

**BY-LAWS**

**of the**

**LOS ANGELES POLICE EMERALD SOCIETY**

A California Nonprofit Mutual Benefit Corporation

Adopted at the Regular Membership Meeting on March 31, 1999  
Amended at the Regular Membership Meeting on September 10, 2003  
Amended at the Regular Membership Meeting on October 6, 2004  
Amended at the Regular Membership Meeting on May 4, 2005  
Amended at the Regular Membership Meeting on May 3, 2006

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OF  
LOS ANGELES POLICE EMERALD SOCIETY**

**A California Nonprofit Mutual Benefit Corporation**

ARTICLE I

NAME

The name of this organization is LOS ANGELES POLICE EMERALD SOCIETY.

ARTICLE II

PURPOSES

This Corporation is established for the purposes set forth in its Articles of Incorporation.

ARTICLE III

MEMBERSHIP

1. Classes and Qualifications of Membership. The Society shall have four classes of members:

1. Regular Member. This class shall consist of sworn peace officers, law enforcement officers, and criminal investigators of Irish heritage. Regular Members shall have the right to vote on the election of Officers, on the disposition of all or substantially all of the Society's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Society.

- A. A Regular Member in good standing may continue his/her membership in the Society upon voluntary severance from his/her law enforcement agency by retirement or resignation, after honorable and faithful service to his or her law enforcement agency. Any person eligible for Regular Membership who has so severed his or her connection with a law

enforcement agency is eligible to apply for Regular Membership.

B. Anyone who was a Regular Member as of March 31, 1999, but not of Irish heritage, shall continue to be Regular Member as long as that person maintains his or her membership in good standing.

2. Associate Member. This class shall consist of any person sponsored by a member of this society who is in good standing. The Associate Member must be of good character and support the Constitutional form of Government of the United States. Associate Members shall not have voting rights in this Society, with the exception noted below in Section A.

A. If an Associate Member is elected to the position of President, Vice President, Treasurer, Secretary, or Sergeant-at-Arms, that Associate Member shall have voting rights in meetings of the Board of Directors during his or her term as an Officer in this Society.

3. Honorary Members. This class shall consist of those persons so designated by the Board of Directors or by the majority vote of those Regular Members attending a previously scheduled Membership Meeting. Honorary Members shall not have voting rights in this Society and shall not be eligible to be nominated or elected for office in this Society.

4. Lifetime Member (*added to the By-Laws by amendment at the Regular Membership Meeting on September 10, 2003*). This class shall consist of those who meet all of the following requirements:

A. Be a Member in good standing in the Los Angeles Police Emerald Society (LAPES) for no less than five continuous years.

B. Lifetime membership must be approved by at least a two-thirds vote of the Board of Directors or two-thirds vote of those present at a regular meeting.

C. A one-time payment of \$300.00 for Lifetime Membership must be received by the Treasurer or other Board member prior to the vote.

D. Lifetime members shall retain all the rights, privileges and requirements of the type of membership they held prior to attaining Lifetime Membership.

E. Lifetime Members shall continue to meet all the requirements of membership (with the exception of yearly dues payments) of LAPES as

per the current By-Laws.

F. Notification by the LAPES Secretary as the acceptance of the member as a Lifetime Member shall be by written notice to the member within sixty days.

2. Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all Regular and Associate members.
3. Good Standing. Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
4. Termination and Suspension of Membership.
  - (a) Causes of Termination. Membership shall terminate on occurrence of any of the following events: (1) Resignation of the member, on reasonable notice to the Society; (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (3) Failure of the member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable; (4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (5) Expulsion of the member based on the good faith determination by the Board, or a committee or person authorized by the Board, to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Society, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.
  - (b) Suspension of Membership. A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board, to make such a determination, that the member has failed in a material and serious degree to observe the Society's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society. A person whose membership is suspended shall not be a member during the period of suspension.
  - (c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member as determined by the Board, the procedure set forth below shall be followed:
    - (i) The member shall be given 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 registered mail to the member's last address as shown on the Society's records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

5. Transfer of Memberships. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

## ARTICLE IV

### MEETINGS OF MEMBERS

1. Regular Meetings. Regular membership meetings of the members shall be held on a monthly basis on a date, time and place to be designated by the Board of Directors. The date, time, and place of each regular meeting shall be provided in writing to each regular and associate member at least thirty days prior to the date of the meeting.

(a) The January meeting shall be the Annual Meeting of the members.

(b) Order of Business. The order of business at all regular meetings shall be as follows:

1. Call to order, pledge of allegiance, and opening prayer.
2. Introduction of Guests and the Program.
3. Reading of minutes of previous meeting.
4. Reading of names of applicants.
5. Reading of communications.
6. Reports of Officers.
7. Reports of Committees.
8. Old business.
9. New business.

10. Nominations and/or election of officers (Where required by the By-Laws).
11. Good and Welfare
12. Motion to adjourn. Closing prayer.

(a) The membership may dispense with any of the items enumerated above pursuant to an approved motion.

2. Special Meetings. The President must call a special meeting of the members when: a) He or she deems it necessary in the best interest of the Society, or as required by the By-Laws; b) Requested in writing to do so by a majority of the Board of Directors; or c) Requested to do so by an affirmative vote of not less than a majority of the regular members present at a regular meeting.

All special meetings of the members must be called within four weeks of the date of receipt of written request, or a vote by membership as above. Written notice of all special meetings, starting time, date, location and purpose, shall be mailed by the Secretary to each member at the address provided to the Society at least one week prior to the date of such special meeting. No other business except that specified in the written notice shall be discussed or transacted at a special meeting.

3. The presence of three voting members of the Board of Directors and an additional 10 Regular Members in good standing shall constitute a quorum for the transaction of business at a regular or special meeting of the Society.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
5. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.
6. Except where a secret ballot is called for by these By-Laws, voting at all meetings enumerated in these By-Laws shall be done verbally or by a show of hands. However, upon request of a majority present at any meeting, a secret ballot will be taken. If the ballot is secret, the President or Chairman shall appoint three tellers from the members present to tabulate the vote. One teller shall represent the affirmative vote and one teller shall represent the negative vote. The third teller shall be the Sergeant-at-Arms; if the

Sergeant-at-Arms is not present, the President shall appoint another member of the Board of Directors as the third teller. If such secret ballot concerns an election as provided in these By-Laws, then the tellers must include a member representing such candidate for the office concerned, and in such instances the number of tellers may exceed three where required.

7. Roberts Rules of Order (Revised Edition), or any other recognized code of parliamentary procedure, at the choice of the chair, shall be the standard for parliamentary procedure at all meetings of the Emerald Society in the absence of a governing provision in the By-Laws of this Society.

## ARTICLE V

### ELECTION OF MEMBERS

1. Application for membership shall be on the prescribed form, which shall be distributed to prospective members.
2. The applicant shall complete the application and return it to the Society with payment for current dues. The Treasurer shall retain control of each of the checks from membership applicants until the respective applicant has received approval or disapproval for membership.
3. At all regular meetings of the Society, the Treasurer, or another member of the Board of Directors, shall give all membership applications that have been received since the previous meeting to the Secretary who shall read the names for the information of the members present at that meeting. Members having any reason why any applicant should not be admitted to membership must so notify the Board of Directors.
4. When an applicant is admitted to membership, the Secretary shall retain the application for processing, and the Vice President shall ensure that a current membership card is issued to the approved applicant. In the event of disapproval, the Vice President shall return, or cause to be returned, to the disapproved applicant, the dues accompanying such application

## ARTICLE VI

### DUTIES OF MEMBERS

1. It shall be the duty of every member to:

- a. Attend the meetings of the Society and take part in its deliberations.
- b. Comply with the provisions of the By-Laws of the Society.
- c. Support the authorized activities of the Society to the best of his/her ability.
- d. Aid in the attainment of the objectives of the Society as contained in the Articles of Incorporation.

## ARTICLE VII

### BOARD OF DIRECTORS

1. **Responsibility.** Except as otherwise provided by the Articles of Incorporation or by the By-Laws, the powers of the Society shall be exercised, its property shall be controlled, and its affairs shall be conducted by the Board. The Board may delegate management of the activities of the Society to any person or persons or committees however composed, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
2. **Composition.** The Board shall consist of the elected Officers of this Society. All members of the Board shall be members in good standing of this organization.
3. **Voting Rights.** Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no proxy voting.
4. **Regular Meetings.** Regular meetings of the Board shall be held at least four times during a calendar year, two occurring during the first half of the year and two occurring during the last half of the year.
5. **The Annual Meeting of the Board of Directors shall be held on the third Monday in each November, and such meeting shall be considered one of the four mandatory meetings of the Board of Directors, as required above. The meeting day in November can be changed by a 3/5 vote of approval by the Board of Directors.**
6. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called by any Director and shall be held at such place, and on such date and at such time as may be designated in the notice of such meeting.
7. **Notice of Meetings.** At least forty-eight (48) hours notice of regular and special meetings shall be given to each Director, either personally or by mail, postage prepaid, addressed to each Director at the address appearing on the records of the Society.
8. **Place.** The Board shall hold its meetings at such places as it may designate.

9. Quorum. Three-fifths (3/5) of the members of the Board shall constitute a quorum at any meeting of the Board. The act of a majority of the voting power at any meeting at which a quorum is present shall be considered the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.
10. Adjournment. In the absence of a quorum at a meeting of the Board, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board.
11. Validation of Transactions. The transactions of the Board occurring at any meeting, however called or noticed, or wherever held, shall be as valid as though such meeting were duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each Director who would have been entitled to vote at the meeting but who was not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approval shall be filed with the Corporate records and made a part of the minutes of the meeting.
12. Telephonic Meetings. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such a meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.
13. Fees and Compensation. Directors, members of committees, and officers shall receive no compensation for their services. However, they shall be entitled to receive just and reasonable reimbursement of expenses as may be determined by the Board.

## ARTICLE VIII

### OFFICERS

1. Officers. The officers of this Society shall consist of the duly elected President, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms, each of whom shall be a Director. The Board may establish such other officers as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. When duties do not conflict, one person, other than the President of the Board, may hold more than one of these offices.
2. President. The President shall preside at all meetings of the Board, and at all regular membership and special meetings of the Society. The President shall appoint all

temporary and permanent committees and be an ex-officio member of such committees. The President shall have such other powers and duties as may be prescribed from time to time by the Board.

3. Vice-President. The Vice-President shall preside at meetings of the Board, and at all regular membership and special meetings of the Society, in the event of the President's absence or incapacity. The Vice-President shall be the ex-officio Chairperson of the Scholarship Committee. The Vice-President shall have such other powers and duties as may be prescribed from time to time by the Board.
4. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board and of the Society with the time and place of holding, whether regular or special, if special how authorized, the notice thereof given, the names of those present at a Directors' meeting, and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these By-Laws or by law to be given, and the Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.
5. Treasurer. The Treasurer shall be the chief financial officer of the Society and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. All monies and other valuables shall be deposited in the name and to the credit of the Society with such depositories as may from time to time be designated by the Board. The funds of the Society shall be disbursed upon the check or draft of the Society signed pursuant to the order of the Board. When requested by the President or the Board, the Treasurer shall render an account of the financial condition of the Society. The Treasurer shall have such other powers and duties as may be prescribed from time to time by the Board.
6. Sergeant-at-Arms. The Sergeant-at-Arms shall, unless other provisions have been made, take care of the Society's property and be custodian of all of its flags, emblems and banners. The Sergeant-at-Arms shall have such other powers and duties as may be prescribed from time to time by the Board.

## ARTICLE IX

### ELECTION OF OFFICERS

1. Eligibility. No member shall be eligible for nomination or election to an office in the Society unless he or she shall have been a paid-up member in good standing for the two years immediately preceding the date on which nominations are made. It shall be the duty

of the Secretary to certify the eligibility of a member before that member may be accepted as a candidate.

2. No member shall be eligible to vote or nominate in any election of the Society unless he or she is a member in good standing. The Sergeant-at-Arms and/or other person(s) designated by the President shall verify eligibility of each member prior to his or her nomination of, and/or voting for, a candidate.

3. Nominations. The President shall appoint a Nomination Committee at the September meeting of every odd-numbered year, commencing with the meeting held in September 1993. The Nominating Committee shall consist of three (3) paid-up members in good standing, one of whom shall be Chairman.

(a) The Nominating Committee shall present to the membership at the October Meeting of every odd-numbered year, commencing in October 1993, the names of candidates for each office enumerated in these By-Laws. It shall be the duty of the Committee to determine that a proposed candidate is eligible and willing to serve before placing his or her name in nomination.

(b) Notwithstanding the provisions of Section 3 above, any paid-up member in good standing may nominate a candidate for any or all of the elective offices, provided that such nomination is made at the October meeting (as above) and is duly seconded. No nomination shall be made or accepted in any manner after the close of the October meeting at which nominations are made.

4. Elections. The elections shall be held at the November meeting of every odd-numbered year, commencing with the meeting of November, 1993. A majority vote of the eligible members present and voting at an election meeting shall be required to elect.

5. The elected Officers shall assume office on January 1 of every even-numbered year and shall be formally installed at the Annual January Meeting.

6. The term of office for all elected positions shall be two (2) years, unless sooner removed as provided in these By-Laws.

7. Any elected Officer of this Society may be recalled for cause at any time prior to the completion of his or her two year term of office in the following manner only (*added to the By-Laws by amendment at the Regular Membership Meeting on October 6, 2004*):

(a) During a regular membership meeting at which business can be conducted, any Regular Member may make a motion to begin the recall process for a particular Officer of this Society. The motion must state one or more specific reasons for why that Officer should be recalled, and the motion must be seconded. If the Society's President is the

subject of this recall motion, the Society's Vice President shall preside at the meeting during the time in which this motion is under consideration.

(b) After discussion, a secret ballot will be taken on this motion. The President, or the Presiding Officer if the President is the subject of this recall, shall appoint three tellers from the members present to tabulate the vote. One teller shall represent the affirmative vote and one teller shall represent the Officer who is the potential subject of recall. The third teller shall be the Sergeant-at-Arms; if the Sergeant-at-Arms is not present or is the subject of this recall motion, the President, or the Presiding Officer, shall appoint another member of the Board of Directors or another Regular Member as the third teller. A majority vote of the Regular Members present and voting shall immediately start the recall process.

(c) Within two weeks of the start of the recall process, the LAPES membership shall be sent written notification of the proposed recall of the Officer and the cause(s) for this proposed recall.

(d) If the Board member who is the subject of this recall is not present at the membership meeting during which this recall process is started, that Board member shall be given notice of the start of the recall process against him or her and the reason(s) for the proposed recall. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class and registered mail to that Board member's last address as shown on the Society's records. The manner in which notice was given shall be reported at the next regular membership meeting.

(e) Action on the proposed recall shall be taken at the next regular membership meeting following the written notification to the membership, and at which business can be conducted. If the Society's President is the subject of this recall process, the Society's Vice President shall preside at that meeting during the time in which this matter is under consideration.

(f) If the Board member who is the subject of the proposed recall does not wish to be present, he or she may choose to submit a written statement to be read at this regular membership meeting by a LAPES member of his or her choice. After discussion, a secret ballot will be taken at this regular membership meeting. The President, or the Presiding Officer if the President is the subject of this recall, shall appoint three tellers from the members present to tabulate the vote. One teller shall represent the affirmative vote and one teller shall represent the Officer who is the potential subject of recall. The third teller shall be the Sergeant-at-Arms; if the Sergeant-at-Arms is not present or is the subject of this recall motion, the President, or the Presiding Officer, shall appoint another member of the Board of Directors or another Regular Member as the third teller. A two-thirds vote of the Regular Members present and voting at this meeting shall be necessary for the recall of the Officer. The recall shall go into effect immediately upon passage.

(g) The resulting vacancy in office shall be filled according to the procedure already established by Article X, Section 4 of these By-laws.

## ARTICLE X

### VACANCIES

1. Resignation. Any officer may resign his or her office at any time, and such office shall thereupon be declared vacant by the President.
2. Absence. Any officer's office or position may be declared vacant by the President or a majority of the Board of Directors, if such officer shall be absent from three (3) consecutive General Membership meetings, or has not been present for 2/3 of the General Membership meetings and 2/3 of the Board of Directors meetings within each calendar year, provided he or she is first notified of the intended action and directed to show cause, before the Board of Directors, why his or her office or position should not be declared vacant, and he or she fails to appear or show just cause for such absences at the hearing.
3. Declaration of a vacant office. Any office must be declared vacant by the President or the Board of Directors, upon the death of such officer, or where such person is seriously ill to the extent that it is apparent to the majority of the Board of Directors that he or she will be unable to properly perform his or her assigned duties for a prolonged period of time, or where an officer shall resign or otherwise sever his or her connection with his or her respective law enforcement agency. A current office-holder shall be allowed to serve out the remainder of his or her term in that office if the severance from his or her law enforcement agency is due to retirement.
4. Vacancies occurring in accordance with the foregoing sections shall be filled as follows:
  - (a) Upon the vacancy in the Office of President, the Vice President shall succeed to the office.
  - (b) The vacancy in any other office shall be filled by a person designated by a majority vote of the Board of Directors to serve the remainder of the unexpired term of such office. If such designation shall cause a vacancy in some other office, the Board of Directors shall elect a successor for each such vacant office by a majority vote until all offices are filled.

## ARTICLE XI

### COMMITTEES

1. The President shall appoint all committees and the first member named to serve on any committee shall be the Chairman unless the President shall specify otherwise.
2. Temporary committees shall be appointed as required to accomplish a specific assignment and shall be discontinued upon completion of such assignment.
3. The Scholarship Committee shall be a permanent standing committee.
4. No committee shall assume any powers except as may be delegated by the President or granted under these By-Laws, and all committee members shall be responsible for the efficient performance of any duty assigned.
5. Quorum and Meeting. A majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.
6. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.
7. Expenditures. Except as may otherwise be provided by the Board or by these By-Laws, any expenditure of Society funds by a committee shall require prior approval of the Board.

## ARTICLE XII

### THE SCHOLARSHIP COMMITTEE

1. The Scholarship Committee shall consist of a Chairman and two (2) active members in good standing.
2. The Scholarship Awards. The Annual Scholarship to be awarded shall be administered by the Scholarship Committee, subject to the provisions of this Article.
3. Eligibility (*Amended at the Regular Membership Meeting on May 4, 2005 and on May 3, 2006*). The parent, grandparent, legal guardian, aunt, or uncle of the applicant must be a Regular Member or Associate Member of the Society in good standing at the time application is made, and must have been a member in good standing for two consecutive years immediately prior to the first day of January in the year in which the examination is

held. Applications, which will be furnished by the Chairman of the Scholarship Committee upon request, must be filed by the member prior to a date specified by the Scholarship Committee.

- (a) The Scholarship Committee shall verify the eligibility of each applicant as required above.
4. The essay examination shall be held at a place, time and date selected by the Scholarship Committee, and such information shall be mailed to each applicant at his or her home. The examination shall be in essay form on accepted scholastic subjects, and shall be prepared, directed, supervised and graded by accredited educators selected by the Scholarship Committee. All grades assigned to papers shall be final and not subject to any dispute.
5. Scholarship amounts shall be determined by the Board of Directors and the number of such scholarships to be awarded in any given year shall be determined on the basis of the total amount available for such awards.
6. Selection of Winners. The Scholarship Committee may require the children attaining the highest grades in the examination to appear with their respective member-parent or guardian, for an interview with the Committee at a time, place and date specified by the Committee.
7. Manner of Payment (*Amended at the Regular Membership Meeting on May 4, 2005*). All scholarship awards shall be paid either to the post-secondary school in which a winner is currently enrolled, or to the winner upon proof of current enrollment in a post-secondary school.
8. The decisions made by the Scholarship Committee in any matter pertaining to scholarships shall be final provided they are not contrary to any of these By-Laws.

## ARTICLE XIII

### GENERAL PROVISIONS

1. Offices. This Society shall have and continuously maintain a registered office in California.
2. Bonding. All employees handling funds shall be properly bonded.
3. Agents and Representatives. The Board may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society

as the Board may see fit, so far as may be consistent with these By-Laws, the Articles of Incorporation, and the applicable laws.

4. **Contracts.** The Board, except in these By-Laws or otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.
5. **Self-Dealing.** In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly benefits his or her financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion or resolution if he or she first discloses the nature of his or her interest as required by the California Nonprofit Corporation Law.
6. **Indemnification.** The Society may indemnify any Director, officer, employee or agent of the Society for liability incurred (including judgment, fines, reasonable settlements, and reasonable attorneys fees and cost of defense) by such person in the exercise of his or her duties with respect to this Corporation to the extent permitted by the California Nonprofit Corporation Law.
7. **Fiscal Year.** The fiscal year of this Society shall end on the 31<sup>st</sup> day of December each year.
8. **Employee Restrictions.** No paid employee, professional or otherwise, of the Society shall hold office or be a member of the Board.

## ARTICLE XIV

### AMENDMENTS TO THE BY-LAWS

These By-Laws or any part thereof may be amended in the following manner only: The proposed amendment(s) shall be in the form of a resolution in writing, and presented at a regular meeting and shall be referred to the Board of Directors. Notice of such proposed amendment(s) shall be included in the next regular meeting notice and copies of the proposed amendment(s) shall be made available to the membership for review at the next regular meeting occurring after this notice. Action will then be taken on the proposed amendment(s) at the second regular meeting occurring after this notice. A two-thirds vote of the members present and voting at such meeting, shall be necessary for the adoption of such amendment.