

Los Angeles Police Retirement Benefit  
and Insurance Association, Inc.

# RB&I Bylaws

As Revised and Amended

November 2014



# Los Angeles Police Retirement Benefit and Insurance Association, Inc.

## Bylaws

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# Bylaws of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.

## A California Nonprofit Mutual Benefit Corporation

### I. Organization and Purpose

1. **Name.** The name of this corporation is the Los Angeles Police Retirement Benefit and Insurance Association, Inc.
2. **Organization.** The Los Angeles Police Retirement Benefit and Insurance Association, Inc. was originally incorporated on or about February 2, 1937 under the former provisions of Title XII, Article 1, of the Civil Code of the State of California and continues to exist and is governed by the applicable provisions of Title I, Division 2, Part 3, of the Corporations Code of the State of California to carry on the business and purposes generally of a police relief association in accordance with the provisions of Chapter 10A of Part 2, Division 2 of the Insurance Code of the State of California.
3. **Principal Office.** The principal office for the transaction of the activities and business of the corporation shall be in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors shall establish the location of the principal office and may change the principal office from one location to another within the City of Los Angeles.
4. **General Purposes.** The purposes for which the Los Angeles Police Retirement and Benefit Insurance Association, Inc. is formed and exists are to bind the members in a closer bond of fraternity for mutual protection; to aid each other in distress and death; to promote and improve social intercourse and welfare between the members thereof; to provide for retirement benefits to the members thereof and for the death benefits to such beneficiaries as may be designated or nominated in accordance with the Bylaws of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.; to provide for relief to its members and their dependents; and, to do any and all acts necessary, expedient, convenient or incident to the execution of any of its powers or the

administration of its affairs, as stated in its Articles of Incorporation, or as may be implied therefrom or allowed under the laws of the State of California, not inconsistent with the provisions of Chapter 10A of Part 2, Division 2, of the Insurance Code of the State of California.

5. **Limitations.** The Los Angeles Police Retirement and Benefit Insurance Association, Inc. shall not represent any member nor be involved in any proceedings which respect to any labor, legal or disciplinary issue or matter concerning a member, the Los Angeles Police Department or the City of Los Angeles. Los Angeles Police Retirement and Benefit Insurance Association, Inc. shall not be involved in any political campaigns, elections, ballot measures or other political activities within the City of Los Angeles or otherwise. The Los Angeles Police Retirement and Benefit Insurance Association, Inc. shall not make any political endorsements nor make any political contributions. The Los Angeles Police Retirement and Benefit Insurance Association, Inc. shall not engage in or be involved in any lobbying activity nor any activities aimed at influencing public officials or members of a legislative body to promote or secure the passage of legislation or any desired action except as to matters that directly impact the welfare of the Association.

### II. Membership

6. **Membership.** Any recruit in the Los Angeles Police Academy employed by the City of Los Angeles to become a sworn police officer in the Los Angeles Police Department or any active member of the Los Angeles Police Department regularly appointed and sworn in as provided by law to perform the duties of a regular police officer of the City of Los Angeles, under whatever designation in any salary or departmental ordinance providing compensation for members of the Los Angeles Police Department, may become a member of the Los Angeles Police

Retirement and Benefit Insurance Association, Inc. and shall be entitled to participate in the benefits thereof by fully complying with its provisions. The Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall not promise or agree to pay, either directly or indirectly, any consideration of any nature for the solicitation or procuring of members or applicants for membership herein.

7. **Application for Membership.** Any person who is qualified for membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. pursuant to Section 6 may file an application therefore at any time while a recruit in the Los Angeles Police academy, or within one (1) year after becoming a sworn member of the Los Angeles Police Department.
8. **Acceptance of Applications for Membership.** Notwithstanding any provisions in these Bylaws to the contrary, the Board of Directors may approve and accept any completed application for membership or for reinstatement or restoration of membership upon such terms as the Board determines. The effective date of such membership may relate back to and include the date such application was properly submitted to the Los Angeles Police Retirement Benefit and Insurance Association, Inc.
9. **Extension of Application for Membership while in Military Service.** Any member of the Los Angeles Police Department whose time to file an application for membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. has been interrupted at any time by reason of official leave of absence from said Police Department on account of service in the armed forces of the nation in time of war or other national emergency or on account of compulsory service in any capacity in connection with the national defense in time of war or other national emergency, then such member, may file an application for membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. within six (6) months from and after his or her return to active duty in the Los Angeles Police Department.

10. **Continuation of Membership while on Military Leave.** Whenever an active member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. who is in good standing (other than a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. who has retired from active service in the Police Department on pension) is on official leave of absence from the Los Angeles Police Department on account of service in the armed forces of the nation in time of war or other national emergency or on account of compulsory service in any capacity in connection with the national defense in time of war or other national emergency, then such member's dues shall be waived and the member's membership shall continue for the duration of the member's service until such time as the member returns to the Police Department payroll or terminates employment with the Los Angeles Police Department.
11. **Continuation of Membership while Off-Payroll.** Whenever any member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. is off payroll due to a leave of absence, suspension from duty, workers compensation injury or illness, or is otherwise temporarily off active duty from the Los Angeles Police Department, then he or she may continue to maintain his or her membership in the Los Angeles Police Retirement Benefit and Insurance Association provided that said member pays his or her monthly dues in advance each month for the full duration of said leave or period being off active duty. Failure to do so shall constitute withdrawal from membership and a forfeiture of all future rights under any provisions of these Bylaws, and cancellation of his or her death benefit certificate.
12. **Reinstatement of Membership after Return to Payroll.** Whenever any member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. is off active duty with the Los Angeles Police Department because of a leave of absence, suspension from duty, workers compensation injury or illness, or is otherwise temporarily off active duty and whose membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. is terminated during such off duty period due to non payment of dues then such member upon return to payroll

with the Los Angeles Police Department or upon subsequent retirement from the Los Angeles Police Department and the approval of a pension from the City of Los Angeles may remit within ninety (90) days after he or she has been returned to payroll with the Los Angeles Police Department, or retired from the Los Angeles Police Department and obtained a pension from the City of Los Angeles, payment of all dues retroactively for the off payroll periods and may reinstate membership as a member in good standing with the Los Angeles Police Retirement Benefit and Insurance Association, Inc. together with an authorization to deduct all future dues from his or her salary or pension checks. If the member is off active duty for less than ninety (90) days before returning to payroll the retroactive dues owed will be deducted from the member's first salary payroll following return to payroll. Any request for reinstatement after ninety days from when the member has been returned to payroll of the Los Angeles Police Department, or retired from the Los Angeles Police Department and obtained a pension from the City of Los Angeles, may be considered by the Board of Directors and determined at the sole discretion of the Board of Directors.

**13. Reinstatement of Membership after Re-employment.**

Whenever a member has terminated his or her membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. by reason of his or her removal from office in the Los Angeles Police Department and he or she is thereafter reinstated or restored to his or her active position to the Los Angeles Police Department then he or she may within ninety (90) days after he or she has been reinstated or restored to active position with the Los Angeles Police Department, file his or her written application for reinstatement to membership as a new member in good standing with the Los Angeles Police Retirement Benefit and Insurance Association, Inc. together with an authorization to deduct all future dues from his or her paycheck. Upon acceptance of the application the applicant shall be considered a new member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. However, if the Los Angeles Police Retirement Benefit and Insurance Association, Inc. did not previously refund the applicant's dues

before termination of membership then the member shall be entitled to a credit for his or her prior period of membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. If the Los Angeles Police Retirement Benefit and Insurance Association, Inc. previously refunded the applicant's dues as a result of the termination of membership then the applicant shall pay the Los Angeles Police Retirement Benefit and Insurance Association, Inc. the full amount of all dues previously refunded to the applicant together with interest at the rate of six percent (6%) per annum. The applicant shall then be credited with his or her prior period of membership.

14. **Withdrawal of Membership.** Any member may withdraw from the Los Angeles Police Retirement Benefit and Insurance Association, Inc. by submitting a written notice of intention to do so to the Los Angeles Police Retirement Benefit and Insurance Association, Inc. which withdrawal shall take effect upon the expiration of the period for which his or her dues have been paid in advance.
15. **Termination of Membership.** Membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall terminate upon voluntary withdrawal of the member, upon his or her failure to pay his or her dues, or upon his or her removal or resignation from office in the Los Angeles Police Department; and such termination shall become effective on the first day of the following month.
16. **Voting.** Members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provisions for any other payment required under applicable law.



### III. Life Insurance Benefits

17. **Life Insurance Certificates.** Upon the Board of Directors acceptance of a proper application for membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc., which shall be accompanied by an authorization for salary deduction, the Secretary shall in accordance with the Bylaws hereof cause to be issued to each approved applicant a life insurance certificate for the life insurance benefits provided by the Los Angeles Police Retirement Benefit and Insurance Association, Inc., in the form and substance approved by the Board of Directors. The application for membership shall be made a part of said life insurance certificate and shall name the beneficiary or beneficiaries and any and all alternate beneficiaries and shall set forth the amount or amounts which may be due thereon as insurance benefits payable to such beneficiary or beneficiaries upon the death of the member and the conditions under which said amounts may be due and payable. In the event the Association is unable to locate the member's designated beneficiary(ies) of the member's life insurance benefits within three (3) years of the member's death after reasonable and diligent efforts to locate said beneficiary(ies) then upon approval of the Board of Directors the life insurance proceeds payable by the Association upon the death of the member shall be donated to the Los Angeles Police Memorial Foundation.

18. **Change of Beneficiary.** Whenever a member desires to change his or her beneficiary or beneficiaries, the member shall submit a written application for change of beneficiary to the Los Angeles Police Retirement Benefit and Insurance Association, Inc. stating the name and relationship of the person(s) designated as his or her new beneficiary or beneficiaries. Such change of beneficiary shall become effective only when said application actually has been received by the Los Angeles Police Retirement Benefit and Insurance Association, Inc. The consent of the beneficiary or beneficiaries previously designated by the member is not necessary to its validity.

19. **Life Insurance Benefits.** The Board of Directors of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall establish the

amount of the life insurance benefits payable upon the death of a member in good standing. The Board of Directors shall be guided by sound actuarial principles and studies in setting and from time to time changing the amount of the life insurance benefits. The Board of Directors shall not reduce the death benefits without the vote of the membership. The death benefits payable upon the death of a member in good standing presently are as follows:

- (a) **Active Death Benefit.** If a member dies while an active member of the Los Angeles Police Department, the Association shall pay the member's beneficiary(ies) the following death benefit:
  - (i) Fifteen Thousand Dollars (\$15,000.00) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for less than four (4) years.
  - (ii) Twenty-Five Thousand (\$25,000.00) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for four (4) years or more.
- (b) **Retired Death Benefit.** If a member dies after retiring as an active member of the Los Angeles Police Department, then the Association shall pay the member's beneficiary(ies) the following death benefit:
  - (i) Fifteen Thousand Dollars (\$15,000.00) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for less than four (4) years.
  - (ii) Twenty-Five Thousand (\$25,000.00) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for four (4) years or more but less than twenty five (25) years.
  - (iii) Eight Thousand Nine Hundred Thirty Seven and 50/100 Dollars (\$8,937.50) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty five (25) years or more prior to July 1, 2005.

- (iv) Ten Thousand (\$10,000.00) if the member was a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-five (25) years or more after July 1, 2005.

In determining the above benefits the member's length of membership in the Association shall be computed as follows: The day the certificate is issued, as evidenced by the date appearing thereon, shall be reckoned the first day of the certificate year. The corresponding day of the following year shall be deemed the completion of the first year and the beginning of the second year. Each succeeding year thereafter shall be computed in the same manner. Provided, however, that whenever a certificate is issued on the 29th of February during any leap year, the first certificate year of said certificate, and all certificate years thereafter, except leap years, shall be deemed complete on February 28th.

Upon the death of a member in good standing of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. and the surrender of the member's life insurance certificate previously issued by the Los Angeles Police Retirement Benefit and Insurance Association, Inc., the corporation shall issue a check for the life insurance benefit payable to the beneficiary or beneficiaries designated by such member and on record with the Los Angeles Police Retirement Benefit and Insurance Association, Inc. pursuant to Sections 17, 18 and this Section. In the event that all of the member's designated beneficiaries fail to survive the member or that the member failed to designate a surviving beneficiary or beneficiaries, then the life insurance benefit payable upon the death of the member shall be paid to the member's devisee(s) if the member left a valid and effective Will or in the event the member died intestate to his or her heirs at law under the provisions of the California Probate Code.

- 20. **Payment of Life Insurance Benefits.** Payment by the Los Angeles Police Retirement Benefit and Insurance Association, Inc. to the most recently designated beneficiary or beneficiaries of the amount due on the life insurance certificate in accordance with the provisions of the life insurance certificate and the Bylaws of this corporation shall be a full and complete

discharge of all obligations of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. in relation to said life insurance certificate and life insurance benefits payable by virtue of the member's membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc.

- 21. **Legal Claims on Death Benefits.** If after the death of any member in good standing it shall appear to the Los Angeles Police Retirement Benefit and Insurance Association, Inc. that any person other than the beneficiary or beneficiaries of record with Los Angeles Police Retirement Benefit and Insurance Association, Inc. may or may not have a legal claim or right to the member's insurance benefits or any part thereof, then and in the event such payment of such benefits shall be deferred until all such adverse claims or rights have been satisfactorily arbitrated, adjudicated or otherwise settled, and any expense incurred or obligations assumed by the Los Angeles Police Retirement Benefit and Insurance Association, Inc. by reason of said adverse claim or right, including the cost of litigation or arbitration and reasonable attorney's fees, shall be chargeable to and deducted from the amount of benefits due and payable on account of the death of said member.

#### **IV. Retirement Benefits**

- 22. **Cash Surrender of Membership.** Any member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. in good standing who has retired from active service in the Los Angeles Police Department on pension (whether for disability or for aggregate period of service) may elect to terminate his or her membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. and upon surrender of his or her membership certificate for cancellation, receive a cash withdrawal benefit in an amount determined by the length of her or her membership in the Los Angeles Police Retirement Benefit and Insurance Association, Inc. The Board of Directors shall establish the amount of the cash surrender benefit payable upon the withdrawal of a member. The Board of Directors shall be guided by sound actuarial principles and studies in setting and from time to time changing the cash surrender benefits. The Board of Directors shall not reduce the cash surrender benefits without the vote

of the membership. The cash surrender benefits payable upon the withdrawal of a member in good standing presently are as follows:

- (a) One Hundred percent (100%) of the dues paid by the member if a member retires from the Los Angeles Police Department with less than twenty (20) years of membership in Los Angeles Police Retirement Benefit and Insurance Association, Inc.
- (b) Three Thousand Two Hundred Dollars (\$3,200.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty (20) years.
- (c) Three Thousand Three Hundred Sixty Dollars (\$3,360.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-one (21) years.
- (d) Three Thousand Five Hundred Twenty Dollars (\$3,520.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-two (22) years.
- (e) Three Thousand Six Hundred Eighty Dollars (\$3,680.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-three (23) years.
- (f) Three Thousand Eight Hundred Forty Dollars (\$3,840.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-four (24) years.
- (g) Four Thousand Dollars (\$4,000.00) if a member retires from the Los Angeles Police Department after being a member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for twenty-five (25) years.

Any member of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. who has

not retired from the Los Angeles Police Department and who has been a member in good standing for an aggregate period of 25 years or more may elect to terminate his or her membership and, upon surrender of his or her membership certificate for cancellation to receive a cash withdrawal benefit of Four Thousand Dollars (\$4,000.00).

- 23. **Discharge of Obligations.** Whenever any benefits are due to a member or to his or her beneficiary or beneficiaries, there shall be deducted therefrom, any amount due and owing to the Los Angeles Police Retirement Benefit and Insurance Association, Inc. by such member and the remainder paid to such member, beneficiary or beneficiaries. Any payment made by the Los Angeles Police Retirement Benefit and Insurance Association, Inc. to such member, beneficiary or beneficiaries of the balance thus due in accordance with the provisions of the member's life insurance certificate and the Bylaws shall be a full and complete discharge of the obligations of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. in relation thereto.

## V. Dues, Fees and Assessments

- 24. **Dues, Fees and Assessments.** Each member must pay monthly membership dues to the Los Angeles Police Retirement Benefit and Insurance Association, Inc. which shall be Six Dollars (\$6.00) per month, payable in advance by authorized deduction from either the member's salary payroll or pension, or, as otherwise determined by the Board of Directors. An authorization for salary payroll deduction shall be provided and filed with any application for membership. When any member has been a member in good standing for an aggregate period of twenty five (25) years, his or her membership and death benefit certificate shall be deemed to be fully paid up and he or she shall not thereafter be liable for the payment of any further dues.
- 25. **Good Standing.** Any qualified person whose application for membership has been accepted by the Board of Directors and who has paid the required dues, fees and assessments in accordance with these Bylaws shall be a member in good standing of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.

26. **Failure to Pay Dues.** Any member who has failed or neglected to pay his or her dues in advance as above provided shall be deemed to have withdrawn from membership and shall forfeit any and all rights Association, Inc., including any and all rights to the life insurance benefits provided by the Los Angeles Police Retirement Benefit and Insurance Association, Inc.
27. **Partial Refund of Dues.** (Deleted 12-12)

## VI. Membership Meetings

28. **Place of Meetings.** Meetings of the members of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall be held at any place within the City of Los Angeles, California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.
29. **Annual Meeting.** An annual members' meeting of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall be held on the second Tuesday of December each year at 9:00 a.m. unless the Board fixes another date or time and so notifies members as provided in Section 35 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At the annual meeting, any proper business may be transacted, subject to Sections 34 and 37 of these Bylaws.
30. **Special Meetings.** A special meeting of the members of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. for any lawful purpose may be called at any time by the Board of Directors or by the President, Vice President, Secretary or 5 percent or more of the members.
31. **Called Meetings.** A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Vice President or Secretary of the corporation. The officer receiving the request shall

cause notice to be given promptly to the members entitled to vote, in accordance with Sections 35 and 36 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

32. **Proper Business of Special 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.
33. **General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 35 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and not other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the member, but except as provided in Section 37 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
34. **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of written waiver of notice states the general nature of the proposal or proposals:
- (a) Removing a director without cause;
  - (b) Filling vacancies on the Board;
  - (c) Amending the Articles of Incorporation;

- (d) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or
- (e) Electing to wind up and dissolve the corporation.
35. **Manner of Giving Notice.** Notice of any meeting of members shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the last known address of that member appearing in the records of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's records, and no address has been so given, notice to said member shall not be necessary.
36. **Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any member's meeting, or of the giving of such notice by other means, shall be filed and maintained in the corporation's minute book.
37. **Percentage Required.** One Hundred (100) members present at a meeting shall constitute a quorum for the transaction of business at any meeting of members provided, however, that if any regular or annual meeting is actually attended by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 33 of these Bylaws.
38. **Loss of Quorum.** Subject to Section 37 of these Bylaws, 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.
39. **Adjournment and Notice of Adjourned Meeting.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.
40. **Eligibility to Vote.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Sections 42 through 44 of these Bylaws.
41. **Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before voting begins.
42. **Voting.** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to vote of the members. Cumulative voting for directors shall not be allowed and is prohibited.
43. **Approval by Majority Vote.** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit or by the Articles of Incorporation.
44. **Waiver of Notice.** A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

45. **Action by Written Ballot Without a Meeting.** Any action including the election of directors that may be taken at any meeting of members may be taken without a meeting by complying with Sections 46 through 48 of these Bylaws.
46. **Solicitation of Written Ballots.** The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 35 of these Bylaws. All solicitations of vote by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation. In any election of directors, a written ballot that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
47. **Number of Votes and Approval Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
48. **Filing.** All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.
49. **Record Date Determined by Board.** For purposes of determining the members entitled to a notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed:
- (a) for notices of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;
  - (b) for voting at a meeting shall not be more than 60 days before the date of the meeting;
  - (c) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
  - (d) for any other action shall not be more than 60 days before that action.
50. **Record Date for Notice or Voting.** If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.
51. **Record Date for Action by Written Ballot.** If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day the first written ballot is mailed or solicited.
52. **Record Date for Other Actions.** If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful actions shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.
53. **Members of Record.** For purposes of Sections 49 through 52, a person holding a membership at the close of business on the record date shall be a member of record.
54. **Proxies Not Allowed.** No member shall have the right to vote by proxy and any proxy votes are prohibited.

## VII. Election of Directors

55. **Nomination of Directors.** The President shall appoint a committee to select qualified candidates for election to the Board at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election. In addition to the nominating committee, not fewer than 20 members or more may nominate a candidate for director by signing and dating a petition for nomination within 120 days of the election and delivery of said petition to an officer of the corporation at least 90 days before the date of the election. The Secretary shall cause the names of the candidates named by the nominating committee and the names of candidates nominated by petition, upon timely receipt of a petition signed by the required number of members, to be placed on the ballot.
56. **Election, Designation and Term of Office.** Each year in December, four directors, and every third year three directors, shall be elected from the candidates nominated pursuant to Section 55 of the Bylaws by written ballot mailed to the members to hold office for three years. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
57. **Solicitation of Votes.** The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.
58. **Use of Corporate Funds to Support Nominee.** Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

## VIII. Board of Directors

59. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors.
60. **Specific Powers.** Without prejudice to the general powers set forth in Section 59 of these Bylaws, but subject to the same limitations, the directors have the power to:
- (a) Appoint and remove at the pleasure of the Board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
  - (b) Change the corporation's principal office in the City of Los Angeles, California from one location to another; conduct its activities within California; and designate any place within the City of Los Angeles, California for holding any meeting of members.
  - (c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.
  - (d) Borrow money and incur indebtedness on behalf of the corporation.
61. **Duties of Directors.** A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements, and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

62. **Number and Qualification of Directors.** The authorized number of directors shall be eleven (11). The qualifications for directors are that they be a member in good standing who is on active duty in the Los Angeles Police Department except that one (1) member of the Board of Directors may be a member who has retired in good standing from the Los Angeles Police Department with a City pension but maintained his or her life insurance benefits with the Los Angeles Police Retirement Benefit and Insurance Association, Inc. No person shall be elected as director if he or she is presently serving or has served within the last three years as an officer, director or representative of any other Los Angeles Police Association, including but not limited to:

- (a) The Los Angeles Police Federal Credit Union.
- (b) The Los Angeles Police Relief Association, Inc.
- (c) The Los Angeles Police Protective League.
- (d) The Los Angeles Police Revolver and Athletic Club, Inc.

- 63. **Resignations.** Except as provided below, any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.
- 64. **Filling Vacancies.** Except for vacancies created by the removal of a director by the members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.
- 65. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- 66. **Place of Directors' Meetings.** Meetings of the Board of Directors shall be held any place within the City of Los Angeles, California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
- 67. **Meetings by Telephone.** Any directors' meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.
- 68. **Annual Meeting.** After each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business.
- 69. **Other Regular Meetings.** Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board may fix from time to time.
- 70. **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Vice President, or the Secretary or any two directors.



71. **Manner of Giving Notice.** Notice of the time and place of special meetings of the Board of Directors shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail; postage prepaid; (c) by telephone or facsimile; or (d) by electronic mail, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director. All such notices shall be given or sent to the director's address, telephone number, facsimile number or e-mail address as shown on the records of the corporation.
72. **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States Mail at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or e-mail shall be delivered, telephoned, faxed or e-mailed at least 48 hours before the time set for the meeting.
73. **Notice Contents.** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.
74. **Quorum.** A majority of the authorized number of directors consisting of six (6) directors shall constitute a quorum for the transaction of business, except to adjourn. However, if there are only eight (8) acting directors, then five (5) directors shall constitute a quorum. Every action taken or decision made by at least five (5) of the directors present or four (4) of the directors present if there are only eight (8) acting directors at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of directors, if any action taken or decision made is approved by five directors.
75. **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose 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 meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
76. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
77. **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
78. **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
79. **Compensation and Reimbursement.** Directors shall serve without compensation for their services. Directors may be reimbursed for any reasonable business expenses incurred on behalf of the corporation, as may be determined and approved by the Board to be just and reasonable.
80. **Committees of the Board.** The President may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Any such committee shall have no authority to act on behalf of the Board but shall assist and advise the Board in making reports and recommendations to the Board. The President may appoint the following committees:

- (a) **Finance Committee**—A Finance Committee consisting of three members of the Board of Directors shall be appointed by the President, which Committee shall serve as such during the term of the President. It shall be the duty of the Finance Committee to examine and pass upon all bills and accounts presented to the Association and to report thereon to the Board of Directors concerning their regularity, validity, reasonableness and correctness for the business of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. The Committee shall regularly evaluate and advise the Board on all matters relating to the corporation's investments, cost of operation, and income. The Committee shall also perform such other related duties as directed by the President with the consent of the Board.
- (b) **Audit Committee**—An Audit Committee shall consist of three members of the Board of Directors appointed by the President. The Committee shall provide for regular examinations and audits of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.'s books and accounts with appropriate reports to the Board as directed by the President and shall further provide for an annual audit and report by a qualified accounting firm as soon as practicable after December 31, of each year. The Committee shall also perform such other related duties as directed by the President with the consent of the Board.
- (c) **Benefits Committee**—The Benefits Committee shall consist of three members of the Board of Directors appointed by the President and serve during the tenure of the President. The Committee shall review and evaluate the benefits provided by the Los Angeles Police Retirement Benefit and Insurance Association, Inc. to its members. The Committee shall report to the Board on the status of the benefits and the need for actuarial studies of the benefits. The Committee may make recommendations to the Board for any changes in the benefits. The Committee shall also perform such other related duties as directed by the President with the consent of the Board.
- (d) **Membership Committee**—A Membership Committee consisting of three members of the Board of Directors shall be appointed by the President. The Committee shall review the membership of the Association and shall encourage new members of the Los Angeles Police Department to join the Association. The Committee shall monitor the Association's membership and may provide information as to the Association's benefits to new members of the Los Angeles Police Department.
- (e) **Special Committees**—Special Committees may from time to time be appointed by the President with the consent of the Board of Directors consisting of such number as shall be decided by the President, whose duty it shall be to carry out the purpose for which it shall have been created.
81. **Committee Members.** If for any reason, any member of any committee is unable to act, the President may appoint any other qualified member of the Association to act in the place of such disabled member until such disability is removed.
82. **Neglect of Duty of Committee or Committee Member.** If any committee, or any member of any committee, shall willfully neglect to perform the duty or duties for which it or he or she shall have been appointed, the President may, or upon a reasonable showing of such neglect to the satisfaction of the Board of Directors shall, discharge such committee or member who appears guilty of such neglect and appoint a new committee or member to act in the place of such discharged committee or member.
83. **Terms of Committees.** Each committee as herein provided shall serve until its duties shall have been fulfilled and completed and it has been discharged by the President, unless sooner discharged for any cause.
84. **Action of Committees.** The Board may adopt rules for the government of any committee that are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

## IX. Officers

85. **Officers of the Corporation.** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.
86. **Election of Officers.** The officers of the corporation shall be chosen annually by the Board of Directors at the first Board meeting after the annual election of directors and shall serve at the pleasure of the Board.
87. **Removal of Officers.** An officer may be removed with or without cause by the Board as the Board determines to be in the best interests of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.
88. **Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
89. **Vacancies in the Office.** A vacancy in any office because of the death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.
90. **The President.** The President shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. Subject to the control of the Board, the President shall preside at all members' meeting and at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.
91. **Vice President.** In the absence or disability of the President, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
92. **Secretary.** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, an actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.
93. **Membership Records.** The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by Board resolution, a record of the corporation's members, showing each member's name, address, and status. All membership records shall be kept confidential and shall not be used for or provided to any other business or association except as necessary to carry on the business and activities of the corporation.
94. **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
95. **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets and liabilities and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.
96. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the corporation's funds as the Board may order; shall render to the President, and the Board, an account of all transactions as the Treasurer and of the financial

condition of the corporation, and shall have such other powers and perform such other duties as the Board or by Bylaws may prescribe.

97. **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such positions, 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 this Section, and including an action by or in the right of corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
98. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) had been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members shall authorize indemnification.
99. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 97 and 98 of these Bylaws in defending any proceeding covered by these Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by

or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

100. **Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

## X. Assets

101. **Assets.** The assets of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall consist of all dues, fees, assessments, penalties, donations, gifts, accounts, investments and all other monies or other assets received by it from whatever source.
102. **Segregation of Assets.** The assets of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. may be segregated and divided into as many separate accounts as determined by the Board of Directors and prescribed by the Bylaws, the California Nonprofit Corporation Law and any other applicable law or regulation.
103. **Board to Control Assets.** The Board of Directors of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall, subject to the terms, conditions and provisions of the Bylaws and the provisions of the California Nonprofit Corporations Code and any other applicable law or regulation have the full custody, control and management of all assets received or disbursed by or for the Los Angeles Police Retirement Benefit and Insurance Association, Inc.
104. **Investment of Funds.** The Board of Directors shall invest the funds of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. in a good faith manner that the Board believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances consistent with

the objectives of 1) Safety of Principal, 2) Income, 3) Growth of Assets. In dealing with investment assets, the Board shall avoid speculation and look instead to the permanent disposition of the funds considering the probable income and the probable safety of the Corporation's capital. The rate of return objective shall be to meet or exceed the actuarial assumed rate of return in order to pay present and future member benefits. Results should be evaluated over rolling five year periods, but shorter term results will be monitored and earlier action taken if in the best interests of the Association.

No less than 40 percent (40%) of Association funds shall be invested in fixed income oriented investments including:

- (a) Securities guaranteed by the Federal Government or an Agency of the Federal Government or mutual fund that invests in Government securities
- (b) Deposits in banks, savings and loans, and credit unions insured by the Federal Government or agency thereof
- (c) Mutual Funds that invest in corporate bonds
- (d) Mutual funds that invest in international government bonds
- (e) Other income oriented investments approved by a majority vote of the Board of Directors

No more than Sixty Percent (60%) of the Association funds shall be invested in mutual funds or other professionally managed portfolios that invest in U.S. equities, foreign equities and alternative investments.

For purposed of meeting the 60/40% test of equity and income investments, the portfolio will be tested at the end of each calendar year. If necessary, the portfolio will be rebalanced within 30 days of receipt of the year end financial statement prepared by the Association's accounting firm. A majority vote of the Board will be used to determine the proper classification of any investment into the income or equity category.

The Board of Directors may retain the services of one or more professional investment consultants or advisors to provide investment and financial counsel and advice to the Board. The Board shall keep sufficient cash on hand or on deposit in any bank or banks which are members of the Federal Reserve System as the Board deems necessary and convenient for the execution of the business of the Association.

105. **Tax Exempt Status.** All passive investment income of the Los Angeles Police Retirement Benefit and Insurance Association, Inc. shall be used for the payment of life, sick, accident, or other benefits (within the meaning of Internal Revenue Code Section 501(c) (9)) in accordance with provision of the Bylaws, and for the payment of reasonable costs of administration directly connected with payment of those benefits.

## XI. Corporate Records

106. **Maintenance of Corporate Records.** The Corporation shall keep:
- (a) Adequate and correct books and records of account;
  - (b) Written minutes of the proceedings of its members, Board and committees of the Board; and
  - (c) A record of each member's name, address and status.
107. **Maintenance and Inspection of Articles and Bylaws.** The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.
108. **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
109. **Annual Report.** An annual report shall be prepared after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is not such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
- (b) A statement of the place where the names and addresses of current members are located.

The corporation shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided below, on written request by a member, the Board shall promptly provide the most recent annual report to the requesting member. This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

110. **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

- (a) Unless approved by the members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the corporation, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
  - (A) Any director or officer of the corporation, its parent or its subsidiary;
  - (B) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

111. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

112. **Amendment of Bylaws.** Subject to the rights of members under Sections 113 through 116 of these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

- (a) Materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer;
- (b) Increase or decrease the number of members authorized in total or for any class;
- (c) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (d) Authorize a new class of membership.

113. **Changes to Number of Directors.** The Board may not, without the approval of members, specify or change any Bylaw provision that would change the authorized number of directors.

114. **High Vote Requirement.** If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

115. **Members Approval Required.** Without the approval of the members, the Board may not adopt, amend or repeal any Bylaw that would:

- (a) Increase or extend the terms of directors;
- (b) Allow any director to hold office by designation or selection rather than by election by a member or members;
- (c) Increase the quorum for members' meetings;
- (d) Create proxy fights.

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

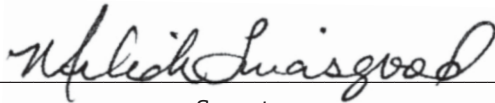
### Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Los Angeles Police Retirement Benefits and Insurance Association, Inc., a California nonprofit mutual benefit corporation. The above Bylaws, consisting of 18 pages, are the current Bylaws of this corporation as revised and adopted by the Board of Directors and the vote of the membership.

Dated: November 1, 2014

Los Angeles Police Retirement Benefits and Insurance Association, Inc.

By \_\_\_\_\_



Secretary

## Appendix

### Articles of Incorporation Los Angeles Police Retirement Benefit and Insurance Association, Inc.

Know all men by these presents:

That we, the undersigned, who are citizens and residents of the State of California, do voluntarily associate ourselves for the purpose of forming a nonprofit corporation under the provisions of Title XXI, Article I, of the Civil Code of the State of California.

- 1) The name of this corporation shall be: Los Angeles Police Retirement Benefit and Insurance Association, Inc.
- 2) This corporation does not contemplate pecuniary gain or profit to the members thereof and the purposes for which it is formed are:
  - (a) To bind its members in a closer bond of fraternity for mutual protection; to aid each other in distress and death; and to promote and improve social intercourse and welfare between the members thereof; to provide for retirement benefits of the members thereof and of death benefits to such beneficiaries as may be designated or nominated in accordance with the Constitution and Bylaws of the Association; to provide for relief to its members and their dependents;
  - (b) To issue membership and death benefit certificates to its members and to pay death benefits in accordance with the provisions of its Constitution and Bylaws;
  - (c) To make, enact, adopt, amend, repeal, or otherwise change, and to enforce the provisions of its Constitutions and Bylaws, which authority it hereby expressly conferred;
  - (d) To prescribe the amount of dues and provide for the methods of payment or collection thereof;
  - (e) To receive dues, donations, bequests, gifts and or property of what kind or nature whatsoever;
  - (f) To own, possess, buy, sell, exchange, hypothecate, mortgage, lease, convey, encumber, transfer, or otherwise dispose of all property, real or personal, which may be necessary, incident, convenient or desirable for the use of its members, or for the administration of its affairs;
  - (g) To have, own, and use a corporate seal;
  - (h) To carry on the business and purposes generally of a police relief association under and in accordance with the provisions of Chapter 10-a of Part 2, Division 3 of the Insurance Code of this State;
  - (i) To do any and all acts necessary, expedient, convenient, or incident to the execution of any of its powers or administration of any of its affairs, as in these articles expresses, or as may be implied therefrom, or as provided under its Constitution and Bylaws.
- 3) The principal office for the transaction of the business of this Association shall be located in the City of Los Angeles, County of Los Angeles, State of California



4) The number of directors, unless or until otherwise changed in the Constitution and Bylaws of this Association duly adopted, which authority is hereby expressly conferred, shall be four (4), and the names and addresses of the persons who are to act in the capacity of directors until the selection of successors, and their appropriate titles as set opposite their names are as follows:

George E. Allen, President, 541 West 99th Street,  
Los Angeles, CA

C.A. Hodson, Vice President, 1433 So. Beverly  
Drive, Los Angeles, CA

Jas L. Western, Secretary, 6521 Drexel Avenue,  
Los Angeles, CA

H.S. Eaton, Treasurer, 4210 Kenwood Avenue,  
Los Angeles, CA

5) The Constitution and Bylaws of this Association shall provide for the qualification, number, and tenure of the officers and directors of the Association, and may specifically set forth the powers and duties of all officers and directors of this Association and the manner of their election.

6) The authorized number and qualifications of its members, different classes of membership, the property, voting and other rights and privileges of each class of memberships, and the liability of each and all classes and members as to dues and the method of collection thereof; shall be set forth in its Constitution and Bylaws, which authority is hereby expressly conferred.

7) The powers of this Association, shall be vested in its officers and Board of Directors, to be exercised in accordance with the provisions of its Constitution and Bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of January, 1937.

(Signed) George E. Allen  
C.A. Hodson  
Jas L. Western  
H.S. Eaton

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES )ss

On this 25th day of January, in the year 1937, before me, W.T. OLNEY, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared GEORGE E. ALLEN, C.A. HODSON, JAS L. WESTERN, and H.S. EATON, known to me to be the persons whose names are subscribed to the foregoing instrument, and they duly acknowledged to me that they executed the same.

Witness my hand and official seal the day and year first in this certificate above written.

(Signed) W.T. OLNEY  
Notary Public

In and for the County of Los Angeles, State of California  
My Commission expires August 2, 1940

## **Consent to Organization of the Los Angeles Police Retirement Benefit and Insurance Association, Inc.**

We, the undersigned, being the persons names in the Articles of Incorporation of the Los Angeles Police Retirement Benefit and Insurance Association, Inc., as incorporators thereof; do hereby consent to the holding of the organization meeting thereof in Room 55, City Hall, Los Angeles California, on the 8th day of February, 1937 at 10:00 A.M. on said date.

Dated: February 8, 1937

(Signed)

G. E. ALLEN,  
President

C.A. HODSON,  
Vice President

JAS L. WESTERN,  
Secretary

H.S. EATON,  
Treasurer

## **Chapter 10A, Part 2, of The Insurance Code of The State of California Firemen's, Policemen's or Peace Officers' Benefit and Relief Association**

(Chapter 10A, added by Stats., 1935, chap. 161, p. 797)

- 11400. Scope of Chapter
- 11401. Certificate of authority, requirement and issuance.
- 11402. Incorporated or unincorporated associations
- 11403. Membership
- 11404. Compensation for procuring memberships prohibited
- 11405. Election of officers
- 11406. Benefits, to whom to be paid
- 11407. Contributions

11400. **Scope of Chapter.**  
Fireman's, policemen's or peace officer's benefit and relief associations now existing, or which may be formed hereafter for the purpose of aiding their members or dependents of their members in case of sickness, accident, distress or death, shall be subject to the provisions of this chapter. While such an Association operates strictly in accordance with this chapter, it shall not be subject to any other provision of this code nor to any law of this State relating to insurance, whether now existing or hereafter enacted, except when expressly designated therein. (Added by Stats. 1935, p. 1935, p.797.) See Stats. 1935, p. 706.
11401. **Certificate of Authority, Requirement and Issuance.**  
Such an Association shall not operate or do business in the State without a certificate of authority. The commissioner shall issue a certificate of authority to any such Association unless he determines, after examination, that it does not comply with the provisions of this chapter. The filing fee for the application for the certificate of authority shall be five hundred ninety dollars (590). (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706. Amended by Stats. 1976, p. 2007; Stats. 1981, p. 4433 operative July 1, 1982; Status. 1985, p. 770.
11402. **Incorporated or Unincorporated Associations.**  
Such an Association may be incorporated or unincorporated, but if incorporated, it shall neither issue nor be authorized to issue shares of stock. (Added by Stats. 1935, p. 797). See Stats. 1935, p. 706.
11403. **Membership.**  
The membership of such Association shall consist solely of the following or any combination thereof:
- (a) Members of police departments of municipal or public corporations or districts.
  - (b) Members of fire departments of municipal or public corporations or districts.
  - (c) Peace or law enforcement officers who are regular and salaries officers or employees of the State or of a single county or other political subdivision or public or municipal corporation.
  - (d) Persons who are emergency medical services personnel and employed by a fire department of a city, county or district.
  - (e) Persons who at the time of becoming members of such association were qualified pursuant to subdivisions (a), (b), (c), or (d) of this Section. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706; Amended by Stats. 1986, p. 467.
11404. **Compensation for Procuring Members Prohibited.**  
Such Association shall not pay, promise or agree to pay, either directly or indirectly, any consideration of any nature for the solicitation or procuring of member or applications for membership. (Added by Stats. 1935, p. 797) See Stats. 1935, p. 706.
11405. **Election of Officers.**  
The trustees, directors or governing body of such Association, by whatever name their office is known or designated, shall be elected by the membership of the Association. (Added by Stats. 1935, p. 797.)
11406. **Disposition of Contributors.**  
Moneys or property directly or indirectly contributed to such Association by its members shall not be paid out as benefits to any persons other than its members, their dependents, or beneficiaries nominated in writing by them. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706.
11407. **Support of Association.**  
Such Association shall be supported mainly by contributions from its members, whether in the form of fees, dues, assessments, or otherwise and by donations made to it from time to time. (Added by Stats. 1935, p. 797.) See Stats. 1935, p. 706.

