

**BYLAWS OF  
THE COMMUNITY BASED PUBLIC SAFETY ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

1.1 **Name.** The name of this organization is THE COMMUNITY BASED PUBLIC SAFETY ASSOCIATION, INC., a nonprofit mutual benefit corporation incorporated in the State of California.

1.2 **Principal Office.** The Board of Directors shall determine, and may change, the location of the corporation's principal office. Any change of address will be noted by the Secretary in the Board Minutes.

**ARTICLE II  
PURPOSES**

2.1 **Specific and Primary Purpose.** The purpose of the corporation is to serve the public interest by encouraging community based public safety practitioners, Association members and the public to engage in the political process to support candidates, public budgets and policies advocating for community based public safety and community violence intervention, as a complementary strategy to policing.

2.2 **Restrictions on Activities.** The corporation shall conduct all its activities within the restrictions established by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the regulations relating thereto as issued by the Department of the Treasury.

**ARTICLE III  
MEMBERS**

3.1 **Members.** The corporation will have members and collect dues.

3.2 **Effect of Prohibition.** Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors. All rights that would otherwise vest under the Nonprofit Mutual Benefit Corporation Law in the members will vest in the directors.

**ARTICLE IV  
DIRECTORS**

4.1 **Authority and Responsibility.** The governing body of the corporation shall be the Board of Directors. The duties of the Board Members include the following:

- (a) To perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or by these Bylaws.

- (b) To supervise all officers, agents, and employees, if any, of this corporation to ensure that their duties are properly performed.
- (c) To supervise the disbursement of the corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may delegate certain of its authority and responsibility to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

4.2 **Number.** The corporation may not have less than one (1) director and may have as many directors as determined by the Board of Directors. The current number of directors is three (3) and this number will be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the Board of Directors in the manner provided in these Bylaws.

4.3 **Term.** Each director holds office for a term of two (2) years from the date of the director's election, and until the director's successor is elected. Notwithstanding this, the term of the initial directors appointed by the Incorporator of the Company shall expire on December 31, 2023.

4.4 **Nomination.** Any person may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

4.5 **Election.** The initial one (1) directors were appointed in the Articles of Incorporation. Thereafter, directors shall be elected by the Board of Directors at its annual meeting or any special meeting held for that purpose. Any director may be reelected at the expiration of his or her term of office.

4.6 **Vacancies.** The Board of Directors, by majority vote, is empowered to appoint directors to fill any vacancies on the Board caused by death, resignation, removal, expansion or otherwise. Such directors shall be appointed for the unexpired terms of their predecessors in office.

4.7 **Removal of Directors.** Any director may be removed for cause by vote of two-thirds of the Board of Directors.

4.8 **Resignation.** Any director may resign from the Board of Directors by giving written notice to the President or the Secretary. Such resignation shall be effective upon receipt of notice by the President or the Secretary, or at such later date as specified in the notice.

4.9 **Compensation.** The directors shall serve without compensation; however, directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

4.10 **Place and Manner of Meeting and Action Without Meeting.** Meetings of the Board of Directors may be held at such place and time as the Board may determine. Special meetings of the Board may be held from time to time upon call of the President, or a majority of the directors. Members of the Board of Directors may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear one another. Action without a meeting may be taken by unanimous written consent signed by all directors.

4.11 **Notice of Meeting.** Written or printed notice of every annual, regular or special meeting of the Board of Directors, stating the place, day and hour of the meeting must be given personally, facsimile, or e-mail to each director at least 48 hours before the meeting, or sent by first-class mail at least four days before the meeting. No notice need be given to any director who actually attends, or who executes and files a written waiver of notice of such meeting, either before or after the meeting.

4.12 **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board of Directors except for actions for which a greater vote may be required by these Bylaws.

4.13 **Voting.** At all meetings of the Board of Directors, each director shall have one vote. In the event that there is a tie vote, the tie breaking vote shall be cast by the Chairman of the Board of Directors even if it means that said director has voted twice.

4.14 **Committees.** The Board of Directors may appoint one or more committees. Any committee to which any authority of the Board is delegated may only be created, and its members appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present.

## **ARTICLE V OFFICERS**

5.1 **Number and Titles.** The officers of the corporation shall be the President, the Secretary, and the Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents and such other officers as the Board of Directors deems advisable from time to time. Any number of offices may be held by the same person.

5.2 **Election.** The initial officers shall be elected by the Board of Directors at the organizational meeting of the corporation. Thereafter, all officers shall be elected by the Board at its annual meeting or any special meeting held for that purpose. Officers shall serve at the pleasure of the Board.

5.3 **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board of Directors. Any officer may resign at any time by given written notice to the corporation and sent to the Board or the President.

5.4 **Chairman of the Board.** The Chairman of the Board shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given, and if present, preside at meetings of the Board of Directors. The Chairman of the Board also shall exercise and perform such other powers and duties as may from time to time be assigned by the Board of Directors or as may be prescribed by these Bylaws.

5.5 **President.** The President is the chief executive officer of the corporation and, subject to the control of the Board of Directors, supervises and controls the affairs of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president of a corporation and other powers and duties prescribed by the Board.

5.6 **Secretary.** The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board of Directors, a book of minutes of all meetings of the Board of Directors, all Unanimous Written Consents of the Board of Directors, and the original or a copy of the corporation's Articles and Bylaws, as amended to date.

5.7 **Treasurer.** The Treasurer shall have the care and custody of, and be responsible for, the funds of the corporation, and shall deposit such funds in the name of the corporation in such banks or safe deposit companies as the Board of Directors may designate. The Treasurer, or any agent appointed by the Board, may make, sign, and endorse in the name of the corporation, all checks, drafts, notes, and other orders for the payment of money, and payout and dispose of such under the direction of the President or the Board. The Treasurer shall keep, or cause to be kept, accurate books of account of all the organization's business and transactions and shall exhibit such books and accounts to any person duly authorized to inspect such records. The Treasurer shall prepare (or cause to be prepared) and file any tax returns required by the Internal Revenue Code and the California Revenue and Taxation Code. The Treasurer will perform any other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

5.8 **Vacancies.** All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a meeting specially called for that purpose.

5.9 **Compensation.** In the discretion of the Board of Directors, the officers may be paid compensation for their services and the officers shall be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

## **ARTICLE VI CORPORATE RECORDS**

6.1 **Maintenance of Corporate Records.** The corporation must keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The corporation must also keep minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

## **ARTICLE VII LIABILITY AND INDEMNIFICATION**

7.1 **Liability.** In the absence of fraud, the directors and officers of the corporation shall not be personally liable for its debts, obligations or liabilities.

7.2 **Indemnification.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, and employees, including such persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in Section 7237(a) of the California Corporations Code, by reason of the fact that the person is or was a person described in that Section. 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.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

8.1 **Amendment.** The Bylaws of the corporation may be adopted, amended or repealed by a majority vote of the Board of Directors.

### SECRETARY'S CERTIFICATE

I hereby certify that I am the duly elected and acting secretary of COMPANY NAME, and that the above Bylaws, consisting of five (5) pages, are the Bylaws of this corporation as adopted by the Board of Directors effective June \_\_, 2021.

Executed on June \_\_, 2021 at \_\_\_\_\_, \_\_\_\_.

By: \_\_\_\_\_