

**CALIFORNIA NARCOTIC
OFFICERS'
ASSOCIATION**

B Y L A W S

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**BYLAWS OF THE
CALIFORNIA NARCOTIC OFFICERS' ASSOCIATION**

1.00 NAME

- 1.01 The name of the corporation is the California Narcotic Officers' Association, a California nonprofit mutual benefit corporation and is hereinafter referred to as the Association.
- 1.02 The principal offices of the Association shall be located in the State of California at a place designated by resolution of the Executive Board.
- 1.03 The Association shall have an official seal in the form prescribed by the Secretary of State of California.
- 1.04 The Association shall have an official insignia/logo in the following form:
An outline of the State of California containing the letters CNOA in a vertical direction, corresponding with the angle of the state, with twelve stars in a circle projected by individual lines from the approximate center of the state.

2.00 OBJECTS

2.01 Objectives of this Association shall be:

To unite into one organization all peace officers and non peace officers as defined hereinbelow, regardless of religion, sex, race, creed, color, national origin or age, who share a common interest in narcotic law enforcement;

To educate the membership and the public on the dangers of narcotic and drug abuse;

To benefit the public interest in the area of narcotic and drug abuse enforcement;

To promote and foster mutual cooperation between narcotic enforcement officers, their agencies, private industry and the public;

To provide a medium for the exchange of ideas and new techniques used by both criminals and investigators;

To conduct training seminars, institutes, conferences, and research into educational methods for narcotic and drug abuse control;

To take notice of new trends in narcotic and drug abuse;

To provide narcotic and drug abuse information suitable for distribution to the adult and juvenile public;

To keep the membership and the public informed of current statute changes and judicial decisions;

To engage in cultural, civic, legislative, political, fraternal, educational, charitable, welfare, social, and other activities which further the interests of this organization and its membership, directly or indirectly;

To provide assistance, financial, moral, or other to other police and law enforcement organizations or other bodies having purposes and objectives in whole or in part similar or related to those of this organization;

To provide a benevolent organization;

To engage in community activities which will advance the interests of this organization and its members in the community and in the nation, directly or indirectly;

To protect and preserve the Association as an institution and to perform its legal and contractual obligations;

To carry out the objectives of the Association;

To receive, manage, invest, expend or otherwise use the funds and property of this organization to carry out the duties and to achieve the objectives set forth in these bylaws and for such other additional purposes and objects not inconsistent therewith as will further the interests of this organization and its members, directly or indirectly.

- 2.02 It is recognized that the problems with which this organization is accustomed to deal are not limited, but encompass a broad spectrum of economic and social objectives set forth above and as the Association may determine from time to time; we determine and assert that the participation of this Association, individually and with other organizations, in the pursuit and attainment of the objectives set forth herein is for the sole benefit of the organization and its members.

3.0 MEMBERSHIP

3.01 Eligibility for membership shall be as set forth in the bylaws, and applicants for membership shall comply with and be subject to the requirements imposed by these bylaws.

3.02 The Association shall have four classes of members as follows:

3.02.01 **Regular Member.** A regular member shall be any of the following persons:

- A. A peace officer, active or honorably retired, as defined in sections 830.1 through 830.6 of the California Penal Code
- B. Sworn special agents of the United States whose primary job assignment is the enforcement of criminal statutes of the United States Code
- C. California Attorney General and criminal deputies
- D. District Attorneys of California counties and their criminal deputies
- E. City Attorneys of California cities and their criminal deputies
- F. Administrator, Youth and Adult Correctional Agencies
- G. Director, California Department of Corrections
- H. Director, California Department of Youth Authority
- I. Wardens of California penal institutions
- J. Members of the judiciary
- K. Members of the California Adult Authority
- L. Members of the California Youth Authority
- M. United States Attorney General, United States Attorneys and criminal assistants
- N. Active members of the armed forces of the United States assigned to law enforcement or investigative activities
- O. Active members of the California National Guard assigned to law enforcement or investigative activities
- P. Investigative analysts of public agencies or the armed forces of the United States whose principal assignment is to assist narcotics investigators in controlled substance violation investigations with full voting powers on all issues presented to the membership.

3.02.01.1 For the purposes of these bylaws, honorably retired shall mean any person who has retired after completing not less than the minimum number of years of service and who has reached the minimum retirement age of their employing agency, or any person who has been retired from service by their employing agency as a result of disability.

3.02.02 **Associate Member.** An associate member shall be any of the following persons:

- A. Members of the California Legislature
- B. Members of the United States Congress
- C. Instructors and technical staff of accredited colleges or universities engaged in teaching or research in criminal law, police administration, or other phases of criminal justice
- D. Persons employed by public agencies or private companies as an investigator, security agent or in a closely allied pursuit who:
 - 1. Actively participates and cooperates in criminal apprehension and prosecution; or
 - 2. By the nature of their business, occupation or profession has contact with regular members of the Association in the performance of their duties.

Associate members may not vote on any issue and they may not hold state level elective or appointive office or the office of regional chairperson or regional vice-chairperson. Associate members shall be subject to the provisions of these bylaws.

3.02.03 **Lifetime Member.** A lifetime member shall be any of the following persons upon nomination and approval by the Executive Board:

- A. Persons retiring from the office of President of the Association
- B. Regular members who joined the Association on or before December 31, 1993 and who maintained their membership in good standing for 10 consecutive years.
- C. Regular members who joined the Association on or after January 1, 1994, and who maintained their membership in good standing for 15 consecutive years.
- D. Any regular member who has served the Association with honor and distinction, upon recommendation by the Executive Board and approval by a three-fourths (3/4) vote of the members present and eligible to vote at the Annual Meeting
- E. Recipients of the Narcotic Officer of the Year, Alfred E. Stewart Memorial Award with full voting power on all issues presented to the membership.
- F. Any Associate or Honorary member may become a Lifetime Associate member if, after 15 consecutive years they have served the Association with honor and distinction, and upon the recommendation by the Executive Board.

3.02.04 **Honorary Member.** An honorary member shall be a person who has shown particular interest in the objectives of the Association. Honorary members shall be appointed by the Executive Board. An

An honorary member shall have no vote, pay no dues, and draw no benefits.

- 3.03 Membership in good standing includes any person who fulfilled the requirements for membership in this Association and who has not voluntarily withdrawn, become ineligible for continued membership, or been suspended or expelled as provided in the bylaws of this Association. Every member by virtue of his membership in this Association is obligated to adhere to and follow the terms of the Association's bylaws with respect to his rights, duties, privileges, and immunities conferred by them and by statute. Each member shall faithfully carry out such duties and obligations and shall not interfere with the rights of fellow members. Rank shall not exist in the Association. Duly elected directors of the Association shall have full authority in the office to which they were elected in order that they may fully and faithfully discharge their duties.
- 3.04 All regular and associate members shall make an affirmative declaration of their eligibility to hold membership in the Association at the time of their application for membership and each year they renew their membership.
- 3.05 Membership in this Association shall not vest any member thereof with the right, title or interest to or in the funds, property or other assets belonging to the Association now or hereafter to be acquired. No members shall have a property right to membership in this organization.
- 3.06 A member shall lose his good standing in the organization by suspension or expulsion from membership after appropriate proceedings consistent with the bylaws, by becoming 90 days in arrears in the payment of dues, or by written notification of resignation.
- 3.07 Any member losing his good standing status shall not be entitled to attend the meetings or to any of the benefits of this Association.

4.00 MEETINGS OF MEMBERS

4.01 **Annual Meeting.** An annual meeting of the members shall be held between September 1 and November 30 of each year, at a date and time designated by the Executive Board for the transaction of such business as may come before the meeting.

The location of the annual meeting shall alternate between the Northern area of the state in odd numbered years and in the Southern area of the state in even numbered years, or the annual meeting maybe held within an area outside of the State of California immediately bordering respective Northern or Southern area for that year.

4.02 **Special Meetings.** Special meetings of the members may be called by the Executive Board, the President, or at the written request of 5% of the members in good standing. Reasonable notice of such special meetings shall be given to the membership, which notice shall specify the business to be brought before such meeting, and only the business so specified shall be considered at the meeting. Items considered at such special meetings may be brought up for reconsideration at the next regular meeting.

4.03 **Notice of Meetings.** Notice of each annual meeting shall be mailed at least 30 days and not more than 90 days prior to the meeting. In the case of a special meeting, notice of time and place and general subject matter shall be mailed at least 30 days prior to the meeting.

4.04 Members constituting two percent of the total membership of the Association eligible to vote at any meeting shall constitute a quorum and are qualified to transact any business lawfully brought before the Association. If a quorum is not present at any meeting, the majority of members present may adjourn the meeting without further notice.

4.05 Proxies shall not be allowed at meetings of the membership.

4.06 Minutes of each annual and special meeting shall be available within 30 days of the date of the meeting in a place open for inspection by the members.

4.07 The Executive Board shall have the authority to present any question to the general membership of this Association, in writing, at any time with or without advance notice. Any question so presented shall be done pursuant to the applicable provisions of the California Corporations Code.

4.08 As an exception to the foregoing, the Association may conduct meetings by electronic means as provided in the California Corporations Code sections applicable to nonprofit corporations under the circumstances specified therein.

5.00 EXECUTIVE BOARD

- 5.01 The affairs of the Association shall be managed by an Executive Board, each member of which shall at all times be a regular or lifetime member of the Association in good standing.
- 5.02 Except as may be otherwise provided in these bylaws, the Executive Board is authorized and empowered to conduct and manage the affairs of this organization, and to manage, invest, expend, contribute, use, lend and acquire Association funds and property in the pursuit and accomplishment of the objectives set forth in these bylaws and resolutions adopted in furtherance thereof. The Executive Board is hereby empowered, in addition to such other general powers conferred by these bylaws or by statute, to:
- 5.02.01 Make and change rules and regulations not inconsistent with these bylaws for the management and conduct of the affairs of this Association; and to transact all business between membership meetings, except as may be otherwise provided for herein.
 - 5.02.02 Provide for salaries, allowances, direct and indirect disbursements, expenses, and reimbursement of expenses for officers, agents, and employees.
 - 5.02.03 Provide for direct and indirect loans for such purposes and with such authority, if any, as it deems appropriate, and with such arrangement for repayment as it deems appropriate, all to the extent permitted by law.
 - 5.02.04 Provide for the employment and payment of attorneys, accountants and such other special or expert services as may be required for the organization; and to secure an audit or review of the books of this organization by a public accountant.
 - 5.02.05 On behalf of the Association, its officers, employees or members, to initiate, defend, compromise, settle, arbitrate or release or to pay the expenses and costs of any legal proceedings or action of any nature if, in its judgment, it may be necessary or desirable to protect, preserve, or advance the interests of the organization and/or its members.
 - 5.02.06 Fill all vacancies in the Executive Board, which occur during their term of office for the remainder of such term unless otherwise required by law.
 - 5.02.07 Transact all business and manage and direct the affairs of the Association between annual meetings except as may be otherwise

herein provided for. It may delegate to any of its officers any of the functions and powers herein set forth, other than the power to fill vacancies in office.

- 5.02.08 To lease, purchase or otherwise acquire in any lawful manner for and on behalf of the Association, any and all real estate and other property, rights and privileges, whatsoever deemed necessary or convenient for the prosecution of its affairs, and which the organization is authorized to acquire, at such price or consideration and generally on such terms and conditions as it thinks fit, and at its discretion to pay therefore either wholly or partly in money or otherwise.
 - 5.02.09 Sell or dispose of any real or personal estate, property, rights or privileges belonging to the Association whenever in its opinion the Association's interests would thereby be promoted.
 - 5.02.10 Create, issue, and make deeds, mortgages, trust instruments and agreements and negotiable instruments secured by mortgage or otherwise, and to do every other act or thing necessary to effectuate the same.
 - 5.02.11 Create trusts, terminate and effectuate the same.
 - 5.02.12 Delegate any of the powers of the Executive Board in the course of current business of the organization to any officer or agent upon such terms as the Executive board may see fit and to designate substitutes for the Executive Director for the purpose of signing checks to pay bills in the event that he/she shall become ill or otherwise incapacitated.
 - 5.02.13 Determine, in accordance with these bylaws, the membership which shall vote on agreements and the composition of other membership meetings, and adopt rules and regulations concerning the conduct thereof not inconsistent with these bylaws.
 - 5.02.14 To do all acts, whether or not expressly authorized herein which the Executive Board may deem necessary or proper for the protection of the property of the Association and for the benefit of the organization and members.
 - 5.02.15 Suspend the voting rights and rights of any member for cause as provided in these bylaws.
- 5.03 The following elected and previously elected persons shall comprise the Executive Board:

- A. President
- B. First, Second, Third and Fourth Vice Presidents
- C. Sergeant-at-Arms
- D. Regional Chairpersons
- E. Past Presidents

5.04 Executive Board shall hold regular meetings not less than four times per year and shall meet at the call of the President or First Vice President or at such times and places as six or more members of the Executive Board may request.

5.05 Eight members of the Executive Board; one of which shall be the President, or in his absence the First Vice President; excluding the past presidents, shall constitute a quorum. A majority of the members of the Executive Board present at any meeting may adjourn from time-to-time until a quorum is present. The action of a majority of the Executive Board present at a meeting at which a quorum is present shall be the action of the Executive Board.

5.06 Proxies shall not be allowed at Executive Board meetings.

5.07 In lieu of an actual meeting of the Executive Board, the Executive Board may act on urgent matters by consultation and poll of the members of the Executive Board, conducted at the request of the President, First Vice President, or not less than six members of the Executive Board.

The Executive Director or his/her designee shall conduct the consultation and poll. All persons required to be consulted and polled shall be provided with the same information on which to base their decision.

The consultation and poll of the executive board may be conducted by telephone, print, or electronic media.

In conducting the poll, the following persons shall be contacted: the President, the four vice presidents, the Sergeant at Arms, the regional chairpersons and the active past presidents. If the Executive Director is unable to contact any of the persons to be polled, the record of the poll shall indicate the reason or circumstances for contact not being made.

Actions shall be deemed approved by the Executive Board with a majority vote of those polled, provided the number of persons with whom contact is actually made is not less than the number required to establish a quorum as defined above.

Any action taken pursuant to this section shall be reported in writing at the next regular meeting of the Executive Board and shall have the same force and effect as if such action was taken at a regular meeting of the Executive Board.

- 5.08 No officer or other member of the Executive Board shall vote upon any issue in which the officer or other member of the Executive Board has a financial interest, employment interest, or any conflict of interest as determined by the Executive Board.

6.00 OFFICERS AND THEIR DUTIES

- 6.01 The elected officers of the Association shall be a president, a first vice president, a second vice president, a third vice president, a fourth vice president, and a sergeant-at-arms, who at all times shall be regular or lifetime members of the Association.
- 6.02 The appointed, non voting, officers of the Association shall be an executive director and a general counsel both of who shall serve until they resign, are replaced, or lose eligibility to hold office. The executive director and the general counsel shall have no vote on any matter before the Executive Board regardless of their membership status.
- 6.03 The Executive Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Executive Board may, from time to time, determine.
- 6.04 **Qualifications.** Each elected officer of the Association and candidates for sergeant-at arms must:
- A. Be a regular or lifetime member with not less than two years of membership in good standing in the association, and
 - B. Be a person named in section 3.02.01, subsection (A) or (B) of these bylaws, and
 - C. Have completed not less than a one year term as a regional chairperson of this Association, and
 - D. Be in good standing with his/her employing agency.
- 6.04.01 In odd numbered calendar years, candidates for the position of sergeant-at-arms must be members of a regional chapter designated in these bylaws as a northern region.
- 6.04.02 In even numbered calendar years, candidates for the position of sergeant-at-arms must be members of a regional chapter designated in the bylaws as a southern region.
- 6.05 **Progression.** The officers, except the executive director and general counsel, shall progress through each successive position from sergeant-at-arms to fourth vice president, from fourth vice president to third vice president, from third vice president to second vice president, from second vice president to first vice president, from first vice president to president.
- 6.06 **Term.** The officers of the Association, except the executive director and general counsel, shall hold office for one year unless he/she shall sooner

resign, or shall be removed, or otherwise disqualified to serve. For the purposes of this section, one year shall be the calendar year, January 1 to December 31.

- 6.06.01 After completing a term as president, the person will become a past president who shall be a member of the Executive Board, but who shall no longer be an officer of the Association.
- 6.07 Any officer may be removed from office with cause by the membership. Any officer may resign at any time by giving written notice to the Executive Board, the President or the Executive Director. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6.08 A vacancy in any office shall be filled by the Executive Board as provided in these bylaws.
- 6.09 No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 3 of this Article.
- 6.10 The duties of the officers are as follows:
 - 6.10.01 **President.** The President shall preside at meetings of the Executive Board, and the Association, shall appoint the chairperson and members of committees, shall see that orders and resolutions of the Executive Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.
 - 6.10.02 **First Vice President.** The First Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Executive Board.
 - 6.10.03 **Executive Director.** The Executive Director will record votes and keep the minutes of all meetings and proceedings of the Executive Board and of the members; keep appropriate current records showing the members of the Association; shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by actions of the Executive Board; shall sign all checks and promissory notes of the Association, keep proper books of account; cause an annual review of the books of the Association to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a monthly statement of income and expenditures; and perform such other duties as directed by the President or the Executive Board.

7.00 NOMINATION AND ELECTION OF OFFICERS

- 7.01 **Nomination.** Nomination for election for the position of sergeant-at-arms shall be made in the form prescribed by the Election Committee.
- 7.02 The nomination form shall contain the name and signature of not less than three members in good standing of the Association in support of the nominee. The nomination form shall also contain the signature of the nominee indicating the persons desire to be placed on the ballot.
- 7.03 Nominating forms must be filed with the Association, at its office, between March 1 and June 15, or the first Monday after June 15 if it falls on a weekend in the calendar year when the election is to be conducted.
- 7.04 **Election.** The election of the sergeant-at-arms shall be conducted annually by mail if there is more than one candidate for the position. The election of the sergeant-at-arms shall take place not less than 60 days prior to the annual meeting and is to be conducted in accordance with the applicable provisions of the California Corporations Code. The candidate receiving the largest number of votes shall be elected. The candidates shall be advised of the results by the President at least 30 days prior to the annual meeting. The results of the election shall be announced at the annual meeting.
- 7.05 If only one nomination petition is received by the filing deadline, no election need be held, and the nominee shall assume the office of sergeant-at-arms as if elected by a vote of the membership.

8.00 REMOVAL

- 8.01 Any elected officer of the Association may be removed from office for cause by a two-thirds (2/3) vote of the members of the Executive Board subject to ratification by a two-thirds (2/3) vote of the Association members.

- 8.02 Any vote of the Association membership to ratify a removal action of the Executive Board shall be conducted pursuant to the applicable provisions of the California Corporations Code, except that instead of a simple majority of the votes cast, a two-thirds (2/3) majority is required.

- 8.03 If two-thirds (2/3) of the ballots received by the deadline to return ballots support removal of the elected officer, the action of the Executive Board shall be deemed ratified and the effective date of removal shall be the next calendar day.

9.00 VACANCIES

- 9.01 Vacancies in the offices of president, first vice president or second vice president shall be filled by the Executive Board, which shall appoint a Past President from the same area of the state to complete the unexpired term. A Past President so appointed shall progress through each successive position until he/she completes an additional term as president as prescribed in sections 6.05 and 6.06 of these bylaws.
- 9.02 Vacancies in the offices of third vice president, fourth vice president and sergeant-at-arms shall be filled by a special election which shall be conducted not more than 120 days after the vacancy occurs. The special election shall be conducted in accordance with the applicable provisions of the California Corporations Code. Candidates to fill these vacancies shall meet the requirements set forth in section 6.04 of these bylaws and must come from the same area of the state as the person vacating the office.
- 9.02.01 The Executive Board, at its discretion, may appoint a Past President, from the same area of the state as the person vacating the office, to serve in the vacated position until the required election is completed.

10.00 DUES

- 10.01 Each regular and associate member shall pay dues.
- 10.02 Annual dues shall be determined by a majority vote of the Association members present at the annual meeting.
- 10.03 Effective January 1, 2004 Annual Dues are \$75.00.
- 10.04 Lifetime and honorary members shall pay no dues.
- 10.05 Any member who is more than 90 days in arrears in the payment of dues shall be suspended from membership and shall be reinstated only by the payment of the initiation fee and dues.
- 10.06 Any member suspended for the nonpayment of dues shall lose all previous credit for his prior years of membership toward the attainment of lifetime membership status.

11.00 BENEVOLENT

11.01 The Association shall serve as a benevolent organization for its members.

11.02 The Association shall create and maintain a Benevolent Fund, which shall be deposited in trust at the direction of the Executive Board.

11.03 The Executive Board shall serve as the trustees and administrators of the Benevolent Fund.

11.04 Moneys for the benevolent fund may be obtained from:

- A. The total net proceeds of any fund raising activity specifically designated as a benevolent fund raising event;
- B. Donations by individuals and organizations;
- C. Contributions by the members;
- D. All interest or dividends earned by moneys in this fund shall be deposited in the Benevolent Fund.

12.00 REGIONAL ORGANIZATION OF THE ASSOCIATION CHAPTERS

12.01 **Regional Chapters.** The Association shall be divided into nine chapters.

12.01.01 Eight regional chapters shall be designated by number and shall encompass the following areas of the State of California:

- A. Region I: The counties of Alameda, Contra Costa, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, and Sonoma.
- B. Region II: The counties of Alpine, Amador, Calaveras, Colusa, El Dorado, Glenn, Mono, Nevada, Placer, Sacramento, San Joaquin, Sierra, Stanislaus, Sutter, Tuolumne, Yolo, and Yuba.
- C. Region III: The County of Los Angeles.
- D. Region IV: The counties of Imperial and San Diego.
- E. Region V: The counties of Orange, Riverside and San Bernardino.
- F. Region VI: The counties of San Luis Obispo, Santa Barbara, and Ventura.
- G. Region VII: The counties of Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, and Tulare.
- H. Region VIII: The counties of Del Norte, Humboldt, Lassen, Modoc, Plumas, Shasta, Siskiyou, Tehema, Butte, and Trinity.

12.01.02 The ninth regional chapter shall be referred to as Region IX and shall consist of those members who reside outside the State of California. Members of Region IX are exempted from electing officers and holding regional meetings as they consist of an at-large membership.

12.02 **Northern Regions.** The following regional chapters are the northern regions of the Association: Region I, Region II, Region VII, and Region VIII.

12.03 **Southern Regions.** The following regional chapters are the southern regions of the Association: Region III, Region IV, Region V, and Region VI.

- 12.04 **Regional Meetings.** Regional Chapters I through VIII shall each hold regional meetings not less than once each quarter of the calendar year.
- 12.05 **Regional Officers.** The affairs of each of Regions I through VIII shall be managed by a regional board, the members of which shall be members in good standing of the Association in the regional chapter on which regional board they serve.
- 12.05.01 Regions I through VIII shall each elect a regional chairperson, a regional vice chairperson, a regional secretary, and a regional treasurer. No person shall hold more than one office, except that the regional secretary and the regional treasurer may be the same person.
- 12.05.02 The elected members of each regional board may appoint such other members to the regional board as are necessary to conduct the business of the region.
- 12.05.03 Each regional board shall hold regular meetings. A majority of the regional board shall constitute a quorum. The action of a majority of the regional board present at a meeting at which a quorum is present shall be the action of the regional board.
- 12.06 **Duties of Regional Officers and Regional Boards.** The regional officers and regional boards of the Association are authorized and empowered to conduct and manage the affairs of their regional chapters in a manner consistent with the interests of the Association and pursuant to these bylaws and all polices, procedures, rules, regulations, directives and instruction as are from time to time set forth by action of the Executive Board of the Association.
- 12.06.01 The regional chairperson shall represent the region as a member of the Association Executive Board. The regional chairperson shall preside at all regional meetings and ensure compliance with the bylaws, policies, procedures, rules, regulations, directives and instruction as are set forth by the Executive Board of the Association.
- 12.06.02 The regional vice chairperson shall act in the absence of the regional chairperson.
- 12.07 **Qualifications to Hold Regional Office.**
- 12.07.01 To hold the office of regional chairperson or regional vice chairperson, the candidate must:
- A. Be a regular or lifetime member with not less than two years of membership in good standing in the Association, and

- B. Be a person named in section 3.02.01, subsection A or B of these bylaws, and
- C. Be a member of the region in which the candidate seeks election, and
- D. Be in good standing with his/her employing agency.

12.07.02 To hold all other regional offices, the candidate must:

- A. Be a regular, lifetime, or associate member with not less than two years of membership in good standing in the Association, and
- B. Be a member of the region in which the candidate seeks election, and
- C. Be in good standing with his/her employing agency

12.08 **Nominations for Regional Office.** Nomination for election for regional officers shall be made by soliciting letters of interest, for the positions available, from among the members of each region.

Solicitation of letters of interest shall be mailed to all members of the region between August 1 and September 1 of each calendar year.

The solicitation of letters of interest shall include a list of all elected positions available in the specific region and the minimum qualifications for each regional office as specified in these bylaws.

The closing date for submitting letters of interest, to the current regional chairperson, for regional offices shall be October 1st of each calendar year.

Each regional chairperson shall transmit a list of all candidates for regional office to the Executive Director not later than October 10 of each calendar year.

12.09 **Election of Regional Officers.** The election of regional officers shall be conducted by mail if there is more than one candidate for each position. The election of the regional officers shall take place between October 15th and November 15th and shall be conducted in accordance with the applicable provisions of the California Corporations Code. The persons receiving the largest number of votes shall be elected. The results of the election shall be announced at the next regional meeting.

If only one letter of interest is received for any position by the filing deadline, no election need be held, and the nominee shall assume office as if elected by a vote of the membership.

The current regional chairperson shall transmit the results of their regional election to the Executive Director by November 20 of each calendar year.

- 12.10 **Term of Regional Office.** The officers of each region shall hold office for one year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. For the purposes of this section, one year shall be the period of time from January 1 to December 31 of the same year.

12.11

- 12.11 **Removal of Regional Officers.** Any elected officer of a regional chapter of the Association may be removed from office for cause by a two-thirds (2/3) vote of the members of the regional board subject to ratification by a two-thirds (2/3) vote of the regional chapter members.

Any vote of the regional chapter membership to ratify a removal action of a regional board shall be conducted pursuant to the applicable provisions of the California Corporations Code, except that instead of a simple majority of the votes cast, a two-thirds (2/3) majority is required.

If two-thirds (2/3) of the ballots received by the deadline to return ballots support removal of the elected officer, the action of the regional board shall be deemed ratified and the effective date of removal shall be the next calendar day.

- 12.12 **Vacancies in Regional Offices.** Vacancies in the offices of chairperson shall be filled by the vice-chairperson. If the vice-chairperson does not want to assume the duties of the regional chairperson for the remaining term, an election shall be held as provided in these bylaws.

All other vacancies in regional offices shall be filled by appointment by the remaining members of the regional board, subject to a ratification vote of the regional chapter members at their next regular meeting.

13.00 MISCONDUCT, TRIALS AND APPEALS

- 13.01 Each member shall conduct him/herself in such a manner so as to not bring discredit upon him/herself or this Association.
- 13.02 Any member suffering a conviction of, or who enters a plea of nolo contendere to, a crime originally charged as a felony shall forfeit his/her membership in the Association.

Misconduct shall consist of the following:

- A. Refusal or failure without justifiable cause to comply with or abide by the provisions of these bylaws or the valid decision of any officer or officers of this Association.
- B. Committing any act of fraud, embezzlement, larceny or misappropriation of any funds or property or other things of value belonging to the Association or refusing, failing, or neglecting to comply with the provisions of the bylaws requiring a full and accurate accounting of all forms, property, books and records for examination and audit.
- C. Failing, refusing or neglecting to appear, without proper cause, as a prosecuting witness after filing charges against a member or officer of the Association.
- D. Filing false charges against any officer or member of the Association provided, however, that it is understood for the purposes of this provision that false charges are not deemed to include charges of which an officer or member is acquitted but, rather, charges which are filed recklessly or in bad faith without substance, foundation, or reasonable basis of support.
- E. Committing any physical assault upon any officer, member, representative or employee of the Association while such person is engaged in the performance of his duties for the Association.
- F. Failure or refusal to abide by the rules of order or parliamentary procedure established for the conduct of meetings of the Association.
- G. Conduct unbecoming a member of the Association provided, however, that utilization of this provision shall be valid only when charges are set forth in specific terms, specifying the act or acts or conduct alleged to be unbecoming a member.
- H. Abuse of authority as an Officer, Director or Committee member of the Association/.

- 13.04 **Charges.** Any member in good standing may prefer charges of misconduct as defined in section 13.01 or 13.02 against any officer or member of the Association, provided, however, that any charges shall be made within 60 days of the incident giving rise to the alleged act of misconduct or within 60 days of the first discovery of the incident giving rise to the alleged act of misconduct.
- 13.05 All charges shall be preferred in the following manner:
- A. Such charges must be in writing.
 - B. Such charges must be signed by the party or parties preferring the same.
 - C. Such charges must contain a statement of facts out of which such charges originated and set forth a specific act or acts alleged to constitute misconduct, the dates, places and persons.
 - D. State the nature of the violation or violations alleged.
 - E. Refer to the sections of these bylaws, the established policies, decisions, rules and regulations or other governing laws of the Association which it is alleged have been or are being violated.
- 13.06 Notice of charges against any officer or member of the Association shall be sent by the officer or member preferring the charges by certified mail to the Association and a copy sent by certified mail to the accused.
- 13.07 **Trials.** Whenever charges are preferred against an officer or member of the Association, the accused shall be tried within forty-five (45) days by a Trial Board consisting of three (3) regular members to be selected and appointed by the President. If the President is directly or indirectly involved as a party, witness, or otherwise in the conduct-giving rise to the charges, the First Vice President shall appoint the members of the Trial Board. If the First Vice President is also directly or indirectly involved as a party, witness, or otherwise in the conduct giving rise to the charges, another officer shall be given the authority to appoint the members of the Trial Board by the remaining members of the Executive Board.
- 13.08 No name submitted for selection as a member of a Trial Board shall be that of anyone directly or indirectly involve as a party, witness, or otherwise in the conduct giving rise to the charges, and in the event any of the members are so involved they shall be disqualified to sit as a member of the Trial Board.
- 13.09 **Chairman of the Trial Board.** Prior to proceeding with the Trial Board, the members of the Trial Board shall elect one of their group as chairman.

The chairman shall preside at the trial and rule on all questions and points of order.

- 13.10 It shall be the duty of each member of the Trial Board to attend all sessions of the trial. In the event that a member is unavoidably absent from a session of the trial, it may proceed providing that a majority of the Trial Board members are present.
- 13.11 **Rules for Trials.** Except as otherwise provided in this section, Trial Boards may establish their own rules for the conduct of the trial, which shall be in writing and a copy given to the accused and to the party preferring charges in advance of the date set for commencement of the trial. Additional rules of procedure may be determined by the Trial Board during the course of the trial if situations not covered by the rules adopted should occur.

Unless otherwise agreed to by the accused, the trial shall be held within 45 days after receipt of the charges by the accused and not less than two weeks after notification to the accused of the composition of the Trial Board and the date and place of the trial.

If a Trial Board shall fail for any reason to convene within the time period prescribed by this Section for the commencement of the trial, it shall be dissolved and a new Trial Board constituted by the appointing officer and convened within the time limits herein required.

Each party to the proceedings shall have the right to be represented by any member in good standing, except a member involved in the proceedings.

For good cause shown, the accused or the party preferring the charges may request a postponement of the date set for trial. Such motion may be addressed to the chairman of the Trial Board and shall be subject to approval or rejection within the discretion of the members of the Trial Board.

The Trial Board shall tape record trial proceedings. All documents or other items offered as exhibits shall be preserved by the Trial Board. A copy of the official minutes or recording shall be furnished to each party without cost.

Should the accused fail to appear for trial after due notice or should he appear but refuse to comply with the rules for the conduct of the trial prescribed by the Trial Board, or should he engage in conduct designed to obstruct his trial, then in that event the Trial Board shall proceed to conduct his trial in his absence. The accused, the party preferring charges, their representatives, or any witnesses or spectators who are guilty of misconduct before the Trial Board, at the discretion of the chairman of the Trial Board, shall be excluded thereafter from the trial proceedings and the trial shall

trial shall continue in their absence.

After all evidence has been presented and arguments made by all parties and their representatives, the Trial Board shall conclude the trial and, as soon as may be practicable, assemble for consideration of its decision.

- 13.12 The decision of the Trial Board shall be by majority vote of its members, shall be put in writing, and shall contain a statement of the pertinent facts involved, the violations charged, reference to all relevant Articles and Sections of these bylaws and any other governing laws involved, a pronouncement of the guilt or innocence of the party charged, the penalty to be imposed in the event the verdict is one of guilt, which may be reprimand, fine, suspension from officer or suspension or expulsion from membership.
- 13.13 Decisions of the Trial Board shall be submitted by the Trial Board to the executive director of the Association and shall be read at the next regular meeting. Decisions of the Trial Board shall be final and binding unless reversed or modified by the Executive Board.
- 13.14 Copies of the decision of all Trial Board proceedings shall be sent by certified mail to the parties involved, by the executive director.

14.00 POLITICAL ENDORSEMENTS

- 14.01 Endorsements of candidates for elected office shall be limited to those individuals seeking election to positions, which have a direct impact on the affairs of the Association.
- 14.02 No endorsements shall be granted to candidates for election to offices not directly affecting the Association.
- 14.03 The Executive Board is authorized to establish a Political Action Committee (PAC), consistent with all federal, state and local laws, the contributions to which shall be made as determined by the Executive Board, so long as the contributions are voluntary.

15.00 EXHAUSTION OF REMEDIES

15.01 As to all disputes, no member or officer of this Association shall resort to any court or any agency outside the Association unless and until he has exercised all his rights as a member and all forms of relief and avenues of appeal as provided by these bylaws have been exhausted by him, unless otherwise provided by statute.

16.00 NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

16.01 **Non-Liability.** The Association, its directors, and its officers shall not be liable to any of its members for any statements made or published, or for any action taken or not taken, whether in an individual capacity or as a member of the Executive Board, whether the same shall be due to negligence of the Association, or said directors, or elected officers; and each and every member or those that may hereafter become members, shall be deemed to have expressly released the Association, its directors, and its elective officers from any and all liability for such statements or actions, and further, from any and all liability for any reason whatever in connection with the Association and/or its members.

16.02 **Indemnification.** The Association hereby indemnifies each present and future director and elected officer, whether or not then in office, against expenses actually and necessarily incurred or imposed upon him/her (including, but without being limited to, judgments, costs and counsel fees) in connection with the defense of an action, suit or proceeding in which he/she is made a party by reason of being or having been a director or elected officer of the Association except in relation to matters as to which he/she shall be judged in such action, suit or proceeding to be liable for intentional misconduct. Such indemnification shall not be deemed exclusive of other rights to which such director or elected officer may be entitled, under any agreement, a vote of the members, as a matter of law, or otherwise.

16.02.01 The Association may acquire such bonds and or insurance as the Executive Board deems necessary and appropriate for the indemnification set forth in 16.02.

17.00 DISSOLUTION OF THE ASSOCIATION

- 17.01 If the Association shall be dissolved for any reason, the assets of the Association shall be used to fulfill existing financial obligations at the time of dissolution and to pay such expenses as are necessary to dissolve the Association.
- 17.02 Any assets remaining shall be transferred to a nonprofit organization, selected by the Executive Board, which has been formed for purposes substantially similar to those established in these bylaws.

18.00 AMENDMENTS

- 18.01 These bylaws shall be review annually by the members of the Bylaws Committee.
- 18.02 The Bylaws Committee or any four members of the Executive Board may propose amendments to these bylaws. Proposed amendments to the bylaws must be submitted at least one month prior to the meeting at which they will be considered for vote.
- 18.03 These bylaws may be amended as follows:
- A. by a two-thirds (2/3) vote of the membership present at any regular meeting, or
 - B. by a two-thirds (2/3) vote of the Executive Board present at any regular meeting of the Executive Board, which amendment shall become effective upon adoption and shall remain in effect until the matter is presented to the membership at the regular meeting of the membership which next follows.
- 18.04 If the bylaws are amended by the Executive Board pursuant to the provisions of section 18.03 subsection B, and the amendment fail ratification by the membership, said amendment may not be reinstated under 18.03 B.

19.00 GENERAL MATTERS

The most recent edition of Robert's Rules of Order shall govern the conduct of matters and meetings except in cases where such rules conflict with the bylaws, in which event the bylaws shall take precedence.

20.00 SAVING CLAUSE

If any provision of these bylaws shall be declared invalid or inoperative by any competent authority of the Executive, Judicial or Administrative branches of the federal or state government, the Executive Board shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a provision which will meet the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. If any Article or Section in these bylaws should be held invalid by operation of law or by any tribunal of competent jurisdiction, the remainder of these bylaws of the application of such Article or Section to persons or circumstances other than those to which it has been held invalid, shall not be affected thereby.

The bylaws of the California Narcotic Officers' Association as amended, restated and renumbered; adopted on October 10, 1997 by the Executive Board pursuant to the bylaws in effect that date.