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BYLAWS OF THE LA MESA POLICE OFFICERS ASSOCIATION FOUNDATION

A California Nonprofit Public Benefit Corporation

Revised:

1. September 10, 2026
    a. Edited Sections 5.2, 6.3, 7.7
    b. Removed Section 8.3

ARTICLE 1- OFFICES

SECTION 1.1- NAME

The name of the corporation is the La Mesa Police Officers Association Foundation.

SECTION 1.2- PRINCIPAL OFFICE OF THE CORPORATION

The principal office for the transaction of activities and affairs of this corporation is located at 8030 La Mesa Blvd #505, La Mesa, CA 91942, County of San Diego, California.

SECTION 1.3- CHANGE OF ADDRESS OF PRINCIPAL OFFICE

The Board of Directors shall have full power and authority to change said principal office from one location to another within the State of California. Any such change shall be noted by the Secretary in these bylaws opposite this section, alternatively, this section may be amended to state the new location.

ARTICLE 2- PURPOSES

SECTION 2.1- NON-PROFIT PURPOSE

The corporation is a California nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Laws of California exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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SECTION 2.2- SPECIFIC PURPOSE

The specific purposes of the corporation are to:

- **a)** Provide assistance in the form of donations of monetary funds or other goods and/or services to benefit the families of police officers and other law enforcement/public safety officers who have been killed in the line of duty;
- **b)** Assist police officers and other law enforcement/public safety officers who have been injured whether on or off duty, or who find themselves faced with other crisis situations, including, but not limited to catastrophic or life-threatening illness or death of an immediate family member;
- **c)** Provide assistance in the form of donations of monetary funds or other goods and/or services to benefit other members and organizations of the community including but not limited to victims of criminal acts, local sports programs, local schools, underprivileged youths and families;
- **d)** Administer educational scholarship programs with the objectives of: 1) providing financial assistance to high school and college students, and/or 2) advancing the law enforcement profession through the promotion of higher education.
- **e)** To fund programs and equipment for the La Mesa Police Department that are not in the regular budget, such as officer safety equipment, technology, training, and community outreach programs.

SECTION 2.3- DEDICATION OF ASSETS

Notwithstanding any other provision of these bylaws, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. No substantial part of its activities shall consist of attempting to influence legislation, and the organization shall not participate in political campaigns. No part of the net earnings shall inure to the benefit of any Director, Officer, or private person.

On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and

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operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 3- MEMBERSHIPS

SECTION 3.1- MEMBERSHIP

There shall be no forms of membership in the corporation. The corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

ARTICLE 4- BOARD OF DIRECTORS

SECTION 4.1- DEFINITIONS

For the purposes of these bylaws, the Board of Directors will also be referred to as "Board".

For the purposes of these bylaws, the Board of Directors shall be composed of the Officers and the Directors at Large.

For the purposes of these bylaws, an Officer shall also be considered a Director at Large; however, a Director at Large shall not be considered an Officer solely by virtue of their position on the Board.

For purposes of these bylaws, "written notice" shall include notice delivered by U.S. Mail, email, or facsimile. Written notice shall be deemed given when deposited in the mail, transmitted electronically, or otherwise delivered to the recipient at the address or contact information provided to the corporation.

SECTION 4.2- GENERAL POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws of this corporation, the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised, by or under the direction of the Board.

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SECTION 4.3- SPECIFIC POWERS

Without prejudice to the general powers set forth in Article 4, Section 4.2 of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- **a)** Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these bylaws.
- **b)** Change the principal office or the principal business office in California from one location to another.
- **c)** Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- **d)** Authorize any Officer, Director, agent, employee of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the corporation and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, no Officer, Director, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- **e)** Accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

SECTION 4.4- NUMBER OF PEOPLE ON THE BOARD OF DIRECTORS

The Board shall consist of at least four (4) but no more than twelve (12) people unless changed by amendment to these bylaws. At a minimum, the Board will consist of four (4) Officers. If there are more than four (4) people on the Board, the additional people will serve as Directors at Large. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board.

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A majority number of the Board of Directors positions shall be occupied by Full, Associate, or Retired members of the La Mesa Police Officers' Association, a California corporation, and in good standing with the La Mesa Police Officers' Association for their entire tenure while serving on the Board of Directors. Should a Director fall out of good standing within the La Mesa Police Officers' Association during their tenure as a Director, they will immediately be removed from their position with no further Board resolution needed. Their replacement will be named within seven (7) days at a Regular meeting or a Special meeting if needed.

SECTION 4.5- RESTRICTION ON INTERESTED PERSONS AS BOARD OF DIRECTORS

No more than forty-nine (49) percent of the persons serving on the Board of Directors may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

SECTION 4.6- RESTRICTION ON RELATED INDIVIDUALS

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

SECTION 4.7- COMPENSATION

Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted. Said reimbursement must be approved by a simple majority vote of the members present and voting on this matter at a meeting with a quorum.

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SECTION 4.8- REMOVAL OF DIRECTORS

Any Director may be removed with or without cause by a vote of two-thirds (2/3) of the members of the entire Board at a regular meeting or a special meeting called for that purpose, provided that notice of that meeting, including the removal question, is given as provided in Article 5, Section 6. The only exceptions to this are if a Director is removed per 4.4 and 4.10 of these bylaws.

SECTION 4.9- NO REMOVAL FOR REDUCTION OF NUMBER OF DIRECTORS ON THE BOARD

Any reduction in the authorized number of Directors shall not result in any Director at Large being removed before their term of office expires.

SECTION 4.10- ATTENDANCE OF DIRECTORS

Any Director who has missed three consecutive Board meetings without prior notice of planned absence will be automatically removed from the Board without Board resolution unless:

a) The Director requests a leave of absence for a limited period of time and the leave is approved by the Board at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;

b) The Director suffers from an illness or disability that prevents them from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection. If such action is taken, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

SECTION 4.11- RESIGNATION OF DIRECTORS AT LARGE

Any Director at Large may resign by giving written notice to the President, the Secretary, or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

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Except upon notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director in charge of its affairs as per state law.

SECTION 4.12- VACANCIES

A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of an Officer or Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of Directors.

Vacancies on the Board shall be filled by appointment approved by a majority of the Directors then in office, and any Director so appointed shall serve only the remainder of the unexpired term. If the number of Directors then in office is less than a quorum, a vacancy may be filled by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corporations Code Section 5211; or (3) the sole remaining Director. No Director appointed to fill a vacancy shall receive a new full term

SECTION 4.13- CONFIDENTIALITY

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporation's purposes, or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the corporation, including but not limited to accounts on deposit in financial institutions. This duty of confidentiality survives a Director's term of service.

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SECTION 4.14- LIMITED LIABILITY OF DIRECTORS

Subject to their fiduciary responsibilities and standards of conduct, including but not limited to the duty of care, the duty of loyalty, the duty of inquiry, and all other duties imposed by law, Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 4.15- DELEGATION OF AUTHORITY

The Board of Directors may delegate operational responsibilities to Officers, committees, employees, or agents of the Corporation as necessary for the efficient administration of the Corporation's activities, consistent with California Corporations Code §5210; however, ultimate fiduciary responsibility and oversight shall remain with the Board.

ARTICLE 5- DIRECTORS AT LARGE

SECTION 5.1- TERMS OF OFFICE

Directors at Large elected at the annual meeting shall serve a term of one (1) year. Any Director at Large elected or appointed to fill a mid-term vacancy shall serve only the remainder of the unexpired term of the Director at Large they are replacing and shall not receive a new full term.

Directors at Large may serve more than one term as long as they are re-elected in accordance with these bylaws.

SECTION 5.2- NOMINATIONS OF DIRECTORS AT LARGE

Candidates for Director at Large may be nominated by any current member of the Board of Directors or may self-nominate. All candidates must meet the qualifications and eligibility requirements established by these bylaws.

Nominations shall be submitted to the President or Secretary prior to the annual meeting by a deadline established by the Board. The Secretary shall provide the Board with a list of all qualified candidates prior to the election.

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SECTION 5.3- ELECTION OF DIRECTORS AT LARGE

For the corporation's first year of operation only, the Directors at Large elected at the initial organizational meeting shall assume office on December 9, 2025. Their terms shall begin on that date and shall continue through 2359 hours on December 31, 2026, thereby complying with the required one (1) year term of office aligned to the standard January 1–December 31 cycle.

Elections for Directors at Large shall occur at the annual meeting of the Board of Directors. If elected at the annual meeting, the newly elected Directors at Large shall assume office at 0000 hours on January 1 of the following year and shall continue in office until 2359 hours on December 31 of that same year.

The candidates receiving the highest number of votes, up to the number of Director at Large positions to be filled, shall be elected. Each Director may cast one vote for each available Director at Large vacancy. For example, if there are two (2) Director at Large vacancies and three (3) candidates, each Director may cast two (2) votes, one for each selected candidate.

This section applies only to regularly scheduled elections and does not apply to the filling of mid-term vacancies, which shall be filled in accordance with Section 4.12 of these bylaws.

ARTICLE 6- OFFICERS

SECTION 6.1- OFFICES HELD

The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom must be active and qualifying members of the La Mesa Police Officers' Association, in accordance with Section 4.4 of these bylaws. These four Officer positions shall be elected as provided in Section 4.8.

The corporation may also have such additional or assistant officers as the Board of Directors may appoint, or may authorize the President or another Officer to appoint, as the affairs of the corporation require. Appointed officers shall serve only in the capacities authorized by the Board and shall not replace, supplant, or assume the duties of the elected Officers described in these bylaws.

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Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 6.2- TERMS OF OFFICE

Except during the corporation's first year of operation, all Officers shall serve two (2) year terms when elected at the annual meeting of the Board.

During the first year only, and for the purpose of establishing staggered Officer terms, all Officers elected at the initial organizational meeting shall assume office on December 9, 2025, and their official terms shall begin on that date. Although Officers assume office on December 9, 2025, for purposes of determining the length of the initial one-year and two-year staggered terms, those terms are calculated beginning on January 1, 2026. For staggering purposes, the following schedule shall apply beginning January 1, 2026: the President and Treasurer shall serve initial two (2) year terms, and the Vice President and Secretary shall serve initial one (1) year terms.

Beginning in the second year of the corporation's operation, all Officers shall thereafter serve full two (2) year terms in accordance with these bylaws.

Any Officer elected or appointed to fill a mid-term vacancy shall serve only the remainder of the unexpired term of the Officer they are replacing and shall not receive a new full term. Officers may serve more than one term as long as they are re-elected in accordance with these bylaws.

SECTION 6.3- NOMINATIONS OF OFFICERS

Candidates for an Officer position may be nominated by any current member of the Board of Directors or may self-nominate. All candidates must meet the qualifications and eligibility requirements established by these bylaws.

Each candidate shall designate the specific Officer position for which they are seeking election. Nominations shall be submitted to the President or Secretary prior to the annual meeting by a deadline established by the Board. The Secretary shall provide the Board with a list of all qualified candidates prior to the election.

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SECTION 6.4- ELECTION OF OFFICERS

Officers elected at the annual meeting shall assume office at 0000 hours on January 1 of the following year and shall continue in office until 2359 hours on December 31 two (2) years later. Any candidate seeking election to an Officer position must designate the specific vacant Officer position for which they are running. The candidates receiving the highest number of votes for each Officer position up for election shall be elected. Each Director may cast one vote for each available Officer vacancy at the annual meeting.

This section applies only to regularly scheduled elections and does not apply to the filling of mid-term vacancies which shall be filled in accordance with Section 4.12 of these bylaws.

SECTION 6.5- PRESIDENT

The President of the corporation shall only be a member of the La Mesa Police Officers' Association and in good standing per section 4.4 of these bylaws.

The President shall preside at all meetings of the Board and subject to the control of the Board, shall oversee and control the affairs of the corporation, and the activities of the Officers and Directors. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, they shall, in the name of the corporation, execute, or cause to be executed, such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time by authorized by the Board.

SECTION 6.6- VICE PRESIDENT

The Vice President of the corporation shall only be a member of the La Mesa Police Officers' Association and in good standing per section 4.4 of these bylaws.

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall

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have the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

The Vice President shall be Ex-officio member of all standing committees.

If the Secretary isn't able to attend a meeting, the Vice President will fill in for the Secretary.

SECTION 6.7- SECRETARY

The Secretary shall:

- **a)** Digitally certify and keep or cause to be kept in the corporation's online secure digital storage platform the Articles of Incorporation and the original or a copy of these bylaws as amended or otherwise altered to date.
- **b)** Keep, or cause to be kept, a digital file of all the minutes, online in a secure platform of all the meetings. Such minutes will include at a minimum the time and place of holding, whether the meeting was regular, special, or annual, and if special, how authorized, the notice thereof given, the names of those present at such meetings, and the proceedings thereof.
- **c)** Give or cause to be given notice of all meetings of the Board and of committees of the Board that these bylaws require to be given.
- **d)** Exhibit or cause to be exhibited at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the bylaws and the minutes of the proceedings of the directors of the corporation.
- **e)** Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 6.8- TREASURER

The Treasurer shall:

- **a)** Have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit, or cause to be deposited, all such funds in

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the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

b) Disburse, or cause to be disbursed the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements as the Board may order. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, an officer, or by such individuals as are authorized by the Board.

c) Oversee receipt of monies due and payable to the corporation from any source whatsoever.

d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

f) Render to the Board, whenever requested, an account of any or all transactions and of the financial condition of the corporation.

g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h) The Treasurer will provide monthly reports to the Board.

i) The Treasurer will provide a year-to-date report at the annual meeting.

j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE 7- MEETINGS OF THE BOARD

SECTION 7.1- PLACE OF MEETINGS

For all Board meetings of the Corporation, at least one Director must be physically located within the State of California. For any meeting held partially or entirely by teleconference, the notice of the meeting shall identify the specific physical location in California where that Director will be present, as required by California

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Corporations Code §5211(a)(6). The President or Secretary shall designate this location in the meeting notice.

SECTION 7.2- MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

- **a)** Each Director participating in the meeting can communicate concurrently with all other Directors;
- **b)** Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- **c)** The Board has implemented a means of verifying both of the following:
    - **1)** A person participating in the meeting is a Director or other person entitled to participate in the Board meeting;
    - **2)** All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Telecommunications participation shall comply with California Corporations Code §5211(a)(6).

SECTION 7.3- ELECTRONIC SIGNATURES

Electronic signatures, including those executed through Docusign or any comparable and reliable electronic signature platform, shall be deemed valid and binding for all purposes of these bylaws and the transactions of this Corporation. Such signatures shall carry the same legal effect as handwritten signatures to the fullest extent permitted by California law.

SECTION 7.4- ELECTRONIC RECORDS AND TRANSMISSIONS

The Corporation elects to operate under California Corporations Code §§20 and 21. All notices, consents, records, and transmissions may be sent or received by

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electronic means, and electronic signatures and approvals shall have the same legal effect as handwritten signatures, to the fullest extent permitted by law.

SECTION 7.5- REGULAR MEETINGS

Regular meetings will occur every month unless so determined by the President that a regular meeting isn't necessary for that month. If a monthly meeting is not held, the Secretary will document that in the following month's minutes.

Notice of a regular meeting, shall be given by the President or the Secretary to the Board via written notice at least seven (7) days prior to such meeting.

SECTION 7.6- SPECIAL MEETINGS

Special meetings, for any purpose whatsoever, may be called at any time by the President, Vice President, Secretary, or any two members of the Board of Directors.

To call for a special meeting, the President or two members of the Board of Directors must issue a written notice that includes the time, date, and location of the meeting, along with the specific topics for discussion.

Notice of special meetings, shall be given by the President or the Secretary to the Board via written notice at least twenty-four (24) hours prior to such meeting.

SECTION 7.7- ANNUAL MEETING

The annual meeting of the Board shall be in December of each year with the exact date, time, and location to be determined by the President by November 22nd of the preceding month. Notice of the annual meeting shall be given by the President or the Secretary to the Board via written notice at least seven (7) days prior to such meeting.

During the annual meeting, the following, but not limited to, will be completed:

a) The Treasurer shall present a year-to-date financial report to the Board of Directors.
b) The Board shall conduct elections for Officer and Director at Large positions as required by these bylaws. Nominations and elections shall be conducted in accordance with Articles 5 and 6 of these bylaws.

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SECTION 7.8- QUORUM

A majority of the duly elected Directors shall constitute a quorum of the Board for the transaction of business, except as otherwise provided herein. If a Director is exempt pursuant to Article 4, Section 4.13, the number of duly elected Directors shall be reduced accordingly for purposes of determining a quorum.

Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest
b) Approval of certain transactions between corporations having common directorships
c) Creation of and appointments to committees of the Board,
d) Indemnification of Directors.

SECTION 7.9- WAIVER OF NOTICE AND CONSENT TO HOLDING MEETING

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as above described, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 7.10- ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

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SECTION 7.11- ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "Interested Director" as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of Disinterested Directors of the Board of Directors without a meeting and that the bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 7.12- VOTING RIGHTS

Each Director of the Board of Directors shall be entitled to one vote unless so dictated by these bylaws.

All issues to be voted on at any type of meeting, shall be decided by a simple majority of those present at the meeting in which the vote takes place unless the act of a greater number is required by state/federal law or by these bylaws.

SECTION 7.13 - PROXY VOTING

Proxy voting is not permitted for any votes that occur at any of the Board meetings. All voting must take place in person or virtual participation.

ARTICLE 8- COMMITTEES

SECTION 8.1- COMMITTEE FORMATION

The corporation shall have committees as may from time to time be designated by resolution of the Board. Such committees may consist of persons who are not also Directors of the Board. These committees shall act in an advisory capacity only to

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the Board and have no authority to enter into agreements, contracts, or make decisions for the corporation.

The Vice President shall be Ex-officio member of all standing committees.

SECTION 8.2- REQUIREMENTS AND QUALIFICATIONS

If a non-Director of the corporation is on a committee, said person shall have no official corporation duties, no voting privileges, nor obligations for attendance at regular meetings of the Board. They may attend Board meetings at the invitation of a member of the Board. All persons on the committees shall possess the desire to serve the community and support the work of the corporation by providing expertise and professional knowledge. Any person on a committee shall comply with the confidentiality policy set forth herein. This duty of confidentiality survives the termination or expiration of service with the corporation.

ARTICLE 9- CONFLICT OF INTEREST AND COMPENSATION

SECTION 9.1- PURPOSE

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 9.2- DEFINITIONS

- **a)** Interested Person- Any Director, employee, or agent of the corporation or person on a committee, who has a direct or indirect financial interest, as defined below, is an Interested Person.
- **b)** Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - **1)** An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

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2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

SECTION 9.3- PROCEDURES

a) Duty to Disclose

1) In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board with governing board delegated powers considering the proposed transaction or arrangement.

b) Procedures for Addressing the Conflict of Interest

1) An Interested Person may make a presentation at a Board meeting, but after the presentation, they shall leave the meeting during the discussion of, and Board's vote on the transaction or arrangement involving the possible conflict of interest.

2) The President shall, if appropriate, appoint a Disinterested Director or committee to investigate alternatives to the proposed transaction or arrangement. If the President is the Interested Person, the Vice President will relieve the President of this specific duty.

3) After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a simple majority vote of the Disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Disinterested Directors shall make its decision as to whether to enter into the transaction or arrangement. All determinations shall comply with California Corporations Code §5233 regarding interested director transactions.

c) Violations of the Conflicts of Interest Policy

1) If the Board has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

2) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions including but not limiting to cancelling the transaction or agreement if applicable and starting the process of removing the interested Person from the Board or committee.

SECTION 9.4- RECORDS OF PROCEEDINGS

When a conflict of interest and compensation is discussed at a meeting, the minutes of the Board shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion,

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including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 9.5- COMPENSATION AND LOANS

a) Any Director on the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that Director's compensation.

b) Any Director on the Board or any person on a committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

c) This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

d) This corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or Officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the corporation.

ARTICLE 10- ANNUAL REPORTING

SECTION 10.1- CONFLICT OF INTEREST POLICY

Every Director for this corporation and anybody serving on a committee shall annually sign a statement which affirms such person:

a) Has received a copy of the conflicts of interest policy,

b) Has read and understands the policy,

c) Has agreed to comply with the policy, and

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d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 10.2- TAX-EXEMPT REVIEW

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, a review shall be conducted by the Board annually and submitted in writing by the Secretary. The review shall, at a minimum, include the following subjects:

a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the review as required in this section or any other section within these bylaws, the corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring reviews are conducted.

SECTION 10.3- CORPORATION FISCAL ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than ninety (90) days after the close of the corporation's fiscal year to all Directors of the corporation, which report shall contain the following information in appropriate detail:

a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for the fiscal year;

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d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; or

e) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

As part of the annual report, this corporation shall furnish to its Directors a statement of any transaction of indemnification of a kind described in Section 6322, subdivision (d) or (e) of the California Nonprofit Public Benefit Corporation Code:

a) Any transaction (i) in which the corporation was a party, (ii) in which an "Interested Person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000 or was one of several transactions with the same Interested Person involving, in the aggregate, more than $50,000.

The statement shall include a brief description of the transaction, the names of the Interested Persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the Interested Person is a partner, only the interest of the partnership need be stated.

b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Officer or Director of the corporation under Article 11, Section 11.1 of these bylaws, unless that indemnification has already been approved by the Board under Corporations Code Section 5238(e)(2).

ARTICLE 11- INDEMNIFICATION AND INSURANCE

SECTION 11.1- INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and

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reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article 11, Section 11.1 of these bylaws in defending any proceeding covered by this section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 11.2- INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employee, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such.

ARTICLE 12- BOOKS AND RECORDS

SECTION 12.1- RECORDS

The corporation shall maintain:

a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

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b) Adequate and correct books and records of account including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

c) A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times.

SECTION 12.2- INSPECTION OF BOOKS AND RECORDS

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or Attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 13 – WHISTLEBLOWER PROTECTION

SECTION 13.1- PURPOSE

The corporation requires its Directors, Officers, committee members, and volunteers to observe high standards of integrity and ethical conduct. This policy encourages good-faith reporting of suspected wrongdoing so the corporation can promptly investigate and address concerns.

SECTION 13.2- REPORTING RESPONSIBILITY

All Directors, Officers, committee members, and volunteers shall report concerns about violations of the corporation's policies, suspected violations of law, fraudulent activity, misuse of assets, or other unethical conduct.

SECTION 13.3- HOW TO REPORT

Reports may be made verbally or in writing to the President or Secretary. If the concern involves either of these Officers, the report may be made to any other Officer or directly to the full Board.

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SECTION 13.4- NO RETALIATION

No individual who makes a good-faith report shall suffer harassment, retaliation, or adverse consequences. Any Director or Officer who retaliates is subject to removal or disciplinary action.

SECTION 13.5- CONFIDENTIALITY

Reports may be submitted confidentially. The corporation will protect the reporting individual's identity to the extent possible, consistent with a thorough investigation.

SECTION 13.6- ACTING IN GOOD FAITH

Any individual making a report must have reasonable grounds to believe a violation has occurred. Reports made maliciously or with knowledge of falsity may result in Board action.

SECTION 13.7- INVESTIGATION

The Board, or a committee appointed by the Board, shall promptly investigate all credible reports and determine appropriate corrective action.

ARTICLE 14- FISCAL YEAR

SECTION 14.1- FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year, except for the corporation's first year of existence. In the first year, the fiscal year shall begin on the date of incorporation and end on the thirty-first (31st) of December of that same year.

ARTICLE 15- AMENDMENTS

SECTION 15.1- AMENDMENT OF ARTICLES

Subject to limitations placed by Corporations Code Section 5810(a) and any other provision of law applicable to the amendment of Articles of Incorporation of public benefit nonprofit corporations, the Articles of Incorporation may be altered, amended, or repealed and new Articles adopted by a two-thirds (2/3) vote of the entire Board elected pursuant to these bylaws at any regular, special, or annual meeting. The President or Secretary shall provide each Director, at least seven (7)

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days in advance of such meeting, written notice setting forth the proposed amendment or a summary of the changes to be affected thereby.

SECTION 15.2- LIMITATIONS ON AMENDMENTS

Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the original Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement.

SECTION 15.3- AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by a simple majority vote of the Board at any regular, special, or annual meeting. The President or Secretary shall provide each Director, at least seven (7) days in advance of such meeting, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 16- SCHOLARSHIPS AND AWARDS

SECTION 16.1- KEN JOESPH AWARD

The corporation shall act in concert with Grossmont College Administration of Justice Department to provide an annual student award, “The Ken Joseph Award”, in memory of La Mesa Police Department Sergeant Kenneth W. Joseph. This award will be awarded to the Grossmont College Administration of Justice student, selected by the AOJ staff, who best exemplified high academic achievement, a long-term interest in the Criminal Justice field, and a record of citizenship that is keeping with the Law Enforcement Code of Ethics.

The corporation shall pay for the monetary cost of the award, a certificate to be given to the recipient each year, and the engraving of the recipient’s name on the perpetual plaque each year that is displayed at Grossmont College. This monetary amount for this award is in the amount of $500.00 (Five hundred and 0/100 dollars).

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SECTION 16.2- CHRISTINE RATH AWARD

The corporation shall act in concert with the staff of the El Capitan High School to provide an annual agricultural student award, "The Christine Rath Award", in the memory of La Mesa Police Department Officer Christine Rath. This award will be presented to the El Capitan High School agricultural student, selected by the school staff per the following criteria: the student who best exemplifies high academic achievement on the following basis: their scholastic record, their FFA/4-H Project, their leadership abilities, and display of citizenship that is in keeping with the Law Enforcement Code of Ethics.

The corporation shall pay for the monetary cost of the award, a certificate to be given to the recipient each year, and the engraving of the recipient's name on the perpetual plaque each year that is displayed at El Capitan High School. This monetary amount for this award is in the amount of $500.00 (Five hundred and 0/100 dollars).

SECTION 16.3- DON FACH SCHOLARSHIP

The corporation shall select a child of a La Mesa Police Officers' Association member to be awarded the Don Fach Scholarship. This monetary amount for this award is in the amount of $500.00 (Five hundred and 0/100 dollars). The Don Fach scholarship is intended to give a high school senior or current college student assistance with their current or future educational needs. It is intended to be used for tuition, books, housing or other related expenses that will assist the recipient with their educational goals. The child shall submit an essay to the President of the corporation detailing their educational goals, significant life accomplishments, organizations they are members of, community involvement and why they are the most qualified candidate. Essays should be received no later than June 1st. The recipient of the scholarship shall be selected by a majority vote of the Board of Directors at the June meeting.

SECTION 16.4- OFFICER LAUREN CRAVEN MEMORIAL SERVICE AWARD

In honor of Officer Craven's ultimate sacrifice to public safety, the corporation has established the Officer Lauren Craven Memorial Service Award.

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The Officer Lauren Craven Memorial Service Award is intended to recognize a La Mesa high school senior who exemplifies an exceptional commitment to public service and servant leadership. The recipient of this award shall be nominated by a school or service organization employee and include the nominee's name and reason why the nominee merits the award. Nominations are due by April 30th of each year. The recipient of the award shall be selected by a majority vote of the Board of Directors at the May meeting and presented to the recipient at the June La Mesa Police Officers' Association meeting. The monetary value of the award is $1,000.00 (One Thousand and 0/100 dollars). The corporation shall pay for the monetary cost of the award, a certificate to be given to the recipient each year, a perpetual plaque, and the engraving of the recipient's name each year on the perpetual plaque. The perpetual plaque shall be placed in a prominent location at the police station, mutually agreed upon by the La Mesa Police Officers' Association and the City of La Mesa Chief of Police, that suitably honors Officer Craven's ultimate sacrifice.

ARTICLE 17- MISCELLANEOUS

SECTION 17.1- NON-DISCRIMINATION POLICY

The corporation does not discriminate on the basis of race, color, religion, creed, sex, gender, gender identity or expression, sexual orientation, national origin, ancestry, age, disability, medical condition, genetic information, marital status, veteran status, or any other classification protected by federal, state, or local law. All programs, scholarships, grants, services, and activities of the corporation shall be administered in a manner consistent with this policy.

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CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the La Mesa Police Officers Association Foundation, a California Nonprofit Public Benefit Corporation; that the foregoing bylaws, consisting of 30 pages, are the bylaws of this corporation as originally adopted by the Board of Directors on December 9, 2025, and as subsequently amended by the Board of Directors on September 10, 2026; and that these bylaws have not been further amended or modified since that date.

Executed on October 14, 2026, in La Mesa, California.

Signed by:
63B8131A01A44C5...

Signature

Brett Riley

Typed Name