

ALPINE FIRE SAFE COUNCIL

BYLAWS

ARTICLE I. NAME AND OFFICES

Section 1. Name: The name of this organization shall be the Alpine Fire Safe Council, hereinafter referred to as the Alpine Fire Safe Council or the Council.

Section 2. Principal Office: The initial principal office of this corporation shall be in Markleeville, California, 96120, county of Alpine and may be changed at any time, or from time to time at the discretion of the Board of Directors (herein called the Board).

ARTICLE II. MISSION STATEMENT AND GOALS

Section 1. Mission Statement: Provide community leadership, resources and a forum to improve wildfire preparedness in eastern Alpine County.

Section 2. Limitations: This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for charitable purposes. The Corporation is organized for such purposes and shall satisfy the requirements of:

- a. Section 501(c)(3) of the Internal Revenue Code of the United States;
- b. Section 23701(d) of the California Revenue and Taxation Code; and
- c. Section 214 of the California Revenue and Taxation Code.

This Corporation shall not discriminate as to gender, race or religion.

ARTICLE III. TAX EXEMPT STATUS

Section 1. Influencing Legislation: No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in the Internal Revenue Code section 501(h); the corporation shall not participate nor intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 2. Property: All corporate property is irrevocably dedicated to the purposes set forth in Article II of these Articles. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders, or to individuals.

Section 3. Asset Distribution on Dissolution of This Corporation: On the dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable

purposes which has established its tax-exempt status under Internal Revenue Code section 501c(3) or the corresponding provision of any future United States internal revenue law, and which has established its tax-exempt status under Revenue and Taxation Code section 23701d or the corresponding section of any future California revenue and tax law, including but not limited to a local government.

The following Sections 4 through 8 shall apply in the event there is a determination, at any time, that the corporation will be classified as a "private foundation" pursuant to the Internal Revenue Code:

Section 4. Undistributed Income: This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code section 4942 or by corresponding provision of any later adopted federal tax laws.

Section 5. Self-Dealing: This corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code section 4941 (d) or in corresponding provisions of any later adopted federal tax law.

Section 6. Business Holding: This corporation shall not retain any excess business holding as defined in Internal Revenue Code section 4943c or in corresponding provisions of any later adopted federal tax law.

Section 7. Investments: This corporation shall not make investments in a manner that would subject it to tax under Internal Revenue Code section 4944 or in corresponding provisions or any later adopted federal tax law

Section 8. Taxable Expenditures: This corporation shall not make any taxable expenditures as defined in Internal Revenue Code section 4945 (d) or in corresponding provisions of any later adopted federal tax law.

ARTICLE IV. MEMBERSHIP

Section 1. Members: There shall be no voting "members" of the Corporation and all voting and other rights ordinarily vested in a corporate membership shall be vested in the Board in accordance with the California Nonprofit Public Benefit Corporation Law. Any individual or entity interested in promoting the goals and purpose of the Corporation, and not otherwise qualifying as a member of the Board, may participate as an ex-officio member. Such ex-officio members shall not be entitled to vote.

ARTICLE V. DIRECTORS

Section 1. Powers: Subject to the limitations of the articles and these bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate management of the activities of the corporation to any person or persons, a management

company, or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such powers, but subject to the same limitations, it is expressly declared that the Board shall have the following powers enumerated in these bylaws:

a) To select and remove all other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, and require from them security for faithful service.

b) To adopt, make and use a corporate seal, and to alter the seal from time to time, as they deem best.

In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board may exercise all powers of the Corporation and may do all such acts and things, as are not by statute or these Bylaws prohibited.

Section 2. Number of Directors: The authorized number of directors shall be no less than five (5) and no more than nine (9), until changed by amendment to these bylaws. The exact number of authorized directors shall be determined by the Board of Directors. The Directors should be drawn from interested residents and property owners from Alpine County who can help this Council carry out its Mission Statement.

Section 3. Term of Office: Except for the first Board of Directors, which shall be selected, Directors shall be elected every two (2) years at any regular or special Board of Directors meeting held for that purpose.

Each Director shall hold office for two (2) years until the second Annual Meeting for election of the Board of Directors as specified in these bylaws, and until his or her successor is elected and qualifies, or the Board of Directors declares that a Director's position is vacant by reason of death, resignation or removal of the Director. The first Board shall decide which Board Directors shall serve a one-year term, and which will serve a two-year term initially. This will effectively help the Board to never be without experienced Directors at any given time.

Section 4. Vacancies: Subject to provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective on giving written notice to the Chairperson of the Board, the Vice Chairperson, or Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies on the Board shall be filled in the same manner as the Director(s) whose office(s) is (are) vacant was (were) selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or sole remaining Director. Each Director so selected shall hold

office until the expiration of the term of the replaced Director, and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has failed to attend three consecutive meetings of the Board of Directors which have been duly noticed in accordance with these bylaws, or has been declared of unsound mind by a final order of the Court, or convicted of a felony, or found by a final order of judgment of any Court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law, or has been removed without cause by a unanimous vote of the remaining Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to expiration of the Director's term of office.

Section 5. Nomination of Directors: The Chairperson will appoint, two months prior to the Annual Meeting, a Nominating Committee consisting of three persons, at least two of whom are Directors. The Nominating Committee shall select a slate of individuals to fill the positions on the Board then expiring, and shall submit its slate to the Board one month prior to the Annual Meeting. The committee will strive to select individuals who possess skills and qualifications needed to assist the Board to effectively carry out its Mission Statement. Each individual will be contacted beforehand and permission obtained to submit his or her name as a candidate.

Section 6. Election of Directors: The Board shall elect Directors to fill the vacancies then expiring at its Annual Meeting. Each candidate shall be voted on individually by written ballot. A candidate shall be considered elected if he or she receives a majority "yes" vote of the Directors present and eligible to vote. Immediately following the election, the new Directors shall be seated. The newly constituted Board of Directors shall then elect its officers in accordance with the procedure outlined in Article VI. Section 2. Election.

Section 7. Compensation: The Corporation shall not compensate their Directors or Officers for their services as such; however, the Board, by Resolution, may provide for payments to Directors or Officers to defray actual expenses incurred in pursuit of their corporate responsibilities, and may compensate, at fair market value, services rendered in capacities other than Director or Officer.

ARTICLE VI. OFFICERS

Section 1. Officers: The officers of the corporation shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2. Election: The officers of this corporation shall be chosen—annually by a majority vote of the Board at the Annual Meeting, following the election and seating of the new Board of Directors. Officers shall serve at the pleasure of the Board, and shall

hold office until their resignation, removal, or other disqualification from service, or until their respective replacements are elected.

Section 3. Subordinate Officers: The Board may elect, and may empower the Chairperson to appoint, such other officers as the business of the corporation may require.

Section 4. Removal and Resignation: Any officer may be removed, either with or without cause, by the Board at any time with total consent of all remaining Directors. Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any time thereafter, as stated in the resignation notice.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office, provided such vacancies shall be filled as they occur, and not on an annual basis.

Section 6. Chairperson: The Chairperson is the general manager and chief executive officer of the corporation, and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The Chairperson shall preside at all meetings of the Board. The Chairperson has the general powers and duties of management usually vested in the office of Chairperson and general manager of a corporation, and such other powers and duties as may be prescribed by the Board.

Section 7. Vice Chairperson: In the absence or disability of the Chairperson, the Vice Chairperson shall perform all necessary duties of the Chairperson. The Vice Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

Section 8. Secretary: The Secretary shall keep a book of minutes of all meetings of the Board and its committees. The Secretary shall keep at the principal office in the State of California the original or a copy of the corporation's articles and bylaws, as amended to date. The Secretary shall keep the seal of the corporation in safe custody, and shall have other powers and duties as prescribed by the Board.

Section 9. Treasurer: The Treasurer is the chief financial officer of the corporation, and shall keep and maintain adequate and correct records of all financial activities of the corporation. The books of account shall at all reasonable times be open to inspection by any Director or member of the Fire Safe Council. The Treasurer shall deposit all funds and other valuables in the name and to the credit of the corporation with such depositories that may be designated by the Board. The Treasurer shall disburse the funds of the corporation as authorized by the Board, and shall render all records to the Board as requested at any time. The Treasurer shall prepare an annual budget, and submit a quarterly financial report to the Board. The Treasurer shall have any other duties as may be prescribed by the Board.

ARTICLE VII. CONTRACTED SERVICES/EMPLOYEES

Section 1. Coordinator: Per Article V, Section 1 of these Bylaws, the Board may delegate the conduct of the general and active management of the day-to-day business of the Corporation to an independent contractor or employee to serve as a Coordinator for the Alpine Fire Safe Council. However, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Coordinator shall be an ex-officio, non-voting member of the Board and all committees. The Coordinator, under the direction and supervision of the Board, shall have the authority to sign such documents as may be approved by the Board. The Coordinator will manage the corporate office and supervise the work of clerical staff and volunteers. The Coordinator shall serve at the discretion of the Board and shall provide the Board with regular reports of task deliverables and actions taken on their behalf at the next regular meeting of the Board. The Coordinator shall do such other things as are provided for in these Bylaws or as may be prescribed from time to time by the Board.

Section 2. Other Employees or Contracted Services: The Coordinator shall present to the Board any requirements for additional staffing or services. Upon approval of the Board, the Coordinator shall be responsible for the supervision of these staff or contracted services on a daily basis. Any removal of employees or termination of services to the Corporation shall be brought to the attention of the Board at their next regular Board meeting.

ARTICLE VIII. MEETINGS

Section 1. Place of Meeting: Meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation

Section 2. Annual Meetings: The Board shall hold an Annual Meeting for the purpose of organization, selection of Directors and Officers, and transaction of other business. Annual meetings of the Board shall be held with call or notice on a day in March as set by the Board.

Section 3. Regular Meetings: Meetings of the Board shall be held with call or notice on such dates and at such time as may be fixed by the Board.

Section 4. Special Meetings: Special meetings of the Board for any purpose may be called at any time by the Chairperson, Vice-Chairperson, Secretary, or any two Directors.

Section 5. Executive Sessions: The Board, on the affirmative vote of a majority of the Directors present at a meeting at which a quorum has been established, shall be entitled to adjourn at any time for the purpose of reconvening in executive session to discuss litigation in which the Council is or may become a part, personnel matters, or business of

a similar nature. Prior to adjourning into an executive session, the topic(s) to be discussed in such session shall be announced, in general terms, to the Directors in attendance at the meeting. Nothing herein shall be construed to obligate the Board to first call an open meeting before meeting in executive session with respect to the matters described above.

Section 6. Notice: Notice of regular meetings shall be given to the Board of Directors not less than 14 days prior to the meeting. Notice of special meetings shall be given to the Board of Directors not less than 72 hours prior to the meeting. Notice of the time and place of meetings of the Board of Directors shall be given by one of the following methods: (A) by personal delivery of written notice; (B) via electronic mail; (C) by first class mail, postage prepaid; or (D) by telephone communication, either to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice to the Director. All such notices shall be given or sent to the Director's address, e-mail address, or telephone number as shown on the records of the Council.

Section 7. Agendas: An agenda shall be prepared and given to the Board of Directors not less than 72 hours prior to the meeting. Non agenda items may considered at the meeting, with approval of a majority of the Board present, with the exception of the following matters: (A) appointment to fill a vacancy on the Board or a committee chairperson; (b) removal of a Director or committee chairperson; (C) adoption or revision of a budget, or authorization for the expenditure of non-budgeted funds in excess of \$500.

Section 8 Quorum: A majority of the authorized number of Directors constitutes a quorum for the transaction of business, except to adjourn as provided in Section 9 of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

Section 9. Adjournment: A majority of the Directors present, whether or not a quorum is present, may adjourn a Director's meeting to another time and place. If the adjournment is for more than 24 hours, notice must be given to all Directors, present or not.

Section 10. Action Without a Meeting: Any action required or permitted to be taken by the Board may occur without a meeting. All Directors must consent to the action taken verbally, if not in writing. The action should then be ratified by the Board at its next regular or special meeting, and the action taken recorded in the minutes of that meeting.

Section 11. Robert's Rules of Order: All meetings of the Board of Directors and committees will be governed by Robert's Rules of Order, insofar as such rules are consistent with these bylaws, the Articles of Incorporation of this Council, or with any applicable provision of law.

ARTICLE IX. COMMITTEES

Section 1. Committees: The Board may appoint one or more committees, and delegate to such committee any of the authority of the Board, except with respect to:

- a) Approval of any action which the California Nonprofit Benefit Corporation Law also requires approval of the members, or approval of a majority of all members;
- b) Filling of vacancies on the Board or any committee chairperson;
- c) Amendment or repeal of the bylaws, or adoption of the new bylaws;
- d) Amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repealable;
- e) Appointment of other committees of the Board or the chairperson thereof;
- f) Approval of any self-dealing transactions, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committees must be created by resolution adopted by a majority of the authorized number of Directors in office, provided a quorum is present. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions in these bylaws. Minutes shall be kept for each committee.

Section 2. Executive Board: The Executive Board shall be composed of the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, all standing committee Chairpersons, and the Coordinator, the latter serving in an ex-officio capacity. Three (3) shall constitute a quorum. In the interim between meetings of the Board of Directors, the Executive Board shall be authorized to make decisions on behalf of the Corporation. All decisions or recommendations made by the Executive Board will be documented in the minutes of the meeting and presented for approval by the Board at the next regularly scheduled or special meeting of the Board. Minutes of all Executive Board meetings will be included as an agenda item at the next regularly scheduled or special meeting of the Board.

ARTICLE X. INDEMNIFICATION

Section 1. Right of Indemnification: To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was described in that section. Expenses, as used in these bylaws, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

Section 2. Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 7237(a) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine under Section 7237(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Directors. At that meeting, the Directors shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and if so, the Directors present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expense: To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this article, and of these bylaws, in defending any proceeding, covered by these sections, shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XI. INSURANCE

Section 1. Right to Purchase Insurance: The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, or agents in such capacity, or arising out of the officers', Directors', or agents' status as such.

ARTICLE XII. CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Keeping Records: The Corporation, through its Secretary, shall keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. All records of the Corporation, both current and historical, shall be maintained at the corporate office, and shall be available for inspection upon reasonable request. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 2. Annual Report: The Board shall approve an annual report not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all information required by Section 6321 (a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors and shall be available upon request to other individuals or entities.

Section 3. Corporate Seal: The Board of Directors shall adopt a corporate seal which shall be in the following form and design: a circular seal inscribed with the name of the Corporation and the date its articles of incorporation are filed. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE XIII. OTHER PROVISIONS

Section 1. Corporation Checks: All checks or drafts of the Corporation shall be signed by such officers or individuals as the Board may from time to time designate; however, in no event shall less than two signatures be required.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end each December 31th.

Section 3. Amendments: These Bylaws, upon recommendation of the Executive Board, the Board of Directors, or a committee so formed for this purpose may be amended or changed by two-thirds approval of the Board of Directors present at a meeting called for that purpose, provided that a quorum is present. Notice to amend these Bylaws must be announced at a regular meeting of the Board at least one month prior to the meeting in which the vote is taken.

Section 4. Construction and Definitions: Unless the context otherwise requires, the general provisions, rules, construction and definitions contained the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, Secretary of the Alpine Fire Safe Council, hereby certify that at a meeting of the Board of Directors held on **April 29, 2003**, the foregoing Bylaws were duly adopted and are the Bylaws of said Corporation.

Dated: April 29, 2003

A handwritten signature in cursive script, appearing to read "Patty Brissenden", written over a horizontal line.

Patty Brissenden

Secretary