

## **BYLAWS OF THE LEOFF 1 COALITION**

### **ARTICLE I CORPORATION NAME**

The name of the corporation shall be "LEOFF 1 COALITION."

### **ARTICLE II MISSION, OBJECTIVE, OBLIGATION, and RESPONSIBILITY**

SECTION 1 The **mission** of the LEOFF 1 Coalition is to protect the integrity of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1, and the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1 trust fund.

SECTION 2 The **objective** of the LEOFF 1 Coalition is to provide a unified voice and proper representation of all LEOFF 1 Coalition members through lobbying and associated activities necessary to protect all rights and all benefits of all retirees and beneficiaries of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1.

SECTION 3 The **obligation** of the LEOFF 1 Coalition is to provide education, information, and representation, within the ability of the LEOFF 1 Coalition, to all retirees and beneficiaries of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1, as well as provide support to all LEOFF 1 Pension Boards by providing assistance in filling all required LEOFF representative seats on LEOFF 1 Pension Boards.

SECTION 4 The **responsibility** of the LEOFF 1 Coalition is to protect and to defend all rights and all benefits of the retirees and beneficiaries of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1 to the best of the abilities and capabilities of the LEOFF 1 Coalition as determined by the Board of Directors.

### **ARTICLE III COALITION MEMBERSHIP**

SECTION 1 **Regular Coalition membership** is open to all dues-paying retirees and beneficiaries of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1 who have a desire to protect their rights and benefits under the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1.

SECTION 2 **Associate Coalition membership** can be granted by the LEOFF 1 Coalition Board of Directors to any retiree or beneficiary of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1 who apply and express concern that paying dues would cause extreme hardship. Associate members will have no voting rights but will receive mailings and be represented equally by the LEOFF 1 Coalition.

SECTION 3 **Membership dues** are set at five dollars (\$5.00) per month. Dues can only be increased by a majority vote of the members present at the Annual Membership Meeting in May of each year. Dues may be paid monthly by payroll deduction through the Department of Retirement Systems, or, may be paid annually by check or electronic payment as available.

#### ARTICLE IV **BOARD OF DIRECTORS**

SECTION 1 **The Board of Directors** shall establish policy, and, manage the affairs, priorities, and finances of the LEOFF 1 Coalition.

SECTION 2 **Board of Director Members** shall be a dues-paying individual of the LEOFF 1 Coalition. Any Board Member shall be duly appointed or properly elected prior to being seated on the Board of Directors. The number of Directors serving on Board of Directors shall be determined by the Board of Directors and should be not less than three (3) nor more than eleven (11). The Immediate Past President of the LEOFF 1 Coalition shall be a member of the Board of Directors and shall serve until replaced by a new Immediate Past President. The makeup of the LEOFF 1 Coalition Board of Directors should have no less than one retired law enforcement officer, one retired fire fighter, and one beneficiary each. The Board of Directors should make every reasonable effort to have Directors from representative areas throughout the State of Washington.

SECTION 3 **Compensation of the Board of Directors** There will be no compensation for members of the Board of Directors except for reasonable expenses such as necessary travel and housing. Any additional compensation or reimbursement must be approved by the Board of Directors.

SECTION 4 **The Appointment of Board Members** shall be conducted by the Board of Directors at any meeting where a quorum of the Board of Directors is present. The term of any appointment to the Board of Directors shall be until a successor is selected, qualified, and appointed to the Board of Directors

SECTION 5 **Board of Director Committees** The Board of Directors may appoint committees to meet specific needs of the Coalition. No committee shall have or exercise any authority or activity outside the scope of the specific need outlined in the appointment of the committee, and shall not have any other powers except to make recommendations or provide requested research to the Board of Directors.

SECTION 6 **Board of Director Vacancy** A vacancy may occur upon the death, resignation, or removal of any member of the Board of Directors. Any member of the Board of Directors can be removed from their position on the Board for cause by a two-thirds (2/3) majority vote of the other members of the Board of Directors. Any vacancy may be filled by a qualified individual selected by the Board of Directors.

SECTION 7 **Conflict of Interest** No person on the Board of Directors may use the opportunity for excess benefit inconsistent with exempt status. A conflict of interest arises when a person in a position of authority, such as a Director, may benefit financially from a decision he or she could make in such a capacity, including an indirect benefit such as family members or businesses with which the person is closely related.

SECTION 8 **Annual Financial Audit** The Board of Directors shall cause to be completed an annual internal audit of the funds and assets of the LEOFF 1 Coalition. An independent external audit shall be completed only on an as needed basis. Each member of the Board of Directors shall receive a copy of each completed audit. The annual audit shall be published and be available to all members at the Annual Membership Meeting following the audit.

SECTION 9 **"Honorary Member"** The Board of Directors of the LEOFF 1 Coalition may bestow upon any deserving individual, as determined by the Board of Directors, the title of "Honorary Member of the LEOFF 1 Coalition Board of Directors." "Honorary Members" of the Board of Directors shall have no voting rights.

## ARTICLE V **MEETINGS**

SECTION 1 **Annual Membership Meeting** with the Board of Directors shall be to elect the Officers of Board of Directors of the LEOFF 1 Coalition and to approve an annual budget. The annual meeting shall address appropriate transactions and any other business that may come before the meeting. The annual meeting shall be conducted during the month of May each year at a time, day, and place designated by the Board of Directors.

SECTION 2 **Special meetings** of the Board of Directors may be conducted at any time and place whenever called for by the President or by a majority of the Board of Directors.

SECTION 3 **Notice of meetings** called by the President or by a majority of the Board of Directors shall provide notice at least three (3) days prior to the meeting. Notice shall include date, time, and place for the special meeting. Notice of all meetings may be posted on the LEOFF 1 Coalition website, may be given by mail, telephone, or other form of electronic device (e-mail, cell phone, text message, etc.).

SECTION 4 **Telephone or other electronic device meetings** may be conducted by the Board of Directors and/or appointed committees. Conference telephone calls or other electronic communication devices must allow all participants to hear the business being conducted. Voting by telephone can be conducted when the situation or business being conducted calls for a vote. Such voting shall be conducted by the Secretary or President.

## ARTICLE VI **QUORUM**

A majority of the Board of Directors shall constitute a quorum for the transaction of business of the LEOFF 1 Coalition.

## ARTICLE VII **OFFICERS**

- A. The officers of the LEOFF 1 Coalition shall be the President, Vice President, Immediate Past President, Secretary, and Treasurer.
- B. Additional Officers can be designated and elected as deemed necessary by the Board of Directors.
- C. All officers will serve until their successor is elected and qualified.
- D. The Board of Directors may appoint interim members to the Board of Directors to fill any Officer vacancy until the next election is due for that vacant position.
- E. Additional officer powers and duties shall be approved by the Board of Directors.
- F. No person shall hold more than one (1) Officer position within the LEOFF 1 Coalition.

SECTION 1 **The President** shall be a retiree or beneficiary of the Law Enforcement Officers' and Fire Fighters' (LEOFF) Retirement System Plan 1. The President shall exercise the usual executive powers pertaining to the office of President. He or She shall preside at all meetings of the Board of Directors and committees exercising any authority of the Board of Directors. The President will be a spokesperson for the LEOFF 1 Coalition. The President shall defend and support the policies and actions of the Board of Directors.

SECTION 2 **The Vice President** in the absence or disability of the President shall act as President. The Vice President shall assume all power and duties of the President when the President is not available.

SECTION 3 **The Immediate Past President** shall serve in an advisory capacity to all officers of the LEOFF 1 Coalition. The Immediate Past President shall serve as President and assume all powers and duties of the President in the absence of both the President and Vice President.

SECTION 4 **The Secretary** shall have the duty to keep all records of the proceedings of the Board of Directors. The Secretary shall read minutes of meetings when requested by the President. The Secretary will be responsible for distribution of minutes as requested by the Board of Directors or members of the LEOFF 1 Coalition.

SECTION 5 **The Treasurer** shall have care and custody and be responsible for all funds of the LEOFF 1 Coalition's financial records and accounts. The Treasurer shall deposit all funds and other valuable effects in the name of the LEOFF 1 Coalition in such depositories as may be designated by the Board of Directors. The Treasurer shall perform all duties related to the financial fiscal affairs including filing required IRS tax paperwork, writing appropriate checks and paying authorized bills.

SECTION 6 **Vacancy of an Officer** of the LEOFF 1 Coalition arising from any cause can be filled by the Board of Directors at any regular or special meeting of the Board of Directors until the next election cycle for that Officer position.

SECTION 8 **Removal of Officers** whether appointed or elected, may be removed for just cause by the Board of Directors following a two-thirds (2/3) majority vote and after a public hearing in the best interest of the LEOFF 1 Coalition. Just cause can include absence, violation of by-laws, incompetency, indecency, and repeated infractions of proper decorum as an Officer of the LEOFF 1 Coalition.

## ARTICLE VIII **ACTIONS BY WRITTEN CONSENT**

Any Coalition action required or permitted by the Articles of Incorporation, or the Bylaws, or by the Laws of the State of Washington may be taken at a meeting of the Board of Directors or properly appointed committees. The stated action may be taken if consent is given in writing and signed with a simple majority vote of the Board of Directors entitled to vote.

## ARTICLE IX **WAIVER OF NOTICE**

When any notice is required to be given to any Director of the Coalition by the Articles of Incorporation, or the Bylaws, or by the Laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before and after the time stated therein, shall be equivalent to the giving of such notice.

## ARTICLE X **ADMINISTRATIVE AND FINANCIAL PROVISIONS**

SECTION 1 **Fiscal Year** The last day of the fiscal year for the Coalition shall be June 30.

SECTION 2 **Loans Prohibited** No loans shall be made by the LEOFF 1 Coalition to any Officer or Director of the LEOFF 1 Coalition.

SECTION 3 **Annual Budget** An annual budget presented by the Treasurer that addresses any and all anticipated expenses, i.e. utility bills, contractor fees, website maintenance costs, travel and housing reimbursement, etc. must be included and approved by the Board of Directors at the Annual Membership Meeting. Any fees, bills, or requested expenditures not included in the approved Annual Budget shall require approval of the Board of Directors.

SECTION 4 **Corporate Seal** The Board of Directors may provide for a Coalition Corporate Seal which shall have inscribed thereon the name of the coalition, the year and the State of incorporation, and the words "Corporate Seal."

SECTION 5 **Books and Records** The LEOFF 1 Coalition shall keep at its registered office, its principal office in this state, or at its President's office, if in this state, the following:

- A. Current Articles of Incorporation and Bylaws.
- B. Correct and adequate records of accounts and finances.
- C. A record of Officers and Board of Directors names and addresses.
- D. Minutes of the meetings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors.
- E. Records must be maintained in written format, or, electronically as long as they are capable of being converted to writing.
- F. All books and records of the LEOFF 1 Coalition may be inspected by any Director or his or her agent or attorney for a proper purpose at any reasonable time. The LEOFF 1 Coalition internal meeting minutes may not be reproduced nor transmitted without written permission from the LEOFF 1 Coalition President and shall be approved by the Board of Directors.

SECTION 6 **Communications**

- A. **The newsletter** of the LEOFF 1 Coalition should be published and made available to all members of the LEOFF 1 Coalition not less than three (3) times each calendar year. A remittance envelope for donations should be included with each newsletter.
- B. **The internal communications** of the LEOFF 1 Coalition may be conducted through the U.S. Postal Service; by verbal landline and/or cell phone services; and with electronic devices to include cell phone texts and computer e-mails.
- C. **The website** of the LEOFF 1 Coalition will be monitored and updated as necessary. Necessary maintenance of the website structure, software, etc. shall be conducted by a contractor approved by the Board of Directors. An anticipated average cost for updates, repairs, etc. should be included in the Annual Budget.

SECTION 6 **Amending the Bylaws** These Bylaws may be amended, altered, or repealed by the affirmative vote of the majority of the Board of Directors at any annual or special meeting of the Board of Directors, provided that the amendment, alteration, or repeal of the Bylaws is published and distributed to all members not less than thirty (30) days prior to the action to amend, alter, or repeal.

**SECTION 7 Rules of Procedure** The rules of procedure at meetings of the Board of Directors of the LEOFF 1 Coalition shall be the rules contained in "Robert's Rules of Order on Parliamentary Procedure, newly revised," so far as applicable when not inconsistent with these Bylaws and Articles of Incorporation or with any resolution of the Board of Directors. Any rule(s) of procedure can be revised and approved by two thirds (2/3) majority of the Board of Directors.



## CERTIFICATION

We, the undersigned being the Board of Directors of the LEOFF 1 Coalition, hereby certify that the aforementioned Bylaws are amended and adopted by the Board of Directors.

Bill Dickinson

03-16-2020

Bill Dickinson, LEOFF 1 Coalition, President

Date

Dennis Hooper

3-16-20

Dennis Hooper, LEOFF 1 Coalition, Vice President

Date

Andy Wilson

3-20-20

Andy Wilson, LEOFF 1 Coalition, Immediate Past President

Date

David L Peery

3-17-2020

Dave Peery, LEOFF 1 Coalition, Secretary

Date

Jerald Birt

3-16-2020

Jerald Birt, LEOFF 1 Coalition, Treasurer

Date

Gary L Lentz Sr.

3-20-20

Gary Lentz, LEOFF 1 Coalition, Director

Date

Paul Johnson

3-20-20

Paul Johnson, LEOFF 1 Coalition, Director

Date

Diane Rule Erickson

3-16-20

Diane Rule Erickson, LEOFF 1 Coalition, Director

Date

Joseph C. May

03/16/2020

Joseph May, LEOFF 1 Coalition, Director

Date