

**CONSTITUTION
AND
BY-LAWS
OF THE
WIDOWS' AND ORPHANS' AID ASSOCIATION
OF THE
POLICE DEPARTMENT OF SAN FRANCISCO**

ORGANIZED JANUARY 13, 1878

REVISED AND AMENDED A.D. 1910,1930,1935,1937,1938,1964,1981,2000,2010 and 2019

This certifies that

is a member of this Association.

Benefits as provided by our Constitution and By-Laws shall be paid thirty (30) days following the death of a member in good standing, and upon the receipt of an official death certificate.

For information and assistance, please call 415-681-3660

INTRODUCTION

“The Widows’ and Orphans’ Aid Association of the San Francisco Police Department” was founded in San Francisco, California, on January 13, 1878. *It is believed to be the oldest such benevolent organization west of the Mississippi River. It is hereafter referred to as “Association”, “the Association” or “this Association”, “Widows and Orphans”, “W&O”, or “WOAA”.*

This Association was organized for the specific purpose of providing financial assistance to the person(s) designated by a member upon that member’s death. Police officers are engaged in a hazardous profession. It is prudent for law enforcement professionals to prepare for the possibility of a sudden and unexpected loss of his or her life. *Receipt in a timely manner of the benefits provided by membership in this Association is very helpful to the designate(s) that the member leaves behind.*

Notwithstanding the name and title of this Association, a “designated person” need not necessarily be a widow, widower, domestic partner, or an orphan of the member designator.

This Association is not an insurance company. Nor is it a political body, and it does not contribute any resources to political campaigns, nor does it have a political action committee (PAC), nor does it support or contribute to any other PAC.

This Association is not affiliated with any other agency, organization, or individual. Specifically, and notwithstanding its name and title, this Association is not affiliated with the City and County of San Francisco, the San Francisco Police Department, the San Francisco Police Officers Association, the San Francisco Veterans Police Officers Association, or any other similar employee or retired employee organization.

This Association has a long and proud tradition of benevolence that is promulgated by the good will of its members and its legions of friends and supporters.

Throughout the history of this Association, its primary purpose has been the welfare of its members’ designate(s). It is the sincere wish and desire of each member that this purpose be perpetrated.

CONSTITUTION

ARTICLE I

NAME AND PURPOSE OF THE ASSOCIATION

SECTION 1. Title.

This Association shall be known as “The Widows’ and Orphans’ Aid Association of the Police Department of San Francisco”.

SECTION 2. Purpose and Mission.

The purpose and mission of this Association is to render financial assistance to the designated person(s) of a deceased member of this Association.

SECTION 3. Officers and Elective Terms.

The elective officers of the Association shall consist of a President, Vice President, Recording Secretary, Treasurer, and a Board of Trustees to consist of five (5) members.

- A. The President and Vice President shall be elected at the annual election in December, and each serve a term of one year commencing in January.
- B. The Recording Secretary and Treasurer shall each be elected to a two-year term, respective terms to be elective in alternate years.
 - (1) The elected two-year term for Recording Secretary shall commence in January of even-numbered years.
 - (2) The elected two-year term for Treasurer shall commence in January of odd-numbered years.
- C. Trustees shall each be elected to a two-year term at the annual election in December, provided that:
 - (1) The elected two-year term for three (3) of the Trustees shall commence in January of odd-numbered years;
 - (2) The elected two-year term for two (2) of the Trustees shall commence in January of even-numbered years.
- D. All officers shall be installed at the next regular meeting in January, at which time the retiring officers shall make their annual reports and turn over all their effects belonging to the Association to their legally elected and qualified successors.
- E. The duties of the officers shall be provided for in the By-Laws.

SECTION 4. Remuneration.

The officers of the Association shall act without receiving any remuneration for such services as they may render, except the Recording Secretary, the Treasurer, the Agent(s) of the Trustees, and the Administrative Assistant, which amounts shall be as provided for in the By-Laws.

SECTION 5. Vacancies and Unauthorized Absences.

In the event of any vacancy occurring in any office or the Board of Trustees, the President shall have the power, and it shall be his or her duty, to fill such vacancy for the membership, for the unexpired term, provided:

- A. Such appointments by the President must be confirmed by a majority vote of the Board of Trustees.
- B. Any unauthorized absence from three consecutive regular meetings by any officers or members of the Board of Trustees shall be construed as a vacancy of such office or board and shall be filled by the President as directed above.

ARTICLE II

PLACE AND TIME OF MEETING

SECTION 1. Place and Time of Meeting.

The meeting of this Association shall be held within the City and County of San Francisco, and at such time and place as the By-Laws may provide.

ARTICLE III

MEMBERSHIP, SUSPENSIONS & REINSTATEMENT

SECTION 1. Membership.

None but sworn peace officers employed by the San Francisco Police Department are eligible to become members of this Association, provided:

- A. No person more than forty-five (45) years of age is eligible to become a member of this Association.
- B. Those who become members thereof shall continue as long as he or she pays all required dues, fines, and assessments as provided in the Constitution and By-Laws of the Association.
 - (1) Notwithstanding that he or she may have ceased to be a sworn member of the San Francisco Police Department.

SECTION 2. Application for Membership.

Application for membership must be made in writing and be presented at a regular meeting of the Association.

- A. The application shall be accompanied by a certificate of sound health from a physician.
 - (1) Exception. A certificate of sound health may be waived if the application is made within one year from the date of appointment to the San Francisco Police Department.
- B. The admission fee, if any, shall accompany each application.

C. Membership applications shall be voted on at a regular meeting following the receipt of application. If approved by a majority vote of members present, the applicant shall be elected as a member of the Association.

(1) Whenever an applicant is rejected, the fee if any, shall be returned.

SECTION 3. Delinquency, Suspension, Removal from Membership.

A. Any member who shall neglect or refuse to pay his or her dues shall be reported by the Treasurer as delinquent.

(1) If a member has been reported delinquent for a period of *ninety (90) days*, the President shall declare such member suspended from all benefits and privileges of the Association.

(a) The Recording Secretary shall record the suspension in the Minutes, and shall notify the member in writing of the suspension.

(b) Once a member is suspended, late fees will apply.

(2) If a member has been reported delinquent for a period of *one hundred eighty (180) days*, the President shall order his or her name stricken from the roll of membership.

(a) The Recording Secretary shall record said action in the Minutes, and shall notify the member by certified mail at his or her last known address.

SECTION 4. Reinstatement of Benefits and Membership.

A. Suspended benefits. Any member who shall have been suspended for non-payment of dues, fines or assessments may be reinstated to all benefits and privileges of the Association, on the payment of all back dues, fines and assessments, and all that have accrued during the time of his or her suspension and interest as currently paid by the financial institution(s) hired to manage the Association account(s).

B. Reinstatement of membership. Any member whose name has been stricken from the roll for non-payment of dues, fines and assessments has exactly two years from the date of being dropped to file for reinstatement. The member may be reinstated to the Association on his or her written application, when approved by the Board of Trustees, and by providing a certificate of sound health from a physician, paying all back dues, fines, and assessments, and all that have accrued during his or her non-connection with the Association and interest as currently paid by the financial institution(s) hired to manage the Association account(s).

SECTION 5. Authorized Military Leave.

A. Any member of this Association who is on authorized Active Military Leave from the San Francisco Police Department may be carried as a member without the payment of dues. Said member shall be afforded all benefits as set forth in the By-Laws.

B. If a member voluntarily extends his or her Active Military Leave, said member will be responsible for his or her dues.

ARTICLE IV

FEES, DUES, FINES, & ASSESSMENTS

SECTION 1. Fees, dues, fines and assessments shall be payable as provided in the By-Laws.

ARTICLE V

FUNDS & INVESTMENTS

SECTION 1. Acquisition, Deposit, and Guarantee of Monies.

- A. All monies of this Association coming into the trust and control of the Trustees shall be placed into a General Fund and deposited at the financial institution(s) hired to manage the Association account(s), or other institutions guaranteed by the United States Government.
- B. Funds in excess of the amount guaranteed by the Federal Government may be left on deposit with any financial institutions(s) provided that financial institution(s) shall guarantee the amount of the deposit.

SECTION 2. Commercial Checking Account.

- A. The Treasurer shall maintain a commercial or checking account, in an amount necessary to meet current bills and expenses, to be at the discretion of the Officers and Trustees of the Association.

SECTION 3. Investments and Management of Funds.

- A. Investments of the Association's assets shall be made and managed pursuant to an investment policy adopted by the Board, which policy shall be developed in consultation with investment advisors, and shall be consistent with applicable law, as the same may be amended from time to time. (Amended October 12, 2010).*
- B. The Association's assets shall be invested as provided below:*
 - (1) Corporate stock and bonds*
 - (2) Stock of any diversified management investment company*

ARTICLE VI

BENEFITS

SECTION 1. Record of Designates.

- A. The Treasurer shall keep a record in which every member, when joining the Association (or thereafter) shall designate in writing, over his or her signature, the person or persons he or she desires the monies, specified in the next section, to be paid upon his or her death.

- B. Such designate may at any time be changed by said member in the same manner, but not otherwise.
 - (1) Such designation shall be attended by an officer or trustee of this Association, or by having an official beneficiary form properly certified by a notary public.

SECTION 2. Distribution of Benefits.

- A. Upon the death of a member in good standing, there shall be paid out of the General Fund of the Association, certain benefits in an amount described and in the manner provided for in the By-Laws.

SECTION 3. Immediate Partial Distribution of Benefits.

- A. There may be paid out of the General Fund a partial distribution of the total benefit of an amount not to exceed one thousand dollars (\$1,000.00) immediately upon the death of a member of the Association, under such rules that the By-Laws shall provide.
- B. In the payment of any benefit, the action of the Board of Trustees shall be final.

ARTICLE VII

AMENDMENT, CHANGES, ETC.

SECTION 1. The Constitution may be amended in the following manner:

Any proposed amendment shall be printed, and shall be introduced and read at a regular meeting of the Association, then shall have a second reading and be acted on at the next regular meeting of this Association. If it receives the vote of a majority of the members present, it shall be voted upon in the following manner:

- A. Within sixty (60) days, the President of the Association shall immediately designate a date upon which the proposed change, or amendment, will be submitted to the members to be voted upon.
- B. The voting shall be by individual ballot delivered to each member of the Association. *Each retired member shall receive his or her ballot through the United States Postal Service (USPS). Each Active member shall receive his or her ballot through inter-departmental mail.* The ballot shall be printed on white paper of uniform size and shape, and it shall contain the full text of the proposed change or amendment. To vote for or against the proposed amendment, the member shall place a cross after the word "YES" or "NO".
- C. Not more than fifteen (15) days, nor less than ten (10) days, before the date designated by the President on which the change or amendment is to be voted upon, the Recording Secretary shall mail to each member of the Association an Official Ballot together with a BALLOT ENVELOPE and a RETURN ENVELOPE. In order to vote, the member shall place an "X" in ink after the "YES" or "NO", fold the ballot, place it in the RETURN ENVELOPE and seal said envelope, thereupon in the upper left hand corner of the RETURN ENVELOPE the

member shall sign his or her full name and address, and mail it to the Recording Secretary of the President of this Association.

- D. The President shall appoint a “General Election Board” consisting of at least three members of the Association, who shall supervise the counting of the ballots at a time and place set by the President.
- E. Immediately upon the closing of the polls, the General Election Board shall ascertain that the number of ballots cast do not exceed the number of ballots mailed to the membership, and then proceed to count the votes for or against the amendment, tallying the same on the tally sheet provided for that purpose.
 - (1) The tally sheet, register of the votes, and other paper and documents, together with all unused ballots, shall be sealed in envelopes and certified by the General Election Board without delay.
- F. The General Election Board shall, as soon as possible and without delay, tabulate from the tally sheets and returns from the membership, and certify to the President of the Association the number of votes cast for or against the amendment or amendments, and shall declare the amendment or amendments carried or rejected.
 - (1) If the vote cast for the change or amendment on the day designated by the President amounts to two-thirds or more of the total vote cast by the members in good standing in the Association, the change or amendment is adopted and becomes valid and shall be so declared immediately by the President of the Association.

BY-LAWS

ARTICLE I

MEETINGS AND QUORUMS

SECTION 1. Meeting Time and Place.

The regular meeting of the Association shall be held at least once a month for the transaction of all general business. The date, time, and place of such meeting shall be designated by the President.

SECTION 2. Special Meetings.

Special meetings may be called:

- A. By the President at his or her discretion;
- B. Upon the written request of five members;
- C. By a vote of the members;
- D. In any case, the Recording Secretary shall cause due notice of said meeting to be given the members of the Association.

SECTION 3. Quorum.

At all regular meetings of the Association, six (6) members, of whom at least three (3) shall be Trustees, shall constitute a quorum for the transaction of general business.

ARTICLE II

MEMBERSHIP

SECTION 1. Recordation of Membership.

All persons on becoming members of this Association shall have his or her name and address recorded with the Secretary, and the Secretary shall also furnish a copy of the Constitution and By-Laws of this Association to each member.

ARTICLE III

RULES OF ADMISSION TO MEMBERSHIP

SECTION 1. Rules of Admission.

- A. Applicants for membership in this Association shall not be more than forty-five (45) years of age.

- B. Before his or her admission, each applicant shall pay a pro-rated dues amount based on the month of admission for the balance of the year. Said rate shall be determined by dividing the annual rate at the time of admission by twelve calendar months.
- (1) Any member of the San Francisco Police Department not applying for membership within six (6) months after his or her appointment to the San Francisco Police Department shall be entitled to become a member of this Association upon the payment of all dues and assessments that have accrued since the date of his or her appointment, plus interest as currently paid by the financial institution(s) hired to manage the Association account(s).

SECTION 2. Disqualification for Membership.

Any member of the Association leaving the Department, for any reason other than a disability pension, who had not completed the initial Police Department probationary period, shall not be entitled to remain as a member of this Association.

ARTICLE IV

DUES, FEES, FINES, & ASSESSMENTS

SECTION 1. Annual Dues.

- A. Yearly dues shall be payable in advance in January of each year.*
- B. Every member of this Association shall pay to the general fund, as dues, the current yearly amount.*
- C. The yearly dues shall be paid in full by March 31st.*
- (1) If dues are not received by that date, a charge of ten dollars (\$10.00) per month shall be added for each month the payment is delinquent.*
- (2) If dues are not received by June 30, an additional fee of twenty-five dollars (\$25.00) shall be added to cover administrative costs.*
- D. Members on authorized Active Military Leave from the San Francisco Police Department are exempt from the payment of dues for the duration of said leave.*
- (1) No penalty of any kind shall be assessed on any member on Active Military Leave.*
- (2) Members on Active Military Leave shall be eligible for any benefits enjoyed by membership in this Association for the duration of his or her Military Leave as long as said member does not voluntarily extend their Military Leave.*

SECTION 2. Dues Increase.

The Board of Directors has the authority to raise the dues without the approval of the membership.

SECTION 3. Insufficient Funds; Special Assessments.

Should the money in the treasury at any time be determined to be insufficient to pay the legal demands against the Association, then there shall be raised by special assessment of the members, the sum necessary to satisfy such demands.

SECTION 4. Members in Arrears.

No member shall be allowed to vote on any question before the Association who is three (3) months in arrears to the Association, whether for dues, fines, assessments, or any other cause.

ARTICLE V
ON BENEFITS

SECTION 1. Payment Death Benefit; Designate.

Within thirty (30) days after the receipt of a certificate of death of a member in good standing, which shall have been proven to satisfaction of the Association, there shall be paid as provided in Article VI of the Constitution, the full death benefit, a sum to be approved by the Trustees and duly recorded in the Minutes.

- A. A partial payment of the total benefit, not to exceed a sum of one thousand (\$1,000.00) of this amount, may be paid immediately upon request of the designated beneficiary for necessary expenses.

SECTION 2. Payment of Benefit; No Designate.

- A. Where no person shall have been designated by the deceased, his or her spouse, if any, or Registered Domestic Partner, if any, shall receive the sum of money;
(1) If there be no person so designated, nor spouse, nor Registered Domestic Partner, then such sum of money shall be paid to the estate of the deceased.*
- B. Where no person as provided in Section 2, A, (1) above, then such sum of money shall be deposited into an escrow account established solely for such purpose at a financial institution designated by the Treasurer, for a period of reasonable time, to provide such sum of money upon demand to any person decided by a court of law to be entitled to the benefit.*

SECTION 3. In the payment of any benefit, the action of the Board of Trustees shall be final.

SECTION 4. Payment of Benefit; Catastrophic Event.

- A. If, at any time, a catastrophic event occurs resulting in mass casualties of our Association members which prevents the WOA from continuing in its current state, death benefits will be first paid to the rightful beneficiaries of the deceased members. In*

- the event that the WAAA does not have adequate assets to pay complete death benefits to all the beneficiaries, then the total assets will be divided equally among all beneficiaries.*
- B. If a catastrophic event occurs, and the WAAA has fulfilled its obligation to the beneficiaries, and those payments prevent the organization from continuing in its current form, then the remaining assets will be divided equally among the surviving members in good standing.*

ARTICLE VI

NOMINATIONS & ELECTIONS

SECTION 1. Nominations for Office.

- A. Nomination of candidates for the various offices of the Association, for the ensuing year, shall be made at the regular monthly meeting of November of each year.
- B. It shall be the privilege of any member in good standing to nominate the name or names of any other members in good standing who desire to be candidates for the office of President, Vice President, Recording Secretary, Treasurer, and Trustee.
- (1) Any member who is nominated in absentia as a candidate for any of the elective offices shall be contacted by the Recording Secretary within five (5) days following the day of nominations to ascertain the intentions of said member to decline or except the nomination.

SECTION 2. Annual Elections.

- A. The annual election shall be held in the same week of and proceeding the regular meeting date of December. Such day shall be made known by declaration of the President and in the deadline time limit set, within which, ballots will be received.
- B. The election shall be by mailed ballot, and the preparations for it shall be made by the Secretary.
- (1) Any candidate for office may send to the members of the Association printed matter that expresses his or her reasons and qualifications for office.
- (a) The cost of paper and printing of said statements and qualifications shall be borne by the candidate and must be in the hands of the Secretary before the time limit set for the mailing of ballots.
- (b) Said statements shall be mailed with the ballot sent to the members and at the expense of the Association.
- C. If at the annual nomination of all officers there are no opposed offices, the Secretary need not cause ballots to be printed and mailed to the membership.
- (1) At the December meeting, the President shall instruct the Secretary to declare a unanimous ballot and officially certify the election.
- (2) A letter must be mailed advising members of the new officers.

SECTION 3. Mailing Ballots, Instructions, Voting, and Return of Ballots.

- A. Not more than fifteen (15), nor less than ten (10) days before the date designated by the President as the election day, the Secretary shall mail to each member of the Association, an official ballot together with a ballot envelope and return envelope addressed to the Secretary.
- B. The ballot shall be printed on white paper, of uniform size and shape, and shall contain the names of candidates or nominees for the several offices of the Association. The ballot envelope shall be of a uniform size and color and provide printed instructions thereon as to the voting methods and the observance of secrecy.
- C. To vote for a person whose name appears on the ballot, the voter shall place a cross or an "X" in ink after the name of the person for whom he or she desires to elect.
- D. The ballot must be inserted into the return envelope and the flap sealed. Following this procedure, the sealed ballot envelope shall be placed in the return envelope and sealed for mailing.
 - (1) The member shall then sign his or her name and address in the upper left-hand corner of the envelope, reserved for that purpose.
 - (a) Failure to place his or her signature as directed will nullify the vote.

SECTION 4. Election Board; Counting Votes; Certification of Election.

- A. The President shall appoint an "Election Board" consisting of at least five (5) members of the Association who shall supervise the counting of the ballots at a time and place set by the President.
 - (1) No member shall be a candidate for election while serving on the board.
 - (2) The board shall ascertain that the number of ballots cast do not exceed the number mailed to the membership, and immediately proceed to canvass the votes for each candidate, tallying the same on tally sheets provided for that purpose.
 - (3) The candidate receiving the greatest number of votes for office shall be declared elected thereto.
 - (a) In case of a tie vote in any election for any office, the matter shall be decided by the candidates so tied, drawing in lots in the presence of the "Election Board" chairman on the day of the regular December meeting, or between that date and the date of installation.
 - (4) Following the tabulation of the tally sheets, the board shall certify to the President the number of votes cast for each candidate.
- B. The President shall at the December meeting announce the results of the election as certified to him or her by the "Election Board."

SECTION 5. Vacancy of Office; Incapacitation of an Elected Officer.

- A. All officers whose terms have expired shall hold over until their successors are elected and qualified.
- B. Should any officer of the Association during his or her term of office become mentally or physically unable to perform his or her duties as such officer, the President shall be

- empowered to appoint a member of the Association pro tem to perform the duties of the disabled or sick officer until his or her disability or sickness shall cease, or a vacancy occur.
- C. When any office becomes vacant, the President shall forthwith appoint a member of the Association to fill such office for the unexpired term.

ARTICLE VII

DUTIES OF OFFICERS

SECTION 1. President.

The President of the Association shall be elected at the annual election in December and hold office for one (1) year or until his or her successor is elected or qualified. He or she shall be installed at the regular meeting in January.

- A. It shall be the duty of the President to:
- (1) Preside at all meetings and to enforce due observation of the Constitution and By-Laws of the Association;
 - (2) To see that the officers of the Association and members of committees perform their respective duties;
 - (3) To appoint all committees not otherwise provided for;
 - (4) To have special charge of the door and, when he or she thinks it proper or when ordered by the Association, may appoint a Sergeant-at-Arms to attend the door and assist him or her in maintaining order;
 - (5) To call for the casting of votes on all matters, excepting elections for officers;
 - (6) To inspect and announce the result of the balloting or other vote of the Association.
- B. The President shall not:
- (1) Make or second any motion;
 - (2) Take part in any debate while occupying the chair.
- C. The President shall receive an annual remuneration for expenses incurred throughout the year.

SECTION 2. Vice President.

The Vice President of the Association shall be elected at the annual election in December and hold office for one (1) year or until his or her successor is elected or qualified. He or she shall be installed at the regular meeting in January.

- A. The Vice President shall assist the President and shall preside in his or her absence as per Section 1, above.
- B. The Vice President shall receive an annual remuneration for expenses incurred throughout the year.

SECTION 3. Secretary.

A. The Secretary shall:

- (1) Keep accurate minutes of the proceedings of the Association;
- (2) File all certificates of membership;
- (3) Establish accounts for all members of this Association both active and retired;
- (4) Write and issue all required communications and issue all necessary notices;

B. The Secretary or his or her designee shall:

- (1) Identify, interview, and recommend to the officers and trustees an individual, individual contractor, individual employee of an agency or company to create and manage the Association web site, and whose title shall be Web Site Manager.
 - (a) The Web Site Manager shall not be a member of this Association.*
 - (b) The Web Site Manager shall immediately submit to the Association in writing, an acknowledgment of the duties he or she will be expected to perform. Sufficient copies of the written instrument shall be made to cover distribution to all the Officers of the Association. The Secretary shall keep the original on file.*
 - (c) The Web Site Manager shall agree to represent the Association professionally and in required and expected confidence, and shall respond only to instructions directed to him or her through the following chain-of command of Association officers; Secretary; or President in the absence of the Secretary; or the Vice President in the absence of the Secretary and the President.**
- (2) Provide to the Web Site Manager all applicable and required information, written material, photographs, and other graphics, text, documents, or notices used to conduct the business of this Association and to represent the existence, purpose, and regular business of this Association to whomever may log-on to such site, page, or Internet domain, and which information would ordinarily be distributed or made available to any and all members in the course of regular business or record-keeping of this Association provided;
 - (a) that such business or record keeping is not deemed proprietary or too sensitive in nature by the officers and trustees;*
 - (b) or which would expose sensitive financial records or business of this Association, including but not limited to a categorical listing of the membership, or a roster of current or past members, active or retired, alive or deceased, or a listing of the past or present designated beneficiary or other personal or contact information of any individual member not elected to and currently serving in the capacity of any elected or appointed officer, trustee, or other temporary or designated functionary role;**
- (3) Direct the Web Site Manager to post, load, upload, or otherwise display any and all material onto the Association web site.*

- (4) Direct the Web Site Manager when to remove from display, download, or otherwise remove from the Association web site any and all material as he or she deems appropriate;*
- (5) Direct the Web Site Manager to create a secure area site, page, or window with limited access by only designated members or other persons, and secure, or otherwise limit access to said secure area, site, page or window by use of proprietary log-in password, code, or other mechanism to strictly limit access to designated members or other persons as identified by the Association elected officers or trustees;*
- (6) Direct the Web Site Manager to display, load, upload or otherwise make exclusively available only to designated members or other persons specific information, instructions, communications, or other business onto the aforementioned secure area of the Association web site.*
- (7) Turn over to his or her legally elected and qualified successor, or to such other person or persons as the Association may direct, all the books, papers, web site information, including all contact information for the Web Site Manager, and all web site access passwords, codes, or permissions and other records and effects in his or her possession and/or control belonging to the Association.*

C. The Recording Secretary shall receive an amount per month designated by a vote of the Trustees and published in the minutes as remuneration for the duties performed.

SECTION 4. Treasurer.

A. The Treasurer shall:

- (1) Receive and provide for the safe keeping of all moneys, bonds, stocks, and property belonging to the Association;
- (2) When required by the Trustees or by vote of the Association, make a full and correct statement of all moneys on hand, what amount paid out, and on what account the money has been paid out;
- (3) Provide a summary annual report as required under the provisions of the Employee Retirement Income Security Act of 1974 (E.R.I.S.A.);
- (4) Give a good and sufficient bond to be furnished by some reliable surety company (to be approved by the Association), for the faithful performance of his duties and the safe-keeping of the funds of the Association, and deliver to his or her legally elected and qualified successor, or such person or persons as the Association may direct, all moneys, bonds, stocks, property, paper and effects in his or her hands belonging to the Association.
 - (a) The cost of such bond shall be paid by the Association;
- (5) Keep a full and accurate account of all moneys received and expended; shall from time to time, transfer or pay over to the Trustees for banking or investment, funds that greatly exceed the amount allowable for the checking or commercial account.

B. He or she shall receive an amount per month designated by a vote of the Trustees and published in the minutes as remuneration for the duties performed.

SECTION 5. Board of Trustees.

- A. The Board of Trustees, five (5) in number, with the assistance of the elected officers of the Association, be the Fiduciaries of the Trust Fund.
 - (1) The senior member of the Board shall act as chairman.
 - (a) When the same seniority is enjoyed by two or more trustees, the chairmanship shall be awarded to the one receiving the highest number of votes at the last election in which the senior trustees participated.
 - (2) Where a tie vote would prevent selection of a chairman, the Board shall decide on the question among themselves.
- B. The Trustees shall:
 - (1) Select by majority vote an “Agent(s)-in-Trust.”
 - (2) Upon the termination of any contract between the Trustees and the “Agent(s)-in-Trust”, the Board shall negotiate a new contract between the “Agent(s)-in-Trust” and appoint the same.
 - (3) Hold in trust all bonds, stocks, property, and funds belonging to the Association, in excess of the amount allowed for the checking account of the Treasurer, and shall transfer, invest, or deposit the same, or any part thereof, whenever required under the Constitution or By-Laws, or by a two-thirds vote at a meeting of the Association.
 - (4) Keep a full and correct account of all moneys, etc., received, expended, invested or deposited and render reports similar to those required of the Treasurer or such reports as the Association may from time to time order.
 - (a) If money or property is deposited by them, as trustees of the Association, in any bank or financial institution designated or approved by the Association, they shall not be responsible for its loss by a failure of the bank; nor shall they be responsible for investment losses where such investments were made subsequent to Association approval.
 - (b) Approval of deposits and/or investments, may be made at a regular meeting or special meeting of the Association, however, a full quorum must be present.
 - (5) Have the power at any time to require of any officer a report of the business under his or her management, and in the case of any irregularity in the duties of any officer, they may suspend said officer and appoint a proper person to fill the place until the matter shall have been investigated.
 - (a) When any officer shall have been suspended from the duties of his or her office by the Trustees, the Trustees shall cause an investigation to be had at the first regular meeting of the Association after such suspension.
 - (b) The Trustees shall prefer their charges or complaints against officers in writing, a copy of which shall be served on the accused by the Secretary at least one week (7 days) prior to the investigation and he or she shall have a fair opportunity to vindicate his or her case;
 - (c) And if such charges be found true and of a sufficiently grave character, the accused shall be removed; if the charges be found untrue, the accused shall be reinstated in his or her office.

- (6) Before entering upon his or her duties, give a joint and several bond, furnished by a reliable surety company, (to be approved by the Association.)
 - (a) The cost of such shall be paid by the Association.
 - (b) The bonds shall be kept in a secure manner for the Association.
- C. Any Trustee may be removed by a two-thirds vote of the Association.
 - (1) On the expiration of his or her term of office or removal there from, deliver to his or her successors, or to such person or persons as the Association may appoint, all the books, papers, bonds, stocks, moneys, and other property of the Association.
- D. The Trustees shall act as a visiting committee.
- E. Each, several, or all shall report at each regular meeting all deaths of members about which any trustee may have knowledge that may have come to their knowledge since the last meeting.
- F. The Trustees shall receive annual remuneration for expenses incurred throughout the year.

SECTION 6. Agent(s) in Trust.

- A. The Agent(s)-in-Trust (Bank) of the Trustees shall be selected by majority vote of the Board of Trustees, such selection to be held upon the termination of any contract between the Agent(s)-in-Trust and the Trustees.
 - (1) In the event of a change in the selection of the Agent(s)-in-Trust, the incumbent agent must be given a sixty (60) day notice of the intended change.
- B. Any financial institution chosen as Agent(s)-in-Trust of the Trustees shall immediately submit to the Association in writing, an acknowledgment of the duties it will be expected to perform.
 - (1) Sufficient copies of the written instrument shall be made to cover distribution to all the Officers of the Association.
 - (2) The original shall be kept on file by the Recording Secretary.
- C. Minimum duties to perform shall be outlined below:
 - (1) Render monthly statements to the Board of Trustees showing the condition of the accounts upon request of any Trustee and a quarterly report to the full Board.
 - (2) Receive and hold in its vaults the securities belonging to the Association and perform other necessary duties with respect to these securities, depositing them to the Association account.
 - (a) The Treasurer shall be kept notified of any deposits and debits made to the account.
 - (3) Periodically transfer funds from the Trust Account to the checking account of the Trustees as the Trustees may require.
 - (4) An annual statement shall be furnished the Trustees setting forth the income and disbursements of the agency account for the year.
 - (5) Any required tax forms will also be prepared by the Agent(s)-in-Trust.
 - (6) Shall act in an advisory capacity in investing the Association funds in a manner provided by the Constitution, Article V.
 - (7) Shall receive a compensation for services as Agent(s)-in-Trust in an amount agreed upon by the majority vote of the Board of Trustees and the Agent(s)-in-Trust.

- (8) Shall turn over to its successor of the Association all books, records, securities and papers upon termination as Agent(s)-in-Trust of the Trustees.

SECTION 7. Administrative Assistant.

The Administrative Assistant shall be selected by the majority vote of the Board of Trustees, such selection shall be held upon the termination of any contract between the Administrative Assistant and the Trustees.

A. The Administrative Assistant shall:

(1) Manage yearly membership billing of dues.

(a) Mail notifications dealing with delinquent accounts.

(2) Process new membership applications.

(3) Maintain and digitally secure the WOA computer database.

(a) Ensure that the database is accurate and complete.

(b) Update membership changes in the database and files as they occur.

(4) Aid the WOA Board of Directors in retrieving information.

(5) Perform and complete any assignments, projects, or duties delegated by the WOA Officers and/or Board of Trustees.

B. The Administrative Assistant shall agree to represent the Association professionally and in required and expected confidence and shall respond only to instructions directed to him or her through the following chain-of-command of the Board of Directors: President, Vice President, Treasurer, Recording Secretary, Board of Trustees.

C. Turn over to his or her legally elected and qualified successor, or to such other person or persons as the Association may direct, all the books, papers, web site information, including all contact information, all database access passwords, codes or permissions and other records and effects in his or her possession and/or control belonging to the Association.

D. He or she shall receive an amount per month designated by a vote of the Trustees and published in the minutes as remuneration for the duties performed.

SECTION 8. Bonds or Securities.

- A. The Association may demand of Officers and Trustees bonds in larger sums that the Constitution and By-Laws may require; or may at any time demand new bonds or other securities when the Association deems it expedient.

SECTION 9. Execution of Duties.

- A. All Officers and Trustees shall make the proper entries into his or her books and perform all other official duties as soon as practical.

ARTICLE VIII AMENDMENTS

SECTION 1. Written Amendments.

- A. No part of the By-Laws shall be repealed, altered, amended, suspended or annulled unless a proposition in writing, setting forth the proposed change or amendment, be made at least on regular meeting prior to the time of taking ballot on the proposed amendment.
- B. When, if two-thirds of the members present, at a regular meeting of the Association, vote for the proposed change or amendment, it shall be adopted.

SECTION 2. Conflict Clause.

- A. All articles, or parts thereof, in the former By-Laws, which conflict with these amended By-Laws, are hereby repealed.

RULES OF ORDER

SECTION 1. Rules of Order.

- A. The following Rules of Order shall be adopted by this Association:
 - (1) All motions must receive a second before they can be entertained.
 - (2) When a motion is duly made and seconded, the presiding officer shall state the same to the meeting before it can be discussed.
 - (a) No motion shall be in order while a question is under discussion or debate, except to substitute wording, amend it, or postpone the vote.
 - (b) A motion may be, and can only be, withdrawn by the maker of said motion, and can only be withdrawn prior to the call to vote on said motion.
 - (3) No member shall be interrupted while speaking, unless called to order for an explanation.
 - (4) A motion to reconsider shall not be entertained unless moved by a member voting in the majority;
 - (a) Which motion must be made at the meeting in which the action is taken, or the next subsequent meeting;
 - (b) If made at a subsequent meeting, final action shall not be taken at the meeting in which the motion is given.
 - (c) The motion to reconsider shall be given in such a manner as to enable the membership of the Association to attend and consider the question.
 - (5) Any member wishing to speak shall rise and address the Chair, and confine his or her remarks to the subject under debate.
 - (a) No member shall be allowed to speak for more than five minutes at one time, nor more than twice on the same subject, except by permission from the Chair.
 - (6) Any member called to order shall take his or her seat until the presiding officer decides the point of order, when he or she may again proceed.
 - (7) No member shall be allowed to use discourteous language toward any member in debate.

- (8) If two or more members rise to speak at the same time, the Chair shall decide who has the right to the floor.
 - (9) When adjournment is had, the members must remain seated until the presiding officer shall announce the same.
 - (10) Any member being dissatisfied with the rulings of the Chair may appeal to the members, and a majority vote shall decide the question.
 - (11) The question of appeal shall be taken without debate except by the member taking appeal, who may briefly state his or her reasons for taking the appeal, and the Chairperson, who shall have a like privilege, to state the ground of his or her decision.
 - (12) When the Chair shall order the door especially guarded, so no member shall be allowed to depart the meeting room during debate or before or during a vote on a motion without permission of the Chair.
- B. The Robert's Rule of Order shall govern all cases not provided for in these rules.

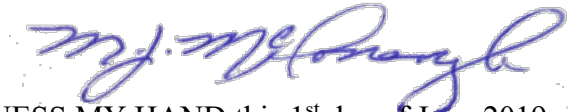
ORDER OF BUSINESS

SECTION 1. Order of Business.

- A. The Order of Business of this Association shall be:
- (1) Roll call of Officers, and Reading of Minutes.
 - (2) Receiving applications and balloting for new members, and suspensions.
 - (3) Re-instatement of Members.
 - (4) Communications and Bills.
 - (5) Report of Visiting Committee.
 - (6) Report of Trustees.
 - (7) Report of Special Committee.
 - (8) Unfinished Business.
 - (9) New Business.
 - (10) Good of the Association.
 - (11) Adjournment.

CERTIFICATE

I, Mark McDonough, Recording Secretary of the Widows' and Orphans' Aid Association of the Police Department of San Francisco, do hereby certify the foregoing printed and/or digital copy to be a full, true and correct copy of the Constitution, By-Laws, and Rules of Order of said Association, as amended and in force at the date thereof.

A handwritten signature in blue ink, appearing to read "Mark McDonough".

WITNESS MY HAND this 1st day of June 2019

MARK McDONOUGH, Secretary