

BY-LAWS
OF
SOUTHERN CALIFORNIA CRIME AND INTELLIGENCE ANALYSTS'
ASSOCIATION
a California Public Benefit Corporation

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ARTICLE I

PURPOSE

Section 1.01. Objectives and Purposes. This Corporation is a public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law primarily for charitable purposes. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of (or in opposition to) any candidate for public office. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described below.

The specific purpose of this corporation is to provide a learning environment that enhances the knowledge of crime analysis of law enforcement professionals and apprises them on new innovations in analysis, and encourages the sharing of members' expertise for the betterment of law enforcement, to develop, improve and maintain professional standards of crime and intelligence analysis and to carry on other charitable activities associated with this goal and as allowed by law which qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code and any successor statute thereto in and around Ventura County, California, by, among other things, establishing, promoting and participating in benefit and charity runs, marathons and events and to carry on other charitable activities associated with this goal and as allowed by law.

ARTICLE II

OFFICES

Section 2.01. Principal Office. The Corporation's principal office for the transaction of the business of the corporation is located at 2101 E. Olsen Road, Thousand Oaks, California 91360. The Board of Directors of the Corporation (the "Board") is granted full power and authority to change such principal office from one location to another.

Section 2.02. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

NO MEMBERS

Section 3.01. No Statutory Members. Pursuant to Section 5310 of the California Corporations Code, the Corporation shall have no members. Any action which would otherwise require approval by the members will require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board. Notwithstanding such provision, the Corporation shall have Members who shall pay annual dues to obtain information with respect to crime analysis and participate in events hosted by the Corporation.

Section 3.02. Membership Levels. The Corporation shall be comprised of General Member, Associate Members, Lifetime Members and Student/Intern Members as defined herein:

- (a) **General Member.** Law enforcement professionals employed by an official law enforcement agency who are involved or interested in the area of crime or intelligence analysis. General Members may hold office.
- (b) **Associate Member.** Any individual who works directly or indirectly with an official governmental agency that has an interest in crime and/or intelligence analysis and whose participation can enhance the overall goals of the Corporation. Dues for Associate Members shall be fifty percent (50%) of the dues paid by an General Member. Associate Members may not hold office.
- (c) **Lifetime Member.** An individual directly involved with a law enforcement agency or a major contributor to crime and intelligence analysis, who have aided in the enhancement of crime and intelligence analysis through their knowledge, techniques and expertise. Such membership status shall require a nomination and subsequent approval by the Board. Lifetime Members shall not be required to pay dues to participate. Only Lifetime Members who are actively employed by a law enforcement agency may hold office.
- (d) **Student /Intern Member.** Any individual currently enrolled in the Crime and/or Intelligence Analysis Certification Program. Dues for Student/Intern Members shall be fifty percent (50%) of the dues paid by an General Member. Student/Intern Members may not hold office.

ARTICLE IV

DIRECTORS

Section 4.01. Powers. Subject to the provisions of the Articles of Incorporation (the "Articles"), these By-Laws, and the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these By-Laws:

(a) To select and remove all the officers, agents, and employees of the Corporation, prescribe the powers and duties for them as may not be inconsistent with law or with the Articles or these By-Laws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law or with the Articles or these By-Laws, as they may deem best.

(c) Adopt, make and use a corporate seal; and alter the form of the seal;

(d) Borrow money and incur indebtedness on behalf of the Corporation 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;

(e) To remove by majority vote any Member who demonstrates inappropriate behavior or illegal or disreputable activity not coinciding with the goals and obligations of the Corporation.

Section 4.02. Number and Qualification of Directors. The number of directors shall be not less than two (2) nor more than fifteen (15), with the exact number of directors to be fixed by a majority of the then authorized and acting directors. The initial authorized number of directors of the Corporation shall be five (5) until changed by the directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed as hereinafter provided. Directors need not be residents of the State of California.

Section 4.03. Election. Directors shall be elected at each annual meeting of the Board to hold office until the next annual meeting by plurality vote of the directors in office immediately preceding the election; however, if an annual meeting is not held or the directors are not elected at an annual meeting, they may be elected at any special meeting of the Board held for that purpose by plurality vote of the directors in office immediately preceding the election.

Section 4.04. Term of Office. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4.05. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of any of the following:

- (i) the death, resignation, or legally declared incompetency of any director;
- (ii) an increase in the authorized number of directors;
- (iii) the declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by a final order of a court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Public Benefit Corporation Law;
- (iv) the vote of a majority of the directors then in office to remove a director who demonstrates that he/she cannot meet the obligations of the position they intended to hold; or
- (v) the failure to elect the number of directors to be elected at a meeting at which any director or directors are to be elected.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the Board, the president, the secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General, no director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by directors. Vacancies in the Board may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by the sole remaining director. The new director shall serve until the expiration of the current term of the director whose vacancy is being filled.

Section 4.06. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. Whenever a place other than the principal office is fixed by the Board as the place at which future meetings are to be held, written notice thereof shall be sent not later than the following business day to all directors who were absent from the meeting at which said place was fixed. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 4.06, a regular or special meeting of the Board may be held at any place consented to in writing by all

Board members. Any regular or special meeting may be held by conference telephone, electronic video screen communication or similar communication equipment, as long as all directors participating in the meeting can communicate with one another, and all such directors shall be deemed to be present in person at such meeting, subject to any requirements of law.

Section 4.07. Annual and Regular Meetings. The annual meeting of the Board shall be held no later than March 31 of each year on a day and time as may be fixed by the Board. Such annual meeting shall be held for the purpose of approving the annual budget, the election of directors and officers, and the transaction of other business. The other regular meetings of the Board shall be held on the dates and times as may be fixed from time to time by the Board.

Section 4.08. Special Meetings.

(a) Authority to call. Special meetings of the Board for any purpose or purposes may be called at any time by the chairman of the Board, the president, any vice president, or any two (2) directors.

(b) Notice. Special meetings of the Board shall be held upon (i) four (4) days' written notice by first class mail or (ii) twenty-four (24) hours' notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means. Any such notice mailed or delivered personally shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient, or to a person at the office or home of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting and it need not specify the place of the meeting if it is to be held at the principal executive office of the Corporation.

Section 4.09. Quorum. A majority of the Directors then in office constitutes a quorum of the Board for the transaction of business except to adjourn, as hereinafter provided. Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of law or the articles of incorporation. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meetings.

Section 4.10. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if either at or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof, and none of the Directors present protests the meeting. The waiver of notice or consent need not specify the purpose of the meeting. 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 shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 4.11. Adjournment. A majority of Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place.

Section 4.12. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent in writing to such action. Such consent shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 4.13. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be determined by the Board to be just and reasonable.

Section 4.14. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation subject to the privacy rights of the Directors and other persons.

Section 4.15. Committees. The Board may appoint one or more committees, each consisting of two (2) or more Directors to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, *except* that no committee, regardless of Board resolution, may:

- (a) approve any action for which the Nonprofit Public Benefit Corporation Law also requires members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board or on any committee;
- (c) amend or repeal By-Laws or adopt new By-Laws;
- (d) fix compensation of the Directors serving on the Board or on any committee;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

- (f) appoint any other committee of the Board or the members thereof;
- (g) expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) except as provided in Section 5233(d)(3) of the California Corporations Code, approve any transaction (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors have a material financial interest.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless these By-Laws or the Board shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

The President shall appoint the chairpersons for each committee, such chairperson shall be a Board member. Each committee shall meet at least once each quarter to formulate a plan of action, discuss activities and devise policies. Members of such committees shall serve for a term of one calendar year.

Initially the Corporation shall have three (3) committees as described below:

- (1) Training Development and Program Content – This committee shall consist of two to five members and shall assist in the identification of training needs, instructional sources and preparation of the best possible programs for the Corporation’s meetings and training days.
- (2) Recruitment and Membership – This committee shall consist of two to five members and shall assist to recruit new members, formulate recruitment plans and welcome and provide orientation of new members. In order to preserve the professional nature of the Corporation, this committee shall review and either approve or deny all applications for membership.
- (3) Bylaws Review and Audit – This committee shall consist of two to five members and shall review and suggest revisions of the bylaws of the Corporation to be submitted to legal counsel for review and application. Such committee shall also conduct a yearly audit the financials of the Corporation prior to submitting such documents to a professional certified public accountant.

Section 4.16. Special Committees. The President shall reserve the right to appoint one or more special committees consisting of two to five members. Such committees may address topics or problems not covered by other committees described in Section 4.15. All special

committees shall disband on December 31st of each year and the chairperson of such special committee shall not serve as a member of the Board.

Section 4.17. Executive Committee. The Executive Committee will be comprised of the officers of the Corporation, the chairpersons of the standing committees and the immediate past president of the Corporation. The Executive Committee shall be responsible for the administrative decisions of the Corporation and will meet at least once each quarter unless deemed unnecessary by the President and the majority of the Board.

ARTICLE V

OFFICERS

Section 5.01. Officers. The officers of the Corporation shall be a president, vice president, a secretary, and a chief financial officer. The Corporation may also have, at the discretion of the Board, a chairman of the Board, more than one vice president, one or more assistant secretaries and such other officers as the Board determines the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in these By-Laws or determined by the Board for a term of two years commencing January 1st of each even numbered year. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the Board.

Section 5.02. Election. The officers of the Corporation shall be elected in November of each odd numbered year by the Board. Nominations shall be held in October of such odd numbered year. The President shall appoint a three (3) person nominating committee in September to assist in identification of interested candidates. Nominations shall be submitted in writing via letter or electronic mail to the Election Committee and shall state the name of the person being nominated and the office for which they are being nominated.

Section 5.03. Removal. Subject to the rights, if any, of an officer under any contract between the officer and the Corporation, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

Section 5.04. Resignation. Except as otherwise provided in any contract between the officer and the Corporation, any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular election or appointment to such office. In the event the vacancy is the office of the President, the appointment shall be made by the Board.

Section 5.06. President. The president is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board and his employment contract, general supervision, direction and control of the business and officers of the Corporation, including, but not limited to, the power to hire and fire employees of the Corporation. The president has the general powers and duties of management usually vested in the office of the president and general manager of a corporation, and such other powers and duties as may be prescribed by the Board or these By-Laws. The president shall prepare the agenda for each meeting and shall preside, in the absence of the chairman of the Board or if there be none, at all meetings of the Board. In addition, the President shall appoint a three (3) person nominating committee each September to assist in identification of interested candidates and to present a list of nominees for any upcoming elections.

Section 5.07. Chairman of the Board. The chairman of the Board shall preside at all meetings of the Board. The chairman's primary duties are to keep the rules of order during each Board meeting.

Section 5.08. Vice President of Programs. In the absence or disability of the president, the Vice President of Programs shall perform all the duties of the president and when so acting, shall have the powers of and be subject to all the restrictions upon the president. The Vice President of Programs shall have such other powers and perform such other duties as may be prescribed from time to time by the Board and these By-Laws. In addition the Vice President of Programs shall be the chairperson of the Standing Training Development and Program Content Committee and shall be responsible for overseeing the planning and organization of training sessions, annual conferences, arranging for guest speakers and ensuring that the regular Corporation meetings have an effective agenda.

Section 5.9. Vice President of Membership. In the absence or disability of the president and the Vice President of Programs, the Vice President of Membership shall perform all the duties of the president and when so acting, shall have the powers of and be subject to all the restrictions upon the president. The Vice President of Membership shall have such other powers and perform such other duties as may be prescribed from time to time by the Board and these By-Laws. In addition the Vice President of Membership shall be the chairperson of the Recruitment and Membership Committee and shall maintain the membership list for the association, assist in the assimilation and orientation of new members, oversee the development of recruitment strategies and assist with public relations issues.

Section 5.10. Secretary. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may order, a book of minutes of all meetings and actions of the Board and its committees, with the time and place of holding meetings, whether regular or special, and if special, how authorized, the notice thereof given, and names of those present at Board and committee meetings, and proceedings thereof. The secretary shall give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these By-Laws or by the law to be given, including all seminars, training and/or conferences; shall keep the seal of the Corporation in safe custody; and shall have such other

powers and perform such other duties as may be prescribed by the Board. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, a record of the Corporation's directors, showing the names of all directors and their addresses. The Secretary shall also maintain and file all necessary documents and forms, including but not limited to corporate papers, permits or licenses and be responsible for publication of the association newsletter.

The Secretary shall also be responsible for all correspondence not incident to the functioning of other offices of the Corporation, committees or chapters and shall be required to co-sign with the President all documents requiring dual authorization.

Section 5.112 Chief Financial Officer. The chief financial officer shall keep and maintain, or cause to be maintained, adequate and correct books and records of accounts of the property and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of the accounts shall at all times be open to inspection by any Director. When so directed by the Board, the chief financial officer shall cause an audit of the corporate books to be made and duly reported.

The chief financial officer shall cause all monies and other valuables to be deposited in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the president and Directors, whenever they request it, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws, including but not limited to maintaining the Corporation's exempt status by filing all necessary financial reports with the appropriate federal and state agencies.

ARTICLE VI

OTHER PROVISIONS

Section 6.01. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance or other instrument in writing and any assignment or endorsements thereof executed or entered into between this Corporation and any other person, when signed by the president, chairman, secretary or any vice president and the chief financial officer of the Corporation, shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and unless so authorized by the Board, no officer, 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 for any purpose or amount.

Section 6.02. Representation of Shares of Other Corporations. The president or any other officer or officers authorized by the Board or the president are each authorized to vote,

represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 6.03. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these By-Laws.

Section 6.04. Annual Report. The chief financial officer shall provide to the Directors at least ten (10) days prior to the annual meeting a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the last fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the last fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the last fiscal year; and
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the last fiscal year.

Section 6.05. Corporate Logo. The Corporation shall select and approve a Corporate logo to be used as the symbol of the Corporation. It shall be utilized on letterhead and any and all official documents of the Corporation. The logo shall reflect the spirit, tradition and goals of the Corporation.

Section 6.06. Non-Attribution. In order to encourage all guest speakers at Corporate events to speak openly and candidly, it shall be the policy of this Corporation that any remarks made by such guest speakers shall not be attributed to such guest speaker by any organization without the guest speaker's explicit permission. All guests to such events shall be bound by this policy.

Section 6.07. Non-Disclosure. The Corporation shall not release member information to any entity for commercial or personal use without the consent of the Board. The sole exemption to this policy shall be the release of the membership roster to current members for the purpose of enhancement of normal law enforcement related operations.

ARTICLE VII

INDEMNIFICATION

Section 7.01. Indemnification. To the fullest extent permitted by then applicable law, the Corporation shall indemnify, reimburse and hold harmless its "agents," as defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law or such other section which may hereafter replace such section, to the fullest extent permitted by Section 5238 and applicable law.

Section 7.02. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 7.03. Advance of Expenses. The Corporation shall advance funds to be used for expenses incurred in defending any proceeding, prior to the final disposition of such proceeding, upon approval by a majority of the Directors then in office and upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall be determined ultimately that he is entitled to be indemnified as authorized in this Article or by applicable law.

Section 7.04. Scope of Indemnification. The right of indemnification provided in this Article shall inure to each person referred to in this Article and, in the event of such person's death, shall extend to such person's legal representatives. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any such person, or any other individual, may be entitled as a matter of law, or under any agreement, vote of the Directors or otherwise.

ARTICLE VIII

ROBERT'S RULES OF ORDER

Robert's Rules of Order will be followed by the Board and by all committees unless otherwise specified by the Articles, these By-Laws, applicable law or by duly adopted resolution of the Board.

ARTICLE IX

AMENDMENT

These By-Laws may be amended or repealed by the approval of a majority of the Directors then in office.

**CERTIFICATE OF ADOPTION OF BY-LAWS
ADOPTION BY INCORPORATOR**

The undersigned person appointed in the Articles of Incorporation to act as the Incorporator of the above-named corporation hereby adopt the same as the By-Laws of said Corporation.

Executed as of March 17, 2009.

Albert P. Mesa, Jr.