

BY-LAWS

of the

LOS ANGELES SCHOOL POLICE
MANAGEMENT ASSOCIATION

ADOPTED JANUARY 23, 2013

AMENDED 2/11/2014, 1/20/2015, 4/21/2015

PHILLIP WEBB, PRESIDENT

LYNDON CULLEN, SECRETARY

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ARTICLE I – NAME

This Association shall be known as the “Los Angeles School Police Management Association”, hereinafter referred to as “Association”.

The Association is a tax exempt non-profit organization under IRS code 501(c)(5), and is incorporated in the State of California as “Los Angeles School Police Management Association Inc”. The Association is also registered to do business under the fictitious name “LASPMA”.

ARTICLE II – PURPOSE

This Association is organized in order to:

- (a) Represent its members in all matters relating to employer/employee relations including, but not limited to, wages, benefits, work hours, and other terms and conditions of employment.
- (b) Promote and improve the welfare of its members.
- (c) Safeguard, both individually and collectively, the rights, benefits, and privileges of its members.
- (d) Aid in establishing the highest degree of professionalism among all members of the Association.

ARTICLE III – DUES, FEES, AND ASSESSMENTS

SECTION 1 - DUES

Each member must pay, within the time and on the conditions set by the Executive Board, the dues, fees, and assessments in amounts to be fixed from time to time by a two-thirds (2/3) vote of the members present at any regular or special meeting, provided proper notice of such meeting is emailed to all members in accordance with these by-laws including a copy of the proposed changes. Dues shall be sufficient to cover the operation of the Association and to include the costs of affiliate organizations and LDF participation.

SECTION 1.5 – CURRENT AMOUNT OF DUES

As of January 20, 2015, dues are \$100.00 per month for non-sworn members, and \$125.00 per month for sworn members.

SECTION 2 – FEES AND ASSESSMENTS

Whenever the Executive Board deems that conditions warrant or demand the levying of an fee or assessment upon members of the Association, the Executive Board shall, upon its majority vote, submit a proposed assessment plan to all members of the Association who shall ballot upon the same and, if the plan is approved by a majority of the ballots returned, the fee or assessment shall become due and payable in accordance with the approved plan.

SECTION 3 – COLLECTION OF MONIES OWED

Whenever the Executive Board determines the Association is owed money, whether from a member or another entity, the Executive Board may collect such money by any means legally available. Members who have outstanding debts to the Association may also be subject to expulsion and/or suspension from membership in the Association.

ARTICLE IV – EXECUTIVE BOARD

SECTION 1 - OFFICERS

The Officers of this Association shall be the President, Vice President, and the Treasurer/Secretary. The Treasurer/Secretary will be the same person and may be referred to only as "Treasurer" in these by-laws. The previous language in this Section shall sunset at midnight on December 31, 2015 and be replaced with the following language:

"The Officers of this Association shall be the President, Vice President, Treasurer, and Secretary."

SECTION 2 – EXECUTIVE BOARD

The Executive Board of this Association shall be: President, Vice President, Treasurer, and (2) Directors. The previous language in this Section shall sunset at midnight on December 31, 2015 and be replaced with the following language:

"The Executive Board of this Association shall be: President, Vice President, Treasurer, Secretary, and Director."

ARTICLE V – ELECTION OF EXECUTIVE BOARD

SECTION 1 - QUALIFICATION

Each candidate for a position on the Executive Board shall be a regular member of the Association and in good standing at the time of the election, with at least one (1) year as a member of this Association.

SECTION 2 – NOMINATION MEETING

There shall be a nomination meeting held within the first fifteen (15) days of October during election years at such time and place as shall be designated by the Executive Board. The nomination meeting may coincide with a regular membership meeting. The Board will provide email notice of the time and place of the nomination meeting to all members. Such notice shall be given at least seven (7) days before the date of the nomination meeting.

SECTION 3 - NOMINATIONS

A candidate may be nominated by any member in good standing, including himself/herself, and the nomination need not be seconded. Candidates need not be present at the nomination meeting. Candidates may only be nominated during the nomination meeting; once nominations are closed, the nominations are final. There shall be no option on the election ballot for a “write in” candidate.

SECTION 4 – ELECTION COMMITTEE

The President shall appoint three (3) members as the Election Committee. However, if the President is a candidate, the Vice President shall make the appointments to the Election Committee. The Election Committee is in effect only until the completion of the entire election process for which they were appointed.

SECTION 5 – NOTICE OF CANDIDATES

The Executive Board shall cause every member to be provided with a list of Candidates via email as soon as practical following the nomination meeting, but no later than ten (10) days following the nomination meeting.

SECTION 6 – CANDIDATE’S STATEMENT

Each candidate shall have the opportunity to submit a candidate’s statement of up to 250 words to any member of the Election Committee. All candidates’ statements received no later than October 31st by the Election Committee shall be included with election ballots.

SECTION 7 – WITHDRAWAL FROM ELECTION

Should a candidate notify the Executive Board in writing that he/she does not intend to run, the Board will immediately provide such notification to the Election Committee.

SECTION 8 – TEMPORARY POST OFFICE BOX

The Election Committee shall establish a temporary post office box for receipt of election ballots. Only members of the Election Committee are authorized to access and obtain items from this post office box. The procedures for obtaining ballots delivered to the post office box shall be determined by the Election Committee and entered into Association records.

SECTION 9 – ELECTION BALLOT

An election ballot shall be drafted by the Election Committee for the positions being elected and the candidates’ names for each position. If notice was provided that a candidate does not intend to run (pursuant to Section 7 of this Article), that candidate’s name will still appear on the ballot along with the phrase “Withdrew From Election” next to the name.

The Election Committee shall determine the date, time, and location where the ballots will be tabulated. This date shall be no earlier than December 1st and no later than December 7th of the election year.

An official ballot package containing (1) the appropriate ballot, (2) a blank envelope, (3) a pre-addressed and stamped envelope, (4) instructions for the completion and submission of ballots as indicated in Section 10 of this Article, (5) the date, time and location where the ballots will be tabulated, and (6) the submitted candidates’ statements shall be delivered to those members eligible to vote within the first ten (10) days of November.

SECTION 10 – BALLOT SUBMISSION

After marking their ballots, members shall place ballots inside the blank envelope provided and seal that envelope. The sealed blank envelope shall then be placed inside the pre-addressed and stamped envelope provided. The member shall seal that envelope, and then print and sign their name on the back of that envelope before causing it to be delivered to the Election Committee.

Ballots may only be hand delivered to the Election Committee if the Committee has established a secure process for ensuring the confidentiality and accountability for hand-delivered ballots.

SECTION 11 – BALLOT TABULATION

All ballots must be received by the Election Committee no later than November 30th. The Election Committee shall count the ballots at the pre-designated date, time and location. All members, including candidates, may be present during the counting of the ballots but are not allowed any communication with the Election Committee during this process.

SECTION 12 – ELECTION RESULTS

It shall take a simple majority of the ballots cast to win the election for each position. In the event of a tie vote for any position, the Election Committee shall place all ballots returned for each tied candidate in a container and randomly draw one ballot. The candidate with the vote on that drawn ballot shall be declared the winner of that election for that position. Election results will be provided to members via email within seven (7) days of the tabulation.

SECTION 13 – TERM OF OFFICE

Elected candidates shall take office the first day of January following the election. The term of office for all members of the Executive Board shall be three (3) years. Each Board member shall hold office until the expiration of the term for which elected and until a successor has been qualified and elected.

SECTION 14 (TEMPORARY) – ESTABLISH DIRECTORS AND STAGGER

A special election will occur following the adoption of these by-laws to elect two (2) Directors to the Executive Board. For the purposes of this election only, the vacant positions shall be referred to as "Director 1" and "Director 2".

The term of the 2016 incoming Executive Board shall be staggered such that all members of the Board will not have their terms expire in the same year at subsequent elections.

The terms of office for the 2016 incoming Executive Board shall be:

- (a) President and Secretary – Through December 31, 2018
- (b) Vice President and Treasurer – Through December 31, 2017
- (c) Director – Through December 31, 2016

The special election for the two Directors shall take place as follows:

- Each candidate for Director shall be a regular member of the Association and in good standing at the time of the election, with at least one (1) year as a member of this Association.
- There shall be a nomination meeting held within the first seven (7) days of February 2013 at such time and place as shall be designated by the Executive Board. The nomination meeting may coincide with a regular membership meeting. The Board will provide email notice of the time and place of the nomination meeting to all members. Such notice shall be given at least seven (7) days before the date of the nomination meeting.
- A candidate may be nominated by any member in good standing, including himself/herself, and the nomination need not be seconded. Candidates need not be present at the nomination meeting. Candidates may only be nominated at the nomination meeting; once nominations are closed, the nominations are final. There shall be no option on the election ballot for a "write in" candidate.
- The President shall appoint three (3) members as the Election Committee. The Election Committee is in effect only until the completion of the entire election process for which they were appointed.
- Each candidate shall have the opportunity to submit a candidate's statement of up to 250 words to any member of the Election Committee. All candidates' statements received no later than February 11, 2013 by the Election Committee shall be included with election ballots.

- Should a candidate notify the Executive Board in writing that he/she does not intend to run, the Board will immediately provide such notification to the Election Committee.
- The Election Committee shall establish a temporary post office box for receipt of election ballots. Only members of the Election Committee are authorized to access and obtain items from this post office box. The procedures for obtaining ballots delivered to the post office box shall be determined by the Election Committee and entered into Association records.
- An election ballot shall be drafted by the Committee for the positions being elected and the candidates' names for each position. If notice was provided that a candidate does not intend to run (pursuant to Section 7 of this Article), that candidate's name will still appear on the ballot along with the phrase "Withdrew From Election" next to the name.
- The Election Committee shall determine the date, time, and location where the ballots will be tabulated. This date shall be no earlier than February 28, 2013, and no later than March 5, 2013.
- An official ballot package containing (1) the appropriate ballot, (2) a blank envelope, (3) a pre-addressed and stamped envelope, (4) instructions for the completion and submission of ballots as indicated in Section 8 of this Article, (5) the date, time and location where the ballots will be tabulated, and (6) the submitted candidates' statements shall be mailed to those members eligible to vote on February 14, 2013.
- All ballots must be received by the Election Committee no later than February 28, 2013. The Election Committee shall count the ballots at the pre-designated date, time and location. All members, including candidates, may be present during the counting of the ballots but are not allowed any communication with the Election Committee during this process.
- The candidate with the most votes returned will have been elected to the position of "Director 1". In the event of a tie, the Election Committee shall place all ballots returned for each candidate tied for most votes returned in a container and randomly draw one ballot. The candidate with the vote on that drawn ballot shall be deemed elected to the position of "Director 1". Of the remaining candidates, the candidate with the most votes returned will have been elected to the position of "Director 2". In the event of another tie, the same process outlined

above will determine the candidate elected to the position of "Director 2".

- Election results will be provided to members via email within three (3) days of the tabulation.
- The elected Directors shall take office March 10, 2013.

This section shall expire on January 1, 2019, and shall be removed from these by-laws at that time. This is an exception to the procedures indicated in Article XVI.

ARTICLE VI – RECALL/REMOVAL OF EXECUTIVE BOARD MEMBERS

SECTION 1 - RECALL

An Executive Board Member may be recalled from office without cause by a two-thirds (2/3) vote of the general membership present at a regular meeting, provided advanced notice has been provided to all members that such action will be on the agenda and an original petition signed by at least twenty-five percent (25%) of the membership has been presented at a previous regular meeting.

SECTION 2 - REMOVAL

An Executive Board member may be removed for failure to attend, without good cause, three (3) consecutive or a total of six (6) meetings of the general membership and/or the Executive Board. Good cause shall be determined by a majority vote of the Executive Board, excluding the member in question. Removal action is to be taken by two-thirds (2/3) vote of the remaining Executive Board who are not under consideration for removal.

ARTICLE VII – REPLACEMENT OF EXECUTIVE BOARD MEMBERS

SECTION 1 – REPLACEMENT OF PRESIDENT

In the event that the President position becomes vacant, the following (if the position is desired), in order of precedence, will immediately become the President for the remainder of the former President's term and vacate the position previously held: (1) Vice President, (2) Treasurer, (3) Secretary, (4) Director.

SECTION 2 – REPLACEMENT OF VICE PRESIDENT

In the event that the Vice President position becomes vacant, the following (if the position is desired), in order of precedence, will immediately become the Vice President for the remainder of the former Vice President's term and vacate the position previously held: (1) Treasurer, (2) Secretary, (3) Director.

SECTION 3 – REPLACEMENT OF TREASURER

In the event that the Treasurer position becomes vacant, the following (if the position is desired), in order of precedence, will immediately become the Treasurer for the remainder of the former Treasurer's term and vacate the position previously held: (1) Secretary, (2) Director.

SECTION 4 – REPLACEMENT OF SECRETARY

In the event that the Secretary position becomes vacant, the Executive Board shall appoint the Director (if the position is desired), who shall immediately vacate the position previously held and become the Secretary for the remainder of the former Secretary's term.

SECTION 5 – APPOINTMENT OF EXECUTIVE BOARD MEMBER

Should a vacancy occur on the Executive Board that cannot be filled as stated in Sections 1 through 4 of this Article, at the first regular or special membership meeting after the vacancy is known (or immediately if the vacancy occurs during a meeting) the President shall announce the intention to replace the vacant position(s).

At that time, nominees for the vacant position(s) shall be taken from members in attendance at that meeting. Nominees shall be any eligible member of the Association, with the exception of the person(s) being replaced, and need not be seconded. Members may nominate themselves if eligible. Nominees not

present at that meeting shall be contacted within seven (7) days to confirm their desire to accept the nomination. It shall be the responsibility of the President to make such contacts. A nominee who declines the nomination or could not be contacted shall be removed from the list of candidates.

The Executive Board shall interview all replacement candidates within fourteen (14) days of the nomination meeting and the President shall appoint the replacement(s) subject to the approval of the Executive Board.

SECTION 6 – NEED FOR SPECIAL ELECTION

If the President and Executive board cannot agree on a replacement candidate, a special election from the list of nominees shall determine the replacement(s). The election procedures in Article V shall be followed as possible and applicable for special elections.

SECTION 7 – TERM OF OFFICE FOR REPLACEMENT

The replacement Executive Board member shall assume office immediately upon appointment or election and shall complete the term of the person(s) replaced.

ARTICLE VIII – DUTIES OF EXECUTIVE BOARD

SECTION 1 – AUTHORITY

The Executive Board shall perform the duties prescribed by law, these by-laws, and the parliamentary authority adopted by the Association and shall protect the interest and assets of the Association at all times. The Executive Board shall exercise the powers of the Association on behalf of the members.

SECTION 2 - RESPONSIBILITY

Subject to the limitations of these by-laws, the Executive Board shall be charged with the management of all business and affairs of the Association, and the administration and preservation of all its assets, funds, and properties whatsoever.

SECTION 3 - AFFILIATION

The Executive Board has the authority to affiliate with other associations in order to achieve the fulfillment of the purposes as stated in Article II.

SECTION 4 - QUORUM

A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Executive Board is present at a meeting, only business not requiring a vote may be conducted.

SECTION 5 – VOTING AT EXECUTIVE BOARD MEETINGS

Each member of the Executive Board shall have one vote on all matters submitted to a vote of the Executive Board. All votes on business must be passed by a majority of those present unless specified otherwise by these by-laws or the parliamentary authority.

All voting shall be by consensus, unless otherwise requested by any Board member. No proxy votes will be accepted by the Association at any time.

SECTION 6 – EXECUTIVE BOARD MEETINGS

The Executive Board shall meet at the call of the President or at the request of the majority of the Executive Board. The Executive Board shall meet as often as necessary to conduct Association business, but not less often than monthly. Notice of the meeting shall be given to all members of the Board.

SECTION 7 – ACTION WITHOUT A MEETING

Any action may be taken without a meeting if a majority of the Executive Board consents to the action. Such consent, and the method of obtaining approval from Board members, shall be filed with the minutes of the proceedings of the Board.

SECTION 8 - REIMBURSEMENT

Executive Board members shall be reimbursed for expenses incurred for Association business, attendance at meetings, training, or other events as approved by the Executive Board or as indicated:

- Executive Board members shall be reimbursed \$100.00 each month for their personal cellular phone use.
- Each Executive Board member shall be authorized to spend, or be reimbursed, up to \$50.00 each day for food and beverages while at Association meetings, training, or other events.
- Executive Board members shall be reimbursed for mileage for use of their personal vehicle for Association business at the rate of \$0.50 per mile.

SECTION 9 – AUTHORIZED EXPENDITURES

The Executive Board is authorized to pay all expenses in order to maintain the operation of the Association and for the maintenance of Association equipment.

The Executive Board may authorize expenditures of \$5000.00 or less with the majority approval of the Executive Board. All expenditures exceeding \$5000.00 shall be authorized only by a majority vote of Association members present at a membership meeting.

The requirement for prior authorization from the general membership may be waived only for exigent circumstances, the nature of which shall be explained at the next membership meeting and noted in the minutes. As used in this section, an “exigent circumstance” is one that requires action before a membership meeting can be held.

SECTION 10 – POLITICAL ACTION COMMITTEE

The Executive Board is authorized to establish a Political Action Committee (PAC). The name of this committee shall be “Los Angeles School Police

Management Association PAC". The general purpose of the PAC is to support and further the goals and policies of the Association. The specific purposes are:

- A. To support and oppose candidates endorsed by the Association.
- B. To further the common good and general welfare for communities by promoting improvements in and educating the public about peace officer protection and safety.
- C. To promote the welfare of our active and retired members and peace officers in general.
- D. To encourage the improvement of benefits, compensation, working conditions and retirement status of our active and retired members and peace officers in general.

Voluntary contributions to the PAC fund shall be eight dollars (\$8.00) from dues paid by each active Association member each month. Members wishing not to participate in PAC contributions shall notify the President in writing and, upon such notification, shall instead have such funds placed in the Association general fund.

The overall control and direction of the PAC shall be vested with a Board of Directors which shall consist, ex officio, of members of the Executive Board of the Association. The Board shall have control over the funds and affairs of the PAC and shall establish and carry out all policies and activities. The Board may delegate all or some of the responsibilities by contracting with a PAC administrator or firm.

SECTION 11 - DONATIONS

The Executive Board may accept on behalf of the Association, any contribution, gift, bequest, or device for the general purpose, or for special purpose, of the Association.

SECTION 12 - LIABILITY

The Executive Board shall not be personally liable for the debts, liabilities, or obligations of the Association. The Association shall indemnify Executive Board members for any good faith actions taken on behalf of the Association and in conformity with the by-laws.

ARTICLE IX – DUTIES OF OFFICERS AND DIRECTORS

SECTION 1 - PRESIDENT

Duties of the President include, but are not limited to:

- Shall be the principal executive officer of the Association and shall supervise the business affairs and employees of the Association as directed by the Board and these by-laws.
- Shall preside at all meetings of the Association and all meetings of the Executive Board.
- Shall sign and execute all contracts, agreements and/or letters in the name of the Association when authorized to do so.
- May assist the Treasurer by depositing funds in the name of the Association in such bank or banks as the Association may elect, and; by issuing receipts for money received, and; by ensuring timely payment of all accounts due.
- Shall be authorized to sign or countersign checks, notes and orders for payment which shall be countersigned by the Treasurer (if available) or the Vice President. Checks may be signed or countersigned by any two (2) of the three (3) authorized signers.
- Shall maintain current records of the release time bank.
- Shall appoint all committee members and chairpersons, subject to the approval of the Executive Board.
- Shall perform all duties usually vested in the office of the President of the Association, and such other duties as may be prescribed by the Executive Board and Association members from time to time.
- In the temporary absence of another Association Officer, shall perform the duties of that officer also.
- Shall act as the Association's Parliamentarian unless delegated to another member.
- Shall be authorized to spend up to, but not to exceed, \$750.00 per incident on Association business without prior approval from the Executive Board or the membership. The amount and nature of such expenditures shall be reported to the Executive Board.
- May assign Association tasks, functions, or duties to elected Board members at his/her discretion or as needed for the furtherance of Association needs and/or goals.

SECTION 2 – VICE PRESIDENT

Duties of the Vice President include, but are not limited to:

- Shall act as the Association's Historian.
- Shall perform duties as assigned to him/her by the President, Executive Board, and Association membership.
- Shall act as the President in the temporary absence of the President.
- Shall be authorized to spend up to, but not to exceed, \$750.00 per incident on Association business without prior approval from the Executive Board or the membership. The amount and nature of such expenditures shall be reported to the Executive Board.
- Shall be authorized to sign or countersign checks, notes and orders for payment which shall be countersigned by the Treasurer (if available) or the President. Checks may be signed or countersigned by any two (2) of the three (3) authorized signers.

SECTION 3 – TREASURER/SECRETARY

(This Section will sunset at midnight on December 31, 2015 and will be replaced with the new Section 3 below)

Duties of the Treasurer/Secretary include, but are not limited to:

- Shall have the care and custody of all funds and securities of the Association, and deposit the same in the name of the Association in such bank or banks as the Association may elect.
- Shall sign checks (if available), notes and orders for payment which shall be countersigned by the President or Vice President. Checks may be signed or countersigned by any two (2) of the three (3) authorized signers.
- Shall at all times exhibit financial records to any member of the Association upon written application.
- Shall submit a monthly written Treasurer's Report, which shall be approved by the Executive Board and the general membership.
- Shall issue receipts for all money received and ensure timely payment of all accounts due.
- Shall complete an annual internal audit in November of all expenditures, reimbursements, and statements and provide it to the Executive Board for review and approval, due by the last Executive Board meeting held in December.
- Shall keep an accurate record of the minutes at all Association meetings and submit them at the appropriate subsequent meeting for approval.

SECTION 3 – TREASURER (This Section will replace Section 3 above effective midnight on December 31, 2015)

Duties of the Treasurer include, but are not limited to:

- Shall have the care and custody of all funds and securities of the Association, and deposit the same in the name of the Association in such bank or banks as the Association may elect.
- Shall sign checks (if available), notes and orders for payment which shall be countersigned by the President or Vice President. Checks may be signed or countersigned by any two (2) of the three (3) authorized signers.
- Shall at all times exhibit financial records to any member of the Association upon written application.
- Shall submit a monthly written Treasurer's Report, which shall be approved by the Executive Board and the general membership.
- Shall issue receipts for all money received and ensure timely payment of all accounts due.
- Shall complete an annual internal audit in November of all expenditures, reimbursements, and statements and provide it to the Executive Board for review and approval, due by the last Executive Board meeting held in December.

{{Effective at midnight on December 31, 2015: rename current Section 5 to Section 6; replace current Section 4 with new Section 5 as follows:

SECTION 5 – DIRECTOR

Duties of Director include, but are not limited to:

- Shall perform duties as assigned to him/her by the President, Executive Board, and Association membership.
- Shall act as Association field representative and bring issues and concerns of members before the Board.
- Shall actively solicit input from members and provide feedback to the Board.

Effective at midnight on December 31, 2015, add new Section 4 as follows:

SECTION 4 – SECRETARY

Duties of the Secretary include, but are not limited to:

- Shall keep an accurate record of the minutes at all Association meetings and submit them at the appropriate subsequent meeting for approval.

Shall perform duties as assigned to him/her by the President, Executive Board, and Association membership.}}

SECTION 4 - DIRECTORS

Duties of Directors include, but are not limited to:

- Shall perform duties as assigned to him/her by the President, Executive Board, and Association membership.
- Shall act as Association field representatives and bring issues and concerns of members before the Board.
- Shall actively solicit input from members and provide feedback to the Board.

SECTION 5 - RESIGNATION

Any Officer or Director may resign at any time by giving written notice to the Executive Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE X – MEMBERSHIP

SECTION 1 - ELIGIBILITY

Every Sergeant, Lieutenant, and Supervising School Safety Officer employed by the Los Angeles Unified School District, shall be eligible for regular membership in the Association. Employees eligible for regular membership shall be granted membership automatically upon holding one of the above described ranks. Temporary appointees are not eligible unless they were appointed from an eligible rank.

SECTION 2 – VOTING RIGHTS

Each member shall be entitled to one vote on each matter submitted to a vote of the membership.

SECTION 3 – RETIRED MEMBERS

Any former member who has been honorably retired from the Los Angeles School Police Department shall automatically become a lifetime “Retired Member” of the Association. Retired members shall only have the social privileges of the Association and shall not be eligible to vote or hold office and shall not be required to pay dues, fees or assessments.

SECTION 4 – EXPULSION AND SUSPENSION

Membership shall terminate on occurrence of any of the following events:

- (a) Failure of a member to pay dues, fees, or assessments as set by the Board within sixty (60) days after they become due and payable.
- (b) Any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- (c) Expulsion of the member as permitted by these by-laws, based on good faith determination by the Board that the member has failed in material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial or adverse to the purpose and interest of the Association.

SECTION 5 – HEARING FOR EXPULSION OR SUSPENSION

If grounds appear to exist for expulsion or suspension of a member under these by-laws, the procedure set forth below shall be followed:

- (a) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or certified mail to the member's last address as shown on the Association's records.
- (b) 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 to determine whether the expulsion or suspension should take place.
- (c) The Board shall decide whether or not the member shall be expelled, suspended, or otherwise sanctioned. The decision of the Board shall be final.

SECTION 6 – REINSTATEMENT

Upon written request, executed by a former member and filed with the President, the Executive Board – by a majority vote – may reinstate such former member upon such terms as the Executive Board deems appropriate.

SECTION 7 - LIABILITY

Members shall not be personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE XI – MEMBERSHIP MEETINGS

SECTION 1 – REGULAR MEETINGS

Regular quarterly membership meetings shall be called by the Board. Regular meetings shall be noticed at least seven (7) days in advance of the date, time, and location. In the event of a holiday, or emergency situation occurring that would affect the attendance of a meeting, a meeting may be cancelled or rescheduled by the President or a majority vote of the Executive Board.

SECTION 2 – SPECIAL MEETINGS

A special meeting of the members for any lawful purpose may be called at anytime by the Board. Email notice must be given to the membership no later than five (5) days before the date of the meeting, which notice shall include the time, date, location, and purpose of that meeting. No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.

SECTION 3 – QUORUM

A quorum shall consist of those present at any meeting called, provided a majority of the Executive Board is also in attendance.

SECTION 4 – VOTING

All votes on business must be passed by a majority of those members present, unless specified otherwise by these by-laws or parliamentary authority. All voting shall be by consensus, unless otherwise requested by any member. No proxy votes will be accepted by the Association at any time.

ARTICLE XII – COMMITTEES

Standing or particular committees may be established by a Board resolution or membership vote. Unless contrary elsewhere in these by-laws, such committees will continue in existence until dissolved by a Board resolution or membership vote. Committees established by a membership vote may only be dissolved by a subsequent membership vote.

Each committee shall consist of members who are appointed by the President, subject to ratification by the Board. The following committees shall be established by these by-laws without further action by the Board:

- (a) Negotiations Committee – Consisting of appointed members and the Association’s general counsel (if any). Its purpose is to conduct labor negotiations.
- (b) Political Action Committee (PAC) – Consisting of the Executive Board and any other appointed members.
- (c) By-Laws Committee – Consisting of appointed members.

ARTICLE XIII – BOOKS AND RECORDS

The Association shall:

- (a) Keep accurate and complete books and records of accounts.
- (b) Keep minutes of the proceedings of its members, Executive Board, and committees, having any of the authority of the Executive Board.
- (c) Keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the Association may be inspected by any member, for any proper purpose at any reasonable time with reasonable advance notice.

ARTICLE XIV – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XV – WAIVER OF NOTICE

Whenever any notice is required to be given under the laws of California or pursuant to these by-laws, a waiver of the notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI – AMENDMENTS TO BY-LAWS

These by-laws may be amended or replaced by adoption with a two-thirds (2/3) vote of the members present at any regular or special meeting, provided proper notice of such meeting is emailed to all members in accordance with these by-laws including a copy of the by-laws proposed to be adopted. The revision date and the table of contents of these by-laws shall be updated to reflect any approved amendments which would cause any change.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable, provided they do not conflict with these by-laws.

ARTICLE XVIII – RELEASE TIME

SECTION 1 – RELEASE TIME BANK

The Association shall maintain a release time bank for the purpose of placing members off from regular duty to conduct Association business.

SECTION 2 – DONATIONS TO THE RELEASE TIME BANK

Association members may donate vacation or overtime hours to the Association's release time bank by completing the appropriate form and signing it. The form may be presented to any Executive Board member for processing with the President.

SECTION 3 – PURCHASING OF VACATION HOURS

At the discretion of the Executive Board, the Association may purchase vacation or comp-time hours for purpose of depositing in the release time bank at a reasonable rate determined by the Board. As of January 1, 2013, the rate is \$25.00 per hour for all members.

If on full release time, the Association may purchase vacation or comp-time hours from the President for the purpose of depositing in the release time bank at the rate of \$50.00 per hour.

All money paid to anyone for such purchase of vacation or comp-time hours during a fiscal year shall be reported to the appropriate taxation agencies and to the seller as miscellaneous income on the appropriate form (for example, IRS form 1099).

In order to protect the financial assets of the Association, the Executive Board may only approve for purchase up to an aggregate total of \$7,500.00 of vacation/comp-time each fiscal year. Exceptions to this limitation may be granted to members who are unable to utilize their vacation time and are at risk of ceasing to accrue vacation (such as members on a leave of absence, long-term illness, worker's comp, etc.).

SECTION 4 – PAYMENT FOR OUTSTANDING RELEASE TIME

Hours in the release time bank may also be used to pay the Los Angeles Unified School District for outstanding release time billing. Payment computation shall be hour for hour.

SECTION 5 – DISTRICT FUNDED RELEASE TIME

Whenever an agreement with the Los Angeles Unified School District is in effect for the President, or any other Association officer(s), to be released from duty without loss of pay with the District funding the cost of the aforementioned release, then that officer(s) shall be released from regular work duty in order to conduct Association business.

ARTICLE XIX – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of the Association, its assets remaining after payments of all its debts and liabilities shall be disbursed according to law upon resolution of the Board.