

**LA HABRA POLICE**

**MEMORIAL FOUNDATION, INC.**

**A California Public Benefit  
Corporation**

**Bylaws (Amended 05/11/2021)**

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**ARTICLE I  
NAME/OFFICES**

**SECTION 1: NAME**

The name of this Corporation shall be the “La Habra Police Memorial Foundation, Inc.” as stated in the Articles of Incorporation, hereinafter referred to as “LHPMF, Inc.”

**SECTION 2: ADDRESS**

The principal office of the Corporation for the transaction of business is located at: 150 N. Euclid St., La Habra, Orange County, California.

The County of the Corporation's principal office can be changed only by an additional amendment of the Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named County by noting the changed address and effective date without amendment.

**SECTION 3: OTHER OFFICES**

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time designate.

**ARTICLE II  
PURPOSES, OBJECTIVES, AND  
LIMITATION**

**SECTION 1: OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

- A. Provide assistance in the form of donations of monetary funds or other goods and / or services to benefit the families of La Habra police officers and other law enforcement and public safety officers who have been killed in the line of duty;
- B. Assist law enforcement and 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 of the community including victims of criminal acts.
- D. Administer an educational scholarship program with the objectives of: 1) providing assistance to lesser advantaged high school seniors, and 2) advancing the law enforcement profession through the promotion of higher education.

## **SECTION 2: LIMITATIONS**

- A. The provision of direct financial support by this foundation shall be limited to those applicants, or sponsors thereof, who demonstrate a need which arises out of an immediate, unexpected, and/or catastrophic event or circumstance, as interpreted by the Board of Directors or designee thereof.
- B. For the purposes of this section, the Board of Directors shall always interpret the death or serious injury of a law enforcement officer in the performance of his/her duty, as being an immediate, unexpected, and/or catastrophic event.

## **ARTICLE III MEETINGS**

### **SECTION 1: LOCATION**

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by the Board of Directors. Any meeting may be held by telephone conference or similar communications equipment, so long as all directors participating in such meeting can hear one another, or through the use of electronic voting technology, so long as such technology allows Directors to electronically sign votes and permits any Director to nullify a vote so that it may be tabled until a telephone conference or regular or special meeting is held.

### **SECTION 2: FREQUENCY**

- A. Meetings of Directors shall be held as frequently as is deemed appropriate or necessary by the Board of Directors for the purposes of reviewing and acting upon applications for assistance.
  - 1. Meetings may be called by any member of the Board of Director

2. Meetings shall be held at a place designated by the Foundation President or as directed by a majority of Directors. In the absence of such a designation, the meeting will be held at the principal meeting location of the Corporation

B. An annual meeting may be held at a date and time to be determined by the Board of Directors.

### **SECTION 3: NOTICE OF MEETINGS**

#### **A. MEETINGS OF THE BOARD OF DIRECTORS**

Meetings of the Board of Directors shall be held upon two (2) days' notice by First Class mail or twenty-four (24) hours' notice delivered personally, by telephone, or another electronic device.

#### **B. CONTENTS OF NOTICE**

Except as otherwise provided, notice of meetings shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

#### **C. DELIVERY**

1. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation.
2. If sent by mail, telephone or electronic device, the notice shall be deemed to be delivered on its deposit in the mail, on its delivery via voicemail or by receipt of successful electronic receipt.

#### **D. ADJOURNED MEETINGS**

1. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty- four (24) hours from the time of the original meeting.
2. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **E. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting or electronic vote 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 quorum, as hereinafter defined, is present. No Waiver of Notice shall be required of any Director not present.

## **SECTION 4: MEETING QUORUM**

- A. A quorum shall consist of a majority, but not less than three (3) Directors present at a regularly scheduled or special meeting.**
- B. Except as otherwise provided in these Amended Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed or the next regular meeting of the Board.**
- C. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.**
- D. The Directors present at a meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or Bylaws of this Corporation.**

## **SECTION 5: MEETING CONDUCT**

- A. Meetings of the Board of Directors shall be presided over by the President of Board, or, in his or her absence, by the Vice-President of the Board. The Secretary of the Corporation shall act as Secretary at all meetings of the Board, provided that. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.**

- B. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Amended Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

## **SECTION 6: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. 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 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.

## **ARTICLE IV DIRECTORS**

### **SECTION 1: NUMBER**

The Board of Directors shall consist of no less than four (4) or no more than ten (10) Directors.

To ensure that the needs of the La Habra Police Department personnel are always taken into account, at least two-thirds (2/3) of all LHPMF Board members shall be current and retired members of the La Habra Police Department.

To avoid any potential confusion or conflict of interest, at no time shall any LHPMF Board member be a sitting Board member of the La Habra Police Association, the La Habra Police Canine Foundation, the La Habra Police Department Explorers Post 850 or the Stress Relief Center.

### **SECTION 2: POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3: DUTIES**

The Directors shall:

- 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 Amended Bylaws;
- B. Appoint, remove, discharge, and, except as otherwise provided in these Amended Bylaws, prescribe the duties of all officers and agents of the corporation;
- C. Supervise all officers and agents of the Corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these Amended Bylaws;
- E. Register their physical address, phone number and Email with the Secretary of the Corporation so that notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

### **SECTION 4: DIRECTOR ELECTIONS /TERMS OF OFFICES**

- A. The initial Directors of this Corporation were appointed by the Board of Directors of the La Habra Police Memorial Foundation. Thereafter, successor Directors shall be appointed or elected in accordance with the provisions of these Amended Bylaws.
- B. Each Director shall hold office until he/she resigns or is otherwise removed from office in accordance with these Amended Bylaws.

### **SECTION 5: COMPENSATION**

All Directors shall serve without compensation. Directors may receive reimbursement for ordinary LHPMF business expenses (Examples: Purchase of paper, postage, advertising materials)

### **SECTION 6: INTERESTED PERSONS RESTRICTIONS**

Notwithstanding any other provisions of these Amended Bylaws, no persons serving on the Board may be interested persons. For purposes of this section, "interested persons" means either:

- A. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months as independent contractor; or

- B. Any immediate relative, by blood or marriage, to other current Board members.

## **SECTION 7: VACANCIES**

- A. Vacancies on the Board of Directors shall exist:

1. On the death, resignation or removal of any Directors, and
2. Whenever the number of authorized Directors is increased.

- B. The Board of Directors may declare vacant the office of a Director:

1. Who has been removed from, or is no longer eligible to serve as a Director;
2. Who has been declared of unsound mind by a final order of court;
3. Who has been convicted of a felony;
4. Who has been found by a final order or judgment of any court to have breached any duty under Section 5230, et. sec. of the California Nonprofit Public Benefit Corporation Law.

- C. Directors may be removed without cause by a majority vote of the Directors then in office.

- D. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.

- E. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, 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 this Article of these Amended Bylaws, or,
3. A sole remaining Director.

- E. A person elected to fill a vacancy as provided by this Section shall hold office until his or her death, resignation or removal from office.

**SECTION 8: MAJORITY ACTION BY BOARD**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

**SECTION 9: NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**SECTION 10: INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS**

- A. To the extent that a person who is, or was, a Director, officer, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**SECTION 11: CORPORATE ACTS INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE V  
OFFICERS****SECTION 1: NUMBER OF OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and a Chief Financial Officer (hereafter referred to as the Treasurer). The Corporation may also have, as determined by the Board of Directors any other officers it deems necessary. At no time shall any officer hold dual roles (ex. President and Treasurer).

**SECTION 2: QUALIFICATION, ELECTION, TERM OF OFFICE**

Any person may serve as officer of this Corporation, with the exception of those who fall into the categories listed in ARTICLE IV, SECTION 1. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**SECTION 3: REMOVAL AND RESIGNATION**

- A. Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time.
- B. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **SECTION 4: VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **SECTION 5: DUTIES**

### **A. PRESIDENT**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors:

1. Supervise and control the affairs of the corporation and the activities of the officers;
2. Preside at all meetings of the Board of Directors;
3. Execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors;
4. Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Amended Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **B. VICE PRESIDENT**

1. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President.
2. 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 Amended Bylaws, or as may be prescribed by the Board of Directors.

**C. SECRETARY**

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original or a copy of the Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of Minutes of all Board meetings, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Amended Bylaws or as required by law.
4. Be custodian of the records and of the Seal of the Corporation and see that the Seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its Seal is authorized by law or these Amended Bylaws.
5. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request, therefore, the Bylaws, the Articles of Incorporation, and the Minutes of the proceedings of the directors of the Corporation.
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Amended Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**D. TREASURER**

Subject to the provisions of these Amended Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. 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.
5. 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 therefore.
6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. 8) In general, perform all duties incident to the office of Treasurer and such other duties as required by law, by the Articles of Incorporation of the corporation, or by these Amended Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE VI COMMITTEES**

### **SECTION 1: COMMITTEES**

The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not members of the Board. These committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

## **SECTION 2: MEETINGS AND ACTION OF COMMITTEES**

- A. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee.**
  
- B. The time for special meetings of committees may also be fixed by the Board of Directors.**
  
- C. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Amended Bylaws.**

## **ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1: EXECUTION OF INSTRUMENTS**

**The Board of Directors, except as otherwise provided in these Amended Bylaws, may by resolution, authorize any officer or agent 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. Unless so authorized, 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 monetarily for any purpose or in any amount.**

### **SECTION 2: CHECKS AND NOTES**

**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 may be signed by two (2) officers of the Board of Directors of the Corporation.**

### **SECTION 3: DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4: GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the charitable purpose of this Corporation.

## **ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1: MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office in the State of California:

- 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;
- 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 record of the members of the Board of Directors, indicating their names and addresses;
- D. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **SECTION 2: CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3: DIRECTORS INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

### **SECTION 4: RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### **SECTION 5: ANNUAL REPORT**

A. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days or as soon as practicable after the close of the Corporation's fiscal year to all Directors of the Corporation. That report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
5. Any information required by Section 6 of this Article.

C. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement(s) were prepared without audit from the books and records of the Corporation.

**SECTION 6: ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

- A. This Corporation shall mail or deliver to all Directors within one hundred and twenty (120) days or as soon as practicable after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:**
- 1. Any transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:**
    - a) Any Director or Officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or**
    - b) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.**
  - 2. A transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00) or which was one of a number of transactions with the same person(s) involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).**
  - 3. Indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any Directors or Officer.**
- D. Any statement required by this Section shall briefly describe the name(s) of the interested person(s) involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need to be stated.**

**ARTICLE IX  
FISCAL YEAR**

**SECTION 1: FISCAL YEAR OF THE CORPORATION**

This fiscal year of the Corporation shall begin on the First (1st) day of January and end on the Thirty-First (31st) day of December in each calendar year.

**ARTICLE X  
AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

**SECTION 1: AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of Public Benefit Nonprofit Corporations, these Amended Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- A. Any proposed alteration, amendment or repeal of any Bylaws shall be sent to all members of the Board of Directors not less than fourteen (14) days prior to consideration of such proposed alteration, amendment or repeal.
  
- C. Any proposed alteration, amendment or repeal of any Bylaws noticed as provided in Subsection A shall be approved by an affirmative vote of two-thirds (2/3) of the entire Board of Directors.

**SECTION 2: CERTAIN 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 first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE XI  
PROHIBITION AGAINST SHARING CORPORATE  
PROFITS AND ASSETS**

**SECTION 1: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND  
ASSETS**

No Director, officer, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Amended Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**ARTICLE XII  
MEMBERS**

**SECTION 1: DETERMINATION OF MEMBERS**

If this Corporation makes no provision, then, pursuant to Section 5301(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law of the provisions of the Articles of Incorporation or Amended Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

**WRITTEN CONSENT OF DIRECTORS  
ADOPTING AMENDED BYLAWS**

We, the undersigned, are all of the persons named as the Directors of the La Habra Police Memorial Foundation, Inc., and, pursuant to the authority granted to the Directors under these Amended Bylaws to take action by unanimous vote consent to, and hereby do, adopt the foregoing Amended Bylaws, consisting of 19 pages, as the Amended Bylaws of this Corporation.

  
\_\_\_\_\_  
Craig Hentcy, President

5/11/21  
Date

  
\_\_\_\_\_  
Justin Bender, Vice-President

5-12-2021  
Date

  
\_\_\_\_\_  
Christina Nunez, Secretary

5-11-21  
Date

  
\_\_\_\_\_  
Scott Irwin, Treasurer

5-11-21  
Date

  
\_\_\_\_\_  
Nicole Boss, Board Member

5-12-21  
Date