

EL DORADO COUNTY FIRE SAFE COUNCIL

3. Bylaws

ARTICLE I. NAME AND OFFICES

Section 1.01 Name: The name of this corporation shall be the El Dorado County Fire Safe Council, hereinafter referred to as the El Dorado County Fire Safe Council, EDCFSC, or the Council.

Section 1.02 Principal Office: The principal office of this corporation shall be in Diamond Springs, California 95619, County of El Dorado and may be changed at any time, or from time to time at the discretion of the Board of Directors or “Board”.

ARTICLE II. MISSION STATEMENT AND GOALS

Section 2.01 Mission Statement: The mission of the EDCFSC is to protect the people of El Dorado County and their property from the effects of catastrophic wildfire through education, cooperation, innovation, and action.

Section 2.02 Goals:

- (a) Coordinate a County-wide Fire Plan, with the cooperation of local agencies.
- (b) Educate the public about fire threat and fire prevention measures.
- (c) Promote “Firewise” communities

Section 2.03 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.

ARTICLE III. BUSINESS PRACTICES

Section 3.01 Code of Ethics: The EDCFSC is dedicated to its mission statement. Board members, agents, contractors and volunteers are dedicated to mutually assisting in the pursuit of this mission.

- (a) These individuals agree to respect the confidential nature of any information, procedures, or techniques they become aware of in their involvement with EDCFSC and will not disclose such confidential information outside of EDCFSC without written permission from the Board of Directors.
- (b) These individuals will never misrepresent their employment, intentions or professional affiliations.
- (c) These individuals will refrain from even the appearance of impropriety detrimental to the EDCFSC.
- (d) These individuals will use their best efforts to support the integrity and competence of the EDCFSC.
- (e) These individuals will promote cooperation and mutual assistance among the EDCFSC Board of Directors and the Associate (Satellite / Affiliate) Councils.

Section 3.02 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

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Revenue Code Section 501(h); the corporation shall not participate nor intervene in (including publishing or distributing statement(s)) any political campaign on behalf of any candidate for public office.

Section 3.03 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 3.04 Asset Distribution on Dissolution of 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.

Section 3.05 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 3.06 Self-Dealing The 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 3.07 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 3.08 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 3.09 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 4.01 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 of Directors 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 of Directors, may participate as an ex-officio member. Such ex-officio members shall not be entitled to vote.

ARTICLE V. DIRECTORS

Section 5.01 Powers: Subject to the limitations of the Articles of Incorporation 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 of Directors. The Board of Directors 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 of Directors. Without prejudice to such powers, but subject to the same limitations, it is expressly declared that the Board of Directors shall have the following powers:

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- (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 of Incorporation, or these Bylaws, and require from them faithful service.
- (b) To adopt, make and use a corporate seal and/or logo and to alter the seal and/or logo from time to time, as it deems best.
- (c) In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors 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 5.02 Number of Directors: The authorized number of directors shall be no less than five and a maximum equal to the current number of AFSC's plus Member at Large members duly elected by the Board of Directors, until changed by amendment to these Bylaws. The Board of Directors is a representative body made up of, but not limited to, delegates from the Associate Fire Safe Councils (AFSC's) and Members at Large throughout El Dorado County. When new AFSC's are formed, the Board of Directors will solicit a representative to serve as Director on the EDCFSC Board. Interested individuals not associated with an AFSC can be considered for Board membership as a Member at Large. Candidates must submit an Application for Board Membership (Section 6, Form 4) and provide their qualifications. These candidates for Director may be nominated upon submittal of the application and elected and seated at the next regularly scheduled meeting as an Interim Director, with voting privileges, until the next annual election at which time the Interim Director(s) can be elected for a two year term in accordance with procedures as stated in Section 5.05. This process will assist in identifying specific local community issues and encourage participation in the strategic planning of the EDCFSC to identify projects, increase public education and outreach to the residents of El Dorado County in accordance with our Mission Statement.

Section 5.03 Term of Office: Except for the first Board of Directors, which shall be selected, Directors shall be elected every two years at the Annual Board of Directors meeting (June) or 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 Board of Directors 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.

Section 5.04 Vacancies: Subject to provisions of Section 5224 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon 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 of Directors 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 of 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 of Directors 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 of Directors 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 Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law, or has been removed without cause by a

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unanimous vote of the Board. 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 5.05 Nomination of Directors: The Chairperson will appoint, at the April meeting, a Nominating Committee consisting of three members of the Board of Directors, two of whom are current members of the Executive Board. The Nominating Committee shall be chaired by the Vice-Chairperson of the Executive Board. The Nominating Committee shall select a slate of individuals to fill the positions on the Board of Directors then expiring, and shall submit its slate to the full Board of Directors at the May meeting. Subject to guidelines established by the Board of Directors, 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 of Directors to effectively carry out the Mission Statement and Objectives of the EDCFSC. Each individual will be contacted beforehand and permission obtained to submit his or her name as a candidate. Nominations from the floor shall be made at the May meeting of the Board of Directors, providing permission has been obtained from the nominee that s/he will serve as a member of the Board of Directors.

Section 5.06 Election of Directors: The full Board of Directors shall elect Directors to fill the vacancies then expiring at its Annual Board of Directors Meeting in June. 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 members of the Board of Directors present and eligible to vote. All newly elected Directors shall sign the Board Member Agreement. Immediately following the election, the new Directors shall be seated. The newly constituted Board of Directors shall then nominate and elect the Executive Board officers in accordance with the procedure outlined in Article VII. Section 7.02. Officers.

Section 5.07 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.

ARTICLE VI. LEGAL OBLIGATIONS AND PRINCIPLES FOR BOARD MEMBERS

Section 6.01 It is the policy of the EDCFSC that each member of the Board of Directors, whether or not a member of the Executive Board, adheres to the following practices of prudent management and act in good faith:

- (a) To attend all Board meetings and committee meetings regularly.
- (b) To follow fundamental management practices, such as ensuring appropriate checks and balances where necessary.
- (c) To utilize existing opportunities for sound management, such as utilizing in-house expertise for guidance rather than contracting outside.
- (d) To ensure that an appropriate level of planning has been included in any project undertaken by the EDCFSC.
- (e) To disqualify her or himself from any Board decisions or action that might be perceived by any reasonable person as self-dealing, or might result in personal gain by that Board member.
- (f) To make no financial profit except as provided for in the Bylaws.
- (g) To adhere to the board member code of ethics and register dissents officially.
- (h) To operate in all facets of their everyday life so as not to reflect unfavorably upon the EDCFSC.

ARTICLE VII. OFFICERS

Section 7.01 Officers: The Executive Board officers of the corporation shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, and Parliamentarian.

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Section 7.02 Election: The Executive Board officers of this corporation shall be nominated and elected annually by a majority vote of the Board of Directors at the Annual Board of Directors Meeting in June, following the election and seating of the new Board of Directors. Executive Board officers shall serve at the pleasure of the full Board of Directors, and shall hold office until their resignation, removal, other disqualification from service, or respective replacements are elected.

Section 7.03 Subordinate Officers: The Board of Directors may elect, and/or may empower the Chairperson to appoint such other officers as the business of the corporation may require.

Section 7.04 Removal and Resignation: Any Executive Board officer may be removed, either with or without cause, by the Executive Board at any time, with unanimous consent of all remaining Executive Board officers. Any Executive Board officer may resign at any time by giving written notice to any Executive Board officer 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.

Section 7.05 Vacancies: A vacancy in any Executive Board office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in these Bylaws by regular election or appointment to such office, provided such vacancies shall be filled as they occur, and not on an annual basis.

Section 7.06 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 of Directors.

Section 7.07 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 head the nominating committee. The Vice Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

Section 7.08 Secretary: The Secretary shall keep a book of minutes of all meetings of the Board and results from its committees. The Secretary shall keep at the principle 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 7.09 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 times be open to inspection by any Director or member of the 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 collaborate with the Executive Coordinator to prepare an annual budget. The Treasurer shall submit a monthly financial report to the Board including financial reports for ongoing programs such as Chipper Services, Green Waste Dumpsters and Senior Assistance. These reports shall be submitted by email to each Board member one week prior to each monthly meeting. The Treasurer shall have any other duties as may be prescribed by the Board.

Section 7.10 Parliamentarian: The Parliamentarian shall be responsible for ensuring that Council Board of Directors' meetings run in accordance with Robert's Rules of Order (which is the parliamentary authority for the Board of Directors on all questions not covered by the Bylaws), EDCFSC's policies and procedures and the

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Bylaws. The Parliamentarian shall preside at all Policy/Bylaw meetings. The Parliamentarian's role during a Board of Directors meeting shall be unbiased and purely an advisory and consultative one. The Parliamentarian shall be the Chairperson of the Bylaws Committee and must be a member of the Executive Board.

ARTICLE VIII. CONTRACTED SERVICES/EMPLOYEES

Section 8.01 Executive Coordinator: Per Article V, Section 1 of these Bylaws, the Board of Directors 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 an Executive Coordinator for the EDCFSC. 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 of Directors. The Executive Coordinator shall be an ex-officio, non-voting member of the Board and all committees. The Executive Coordinator shall have the authority to sign such documents as may be approved by the Board. The Executive Coordinator will manage the corporate office and supervise the work of clerical staff and volunteers. The Executive Coordinator shall serve at the discretion of the Board of Directors and shall provide the Board of Directors with regular reports of task deliverables and actions taken on their behalf at the next regular meeting of the Board. The Executive Coordinator shall maintain and inform the Chairperson and the Treasurer of the location of and instructions for accessing all keys and access codes necessary for the running of the EDCFSC organization. The Executive 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 8.02 Other Employees or Contracted Services: The Executive Coordinator shall present to the Board any requirements for additional staffing or services. Upon approval by the Board of Directors, the Executive 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 of Directors at their next regular Board of Director's meeting.

ARTICLE IX. MEETINGS

Section 9.01 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 of Directors.

Section 9.02 Annual Meetings: The Board shall hold an Annual Meeting for the purpose of organization, selection of Directors and Executive Board Officers, and transaction of other business. Annual meetings of the Board shall be held with call or notice on a day in June as set by the Board.

Section 9.03 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 9.04 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 9.05 Electronic Meetings: The EDCFSC Board of Directors may conduct meetings by means of teleconferencing, video conferencing, email or other electronic means if necessary to meet deadlines or expedite an action.

- (a) Such meetings must be properly noticed and are subject to normal quorum requirements with the exception that the one-week notice requirement is waved.
- (b) Any actions taken at such meeting must be ratified and recorded at the next regular meeting of the Board of Directors.

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Section 9.06 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 a public meeting before meeting in Executive Session with respect to the matters described above.

Section 9.07 Notice: Notice of regular meetings shall be given to the Board of Directors not less than one week 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, email address, or telephone number as shown on the records of the Council.

Section 9.08 Agendas: An agenda shall be prepared and given to the Board of Directors not less than one week prior to the meeting. Non agenda items may be 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 9.09 Minutes: The secretary shall keep a book of signed minutes of all meetings of the Board of Directors and results from its committees and shall email the minutes to all Board members no less than one week prior to the Board meeting at which such minutes are on the agenda for approval.

Section 9.10 Quorum: A majority of the currently elected number of Board of Directors constitutes a quorum for the transaction of business, except to adjourn as provided in Section 9.11 of this Article. Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

Section 9.11 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 9.12 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, or by email, if not in writing. The action should then be ratified by the Board of Directors at its next regular or special meeting, and the action taken recorded in the minutes of that meeting.

Section 9.13 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 X. COMMITTEES

Section 10.01 Committees: The Board of Directors may appoint one or more committees, and delegate to such committee any of the authority of the Board of Directors, except with respect to:

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- (a) Approval of any action for which the California Nonprofit Benefit Corporation Law also requires approval of the Board Members, or approval of a majority of all Board 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 additional 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 the Board of Directors in office, provided a quorum is present. Unless the Board of Directors 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. With the exception of the Election and Bylaws Committee, non-Board members may be invited to serve on a Committee at the discretion of the Board.

Executive Board: The Executive Board shall be composed of the Chairperson, the Vice Chairperson, the Treasurer, the Secretary, the Parliamentarian, and the Executive Coordinator, the latter serving in an ex-officio capacity. Three (3) members of the Executive Board 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 presented for approval by the Board at the next regularly scheduled or special meeting of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

Section 11.01 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 11.02 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 11.03 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

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repaid unless it is determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 11.04 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 12.01 Keeping Records: the Corporation's 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 12.02 Annual Report: The Board shall approve an annual report no 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 12.03 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 13.01 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 every event at least two signatures shall be required.

Section 13.02 Fiscal Year. The fiscal year of the corporation shall end each June 30th.

Section 13.03 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 13.04 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.

ARTICLE XIV. ASSOCIATE FIRE SAFE COUNCILS

Section 14.01 Associate Fire Safe Council Defined: As set forth in Article V, Section 5.02 of these Bylaws, the EDCFSC Board of Directors is a representative body made up of, but not limited to, delegates of Associate

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Fire Safe Councils (AFSCs) throughout El Dorado County. An AFSC is a body of private citizens, representatives of businesses and public agencies within a community who share a common, vested interest in wildfire prevention and loss mitigation. AFSCs are organized to, among other things, identify fire safety issues within their community and take measures to minimize risks to life, homes and natural and manmade resources, increase the insurability of property by increasing community safety, forge strong partnerships with local, state and federal fire and emergency response agencies and acquire the resources necessary to assist in fire prevention. In carrying out its responsibilities an AFSC provides input into the EDCFSC's yearly strategic planning process. Associate councils will be recognized as operating under the auspices of the EDCFSC upon approval of their Associate Agreement by the EDCFSC Board of Directors. Associate Agreements must be resubmitted and approved annually (June 30th).

Conditions of Association: An AFSC must meet all of the following requirements in order to be considered for approval by the EDCFSC:

- a) Maintain a governing structure with a minimum of three persons.
- b) Hold a minimum of four public meetings annually.
- c) Adopt a separate Mission Statement or adopt the language in the EDCFSC Mission Statement using associate fire safe council name.
- d) Adopt the EDCFSC Bylaws.
- e) Sign annually the Associate FSC Association Application and Agreement.
- f) Sign the EDCFSC Conflict of Interest Statement.
- g) Be represented at EDCFSC meetings.
- h) Maintain records, including meeting agendas and minutes in accordance with EDCFSC records retention policy.
- i) Provide annual financial statements to the EDCFSC if the AFSC obtains a fictitious business name and establishes a sub-bank account under EDCFSC EIN.

Section 14.02 Associate Agreement: To be associated with the EDCFSC, all AFSCs shall adopt the EDCFSC Bylaws and Policies. They may, in addition, develop a set of Bylaws that address special requirements within their AFSC as long as all of the requirements of the EDCFSC Bylaws are satisfied. The Associate Agreement and application forms shall be completed, signed and returned to the EDCFSC annually by June 30th for approval by the Board of Directors.

Advantages of Association: Upon approval of the Associate Agreement the AFSC may accrue certain benefits depending upon the Associate Status elected (Satellite or Affiliate)(see definitions); EDCFSC liability insurance coverage, its website, outreach resources and access to the Executive Coordinator in addition to being able to use EDCFSC as a fiscal sponsor. The EDCFSC can serve as the fiscal agent for AFSCs when applying for grant funding or other monetary assistance (donations) in fulfilling their mission. It will remain the responsibility of EDCFSC to administer grant funds according to Federal Grant Management policies and generally accepted accounting principles. The Associate Agreement must be kept current during the course of any project for which EDCFSC is the fiscal sponsor.

Section 14.03 Fiscal Responsibilities of AFSCs: Should the AFSC choose to use another agency as a fiscal sponsor or become their own fiscal agent, the EDCFSC shall be held harmless and have no responsibility for any part of such transactions, projects, fundraising or expenses/obligations incurred by the AFSC. The AFSC will not be covered by EDCFSC insurance or make use of the EDCFSC website or other outreach activities.

Section 14.04 AFSC Boundaries: Boundaries for AFSCs shall be defined on a County GIS (WUI) map and must be approved by EDCFSC.

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Article XV. DEFINITIONS

Section 15.01 Ex-Officio: An ex-officio member is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office. Depending on the particular body, such a member does not have the power to vote in the body's decisions.

Section 15.02 Emeritus: One who is retired but retains an honorary title corresponding to that held immediately before retirement. An "emeritus" director is usually a former Board member who is invited to stay on the Board as a nonvoting member in an advisory capacity. This is an honorific title in recognition of the member's active participation, financial contribution, or continuing strong interest in the organization. Sometimes former Board chairs are granted this title automatically

Section 15.03 Honorary: An "honorary" director has a status similar to that of Emeritus but may also be a distinguished outsider whose association with the organization would be welcome.

Section 15.04 Member-at-Large: A Member-at-Large Director is an elected, voting member of the EDCFSC Board of Directors who does not represent an organized associate fire safe council as established by the provisions of Article XV or a specific jurisdiction, but instead represents a district, community as a whole, or stakeholders within a community not otherwise represented, as well as the interests of the general membership of the EDCFSC. In order to be on the EDCSFC Board of Directors, a Member-at-Large must adopt the EDCFSC Bylaws and sign the EDCFSC Board Member Agreement and Conflict of Interest Statement.

Section 15.05 Satellite Fire Safe Council: Individual Council and Board/Committee of Governance, but is subordinate to the EDCFSC and activities must have EDCFSC approval. Satellite bank account must be a sub-account to the EDCFSC bank account and Satellite is covered by EDCFSC liability insurance via Evidence of Coverage statement.

Section 15.06 Affiliate Fire Safe Council: Individual Council with Board of Directors, independent and autonomous from the EDCFSC. Is not covered by EDCFSC insurance, has separate bank account and usually has own 501c3 status.

Section 15.07 Interim Director: An Interim Director is an elected, voting member of the EDCFSC Board of Directors serving an interim length of time until the annual election of directors meeting in June. The Interim Director can be nominated and elected at any regular meeting following completion and acceptance of the Director application process.

Section 15.08 Wildland Urban Interface (WUI): The zone of transition between unoccupied land and human development.

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ADDENDUM

2022 Bylaws Change

Section 5.02 Changed Number of Directors

2014 Bylaws Changes

Entire Bylaws edited for grammar and punctuation.

Entire Bylaws edited to replace references to “Satellite” and/or “Affiliate” with “Associate” and references to “affiliation” changed to “association”. Further, “association” is now defined as either “Satellite” or “Affiliate”, see definitions.

All forms effected by the references to Satellite, Affiliate, Associate, Association have been revised to reflect the new definitions and status of each.

Entire Bylaws edited to change reference from “western slope of El Dorado County” to “El Dorado County”.

Section 5.02 Interim Director position added.
“Letter of Interest (Appendix 4)” corrected to “Application for Board Membership (Section 6, Form 4)”.

Section 5.04 Section 5226 has been corrected to 5224.
Reference to Article 3 has been corrected to Chapter 2, Article 3.

Section 9.10 Section 9.10 Quorum, has been corrected to Section 9.11.

Section 14.01 Article V, Section 2 has been corrected to Article V, Section 5.02.

Section 14.02 “will” accrue benefits changed to “may”.

Section 14.04 Boundaries definition revised.

Article XV Definitions for Satellite, Affiliate, Interim Director and WUI added.

Section 15.05 “Individual Council and Board of Directors” changed to “Individual Council and Board/Committee of Governance”.

2012 Bylaws Changes

Section 1.01 Changed principal office to “Diamond Springs, California 95619, and County”

Section 2.01(c) Changed “Fire Safe” to “Firewise”

Section 2.02 Inserted new section 2.02 “Code of Ethics”

Section 2.03 Capitalize “Corporation” (throughout)

Section 3.01 Re-titled from “TAX EXEMPT STATUS” to “BUSINESS PRACTICES”

Section 5.02 Inserted “When new”, deleted “or affiliates”, Inserted “This candidate for Director shall be elected and seated at the next annual meeting.”

Section 5.06 Inserted “All newly elected Directors shall sign the Board Member Agreement”

Article VI Inserted new section “LEGAL OBLIGATIONS AND PRINCIPLES FOR BOARD MEMBERS”

Section 7.04 Changed “Chairperson” to “any Executive Board officer”

Section 8.01 Replaced “Coordinator” with “Executive Coordinator”

Section 8.02 Replaced “Coordinator” with “Executive Coordinator”

Section 9.05 Added section 9.05 “Electronic Meetings”

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Section 9.12	Inserted “or by email”
Section 10.01	Inserted “With the exception of the Election and Bylaws committees, non-Board members may be invited to serve on a Committee at the discretion of the Board.”
Article XV	Entire article on “SATELLITE FIRE SAFE COUNCILS” was revised.
Section 15.04	Added definition of “Member at Large”