

BYLAWS
OF
WESTERN STATES MOUNTED OFFICERS ASSOCIATION, INC.

a California Nonprofit Corporation

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**BYLAWS OF
WESTERN STATES MOUNTED OFFICERS ASSOCIATION, INC.**

ARTICLE I - OFFICES

Section

- 1.01 Principal Office - The principal office of the Corporation for its transaction of business is located in the City of Gilroy, County of Santa Clara, California.
- 1.02 Change of Address - The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change will be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II - MEMBERS

- 2.01 Classification and Qualification of Members - The Corporation shall have the following eligible members: Full-time law enforcement officers and Level I and II reserve officers, active or retired that are interested in law enforcement mounted groups; Level III reserves who are members of a law enforcement mounted group; paid or volunteer civilians associated with a law enforcement mounted unit, and members of a sheriff/police posse, active, retired or separated under honorable conditions.
- 2.02 Eligibility for Membership - Full-time law enforcement officers and Level I and II reserve officers, active or retired that are interested in law enforcement mounted groups; Level III reserves who are members of a law enforcement mounted group; paid or volunteer civilians associated with a law enforcement mounted unit, and members of a sheriff/police posse, active, retired or separated under honorable conditions are eligible to be members of the Corporation.

There shall be no additional memberships granted by the Board of Directors that do not meet the eligibility requirements or qualifications for membership as provided for in Section 2.01. No special, honorary, or other type of membership shall be granted.

There shall be no change in the provisions or wording of Section 2.01 Classification and Qualification of Members, without first a vote of the full membership.

- 2.03 Admission to Membership - Any person qualified for membership under Section 2.01 of these Bylaws, and eligible for membership under Section 2.02 of these Bylaws, shall be admitted to membership only on the approval of the Board of Directors of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors. Membership is new each year and there are no renewals.

An applicant who applies for membership shall provide proof of eligibility for membership by providing a copy of his/her law enforcement agency identification card and verification that they are a member of a law enforcement mounted unit or they are interested in law enforcement mounted groups in conformance with Sections 2.01 and 2.02. Such verification shall be provided on official letterhead of the applicant's law enforcement agency, signed by a supervisor of the applicant or an email from their supervisor from an Official agency email address directly to WSMOA. Retired law enforcement personnel are exempt from providing an agency letter but must provide a copy of their retired law enforcement credentials. Civilians/volunteers that have separated from their agency must provide a letter or email from their agency from an Official agency email address from their former agency directly to WSMOA that they left under honorable conditions.

Members who pay their annual dues after October 1st of the year being paid are not eligible to vote for directors or amendments for that year

- 2.04 Application Fee - There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be nonrefundable.
- 2.05 Dues - The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues. Membership is new each calendar year and there are no renewals.
- 2.06 Number of Members - There shall be no limit on the number of members the Corporation may admit.
- 2.07 Membership Book - The Corporation shall keep in written form the membership book containing the name, address and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection

required by law as set form in Section 2.09 of these Bylaws.

- 2.08 Inspection Rights of Members – All inspection rights of members are governed by California Corporations Code Section 8330, et seq, as though fully set forth hereat.
- 2.09 Certificates of Membership - The Board of Directors of the Corporation may provide for the issuance of certificates evidencing the membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its members except on dissolution.
- 2.10 Nonliability of Members - A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.
- 2.11 Transferability of Membership - Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.
- 2.12 Termination of Membership
- (a) Causes - The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - 1. The voluntary resignation of a member with notice as prescribed by Section 2.13(b) of these Bylaws;
 - 2. Where a membership is issued for a period of time, the expiration of such period of time. Membership ends December 31 in the year the member's dues are paid;
 - 3. The death of a member;
 - 4. The nonpayment of dues, subject to the limitations set forth in Section 2.13 (c) of these Bylaws.
 - (b) Resignation by Giving Notice - The membership of any member of the Corporation shall automatically terminate on such members written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States mail, postage prepaid.
 - (c) Nonpayment of Dues - The membership of any members who fails to pay his or her dues when due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty (30) day period.

- (d) Effect of Termination - All rights of a member in the Corporation and in its property shall cease on the termination of such members membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III - MEETING OF MEMBERS

- 3.01 Place - Meeting of Members shall be held at the principal office of the Corporation or at such location as may be designated from time to time by resolution of the Board of Directors.
- 3.02 Regular Meetings - The members shall meet annually each year, beginning with the year 1996 at 8:00 p.m., for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall, or five (5) percent of the members may, cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.
- 3.03 Special Meetings - Special meetings of members shall be called by the Board of Directors or the Chairman of the Board or the President of the Corporation as is fixed in Section 3.01 of these Bylaws for regular meetings of members, or at such times and places as may be ordered by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.
- 3.04 Notice of Meetings - Written notice of every meeting of members shall be either electronically emailed, personally delivered or mailed by first-class United States mail, postage prepaid, at least fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the mailing or email address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary of the Corporation shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the

person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board or the President of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

- 3.05 Contents of Notice - The notice shall state the place and date of the meeting.
- 3.06 Waivers, Consents and Approvals - The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had a meeting been duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- 3.07 Quorum - A quorum at any meeting of members shall consist of ten (10) percent of the voting power, represented in person or by proxy. For purposes of this bylaw, voting power means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.
- 3.08 Loss of Quorum - The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.
- 3.09 Adjournment for Lack of Quorum - In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.
- 3.10 Voting of Membership
- (a) Entitlement - Each voting member is entitled to one vote on each matter submitted to a vote of the members.
 - (c) Cumulative Voting - Cumulative voting shall not be authorized for the election of

directors or for any other purpose.

3.11 Action Without Meeting by Written or Electronic Ballot

- (a) Ballot Requirements - Subject to the limitations specified in Section 3.11(b) of these Bylaws, any action which may be taken at any meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:
 - 1. The Corporation distributes a written or electronic ballot to every member entitled to vote on the matter;
 - 2. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;
 - 3. The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - 4. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (b) Limitations Pertaining to Election of Directors - Directors may be elected by written or electronic ballot.
- (c) Solicitation of Ballots - Ballots shall be solicited in a manner consistent with the requirements of giving notice of members= meetings set forth in Section 3.04 of these Bylaws and of voting by written or electronic ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.
- (d) Voting by Written or Electronic Ballot - The form of written or electronic ballot distributed to 10 or more members shall afford an opportunity on the form of written or electronic ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written or electronic ballot is distributed, to be acted on by such written or electronic ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in

accordance therewith. In any election of Directors, any form of written or electronic ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member withheld or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

- (e) Revocation of Ballot - A ballot may not be revoked.

3.12 Conduct of Meetings

- (a) Chairman - The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.
- (b) Secretary of Meetings - The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.
- (c) Rules of Order - The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

3.13 Inspectors of Election

- (a) Appointment - In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.
- (b) Duties - The inspectors of election shall perform the following duties:
 1. Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, and the existence of a quorum;
 2. Receive votes, ballots or consents;

3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
4. Count and tabulate all votes and consents;
5. Determine when the polls shall close;
6. Determine the result; and
7. Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

- (c) **Vote of Inspectors** - If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.
- (d) **Report and Certificate** - On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated herein.

ARTICLE IV - DIRECTORS

- 4.01 **Number** - The Corporation shall have nine (9) Directors. Collectively, the Directors shall be known as the Board of Directors.
- 4.02 **Qualifications** - The Directors of the Corporation shall be members. With the exception of the initial Directors, the Directors shall also be members of the Corporation. Each director of the Corporation shall be a member of the Corporation, and if a person ceases to be a member of the Corporation, as defined in Article II, Section 2.01 and 2.02, they become ineligible for re-election to the position of Director, but shall be allowed to serve out their elected term. No more than two (2) Directors may be employed by the same agency during their office tenure, and no more than four (4) members who have honorably retired, medically or otherwise, from regular or reserve employment as a full-time law enforcement officer or a Level I or II reserve officer shall sit on the Board of Directors at one time. It is the intent of this section to assure that not more than two (2) members of an agency serve as a Director of the Corporation at any time. In the event that a member who is employed

by more than one agency, whether in a paid or volunteer capacity, seeks election as a Director of the Corporation, during a time period when two (2) members of any agency currently employing the member are either already Directors of the Corporation, or are seeking election to a position as a Director of the Corporation, the member shall be deemed to also be a member of that agency for purposes of enforcing this provision. In the event that more than two (2) members who are employed by the same agency chose to run for election, the two (2) members receiving the highest number of election votes cast by the membership shall be the Directors of the Corporation for the term elected. All directors must have been a member in good standing for the entire two year period immediately preceding the date of their nomination.

- 4.03 Terms of Office - Each Director shall hold office for a term of two (2) years from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, the Director shall hold office until his or her removal and his or her successor is elected and qualifies no longer.
- 4.04 Nomination - Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. Directors shall be nominated at each annual meeting of regular members, or at any special meeting of the members held in lieu of the annual meeting. All directors shall hold office until their respective successors are elected, except in the case of the resignation, death, disability or the removal of a director.

The Board of Directors shall, at least 60 days before each annual meeting of the members, or special meeting held in lieu of the annual meeting, appoint from the regular members of the Corporation a committee of at least five (5) members who shall, at least 30 days before each annual meeting, or special meeting held in lieu of the annual meeting, submit the names of two (2) persons nominated by the committee to be directors for the ensuing year for each anticipated vacancy. The persons nominated may include any directors or officers who have held or who currently hold office. If the Board of Directors fails for any reason to appoint the committee within the time specified, it shall be the duty of the president to appoint the committee. At the annual meeting, or special meeting held in lieu of the annual meeting, any two (2) regular members of the Corporation may nominate one (1) or more regular members to be directors for the ensuing year, whether or not one fifth of the members are present. All nominations, either by the committee or by two or more regular members, shall be delivered to the secretary of the Corporation, who shall cause a list containing the names of all persons nominated to be mailed to each regular members of the association at least 15 days before the balloting deadline. The names of those persons nominated by the committee shall be indicated by an asterisk on the list.

The election of directors shall be by ballot, and each regular member of the Corporation

shall be furnished with a ballot on which are listed the names of all persons nominated to be director. Those persons receiving the highest number of votes shall be the directors of the association for the term elected.

Each directorship shall be assigned one of the number from one (1) to nine (9), inclusive, and shall retain that numerical designation for the purpose of election identification.

Directors shall serve two (2) year terms, and those directorships having odd number designation shall be filled by election in the odd numbered years. Those directorships having even number designations shall similarly be filled by election in the even numbered years. The directorships are designated as “filled.” Ballots may be cast by mail, or electronic mail, or delivered in person, provided they are received by the Corporation at its principal office no later than November 30 of the election year, if following a regularly held annual meeting, or January 20 following a December special meeting held in lieu of the regular meeting.

4.05 Election - The Directors shall be elected by written or electronic ballot as authorized in Section 3.11 of these Bylaws. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

4.06 Compensation - The Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board at the discretion of the Board of Directors.

Directors who serve as Course Coordinators, Lead Instructors, Secondary Instructors, or Assistant Instructors of any course sponsored by the Organization for profit shall be compensated in the same manner as other members of the Organization who perform the same duties. Rates of compensation shall be established by a majority vote of the Board of Directors.

Directors who receive any financial compensation from their employing agency for attendance or participation in a WSMOA training course shall be ineligible to receive any compensation from WSMOA, including, but not limited to, travel compensation or mileage, paid meals, and paid lodging.

Agency financial compensation shall be defined to include, but not be limited to, use of an agency vehicle or fuel, paid salary from regular employment during the training course, paid mileage, paid meals, or any form of per diem.

An deviation from Section 4.06 may be made on an individual basis upon proper showing of non-reimbursed actual and necessary expenses incurred by a director by a unanimous vote of a quorum of the Board of Directors. Any Board vote to deviate from the provisions

of Section 4.06 shall be on an individual basis, upon showing of special circumstances, and will not constitute precedent in future matters.

4.07 Meetings

- (a) Call of Meetings - Meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors.
- (b) Place of Meetings - Meetings of the Board of Directors may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.
- (c) Time of Regular Meetings - Regular meetings of the Board shall be held, without call or notice, at the principal office of the corporation, immediately following each annual meeting of the members of the Corporation as set forth in Section 2.02 of these Bylaws.
- (d) Special Meetings - Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors. 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, including a voice messaging system or by electronic transmission by the corporation. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attend the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meetings.
- (e) Quorum - A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- (f) Transactions of Board - Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such

meeting.

- (g) **Conduct of Meetings** - The Chairman of the Board or, in his or her absence, any director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- (h) **Adjournment** - A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

4.08 **Action Without Meeting** - Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

4.09 **Removal of Directors**

- (a) **Removal for Cause** - The Board may declare vacant the office of Director on the occurrence of any of the following events:
 1. The Director has been declared of unsound mind by a final order of court;
 2. The Director has been convicted of a felony; or
 3. The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.
 4. The Director has left his/her sponsoring law enforcement agency, and therefore, does not continue to meet the membership eligibility as established by Article II, Section 2.02.
- (b) **Removal Without Cause** - Any or all of the Directors may be removed without cause, if such removal shall be approved by two-thirds (2/3) of all members.

4.10 Resignation of Director - Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.11 Vacancies in the Board

(a) Causes - Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

(b) Filling Vacancies by Directors - Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director.

(c) Filling Vacancies by Members - Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

4.12 Powers of the Board - Subject to the limitations of the Articles of Incorporation and of the General Nonprofit Corporation Law of California on action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers, agents and employees of the Corporation and to prescribe powers and duties for officers, agents and employees as may be consistent with law, with the Articles of Incorporation, or with these Bylaws.

(b) To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations as are not inconsistent with law, with the Articles of Incorporation, or with the Bylaws, as they may deem best.

- (c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purposes of the Corporation and, for that purpose, to cause to be executed and delivered, in the Corporation's name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecation, or other evidences of debt, and securities for them.
- (e) To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Corporation, and to distribute or dispense them.
- (f) To make and publish house rules, not inconsistent with these Bylaws, to govern the operation and use of the Corporate facilities.

ARTICLE V - OFFICERS

5.01 Number and Titles - The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, Training Coordinator, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person.

- (a) **President** - The president shall be the executive office of the Corporation and, subject to the control of the Board of Directors, shall have the general supervision, direction and control of the affairs of the Corporation. They shall preside at all meetings of members and at all meetings of the Board of Directors. At the annual meeting of the members they shall make a report of the general business of the Corporation during the previous year. The president shall nominate all standing committees in accordance with these Bylaws, subject to the approval of the Board of Directors, and shall be an ex-officio member of all committees.
- (b) **Vice President** - The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, the restrictions on the President. The Vice President shall have the responsibility for coordinating and overseeing all Advisory Committees.
- (c) **Secretary** - The secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of the directors and of the members. They shall maintain a membership book for the Corporation showing the name and address of each member. They shall assign a membership number to each member. They shall

conduct the official correspondence of the Corporation and shall perform such other duties as may be designated by the Board of Directors.

- (d) Treasurer - The treasurer shall have general charge of the financial records and accounts of the Corporation and shall oversee the keeping and maintaining of adequate and correct books of account showing the receipts and disbursements of the Corporation and an account of its cash and other assets. It shall be the responsibility of the treasurer to oversee, issue, or cause to be issued, to each member of the Corporation a statement of dues and other indebtedness owed by them in accordance with these Bylaws. The treasurer shall oversee the deposit of all monies of the Corporation with such depositories as are designated by the Board of Directors. They shall cause to be rendered to the president of the Board or Directors or request statements of the financial condition of the Corporation, provided that statements shall be rendered at least quarterly.
- (e) Training Coordinator - The Training Coordinator shall have the overall responsibility to ensure that all training conforms to the Corporation guidelines. It shall be the duty of the Training Coordinator to maintain records and written guidelines for Corporate training. They shall be responsible for informing the Board of Directors of any changes or updates in the training guidelines.

5.02 Appointment and Resignation - The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI - CORPORATE RECORDS, REPORTS AND SEAL

6.01 Keeping Records - The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members, giving their names, addresses, and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either form or in any other form capable of being converted into written form.

6.02 Annual Report - The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual

report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

- 6.03 Annual Statement of Certain Transactions and Indemnifications - The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.
- 6.04 Corporate Seal - The Board of Directors shall adopt a corporate seal which shall be in appropriate form and design. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII - AMENDMENT TO BYLAWS

- 7.01 Amendment - These Bylaws may be amended by the vote or written assent of a majority of the voting members, or the vote of a majority of a quorum of the voting members, at a meeting called for that purpose. In addition, these Bylaws may be amended at any time by the Board of Directors; provided, however, that any amendment to the Bylaws changing the number of directors may not be adopted without the vote or written assent of voting members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of voting members called for that purpose. Any amendment to these Bylaws adopted by the Board of Directors shall be binding on the members unless and until rejected by the voting members at the annual meeting of the association or a special meeting of the members for ratification or rejection at each annual meeting of the Corporation, or at any special meeting held in lieu of an annual meeting, amendments to the Bylaws that may have been made by the Board during the year immediately preceding the meeting.

RATIFICATION OF BYLAWS

**BY THE DIRECTORS
OF THE CORPORATION**

I, as a director of the Corporation, hereby ratify these Bylaws of the Corporation.

Dated: _____

ERIC ANDERSON, President

Dated: _____

TIM DEMPSEY, Vice President

Dated: _____

JACQUIE HARTIGAN, Treasurer

Dated: _____

DOMINIC BERTALOTTO, Secretary

Dated: _____

ROB DAWSON

Dated: _____

RANDY BENTSON

Dated: _____

FEDERICO GONZALEZ

Dated: _____

CATARINO GONZALEZ

Dated: _____

PHIL LODGE

Note – Board member numbers are assigned for election/re-election purposes only. Even numbers are up for re-election on even years, odd numbers for odd years.

**CERTIFICATE OF SECRETARY
OF
WESTERN STATES MOUNTED OFFICERS ASSOCIATION, INC.
a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 20 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on August , 2020.

Dated: _____, 2020

Dominc Bertalotta, Secretary