

San Bernardino County Probation Officers' Association

County of San Bernardino, California

Bylaws

Revised: ~~July 16, 2014~~ September 2, 2015

Article I- Name, Address and Purpose

Section 1. Name

The name of this Association shall be the San Bernardino County Probation Officers' Association, hereinafter referred to as "The Association".

Section 2. Address

The principal mailing address for the transaction of the activities, affairs and business of the Association is 4370 Hallmark Pkwy, Suite 105, San Bernardino CA 92407. The Board of Directors (hereinafter "the Board") may change the mailing address from one location to another by vote of the Board, as contemplated elsewhere within these bylaws. Any changes of the location of the mailing address shall be noted by the secretary on these bylaws opposite this section, or this section may be amended, at any time, to state the new location.

Section 3. Purpose

The purpose of the Association shall be:

- a) to represent the regular members in good standing in all matters relating to employer-employee relations, including but not limited to wages, benefits, work hours, and other conditions of employment,
- b) to promote and improve the welfare of its members,
- c) to promote communications and exchange of information of the functions of the Association with the members,
- d) to safeguard both individually and collectively the rights, benefits and privileges of its members,
- e) to promote the professional development of the members so as to enable them to discharge their duties and responsibilities effectively and
- f) to administratively represent the members for incidents occurring during the course and scope of their employment or any allegation resulting in the potential to effect their employment.

The Association does not contemplate pecuniary gain or profit to the members thereof and it is organized for mutual non-profit purposes.

Article II- Membership

Section 1. Regular members:

Every person in the classification of Probation Officer I, II, or III, employed by the County of San Bernardino shall be eligible for regular membership in the Association. Employees eligible for regular membership shall be granted membership immediately upon employment after notification is received by the Board.

Section 2. Associate members:

Associate members are those persons regularly employed by the County of San Bernardino whose work unit is represented by another employee organization or is unrepresented and who wish to maintain membership in the San Bernardino County Probation Officers' Association. Employees eligible for an Associate membership shall be granted membership after his/her application has been accepted by the Board.

Section 3. There shall be no membership restriction based on race, color, creed, national origin, sex, age, physical handicap, political affiliation, religion, injury, sexual orientation, or any other codified or legally protected basis.

Section 4. Liability of members:

The members shall not be personally liable for the debts, liabilities, or obligations of the Association.

Section 5. Voting rights:

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

Section 6. Termination or suspension of membership; expulsion of member:

1. A member may be terminated on occurrence of any of the following events:
 - (a) Failure of a member to pay dues, fees or assessment as set by the Board within 60 days after they become due and payable;
 - (b) any event that renders a member ineligible for membership, or failure to satisfy membership qualification;
2. Expulsion of a member from the Association may be based on a good faith determination by the Board that the member has engaged in conduct materially and seriously prejudicial or adverse to the purposes and interest of the Association.
3. This section does not apply to a member who is an elected member of the Board of Directors unless one of the procedures found in Articles V, VI or VII, has been conducted.

Section 7. Any regular member of the Association can make a recommendation for suspension, termination or expulsion. Such a recommendation must be brought to any member of the Board,

who will then inform the entire Board within five days, whether electronically, telephonically or in person. All recommendations brought before the Board will be given just consideration. The Board will exercise due diligence in making a determination as to whether to submit the matter for a full hearing. During this process, any, and all communications between the member and the Board, shall be kept personal and confidential until the matter is resolved. Any member violating the confidentiality of the communications will be given verbal and written notice of the violation. Also, notice will be given that further violation of the confidentiality will lead to suspension or termination.

Section 8. Hearing for suspension, termination or expulsion:

If grounds appear to exist for suspension, termination or expulsion of a member, the procedure set forth below shall be followed.

- (a) The accused member shall be given thirty days notice of the proposed hearing and the reason for the hearing. Notice shall be given by certified mail at the last known address of the member, or by a member of the board hand delivering a copy of the information to the accused member. The notice will contain the allegations against the member, the date of the hearing, and explain the members rights, including the options that are available to the member stated herein. The member has the right to be informed of the charge(s), for time to prepare a defense, to appear and defend himself/herself and to be treated fairly.
- (b) At the accused member's request, he/she shall be given an opportunity to be heard either orally or by responding to the allegation(s) in writing, at least five days before the effective date of the hearing.
- (c) The accused member will be heard, or the written statement read into the record and considered at the hearing. The hearing will be conducted in an informal setting, and subject to professional rules of decorum. The hearing will be conducted by a three person committee, which will consist of three members of the Board. During the hearing, the member shall have the right to have a representative of his/her choice present. The Association, however, will not provide this representative nor reimburse the member for expenses incurred by the member.
- (d) The three-member committee shall decide whether or not the membership shall be terminated or suspended, the member expelled, or sanctioned in some other way. The decision of the committee shall be final.

Section 9. Reinstatement:

Upon written request, executed by a former member and filed with the secretary of the Board, a member may be reinstated, if the committee recommends and the Board, by a majority of a quorum, votes to reinstate the former member. The Board will set terms as is deemed appropriate and reasonable.

Section 10. Resignation:

Any member may resign by filing a written resignation with the secretary, unless continuous membership is required by contract with the County or required by law. Such resignation, if permissible, shall not relieve the member, so resigning, of the obligation to pay any dues heretofore accrued and unpaid.

Section 11. Dues, fees and assessments

Each member must pay, within the timeframe and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by a majority of the voting membership. Currently set monthly dues of \$60.00 for general members and \$30.00 for associate members. Such dues, fees and assessments are to be collected through payroll deductions.

Article III- Board of Directors

Section 1. Board of Directors

The Association Board of Directors shall consist of the Executive Board (President, Vice-President, Secretary and Treasurer) and area Directors. All four elected constitutional officers shall be members elected from the active member group who are in good standing. No one person shall hold more than one office simultaneously. Each officer shall be a full voting member of the Board, with the exception of the President, who will abstain from voting unless the vote tally has resulted in a tie. At which time the President's vote will break the tie.

A. Representation

1. President: Official representative of the Association;
2. Vice-President: Official representative of the Association in the absence of, or by the direction of, the President;
3. Secretary: Official representative of the Association in the absence of the President and Vice-President;
4. Treasurer: Official representative of the Association in the absence of the President, Vice-President, and Secretary;
5. Sergeant at Arms: Official Representative of the Association in the absence of the President, Vice-President, Secretary and Treasurer. The Sergeant at Arms shall come from the Regular Active membership.
6. Division/Station Director: Representative elected from the general membership. A Director need not be assigned to the geographical area to which he/she is elected however, if he/she accepts the position agrees to carry out the duties as set forth in these Bylaws. However, every effort should be taken to elect a Director from the geographical area.
7. Immediate Past President: Represents continuity with knowledge, experience and wisdom gained from past experience as President.

Section 2. Ascension

In the event the President is unavailable to perform the duties as set forth in these Bylaws, the duties shall escheat to the Vice-President or Vice-President designee. In the event the Vice-

President is unavailable to perform the duties, the duties shall escheat to the Secretary or their designee. In the event the Secretary is unavailable to perform the duties, the duties shall escheat to the Treasurer or their designee. In the event none of the Executive Officers are available to perform the duties, the responsibilities will fall to a member of the Board chosen by a majority vote of the Board.

Section 3. General Powers:

Subject to the limitations of the Bylaws, the ordinary business and affairs of the Association shall be controlled solely and collectively by the Board and not subject to the general membership. The Board, collectively, has the power, after a collective decision by a quorum of board members, to achieve the fulfillment of the purposes as stated in Article I.

Section 4. Numbers and tenure:

The number of members of the Board of Directors shall be thirteen (13): President, Vice-President, Secretary, Treasurer, four (4) Directors from the Central area, three (3) Directors from the Desert area and two (2) Directors from the Rancho area. Each Board member shall hold office until the next election and his/her successor has been elected. After a new President is elected, the Past president shall remain on the Board for a period of time to be determined by the Board but not to exceed one year. The Past President will assist the new President, and Board in the day-to-day functioning of the Board and perform other duties as outlined in these Bylaws or as may be requested by the Board.

Section 5. Voting power:

Each of the members of the Board shall have one vote on all matters submitted to a vote of the Board of Directors. The President, as the Chief Executive Officer, will have no vote except when as a tie breaker.

Section 6. Meetings:

The Board shall meet at the call of the President or at the request of at least two (2) other members of the Board. Any such meeting shall not take place less than five (5) calendar days after the meeting is called for unless otherwise agreed to by a quorum of the Board. Notice of the meeting shall be given to all members of the Board, who will thereafter be tasked with making sure that notice of such meetings shall be made to the general membership. The manner shall be at the option of the Board, however, at a minimum, the notice shall be posted on the bulletin board at all facilities. Furthermore, the meeting notices will be posted on the Association's website, which shall constitute sufficient notice of board meetings.

- (a) The Board of Directors shall meet as often as necessary to conduct Association business, but no less than once a month, said meetings taking place at the time and location agreed upon by the Board. Any meeting scheduled will be posted to inform the general membership of the meeting, at least five (5) days prior to the meeting.
- (b) The Board of Directors scheduled meetings are the first and third Wednesdays of each month. Any meeting can be cancelled and/or rescheduled by a majority vote of the Board members.

Section 7. Quorum:

A simple majority of filled Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, the only business that shall be conducted is that business that does not require a vote.

Section 8. Action without meeting:

Any action may be taken without a meeting via electronic method, to include but not limited to conference phone call and e-mail, if two-thirds (2/3) of the members of the Board consent to the action. Such consent and the method of obtaining each Director's approval shall be filed with the minutes of the proceedings of the Board. However, any action taken under the auspice of this section must either be at the behest of the President or of at least two (2) Board members.

However, should any action be needed per this Section, and the board does not respond within 36 hours, the Executive board, by a majority vote, may take immediate action. Said action will be recorded and made part of the minutes for the next regularly scheduled board meeting.

Section 9. Vacancies:

Any vacancy occurring on the Board shall be filled within thirty (30) days of notification to the President of the vacancy. The general membership will be notified by posting the notice of the vacancy ten (10) days from the date the President is notified of the vacancy. When the vacancy is for a position for less than one (1) year, the Board may appoint a replacement, with approval of a majority of the Board. After the appointment, notice of the appointment will be posted consistent with the posting provisions of these Bylaws. Un-expired terms of one (1) year or more will be filled by special election within thirty (30) days of notification to the President of the vacancy. The election will follow the Election procedures found otherwise in these bylaws. If there are no candidates for the position, then the same procedure used to fill a vacancy of less than one (1) year will be implemented by the Board.

Section 10. Compensation and expenses:

All members of the Board shall serve without any compensation. Directors may be reimbursed their expenses for attending meetings or other events. However, receipts and reports of expenditures must be submitted to the Board within 60 days of said expenditures for approval prior to such reimbursement. The Treasurer will ensure the member is reimbursed within 30 days from the receipt of the expense report.

Section 11. Liability:

The Board shall not be personally liable for the debts, liabilities, or obligations of the Association, as long as the Board has acted in a legal manner and consistent with the documented minutes of the Association giving rise to the liabilities, obligations or incurring of debts of the Association.

Article IV- Elections of the Board of Directors

Section 1. Qualifications:

Each candidate for a seat on the Board shall be a regular member of the Association and in good standing at the time of his/her election. To be in good standing the member will have dues paid

up to date, and not be facing suspension or an expulsion hearing or administrative action from the SBCPOA Board.

Section 2. Election of Board of Directors:

Members of the Board shall be elected from the general membership. The offices of President, Secretary and four Directors: two (2) central, one (1) Rancho and one (1) Desert shall be elected by the general membership in the odd numbered years. The Vice-President, Treasurer and other directors shall be elected in even numbered years. Those elected will be appointed and begin their term of office in January of the year following the election.

Section 3. Annual election:

There shall be an annual nomination meeting for expiring Board of Directors positions to be held in October of each year at such time and place as shall be designated by the Board. Notice of such meeting shall be posted in County approved areas, posted on the Association website and will include the time, date, location and purpose of that meeting. Such notice shall be given at least twenty (20) days before the date of election.

Elections will be held in the fall, typically November; however the Board can authorize special elections as needed. Regular members who intend to run for any available Director/Officer position must submit their letter of intent to run, and if they choose, provide a platform statement, by date and time agreed upon by the Board. Names of the candidates and election information will be posted for all members to see on the Association bulletin boards and website. Ballots will be prepared and a reasonable effort will be made to provide one to each member of the Association excluding members without voting privileges. Paper ballots may be received by any member of the Board regardless of their area of responsibility. All ballots must be made available to the Board prior to the end date and time so that the Board can tabulate the results and post the outcome on the Association bulletin boards and website.

Section 4. In the event of an election, resignation, removal or other action of the Board or membership that has an effect of removing the responsibility of the Board member, that Officer/Director must turn over all Association property, i.e. all passwords, materials, account numbers, or other business/contract items, to a member of the Executive Board within forty eight (48) hours of the event causing the removal of responsibility. The Board will thereafter, within seventy two (72) hours of the aforementioned actions, take all necessary steps to ensure that the proprietary interests of the effected member are terminated and the Board "trade secrets" are protected. Failure by the effected member to comply with the provisions of this section can lead to disciplinary action up to legal action if necessary.

Section 5. Any Board member who will be unable to attend meetings during a period of 45 days or longer may be temporarily suspended from the Board. The Director should recommend someone to sit in his/her stead during this time. The member is subject to approval by the Board.

Article V- Removal of member of the Board of Directors:

A member of the Board may be removed, without cause, by two-thirds (2/3) vote of the general membership. A letter with the reason and recommendation will be submitted to the Board with the appropriate number of signatures to initiate the removal.

A member of the Board may be removed for failure to attend three (3) consecutive regular meetings of the Board without an appropriate reason and notification to the Board or missing six (6) meetings in a calendar year. Removal action shall be initiated by a member of the Board and requires a two-thirds (2/3) vote of the Board members who are not under consideration for removal. An appropriate reason will be fair and honest reasons, regulated by good faith on the part of the members. The reasons shall not be trivial, arbitrary, or capricious. If the member is not removed, the Board member will be given notice that further violations of the Bylaws will result in removal action being initiated pursuant to these Bylaws.

Article VI- Recall of any Board member; executive or director:

To start a recall proceeding for anyone on the Board, Executive or Directors, a petition signed by 20% of the Regular membership must be submitted to the Board. Upon receiving the petition and validating the membership signatures, the presiding officer, with the approval of the non-effected Board member(s), will appoint a recall committee. The committee will examine all available relevant facts and return a recommendation to the presiding officer and the Board. If the committee finds that a recall may be needed, the presiding officer may call for an immediate vote on the recall followed by a motion that a special vote be taken by the general membership.

Article VII- Resignation:

Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect on the date of the receipt of such notice or at a time specified therein. The Board will receive the notice and enter it into the official record at the next meeting or by e-mail initiated by the member receiving the notice. All properties belonging to the SBCPOA shall be returned within ten (10) days of Board's approval of the resignation, unless otherwise determined by the Board.

Article VIII- Board duties

Section 1. Duties of the President:

The President shall:

1. Preside at all meetings of the Board of Directors and all regular Membership Meetings;
2. Appoint all such committees as needed or as directed by the Board;
3. Serve as an ex-officio member on all committees except nominating Committees;
4. Decide all questions of "Order" at meetings;
5. Cast the deciding vote in any matter before the Board of Directors, which results in a tie vote;
6. Perform in an impartial manner such other duties as may be necessary to carry out the provisions of the Bylaws of the Association;
7. Appoint a recording secretary in the absence of the elected Association Secretary;
8. Control an executive budget as set by the Board; and
9. At his/her discretion, appoint a Parliamentarian/Sergeant at Arms and/or Chaplain, subject to the approval of the Board.

Section 2. Duties of the Vice President:

The Vice President Shall:

1. Succeed the President should the Presidency become vacant;
2. Assume and discharge the duties of the office of the President during his/her absence, inability to act, or when called upon by the President to do so;
3. Keep informed of the duties and activities of the various committees;
4. Obtain a verbal or written report from each active committee chair of all activities, and prepare them for presentation in the event of the absence of a committee chair from a meeting; and
5. Perform other duties as required by these Bylaws, or which may be necessary in the best interest of the Association.

Section 3. Duties of the Secretary:

The Secretary shall:

1. Oversee a current list of members, maintained by the Department, broken down by: Location, total number, and total non-members. Keep the Board current as to the number of members in the association.
2. Take and record minutes of all Board and Regular Membership meeting. Oversee the distribution of copies of minutes to Board members in a timely manner.
3. Oversee notification of all successful candidates of his/her election.
4. Perform all such other duties as may be required by these Bylaws, or which may be necessary in the best interest of the Association.

Section 4. Duties of the Treasurer:

The treasurer shall:

1. Insure all financial records are kept in a manner following generally accepted accounting principles;
2. Render annually to the Board and to the general membership a financial statement of the Association for the past year ending;
3. Turn over to an independent auditor all records of account each July for a full financial audit of all accounts;
4. Assist in the expenditures and receipt of the Association's main projects by acting as a committee member on such projects;
5. Oversee the production of a monthly financial statement to the Board of Directors;
6. Review the Executive expense report and budget and be able to report to the Board at any regular scheduled meeting on expenditures and changes in financial obligations from Board approved expenses;
7. Report to the Board on questions arising out of the financial obligations maintained by the paid office staff, if any;
8. Oversee financial reports to the Secretary of State, Franchise Tax Board and Federal Internal Revenue Service;
9. Report any expenditures or changes to the budget to the Board for review at the next scheduled Board meeting. The budget will be established each June at the regularly scheduled Board meeting for the fiscal year commencing on July 1st;
10. Reconcile the reports indicating the number of dues paying members and those paying to CLEA, with the master list obtained from Human resources.
11. Perform all such other duties as may be required by these Bylaws, or which may be necessary in the best interest of the Association.

Section 5. Duties of the Directors:

The Directors shall:

1. Keep the general membership informed of current Association matters.
2. Post approved bulletins and notices.
3. Collect and disseminate correspondence to and from the membership.
4. Participate in committees and other activities that promote the success of the Association.
5. Represent the members' interests and concerns to the Board.

Section 6. Duties of the Sergeant at Arms.

The Sergeant at Arms shall:

1. Maintain order at meetings;
2. Act as Parliamentarian on rules of order, subject to Roberts Rules of Order;
3. Be appointed by the President, with the approval of the Board;
4. Be a standing non-voting member of the Board of Directors.

Section 7. Immediate Past President.

The Immediate Past President shall:

1. Give advice and direction to maintain continuity of the Association plans and activities; and
2. Maintain a non-voting position on the Board for a period not to exceed one year.

Article IX- Meetings of members

Section 1. Rules of Order:

Meetings of the Association and the Board shall be held in accordance with "Robert's Rules of Order" and in accordance with the provisions of these Bylaws. A copy of "Robert's Rules of Order" shall be maintained by the Association. For an issue not specifically address in these Bylaws, refer to "Robert's Rules of Order." This shall remain in effect until such time as a new procedure is recommended, approved and adopted by the Board.

Section 2. Annual meeting:

An annual members' meeting shall be held during November unless the Board fixes another time and so notifies the membership of the change. At this meeting the Association's annual budget shall be presented to the members and any other proper business may be transacted.

Section 3. Special meeting:

The Board may call a special meeting of the membership for any lawful purpose at any time. Notice of this meeting must be given to the membership no later than five business days before the date of the meeting. Said notice shall be posted in County approved areas, posted on the Association website and will include the time, date, location and purpose of that 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.

Section 4. A Quorum:

A quorum for a Regular membership meeting shall consist of 25% of the eligible voting members at the time of the membership meeting. The Secretary shall determine active

membership one week prior to membership meeting wherein any vote will be considered. This 25% shall include proxy votes.

Section 5. Voting:

Any issue or election may be conducted by mail, e-mail, website voting or as the Board shall determine to be reasonable.

Section 6. Proxy votes:

Each regular member shall have the right to vote in person or by proxy. The proxy must be in writing, signed by the person eligible to vote by proxy, and delivered to a regular member or director who shall notify the Association Secretary at or before the vote is called of the existence of the proxy.

- (a) Verbal proxies are not permitted.
- (b) A validly executed proxy must state on its face the matter(s) for which the vote is to be made. A generalized proxy for all purposes is not permitted.
- (c) Proxy votes may be cast by a regular member at any membership meeting when a member is prevented from attending said meeting. The proxy expires at the close of the meeting for which the letter of authorization was granted. All directors must have proxies available for general members to come and cast their vote for specific item. It is not necessary that proxies be sent to each member.
- (d) Information on voting issues must be objectively stated and made accessible for all members to consider.

Article X- Committees

Standing or particular committees may be established by Board resolution or membership vote and will continue in existence until dissolved by Board resolution or membership vote. Each committee chairperson shall be appointed by the President, subject to ratification by the Board. The chairperson is responsible for appointing the committee members subject to ratification of the Board. The following committees shall remain in effect as dictated by these bylaws without further action of the Board:

- (a) Negotiation Committee, consisting of appointed members and the Association's general counsel. Its purpose is to conduct labor negotiations.
- (b) Bylaws Committee, members to be appointed by the Chairperson of the committee and approved by the Board. The Committee will conduct an annual review of these bylaws, and submit recommended amendments to the Board for approval.
- (c) PAC Committee, appointed members will confer and make recommendations to the Board regarding requests or suggestions to provide support for a specific politician or political issue.

Any member appointed to a committee may be removed by the President, subject to ratification by the Board.

Article XI- Contracts, checks, deposits and funds

Section 1. Contracts and agreements:

The Board, by a majority vote, may authorize any officer, or officers of the Association to enter into any written contract or agreement and to execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.

Section 2. Association funds, collected by and through Association dues shall be disbursed to pay Association indebtedness incurred by the Board members by Association check, countersigned by the Association's Treasurer or other person designated by the Board. The maximum single expenditure authorized to be disbursed under this section is 25% of the Association's annual budget.

- (a) An expenditure for purchase of real or personal property greater than 25% of the Association's annual budget must be approved by a vote of the general members prior to such expenditure, unless it is of an emergency nature for which the Board must declare the nature of the emergency and authorize disbursement. In any event, such large expenditure requires prior notice to the membership of a meeting during which the expenditure will be discussed and must be placed on the agenda prior to any meeting of the Board or the members. Notice of 30 days must be given to the membership so that the membership may make arrangements to comment on the expenditure.
- (b) Any expenditure relating to investments, long term loans, and capital expenditures shall be first approved by a majority vote of the general membership.
- (c) Upon satisfying the requirements of paragraphs (a) and (b) of this section, the Board is authorized to enter into negotiations, purchase and encumber any specific real property. Further, any two executive officers, after approval by the Board, are authorized to sign purchase contract documents and all related documents for the acquisition of real property.

Section 3. Deposits:

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board and members shall select after review.

Section 4. Gifts:

The President or other member of the Board may accept on behalf of the Association, any contribution, gift, bequest, or device, for the general purpose, or for special purpose, of the Association. Individual gift receiving is not permitted for personal gratuity, or other reason without prior approval of the Board.

Section 5. General fund:

There shall be established a general fund, under the direct supervision of the Board. Into this fund shall be placed the receipts from all dues and monies received from any source other than

those monies placed into any special fund that is set up by the Directors. This fund shall be used to pay the expenses of the Association and to finance any endeavor for the Association's benefit.

Article XII- Books and records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, for any proper purpose at any reasonable time with reasonable advance notice. Records shall be expunged in a legal and confidential manner.

Minutes of the Association shall be made available after approval by the Board. To ensure the confidentiality of the Association's business, the minutes will be kept in a minute book by the Treasurer, a copy made available at the Association office to members and a copy posted in the secure section of the Association website.

Article XIII- Fiscal year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

Article XIV- Waiver of Notice

Whenever any notice is required to be given under the laws of California or pursuant to these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Article XV- Amendments to Bylaws

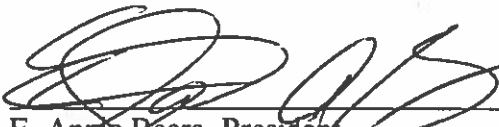
These Bylaws may be amended or replaced by a majority vote of the members present at any regular or special meeting, if at least thirty (30) days written notice of such meeting is posted or noticed by the Secretary including a copy of the Bylaws proposed to be adopted. The Board of Directors shall sign the amended Bylaws within thirty (30) days of the amended Bylaws being approved by the membership.

Article XVI- Distribution of assets upon dissolution

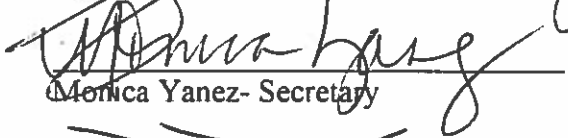
On the dissolution or winding up of this Association, its assets remaining after payments of all its debts and liabilities shall be disbursed equally amongst the active dues paying members at the time of dissolution.

We certify that we are duly elected members of the San Bernardino County Probation Officers' Association, Board of Directors, a California non-profit benefit Association. The Bylaws, consisting of Fourteen (14) pages, are the Bylaws for the San Bernardino County Probation Officers' Association. (The bylaws were originally adopted by the Board of Directors of the San Bernardino County Probation Officers' Association on August 21, 2006 and amended on October 3, 2012 and July 16, 2014.)

Executed on October 21, 2015 at the offices of the San Bernardino County Probation Officers' Association.

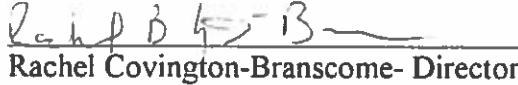

E. Anne Beers- President


Laura Pleasant-Vice President


Monica Yanez- Secretary


Robert Bloer- Treasurer


Mark Bradley- Director

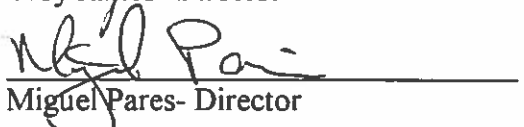

Rachel Covington-Branscome- Director

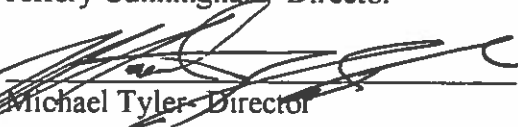

Charlotte Gentry- Director


Danielle Gibson- Director


Troy James- Director


Jeffery Cunningham- Director


Miguel Pares- Director


Michael Tyler- Director


Lauren Zima- Director