

**AMENDED AND RESTATED BY-LAWS
OF THE LATIN AMERICAN LAW ENFORCEMENT
ASSOCIATION (LALEY)**

ARTICLE. I - NAME

The true and full legal name of this organization shall be the Latin American Law Enforcement Association. It will also be referred to in these By-laws and to the public as “LALEY” or the “Organization.”

ARTICLE II. - PURPOSE

The purpose of this organization is to provide professional, educational, social opportunities to its membership, Law Enforcement and to the community.

ARTICLE III. - OBJECTIVES

Without limiting in any manner the types of activities that the Organization can conduct under its Articles of Association or the California Mutual Benefit Non-Profit Corporation Law, LALEY has the following objectives:

- To provide LALEY members with professional and educational opportunities and make available funds and

resources that members can use for personal career growth and advancement.

- To identify and mentor members of the Organization who will provide future leadership within the Organization.
- To broaden the lines of communications between LALEY, law enforcement agencies, other Latino social, civic and professional organizations and the Latin American community.
- To become further involved in community functions providing a professional, positive and progressive image of law enforcement officers to the Latin American community.
- To participate wherever necessary within the political process in the best interest of the membership, furthering the goals, objectives and interest of the organization, provided that all such activities will be conducted only as permitted under applicable federal and state laws and that the Organization will not take any action which could jeopardize its status as a non-profit corporation under federal and state tax laws.

The continued accomplishments of these objectives will increase the stature of the Organization, and membership, establishing LALEY as the premier positive force within the

Law Enforcement Community.

ARTICLE IV. - MEMBERSHIP

Membership in LALEY shall be open to persons within the law enforcement and the civilian communities at large, who support, adhere and promote the purposes, objectives and goals of LALEY.

Membership is not limited to persons of Latino origin and shall not be denied on the basis of race, sex, sexual preference, religion, marital status, ethnicity or any other discriminatory category.

Membership shall be comprised of the following categories:

A. Regular Members

1. Regular membership and all benefits may be bestowed on any person who meets the following minimum criteria:

a. Is employed by or retired from the Los Angeles Police Department (LAPD) as a full time peace officer .

b. Is of good moral character with goals of promoting the purposes and objectives of the Organization.

- c. Is current with membership dues as set forth by the Organization.
- d. Accepts and adheres to the By-Laws of the Organization.
- e. Conducts himself at all times in a manner as not to embarrass or bring discredit upon the Organization by conduct involving illegal or unethical acts, or omissions.
- f. Is not a member of, supports or advocates any government, organization, or person(s) that promotes, encourages or participates in illegal, discriminatory, or violent acts or actions against the public good or safety.

2. The benefits of Regular membership shall include but not be limited to the following:

- a. To nominate any eligible and qualified person(s) to hold any position for any open or vacated position in any office, committee or position within the Organization in any authorized and recognized election of the Organization.
- b. To vote for any eligible and qualified person(s) in any authorized and recognized election of the Organization.
- c. To accept any nomination for any position, office or committee within the Organization in any authorized and

recognized election of the Organization. A retired Regular member can only accept nominations for the Board of Directors position of a Second Vice President, a Third Vice President or the Sergeant at Arms.

d. To seek the nomination from any eligible member for any position, office or committee within the Organization.

e. To hold any legal and recognized position, office or serve on any committee within the Organization for the duration of time as set forth by the Board of Directors or the By-Laws.

f. To address the Board of Directors or membership in any general membership meeting concerning any subject before the Board or membership.

g. To attend any general membership meeting, function, social event and/or seminar sponsored, presented or otherwise promoted by the Organization.

h. To enjoy any other benefit as set forth by the membership and/or the Board of Directors.

B. Associate Member

1. Associate membership and all benefits may be bestowed on any person who meets all of following minimum criteria:

a. Is employed by any law enforcement agency as a full time peace officer or is a civilian employee of the LAPD.

b. Is of good moral character with goals of promoting the purposes and objectives of the Organization.

c. Is current with membership dues as set forth by the Organization.

d. Accepts and adheres to the By-Laws of the Organization.

e. Conducts himself at all times in a manner as not to embarrass or bring discredit upon the Organization by conduct involving illegal or unethical acts, or omissions.

f. Is not a member of, supports or advocates any government, organization, or person(s) that promotes, encourages or participates in illegal, discriminatory, or violent acts or actions against the public good or safety.

2. The benefits of Associate membership shall include but not be limited to the following:

a. To vote for any eligible, qualified persons in any authorized and recognized elections of the Organization.

b. To hold any committee position within the Organization

for the duration of time as set forth by the Board of Directors.

c. With the approval of the Board of Directors, to address the Board of Directors or membership in any recognized general membership meeting concerning any subject before the Board or membership.

d. To attend any general membership meeting, function, social event and /or seminar sponsored, presented or otherwise promoted by the Organization.

e. To enjoy any other benefit as set forth by the membership and/or the Board of Directors.

C. Affiliate Member

1. Affiliate membership and all benefits may be bestowed on any person who meets all of the following minimum criteria:

a. Is employed by a law enforcement agency in any capacity; or is sponsored and nominated for membership by a Regular member with approval of Board of Directors.

b. Is of good moral character with goals of promoting the objectives of the Organization and the law enforcement community.

- c. Is current with membership dues as set forth by the Organization.
- d. Accepts and adheres to the By-Laws of the Organization.
- e. Conducts himself at all times in a manner as not to embarrass or bring discredit upon the Organization by conduct involving illegal or unethical acts, or omissions.
- f. Is not a member of, supports or advocates any government, organization, or person(s) that promotes, encourages or participates in illegal, discriminatory, or violent acts or actions against the public good or safety.

2. The benefits of Affiliate membership shall include but not be limited to the following:

- a. To hold any committee position within the Organization for the duration of time as set forth by the Board of Directors.
- b. With the approval of the Board of Directors, to address the membership in any recognized membership meeting concerning any subject before the Board or membership.
- c. To attend any general membership meeting, function, social event and /or seminar sponsored, presented or

otherwise promoted by the Organization.

d. To enjoy any other benefit as set forth by the membership and/or the Board of Directors.

D. Application For Membership

Persons desiring membership in the Organization shall adhere to the By-Law procedures and shall submit an application in writing including such personal information as may be noted in the application.

E. Members' Financial Obligations

1. In order to maintain the Organization and to further the goals and objectives the membership shall be required to provide financial support.

2. This financial support shall be made by the membership in a manner as set forth by the By-Laws and shall be regarded as Dues.

3. It is the responsibility of the member to insure that all monies owed to the Organization are credited in a timely manner in the proper amount.

4. All classes of members shall be responsible for the

payment of dues in the method and manner as set forth in the By-Laws.

5. Payment of the dues shall be made in the following manner

a. Payroll Deduction

1. Any member that is an employee of the City of Los Angeles shall pay dues using the payroll deduction method.

2. The rate of deduction shall be made in equal shares in a number as prescribed by the City of Los Angeles, Los Angeles Police Department Fiscal Operations Division.

3. It is the responsibility of the member to insure that the deduction is properly credited in the amount set forth by the By-Laws.

b. Bank Draft or Check

1. Any member not employed by the City of Los Angeles shall remit dues utilizing Check, Money Order or other recognized draft from a recognized financial institution.

2. The draft shall be made payable to “Latin American Law Enforcement Officers Association” or “LALEY.”

3. Dues paid for by draft shall be submitted to and collected by the Organization's Treasurer.

6. Rate of Dues:

a. The amount shall be determined at the option of the Board of Directors by either a 2/3 vote of the general membership in attendance at a regularly scheduled membership meeting or via returned ballots mailed by the US Post Office to the membership.

b. All membership dues shall be the same amount.

ARTICLE V. - REVOCATION OR RELINQUISHMENT OF MEMBERSHIP

A. Revocation

1. Any member is subject to revocation of his/her membership for reasons as set forth within these By-Laws.

2. Any and all revocations shall occur after a proper review of the facts presented to the Board of Directors.

3. Policy and procedure shall be followed as set forth within these By-Laws.

B. Relinquishment

1. Any member may at any time relinquish his/her membership.
2. Relinquishment of membership may be made in writing or, verbally in the following manner.
 - a. Public Notice
 - b. To the Board of Directors.
 - c. To the membership during a membership meeting.
3. The cancellation of the authorization for payroll deduction shall be considered a written request for relinquishment of membership.

ARTICLE VI. - ORGANIZATIONAL ORDER

A. For the good of the Organization and as a responsibility to the membership, the Board of Directors reserves the right to notice, comment, or otherwise discipline any members of the Organization for conduct or deeds that are in violation of the By-Laws, not in the best interest of or otherwise reflect poorly on the Organization.

B. Any adverse comments or actions that may be considered disciplinary shall be initiated after a hearing conducted by the Board of Directors.

C. Any member wishing to bring to the Board of Directors any allegation of conduct or deeds in violation of the By Laws shall do so in the following manner and procedure.

1. The initial allegation shall be in writing fully explaining the situation and identifying any and all witnesses.

2. The allegation shall be affirmed by the member making the allegation and presented to the Organization's Sergeant at Arms.

3. The Sergeant at Arms shall review the document and insure that the allegation involves a member of the Organization.

4. The Sergeant at Arms shall present the allegations to the Board of Directors who will review the allegations to insure that they are based on facts and that there is, if proven true, a violation of the By- Laws.

5. It is the responsibility of the President to determine how the hearing will be conducted and what evidence will be allowed.

6. The accuser can be allowed to present evidence concerning the allegation and to present witnesses.

7. The accused shall be afforded the opportunity to question any witnesses, present any witnesses and present any defenses.

a. The accused may be represented by a Regular member of his or her choice.

b. The accused shall not be compelled to bear witness against himself or herself.

8. Once all evidence has been presented, the Board of Directors may ask any questions pertinent to the case.

9. The Board of Directors shall take the evidence and determine if the violations have occurred.

10. The Board of Directors shall present their findings as soon as practical to the Organization and shall keep them under seal until the findings are made public.

a. The persons directly involved shall be notified as soon as possible.

b. The findings of the Board shall be final and non-

appealable.

11. The findings shall be communicated to the Organization's Newsletter.

12. The penalty for any person found in violation of the By-Laws shall include but not be limited to:

a. Verbal admonishment

b. Public or Private Censure

c. Suspension from membership

d. Removal from office or committee.

e. Revocation of membership.

ARTICLE VII. MEETINGS

A. Membership Meetings

1. Membership meetings shall be comprised of all recognized members of the Organization gathering to discuss and review the business of the Organization.

2. Regular membership meetings shall be held on the last

Wednesday of each odd calendar month. Special membership meetings may be called at any time by a majority of the Board or by the President and will be held at the time and place designated in the notice of the special meeting.

3 The meeting shall be conducted in an open forum format conducted by the Board of Directors and maintained by the Sergeant at Arms. The President of LALEY will chair the meetings unless the Board by majority vote appoints another person to act as chairman of the meeting.

4. The location of the meeting shall be set forth by the Board of Directors.

a. The location shall be easily accessible to a majority of the membership, provided that the Board may call meetings in remote parts of the LAPD service area.

b. The location shall be disclosed as soon a practical and advertised to insure maximum attendance.

5. Members at each meeting shall be afforded the opportunity to review the agenda prior to the meeting.

6. Any member desiring to address the Organization shall as soon a practical notify the Sergeant at Arms and request

inclusion into the agenda.

7. The conduct and tone shall be:

a. Roberts Rules of Order shall be followed concerning questions of parliamentary procedure.

b. Each member the Board of Director shall be familiar with these rules and be provided a copy by the Organization for reference.

8. Quorum

a. A membership meeting shall be considered duly convened when a full quorum of members and the Board of Directors are present at the predetermined time and place.

b. A quorum shall consist of: (1) 10 Regular or Associate members and (2) 50 % plus one of the Board of Directors.

A. Board of Directors Meetings

1. The Board of Directors of the Organization shall meet and review all business pertaining to the Organization.

2. The Board of Directors shall be comprised of all elected or appointed officers of the Organization.

3. The Board of Directors shall meet on the first and third Wednesday of each calendar month.
4. The meetings shall be at a time and place easily accessible to members of the Board (LALEY Office).
5. The time and place of the meeting shall be posted in advance for any member to attend concerning matters before the Board.
 - a. Members may attend as a guest of any member of the Board.
 - b. Each Board member may only invite one member.
6. The President of the Board of Directors shall preside over the meeting.
7. Only members of the Board of Directors shall vote on matters before the Board.

B. Changes in Meetings

1. The time, date and location of meetings may be changed for reasonable cause.
2. The Board of Directors shall make every reasonable

attempt to notify the membership of any changes in time, date and/or location of any meeting.

ARTICLE VII. - OFFICERS

A. Elected Officers

1. The organization shall have officers charged with the operation of the organization.
2. These officers shall collectively be known as the Board of Directors.
3. Individually each officer shall be elected into a specific office with the duties, responsibilities and privileges attached to that office.
4. Each officer shall swear or affirm to uphold the duties and responsibilities of their office, embrace and uphold the goals, objectives and the By Laws of LALEY.
5. Officers shall conduct themselves in a manner as to not bring discredit to themselves, their office and LALEY.
6. Each officer shall work toward the best interest of his or her office, the membership and of LALEY.

B. Unexpired Team of Office

1. Request for resignation by a Board member shall be given in writing or orally to the Board of Directors at the next regularly scheduled Board meeting. The Board will appoint a Regular member to fill the unexpired term of the Board member resigning.

C. Removal from Office

1. An officer of the Organization may be presented to the general membership for removal from office if he/she misses three meetings of the Board of Directors or if one-half or more of the full complement of the Board attest in petition form that the officer in question is not fully performing his/her duties as specified by the By-laws of the Organization. The removal proceedings shall take place during a regularly scheduled general membership meeting. After the charges have been presented to the general membership the accused officer will have an opportunity to examine and answer the charges. If a 2/3 vote of the general membership in attendance for removal is obtained the accused officer will be declared removed from office and a member in good standing will be appointed to complete the unexpired portion of the removed officer's term in the capacity of a committee chairperson.

2. An officer may also be removed from office for misuse of official monies or for engaging in activities otherwise harmful to the Organization. The removal must be carried out by using the procedures given in section 1 above.

3. A chairperson of a committee may be removed for the reasons given in sections 1 and 2 above by a majority vote of the Board of Directors.

4. A member may also be removed from the Organization for gross misconduct or for engaging in activities otherwise harmful to the Organization. The removal shall take place at a general membership meeting as specified in section 1 above.

D. Officers

1. President a. Duties

1. The President shall preside at all meetings of the Organization 2. The President shall represent the Organization in all public or official functions except when otherwise provided by the By-Laws. 3. The President shall be responsible for referring all matters requiring committee action through the vice-presidents to the pertinent chairperson and to the proper committee. 4. The President shall not cause, nor cause any LALEY member or

representative to correspond, relay, or endorse, via written communication with any person, organization or entity on LALEY matters, without prior approval of the majority of the Board of Directors.

1. First Vice-President

a. Duties

1. The First Vice-President shall assist the President in any manner requested by the Board or by the President, shall act in latter's incapacity, absence or inability to act. 2. The First Vice-President shall coordinate and be primarily responsible for the work and performance of the officers appointed to chair the Publicity and Communications Committee, the Speakers Bureau, and the Scholarship Committee or any other committee at the direction of the President. 2. Second Vice-President

a. Duties

1. The Second Vice-President shall assist the First Vice-President in any manner requested by the Board or by the First Vice-President, and shall act in the latter's incapacity, absence, or inability to act.

2. The Second Vice-President shall coordinate and be

primarily responsible for the work and performance of the officers appointed to chair the Recruitment Committee, the Newsletter Committee, and the Liaison Committee for retired officers and other law enforcement officers and agencies.

3. Third Vice-President

a. Duties

1. The Third Vice-President shall assist the Second Vice-President in any manner requested by the Board or by the Second Vice-President, and shall act in the latter's in capacity, absence, or inability to act.

2. The Third Vice-President shall coordinate and be primarily responsible for the work and the performance of the officers appointed to chair the Membership Committee, the Management and Career Development Committee, and the Ways and Means (social) Committee.

4. Recording Secretary

a. Duties

1. The Recording Secretary shall keep the minutes of the general membership meetings and the Board of Director

meetings, shall be entrusted with the records of the minutes of the Organization, shall have ready information for the members and officers of the Organization on decisions of the Organization and of the work expected by the Organization of each of them and shall perform all other functions of the corporate secretary of a non-profit corporation. The Recording Secretary will prepare the minutes and provide them to the Board of Directors within a reasonable time following each meeting for which minutes are kept.

2. The Recording Secretary shall make the minutes of previous general membership meetings available to the newsletter secretary no later than the first and third Wednesday of each month.

5. Newsletter Secretary

a. Duties

1. The Newsletter Secretary shall carry out the correspondence of the Organization and assist the committee chairpersons and the Board of Director with their work in any manner requested by them. He/she shall be responsible for distributing newsworthy information and items of concern and general interest of the membership at large. He/she shall be responsible for distributing a resume of the general meeting minutes and those of the Board of Directors

along with the notice of the next regularly scheduled meeting, not later than the first Tuesday of the month. Informal items of general interest may be included in the Newsletter.

2. The Newsletter Secretary will be responsible for gathering and securing LALEY's historical data.

6. Treasurer

a. Duties

1. The Treasurer and his assistant shall care for and manage the funds of the Organization and shall make financial reports to the general membership every month. He/she shall keep all financial records current and provide the Board of Directors with interim reports as called upon. All disbursements over \$50.00 shall be by check and shall require co-signature from at least two Board Members; either the President, the First or Second Vice-President or the Treasurer. All monies received by LALEY shall be immediately deposited into the appropriate LALEY bank account, except that amounts less than \$100 may be maintained by the Treasurer in a petty cash account which will not exceed \$500 at any time. The Treasurer will keep a ledger of all amount disbursed from the petty cash account.

7. Sergeant-At-Arms

a. Duties

1. The Sergeant-At-Arms shall prepare the meeting room, assist the President in maintaining order during the meetings, and resolve questions regarding parliamentary procedure. He/she shall introduce guests, visitors, and prospective members when called upon, and shall collect fines levied by the President.

8. Chaplain

a. Duties

1. The Chaplain shall give the invocation and benediction at all formal meetings of this Organization and as called upon.

D. Committees

The Latin American Law Enforcement Association shall have the following appointive standing committees with the following assigned duties and such additional duties as the Board may assign or as each committee may determine are consistent with the goals of the committee:

1. Publicity and Commission

a. Disseminate information regarding LALEY with the goal

of presenting a positive image to the general public at all levels. b. Assist the Newsletter Secretary in relaying significant information to the general membership. c. Any notification or public release should be provided to the Board, if practical, prior to its release.

2. Recruitment For Law Enforcement Personnel

a. Encourage and assist in the recruitment of qualified persons into the field of law enforcement.

3. Membership

a. Recruitment of qualified persons into the association. b. Encourage all members to attend meetings and to stay current in their dues. c. Maintenance of current membership roster.

4. Management Development

a. Encourage and mentor members to aspire to and seek management positions with their respective law enforcement agencies. b. Train and guide qualified member into promotional endeavors through concentrated study programs. c. In cooperation with the Speakers Bureau, conduct mock oral board interviews for interested promotional candidates. d. Be advocates on behalf of

members seeking promotional advancement, and, as possible or practical, represent and assist members in seeking promotions.

5. Scholarship Program

a. Seek out qualified young people with potential for learning and provide them with financial assistance to an institution of higher education.

6. Ways and Means – Social

a. Select those means best suited for implementation of assigned projects. b. Seek and maintain adequate financial resources. c. Planning for social events.

7. Historical

a. Maintain a chronicle on the formation, development and function(s) of this Organization. b. Informative articles, reports and photographs shall be derived directly from activities, committee chairpersons, and news reporting media.

8. Liaison Committee

LAPD Officers Retired law enforcement officers Other law

enforcement agencies Community association members

a. In conjunction with the Newsletter Committee to keep these special members well informed and up to date as to the activities of the Organization. b. Provide assistance to the membership chairperson in securing attendance at the monthly meetings. c. Maintenance of current rosters.

9. Financial Review (Audit)

a. Shall be appointed by the President semi-annually. b. Audit association financial records. c. Review expenditures and make recommendations on fiscal policies. d. Make necessary reports to the general membership during the months of June and January.

10. Other committees shall be appointed by the President as needed.

ARTICLE IX. - ELECTION AND REMOVAL OF OFFICERS

A. Elections Committee

1. The Elections Committee shall be selected at the August general membership meeting by those in attendance. The Committee shall consist of the Recording Secretary and three

members selected by the general membership.

B. Election Procedures

1. The Elections Committee shall require at least two candidates per office by the October general membership meeting.

2. All nominations shall be made from the floor at the October general membership meeting.

3. Acceptance or rejection of nomination must be made by the conclusion of the October general membership meeting.

a. All ballots will be mailed to all current dues paying members by no later than October 31. b. The ballots shall be accompanied with a self address numbered stamped envelope c. All ballots shall be returned no later than November 30. d. Only those ballots with a postmark date of no later than December 1, will be considered valid. e. All returned ballots shall only be collected by members of the Election Committee. f. The methods for the collection and tabulation f ballots will be determined by the Election Committee. g. Funds needed to perform the design, mailing, collection and tabulations of the ballots shall be provided by the Organization. h. Only members who are current in their dues will receive a ballot.

C. Installation of Officers

1. Newly installed officers shall immediately assume full responsibility for duties on January 1, 0001 hours 2. Newly elected officers should be ceremonially installed no later than the last week of February.

ARTICLE X. – INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Right to Indemnification.

Subject to the limitations of the California Mutual Benefit Non-Profit Corporation Law, each person who was or is a party or is threatened to be made a party to or is involved (as a party, witness or otherwise) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter a "Proceed-ing"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of another foreign or domestic association, corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of the Proceeding is alleged action in an official capacity as a director, officer, employee

or agent or in any other capacity while serving as a director, officer, employee or agent (hereafter an "Agent"), shall be indemnified and held harmless by the Organization to the fullest extent authorized by statutory and decisional law, as the same exists or may hereafter be interpreted or amended (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Organization to provide broader indemnification rights than were permitted prior thereto) against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes and penalties, amounts paid or to be paid in settlement, any interest, assessments or other charges imposed thereon, and any federal, state, local or foreign taxes imposed on any Agent as a result of the actual or deemed receipt of any payments under this Article) reasonably incurred or suffered by such person in connection with investigating, defending, being a witness in, or participating in (including on appeal), or preparing for any of the foregoing, any Proceeding (hereinafter ("Expenses")); provided, however, that except as to actions to enforce indemnification rights pursuant to Section C of Article X of these By-Laws, the Organization shall indemnify any Agent seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article shall be a contract right. It is the

Organization's intention that these By-Laws provide indemnification in excess of that expressly permitted by the California Mutual Benefit Non-Profit Corporation Law, as authorized by the corporation's Articles of Incorporation.

B. Authority to Advance Expenses.

Expenses incurred by an officer or director (acting in his or her capacity as such) in defending a Proceeding shall be paid by the Organization in advance of the final disposition of such Proceeding, provided, however, that if required by the California Mutual Benefit Non-Profit Corporation Law, such Expenses shall be advanced only upon delivery to the Organization of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Organization as authorized in this Article or otherwise. Expenses incurred by other Agents of the Organization (or by the directors or officers not acting in their capacity as such) may be advanced upon the receipt of a similar undertaking, if required by law, and upon such other terms and conditions as the Board of Directors deems appropriate. Any obligation to reimburse the organization for Expense advances shall be unsecured and no interest shall be charged thereon.

C. Right of Claimant to Bring Suit.

If a claim under Section A or B of this Article X is not paid in full by the Organization within thirty (30) days after a written claim has been received by the Organization, the claimant may at any time thereafter bring suit against the Organization to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the Expense (including attorneys' fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for Expenses incurred in defending a Proceeding in advance of its final disposition where the required undertaking has been tendered to the Organization) that the claimant has not met the standards of conduct that make it permissible under the California Mutual Benefit Non-Profit Corporation Law for the Organization to indemnify the claimant for the amount claimed. The burden of proving such a defense shall be on the Organization. Neither the failure of the Organization (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper under the circumstances because he or she has met the applicable standard of conduct set forth in the California Mutual Benefit Non-Profit Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its members) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create

a presumption that claimant has not met the applicable standard of conduct.

D. Provisions Nonexclusive.

The rights conferred on any person by this Article shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of the Articles of Association, agreement, vote of members or directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. To the extent that any provision of the Articles, agreement or vote of the members or directors is inconsistent with these By-Laws, the provision, agreement or vote shall take precedence.

E. Authority to Insure.

The Organization may purchase and maintain insurance to protect itself and any Agent against any Expense asserted against or incurred by such person, whether or not the Organization would have the power to indemnify the Agent against such Expense under applicable law or the provisions of this Article.

F. Survival of Rights.

The rights provided by this Article shall continue as to a

person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors and administrators of such person.

G. Settlement of Claims.

The Organization shall not be liable to indemnify any Agent under this Article (a) for any amounts paid in settlement of any action or claim effected without the Organization's written consent, which consent shall not be unreasonably withheld; or (b) for any judicial award, if the Organization was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

H. Effect of Amendment.

Any amendment, repeal or modification of this Article shall not adversely affect any right or protection of any Agent existing at the time of such amendment, repeal or modification.

I. Subrogation.

In the event of payment under this Article, the Organization shall be subrogated to the extent of such payment to all of the rights of recovery of the Agent, who shall execute all papers required and shall do everything that may be

necessary to secure such rights, including the execution of such documents necessary to enable the corporation effectively to bring suit to enforce such rights.

J. No Duplication of Payments.

The Organization shall not be liable under this Article to make any payment in connection with any claim made against the Agent to the extent the Agent has otherwise actually received payment (under any insurance policy, agreement, vote or otherwise) of the amounts otherwise indemnifiable hereunder.

ARTICLE XI – RECORDS

A. Organizational Records.

The Organization shall keep the following records at its principal offices:

a. Adequate and correct books and records of accounts, financial reports, checking accounts, depository records and such other documents designated by the Board. b. Minutes in written form of the proceedings of the members, the board and Committees. c. A record of its members, listing their names and addresses and the classic membership held by each.

B. Member's Inspections Rights.

Any member of the Organization may inspect and copy the records of the Organization during usual business hours on five days prior written demand on the Organization, stating the purpose for which the inspection rights are requested.

Any member may also obtain from the Secretary of the Organization, on written demand and on tender of the Secretary's charges for such list, if any, a list of the names and addresses of the members who are entitled to vote for election of directors as of the most recent elections. The demand shall state the purpose for which the list is requested. This list will be made available to any member on or before 10th day after the demand is received or the date specified in the demand.

A member's request to inspect records must be reasonably related to such person's interested as a member. Any inspection of records must be made by the person requesting the inspection.

The Organization shall keep its principal offices the original or a certified copy of the Articles of Association and the By-Laws, as amended to date, which shall be open to inspection by members at all reasonable times to normal business hours.

Every directors shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Organization. This inspection by a director must be made by the person requesting the inspection.

ARTICLE XII - ADOPTION OF RESTATED BY-LAWS AND AMENDMENTS

A. The By-Laws Committee will be comprised of two Board members and three regular members, and will be appointed by the President.

B. These By-laws shall be adopted by a vote of 2/3rds of the members present at a special meeting called for that purpose. C. Any proposed amendments to the By-laws must first be submitted in writing to the Board of Director for approval by a two-thirds vote. The Board will then inform the membership of the proposed amendments in writing, and call the By-Laws committee into a meeting to consider the amendments. The By-laws Committee will then submit the proposed amendment for approval by the members at the next regularly scheduled membership meeting, or a special membership meeting may be called for this purpose. A vote of two thirds of the members present at the meeting and entitled to vote will be required for adoption of the By-Laws.

D. These By-Laws shall be kept organized in an orderly fashion. All amendments to the By-Laws shall be incorporated into the body of the By-Laws and shall be inserted or substituted in a pertinent and proper place. Up-to-date copies of the By-Laws shall be made available to the members of the Organization at all times.

E. The rules contained in the Robert's Rules of Order shall govern in all cases where they do not conflict with these By-Laws.