

## **BYLAWS OF**

### **PALOMAR MOUNTAIN FIRE SAFE COUNCIL FOUNDATION**

#### Article 1

##### Offices

###### Section 1.1 Name:

This corporation will be known as Palomar Mountain Fire Safe Council Foundation.

###### Section 1.2 Principal office:

The principal office of the corporation will be located on Palomar Mountain, CA. The address of the principal office of the corporation will be as follows.

Palomar Mountain Fire Safe Council Foundation  
P.O. Box 274  
Palomar Mountain CA 92060

#### Article 2

##### Purpose and Nonprofit Status

###### Section 2.1 Objective and purpose:

The primary objective of this corporation will be to provide education, exchange information and foster fire prevention and fire safety on Palomar Mountain.

###### Section 2.2 Nonprofit Status:

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

### Section 2.3 Foundation Members:

Members of the corporation are all Palomar Mountain landowners, residents and community members.

## Article 3

### Directors

#### Section 3.1 Number:

The corporation will not have fewer than five (5) nor more than ten (10) directors and collectively they will be known as the Board of Directors. A member of the Board will be elected by the Board of Directors to act as Chair. Unless specifically exempted by the Board, Directors must attend, in person or by direct communication by telephone or other electronic media conference call, 50% of all Board meetings within each six month time period or be subject to removal from the Board.

#### Section 3.2 Powers:

Subject to the provisions of California Nonprofit Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board of Directors. The individual directors will act only as members of the Board of Directors, and the individual Directors will have no powers as such.

#### Section 3.3 Election, Terms of office:

- a. Except for the first Board of Directors, Directors will be elected by members of the corporation at the Annual General Meeting such that each year one third of the Board of Directors is elected as specified in these Bylaws.
- b. Each Director will hold office for three years and until his or her successor is elected. If the Board of Directors has declared that a Director's position is vacant by reason of the resignation, removal or death of the Director, a Director may be appointed by the Board to fill the position until the next Annual General Meeting.

#### Section 3.4 Compensation:

Directors will serve without compensation. However, they will be allowed reasonable advancement or reimbursement of expenses incurred in performance

of their regular duties as specified in Article 4 or for administrative pay for administering grants.

#### Section 3.5 Restriction regarding interested Directors:

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49 percent) of the persons serving on the Board may be interested persons, for the purposes of this section.

"Interested persons" means either:

- a. Any persons currently being compensated by the corporation for the services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise or
  
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person specified in subsection (a) of this section.

#### Section 3.6 Non-Liability of Directors:

The Directors will not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### Section 3.7 Indemnification by corporation of Directors, Officers, Employees and other Agents.

To the extent that a person who is, or was, a Director, officer, employee, or other agent of this corporation has been successful on the merits of defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person will be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings will be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Section 3.8 Insurance for corporate agents:

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or

incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 3.9 Location, notification and conduct of meetings:

- a. Meetings will be held at a location within the state of California which has been designated by resolution of the Board of Directors. In the absence of such designation, any meeting will be valid only if held by consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all the Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.
- b. Notification of time and place of all regular or special meetings must be provided to the Board members by at least 48 hours prior to the meeting.
- c. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 3.10 Regular and Annual General Meeting meetings:

- a. An Annual General Meeting will be held during the first month of each fiscal year.
- b. Regular meetings of Directors will be held monthly on the fourth Saturday of each month unless designated otherwise by the Board.

Section 3.11 Conduct of meetings:

Meetings of the Board of Directors will be presided over by the Chair of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, the Chair may appoint a Director to conduct the meetings.

Meetings will be governed by Robert's Rules of Order that may be revised from time to time, in so far as such rules are consistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

A quorum of 5 Directors at each Board meeting is required in order to conduct corporation business.

## Article 4

### Officers

#### Section 4.1 Number of officers:

Officers of this corporation will be the Chair, President, Vice President, Secretary, Treasurer and Members at Large. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as President or Chair of the Board. The Chair, President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at the Annual General Meeting.

#### Section 4.2 Removal and Resignation:

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein. The acceptance of such resignation will not be necessary to make it effective.

#### Section 4.3 Duties of the Chair:

The Chair will be responsible for conducting the Board meetings.

#### Section 4.4 Duties of the President:

The President will be the chief executive officer of the corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

#### Section 4.5 Duties of the Vice President:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President will perform all duties of the President, and when so acting will have all the powers of and will be subject to all the restrictions on the President.

#### Section 4.6 Duties of Secretary:

The secretary will:

- a. Certify and keep at the principal office of the corporation or at such other place as the Board may determine, the original or a copy of these Bylaws.

- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings. recording therein the time and date of holding, the names of those present at the meeting, and the proceedings thereof.
- c. Keep at the principal office of the corporation or at such other place as the Board may determine, a membership book containing the names and addresses of each of the Board of Directors.
- d. Be responsible for notifying the Board of Directors and the community of all regular and Annual General Meetings.
- e. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or may be assigned to him or her time to time by the Board of Directors.

#### Section 4.7 Duties of the Treasurer:

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, deposits and funds" The Treasurer will also:

- a. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, discernments, gains and losses.
- b. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney on request thereof.
- c. Render to the Board of Directors whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial
- d. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and the financial statements to be submitted at monthly Board meetings.
- e. In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Article 5

##### Fiscal Year

#### Section 5.1 Fiscal year of the incorporation:

The Fiscal year of the corporation will begin on the first day of October and end on the last day of September of each respective calendar year.

#### Article 6

##### Amendment of Bylaws

## Section 6.1 Amendment

Subject to any provision of law applicable to the amendment of Bylaws of Public Benefit Nonprofit Corporations, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted as follows by a majority vote of the members of this corporation present at the Annual General Meeting.