

By-Laws of Highway 168 Firesafe Council

Article I. Offices

Principal Office

1.1 The principal office of the organization for the transaction of its business is located at 29369 Auberry Rd STE 201 Prather, Ca 93651.

Article II. Jurisdiction and Purpose

Jurisdiction

2.1 The jurisdiction and territory served by this corporation shall include the watershed of the San Joaquin River from Huntington Lake to the Friant-Kern Canal in Fresno County.

2.2 Highway 168 Firesafe Council is formed for charitable and educational purposes, as defined in Internal Revenue Doc 501(c). Its purpose shall be to educate the public of the wildfire hazard in the Fresno County area of the above jurisdiction and assist with the physical reduction of that hazard through overseeing grant funding for, and completion of, fuel breaks and other vegetation management projects to reduce potential of wildfire.

Article III. Members

3.1 There shall be no members of this corporation. Any action that would otherwise require approval of the members shall require approval of the Board of Directors.

3.2 Nothing in these By-laws shall prohibit the corporation from referring to individuals who support its purpose and policies as "members", "associates", "friends" or "shareholders" of the corporation; however, such designation shall confer no rights or duties to those individuals.

Article IV. Directors

4.1 The first Directors shall be those first appointed. Thereafter, the Directors shall be those elected or hereafter elected.

4.2 The Directors shall meet on the second Thursday of every other month. The administrative year of the Board shall be January 1 through December 31st of each year.

Election

4.3 Directors shall be elected or appointed by the Directors present in attendance and voting, at the first regular meeting of Directors, held at the first meeting of each administrative year, provided a quorum is present. If no quorum is present, election shall be held at the next succeeding regular or special meeting at which a quorum is present. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors, including the original Directors, shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

Number of Directors

4.4 There should be five (5) Directors. All Directors shall be employed in, or residents of the jurisdiction defined above.

Terms of Office

4.5 Directors shall serve for a period of three (3) years from the time they are elected and until their successors are elected. However, of the original three (3) elected Directors, one shall be appointed for one (1) year, one for two (2) years and one for three (3) years.

4.6 It shall be the duty of the Directors:

a. To perform any and all duties imposed on them collectively or individually by law, by the constitution of this organization, or by these By-laws.

b. To develop a budget for the expenditure of funds collected through the application fees or dues.

c. To register their addresses with the Secretary of the organization. Notices of meetings will be mailed or electronically sent to them at such addresses shall be valid notices thereof.

Compensation

4.7 Directors shall serve without compensation.

Removal

4.8 The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the Directors of the organization. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, vacancies will be filled as provided in section 4.9 hereof.

Vacancies

4.9 Vacancies caused by the death, resignation or disability of a Director or Directors, or by their removal as provided in these By-laws, or by an amendment of the constitution increasing number of Directors authorized, shall be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director. Any member who has two (2) unexcused absences from regular meetings in any administrative year, shall be considered as having resigned.

Meetings

4.10 The Board of Directors shall meet before the regular and special meetings of the members or by the request of the President. A quorum shall consist of three (3) Directors.

Article V. Officers

Duties of the President or Chairperson

5.1 The President or Chairperson of the corporation shall be the same person and shall be the chief executive officer of the organization and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the organization. The President shall perform all duties incident to the office and such other duties as may be required by law, by the constitution of this

organization, or by these By-laws, of which may be assigned to the President from time to time by the Board of Directors. The President shall chair the meeting of the Board of Directors and the organization. They are authorized to approve on behalf of the organization requested expenditures up to \$500, outside of approved budgeted items for Grants. Larger expenditures must be approved by a regular or special meeting of the Board of Directors.

Duties of the Vice-President

5.3 The Vice-President shall assist the President and perform such tasks as are assigned by the Board of Directors.

Duties of the Secretary/Treasurer or Co-Chairperson

5.4 The Secretary/Treasurer and Co-Chairperson shall be the same person and shall:

- a. Certify and keep at the principal office of the organization the original or a copy of its By-laws as amended or otherwise altered to date, as well as the original or copy of the constitution as amended to date.
- b. Keep at the principal office of the organization a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, the names of Directors present, and the proceeding thereof.
- c. See that all notices are duly given in accordance with the provisions of these By-laws or as may be required by law.
- d. Be custodian of the records of the organization.
- e. Have charge or custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name to the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- f. Receive, and give receipt for, money due and payable to the organization from any source whatever.
- g. Disburse or cause to be disbursed the funds of the organization as may be directed by the President or Board of Directors, taking proper vouchers for such disbursements.

Article VI. Committee

Committees

6.1 To accomplish the ongoing and special tasks of the council, the President may appoint standing committees, or may select to accomplish these tasks by making appointments from time to time throughout the year. Special committees for special tasks may be appointed from the Board of Directors or the public as deemed necessary by the President.

Committee Process and Reports

6.2 Each subcommittee shall develop its own plan of operation and be prepared to report results of its activities at the regular council meetings.

a. Community Involvement: The committee chairperson, from time to time, may seek knowledgeable or concerned individuals to sit in and work with the subcommittee to assist it in carrying out any of its chosen tasks or activities.

b. Consultants: The committee chairperson may invite non-paid consultants with desired knowledge or expertise to appear before committees.

Article VII. By-Laws

7.1 These By-laws shall become effective on their being signed by the Directors, as named in the Articles of Incorporation, and they may be amended or repealed, in whole or in part, and new By-laws adopted by the vote or written consent of a majority of the Board of Directors of the organization.

Certification and Inspection

7.2 The original or a copy of the By-laws, as amended or otherwise altered to date, certified by the Secretary/Treasurer of the organization, shall be kept in the principal office of the organization and such book shall be open to inspection by the Board of Directors at all reasonable times during office hours.

Article VIII. Reports, Fiscal Year, Insignia and Seal

Annual Report and Financial Statement

8.1 The Board of Directors shall cause a written annual report, including a financial statement, to be prepared and submitted to the Board of Directors each year.

Fiscal Year

8.2 The Fiscal year of the organization shall be from January 1 through December 31.

Article IX. Construction

9.1 As used in these By-laws:


- a. The present tense includes the past and future tenses, and the future tense includes the present.
- b. The singular number includes the plural and the plural number includes the singular.
- c. The word "shall" is mandatory and word "may" is permissive.
- d. The words "Directors" and "Board" as used in these By-laws in relation to any power or duty requiring collective action, shall mean "Board of Directors".

Adoption

We the undersigned, as Directors of this organization, do hereby consent to and do, adopt the foregoing By-laws, consisting of pages, as the By-laws of said organization.

Dated: May 12, 2022

Directors:


RYAN STEWART, PRESIDENT
Sean Osterberg, Vice President
A.L. Gustafson Board
Patricia Paalopos (Board member)
Sheryl Childers