



FIRE SAFE COUNCIL OF NEVADA COUNTY BYLAWS

**BYLAWS OF THE FIRE SAFE COUNCIL OF NEVADA COUNTY-
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

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ARTICLE I. OFFICES

Section 1. Principal Office

The corporation's principal office is fixed and located at 143 B Spring Hill Dr., Grass Valley, California.

The Board of Directors (herein called the Board) is granted full power and authority to change said principal office from one location to another. Any such changes shall be noted in the bylaws, and this section may be amended to state the new location.

ARTICLE II. MISSION STATEMENT AND GOALS

Section 1. Mission Statement

The Fire Safe Council is a non-profit, local volunteer organization. We are dedicated to making Nevada County safer from catastrophic wildfire through fire safety projects and education.

The goals of the Fire Safe Council of Nevada County are:

1. Promote a healthy forest.
2. Improve air and water quality.
3. Reduce the potential for fire loss damage.
4. Improve fire safety by reducing dangerous fuel loads.
5. Educate the public about fire threat and fire prevention measures.
6. Reduce vegetation waste stream to landfills.
7. Coordinate a countywide Fire Plan, with the cooperation of local fire agencies.
8. Improve circulation for evacuation.
9. Serve community and neighborhood fire safety needs.
10. Operate through in-kind donations and financial contributions.

ARTICLE III. MEMBERSHIP

Section 1. Members

The Fire Safe Council shall have members from all elements of the community. All members are encouraged to participate in and develop this council.

ARTICLE IV. DIRECTORS

Section 1. Powers

Subject to the limitations of the articles and these bylaws, the activities and affairs of this community based non-profit 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, 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. The Board of Directors may appoint, by majority vote of the Directors, at any regular or called meeting an Executive Director, who shall be supervised by the Chairperson of the Board of Directors. The Board shall supervise the Chairperson and all officers to ensure that the objectives of the corporation are carried out as stated in the Articles. 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, with or without cause, to prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, and to 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.

Section 2. Number of Directors

The authorized number of directors shall be no less than 5 and no more than 11, until changed by amendment to these bylaws. The exact number of directors shall be determined by the Board of Directors. The following list is for the purpose of identifying various agencies, associations, cities, private sector professions, and other job descriptions, which may be drawn from for this council's agency partners. This list may be added to, changed, or reduced by approval of the Board. The Board shall consider the experiences and background of potential candidates and shall strive to provide representation from all stakeholder groups, as well as supply the Board with the skills needed to effectively carry out its Mission Statement.

- | | | |
|-----------------------------|--------------------------------|--------------------------|
| a) Local Fire Agencies | f) Insurance Interests | (l) Firewise communities |
| b) State Agencies | g) County Agencies | |
| c) Federal Agencies | h) City Agencies | |
| d) Air and Water Management | i) Truckee Area Representative | |
| e) Private Business Sector | j) Homeowners Associations | |
| | k) Members at Large | |

Section 3. Term of Office

Except for the first Board of Directors, which shall be selected, directors shall be elected biennially 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 or appointed and qualifies, or the Board Chair declares that a director's position is vacant by reason of death, resignation, or removal of the director.

There shall be no limit to the number of terms that each director shall be eligible to serve.

Section 4. Vacancies

Subject to provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairperson of the Board, or the Vice Chairperson pursuant to Section 4 of these By Laws. 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.

A vacancy on the Board shall be filled in the same manner as the director whose office is vacant was selected, provided that vacancy 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 appointed or selected and qualified.

A vacancy on 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 who 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.

No reduction of the authorized number of directors shall have the effect of removing any director prior to expiration of that director's term of office.

Section 5. Nomination of Directors

The Chairperson will appoint, at the August meeting, a Nominating Committee consisting of at least three members, 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 at the September meeting. Subject to guidelines established by the Board, the committee will attempt to select candidates who meet the same general qualifications as the directors whose terms are expiring. The committee will also strive to select individuals who possess skills and qualifications needed to assist the Board to effectively carry out its Mission Statement and Objectives. 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 in October. 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.

Section 7. Compensation

Directors shall serve without compensation.

Section 8. Right of Inspection

Every director has the right to inspect all records, books, and documents of every kind of the corporation of which such person is a director.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the corporation shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. The offices of Treasurer and Secretary may be combined if one office is vacant until the next succeeding Annual Meeting. The offices of Chairperson and Vice Chairperson may not be combined with another office.

Section 2. Election

The officers of this corporation shall be chosen annually by a majority vote of the Board at the Annual Meeting in October following the seating of new 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 or appointed.

Section 3. Replacement/Subordinate Officers

The Board may elect, *or if delegated the Chairperson* may appoint, such replacement or subordinate as the business of the corporation may require. If elected or appointed, the officer may serve until the next annual board election.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board at any time with 75 percent consent of all remaining Board members. Any officer may resign at any time by giving written notice to the Chairperson, Vice Chair, Secretary or Treasurer of 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, except that the Chair may discuss the cause of the resignation and negotiate a withdrawal of the resignation if appropriate. The Chair must inform the Board at its next regular meeting if a resignation occurred, and negotiation resulted in the withdrawal.

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 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 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. In the absence of the Vice Chair, the Secretary and then the Treasurer shall perform these duties.

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 provides financial oversight for the corporation by reviewing and monitoring the budget, aid in the creation of policies that promote transparency and accountability (i.e., internal controls, conflict of interest, and investment policy) and providing financial insight in strategic planning.

Section 10. Official Correspondence

Only the Chairperson or the Executive Director are the official spokespersons for the Fire Safe Council of Nevada County. From time to time the Chair or Executive Director may designate another Director to make official statements on behalf of the Fire safe Council.

Article VI. 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. The posted meeting agenda shall contain the specific place, address, date, and time.

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 October 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. A Notice and Agenda must be prepared and posted in a place available to the general public at least 72 hours in advance of the meeting and the Directors.

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. Closed 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 closed session to discuss litigation in which the Council is or may become a part, human resources 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 associate members in attendance at the meeting. Upon ending the closed session, the Chair must report out the decisions made and the individual votes thereon.

Section 6. Notice

Notice of regular meetings shall be given to the Board members not less than 72 hours prior to the meeting. Notice of the address, date, 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) by first class mail, postage prepaid;
- (C) 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.
- (D) by email communication

All such notices shall be given or sent to the director's 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 members not less than 72 hours prior to the meeting. Non-agenda items may not be considered at the meeting, unless they are added with approval of a majority of the Board members present.

Section 8. Quorum

A majority of the number of authorized and filled director positions 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 and the appropriate officer is empowered to implement the action(s). All actions of the Board of Directors shall be by roll call vote, and a record of such made except for approval of the agenda, consent agenda and adjournment.

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 present 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. The Board of Directors may amend or agree to alternate Roberts Rules of Order by resolution duly adopted by the Board at a regular meeting.

Article VII. Committees and Non-voting Associates

Section 1. Committees

The Board or Chair, with approval of 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) Amendment or repeal of bylaws, or adoption of new bylaws;
- c) Amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repeal-able;
- d) Appointment of another committee of the Board or the chairperson thereof;
- e) Approval of any self-dealing transaction, 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. Agency Partners

The Board may extend to any person or representative of a group or institution, a membership status of Agency partner. Such members may give the benefit of their experience, education, interest or special skill in furthering the purposes of this corporation. Partners, pursuant to the California Corporations Code are not voting members of the Board

Section 3 Consultants, Legal or other technical or professional assistance

The Board may employ legal counsel as if deems necessary and appropriate to its business interests. The Chair of the Board or the Executive Committee of the Board may employ consultants to inquire into special situations arising from business operations or concerns except that they shall report and seek approval and funding of such employ to the Board of Directors and the circumstances thereof at the next regular or special meeting of the Board.

ARTICLE VIII. 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. The Board may obtain suitable Board, Officer and Directors Insurance as an expense to the Corporation. If such insurance is not obtained the Board shall be notified at the next regular or special meeting.

Section 2. Approval of Indemnity

Upon 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 members. At that meeting, the members 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 members 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 IX. 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 X. IRREVOCABLE DEDICATION & DISSOLUTION CLAUSES

Section 1. Irrevocable Dedication Clause

The property owned by this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

Section 2. Dissolution Clause

Upon dissolution or winding up of this corporation, its assets remaining after payment or provision of payment of all debts and liabilities of the corporation, shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes.

ARTICLE X. OTHER PROVISIONS

Section 1. Amendments

These bylaws may be amended, or repealed and replaced, by two-thirds approval of the Board members present and eligible to vote, provided that a quorum of the Board has been established. *The Board shall review and/or revise these ByLaws at the January regular meeting of each calendar year or sooner if necessary.*


Section 2. Construction and Definitions

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

Section 3. Record of Revisions:

Rev No.	DESCRIPTION OF REVISION	AUTHORITY FOR REVISION	EFFECTIVE DATE
1.	Substantial revision. A copy of the previous bylaws, identifying the revised sections, is maintained by the Secretary.	Vote of the Board of Directors on July 22,1999. Number of Director positions authorized = 11, Number filled = 9. Votes: Yes = 5, No = 0, Abstain = 0, Absent = 4.	July 22, 1999
2.	Revision to Article IV, Section 4, page 3, Vacancies.	Vote of the Board of Directors on November 21, 2000. Number of Director positions authorized = 15, Number filled = 14. Votes: Yes = 9, No = 0, Abstain = 0, Absent = 5.	November 21, 2000
3.	Revision to Article II, Section 1, page 1, Mission Statement; Article IV, Section 3, page 3, Term of Office; Section 5, page 4, Nomination of Directors; and Article VI, Section 8, page 7, Quorum.	Vote of the Board of Directors on **July 23, 2003. Number of Director positions authorized = 15, Number filled = 12. Votes: Yes = 8, No = 0, Abstain = 0, Absent = 4.	July 23, 2003
4.	Revision to Article I, Section 1, page 1, Principal Office; Article II, Section I, Mission Statement;. Insert new Article X, Sections 1 and 2 Irrevocable	Vote of the Board of Directors on February 10, 2012. Number of Director Positions authorized = 15, Number filled = 15. Votes: Yes =10, No =0, Abstain = 0, Absent = 5.	

	Dedication and Dissolution Clauses		
5.	Revision to Article IV, Section 1, page 2, Article V, Section 6, page 5, updated mission statement, added Secretary Signature & Date line	Vote of the Board of Directors on September 28, 2017	
6.	General Revision to comply with CA Corp. Code. Re: Associates and liability Insurance and making other changes.	Vote of Board of Directors On April, 26, 2018 Number of Director positions filled ____. Votes: Aye ____ No ____ Abstain ____ Absent _____	
7.	Substantial revision. A copy of the previous bylaws, identifying the revised sections, is maintained by the Secretary.	Vote of the Board of Directors on February 24, 2022 Number of Director positions filled <u>8</u> . Votes: Aye <u>8</u> No <u>0</u> Abstain <u>0</u> Absent <u>0</u>	

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2/23/2022

Secretary Signature

Date