

**RETIRED DEPUTY SHERIFFS' ASSOCIATION
OF SAN DIEGO COUNTY**

P.O. Box 1004
LAKESIDE, CA 92040

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Retired Deputy Sheriffs' Association of San Diego County, hereinafter referred to as the "RDSA".

ARTICLE II. PURPOSE

The Purpose of the RDSA is to fund and operate a public museum preserving and exhibiting historical and ongoing San Diego County Sheriff's Department history and operations.

The RDSA is organized exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Service Code.

ARTICLE III. MEMBERS

Section 3.1. CLASSES OF MEMBERS

- Class I – Primary Members
- Class II - Affiliate Members
- Class III – Supporting Members

Section 3.2. CLASS I MEMBERSHIP REQUIREMENTS

Class I ("Primary") membership is open only to Honorably Retired San Diego County Sheriff's Deputies. Class I members must be approved for membership by the Board and must pay annual dues to remain in good standing.

Section 3.3. CLASS II MEMBERSHIP REQUIREMENTS

Class II ("Affiliate") membership is open to all San Diego County Sheriff's Department employees, active or retired, and all members of the public.

Class II applicants must submit a background check application with their application for membership. Background checks may be waived at the Board's discretion for applicants meeting the following criteria:

- Current active San Diego County Sheriff's Department employees (sworn or non-sworn)
- Current members in good standing of the San Diego County Honorary Deputy Sheriffs' Association

Class II members must be approved for membership by the Board and must pay annual dues to remain in good standing.

Section 3.4. CLASS III MEMBERSHIP REQUIREMENTS

Class III ("Supporting") membership is open to all members of the public. Class III members do not require Board approval, but must pay annual dues to remain in good standing.

Section 3.5. HONORARY LIFETIME MEMBERSHIP

Class I and II members may be granted an Honorary Lifetime Membership for exceptional service, as determined by the Board. Lifetime members are exempt from payment of annual dues.

Board members may not be granted an Honorary Lifetime Membership while serving on the Board.

Members granted an Honorary Lifetime Membership may subsequently serve on the Board.

Section 3.6. RESIGNATION FROM MEMBERSHIP

Any Class I or Class II member desiring to resign from the RDSA shall submit their resignation in writing to the Secretary.

Section 3.7. MEMBERSHIP TERMINATION

Any member may be terminated by unanimous vote of the Board.

If a member is terminated by the Board within less than 6 months since the member's most recent dues payment, the member's dues payment shall be refunded in full.

Any member who fails to pay their annual dues shall have their membership privileges suspended as of their anniversary. Failure to remit dues within two months following their anniversary shall result in the termination of the member.

Members terminated for any reason may apply for membership and such application shall be handled as any new application for membership, except that if the original termination was for a cause unrelated to dues nonpayment, then the application for membership will be reviewed and determined by the Board.

Section 3.8. WAIVER OF FEES AND DUES

The Board may grant a waiver of Initiation Fees and/or Annual Dues for any member, if the Board determines that such action is warranted due to the member's exceptional services or exceptional situation.

ARTICLE IV. OFFICERS

Section 4.1. OFFICERS AND DUTIES

The officers of the RDSA shall be a President, a Vice President, a Treasurer, a Secretary, and not less than five (5) Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the RDSA.

Officers must be Class I or Class II Members in good standing.

Section 4.2. NOMINATION PROCEDURE

Not later than June 30th of each year, or within two (2) weeks of the creation of a vacancy on the Board, the Board shall name a Nominating Committee of not less than four (4) Class I and Class II members.

The Nominating Committee shall identify suitable candidates to be selected to the Board.

At any time, Members of the Board may nominate any serving Board Member to serve in any Officer position defined in Section 4.1.

Section 4.3. SELECTION, TERM OF OFFICE, REMOVAL FROM OFFICE

The officers shall be selected by the Board to serve for a term of three (3) years, or until their successors are selected.

If selected between January 1 and March 31, the Term of Office shall commence on January 1 of the same year. If selected between April 1 and December 31, the Term of Office shall commence on January 1 of the year following their selection.

The new members of the Board shall be installed at the first Board meeting following their selection. Officers may be removed from office per the procedure in RONR (12th ed.) 62:16.

Section 4.4. EXECUTIVE OFFICERS

The Executive Officers shall be comprised of the President, Vice President, Treasurer, and Secretary. The President and Vice President must be Class I members.

Section 4.5. EXECUTIVE OFFICER SELECTIONS

Upon any change of Board members, by majority vote, the Board shall select the President, the Vice President, the Treasurer, and the Secretary from the selected or appointed officers.

Section 4.6. EXECUTIVE OFFICER VACANCIES

Should any of the offices of President, Vice President, Treasurer, or Secretary become vacant, by majority vote no later than the next Board meeting, the Board shall select replacements for such office(s) as required from the remaining selected or appointed officers.

Section 4.7. OFFICE-HOLDING LIMITATIONS

No member shall hold more than one Executive Officer position at a time.

All Board members must stand for re-selection at the end of their current term.

No member who has been selected to the Board for two (2) consecutive full three-year terms is eligible to serve on the Board for a period of twelve (12) calendar months following expiration of their second term of office. Exceptions to this provision:

- **Immediate Past President:** Upon completion of a term while selected as President, if not still serving on the Board in another position, the member may serve as a non-voting member of the Board as an advisor for a period of one year following their replacement.
- **Insufficient Qualified Candidates:** When there are insufficient qualified candidates to fill Board positions that would be vacated by this Section 4.9, the Board may, by majority vote, extend the term of any Board member by an additional term of up to three (3) years.

Section 4.8. MAXIMUM NUMBER OF BOARD MEMBERS

The Board, by unanimous vote, may change the number of its members to a number not less than nine (9) or more than fifteen (15).

Section 4.9. BOARD VACANCIES

The Board, by unanimous approval of serving Board members, may appoint members to fill Board vacancies, providing that such members otherwise qualify to be selected and that the maximum number of Board members allowed is not exceeded.

Appointment of Class II members to the Board must not cause the Board to be composed of less than two-thirds (2/3) Class I members.

Section 4.10. BOARD MEETING ATTENDANCE

During the term of any Board Member, after the failure of that Member to attend three (3) regularly scheduled meetings within any calendar year, that Member may be removed from the Board, if that is the decision of the Board following its normal procedure for adopting such a motion. If a motion to remove the Board Member is approved, the then vacant seat shall be filled by the procedure detailed in Article IV, Section 4.9.

Section 4.11. CONFLICTS OF INTEREST

Officers shall at all times comply with the RDSA Conflict of Interest Policy.

Section 4.12. COMPENSATION

Officers shall receive no compensation for their service. Officers who are required to travel to attend Board or other meetings may be reimbursed for such documented travel expenses, up to a maximum of \$500 per person per calendar year. Vehicle mileage costs will not be reimbursed. Such compensation shall be recorded in the minutes.

ARTICLE V. MEETINGS

Section 5.1. REGULAR MEETINGS

The RDSA shall hold regular meetings open to all members in all Classes at least quarterly.

Section 5.2. ANNUAL MEETINGS

The last scheduled Regular Meeting of each year shall be not later than December 31st.

Section 5.3. SPECIAL MEETINGS

Special meetings of the membership shall be at the call of a majority of the Board.

Section 5.4. MEETING NOTICE

The time and place of each Regular Meeting shall be notified to all members no later than six (6) weeks prior to the meeting. If such notice period is not possible; e.g., such as due to an unforeseen change of venue, the time and place of any Special Meeting shall be notified to all Class I and Class II members in such a manner that would reasonably result in members receiving their notification at least one (1) week prior to the meeting.

The time and place of any Special Meeting shall be notified to all Class I and Class II members in such a manner that would reasonably result in members receiving their notification at least one (1) week prior to the meeting.

Section 5.5. QUORUM

A quorum shall consist of all the Class I and Class II members in attendance.

Section 5.6. ELECTRONIC (VIRTUAL) MEETINGS

To comply with public health advisories and at the discretion of the Board, regular meetings may be held as a combination of in-person and electronic/virtual meetings.

Section 5.7. MINUTES

The Secretary shall distribute the draft minutes of each meeting to the Board members no later than one week prior to the next scheduled Board meeting.

The Board shall review the minutes, amend as necessary, and approve the minutes at, or prior to that meeting.

The Secretary shall cause the minutes of each meeting to be published within no more than two (2) weeks after the minutes have been read and approved by the Board.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1. BOARD COMPOSITION

The officers of the RDSA, including the Directors, shall constitute the Board of Directors (the “Board”).

Section 6.2. RDSA PARTICIPATION

At least two-thirds (2/3) of the serving Board members must be Class I members.

Section 6.3. BOARD’S DUTIES AND POWERS

The Board shall have general supervision of the affairs of the RDSA between its business meetings, fix the hour and place of meetings, make recommendations to the RDSA, and perform such other duties as are specified in these bylaws.

Section 6.4. BOARD MEETINGS

Unless otherwise ordered by the Board, regular meetings of the Board shall occur on the first and third Mondays of each month from January to December, inclusive.

Special meetings of the Board may be called by the President and shall be called upon the written request of three (3) members of the Board.

Section 6.5. QUORUM

At least one-half (1/2) of all serving Board members must be present to constitute a quorum.

Section 6.6. ELECTRONIC (VIRTUAL) MEETINGS

To comply with public health advisories and at the discretion of the Board, meetings may be held as a combination of in-person and electronic/virtual meetings.

Section 6.7. BOARD MINUTES

The Secretary shall distribute the draft minutes of each meeting to the Board members no later than one week prior to the next scheduled Board meeting.

The Board shall review the minutes, amend as necessary, and approve the minutes at, or prior to that meeting.

The Secretary shall cause the minutes of each meeting to be published within no more than two (2) weeks after the minutes have been read and approved by the Board

Section 6.8. MEETING ATTENDANCE BY MEMBERS

Any member in good standing may make a written request to attend a Board meeting not later than one week prior to the meeting. Such requests will not be unreasonably refused. Any request that is refused shall be documented in the minutes of the meeting.

At the discretion of the Board, and subject to an appropriate venue, the Board may invite and encourage any and all members to attend Board meetings.

Section 6.9. CONFLICTS OF INTEREST

Board members shall at all time comply with the RDSA's Conflict of Interest policy.

Section 6.10. COMPENSATION

Board members shall receive no compensation for their service. Board members who are required to travel to attend Board or other meeting may be reimbursed for such documented travel expenses, up to a maximum of \$500 per person per calendar year. Vehicle mileage will not be reimbursed. Such compensation shall be recorded in the minutes.

ARTICLE VII. COMMITTEES

Section 7.1. FINANCE COMMITTEE

The Finance Committee shall be composed of the Treasurer, who shall serve as the Chair, and four (4) other members who shall be approved by the President.

It shall be the duty of this committee to prepare and maintain a budget for the RDSA. The committee shall present the budget to the Board at each regularly scheduled Board meeting. The committee may from time to time submit amendments to the budget for Board consideration. The amendments may be adopted by motion and majority vote of the Board.

Section 7.2. PROGRAM COMMITTEE

The Program Committee shall be composed of at least four (4) members, who shall be approved by the President, whose duty it shall be to plan the annual program of the RDSA.

Section 7.3. MUSEUM COLLECTIONS COMMITTEE

The Museum Collections Committee shall be composed of not less than five (5) members, who shall be approved by the President, whose duty it shall be to recommend and oversee acquisitions and deaccessions to the museum's collections.

Section 7.4. FUNDRAISING COMMITTEE

The Fundraising Committee shall be composed of not less than three (3) members, who shall be approved by the President, whose duty it shall be to identify and pursue opportunities for public, individual, corporate, and government funding of the RDSA.

Section 7.5. OUTREACH COMMITTEE

The Outreach Committee shall be composed of not less than four (4) members, who shall be approved by the President, whose duty it shall be to:

- Review and recommend changes to the marketing, outreach, and public relations strategies and programs; and,
- Plan, review, and ensure the quality of the RDSA's print and electronic publications, including journals, books, news, educational and all other publications.

Section 7.6. NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee shall be composed of at least four (4) members, who shall be approved by the President, whose duty it shall be to identify suitable candidates for Board offices. The committee may also review and propose amendments of the RDSA Bylaws related to Board offices and selections.

Section 7.7. AUDITING COMMITTEE

An Auditing Committee of three (3) members shall be appointed by the President no later than the February Board meeting, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to publish an annual report.

Neither the Treasurer, nor any employee of the RDSA may serve on the Auditing Committee.

The committee shall engage a Certified Public Accounting (CPA) firm, licensed and certified to do business in California, to perform a formal audit and issue an audit report annually. Board and Committee members must disclose any potential conflicts of interest with the selected firm and document such conflicts in their minutes. If the auditing firm does business internationally and has annual revenues in excess of two (2) billion dollars, the firm's audit contract may be renewed indefinitely. If the auditing firm does not meet these criteria, a different firm must be chosen at least every five (5) years.

Section 7.8. OTHER COMMITTEES; PRESIDENT'S EX-OFFICIO COMMITTEE MEMBERSHIP

Such other committees, standing or special, may be established by the RDSA as it shall from time to time deem necessary to carry on its work. The committee Chair shall be appointed by the President. The President shall be ex officio a member of all committees except the Nominating Committee and any disciplinary committees.

Section 7.9. COMMITTEE MEMBERS

Any RDSA Class I or Class II member may be a Chair of any committee.

Any RDSA member, of any Class, may serve on any committee.

Any committee member may serve on multiple committees, with the approval of the President and the committee Chairs.

By majority vote of a committee, the committee may add new members at any time. Such new members must be RDSA Members in good standing.

Section 7.10. REMOVAL OF COMMITTEE MEMBERS

By majority vote of a committee, the committee may remove any committee member, including the Chair, at any time.

Section 7.11. COMMITTEE VACANCIES

If the number of committee members falls below the minimum defined in the Bylaws for that committee, the committee shall fill the vacancy within thirty (30) days.

If the committee fails to fill the vacancy within thirty (30) days, the President shall appoint additional members as necessary to meet the minimum number of members.

If the vacancy is of the Chair, the committee and/or the President shall designate a new Chair within thirty (30) days. The new Chair may be a new appointee or a remaining member of the committee.

Section 7.12. COMMITTEE ADVISORS

By majority vote of a committee, any committee may invite any persons to assist the committee in a non-voting advisory role. Such persons need not be RDSA members, and are not considered members of the committee. The committee, by a majority vote, may dismiss such advisors at any time.

Section 7.13. COMMITTEE CHAIRS

When appointing committee members, the President may nominate a specific member to be the Chair of the committee.

At any meeting of a committee, the members of the committee may agree by majority vote to designate a committee member as the Chair.

No person may be the Chair of two or more committees at the same time.

Section 7.14. COMMITTEE MEETINGS

To comply with public health advisories and at the discretion of the Board, meetings may be held as a combination of in-person and electronic/virtual meetings.

All committees shall hold regular meetings as deemed necessary by the committee chair, or as directed by the Board.

The Board shall review any committee that fails to submit a report, or that reports a failure to hold a meeting.

Section 7.15. QUORUM

At least one-half (1/2) of the assigned committee members must attend for a quorum.

Section 7.16. COMMITTEE REPORTS AND MINUTES

All committees shall submit regular written reports to the Board and maintain minutes of all committee meetings.

All reports and minutes shall be filed with the Secretary and shall be available for inspection by all RDSA members.

Section 7.17. CONFLICT OF INTEREST

Committee members shall at all times comply with the RDSA's Conflict of Interest Policy.

Section 7.18. COMPENSATION

Committee members shall receive no compensation for their service. Committee members who are required to travel to attend Board or other meeting may be reimbursed for such documented travel expenses, up to a maximum of \$500 per person per calendar year. Vehicle mileage costs will not be reimbursed. Such compensation shall be recorded in the minutes.

ARTICLE VIII. ADVISORY BOARD

Section 8.1. PURPOSE

The Advisory Board may provide consultation and advice to the RDSA Board of Directors regarding the overall directions and objectives of the RDSA.

Section 8.2. COMPOSITION

The Advisory Board shall be composed of individuals who represent significant experience and connections to the San Diego County community at large.

Section 8.3. PERMANENT MEMBERS

Permanent members of the Advisory Board may include the following:

- The current Sheriff of San Diego County

- A member of the current San Diego County Board of Supervisors
- A member of the current Honorary Deputy Sheriffs' Association of San Diego County
- A member of the current San Diego Tourism Authority Board of Directors
- A member of the current Old Town Chamber of Commerce

Section 8.4. DESIGNATED MEMBERS

If a Permanent Member is unavailable for Advisory Board meetings, an appropriate designee may attend in their stead, with the approval of the RDSA Board.

Section 8.5. INVITED MEMBERS

From time to time, the RDSA Board of Directors may invite other persons to join the Advisory Board.

Section 8.6. REMOVAL OF MEMBERS

From time to time, the RDSA Board of Directors may remove Invited Members from the Advisory Board by notifying the Invited Member in writing.

Section 8.7. MEETINGS

To comply with public health advisories and at the discretion of the Advisory Board, meetings may be held as a combination of in-person and electronic/virtual meetings.

The meetings shall be attended by the serving RDSA Board of Directors and such additional persons as are invited by the Advisory Board and/or the RDSA Board of Directors.

Section 8.8. MINUTES AND REPORTS

At meetings of the Advisory Board, the RDSA Board shall cause the minutes to be recorded.

Minutes and reports of the Advisory Board shall be maintained and may be inspected by any RDSA member upon written request, but shall not be published or disseminated, except as expressly authorized by the RDSA Board.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* ("RONR") shall govern the RDSA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the RDSA may adopt.

ARTICLE X. AMENDMENT OF BYLAWS

Section 10.1. GENERAL AMENDMENTS

These bylaws may be amended at any regular meeting of the RDSA by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing to all Class I and Class II members prior to or at the previous regular meeting.

Section 10.2. BOARD AMENDMENTS

Minor Bylaws amendments may be adopted, amended, or repealed by a unanimous vote of the serving Board, under the following conditions:

1. The Board must publish the proposed change to all Class I and Class II members at least one month in advance.

2. The change must not materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer.
3. The change must not effect an exchange, reclassification or cancellation of all or part of the memberships, or authorize a new Class of membership;
4. The change must not be otherwise restricted under Bylaw provisions or Sections.
5. The change must not be otherwise prohibited by law.

ARTICLE XI. NOTIFICATIONS AND PUBLISHING

Section 11.1. NOTIFICATION METHODS

Throughout these Bylaws, the terms “notify” and “notification” shall mean that the Secretary of the Board shall cause the relevant information to be conveyed to at least all Class I and Class II members or the specific members otherwise identified.

By default, notifications will only go to all Class I and Class II members. At the discretion of the Board and/or the Outreach Committee, notifications may include Class III members.

Notification may be by electronic transmissions (e.g., e-mail and/or text messaging, or similar electronic message delivery) or written communications sent by U.S. Postal Service or other postal carrier.

The date of the notification shall be presumed to be two business days after the Secretary has confirmed that the electronic message has been transmitted or three business days after a physical mailing has been delivered to the U.S. Postal Service or other postal carrier.

Section 11.2. PUBLISHED INFORMATION

Throughout these Bylaws, the terms “publish”, “published”, “post”, or “posted” shall mean that the Secretary shall cause the relevant information to be made readily available to at least all Class I and Class II members, either through information published on a web site that is readily accessible to all members, or by publication and distribution of a document to any and all appropriate members.

In this context, a “document” may be a physical printed document (e.g., magazine or flyer) or an electronic document, which may be available on a web site that is readily available to all Class I and Class II members, and/or may be distributed to any or all appropriate members by electronic mail as an attachment.

By default, publications will only go to all Class I and Class II members. At the discretion of the Board and/or the Outreach Committee, notifications may include Class III members.

Section 11.3. RESTRICTED AND REDACTED INFORMATION

Published information and any information transmitted by any means to multiple members shall not contain Personally Identifiable Information (PII), as defined in Federal Regulations 2 CFR § 200.79.

Exceptions:

- Names (and contact information when appropriate) of Board members and Committee members involved in the creation, review, and/or approval of any minutes shall not be redacted in those minutes; and,
- Names of persons receiving acknowledgements and citations may be included with the prior approval of the person (written approval should be obtained, but is not required), or at the discretion of the Board.

When minutes include references to persons where the Personally Identifiable Information has been redacted, the redaction shall be noted in the minutes, as in this example: “Mr. [redacted] was contacted regarding...”.

The original unredacted document must be available for inspection by Class I or Class II members upon written request.

Board members and Committee Chairs may choose to redact additional information in any minutes or other correspondence. Such redactions shall be clearly marked as “[redacted]” in any published or otherwise disseminated information. The original unredacted document must be available for inspection by Class I or Class II members upon written request.

ARTICLE XII. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

AMENDMENT 1. STARTUP PERIOD TEMPORARY PROVISIONS

Superseded in its entirety by Amendment 2.

AMENDMENT 2. BOARD MEMBER SELECTIONS AND TERMS

Section 3.3. Class II Membership Requirements are hereby modified to include applications and requirements for background checks.

Article IV Officers is hereby amended to reflect that Board Members are selected by the Board. All references to a general membership vote to elect Board Members are removed. Term of Office is formally defined, and Staggered Terms is removed.

Article V Meetings is hereby amended to remove any references to voting by the general membership.

Section 7.6 Nominating Committee is hereby amended to rename and charter the Committee as the Nominating and Governance Committee.

As this Amendment substantially amends all Sections previously amended by Amendment 1, Amendment 1 is hereby removed in its entirety.

AMENDMENT 3. MAXIMUM BOARD MEMBERS AND BOARD MEETINGS

Section 4.8. Maximum Number of Board Members is hereby amended to allow a maximum of fifteen (15) Board members.

Section 6.4. Board Meetings is hereby amended to change “on the second Wednesday of each month” to “on the first and third Mondays of each month”.

CERTIFICATION OF AMENDED BYLAWS

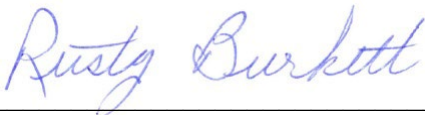
These Amended and Restated Bylaws are adopted this 19th day of November, 2024 as approved by the Board of Directors.

Certified this 19th day of November, 2024 by



RDSA Secretary

Countersigned this 19th day of November, 2024 by



RDSA President