

The Retired Fire & Police Association - Foundation **By-Laws & Executive Board Rules**

ARTICLE I: Purpose

Section 1. The Retired Fire & Police Association Foundation is a nonprofit public corporation whose purpose is to raise funds from donations from the general public and members of the Retired Fire & Police Association and disburse these funds for charitable purposes.

ARTICLE II: Offices

Section 1. Address. The Board of directors shall determine the address of the Foundation. The keys for any post office box shall be kept by the members directed to do so by the Board.

Section 2. Change of Address. The Board of Directors is hereby granted full power and authority to change the address of the Foundation within the County of San Diego, California. Any such change shall be noted by the Secretary in these By-Laws but shall not be considered an amendment to these By-Laws.

ARTICLE III: Members

Section 1. This Foundation shall have no members.

ARTICLE IV: Financial Status

Section 1. Financial Year. The fiscal year of the Foundation shall be from January through December.

Section 2. Financial Reporting. The complete financial history of the Foundation shall be turned over to the new Treasurer upon entering office. Prior to the turnover to the new Treasurer, an independent audit committee will audit the financial records.

ARTICLE V: Officers

Section 1. Number and Titles. The Administration Officers of the Foundation shall be the Chief Executive Officer (Association President), Secretary, Treasurer and all Board members of the Retired Fire & Police Association.

Section 2. Foundation Benefit Committee. The Foundation Benefit Committee will consist of three members of the Board of Directors appointed by the President of the Association and serve until replaced. A chairperson will be appointed, and it will be the Committee's duty to receive

and review all requests for assistance and present to the next Foundation Board Meeting, those deemed eligible.

Section 3. The Association Board may remove a member of the Benefit Committee with cause.

Section 4. The President of the Association shall, by the following Board Meeting, fill any vacancy on the Benefit Committee.

Section 5. Duties of the President. The President shall preside at all meetings, assign all committees not otherwise appointed, ~~be a member of all committees~~. Make provisions for the duties of absent or suspended officers, prepare an agenda for all meetings, and transact such other duties as they customarily pertain to the Office of the President.

Section 6. Duties of the Secretary. The Secretary shall keep the minutes of all meetings, be responsible for the correspondence of the Foundation and maintain the original copies of the Articles of Incorporation, By-Laws, Rules of Order, Executive Board Rules, and all minutes.

Section 7. Duties of the Treasurer. The Treasurer shall maintain a written account of all Foundation receipts and expenditures, present a written report to the Board of Directors at each Board Meeting and maintain a separate bank account for all Foundation transactions.

Section 8. Deposit and Disbursement of Money and Valuables. The Treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Foundation with such depositories as the Board may designate, shall disburse the Foundation's funds as the Board may order, shall render to the President of the Board and the Board, when requested, an account of all transactions as Treasurer and the financial condition of the Foundation, shall have such other powers and perform such other duties as the Board or the By-Laws may prescribe.

Section 9. Bond. If required by the Board, the Treasurer shall give the Foundation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Foundation of all of the books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 10. Compensation. Officer shall serve without compensation.

ARTICLE VI: Board of Directors

Section 1. Number of Directors. The Foundation Board of Directors will be made up of the same officers and members as are serving as Officers and Members of the Retired Fire & Police Association.

Section 2. Term of Office. Each Member's term shall run concurrently with his/her term on the Association Board.

Section 3. Compensation. The Officers and Directors shall serve without compensation.

Section 4. Meetings. Regular Foundation meetings shall be held monthly immediately following the regular Association Board Meeting.

Section 5. Quorum. A majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business, except as otherwise set forth in these By-Laws.

Section 6. Transactions of the Board. Except as otherwise provided in the Articles of Incorporation or these By-Laws, or by California 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 meetings 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 or such greater number as is required by law.

Section 7. Conduct of Meetings. The President of the Foundation (Association) shall preside at Meetings of the Board. The Secretary of the Foundation (Association) shall act as Secretary for the Board Meetings. The Treasurer of the Foundation (Association) shall act as the Treasurer at Meetings of the Board.

Section 8. Board Vacancies. In the event of the removal, resignation or other loss of a Director, such vacancy shall be filled in the manner prescribed in the Association By-Laws for regular appointment to the office (Art. ~~VII~~ VIII, Sect. 4). The President, with the approval of the Executive Board, shall appoint a member in good standing to fill such vacancy for the remainder of the unexpired term.

Section 9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty- four (24) hours, notice of the adjournment to another time and place must be given prior to the time of the meeting to the Directors who were not present at the time of the adjournment.

Section 10. Appointment of Committees. The President may appoint one or more committees.

ARTICLE VII: Foundation Records and Reports

Section 1. Record Keeping. The Foundation shall keep adequate and correct records of account and minutes of the proceedings of the Board. The minutes shall be in written form. Other books and records shall be kept in either written form or any other form capable of being converted to written form.

Section 2. Annual Report. The Board shall cause an annual report to be made not later than 120 days after the close of the Foundation's fiscal year. The report shall contain the information required by the Corporation's Code and shall be accomplished by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Foundation. The annual report shall be furnished to all Directors.

ARTICLE VIII: Indemnification

Section 1. Right of Indemnity. Acting in good faith to the fullest extent, Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in the Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in the Section. "Expenses", as used in these By-Laws, shall have the same meaning as in Section 7237(a) of the California Corporation's Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(a) or (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 the conduct set forth in Section 7237(b) or (c) has been met and, the Board shall authorize indemnification.

ARTICLE IX: Amendments to By-Laws

Section 1. Amendments by Board of Directors. New By-Laws may be adopted, or these By-Laws may be amended or repealed by a vote or written consent of a majority of the Board voting at which quorums are present.

Section 2. Records of Amendments. Whenever an amendment or new By-Law is adopted, it shall be copied into the records of the Foundation and maintained with the original By-Laws. If any By-Law is repealed, the fact of the repeal with the date at which the repeal was enacted or written assent was filed shall be stated and made a part of the records of the Foundation.

ARTICLE X: Dissolution

Section 1. Dissolution of Foundation. The Foundation may be dissolved upon a vote of the majority of the Board, or as otherwise permitted by the California Corporations Code.

Section 2. Obligation Upon Dissolution. The Board shall satisfy and discharge all debts and other obligations of the Foundation in a manner consistent with the laws of the State of California, the

California Corporations Code, and all regulations and requirements of California nonprofit corporations.

Adopted: December 7, 2001

EXECUTIVE BOARD RULES

The following standing rules have been adopted and may be amended by a majority vote of the Executive Board of Directors:

RULE 1. Board Members. Administrative Officers shall coincide with the current Officers of the Board of Directors for the Retired Fire & Police Association, with terms that are coterminous with their respective Board positions.

RULE 2. Board Meetings. The Executive Board shall meet monthly, unless the President and Vice President feel there is insufficient business to warrant a meeting. The Foundation meeting shall follow the regular RFPA Executive Board Meeting.

RULE 3. Emergency Meetings. In the event a sudden need was to arise between scheduled meetings of the Board, authorization of funds may be granted by telephone from the Benefit Committee and the President or his/her representative.

RULE 4. Foundation Records. The Secretary shall distribute minutes of all Foundation Board Meetings and the financial statement to the members of the Board of Directors, including the President Ex-Officio.

RULE 5. Foundation Reports. It will be the responsibility of the Secretary to include any financial reports, deemed necessary, to the general membership, in the Retired Fire & Police Association Quarterly Newsletter.

RULE 6. Fund Raising. The solicitation of funds shall be the responsibility of all members of the Retired Fire & Police Association. ~~A chairperson~~ **The Association (Foundation) Treasurer from the Executive Board of Directors** shall be appointed to administer these funds.

RULE 7. Expenditure of Funds. A Benefit Committee shall be established for the purpose of making recommendations to the Board, as to the need and the amount of benefit to be paid. The Committee shall consist of three (3) Board members, one of whom shall act as chairperson.

RULE 8. Benefit Limits. The maximum amount paid to individuals or organizations shall be established by the ~~Executive~~ Board, majority vote of a quorum. In no case shall that amount exceed 10% of the funds available.

RULE 9. Application Process. An application form or letter with the appropriate information must be submitted to the Benefit Committee for review. Application forms are available from any Executive Board Member. **Delete this rule.**

Adopted: December 7, 2001