

BYLAWS
FIRE SAFE SANTA CRUZ COUNTY

ARTICLE 1. NAME

SECTION 1. NAME

The name of this non-profit corporation shall be Fire Safe Santa Cruz County (hereinafter "FSSCC").

ARTICLE 2. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the FSSCC for the transaction of its business is located at 820 Bay Avenue, Suite 136, Capitola, CA 95010.

SECTION 2. CHANGE OF ADDRESS

The location of the FSSCC's principal office can be changed only by amendment of these Bylaws and not otherwise. In amending the bylaws, the Board of Directors may change the principal office from one location to another within Santa Cruz County.

ARTICLE 3. PURPOSES

SECTION 1. OBJECTIVE AND PURPOSES

The purpose of the Fire Safe Santa Cruz County (FSSCC) is to help residents and landowners prepare for and respond to the effects of wildfire in Santa Cruz County in an effort to maintain the quality of life, property and the environment. The FSC will assist in coordinating the fire preparedness actions of local residents, landowners/managers, utilities, fire districts, CalFire and local fire safe councils. The FSC will identify and seek funding for the highest fire safety priorities, coordinate work activities, assist neighborhoods in securing equipment and labor, and best position fire-safe entities working in the County for funding opportunities and applications.

SECTION 2. STATUS

FSSCC 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.

ARTICLE 4. DIRECTORS

SECTION 1. DIRECTORS

This FSSCC shall have no fewer than seven (7) nor more than seventeen (17) directors (“Directors”) and collectively they shall be known as the Board of Directors. The minimum and maximum numbers specified in this section may be changed by amendment.

ARTICLE 5. BOARD OF DIRECTORS

SECTION 1. POWERS

Subject to the provisions of this FSSCC’s Articles of Incorporation, these Bylaws, the laws of the State of California and the limitations contained in Section 2 of this Article 5, the activities and affairs of this FSSCC shall be managed and conducted and all corporate powers shall be exercised by or under the direction of this FSSCC’s Board of Directors. The Board of Directors may delegate the management and conduct of this FSSCC’s activities and affairs to any person or persons, management company, or committee however composed, provided that no delegation of authority by the Board of Directors shall preclude the Board of Directors from exercising the authority required to meet its governance responsibility for the management and conduct of this FSSCC’s activities and affairs. The Board of Directors shall retain the right to rescind any such delegation.

SECTION 2. COMPOSITION

The FSSCC shall include residents and agencies with land ownership or who work in Santa Cruz County including homeowners associations; water, electric and other utilities; open space districts; conservation organizations; federal agencies; city and county agencies; educational institutions; state agencies; landowners; fire safe councils; and special districts. Membership on the Board of Directors shall be limited to a single Director from each specific agency, entity, organized group or landowner.

SECTION 3. DUTIES

It shall be the duty of Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this FSSCC, or by these Bylaws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the FSSCC.
- c) Supervise all officers, agents and employees of the FSSCC to assure that their duties are performed properly.
- d) Meet at such times and places as required by these Bylaws.
- e) Register their addresses with the Secretary of the FSSCC, and notices of meetings mailed electronically or other method to them at such addresses shall be valid notices thereof.

SECTION 4. ELECTIONS AND TERMS OF OFFICE

Election: Except for the first Board of Directors, which shall be designated in the articles of incorporation, each Director shall be elected by the standing Board of Directors and serve for a 2 year term. Any Director shall not serve for more than four consecutive terms. The Directors shall be elected at the annual meeting of the Board of Directors of the FSSCC in June or at any regular or special Board of Directors meeting held for that purpose and shall hold office until the end of the Director's term, or until the Directors successor is elected and qualified, unless removed prior thereto by action of the Board of Directors. The officers of the Board will also be elected at the annual June meeting after the new members have been elected.

The Board shall be elected from a pool of candidates nominated by a Nominating Committee. The Nominating Committee will consist of the President, Vice President, and two other board members.

SECTION 5. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, failure to re-elect, or removal by the Board of Directors of any Director, and (2) whenever the number of authorized Directors is increased. 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 President of the Board, the Vice President, or Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

- a) The Board of Directors may declare vacant the office of Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.
- b) Each Director and each Officer must attend no less than 60% of the scheduled meetings in one (1) calendar year. Any Director or Officer may be removed for failing to meet these criteria.
- c) Any Director may resign effective upon giving written notice to the Board of Director's, President, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the FSSCC would then be left without any duly elected Director in charge of its affairs, except upon notice to the Attorney General.
- d) Vacancies on the Board will be advertised and shall be filled by election of the Board of Directors. Nominating Committee will recommend a slate of names to the Board of Directors for a vote. Any person may propose names of Board candidates to the Executive Nominating Committee. The Nominating Committee shall publicly solicit nominations for the Board of Directors.
- e) A person elected to fill a vacancy as provided in this Section shall hold office until his or her earlier occurring death, resignation, failure to be re-elected or removal from office.

SECTION 6. COMPENSATION

Directors shall serve without compensation, except that they may be reimbursed for expenses incurred in the performance of their duties as Directors, as may be fixed or determined by the Board of Directors.

SECTION 8. PLACE OF MEETINGS

Regular meetings shall be held at such place within Santa Cruz County which has been designated from time to time by resolution of the Board of Directors. The meeting location will be noticed as soon as possible after the location has been selected and publicly posted. Special meetings of the Board, for any purpose, may be called at any time by the President, Vice-President, Secretary, or any two Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with one another.

SECTION 9. REGULAR AND ANNUAL MEETINGS

A schedule for Regular meetings of Directors will be determined by the Board of Directors annually at the beginning of each fiscal year which will start on July 1. The Board of Directors shall conduct at least two regularly scheduled meetings per year. The schedule shall be posted on the FSSCC website.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Executive Director, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the FSSCC. Announcement of special meetings shall be publicly posted at least 24 hours in advance of the meeting.

SECTION 11. NOTICE OF MEETINGS

Special meetings of the Board can be held without written notice, but must have minutes posted to a website or other accessible location as soon as available. Minutes from such meetings shall be included in the agenda packets of the next regularly-scheduled meeting. Regular meetings of the Board shall be held upon four (4) days' notice by first class mail or electronic mail or forty eight (48) hours' notice delivered personally by telephone or by any approved electronic means or media. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mail or upon email submission. Such notices shall be addressed to each Director at his or her address as shown on the books of the FSSCC as well as interested parties who have provided contact information.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice. Agendas shall be posted to the website as soon as available. Meetings shall specify date and place, and the agenda shall be sufficiently descriptive to provide an understanding of the matter to be discussed.

SECTION 13. WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR MEETINGS

- a) A quorum shall consist of a majority of the standing Board of Directors.
- b) A Director who is unable to attend an up coming meeting may by written notice to the Executive Steering Committee, 48 hours prior to the meeting, designate an alternate person that then would have the same voting rights as the named Director.
- c) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this FSSCC, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn
- d) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article. It shall be publically noticed that the meeting was adjourned for a lack of a quorum.
- e) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this FSSCC.

SECTION 15. MAJORITY ACTION AS BOARD ACTION

Every act of decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of Incorporation or Bylaws of this FSSCC, or provisions of the California Nonprofit Public Benefit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Board. Those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238) shall govern the number of votes of Directors required to take the actions specified therein.

SECTION 16. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence or if no person has been designated, by the Vice President of the FSSCC or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the FSSCC shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this FSSCC, or with provisions of law.

SECTION 17. ACTION OF UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in

writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this FSSCC authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligation of the FSSCC.

SECTION 19. INDEMNIFICATION BY FSSCC OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- a) To the extent that a person, who is, or was, a Director, Officer, employee or other agent of this FSSCC has been successful on the merits in 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 FSSCC, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified by the FSSCC against expenses actually and reasonably incurred by the person in connection with such proceeding.
- b) 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 shall be provided by this FSSCC only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. 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 FSSCC (including Director(s), Officer, employee, independent contractor or other agent of the FSSCC) 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 FSSCC 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.

ARTICLE 6: CONFLICT OF INTEREST POLICY

Section 1. Purpose

The FSSCC shall have a Conflict of Interest policy. The Board of Directors of the FSSCC owe a duty of loyalty to the organization, which requires that, in serving the Council, they act, not in their personal interests or in the interests of others, but solely in the goals and interests of the Council. Directors must have undivided allegiance to the Council's mission and may not use their position as Director,

information they have about the Council's plans, or the Council's assets, in a manner that allows them to secure pecuniary benefit for themselves, their relatives or others.

The purpose of this Conflict of Interest Policy is to protect this tax-exempt Council's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Council or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions:

- Interested Person. Any director, principal officer, or member of a committee with Board of Director's delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - an ownership or investment interest in any entity with which the Council has a transaction or arrangement,
 - A compensation arrangement with the Council or with any entity or individual with which the Council has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Council is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph 2 of this Article, a person who has a financial interest may have a conflict of interest only if the Council's Board of Directors or committee established for such purpose decides that a conflict of interest exists.

Section 3. Procedures:

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Council's Board of Directors and members of committees with Board of Director delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors or committee shall determine whether the Council can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Council's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflict of Interest Policy:

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation:

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director has a duty to place the interests of FSSCC foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy. Upon being seated as a Director, and on an annual basis thereafter or at any time this Conflict of Interest Policy is revised, each Director is required to complete and sign a Conflict of Interest Disclosure Statement which affirms such person:

- Has received a copy of the Conflict of Interest Policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Council is nonprofit and in order to maintain its tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Council operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Council's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the nonprofit purposes of the Council and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts:

When conducting the periodic review as provided in Section 7, the Board of Directors may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Section 9. Conflict of Interest Disclosure Statement

It is the policy of the FSSCC that each Director, when elected or appointed to the Board of Directors, on an annual basis thereafter or any time the Conflict of Interest Policy is revised completes and signs this Conflict of Interest Disclosure Statement and a Board Member Agreement. Please initial in the space at the end of Item A, or complete Items B and C, whichever is appropriate, complete Item D, and sign and date the statement and return it to the Board Secretary.

- I am not aware of any relationship or interest or situation involving my family or myself which might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and FSSCC on the other. Initial: _____
- I receive compensation for the time spent attending FSSCC Board meetings. Yes/No
If yes, name of organization _____

- The following are relationships, interests or situations involving me or a member of my family which I consider might result to an actual, apparent, or potential conflict of interest between such family members or myself on one hand and FSSCC on the other.
 - For profit corporate directorships, positions and employment with:
 - Nonprofit trusteeships of positions:
 - Memberships in the following organizations:
 - Contracts, business activities and investments with or in the following organizations:
 - Other relationships and activities:
- My primary business or occupation at this time is: _____

I have received a copy of the FSSCC Conflict of Interest Policy and have read and understand the FSSCC Conflict of Interest Policy and agree to be bound by it. I understand the FSSCC is a nonprofit organization and in order to maintain its tax exemption status it must engage primarily in activities which accomplish its tax-exempt purpose. I will promptly inform the Board President of FSSCC of any material change that develops in the information contained in the foregoing statement.

Signature

Date

ARTICLE 7. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of this FSSCC shall be President, Vice President(s), Secretary, and Treasurer. The FSSCC may also have, in the discretion of the Board of Directors, a Chairman of the Board, and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any Director may serve as an Officer of this FSSCC. Officers shall serve a 2 year term and shall be elected by the Board of Directors from the names of eligible Directors submitted by the Nominating Committee.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed 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 FSSCC. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the FSSCC and shall, subject to the control of the Board of Directors, supervise and control the affairs of the FSSCC and the activities of the Officers. He or she shall 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 FSSCC, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the FSSCC, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8 DUTIES OF SECRETARY

The Secretary shall:

- a) Certify and keep at the principal office of the FSSCC the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the FSSCC or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) Assure that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- d) Act as custodian of the records and of the seal of the FSSCC and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the FSSCC under its seal is authorized by law or by these Bylaws.

- e) Exhibit at all reasonable times to any Director of the FSSCC, or to its, his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the FSSCC.
- f) Review policies annually and bring to the Board when updates are necessary
- g) 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 FSSCC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9 DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the FSSCC, and deposit all such funds in the name of the FSSCC in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b) Receive, and give receipt for, moneys due and payable to the FSSCC from any source whatsoever;
- c) Disburse or cause to be disbursed the funds of the FSSCC as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d) Keep and maintain adequate and correct accounts of the FSSCC’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the FSSCC, or to its, his or her agent or attorney, on request therefore;
- f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the FSSCC;
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- h) Prepare, or cause to be prepared, the annual tax return
- i) Designate signatories, annually, for all checks or expenditures; and
- j) 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 FSSCC, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

Officers shall serve without compensation for their role of a director, except that they may be reimbursed for expenses incurred in the performance of their duties as Officers, as may be fixed or determined by the Board of Directors, except as provided by Article 6.

SECTION 11. ASSIGNMENT

If the Corporation employs staff, duties of the Secretary and Treasurer may be assigned to paid staff.

ARTICLE 8. COMMITTEES

SECTION 1. EXECUTIVE STEERING COMMITTEE

The Board of Directors designates that the elected Officers of the FSSCC constitute an Executive Steering Committee and delegates to this Committee any of the powers and authority of the Board in the management of the business and affairs of the FSSCC, except with respect to:

- a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of Board of Directors;
- b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d) The amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repeal able;
- e) The appointment of committees of the Board or the members, thereof;
- f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- g) The approval of any transaction to which this FSSCC is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law or Article 6.

By a majority vote of the Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Steering Committee, increase or decrease, but not below three (3), the number of committee members, and fill vacancies thereon from the Directors then in office. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require. Such minutes shall be publicly posted when available and provided for review at the next Board of Directors regularly-scheduled meeting.

SECTION 2. OTHER COMMITTEES

The FSSCC shall have such committees as may from time to time be designated by resolution of the Board of Directors. The committees shall act in an advisory capacity only to the Board and shall be titled "advisory" committees. Such committees may consist of persons who are not also Directors.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of all committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of all committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the FSSCC to enter into a contract or execute and deliver an instrument in the name of and on behalf of the FSSCC, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the FSSCC by any contract or engagement or pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the FSSCC shall be signed by any two officers. The Treasurer or the President are authorized to sign checks and orders of payment of money up to and including a maximum of \$1,000.

SECTION 3. DEPOSITS

All funds of the FSSCC shall be deposited from time to time to the credit of the FSSCC in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 GIFTS

The Board of Directors may accept on behalf of the FSSCC any contributions, gifts, bequests, or devises for the charitable or public purposes of this FSSCC. Such contributions shall be reported on the next available financial statement.

ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The FSSCC shall keep at its principal office in the State of California:

- a) Minutes of all meetings of Directors, committees of the Board and, if this FSSCC has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and

- d) A copy of the FSSCC's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the FSSCC at all reasonable times during office hours.

SECTION 3. INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the FSSCC.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the FSSCC's fiscal year to all Directors of the FSSCC, which report shall contain the following information in appropriate detail:

- a) Summary of accomplishments of programs and projects
- b) The assets and liabilities, including the trust funds, of the FSSCC as of the end of the fiscal year;
- c) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- d) The revenue or receipts of the FSSCC, both unrestricted and restricted to particular purposes, for the fiscal year;
- e) The expenses or disbursements of the FSSCC, for both general and restricted purposes, during the fiscal year; and
- f) Any information required by Section 6 of this Article.

The annual report 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 FSSCC that such statements within the report were prepared without audit from the books and records of the FSSCC.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the FSSCC's fiscal year to all Directors of the FSSCC, which report shall contain the following information in appropriate detail:

- a) Any transaction in which the FSSCC was a party, and in which a director or officer had a direct or indirect material financial interest

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than One Thousand Dollars (\$1,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than One Thousand Dollars (\$1,000).

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the FSSCC, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in

the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 11. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE FSSCC

The fiscal year of the FSSCC shall begin on the 1st day of July of each calendar year and end on the 30th day of June in the calendar year.

ARTICLE 12. BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit public benefit FSSCCs, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by action of the Board of Directors.

ARTICLE 13. AMENDMENT OF ARTICLES

SECTION 1. CERTAIN AMENDMENTS

This FSSCC shall not amend its Articles of Incorporation in any manner other than in accordance with Sections 5810-5820 of the California Nonprofit Public Benefit Corporation Law and with the approval of the Corporate Members.

ARTICLE 14. VOTING MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall make no provisions for members, however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, Officer, employee, independent contractor or other person connected with this FSSCC, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the FSSCC, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the FSSCC in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws

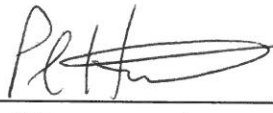
and the California Nonprofit Corporation Law and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the FSSCC.

SECTION 2. DISTRIBUTION OF FUNDS UPON DISSOLUTION OR CLOSING OF THE FSSCC

This FSSCC is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. On the dissolution or closing of this FSSCC, its assets remaining after payment of, or provision for payment of all debts and liabilities of this FSSCC shall be distributed to the California Fire Safe Council for the sole purpose of issuing grants to Santa Cruz County HOAs, County Parks, Open Space, Cities or Towns, and or fire agencies for fuel reduction and or wildland intermix fire safety education. If this FSSCC holds any assets in trust, they shall be disposed of as directed by the trustee. If the decision of the trustee is contested, then the assets shall be distributed in such a manner as may be directed by judgment or order of the superior court of the county in which this corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

CERTIFICATE

This is to certify that the foregoing is true and correct copy of the Bylaws of the FSSCC, Inc., consisting of seventeen (17) pages, and that such Bylaws were duly adopted by the Incorporator of the initial Board Members, as stated by the Articles of Incorporation on the 19th day of April, 2017.



Paul Horvat, President

10/4/18

Date: