction of the Secretary/Treasurer to perform
22 any of the duties of the Secretary/Treasurer and shall require such assistant(s) to
23 give bond in an amount to be determined by the Board of Directors. The
24 Corporation shall pay the premium for said bond.

25
26 Section 10: Indemnification

- 27
28 A. Right of Indemnity: To the fullest extent permitted by law, this Corporation shall
29 indemnify its Directors, officers, employees, and other persons described in
30 Section 7237(a) of the California Corporations Code, including persons formerly
31 occupying any such position, against all expenses, judgments, fines, settlements,
32 and other amounts actually and reasonably incurred by them in connection with
33 any "proceeding," as that term is used in that Section, and including an action by
34 or in the right of the Corporation, by reason of the fact that the person is or was a
35 person described in that Section. "Expenses," as used in this Bylaw, shall have
36 the same meaning as in Section 7237(a) of the California Corporations Code.

ARTICLE V – OFFICERS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

B. 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) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of the 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 forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at that meeting in person shall authorize indemnification.

C. 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 persons seeking indemnification under Sections 7237(b) or 7237(c) of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 11: Insurance

The Corporation shall have the right to purchase and maintain insurance to the full 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.

ARTICLE VI - COMMITTEES

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

Section 1: President's Power To Appoint

Upon assuming office, the President shall appoint from the Members of this Association a Chairperson and committee persons as deemed necessary to carry on the duties and goals of the Association. These appointments shall be subject to the ratification of the Board of Directors of the Association.

Section 2: Removal By The President

The President or the Board of Directors by majority vote may remove a Chairperson previously appointed and ratified. If removed by the President, such removal shall be subject to the ratification of the Board of Directors of the Association.

Section 3: Rules For 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 shall use these the current edition of Robert's Rules of Order.

ARTICLE VII - FINANCES

Section 1: Obligations And Disbursements

Obligations may be incurred and disbursements made only upon approval of the Board of Directors, or in accordance with regulations adopted by the Board of Directors. Checks will be issued, in payment of obligations, only by the office of the Secretary/Treasurer, or by such assistant to the Secretary/Treasurer as has been employed by the Board under Section 10, of Article V, provided such power of signature has been approved by the Board. The President shall also appoint one other Member of the Board of Directors who shall have the authority to countersign checks during the absence or inability of the President to act in this capacity. Any reference in these Bylaws to the signing of checks or disbursements includes the signing of credit union requisitions and/or disbursements.

Section 2: Safe Deposit Box

The Secretary/Treasurer, together with two (2) Directors designated by the President, may procure and maintain a safe deposit box in a bank approved by the Board, wherein there shall be deposited for safe keeping all stocks, bonds, or other securities, and such other personal property belonging to the Corporation as may be deemed necessary, for safe keeping. The Corporation shall pay the rental charge for such safe deposit box.

Section 3: Control of Assets

The President, the Board of Directors, and the Secretary/Treasurer shall have legal custody and control of all funds, property and effects of the Corporation, subject to the general control thereof by the Corporation.

Section 4: Annual Reports or Audits

The Board of Directors shall insure that annual reports are prepared within 120 days after the end of the Corporation's fiscal year. Such reports shall contain 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

ARTICLE VII - FINANCES

1 by independent accountants, or, if no such accountants are employed, by a
2 certificate by an authorized officer of the Corporation that the reports were prepared
3 without audit from the books and records of the Corporation. In every third year
4 following the previous audit, the Board of Directors shall cause the books and
5 accounts of the Secretary/Treasurer to be audited by a Certified Public Accountant.
6 In addition, the Board may at any time substitute in place of the annual report an
7 audit by a Certified Public Accountant selected and employed by the Board for that
8 purpose. When prepared, the report (or, if applicable, the audit) shall be submitted to
9 the Board, following which the Corporation shall notify each Member of the Member's
10 right to receive a copy of the financial reports (or audit) promptly upon request by a
11 Member.

12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

ARTICLE VIII – DUES AND ASSESSMENTS

Section I: Amount and Payment of Dues

The dues of the Corporation shall be payable bi-weekly by payroll deduction as follows:

- A. For Class I Members, the dues shall be one percent (1%) of the monthly salary of a deputy sheriff at the top step, exclusive of any bonus or incentive pay.
- B. Class II Members were repealed in January 2007.
- C. For Class III Members, the dues shall be that amount necessary to cover the cost of the reserve Deputy's participation in the PORAC Reserve Program plus reasonable, necessary administrative expenses as determined by the Board of Directors. These dues shall be paid directly to the Association's office on a semi-annual basis.
- D. Retired and Affiliate Members' dues and assessments shall be determined by the Board of Directors. These dues, if any, shall be paid on an annual basis, except during the first calendar year, which shall be pro-rated quarterly.

Section 2: Increases In Dues; Decreases In Benefits

The Board of Directors shall have the power to increase the dues and/or decrease the benefits as provided herein whenever the actuarial experience indicates the necessity for such an adjustment.

Section 3: Method of Collecting Dues

Applicants for Membership shall execute such written agreement as may be required to permit the collection of dues by such method as may be now, or hereafter, agreed upon by the Board of Directors and the San Diego County Government.

Section 4: Maintaining Fund Amounts

ARTICLE VIII – DUES AND ASSESSMENTS

1 Should any fund established under these Bylaws fall below the minimum set by the
2 Board of Directors, the Board of Directors, by a majority vote at any regular meeting,
3 may levy against each Member a special assessment, not to exceed one dollar
4 (\$1.00) per month until that fund is increased to an amount twice the minimum
5 amount set.

6

7 Section 5: Consequences of Delinquency: Members

8

9 Any Member who is in arrears for the non-payment of dues or assessments for a
10 period of consecutive three (3) months shall be deemed a delinquent Member and
11 upon 15 days written notice neither he nor his family shall receive any benefits as
12 herein provided during such period of delinquency; provided, however, that any
13 delinquent Member may be reinstated upon payment of all back dues and
14 assessments and shall again be entitled to all the benefits of the Corporation. Said
15 payment of back dues and assessments shall be a condition of reinstatement and
16 shall not create retroactive obligations for the Corporation.

17

18 Section 6: Consequences of Delinquency: Associate Members

19

20 Any Associate Member, who participates in any insurance program or other program
21 administered by this Corporation, whose participation requires the payment of dues
22 or assessments, and who is in arrears for the non-payment of such dues or
23 assessments for a period of three (3) consecutive months shall be deemed a
24 delinquent Associate Member and upon 15 days written notice may be dropped from
25 any insurance program or other program so administered, and neither he nor his
26 family shall receive any benefits provided by these programs.

27

28 Section 7: Payroll Deduction For Legal Defense Program

29

30 All Class I Members shall pay by means of a biweekly payroll deduction a sum
31 established by the Association's Board of Directors for participation in the
32 Association's Legal Defense Program.

33

34 Section 8: Increase In Dues; Decrease In Benefits

35

36 The Associations' Board of Directors shall have the power to increase the sum for

ARTICLE VIII – DUES AND ASSESSMENTS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

participation in the Legal Defense Program and/or decrease the benefits whenever the actuarial experience indicates the necessity for such an adjustment.

ARTICLE IX – FUNDS

Section 1: Division of Funds

All funds received by this Corporation shall be divided between the Retirement Fund, the Relief Fund, the Negotiations Fund, and the General Fund to fulfill the objectives of this Corporation. The division of the funds shall be established by a two-thirds (2/3's) vote of the Board of Directors based upon recommendation to the Board from an audit committee or other appropriate committee established by the President. The President shall call for such recommendation at such intervals as he/she shall deem necessary or appropriate, but in no event less often than biannually. However, at no time will the incoming funds be divided whereby the General Fund would receive more than 65% of said incoming funds.

(Rev. 10/2005)

Section 2: The Retirement Fund

The designated percentage of funds as established pursuant to Section 1 shall be placed in the Retirement Fund, and no portion of said Retirement Fund shall be disbursed for any purpose other than retirement benefits unless it shall be determined by the consenting vote of two-thirds (2/3) of the Class I Members voting, that it is in the best interests of the Corporation to use said fund, or a portion thereof, for some other purpose.

Section 3: The Relief Fund

The designated percentage of funds as established pursuant to Section 1 shall be placed in the Relief Fund, except as provided Section 3.1, and no portion of said Relief Fund shall be disbursed for any purpose other than the relief of Class I Members unless it shall be determined by the consenting vote of 2/3's of the Class I Members voting that it is in the best interests of the Corporation to use said fund, or a portion thereof, for some other purpose.

(Rev. 1/2002)

ARTICLE IX – FUNDS

1
2
3 Section 3.1: The Negotiations Fund (*Section Rev. 1/2008*)
4

5 Once the balance of the Relief Fund exceeds \$500,000, then two dollars of each
6 Class 1 members designated percentage of funds established pursuant to Section 1
7 for the Relief Fund shall instead be placed into the Negotiations Fund. These funds
8 will continue to be placed into the Negotiations Fund until one of the following occur,
9 at which time all designated funds established pursuant to Section 1 for the Relief
10 Fund will again be placed solely into that fund.

- 11
12 a. The balance of the Negotiations Fund exceeds \$500,000; or
13
14 b. The balance of the Relief Fund falls below \$475,000; or
15
16 c. A two-thirds (2/3's) vote of the Board of Directors to suspend the two-dollar
17 deposit into the Negotiations fund. The Relief Fund shall have priority over the
18 Negotiations Fund in all matters.
19

20 If the balance of the Negotiations Fund falls below \$300,000 through expenditures,
21 and the Relief Fund balance is at least \$475,000, then the two dollar deposit into the
22 Negotiations Fund will again commence until only such time as that fund balance
23 exceeds \$500,000 subject to the conditions in Section 3 .1 (a), (b) or (c).
24

25 The Negotiations Fund shall only be used for those expenses directly related to
26 research for the Memorandum of Agreement, negotiation of the Memorandum of
27 Agreement, ratification of the Memorandum of Agreement, enforcement of the
28 provisions of the Memorandum of Agreement including arbitration concerning the
29 provisions of the Memorandum of Agreement, arbitration to obtain a Memorandum
30 of Agreement and/or litigation concerning the Memorandum of Agreement or the
31 negotiation of the Memorandum of Agreement or retirement benefits.

32 (*New 1/2002*)
33

34 Section 4: General Fund Requirement, Characteristics And Disposition
35

36 The designated percentage of funds as established pursuant to Section I shall be

ARTICLE IX – FUNDS

1 placed in the General Fund, except those funds which are applicable under the
2 provisions of Section 4A and 4B of this Article. All expenses of the corporation
3 except disbursement arising from claims for relief and retirement shall be paid out of
4 this fund. In the event that this fund at any time exceeds the amount needed for
5 administrative purposes, the Board of Directors by a majority vote may revise the
6 percentage of funds to be allocated to the General, Relief and Retirement Funds. No
7 transfers shall be made from the Retirement Fund or the Relief Fund to the General
8 Fund. *(Rev. 10/2005)*
9

10 A. The Board shall have the power to designate certain revenues and expenses as
11 comprising a special project, in which case all said revenue and all said
12 expenses shall be held in a special project account under the General Fund the
13 net revenue from which shall be either (1) pro-rated in accordance with Section
14 2, 3, and 4, of this Article, or (2) held in said special project account against
15 expected future related expenses; but in no event shall any portion of any net
16 loss in the special project account be apportioned to the Retirement Fund or to
17 the Relief Fund.
18

19 B. Five percent of each Class 1 member's general fund dues allocation will be
20 voluntarily placed into the Political Action Committee Fund. Any member who
21 does not want to contribute to the Political Action Committee fund shall submit
22 written notice to stop the voluntary contribution. *(Rev. 10/2005)*
23

24 C. Funds in the Corporation may be invested monthly based on the prior month's
25 financial report in the following accounts or assets:
26

27 (1) Savings accounts of federally insured banks.
28

29 (2) Federally insured savings and loan associations or federal securities.
30

31 (3) A credit union selected and approved by the Board of Directors.
32

33 (4) Other stocks, bonds, and/or securities, except federal securities, as selected
34 and approved by the Board of Directors. See Investment Policy Statement
35 *(Rev. 1/2010)*
36

(5) All forms of real property, as recommended by the Property Management

ARTICLE IX – FUNDS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

Committee and approved by the Board of Directors.

Any investment other than investment in federally insured banks or federally insured savings and loan associations, must be approved by a two-thirds (2/3's) vote of the Board of Directors.

Section 5: Prohibition of Loans to Members Or Employees

This Corporation shall not loan its funds to any Member or employee nor shall the Corporation co-sign for any loan for any Member or employee, nor pledge its assets in any way for the purpose of insuring or guaranteeing a loan to any Member or employee, from any source whatsoever.

Section 6: Restrictions on Members

Members of the Corporation, whether serving on committees or in their private capacity, shall not have the power to incur any expenses in the name of the Corporation without first obtaining the approval of the Board of Directors.

Section 7: Limitations on Disbursements

Unless authorized by the vote or written consent of the majority of Members of the Corporation, no assets of the Corporation shall be disbursed for any purpose other than the following:

- A. Benefits as herein provided.
- B. Legal counsel and advice, when deemed necessary by the Board of Directors.
- C. Expenses necessary to the successful management and operation of the Corporation.
- D. Expenses incurred in promoting the welfare of the Corporation and its Members when approved by the Board of Directors.

ARTICLE IX – FUNDS

1 Section 8: Insurance Premiums

2
3 All premiums collected from Members on any group insurance contract as provided
4 for in Article IV, 2, B, 6TH, shall be deposited wholly into a holding fund to be
5 disbursed therefrom by check to the insurance carrier and shall not be subject to the
6 provisions of Section 2, Section 3, and Section 4 of this Article IX.
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

ARTICLE X – ELIGIBILITY FOR BENEFITS

Section 1: Disqualification For Benefits

No Member shall be entitled to benefits when said Member's disability or death has been caused in primary part by willful, malicious or intentional violation of any laws of the County, State or Federal Government, intemperance, immoral conduct or willful misconduct which would reflect unfavorably on the law enforcement profession.

Section 2: Dispensation From Payment of Dues; Benefits

No Member shall be considered delinquent for non-payment of dues for any period during which such Member is receiving sickness or injury benefits from the Corporation.

Section 3: Benefits During Leave of Absence

Any Member of the Corporation granted a leave of absence without pay from the Sheriff's Department for sickness or disability shall be entitled to all benefits herein provided and shall not be required to pay dues while on such leave.

Section 4: No Benefits During Suspension Unless Approval

No benefits shall be paid to any Member who is under suspension from the service of the San Diego County Sheriff's Department until such Member shall have been restored to duty. No illness or disability contracted during the period of such suspension shall be compensable under the relief provisions of these Bylaws, provided, however, that any Member who has been wrongfully suspended shall, upon his reinstatement as an employee, be restored to Membership upon payment of all back dues and shall be entitled to receive any benefits to which he would have been entitled had he not been suspended.

A. Notwithstanding the above or the provisions of Sections 3,5,7,8, and 9 of Article II, a Member suspended or terminated from the service of the Sheriff's Department may be granted benefits and/or legal assistance from the Association, prior to restoration to duty, upon presenting proper justification in

ARTICLE X – ELIGIBILITY FOR BENEFITS

1 writing to the Board of Directors, and with the approval of the Board of Directors.
2

3 Section 5: Board's Evaluation of Claim
4

5 The Board of Directors shall have the responsibility to fully evaluate all benefit claims,
6 and, if necessary, the right to examine all records pertaining to any such claim and to
7 engage an independent physician to assist in evaluating the validity of such claims.
8

9 Section 6: Rejection, Termination Or Adjustment
10

11 At any time, the Board of Directors, after notice to the Member concerned, shall have
12 the right to terminate or adjust benefits, or reject any claim for benefits which is
13 deemed unjustified or is based upon disability incurred in violation of Section 1 of this
14 Article. Said rejection, adjustment or termination must be approved by a two-thirds
15 (2/3's) vote of the Board. Nothing in this Section shall preclude the claiming Member
16 from appearing before the Board of Directors in his own behalf. The Board shall
17 have the same right to reject any claim under Article XI, Section 5, of these Bylaws
18 which is based on death incurred in violation of Section 1 of this Article.
19

20 Section 7: Termination of Benefits
21

22 Benefits shall cease when all funds provided therefor have been exhausted.
23
24
25
26
27
28
29
30
31
32
33
34
35
36

ARTICLE XI – PAYMENTS AND BENEFITS

Section 1: Relief Benefits For Class I Members

Any Class I Member of the Corporation, who by reason of sickness or bodily injury shall be rendered incapable of performing his duties in the Sheriff's Department, shall become entitled to receive biweekly benefits from the Relief Fund. Such entitlement shall continue for the period of such incapacity for each illness or injury, and shall be a sum equal to seventy-five percent (75%) of the monthly maximum gross hourly base pay for the classification of Deputy Sheriff top step as established by the salary ordinance of the County of San Diego, or seventy-five percent (75%) of the Member's current maximum hourly base pay, whichever is less; provided, however, that all of the following conditions and covenants are observed:

- A. Payment hereunder shall be made for the number of working hours in a biweekly pay period that the Member is unable to perform his or her duties for the San Diego Sheriffs' Department for reasons of sickness or bodily injury.
- B. Payment hereunder shall not exceed 12 months per claim; *(Rev. 1/2007)*
- C. Class I Members are restricted to filing only one claim for relief benefit for each illness or injury;
- D. Such payments shall be reduced by the amount of any temporary disability compensation benefits paid pursuant to the provisions of Chapter 4 of the Labor Code of the State of California and/or any other disability insurance benefits paid to the Member;
- E. Such payments shall be made only after the claimant has exhausted all accumulated sick leave, vacation leave and accumulated overtime;
- F. Claimant, from time to time as required by the Board, shall furnish a certificate from a Sheriff's Department physician or the claimant's treating physician that such claimant is unable to perform his/her duties for the Sheriff's Department. Failure to provide the requested certification will result in cessation of benefits; *(Rev. 1/2007)*

ARTICLE XI – PAYMENTS AND BENEFITS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

- G. Such payments shall be reduced by income from gainful employment outside the Sheriff's Department during said period of incapacity;
- H. Said payment shall cease upon retirement or termination from the Sheriff's Department;
- I. Claimant agrees to sign a promissory note and repay to the Relief Fund all monies received from the County Retirement Fund and/or worker's compensation benefits paid to the claimant for any period during which payments were made to claimant pursuant to this Section; *(Rev. 1/2007)*
- J. In the case of elective surgery or childbirth, such benefits shall not accrue unless unexpected medical complications occur and until the claimant has absented himself/herself from work for six (6) weeks (Illness directly attributable to pregnancy shall not accrue benefits under this Section); and
- K. In the case of a claim of emotional stress due to the inability to cope with the demands of his/her duties, such benefits shall not accrue absent physical illness verifiable by a physician. *(Rev. 1/2007)*

Section 2: Application for Financial Assistance

Any Class I Member who is financially unable to meet the surgical, medical and hospital expenses incurred by himself or any immediate member of his family may apply to the Chairman of the Sickness and Distress Committee for assistance.

Section 3: Prerequisite to Financial Assistance

Any Class I Member who applies for assistance as provided in Section 2 of this Article must have in effect a health and accident policy for said Member, spouse and Member's children, if any, that is acceptable to the Directors of the Association. Said insurance must have been in force prior to the illness or injury upon which the request for assistance is based.

ARTICLE XI – PAYMENTS AND BENEFITS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

Section 4: Process of Evaluating Application

The Chairman of the Sickness and Distress Committee, after investigation of any application for assistance under Section 2 of this Article, shall submit his recommendation, in writing, to the Board of Directors whose duty it shall be to consider such recommendation and decide whether to approve such application. Such approval requires the affirmative vote of two-thirds (2/3's) of the Board of Directors. If said application is disapproved, the Member shall be notified of such disapproval and shall have the right to appear before the Board of Directors on his/her own behalf at which time he/she may request reconsideration of his/her application upon presentation of additional justification for same.

Section 5: Death of a Class I Member

Upon the death of any Class I Member of this Corporation, a benefit shall be paid from the Relief Fund to the surviving spouse or children of such deceased Member, or to such beneficiary as said Member may have designated in writing. Said benefit shall be computed by taking three percent (3%) of the total amount in the Relief Fund as of December 31st of the prior calendar year, as indicated by the annual audit, and shall be computed to the nearest twenty-five dollars (\$25.00). No benefit provided herein shall exceed a maximum of ten thousand dollars (\$10,000.00).
(Rev. 1/2006)

Section 6: Death of a Class I Member's Spouse

Upon the death of the spouse of any Class I Member of the Corporation there shall be paid to said Member from the Relief Fund a sum amounting to one-half the benefit paid for the death of a Class I Member as provided in Article XI, Section 5 of these Bylaws, provided, however, that should said spouse also be a Class I Member of this Corporation, the total sum payable to the surviving Member shall not exceed that allowed in Section 5 of this Article. *(Rev. 1/2006)*

ARTICLE XI – PAYMENTS AND BENEFITS

1 Section 7: Death of A Class I Member's Dependent Child

2
3 Upon the death of a child of any Class I Member of this Corporation, there shall be
4 paid to said Member from the Relief Fund, a sum amounting to one-half the benefit
5 paid for the death of a Class I Member as provided in Article XI, Section 5 of these
6 Bylaws, provided, however, that said child shall not have been married, shall not
7 have attained his or her twenty-second birthday and shall have been wholly-
8 supported by said Member on the date of his death, provided however, that should
9 the parents of said child both be Class I Members of this Corporation, the total sum
10 payable to the surviving Members shall not exceed one-half that allowed in Section 5
11 of this Article. *(Rev. 1/2006)*

12
13
14 Section 8: Life Insurance

15
16 Life insurance may be provided for Class I Members of the Corporation in an amount
17 and manner to be determined by the Board of Directors. Such life insurance, which
18 would be in addition to the death benefit provided for in Sections 5, 6, or 7,
19 immediately above shall be considered a benefit. The Corporation out of the Relief
20 Fund shall pay the premium for this insurance for Class I Members. *(Rev. 1/2007)*

21
22 Section 9: Consistency of Provisions

23
24 Nothing in Sections 5, 6, 8, or 10 of this Article is intended to override or avoid the
25 provisions of Article II, Sections 5 and 6 or Article X of these Bylaws.

26
27 Section 10: Retirement Benefit For Class I Members

28 Class 1 members who retire from service from the San Diego County Sheriff's
29 Department will receive a retirement benefit from the Corporation's Retirement
30 Fund, as computed in this section. "Retirement", as used herein, means retirement
31 from service, or disability, whether service or non-service connected. Corporation
32 members shall have at least ten (10) years of continuous membership to be eligible
33 for retirement benefits, unless retirement is a result of illness or injury, regardless of
34 whether service or non-service related.

35 A. Primary benefit amount calculation: Members will receive a sum amounting to
36 \$200 for each full year of class 1 membership, as of the date said retirement

ARTICLE XI – PAYMENTS AND BENEFITS

1 is granted, up to and including 30 years. For each full year of service after 30
2 years, the benefit amount will be \$400 per full year of class 1 membership.

3
4 B. Limitation of retirement benefit amount: There is a limitation of benefits if, in
5 the prior calendar year, both of the following conditions exist:

- 6 1) There is a decrease in the balance of the retirement fund from
7 the beginning of the year as compared with the end of the year
8 greater than 5%.
- 9
- 10 2) The number of retirees receiving benefits in the previous
11 calendar year is greater than 5% of the total number of members
12 at the start of that year.
- 13
- 14 3) Should both conditions exist, the following calculation will
15 determine the retirement benefit calculation for the current year:
16 The primary benefit amount from 10.A is multiplied by a fraction,
17 the numerator of which is the amount of dues received from all
18 members plus net investment gains in the retirement fund in the
19 prior year. The denominator of said fraction is the amount
20 represented by the total benefits paid to all retiring members plus
21 net investment losses in the prior year. (rev. 1/2004)

22

23 C. The benefit shall be payable to the member upon the date the retirement
24 allowance becomes effective, as established by written notice from the Board
25 of Directors, and shall be based on the amount of the retirement benefit in
26 effect as of the date the retirement is granted, or on the amount of the
27 retirement in effect on the date the retirement allowance becomes effective,
28 whichever is lesser. A member who leaves the service of the San Diego
29 County Sheriff's Department for any reason, including taking a deferred
30 County retirement, is eligible for the Retirement Benefit as indicated in
31 sections 10.A and 10.B above, only if they retire from the County of San
32 Diego within twelve (12) months of separation from the Sheriff's Department
33 and were a Class I member in good standing upon separation. There is no
34 deferred retirement benefit from the corporation. (Rev. 1/2004)

ARTICLE XI – PAYMENTS AND BENEFITS

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

- D. A member who has once received any benefit under this section shall be ineligible to again receive any benefits under this section, unless after separation they have returned as a new employee and fulfilled all eligibility requirements under these bylaws. *(Rev. 1/2004)*

- E. The secretary/treasurer shall cause a review to be made bi-annually of the Retirement Fund and the practicality of increasing or decreasing the retirement benefit. *(Rev. 1/2004)*

ARTICLE XII - MISCELLANEOUS

Section 1: Inspection By Members

The books of account and minutes of proceedings of the Members and Board of Directors of the Corporation shall be open to inspection upon the written demand of any Member at any reasonable time, and for a purpose reasonably related to his or her interests as a Member, and shall be exhibited at any time when required by a demand of ten percent (10%) of the Members at any meeting of the Members. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. Any demand for inspection other than at a meeting of the Members shall be made in writing upon the President or Secretary/Treasurer of the Corporation.

Section 2: Authority to Act On Behalf of Corporation

Only the President of the Corporation is authorized to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, the President shall have no power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3: Location of Bylaws

The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary/Treasurer, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 4: Construction; Gender

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the

ARTICLE XII - MISCELLANEOUS

1 plural and the plural number includes the singular, and the term "person" includes a
2 Corporation as well as a natural person.

3

4 Section 5: Political Action Committee

5

6 Authority is granted herein to establish and perpetuate a Political Action Committee
7 and the attendant fund for that Committee within this Association. However, dues
8 paid into such fund are voluntary and must be held separate from Association
9 accounts. All state and local requirements will be observed in conducting PAC-
10 related business.

11

12 Section 6: Publications

13

14 The basic annual rate of the annual subscription for the "Silver Star" shall be
15 determined by the Executive Board prior to the Annual Membership meeting each
16 January. All members of the Association are entitled to receive the Silver Star
17 periodical and all other publications distributed by the Association with subscription,
18 printing and postage fees covered by their annual dues. Associations and
19 Organizations subscribing only to the periodical shall be required to pay at least the
20 full basic annual subscription rate, but will not receive other publications distributed
21 by the Association or be afforded any other rights or benefits of an association
22 member.

22

23

24

25

26

27

28

29

30

31

32

33

34

35

36

ARTICLE XII - MISCELLANEOUS

1
2
3
4
5
6
7
8
9
10
11

ARTICLE XIII - AMENDMENTS

Section 1: Amendment By Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of at least two thirds (2/3's) of the Class I Members voting.

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

Subject to the above restrictions, a two thirds (2/3's) affirmative vote of the Class I Members voting will amend or repeal these Bylaws. Such vote shall be conducted by secret ballot, employing a process similar to that established in Article IV, Section 6 for the election of directors. Specifically, each Class I Member in good standing shall be supplied with a ballot and an envelope addressed to the Corporation in which the Member shall seal the ballot after voting. Each ballot shall inform the voter where to deposit or mail his or her sealed ballot, which shall be opened at the next regular or special meeting of the Board held not less than 20 days following the mailing out of the ballots. *(Rev. 1/2007)*