

LOS ANGELES AIRPORT POLICE SUPERVISORS' ASSOCIATION

BY-LAWS



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ARTICLE I NAME

The name of the Association is the Los Angeles Airport Police Supervisors' Association.

ARTICLE II PRINCIPAL OFFICE

The principal office of the Association for the transaction of the activities, affairs, and business of the Association (principal office) is located in Los Angeles County, California. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

ARTICLE III PURPOSE AND LIMITATIONS

A. General Purposes

The objectives of this Association shall be to promote the professionalization of the police and safety service within the Los Angeles World Airports; to represent the members of the Association in all matters relating to the conditions of employment; to encourage among the members a closer personal acquaintance and a friendly spirit of mutual cooperation between the Association members and the Airport community; and when possible to assist in all matters pertaining to the welfare and advancement of all members, the efficiency of the Los Angeles World Airports and the well being of the Airport community.

ARTICLE IV MEMBERS

A. Qualifications and Rights of Members

1. Classes and Qualifications

This Association shall have two classes of members, designated as follows: general, and honorary.

a. General Members

Every person regularly employed by the Los Angeles World Airports who is within the Civil Service Classification of Airport Police Sergeant, Airport Police Lieutenant or Senior Airport Safety Officer shall be eligible for general membership. Upon approval and acceptance of an application, and payment of dues, an individual's general membership shall become effective immediately. Membership in this Association shall not be denied because of race, sex, national origin, creed, age, religion or political affiliation.

General members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Association. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the Association is dissolved, those members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Association and provision for any other payment required under applicable law.

b. Honorary Members – Nonvoting Members

Any person may be admitted to the Association as an honorary member upon a majority vote of members. Honorary members shall have only the social privileges of the Association, and shall be non-voting members. Any member retired

from the Los Angeles World Airports shall automatically become an honorary member of the Association and may attend regular meetings.

By amendment of its articles of incorporation or of these bylaws, the Association may grant some or all the rights of a member of any class, as set forth in these bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section A.1.a of these bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

B. Good Standing

Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

C. Dues, Fees, and Assessments

Each General Member must pay, within the time and on the conditions set forth by the board, bi-weekly dues equal to 1.25% of an Airport Police Sergeant's top-step salary. This amount may be adjusted from time to time by the board with the approval of the general membership. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

D. Termination and Suspension of Membership

1. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the Association;

- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- c. Failure of a member to pay dues, fees, or assessments as set by the board within 30 days after they become due and payable;
- d. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- e. Expulsion of the member under Section D.3 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the Association.

2. Suspension of Membership

- a. A member may be suspended, under Section D.3 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the Association.

A person whose membership is suspended shall not be a member during the period of suspension.

3. Procedure for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member under Section D.1 or

D.2 of these bylaws, the procedure set forth below shall be followed:

- a. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address shown on the Association's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.
- c. The board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the board, committee, or person shall be final.
- d. Any person challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

E. Meetings of Members

1. Place of Meetings

Meeting of the members shall be held at any place within or outside California designated by the board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting.

2. Quarterly Meetings

Regular meetings of the general membership shall be held quarterly (every third month) and will be held in the months of January, April, July and October, at times, dates, and locations designated by the president or board of directors.

3. Special Meetings

a. Persons Authorized to Call

A special meeting of the members for any lawful purpose may be called at any time by the board, or by the president, or 10 percent or more of the members.

b. Calling Meetings

A special meeting called by any person (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed. The written request shall be given to the president, vice president or the secretary of the Association.

The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections E.4.a, b, and c of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which the meeting of members may be held when the meeting is called by the board.

c. Proper Business of Special Meeting

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

4. Notice Requirements

a. General Notice Requirements

Whenever members are required or permitted to take action at a meeting, written notice of the meeting shall be given, in accordance with Section E.4.c of these bylaws, to each member entitled to vote at that meeting.

The notice shall specify the place, date, and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the quarterly meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but except as provided in Section E.4.b of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

b. Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.

- 1) Removing a director without cause;

- 2) Filling vacancies on the board;
- 3) Amending the articles of incorporation;
- 4) Approving a contract or transaction between the Association and one or more directors, or between the Association and any entity in which a director has a material financial interest;
- 5) Electing to wind up and dissolve the Association; or
- 6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the Association is in the process of winding up.

c. Manner of Giving Notice

Notice of any meeting of members shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either by electronic means (email) or by the posting of a written notice on the Association bulletin boards at each work location, or by posting on the Association's website, or by a combination of email and postings.

d. Affidavit of Posting Notice

An affidavit of the posting of any notice of any members' meeting, whether by electronic means or by written communication, may be executed by the secretary, assistant secretary, or other transfer agent of the Association, and if so executed, shall be filed and maintained in the Association's minute book.

5. Quorum

a. Any Percentage Required

Any percentage of the voting power shall constitute a quorum for the transaction of business at any meeting of members, i.e., those members at a meeting; provided, however, that if any regular meeting is actually attended in person or by proxy by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Section E.4.a of these bylaws.

b. Loss of Quorum

Subject to Section E.5.a of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

6. Adjournment and Notice of Adjourned Meeting

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned

meeting, the Association may transact any business that might have been transacted at the original meeting.

7. Voting

a. Eligibility to Vote

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be general members in good standing as of the record date determined under Section G.2.a of these bylaws.

b. Manner of Casting Votes

Voting may be by voice, hand, or ballot, except that any election of directors must be by ballot pursuant to the provisions of Article V.C.

c. Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

d. Approval by Majority Vote

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

8. Waiver of Notice or Consent

a. Written Waiver or Consent

The transactions at any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, who is not present either in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section E.4.b, the waiver of notice, consent, or approval shall state the general nature of the proposal.

All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

9. Order of Business

- a. Call to Order / Roll Call
- b. Approval of Minutes.
- c. Treasurer's Report
- d. Report of Committee and / or Officers
- e. Unfinished Business
- f. New Business
- g. Open Forum
- h. Adjournment

10. Parliamentary Authority

The rules contained in Robert's Rules of Order / Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

F. Action Without a Meeting

1. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

2. Action by Written Ballot Without a Meeting

Any action, including the election of directors that may be taken at any meeting of members, may be taken without a meeting by complying with Sections F.2.a, b, c, and d of these bylaws.

a. Solicitation of Written Ballots

The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed to the members address appearing on the books of the Association, or delivered in the manner required by Section E.4.c of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members

an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Association.

If the Association has 100 or more members, any written ballot distributed to 10 or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of directors, a written ballot that a member marks "withhold", or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

b. Number of Votes and Approvals Required

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at the meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at the meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

c. Revocation

A written ballot may not be revoked.

d. Filing

All written ballots shall be filed with the secretary of the Association and

maintained in the corporate records for at least three years.

G. Record Date for Notice, Voting, Written Ballots, and Other Actions

1. Record Date Determined by Board

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may fix, in advance, a record date. The record date so fixed (1) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting; (2) for voting at a meeting shall not be more than 60 days before the date of the meeting; (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; (4) for any other action shall not be more than 60 days before that action.

2. Record Date Not Determined by Board

a. Record Date for Notice of Voting

If not otherwise fixed by the board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

b. Record Date for Action by Written Ballot

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

c. Record Date for Other Actions

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action, shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of the action, whichever is later.

3. Members of Record

For the purposes of Sections G.1 and G.2.a, b, and c, a person holding a membership at the close of business on the record date shall be a member of record.

H. Proxies

1. Rights of Members

Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the Association. A proxy shall be deemed signed if the member's name is placed on the proxy, (whether by manual signature, typewriting, electronic transmission, or otherwise) by the member or the member's attorney-in-fact.

2. Form of Specified Proxies

If the Association has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when a person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that that a member marks "withhold", or marks otherwise in a manner indicating that the authority

to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

3. Statement of General Nature Required

Any revocable proxy covering matters for which a vote of the members is required, including amendments to the articles of incorporation, amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual and regular course of the Association's activities; the principal terms of merger or the amendment of a merger agreement; the election to dissolve the Association; contracts or transactions between the Association and one or more directors has a material financial interest; or a plan of distribution of assets other than money to members when the Association is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

4. Revocability

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until (a) revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to the Association stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting, or (b) written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote under proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in

the proxy, except that the maximum term of a proxy shall be three years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Section 7613 of the California Corporations Code.

ARTICLE V DIRECTORS

A. Powers

1. General Association Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the Association's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

2. Specific Powers

Without prejudice to the general powers set forth in Section A.1.a of these bylaws, but subject to the same limitations, the directors shall have the power to:

- a. Appoint and remove at the pleasure of the board all the Association's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b. Change the principal office or the principal business office in California from one location to another; cause the Association to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or

outside California; and designate any place within or outside California for holding any meeting of members.

- c. Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.
- d. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities with individuals, firms, and companies licensed to do business in the United States and the State of California.
- e. Adopt standing rules which regulate or concern the management of the Association.

B. Number and Qualification of Directors

The authorized number of directors shall be nine (9), each of whom shall also be an officer of the Association. The board shall be comprised of the following officers who shall be elected by the general membership: President, Vice-President, Secretary, and Treasurer. The additional five (5) members of the board shall be elected by each of the worksites as follows: three (3) from LAX, one (1) from Van Nuys / Palmdale, and one (1) from Ontario.

C. Election and Term of Office

1. Nomination and Election

Nominations for each of the nine officers of the board shall be at the annual meeting of the general membership to be held in October. As

soon as practical, the nomination of the officers shall be posted on a bulletin board at each of the work sites or emailed to each member. Official ballots shall be certified by the board at their regular meeting in November. On the Monday following the board's meeting, ballots will be mailed or emailed to all members of the Association. Members shall have 21 days to return the ballots to the board, their designated committee, or an outside agency or individual appointed by the board. Ballots will be tabulated by the board, an election committee designated by the board, or an outside agency or individual designated by the board on the fourth Tuesday following the mailing. The results of the election will be posted or emailed on the first Wednesday after the tabulation. It shall take a simple majority of the ballots cast to win election.

2. Term of Office

Each officer and member of the board shall take office the first day of January, and shall hold office for two years.

3. Appointment of Outside Agency

The board shall have the power at its sole discretion to appoint an outside agency or individual to conduct any election or recall election and to tabulate the results of any such election.

D. Vacancies on Board

1. Events Causing Vacancies

A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Association holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty

arising under Section 7238 of the California Corporations Code; (c) the vote of members pursuant to the provisions of Section D.5 of these bylaws; (d) the increase of the authorized number of directors; (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors require to be elected at that meeting, or (f) the reassignment of any director to a work site other than the one they were elected from.

2. Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or the president or the secretary of 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 when the resignation becomes effective.

3. Filling Vacancies

Vacancies on the board shall be filled by the president. The board shall fill any vacancies not filled by the president. The members may fill any vacancy or vacancies not filled by the board. The president cannot fill any vacancy created by the recall of a board member or officer by the individual recalled.

4. No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

5. Recall

Any officer or board member of the Association who is elected by the general membership can be recalled from office by the affirmative vote of 2/3 of the entire general membership. Any officer or

board member of the Association who is elected from one of the three work sites can be recalled from office by the affirmative vote of 2/3 of the entire membership of the individual work site from which the subject of the recall was elected.

For a special election to be held, a petition for recall must be submitted to the board signed by no less than 50% of the entire general membership for the recall of an officer elected by the general membership, or 50% of the membership of an individual work site from which the subject of the recall was elected. If a petition for recall of an officer or board member is submitted to the board, the board shall have ten days to verify the signatures and the number of valid signatures equals the requisite 50%. If the board verifies that a valid recall petition has been submitted, the board shall call a recall election and cause to be mailed or emailed, ballots to either the entire general membership where the subject of the recall was elected by the general membership or the members of the individual work site where the subject of the recall was elected by members of one of the work sites. The board shall cause the ballots to be mailed or emailed, within twenty days after verifying a valid recall petition.

The members shall have 21 days to return the ballots to the board or its designated representative for tabulation. The results of the recall election shall be posted ten days after the time to return ballots has expired. If the results of the recall election show that two-thirds of the general membership have voted in favor of the recall of an officer or board member elected by the general membership or that two-thirds of the membership of the work site from which the subject was elected have voted in favor of his recall, said officer or board member shall be immediately removed from office.

Any officer or board member so recalled cannot be appointed by the president to any unfilled vacancy on the board during the remainder of

what otherwise would have been the term of office of the recalled board member or officer.

E. Director's Meetings

1. Place of Meetings

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the Association.

2. Meetings by Telephone

Any meeting may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

3. Regular Meetings

Regular monthly meetings shall be held without notice at such time and place as the board may fix from time to time.

4. Special Meetings

a. Authority to Call

Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or vice-president, or the secretary or any two directors.

b. Notice

1) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal

delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by email. All such notices shall be given or sent to the director's address, telephone number, or email address as shown on the records of the Association.

2) Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or email, shall be delivered, telephoned, or emailed at least 48 hours before the time set for the meeting.

3) Notice of Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Association. It need not specify the purpose of the meeting.

5. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. 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 the act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law,

including, without limitation, those provisions relating to (a) approval of contracts or transactions between the Association and one or more directors or between the Association and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action is taken or decision made is approved by at least a majority of the required quorum for that meeting.

6. Waiver of Notice

Notice of meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records, or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

7. Adjournment

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

8. Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment at another time and place shall be given, before the time of the adjourned meeting, to the directors

who were not present at the time of the adjournment.

F. Action Without a Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE VI POLITICAL ACTION COMMITTEE

A. Authorization to Establish

The board is authorized to establish a political action committee.

B. Name of Committee

The name of this committee shall be the Los Angeles Airport Police Supervisors' Association Political Action Committee (LAAPSA PAC).

C. General Purpose

The general purpose of the LAAPSA PAC is to support and further the goals and policies of the Association. The specific purposes are:

- To support candidates and positions on ballot measures endorsed by the Association.
- To further the common good and general welfare of the residents by promoting improvements in and educating the public about peace officer protection and safety.
- To promote the welfare of our active and retired members and peace officers in general.
- To encourage the improvement of benefits, compensation, working conditions and retirement status of our active and retired members and peace officers in general.

D. Contributions

Members of the Association may make contributions to the PAC directly or through payroll deduction. In addition, the Board of the Association may earmark a portion of member dues for the PAC. This amount may be changed prospectively from time to time. The PAC may accept contributions from persons who are not members subject to the approval of the Board.

E. Control and Direction

The control and direction of the PAC shall be vested with a Board of Directors which shall consist, ex officio, of members of the Board of Directors of the Association. The Board shall have control over the funds and affairs of the PAC and shall establish and carry out all policies and activities. The Board may delegate all or some of the responsibilities of the PAC to the Executive Committee, or a separate committee comprised of members appointed by the Board.


ARTICLE VII AMENDING OF BYLAWS

These bylaws can be amended at any regular or special meeting called in whole or in part for such purpose, by a majority vote of the entire membership, provided that the amendment(s) had been previously submitted to the Board in writing, or electronically for review at least thirty days prior to the day of the meeting at which the vote will be taken.

On June 13, 2006 at a meeting of the Board of Directors for the Los Angeles Airport Police Supervisors Association, the below named officers of the Board were present when a motion was made to accept these bylaws as amended and witnessed the motion pass unanimously.



LEON O. NIXON III
President



RANDALL Y. BLAYNEY
Secretary

Los Angeles Airport Police Supervisors Association

Amended: June 13, 2006

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