

BYLAWS

of the

MENDOCINO VOLUNTEER FIRE DEPARTMENT, INC.,

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

(Revised – October 25, 2017)

ARTICLE I: Name

The name of this corporation shall be the Mendocino Volunteer Fire Department, Inc.

ARTICLE II: Offices

The principal office for the transaction of the business of the corporation is located at 44700 Little Lake Road, Mendocino, CA, 95460. The Board of Directors (“Board”) may change the principal office from one location to another. Any change in this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III: Purpose

The purpose of this corporation shall be:

1. To give fire protection and emergency and community services to the persons and property located within the Mendocino Fire Protection District, County of Mendocino, California; render mutual aid to neighboring departments; send strike teams when called upon, at the Chief’s discretion; and, to do anything that reasonably furthers these activities.
2. To raise, collect and allocate resources to meet the needs of the Mendocino Volunteer Fire Department, Inc.
3. To receive, hold and disburse gifts, bequests and other funds for its purposes.
4. To own and maintain personal property which is deemed necessary for its purposes.
5. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount.

ARTICLE IV: Dissolution

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purpose and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or its successor provision(s).

ARTICLE V: Benefits and Compensation

No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE VI: Membership

Section 1: Classes of Membership. There shall be four classes of membership: Active Duty, Probationary, Reserve, and Retired.

Section 2: Eligibility. Any person of good character, in good health, and at least eighteen (18) years of age, and who has for at least two (2) years resided in the area served by the corporation, and who has met the standards of the current application form, and has not engaged in uncivil conduct against persons or property, shall be eligible for election to probationary membership, provided a vacancy exists, and subject to the restrictions below in subsection (a). The two-year residency requirement may be waived at the Chief's discretion.

- (a) A person shall not be eligible to apply for membership if they have a criminal conviction or criminal charge pending against them based on any of the following conduct:
 - i. Murder, including voluntary manslaughter, or attempted murder;
 - ii. Sexual assault, including any sexual conduct involving a minor;
 - iii. Domestic violence;
 - iv. Elder abuse;
 - v. Creation, possession or distribution of child pornography;
 - vi. Any conduct that would require inclusion on the sexual offender's database in the State of California if convicted;
 - vii. Kidnapping, terrorism or felony assault;
 - viii. Theft, embezzlement, or fraud; and
 - ix. Any drug-related conviction in the past five years.

- (b) A person shall not be eligible to apply for membership if they do not currently have an unrestricted driver's license issued by the State of California.

Section 3: Voting Members. Only Active Duty members shall be voting members.

Section 4: Membership Limitation. The number of Active Duty members shall not exceed forty (40). If no vacancy exists, any eligible person who has been proposed for membership shall be placed on a waiting list kept by the Secretary.

Section 5: Election to Membership. A proposed Probationary member must be sponsored by three (3) Active Duty members and must attend at least two (2) meetings of the corporation as a guest. Election requires a simple majority vote of the Active Duty members. Election shall be at a regular meeting of the corporation by secret ballot.

Section 6: Probationary Status. A Probationary member shall have a minimum six (6) month probationary period, during which the Probationary member must attend at least two-thirds of the training meetings and two-thirds of the regular meetings of the corporation. In addition, the Probationary member must meet at least one of the following requirements to become an Active Duty member:

(a) Graduate from the fire academy;

(b) Become a California licensed Emergency Medical Technician or Paramedic;

or

(c) Obtain a valid driver's license that enables the firefighter to legally drive the corporation's Class B apparatus.

The Probationary member shall be familiar with methods of fire fighting and control to the satisfaction of the Training Officer and Chief prior to being eligible to become an Active Duty member. The Probationary member's sponsors shall orient the Probationary member concerning equipment, policies and operations of the corporation.

If unusual circumstances exist, the Probationary member may seek an equivalent alternative arrangement that satisfies the intent of these requirements and that meets the approval of the department Chief and the Training Officer. The Probationary member shall read and sign the firehouse copy of these bylaws. The Probationary member may speak at meetings, but shall have no vote.

If a Probationary member is charged with any crime involving the conduct listed in Article VI, Section 2(a), their membership shall be suspended until acquitted of the criminal charge(s) or the criminal charge(s) is/are dismissed. If the Probationary member is convicted of the crime, they shall not be eligible for membership.

If a Probationary member ceases to possess an unrestricted driver's license issued by the State of California, their membership shall be suspended until they regain their driver's license.

Section 7: Active Duty Membership. The requirements of an Active Duty member are as follows:

- (a) Attend at least fifty percent (50%) of all weekly training meetings in each calendar year.
- (b) Maintain a current CPR card.
- (c) Maintain a current first responder's first aid card.
- (d) Maintain a driver's license acceptable to the Chief.
- (e) Maintain current fire department standards for immunization.

The Training Officer is responsible for ensuring that all Active Duty members are in compliance with these requirements. The Chief may review the records of each Active Duty member once per year to ensure compliance with the above requirements. Members who are not in compliance with these requirements will be notified. Once notified, a continued failure to comply with these requirements is grounds for removal from active duty status and placement on the reserve list, at the discretion of the Chief. Any member performing strictly clerical or radio work is exempt from the above requirements.

Section 8: Reserve Membership. An Active Duty member may suspend participation in operations of the corporation for up to one year, by written application for reserve membership to the Secretary and approval by the Chief. At the discretion of the Chief, a Reserve member may be required to turn in all equipment issued by the corporation. A Reserve member will answer calls only upon the request of a chief officer. A Reserve member may attend corporate meetings and other related activities. A Reserve member may apply for active duty and will be considered by the Chief or vote of members when an opening becomes available on the active duty roster.

Section 9: Retired Members. Active Duty members who leave after ten (10) years of service shall be honorably recognized in the firehouse. Retired members are welcome to attend regular meetings of the corporation where they may speak, but may not vote. Retired members also may participate in other corporation-related activities. Retired members shall remove active duty stickers from vehicles and will be issued retired stickers.

Section 10: Expulsion. Any Active Duty member or Probationary member who fails to attend at least fifty percent (50%) of meetings, or fails to regularly respond to calls, or who misappropriates corporate property, or otherwise engages in inappropriate or uncivil conduct, or fails to comply with these bylaws, shall be subject to expulsion by a majority vote of Active Duty members present for the vote. Vote shall be by secret ballot. A call for expulsion may be made by an Active Duty member at a regular meeting of the corporation. The member in question shall be notified ten (10) days in advance of the next meeting of the corporation, in writing by the Secretary, of the call for expulsion, and shall have the opportunity to appear and be heard at the meeting before action on the expulsion may be taken. An expelled member shall return all corporate property.

- (a) An Active Duty member shall be expelled from the Department if convicted of a

crime based on any of the following conduct:

- i. Murder, including voluntary manslaughter, or attempted murder;
- ii. Sexual assault, including any sexual conduct involving a minor;
- iii. Domestic violence;
- iv. Elder abuse;
- v. Creation, possession or distribution of child pornography;
- vi. Any conduct that would require inclusion on the sexual offender's database in the State of California if convicted;
- vii. Kidnapping, terrorism or felony assault;
- viii. Theft, embezzlement or fraud.

No vote of the Active Duty members need be conducted prior to expulsion if based on a conviction under this subsection, and the expulsion will be effective immediately upon written and oral notice by the Chief to the member convicted of a crime.

(b) At the Chief's sole discretion, an Active Duty member may be expelled if convicted of any crime, other than an infraction, involving illegal drugs or alcohol. No vote of the Active Duty members is necessary to confirm the expulsion.

Section 11: Criminal Conduct Suspension. If an Active Duty member is convicted of any crime, other than an infraction, apart from the crimes listed in Section 10(a) that require expulsion, and the member is not expelled pursuant to Section 10(b), the member shall be placed on a criminal conduct suspension. The criminal conduct suspension shall last a minimum of three months, but may last longer, at the sole discretion of the Chief.

During the Criminal Conduct Suspension, the member must return their pager and may not respond to calls. However, during their suspension they must attend at least two-thirds of the weekly training meetings and two-thirds of the regular meetings of the corporation. If they succeed in meeting their attendance obligations, they are eligible to return to Active Duty at the completion of the period of suspension.

Section 12: Interim and Temporary Suspension. The Chief may impose an interim suspension on a member based on the same grounds for which a member may be expelled under Section 10, when not immediately suspending the member would cause severe disruption of Department functions or would pose a danger to the member, other members, or the public. The interim suspension must be done in writing by the Chief, and presented to the member and the Secretary. The interim suspension shall function the same as a call for expulsion that any Active Duty member can make, except that additionally, the member shall be immediately suspended from duties and must return their pager and other Department-issued equipment to the Chief. A member may choose not to contest the interim suspension, and leave the department without a majority vote of the Active Duty members being conducted.

The Chief also may temporarily suspend a member whose mental or physical condition or conduct currently, but not permanently, severely disrupts Department functions, or poses a danger to the member, other members, or the public. A temporary suspension must be done in

writing by the Chief, and presented to the member and the Secretary. A member temporarily suspended by the Chief may contest the suspension at a meeting of the corporation by demanding the suspension be approved by a majority vote of the Active Duty members present in order for the suspension to remain in effect. For the temporary suspension to be contested by vote, the member must give a written demand for a vote to the Secretary ten (10) days before the meeting. The Chief may return a member who has been temporarily suspended to active duty once the mental or physical condition or conduct upon which the suspension was based has been resolved to the Chief's satisfaction.

- (a) An Active Duty member shall be temporarily suspended if charged with a crime bade on any of the conduct listed in Section 10(a), and shall remain suspended until they are acquitted of the crime(s), or the charge(s) is/are dismissed, at which time they shall be returned to active duty. If convicted of the crime, they shall be expelled.
- (b) An Active Duty member shall be temporarily suspended if they cease to possess an unrestricted driver's license issued by the State of California. They shall be returned to active duty once they regain their driver's license.

Section 13: No Retroactivity for Criminal Charge/Conviction Provisions. The provisions of Article VI, Sections 2(a), 2(b), 10(a), 10(b), 11(a), 11(b), and any provisions referencing them, shall not be applied retroactively, and shall only apply to criminal charges and convictions occurring after the date of their adoption, October 28, 2015.

Section 14: Duties of Probationary and Active Duty Members. It shall be the duty of each Probationary and Active Duty member to:

- (a) Obey commands of all officers during operations, provided the member has received training to perform the task;
- (b) Be familiar with first aid and fire fighting practices and ordinances;
- (c) Safely respond as soon as possible to alarms in proper attire;
- (d) Attend meetings and training sessions regularly;
- (e) Remain at the scene of an emergency until operations are completed and equipment is ready to leave or until dismissed by the officer in charge;
- (f) Participate in a fair share of work sessions and committee work;
- (g) Not appear at meetings or the scene of an emergency in a state of intoxication; and
- (h) Refer all questions from the pubic regarding operations to the Incident

Commander or the Chief.

Section 15: Termination of Membership. The membership of any member shall terminate upon death, resignation, or expulsion.

ARTICLE VII: Board of Directors

Section 1: Powers and Duties: All powers and duties of the corporation shall be exercised by or under the authority of the Board. The Board shall audit the books of the corporation every three (3) years and shall present this report at the Annual Meeting on the years when the books are audited.

Section 2: Number of Directors, Term of Office: There shall be three (3) Directors. The Directors shall be the Chief, Treasurer and President of the corporation. The term of office for a Director shall be one year.

Section 3: Vacancies: Vacancies created by death, resignation, incapacity or removal of a Director may be filled by majority vote of the remaining Directors then in office.

Section 4: Meetings of Directors

(a) **Place of Meetings:** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) **Meetings by Telephone Conference Call:** Any meeting may be held by telephone conference as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) **Annual Meeting:** Immediately after each annual meeting of members, if any, or at a time and place designated by the Board, the Board shall hold a regular annual meeting for purposes of organization, election of officers and Directors, and transaction of other business.

(d) **Other Regular Meetings:** Other regular meetings of the Board may be held upon notice at such time and place as the Board may fix from time to time.

(e) **Special Meetings - Authority to Call:** Special meetings of the Board for any purpose may be called at any time by any one Director.

(f) **Notice of Meetings**

(i) **Manner of Giving Notice:** Notice of the time and place of all meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the

Director or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director; or d) by email. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements: Notices sent by first-class mail shall be deposited in the United States mail at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or fax shall be delivered, telephoned, or faxed at least 48 hours before the time set for the meeting.

(iii) Notice Contents: The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(g) Quorum: Two (2) members of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board. Directors may not vote by proxy.

(h) Waiver of Notice of Meetings: Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at commencement of the meeting, the lack of notice to him or her.

(i) Adjournment: A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(j) Notice of Adjourned Meeting: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time the adjourned meeting resumes, to the Directors who were not present at the time of the adjournment.

Section 5: Compensation: No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board members, in connection with attendance at Board meetings or performance of authorized Board business.

ARTICLE VIII: Officers

Section 1: Number and Qualifications: The officers of the corporation shall consist of a President, Treasurer and Chief Executive Officer. The Chief shall be the Chief Executive Officer.

Section 2: Election and Term of Office: The President, Secretary, and Treasurer

shall be elected annually at the November Annual Meeting. Term of office shall be one (1) year beginning on January 1.

Section 3: President: The President shall preside at all meetings, appoint all committees, sign all documents necessary to carry out the activities of the corporation, and perform all other duties as may be prescribed by the Board. The President shall take no part in debate while in the chair, and shall not vote except when the matter under consideration is to be decided by secret ballot.

Section 4: Chief Executive Officer: The Chief Executive Officer shall have such powers and duties as may be assigned by the Board.

Section 5: Secretary: The Secretary shall act as recorder for all meetings of the Board, prepare and submit for approval or correction minutes of all meetings, maintain all documents and records of the corporation, record attendance at all meetings, furnish each member of the corporation with a copy of these bylaws, and inform all members of their membership status, and perform such other duties as may be assigned by the Board of Directors.

Section 6: Treasurer: The Treasurer shall be the Chief Financial Officer of the corporation, shall be responsible for the accounting for all monies of the corporation, including depositing and/or investing them in accordance with directions of the Board, shall prepare and present a financial statement at each regular, special and Annual Meeting, assist in the audit of the corporation's books every three years, and keep all receipts and records of the financial transactions of the corporation. The Treasurer may pay incidental or routine expenses according to department policy. All other expenses must be authorized by the Active Members.

Section 7: Resignation of Officers: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 8: Vacancies in Office: A vacancy in any office shall be filled by majority vote of the Active Members for the remainder of that term.

ARTICLE IX: Special Officers

Section 1: Positions: The Special Officers of the corporation shall consist of Chief, First Assistant Chief, Second Assistant Chief, Third Assistant Chief, First Captain, Second Captain, Third Captain, Fourth Captain, Administrative Officers, Training Officer and Safety Officer.

Section 2: Election and Term of Office: Special Officers shall be appointed annually for a one year term by the Chief after consideration of the election results by the Active Duty members. All Active Duty members as of October 1 are eligible for election as a Special Officer with the exception of the Chief. All members who do not wish to be considered for a

Special Officer position must remove their names from consideration no later than the November business meeting. A ballot containing the names of members willing to serve as Special Officers, except for the positions of Administrative Officers, Safety Officer and Training Officer, will be issued at the November business meeting. Each active member is entitled to vote for one member to fill each Special Officer position, except for the positions of Administrative Officers, Safety Officer and Training Officer. At the November business meeting, each active member will vote for the persons he feels most qualified to serve. Ballots will be collected and presented to the Chief as an aid to his selection of next year's officers. The Chief shall name one Training Officer and one Safety Officer. The Administrative Officers shall be nominated and elected at the November business meeting. The Chief shall be appointed by the Board of Directors of the Mendocino Fire Protection District.

Section 3: Chief: The Chief shall direct all operations and may draft such regulations as are necessary for the conduct of these operations. Such regulations shall become standard operating procedure. The Chief shall call and conduct a meeting of Special Officers monthly, prior to the regular membership meeting, or when requested to do so by two or more Special Officers.

Section 4: Assistant Chief: There shall be a First, Second and Third Assistant Chief. It shall be the duty of each Assistant Chief to assist the Chief or to act as the Chief in the Chief's absence.

Section 5: Captain: There shall be a First, Second, Third and Fourth Captain. It shall be the duty of each Captain to assist the Chief and Assistant Chiefs in corporate operations and to act as Chief in the absence of the Chief and Assistant Chiefs.

Section 6: Training Officer: It shall be the duty of the Training Officer to maintain a training program in accordance with standard operating guidelines.

Section 7: Safety Officer: It shall be the duty of the Safety Officer to help members keep informed on proper safety procedures as established in standard operating guidelines.

Section 8: Resignation of Special Officers: Any Special Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 9: Vacancies in Office: A vacancy in any Special Office shall be filled by appointment by the Chief until the following November Annual Election.

Section 10: Meetings of Special Officers: The Special Officers shall meet at the direction of the Chief to draft regulations for operations, to resolve matters that require urgent attention, to discuss matters of mutual concern, to find ways and means of improving the corporation, to promote goodwill, and for other good causes.

ARTICLE X: Committees

The President shall appoint such special committees as shall be deemed necessary from time to time by the Board of Directors.

ARTICLE XI: Meetings of the Membership

Section 1: Annual Meeting: The Annual Meeting of the general membership may be held at the Board's discretion, in the month of November at such date, time and place as the Board shall determine.

Notice of the Annual Meeting shall be given to the membership not more than thirty (30) days or less than ten (10) days prior to the meeting.

Section 2: Regular Meetings: Regular meetings of the corporation shall be held the last Wednesday of each month at 8:00 p.m.

Section 3: Special Meetings: Special meetings may be called by the President or any two (2) Directors. Notice of special meetings shall be given to all members a minimum of five (5) days prior to the meeting.

Section 4: Quorum: Ten (10) Active Duty members or one-third (1/3) of the Active Duty members, whichever number is less, shall constitute a quorum.

Section 5: Training Sessions: Training sessions shall be held at the direction of the Training Officer.

Section 6: Work Sessions: Work sessions shall be organized at the direction of the Chief for maintenance or improvement of equipment or property used by the corporation. Projects which require greater or more specialized effort than a work session may be arranged by recommendation of the Chief or majority vote of the active members if corporate funds are to be used.

ARTICLE XII: Conduct of Meetings

Section 1: Order of Business: All meetings shall be conducted according to the following general agenda:

1. Call to order
2. Recognition of visitors and guests
3. Roll call

4. Reading and approval of minutes of the previous meeting
5. Secretary's report
6. Treasurer's report
7. Bills
8. Chief's report
 - (a) Maintenance report
 - (b) Training Officer's report
 - (c) Medical
 - (d) Safety
9. Report of committees
10. Communications
11. Unfinished business
12. Propositions for membership
13. Balloting on proposed members
14. New business
15. For the good of the department
16. Adjournment

Section 2: Meeting Rules: Meetings shall be conducted according to Robert's Rules of Order, including:

1. No member will be allowed to speak until properly recognized by the Chair.
2. Only one member shall be entitled to the floor during the same period of time.
3. No question can come before the meeting unless properly moved and seconded and declared open to discussion by the Chair.
4. No member shall speak more than three minutes on any one subject at one time, or more than twice on the same subject, except by permission of the Chair.

5. When a motion is properly before the meeting, it must be disposed of before another can be entertained. No motion shall be made subject to more than two amendments.
6. Any Active Duty member may call for the vote on the motion on the floor, and if a majority attending the meeting agrees to end discussion, the vote shall be taken.
7. All questions, unless otherwise specified in these bylaws, shall be decided by a simple majority of the votes cast.
8. No subject which has been tabled shall be taken up again during the same meeting unless it was so understood when thus disposed of.
9. A motion to reconsider must come from a member who voted with the majority when the action to be reconsidered was taken.
10. When a point is raised by any member, the person having the floor shall relinquish the floor until the point is decided by the Chair, after which, if proper, the speaker may resume.
11. Any member may appeal a decision of the Chair to the membership by saying "I object. Does the membership accept the decision of the Chair?" A majority is required to overrule a decision of the Chair.
12. No member shall leave the room during the meeting unless permission is given by the Chair.

ARTICLE XIII: Miscellaneous

Section 1: Fiscal Year: The fiscal year shall begin July 1 and shall end June 30.

Section 2: Amendment to These Bylaws: These bylaws may be amended or repealed and new bylaws adopted by the vote or written consent of a majority of active voting members. No amendments to these bylaws may be made unless proposed in writing at a regular meeting. The proposed amendment shall be referred to a special committee which shall report at the next regular meeting, at which time the proposed amendment may be voted upon.

Section 3: Disbandment: This corporation shall not be disbanded except by a three-fourths (3/4) majority vote of all Active Duty members. A published or served notice shall be given of the meeting at which disbandment will be decided, at least one month before a vote may be taken. Disbandment shall be made in accordance with applicable law.

Section 4: Limitation of Liability: No director, officer or member who performs his or her duties in accordance with, and in compliance with, these bylaws shall have any monetary

liability for the acts of the corporation, and no cause of action for damages shall arise against such person but based on any alleged failure to discharge those duties.

Section 5: Indemnification: To the fullest extent permitted by law, this corporation shall indemnify its directors, officers and/or agents acting on its behalf, including members responding to an official emergency call, and including all persons described in California Corporations Code section 5238, against all expenses incurred as a result of any claim or proceeding against them resulting from actions on behalf of the corporation which comply with the standards of conduct set forth in these bylaws, as described in, and according to the procedures of, section 5238 of the California Corporations Code.

Section 6: Purchase of Insurance: The Board may purchase or authorize the purchase of insurance against liability, both corporate and individual, in any amount it deems necessary to adequately protect both the assets of the corporation and its officers, directors, and members against personal liability.

CERTIFICATE OF SECRETARY

I, the undersigned, am the corporate Secretary of this corporation, and I hereby certify by my signature below that the above are the true and correct bylaws of this corporation as of the date of this certificate.

Executed this 25 th day of October 2017, at Mendocino, California.

Original signed by Secretary Burtis
Secretary