

BYLAWS
OF
THE STOCKTON LAW ENFORCEMENT CHAPLAINCY

As amended January 24, 2017

ARTICLE I

STATEMENT OF FAITH

1.01 STATEMENT OF FAITH

The Stockton Law Enforcement Chaplaincy adopts as its Statement of Faith the following:

Believing that God is an answer to man's dilemma, the law enforcement chaplain bears witness to the love and power of God to law enforcement officers, their families, other members of their department and the people they serve.

The law enforcement chaplain is the catalyst of reconciliation, bringing God's love to the relationship of the staff and officers of the Stockton Police Department and their families.

Members of the Board of Directors and staff of the Stockton Law Enforcement Chaplaincy will embrace this statement as conditions of said membership.

1.02 PURPOSE

Established in 1997, The Stockton Law Enforcement Chaplaincy was formed not to represent a particular denomination but to provide for the spiritual and emotional care and counseling of Stockton Police Department officers, employees, and their families, regardless of race, gender, sexual orientation, national origin, creed, or religion. It is offered without cost or proselytizing.

1.03 CONSTITUTIONAL VALIDATION

The United States Supreme Court articulated in *Lemon vs. Kurtzman* (403, U.S. 602, 1971) a three-pronged test for determining offense of the establishment clause of the First Amendment to the United States Constitution. There is also a historical precedent for chaplaincy programs in the military and in hospitals. The Stockton Law Enforcement Chaplaincy is not in offense to the establishment clause to the First Amendment and is validated under the United States Constitution, in that it:

- A. Has a "secular" purpose.
- B. Is religiously neutral.

- C. Avoids excessive religious entanglement.
- D. Is a long-standing program.

ARTICLE II
OFFICE

2.01 PRINCIPLE BUSINESS OFFICE:

The Principal Business Office of the Corporation shall be located at 22 East Market Street, Stockton, California, 95202-2876. This location may be changed by resolution of the Board of Directors.

ARTICLE III
CORPORATE NAME

3.01 CORPORATE NAME

This Corporation shall be known as "The Stockton Law Enforcement Chaplaincy."

ARTICLE IV
FUNDING

4.01 FUNDING

All Monies collected from donations, projects or other sources will be placed in the General Fund, unless otherwise designated by resolution of the Board of Directors.

ARTICLE V
MEMBERSHIP

5.01 MEMBERSHIP

There shall be three classes of membership in this Corporation, Board of Director members, General members, and Associate members. The qualifications and acceptance of all three being subject to approval of the Board of Directors to this Corporation, including their successors. Only Members who are on the Board of Directors shall be voting members, with the exception of the Senior Chaplain.

5.02 BOARD OF DIRECTORS

The Board of Directors for this Corporation shall consist of a minimum of six members and as many as the Board deems appropriate. Officer positions shall include President, Vice President,

Secretary, and Treasurer, or other such officers as appointed by the Board of Directors.

5.03 GENERAL "ACTIVE" MEMBERS

General members are those people who have signed a membership application form of the Corporation indicating their desire to become a member of the Corporation, are associated directly or indirectly with law enforcement, and have had their membership application approved by the Board of Directors and had their names read into the minutes of any regular or special meeting. These members will primarily consist of Stockton Law Enforcement Chaplaincy volunteers in an "active" status.

5.04 ASSOCIATE "INACTIVE" MEMBERS

Associate members are those people who have signed a membership application form of the Corporation indicating their desire to become an Associate Member of the Corporation, are associated directly or indirectly with law enforcement, and have had their membership application approved by the Board of Directors and had their names read into the minutes of any regular or special meeting. These members will primarily consist of Stockton Law Enforcement Chaplaincy volunteers designated to be in an "inactive" status.

ARTICLE VI DIRECTORS AND OFFICERS

6.01 QUORUM

A quorum for any regular or special meeting shall consist of a majority of the Board of Directors then serving, one or more of which are Officers.

The corporate powers, business and property of the Corporation shall be controlled by a majority of the members present at any regular or special meeting.

6.02 DIRECTORS

The Board of Directors shall be members of this Corporation, and shall consist of such persons as read into the minutes of any regular or special meeting. Successors subsequently selected from time to time shall so serve until selection of their successor. The Board of Directors shall fill vacancies which may occur.

A. PRESIDENT

The presiding officer shall be elected by the Board of this Corporation to serve as President of this Corporation; and the President shall be General Manager of this Corporation. The President shall preside over all meetings; shall sign all contracts and other written instruments authorized and approved by the Corporation; shall counter-

sign all checks drawn by the Treasurer; and shall perform such other duties as the Board of Directors may designate. He/she shall be responsible for coordinating the activities of the Board of Directors and day to day business of the Corporation.

B. VICE PRESIDENT

The Vice President shall act, and have all the power of, the President whenever the President is absent or unable to act.

C. SECRETARY

The Secretary shall keep a complete written record of the proceedings of the meetings of the Corporation; see that all notices are given as prescribed by these Bylaws; be custodian of the Corporation's records and of the corporate seal and see that the seal is affixed to all papers and documents as may be required in the regular course of business; and in general, perform such other duties as may be assigned by the Board of Directors. The written record of the proceedings of the Corporation are to be kept in a Secretary's Minute Book, provided by and remaining the property of the Corporation. All such records shall be filed at the corporate office.

D. TREASURER

The Treasurer shall have custody of and be responsible for all funds and securities of the Corporation. He/she shall keep such funds in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation, signed by the Treasurer and countersigned by the President, or their designees.

He/she shall at all reasonable times and places exhibit the books and accounts to any member of the Corporation upon written request. Receipts will be given for monies received; and canceled checks and stubs will be kept for a period of five (5) years for all monies disbursed.

E. EXECUTIVE DIRECTOR – PROGRAM MANAGER

The Executive Director – Program Manager shall be a voting member of the Board of Directors, be appointed by the Stockton Chief of Police as his/her representative and will have overall strategic and operational responsibility for the Stockton Law Enforcement Chaplaincy.

F. SENIOR CHAPLAIN

The Senior Chaplain will be selected and appointed by resolution of the Board of Directors and be a non-voting member of the Board. The Senior Chaplain will be

responsible for the day-to-day supervision and direction of staff, programs, expansion, and execution of the Stockton Law Enforcement mission in addition to other duties designated by the Board. This is an At-Will position within this Corporation.

6.03 TERMS

Except for the Executive Director-Program Manager and the Senior Chaplain, members of the Board of Directors and officers shall serve three year terms.

Vacancies on the Board of Directors of this Corporation shall be filled by selection of the Board of Directors. A Successor so selected shall serve for the unexpired term of his/her predecessor and until selection of his/her successor. Terms shall be staggered so that one third of the Directors be elected, re-elected, or replaced, each January during regular elections. There shall be no limit as to the number of terms that any director may serve.

A recall election may be initiated by a motion and majority vote at any regular or special meeting. A majority vote of the Board of Directors is necessary for recall.

6.04 DIRECTOR POWERS

Powers of the Directors shall be subject to limitations of the Articles of Incorporation of this Corporation, other sections of these Bylaws, and the Laws of the State of California and other places and jurisdictions where local and federal laws might govern or restrict such powers; and,

All corporate powers of this Corporation shall be exercised by or under the authority of, and the business affairs of this Corporation shall be controlled by, the Board of Directors; and,

Without limiting the general powers of the Board of Directors of this Corporation, such board shall have the following specific powers:

- A. To select and remove all other officers, agents and employees of the Corporation, prescribe such powers and duties for them as are not set by these Bylaws, consistent with law, the Articles of Incorporation of this Corporation, and good business practices, and to fix their compensation, and as necessary to require from them appropriate security for faithful service; and,
- B. To conduct, manage and control affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation of this Corporation or these Bylaws.
- C. To borrow money and incur indebtedness for the purposes of this Corporation, and for that purpose cause to be executed and delivered in the name of this Corporation promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of indebtedness or securities subject to pertinent law and regulations.

- D. The Corporation shall not make any expenditure or contractual agreement over one hundred dollars (\$100.00) unless said expenditure is approved at any regular or special meeting. The President may authorize an expenditure not to exceed two hundred fifty dollars (\$250.00) in case of emergency.

6.05 VOTING

Each Director, with the exception of the Senior Chaplain, shall have one vote, which may not be delegated to another or exercised by proxy. The Senior Chaplain is a non-voting Director.

ARTICLE VII MEETINGS

7.01 PRINCIPLE PLACE

Regular Meetings of the Board of Directors shall be held at the Office of this Corporation or any place that has been designated by the Board of Directors and with consent of all members of the Board.

7.02 REGULAR MEETINGS

Regular Meetings of the Board of Directors shall be held monthly, without call, on the fourth Tuesday of each month. Said meetings shall commence at 1:30 p.m. unless notice to all Directors is given of a different date and/or time. However, should the meeting fall on a legal holiday, the meeting should be held at the same time on the next day that is not a legal holiday, Monday through Friday, or at the Board of Directors discretion. No notice of such regular meeting need be given. Other regular meetings may be set by resolution of the Board of Directors.

7.03 SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called for any purpose by the President, Vice President, Secretary or any two Directors. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation. The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board (California Corporations Code §7211(a)(2)).

7.04 TRANSACTIONS

Notice of a meeting need not be given to a director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the

meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Meetings of the board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, designated in the Bylaws or by resolution of the board.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

- A. Each director participating in the meeting can communicate with all of the other directors concurrently.
- B. Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Transactions from any meeting of the Board of Directors, however called or noticed and wherever held, shall be as valid as though a meeting had been held after regular call and notice if a quorum of the Board of Directors is present, and only after such meeting each of the directors not present signs a written waiver of consent to holding of the meeting or an approval of the minutes, and such waiver is filed with the corporate records and minutes of the meeting. Such a waiver of consent can also be made orally, at a subsequent regular or special meeting and made a part of the minutes of such subsequent meeting.

ARTICLE VIII

BOARD ACTION WITHOUT MEETING

8.01 BOARD ACTION WITHOUT MEETING

Action may be taken by the Board of Directors of this Corporation without a meeting if at least two-thirds of the members of the Board individually or collectively sign a written consent to the

action. Facsimile signatures shall have the same force and effect as the original signatures. In addition, consent by e-mail shall have the same force and effect as original signatures, without the necessity of a signature. Any action taken pursuant to this Bylaw must be preceded by, or concurrent with, a good faith effort to contact each and every Board member by phone, facsimile, or e-mail.

ARTICLE IX

TERMINATION OF BOARD MEMBER, EMPLOYEE, OR AGENT

9.01 TERMINATION OF BOARD MEMBER, EMPLOYEE, OR AGENT

A Board Member, Employee, or Agent of this Corporation may be removed with or without cause by a majority vote of the Board of Directors, or resign their position.

Notification shall be made by the resigning or removing party in writing or by registered mail, charges prepaid, addressed to the last known address, place of employment or corporate office as shown on the records of the Corporation, of the member, employee, or agent of this Corporation, or by personal delivery with an affidavit of service, effective immediately.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

10.01 INDEMNIFICATION

The Corporation may, to the extent allowed by applicable State and Federal Laws, indemnify and hold harmless its Officers, Directors, Agents, and Employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective positions with or relationships to the Corporation, including, with limitation, all reasonable attorney's fees, costs and other expenses incurred in establishing right to indemnification of this Article X.

ARTICLE XI

MAINTENANCE, AMENDMENT, AND CONSTRUCTIONS OF BYLAWS

11.01 MAINTENANCE OF BYLAWS

The Officers of the Corporation shall keep an original or copy of the Bylaws at the Corporation's Principal Executive Office in California, or, if that Office is not in this state, at the Corporation's Principal Business Office in California. If kept at an office in California, the Bylaws, as amended to date, shall be open to inspection by the Board. If the Corporation has neither its Principal Executive Office nor a Principal Business Office in California, the Secretary shall, upon the written request of any Board member, furnish a copy of these Bylaws to that Board member.

10.02 ADOPTION, AMENDMENT, OR REPEAL BY THE BOARD

Subject to compliance with any provisions of law or any limitations contained in the Articles of Incorporation and subject to the rights of the Corporation to adopt, amend, or repeal bylaws, bylaws may be adopted, amended, or repealed by the approval of the Board.

10.03 CONSTRUCTION OF BYLAWS

Except as otherwise provided in the Bylaws, or required by the context, the definitions provided in the General Corporation Law shall govern the construction of these Bylaws. Without limiting the foregoing, the singular and plural number includes the other, and the word "person" includes a Corporation or other entity as well as a natural person, whenever the context so indicates.

10.04 RESOLUTION TO ACTION

RESOLVED, that the following Bylaws be, and hereby are adopted, as the Bylaws of this Corporation.


10.05 CERTIFICATE OF SECRETARY

I certify that:

I am the Secretary of the STOCKTON LAW ENFORCEMENT CHAPLAINCY.

The foregoing is a true and correct amended copy of Bylaws of this Corporation, duly adopted by the Board of the Corporation meeting on 1-24-2017.

Date: 1-24-2017

Signed: 
Secretary, Stockton Law Enforcement Chaplaincy