

BYLAWS

SIERRA COUNTY FIRE SAFE AND WATERSHED COUNCIL, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I: Name and Mission of Organization

Section 1.0: This organization shall be known as the "Sierra County Fire Safe and Watershed Council, Inc.", hereinafter known as "the Council". The mission of the council shall be to protect private and public property as well as natural resources in Sierra County from wildfires through fuel reduction, fire planning and protection, educational programs and watershed activities.

Section 1.1: This organization shall be a designated nonprofit 501 (c) 3 Public Benefit Charitable Corporation as defined and as governed by all applicable local, state and federal laws.

Section 1.2: The office of the Council is: Sierra County Fire Safe and Watershed Council, P. O. Box 210 Calpine, California 96124.

ARTICLE II: Goals and Objectives, Partnerships

Section 2.1: Reduce the loss of life, property, watershed and other natural resources to catastrophic wildfires. Provide educational and motivational demonstrations of hazardous fuel reduction and watershed protection projects on private property in Sierra County. Provide economic incentives and assistance for the protection of watershed and for the reduction and utilization of hazardous fuels. Create employment opportunities for citizens and businesses in Sierra County. Create and implement a cooperative and coordinated program among all agencies, districts and departments involved in watershed, fuel reduction and fire fighting tasks. The scope of the Council shall encompass all of Sierra County.

Section 2.2: The Council may work in collaborative partnerships with the California Fire Safe Council, other Fire Safe Councils, the Sierra county Board of Supervisors and the various agencies of Sierra County, the US Forest Service, the Bureau of Land Management, the California Department of Forestry and Fire Protections, Local Fire Departments and Special Districts, the Sierra County Sheriff's Department, the California Highway Patrol, Caltrans, industrial forest landowners, and landowners, businesses and residents of the county and others as needed to fulfill theses goals and objectives.

Section 2.3: The Sierra County Fire Safe Council is a non-profit public benefit corporation formed for the specific objectives and purposes stated above, and for such other purposes as may be permitted under the laws of the State of California.

ARTICLE III: Membership:

Section 3.1: The Fire Safe and Watershed Council shall welcome supporters from all elements of the community.

ARTICLE IV: Board of Directors and Officers

Section 4.1 Powers: Subject to the limitations of the articles and these bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate management of the activities of the corporation to any person or persons, a management company, or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such powers, but subject to the same limitations, it is expressly declared that the Board shall have the following powers enumerated in these bylaws:

- a. To select and remove all other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, and require from them security for faithful service.
- b. To adopt, make and use a corporate seal, and to alter the seal from time to time, as the Board deems best.

Section 4.2 Number of Directors: The authorized number of directors shall be no less than 5 and no more than 9, including the elected officers. Any additions or subtractions to the number of the Board of Directors shall maintain an odd number. The actual number of Directors shall be determined by a majority vote of the Members. The following list is for the purpose of identifying various agencies, associations, communities, private sector professions and other job descriptions, which may be drawn from this council's Board. This list may be added to, changed, or reduced, by approval of the Board. The Members shall consider the experiences and background of potential candidates, and shall strive to provide representation from all stakeholder groups, as well as provide the Board with the skills needed to effectively carry out its Mission Statement.

- Local Fire Agencies
- State Agencies
- Federal Agencies
- Air and Water Management
- Private Business Sector (which includes insurance and realty companies)
- County Agencies
- Members at Large
- Homeowner Associations

Section 4.3 Term of Office: The Board of directors shall be selected by a majority vote of the Directors. Directors shall be elected biannually at any regular or special Board 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 will effectively stagger terms to assure experienced Directors are seated at any given time.

Each Director shall be eligible to be elected to consecutive full terms.

Section 4.4 Vacancies: Subject to provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon providing written notice to the Chairperson of the Board, The Vice Chair person, or Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies on the Board shall be filled by a majority vote of the Board. Each Director so selected shall hold office until the next scheduled election regardless of term expiration date. A vacancy or vacancies 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 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 the Director's term of office.

Section 4.5. Nomination of Directors: The Chairperson will appoint, at the November meeting, a Nominating committee consisting of two Directors. The Nominating Committee shall select a slate of individuals to fill the position on the Board then expiring, and shall submit its slate to Board of Directors at the December meeting. Subject to guidelines established by the Board, the committee will attempt to select candidates who meet the same general qualification 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 and Goals. Each individual will be contacted beforehand and permission obtained to submit his or her name as a candidate.

Section 4.6. Election of Directors: The Board shall elect Directors to fill the vacancies then expiring at its Annual Meeting in January. Each candidate shall be voted on individually by voice vote. A candidate shall be considered elected if he or she receives a majority "yes" vote of the Directors present and eligible to vote. Immediately following the election, the new Directors shall be seated. The newly constituted Board of Directors shall then elect its officers in accordance with the procedure outlined in Article V. Section 5.2. Officers.

Section 4.7. Compensation: Directors shall serve without compensation. However, they may be reimbursed for pre-approved expenses that relate to their duties, including necessary supplies, fees and travel.

Section 4.8. 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 5.1 Officers: The officers of the corporation shall be the Chair, Vice Chair, Secretary, and Treasurer. At the discretion of the Board, and if necessary, the Secretary and Treasurer position may be combined.

Section 5.2. Election: The officers of this corporation shall be chosen-annually by a majority vote of the Board at the annual meeting in January, following the election and seating of the new Board of Directors. Officers shall serve at the pleasure of the Board and shall hold office until their resignation, removal, or other disqualification from service, or until their respective replacements are elected.

Section 5.3. Subordinate Officers: The Board may elect, and may empower the Chairperson to appoint, such other officers as the business of the corporation may require.

Section 5.4. Removal and Resignation: Any officer may be removed, either with or without cause by the Board at any time with total consent of all remaining Directors. Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any time thereafter, as stated in the resignation notice.

Section 5.5. 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 5.6 Chairperson: The Chairperson is the general manager and chief executive officer of the corporation, and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The Chairperson shall preside at all meetings of the Board. The Chairperson has the general powers and duties of management usually vested in the office of Chairperson and general manager of a corporation, and such other powers and duties as may be prescribed by the Board.

Section 5.7. Vice Chairperson: In the absence or disability of the Chairperson, The Vice Chairperson shall perform all necessary duties of the Chairperson. The Vice Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

Section 5.8. Secretary: The Secretary shall keep a book of minutes of all meetings of the Board and its committees. The Secretary or shall keep at the principal office in the County of Sierra the original or a copy of the corporation's articles and bylaws, as amended to date. The Secretary or shall keep the seal of the corporation in safe custody, and shall have other powers and duties as prescribed by the Board.

Section 5.9. Treasurer: The Treasurer or of the corporation, 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 of the Fire Safe Council. The Treasurer or shall deposit all funds and other valuables in the name and to the credit of the corporation with depositories that may be designated by the Board. The Treasurer shall disburse the funds of the corporation as authorized by the Board, and shall render all records to the Board as requested at any time. The Treasurer, shall prepare an annual budget, and submit a monthly financial report to the Board at each regular meeting. The Treasurer shall have any other duties as may be prescribed by the Board.

ARTICLE VI: Meetings:

Section 6.1: Fiscal year of the Council shall be from January 1st through December 31st.

Section 6.2: An annual meeting of the members shall be held on the last Friday of January at a time and place to be decided by the Board. The annual meeting will include a report from the Chair on the organization's goals and

progress, a report from the Treasurer, on the organizations budget, a report from the Vice-Chair on all committee activities, and a report from the Executive Directors on active and future programs and priorities. Elections of Officers and Directors shall be held at this meeting. The annual meeting shall be noticed to all Directors by electronic mail (e-mail) at least thirty (30) days prior to the meeting, said announcement to include the agenda, a list of nominees for office with their statements of intent not to exceed 100 words, and forms for the return of mail-in ballots with a clearly stated deadline and address for delivery. The decision of the Director vote shall be on two-thirds (2/3) of those members present and voting.

Section 6.3: Meetings of the Board of Directors shall be held at any place within Sierra County that has been designated from time to time by the Board. Regular 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. Board meetings shall have a quorum of at least 51% of the Board of Directors. All Board meetings shall be open to anyone interested in the Council's stated goals and objectives. The date, time and location of the following meeting will be announced at each meeting in local news media and on the website.

Section 6.4: Special Board meetings may be called by the Chair, Vice Chair, Secretary, or any two Directors at any time with a seventy-two (72) hour notice to all Board members. No business shall be transacted except that mentioned in the notice. Special Board meetings must have a quorum of 2/3 of the Board of Directors and in emergency situations, notices and business transactions may be conducted by electronic mail.

Section 6.5. Executive Sessions: The Board, on the affirmative vote of a majority of the Directors present at a meeting at which a quorum has been established, shall be entitled to adjourn at any time for the purpose of reconvening in executive session to discuss litigation in which the Council is or may become a part, personnel matters, or business of a similar nature. Prior to adjourning into an executive session, the topic(s) to be discussed in such session shall be announced, in general terms, to everyone in attendance at the meeting. Nothing herein shall be construed to obligate the Board to first call an open meeting before meeting in executive session with respect to the matters described above.

Section 6.6. Agendas: An agenda shall be prepared and given to the members not less than 72 hours prior to the meeting. Non-agenda items may be considered at the meeting, with approval of a majority of the Board members 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 6.7. Quorum: A majority of the authorized number of Directors constitutes a quorum for the transaction of business, except to adjourn as provided in Section 9 of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

Section 6.8. 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 6.9. 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 electronic e-mail , 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 6.10. Robert's Rules of Order: The rules contained in the most current edition of "Roberts Rules of Order" shall govern the actions of the Council in all cases to which they are applicable and in which they are consistent with these Bylaws, the Articles of Incorporation of this council, any applicable provision of law and any special rules of order the Council may adopt.

ARTICLE VII. Committees

Section 7.1 Committees: The Board may appoint one or more committees, and delegate to such committee any of the authority of the Board, except with respect to:

- a. Approval of any action which the California Nonprofit Benefit Corporation Law also requires approval of the , majority of all directors;
- 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 repeal able;
- e. Appointment of other committees of the Board or the chairperson thereof;
- f. Approval of any self-dealing transactions, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporation Law.

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

ARTICLE VIII. Indemnification

Section 8.1. 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 amount 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 8.2. Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 7237(a) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine under Section 7237(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section

7237(b) or Section 7237(c) has been met and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Directors. At that meeting, the Directors shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7238(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 8.3. 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 Section 1 and 2 of the 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 the 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 1X. Insurance

Section 9.1. 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. Other Provisions

Section 10.1. Amendments: Any amendment to these bylaws must be proposed as "New Business" in writing at a regularly scheduled Council meeting. These bylaws may be amended, or repealed and replaced, by two-thirds approval of the Board of Directors present and eligible to vote, provided that a quorum of the Board has been established.

Section 10.2 . Construction and Definitions: Unless the context otherwise requires, the general provisions, rules, construction and definitions contained the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

Section 10.3. Record of Revisions:

| Revision Number | Revision Description | Authority For Revision | Effective Date |
|------------------------|-----------------------------|-------------------------------|------------------------------|
| One | Update | Board of Directors | July 29 th , 2011 |