

# **Lamorinda CERT Foundation**

## **BYLAWS**

### **ARTICLE I – NAME**

The name of this organization shall be Lamorinda CERT Foundation, hereinafter referred to as “Foundation”.

### **ARTICLE II – PURPOSE**

The purpose of Lamorinda CERT Foundation is to:

- (a) Provide equipment and supplies for Lamorinda CERT to:
  - a. Teach personal and neighborhood emergency preparedness.
  - b. Provide assistance to disaster responders.
  - c. Help our communities be safer.
- (b) Promote public awareness of the CERT program and the need for emergency preparedness.
- (c) Raise funds to support Lamorinda CERT.

Lamorinda CERT Foundation is not organized for personal profit. All activities shall be conducted in such a manner so that no part of the net income shall benefit any individual member.

### **ARTICLE III – LAMORINDA CERT AND SPONSORING AGENCY**

Lamorinda CERT is a Community Emergency Response Team organized under FEMA, California Volunteers and Contra Costa County guidelines. By regulation CERTs are required to have oversight by a governmental entity. Lamorinda CERT’s Sponsoring Agency is the Moraga-Orinda Fire District.

### **ARTICLE IV – JURISDICTION OF LAMORINDA CERT**

The area covered by the Lamorinda CERT includes the City of Lafayette, Town of Moraga, City of Orinda, community of Canyon, those portions of Walnut Creek that fall within the Lafayette School District and those unincorporated areas of Contra Costa County, California which are in the immediate adjacent vicinity, hereinafter referred to as “Jurisdiction”.

### **ARTICLE V - MEMBERSHIP**

Section 1. **Members.** Lamorinda CERT Foundation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only

approval of the Board of Directors. All rights that would otherwise vest in the voting members shall vest in the Board of Directors.

Section 2. **Associates.** Nothing in this Article V shall be construed as limiting the right of Lamorinda CERT Foundation to refer to persons associated with it as “members”, even though such persons are not members, and no such reference shall constitute anyone as a member within the meaning of either Section 5056 of the California Nonprofit Corporation Law (commencing at Section 5000 of the California Corporations Code) or the California Nonprofit Public Benefit Corporation Law (commencing at Section 5110 of the California Corporations Code). Lamorinda CERT Foundation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Public Benefit Corporation Law, upon any person or persons who do not have a right to vote for the election of directors, or on a disposition of substantially all of the assets of Lamorinda CERT Foundation, or on a merger, dissolution or change to the Articles of Incorporation or Bylaws, but no such person shall be a “member” within the meaning of Section 5056.

## **ARTICLE VI – ASSOCIATE MEMBERS**

Section 1. **Associate Membership.** Associate membership in Lamorinda CERT Foundation is open to any person who meets the age and training requirements set forth by the Board of Directors.

Section 2. **Removal.** A Lamorinda CERT Foundation Associate Member can be removed from the member rolls upon a 2/3 vote of the Board of Directors for a violation of Lamorinda CERT Standard Operating Procedures as published.

## **ARTICLE VII - DIRECTORS**

Section 1. **Powers.** Subject to limitations of the Articles of Incorporation, the California Nonprofit Public Benefit Corporation Law and these Bylaws, the activities and affairs of Lamorinda CERT Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of Lamorinda CERT Foundation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of Lamorinda CERT Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- (a) To select and remove all officers, agents and employees of Lamorinda CERT Foundation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, fix their compensation, and require from them surety for faithful service.
- (b) To conduct, manage, and control the affairs and activities of Lamorinda CERT Foundation and to make such rules and regulations for that purpose not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of Lamorinda CERT Foundation, and to cause to be executed and delivered for that purpose, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and the securities for these purposes.

Section 2. **Number and Term of Directors.** The number of directors shall be eight(8). The Citizen Corps Councils of Lafayette, Moraga and Orinda shall each appoint two members to the Board of Directors and their terms shall be determined by their Citizen Corps Council. The President shall serve for a term of one year, with the possibility of serving successive terms. The Secretary/Treasurer shall serve for a term of one year, with the possibility of serving successive terms.

Section 3. **Ex Officio Directors.** Ex officio directors shall include representatives from the Law Enforcement and Fire Departments wholly within the Jurisdiction of Lamorinda CERT. Ex officio directors shall be advisory and shall be non-voting.

Section 4. **Director Selection.** The directors of Lamorinda CERT Foundation shall be selected as follows:

- (a) The Citizen Corps Council of each of the three municipalities wholly within the Jurisdiction shall select two members for the Board, at least one of whom shall be a currently certified CERT instructor.
- (b) The Board of Directors shall select a President from the rolls of active Instructors. The President shall be certified as a Program Manager by completing a CaliforniaVolunteers Program Manager

course within six(6) months of appointment to the position. The President shall be a voting member of the Board.

- (c) The Board of Directors shall select a Secretary/Treasurer from the rolls of active Associate Members. The Secretary/Treasurer shall be a voting member of the Board.
- (d) Each Board member shall be twenty-one (21) years of age before being seated.
- (e) Each Board member shall be a citizen of the United States of America.

Section 5. **Vacancies.** Subject to the provisions of Section 5226 of the California Public Benefit Corporation Law, any director may resign, effective upon giving written notice to the President, 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. Additional instructions are set forth below:

- (a) Vacancies on the Board shall be filled in the same manner as the director whose office is vacant was selected.
- (b) A vacancy in the Board shall be deemed to exist in case of the death, resignation, or removal of any director.
- (c) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Section 5230 *et seq.* of the California Nonprofit Public Benefit Corporation Law.
- (d) In accordance with the provisions of Section 5222 of the California Nonprofit Benefit Corporation Law, any director of this Foundation may be removed from the Board, upon a concurrence of a majority of the directors then in office.

Section 6. **Place of Meetings.** Meetings of the Board shall be held at any place within the Jurisdiction which has been designated from time to time by the Board.

Section 7. **Public Notice of Meetings.** The date, time and agenda for all regular and annual meetings shall be published on the Lamorinda CERT website not less than seven (7) days preceding the meeting.

Section 8. **Annual Meetings.** The Board shall hold an annual meeting for the purpose of organization, selection of officers and the performance of other

tasks. Annual meetings of the Board shall be held immediately preceding the first regular meeting of the fiscal year.

Section 9. **Regular Meetings.** Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 10. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President or any three (3) directors. Additional instructions are set forth below:

- (a) Special meetings of the Board shall be held upon four (4) days' notice by first-class mail. Any such notice shall be addressed to each director at such director's address as it is shown upon the records of the Foundation or as may have been given to the Foundation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.
- (b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid.

Section 11. **Quorum.** Four (4) voting members constitute a quorum of the Board for the transaction of business, except to adjourn. 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 the act of the Board.

Section 12. **Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members at such meeting can communicate concurrently with one another and can participate fully in the matters under discussion.

Section 13. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any director's meeting to another time and place. Notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. **Rights of Inspection.** Every director shall have the absolute right at any reasonable time (within fourteen (14) days of request) to inspect and copy all books, records, and documents, of every kind, and to inspect the physical properties of Lamorinda CERT Foundation.

Section 16. **Committees.** The Board may appoint one or more committees, each consisting of two or more directors.

Section 17. **Fees and Compensation.** No director may receive compensation for his or her services to Lamorinda CERT Foundation. A director shall be reimbursed for his or her expenses as determined by the Board.

## **ARTICLE VIII – OFFICERS**

Section 1. **Officers.** The officers of the Foundation shall be a President, a Vice President, and a Secretary/Treasurer.

Section 2. **Elections.** The officers of the Foundation shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. **Removal or Resignation.** Any officer may be removed, either with or without cause, by the Board at any time by a 2/3 vote of the Board. Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect on the date of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. **President.** The President is the chief executive officer of the Foundation and has, subject to the control of the Board, general supervision, direction, and control of the activities and officers of the Foundation.

(a) The President shall preside at all meetings of the Board.

(b) The President shall possess the general powers and duties of management usually vested in the office of president and general manager of a Foundation, and such other powers and duties as may be prescribed by the Board.

Section 5. **Vice-President.** In the absence or disability of the President, the Vice-President shall perform all of the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

(a) The Vice-President shall have such other powers and performs such other duties as may, from time to time, be prescribed by the Board.

Section 6. **Secretary/Treasurer.** The Secretary/Treasurer is the Registrar for all Associate Members, Secretary to the Board, and Chief Financial Officer.

(a) The Secretary/Treasurer shall keep, or cause to be kept, a book of minutes of all meetings of the Board and committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present, and the proceedings thereof.

(b) The Secretary/Treasurer shall keep, or cause to be kept within the State of California the original or certified copies of the Foundation's Articles of Incorporation and Bylaws, as amended to date.

(c) The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation. The books of account shall at all times be open to inspection by any director.

(d) The Secretary/Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board.

(e) The Secretary/Treasurer shall disburse the funds of the Foundation as may be ordered by the Board, shall render to the directors at all regular and annual meetings an account of all transactions and of the financial condition of the Foundation.

(f) The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board and any committees thereof as required by these Bylaws or by law to be given.

(g) The Secretary/Treasurer shall keep the seal of the Foundation in safe custody, and shall have other powers and performs such other duties as may from time to time be prescribed by the Board.

## **ARTICLE IX – OTHER PROVISIONS**

Section 1. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law and the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 2. **Review.** The Board shall review these Bylaws biannually and shall submit a report at the annual meeting.

Section 3. **Amendments.** These Bylaws may be adopted, amended or repealed by two-thirds vote of the Board; provided, however, that if any Bylaw provision shall conflict with Lamorinda CERT Foundation's Articles of Incorporation, then such conflicting Bylaw provision shall be null and void.

Section 4. **Limitation on Activities.** No substantial part of the activities of Lamorinda CERT Foundation shall consist of lobbying, propaganda, or otherwise attempting to influence legislation, except as may be provided or permitted in Section 501(h) of the Internal Revenue Code and Lamorinda CERT Foundation shall not intervene or participate in any political campaign (including the publishing, issuing, or distribution of statements) for or against, or on behalf of, any candidate for political office, whether partisan or nonpartisan, or any issue appearing on any ballot.

Section 5. **Conflicts of Interest.** No officer, director, or employee of Lamorinda CERT Foundation shall be financially interested in any agreement made by or on behalf of the Foundation unless such interest complies with Section 5230, *et seq.* of the California Nonprofit Public Benefit Corporation Law.

Section 6. **Budget and Audit.** The Board shall adopt an annual budget for the Foundation at the beginning of each fiscal year of the Foundation. The Board may determine to cause the books and accounts or the Foundation to be audited in its sole and absolute discretion, or upon any event or series of events causing the Board to desire a full and complete audit. The fiscal year of Lamorinda CERT Foundation shall be July 1 through June 30.

## **ARTICLE X – INDEMNIFICATION**

The Foundation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Foundation against all expenses and liabilities, including, without limitation, counsel fees, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Foundation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.



The right of indemnification under the Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

Conduct of the Board shall be governed by *Robert's Rules of Order*, or as such rules may be revised from time to time, insofar as rules are not inconsistent or in conflict with these Bylaws or the laws of the land.

#### **ARTICLE XII – DISSOLUTION**

The Foundation shall be dissolved upon a majority vote of the Board. The assets of the Foundation shall be distributed upon dissolution as provided in the Articles of Incorporation.

## **CERTIFICATE OF SECRETARY/TREASURER**

I, the undersigned, do hereby certify that:

- (a) I am the duly electing and acting Secretary/Treasurer of Lamorinda CERT Foundation, a California Nonprofit Public Benefit Corporation;
- (b) The foregoing Bylaws, consisting of ten (10) pages, including this page, are a true and correct copy of the duly adopted Bylaws of Lamorinda CERT Foundation

In witness whereof, I have set my name and affixed the seal of the Foundation this 20th day of June, 2013.



Julie Luckenbach, Secretary / Treasurer

FEIN # 46-2982516

California Nonprofit Corporation # 3575545