

BYLAWS OF THE WACOPS LABOR DEFENSE GROUP

Article 1 Name and Purpose

Section 1: The name of the organization shall be the WACOPS Labor Defense Group, hereafter referred to as the LDG.

Section 2: The purpose of the organization shall be to improve wages, hours, and working conditions of represented employees through collective bargaining by providing advice and negotiating, litigation, arbitration, and related services to those labor organizations that are affiliated with WACOPS and that become a participant in the LDG.

Article 2 Offices

Section 1: The principal office of the LDG shall be located at its principal place of business or such other place as the Board of Directors may designate.

Section 2: The LDG may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the LDG may require from time to time.

Article 3 Membership

Section 1: The LDG shall have no members.

Article 4 Board of Directors

Section 1: The affairs of the LDG shall be managed by a Board of Directors ("Board").

Section 2: The Board of Directors shall decide the aims and means of accomplishing the purposes of the LDG and have authority to take all actions necessary for accomplishing the purposes of the LDG, including:

A. Providing advice and negotiating, litigation, arbitration, and related services to those labor organizations that are affiliated with WACOPS and that become a participant in the LDG.

1. The Board of Directors shall decide on the number and type of benefits to be given, the amount(s) of such benefits, the eligibility for such benefits, whether such benefits shall be provided through self-funding or insurance, and the procedure(s) for providing these benefits.

B. Employing and setting the wages, hours, and working conditions for those employees it deems necessary to accomplish the purposes of the LDG.

C. Employing/contracting with such professionals (e.g. an accountant or an accounting firm, a CPA or a CPA firm, a lawyer or law firm) it deems necessary to accomplish the purposes of the LDG.

D. Setting the initiation fee(s), dues, fees and cost(s) to be paid for advice and negotiating, litigation, arbitration, and related services by organizations that are affiliated with WACOPS and that become a participant in the LDG.

E. Making such rules for the conduct of its meetings, as may be necessary or expedient for the transaction of its purpose.

Section 3: The Board shall consist of seven (7) Directors.

Section 4: Directors 1, 2, 3, and 4 (“appointed Directors”) shall be members of the Washington Council of Police and Sheriffs (“WACOPS”) Executive Board. The other three (3) Directors (“elected Directors”) shall be elected by Directors 1, 2, 3, and 4.

A. In order to be eligible to be elected and to be an elected Director, an individual must be a member of an organization that is affiliated with WACOPS.

B. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Section 5: The number of directors may be changed from time to time by amendment to these Bylaws, provided that any increase in number of Directors shall not reduce the ratio of appointed to elected Directors and no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 6: The Directors shall hold office subject to the following:

A. The initial election for elected Directors shall be at the organizational meeting of the Board. Thereafter, elected Directors shall be elected each year at the annual meeting of the Board.

B. Unless an appointed Director dies, resigns or is removed/replaced by the WACOPS Executive Board, he or she shall hold office during the term of his or her office with the WACOPS.

C. Unless an elected Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his /her successor is elected, whichever is later.

Section 7: Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the LDG, or by giving oral or written notice at any meeting of the Directors.

A. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8: At a meeting called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast Directors then in office.

Section 9: A vacancy in the position of elected Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

A. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 10: The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the LDG.

Article 5 Meetings

Section 1: The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual winter meeting of the WACOPS for the purposes of electing officer and transacting such business as may properly come before the meeting.

Section 2: The board may specify the date, time and place for the holding of regular meetings without other notice.

Section 3: Special meetings of the Board or any committee designated and established by the Board may be called by or at the written request of the President or any three Directors, or, in the case of a committee meeting, by the chairman of the committee.

A. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

Section 4: Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

A. Participation by such means shall constitute presence in person at a meeting.

Section 5: All meetings, except meetings conducted by means of a conference telephone or similar communications equipment, shall be held at the principal office of the LDG or

at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

Section 6: Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than three days before the meeting.

A. Notices in writing may be delivered, e-mail, sent by facsimile, or mailed to the Director at his or her address shown on the records of the LDG.

1. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

2. If notice is delivered by e-mail, the notice shall be deemed effective when sent.

3. If notice is delivered by facsimile, the notice shall be deemed effective when sent.

B. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

Section 7: Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, such notice requirement shall be waived under any of the following circumstances:

A. A waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

1. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

B. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8: Four of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

A. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9: The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Section 10: A Director of the LDG present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the LDG immediately after the adjournment of the meeting.

A. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 11: Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the directors.

A. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

B. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Article 6 Officers

Section 1: The officers of the LDG shall be a President, a Vice-President, and a Secretary/Treasurer.

A. The officers of the LDG shall be elected for a one year term at the annual meeting of the Board.

B. In order to be eligible to be elected and to hold office, an individual must be a Director.

C. Any officer may be assigned by the Board any additional title that the Board deems appropriate.

Section 2: The President shall be the chief executive officer of the LDG and, subject to the Board's control shall:

A. supervise and control all of the assets, business and affairs of the LDG;

B. preside over meetings of the Board;

C. sign deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the LDG or are required by law to be otherwise signed or executed by some other officer or in some other manner;

D. perform all duties incident to the office of the President and such other duties as are assigned to him or her by the Board from time to time:

Section 3: The Vice-President shall:

A. in the event of the death of the President or his or her inability to act, perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President.

B. have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments authorized by the Board.

C. perform such other duties as from time to time may be assigned to them by the President or the Board.

Section 4: The Secretary/Treasurer shall:

A. keep the minutes of meetings of the Board, and minutes which may be maintained by committees appointed by the Board.

B. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

C. be custodian of the corporate records of the LDG.

D. keep records of the address of each Director and of the name and post address of each officer.

E. sign with the President, or other officer authorized by the President or the Board or these Bylaws, deeds, mortgages, bonds, contracts or other instruments authorized by the Board.

F. have charge and custody of and be responsible for all funds and securities of the LDG.

G. receive and give receipts for moneys due and payable to the LDG from any source whatsoever.

H. deposit all such moneys in the name of the LDG in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws

I. perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

Section 5: Any Officer may resign at any time by delivering written notice to the President or the Vice-President or the Board at the registered office of the LDG, or by giving oral or written notice at any meeting of the Directors.

A. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: At a meeting called expressly for that purpose, any Officer may be removed from office, with or without cause, by two-thirds of the votes cast Directors then in office.

Section 7: A vacancy in the position of Officer may be filled by the affirmative vote of a majority of the Directors.

A. A person who fills a vacancy shall serve for the unexpired term of his or her predecessor in office or for a new term established by the Board.

Section 8: An Officer shall receive no compensation for their service as Officer but may receive reimbursement for expenditures incurred on behalf of the LDG.

Article 7 Committees

Section 1: The Board, by a majority of the Directors in office, may designate and establish one or more standing or temporary committees for any purpose that advances the purposes of the LDG.

Section 2: The President shall be responsible for appointing the committee members who do not have to be Directors except as provided in subsection A below.

A. At least one member of each committee shall be a Director.

B. The President shall be an ex-officio member of all standing and special committees.

Section 3: A majority of the members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 4: Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee.

A. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: The President, with or without cause, may remove from office any member of any committee.

Section 6: A committee member shall receive no compensation for their service as a committee member but may receive reimbursement for expenditures approved by the Board and incurred on behalf of the LDG.

Article 8 Revenues

Section 1: Source of revenue of LDG may include initiation fee(s), dues, fees and cost(s) to be paid by organizations that are affiliated with WACOPS and that become a participant in the LDG and/or loans or grants from WACOPS.

Article 9 Administrative Provisions

Section 1: The LDG shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address Director, and of the name and address of each officer; and such other records as may be necessary or advisable.

Section 2: All checks on and/or withdrawals from the account(s) of the LDG must be signed by at least two of the three officers of the LDG.

Section 3: The LDG may obtain one or more credit cards in the name of the LDG

A. Any credit card(s) so obtained will be used only by those persons designated by the Board for the purchase goods and services necessary to accomplish the purposed of the LDG.

B. The Board shall adopt and enforce a credit card policy that at a minimum will require all purchases to be evidenced by a receipt that will be provided to the Secretary/Treasurer within the time frames established in the policy.

Section 4: The accounting year of the LDG shall be the twelve months ending December 31.

Section 5: The financial records of the LDG shall be reviewed annually by a CPA designated by the WACOPS Executive Board.

Section 6: The rules of procedure at meetings of the Board shall be established by the Board in order to insure that meetings are conducted in a professional manner so long as such rules are not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Article 10 Amendments

Section 1: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on this 24th day of 2023.


Secretary