Article I. Name

The name of this corporation shall be “Friends of Southern Marin CERT”. (CERT stands for Community Emergency Response Team). The corporation is a non-partisan, non-profit, charitable, unincorporated corporation as defined in Section 2100 of the California Corporation Code and is organized for charitable purposes.

Article II. Offices

The principal office of the corporation in the State of California will be located in the City of Mill Valley, County of Marin. The corporation may have such other offices either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the Board of Directors may change the address of the registered office from time to time.

Article III. Objectives

Section 1. To foster closer relations between the Fire and Public Safety Departments of the County of Marin and its citizens.

Section 2. To promote knowledge of the functions, services, resources and needs of said departments, and to encourage individuals and groups to seek them out when appropriate.

Section 3. To promote awareness of the fire and public safety departments and provide a variety of training opportunities enabling members to assist the officers of the fire and public safety departments in the execution of their duties.

Section 4. To carry out fundraising activities aimed at furthering these objectives and supporting the fire and public safety departments

Article IV. Membership

Section 1. Selection. The Board of Directors, at its discretion, shall admit to membership, any person who is interested in the furtherance of the
purposes of the Corporation and who satisfies the eligibility requirements set forth in section 1.1 below.

Section 1.1. Eligibility
Applicant must
1) be at least 21 years of age
2) Pass the interview process
3) Have no misdemeanor convictions within five years of application
4) Upon admission, be willing to wear a designated uniform during authorized CERT events and training

Section 2. Membership Includes:
- Volunteers from local fire districts and civilian members who have completed hours of training.
- Voting Members. All members of the Corporation shall be Voting Members. A voting member may be removed only by at least (80%) of all voting members. Removal may only be for cause, acts inconsistent with Membership or if he/she commits a felony. A member can be removed after he or she has had the opportunity to be heard unless the member’s location is unknown.

Section 3. Annual Meetings. Annual meetings of members are to be held once a year to elect directors and to transact such other matters as deemed proper. The Board of Directors or the President of the Corporation shall designate the time and place of the annual member meeting. Member meetings should be held no later than (13) thirteen months from the previous member meeting. Failure to hold an annual meeting in a timely manner shall in no way affect the terms of Officers or Directors of the Corporation or the validity of corporate actions.

Section 4. Special Meetings. A special meeting of the members may be called by the President, majority of the Board of Directors or by 1/3 of the membership. Notice must be given to the voting members stating the purpose of each special meeting. A special meeting may only include lawful and proper purposes for members to consider.

Section 5. Notice of Meeting. Written notice stating the place, date and hour of the meeting shall be given to the members. Such notice shall be delivered personally or by mail and/or email no less than (10) ten days nor more than sixty (60) days before the date of the meeting. Members will indicate upon admission to the corporation whether they wish to receive notices via mail or email; however, circumstances may dictate the necessity of alternate method of notification.
Section 6. Voting Record. The officers in charge of membership records shall keep a list of current members on file.

Section 7. Member Quorum and Voting. A majority of members, whether appearing in person or by proxy, constitutes a quorum of the meeting of members unless otherwise required by law, the Articles of Incorporation, or by these By-laws. Once a meeting of the quorum of members has convened, subsequent withdrawal by some members shall not affect the validity of any action taken at the meeting, even if the number of members drops below the number of members required for a quorum.

Section 89. Votes and Proxies. Each voting member shall have one vote on each matter submitted to a vote at a meeting of the members. A member may authorize another person to vote for him/her by proxy if done in writing and signed by the member. The proxy given shall expire (11) eleven months from the date of it unless the member agrees otherwise in writing in the proxy. Every member has the right to revoke in writing his/her proxy at will, except as otherwise provided by law.

Article V. Board of Directors

Section 1. General Powers. The Board of Directors will manage the affairs of the corporation.

Section 2. Number, Tenure and Qualifications. The number of directors will be at least five. Each director will hold office until the next annual meeting of members and until his/her successor will have been elected and qualified.

Article VI. Meeting of Directors

Section 1. Annual Meeting. An annual meeting of the Board of Directors will be held in the month of June.

Section 2. Special Meetings. The Board of Directors may call special meetings of the Directors by no than 1/3 of the Directors or by no less then 1/3 of the members.

Section 3. Place of the Meeting. The Board of Directors may designate any place within the State of California as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meeting. Written notice stating the place, date and time of any meeting of the Board of Directors will be delivered, either personally, by
mail or email to each Board member no less than ten (10) nor more than fifty days before the date of the meeting. An agenda of topics will be communicated.

Section 5. Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies. A vacancy on the Board of Directors or in any office except the President’s shall be filled by action of the remaining members of the Board of Directors. The President shall consult with the chairperson of the nominating committee as to the recommendations that the committee may have considered at their previous committee meeting. At the first regular meeting after a vacancy occurs in the office of the President, the presiding officer shall request the nominating committee to present the name of a candidate preferably at the next regular meeting but in any event within two (2) weeks. During the regular meeting at which the nominating committee chairperson presents the name of its candidate, the next presiding officer shall call for the nominations from the floor. The election shall be held at the next regular meeting.

Article VII. Officers

Section 1. Officers. The Officers of the corporation shall consist of at least the following:
1. President
2. Two Vice-Presidents (President-Elect & Immediate Past President)
3. Secretary
4. Treasurer

The Board of Directors shall elect these officers yearly at the annual Board of Directors meeting. The failure to elect such officers will not affect the existence of the corporation. The Board of Directors may elect other officers and assistant officers from time to time, as they deem appropriate. Whenever a vacancy shall occur, the Board of Directors may elect a new officer to fill the unexpired term of office.
Section 2. Removal of Officers. An officer may be removed from the Board, or without cause by a majority of the Board of Directors.

Section 3. Duties of Officers.
Section 3.1) The President shall preside at meetings of the Board of Directors and members and perform other duties as ordinarily pertains to this office.

Section 3.2) Vice-President(s) - It shall be the duty of the Vice President(s) to preside at meetings of the members and the Board in the absence of the president and to perform such other duties as ordinarily pertains to this office.

Section 3.3) Secretary – It shall be the duty of the secretary to keep records of membership, record the attendance at meetings, send out notices of meetings of the club, Board and committees, record and preserve the minutes of the club (Board and committees).

Section 3.4) Treasurer – It shall be the duty of the treasurer to have custody of all funds, accounting for the same to the members annually and at any other time upon demand by the Board and to perform such other duties as ordinarily pertain to this office. All funds collected shall be deposited immediately to the corporation bank account. Upon retirement from office the treasurer shall turn over to the successor or to the president all funds, books of account, or any other club property in his/her possession.

Section 4. Salaries. The Board of Directors shall not receive any salary.

Section 5. Delegation of Duties. An Officer’s duties may be delegated to another Officer or Director by the Board of Directors if that officer is absent or considered unable to perform the duties of his/her office or for any other reason deemed sufficient by the Board of Directors.

Article VIII. Committees

Section 1. The President may, subject to the approval of the Board, appoint the following standing committees:
- Operations
- Communications
- Membership
- Training
- Fundraising
The President may, subject to the approval of the Board, also appoint such committees on particular phases of the corporation, as deemed necessary.

The President shall be an ex-officio member of all committees and as such, shall have all the privileges of membership thereon.

Section 2. Power of Committees. Committees shall not have nor exercise the authority of the Board of Directors in the management of the corporation unless designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Committee members thereof may or by majority of the Board of Directors, be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each chairman of a committee shall continue as such until the next annual meeting of the Directors of the corporation and until the chairman’s successor is appointed, unless the committee shall be sooner terminated, or unless such chairman is removed from such committee, or unless such chairman shall cease to qualify as member thereof.

Section 4. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors which created a majority of the committee shall constitute a quorum and the act of majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article IX. Contracts, Checks, Deposits, and Funds

Section 1. Contracts. Only the President or the Secretary may enter into a contract for the corporation unless the Board of Directors authorizes in writing another person to enter into any contract or execute and deliver any
instrument in the name of and on behalf of the corporation, and such
authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. The President, Treasurer or Secretary shall sign all
checks, drafts, or orders for the payment of money, notes or other
evidences of indebtedness issued in the name of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to
time to the credit of the corporation 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 corporation any
contribution, gift, bequest or devise for the general purpose or for any
special purpose of the corporation.

Article X. Books and Records

The corporation shall keep correct and complete books and records of
account and shall also keep minutes of the proceedings of its Board of
Directors and committees having any of the authority of the Board of
Directors and shall keep at its office a record giving the names and
addresses of the Directors. All books and records of the corporation may
be inspected by any Director or his or her agent or attorney, for any proper
purpose at a reasonable time. Members of the Corporation have the right
to inspect the books for any purpose at reasonable time. The Corporation
shall send an annual report of the organization to members within (4) four
months of the close of the fiscal year of the Corporation. Such reports
shall contain financial information including a balance sheet of revenue
and disbursements for the fiscal year ending.

Article XI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January
and end on the last day of December in each year.

Article XII. Amendments to By-Laws.

These by-laws may be altered, amended or repealed and new by-laws may
be adopted by a majority of the Directors present at any regular meeting or
at any special meeting, if at least two days’ written notice is given of
intention to alter, amend or repeal or to adopt new by-laws at such
meeting.

Article XIII. Membership Cards.
The President and/or Secretary may issue membership cards. They shall contain the name of the Corporation, State of Incorporation, the name of the person to whom it was issued to. The cards are used only for identification purposes only and may give rights or privileges. The Corporation may replace lost or stolen cards upon written affidavit that they have been lost or stolen.

ARTICLES OF INCORPORATION

I
The name of this corporation is Friends of Southern Marin CERT.

II
This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

III
The specific purpose of this corporation is to create an organization of concerned citizens who are committed to create a helpful environment for the Fire Department and citizens of Southern Marin Fire District, California.

IV
The name and address of this corporation’s initial agent for process is: Kathryn Dumont, 176 Crescent Ave, Sausalito, Ca 94965

V
This organization is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal revenue code.

VI
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
VII

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

VIII

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable purposes and which has established its tax-exempt status under IRC section 501(c)(3).

CONFlict OF INTEREST POLICY

PURPOSE

To ensure that all personnel, as well as members of the Governing Body and advisory boards, adhere to conflict of interest guidelines.

POLICY

All personnel and Governing Body are expected to disclose and avoid affiliations or situations that may pose an apparent or implied conflict of interest.

PROCEDURE

1. All employees and Governing Body members will sign a conflict of interest document upon employment or appointment indicating that they have read and understood the relevant policies and that they will observe them.

2. All employees and Governing Body members will:
   a. Act in the course of their duties solely in the best interests of the Organization without consideration to the interests of any other agency, organization or association with which they are associated, and refrain from taking part in any transaction where such person(s) do not believe in good faith that they can act with undivided loyalty to the Organization.
   b. Disclose any material, financial, or other beneficial interest to any entity engaged in the delivery of goods or services to the Organization.
   c. Disclose any transactions with the Organization which would result in any benefit to themselves, their immediate family/caregivers, or any entity in which they hold a significant financial ownership or other interests, and refrain from participation in any action on such matters, except upon approval of the Governing Body after full and frank disclosure.
d. Refrain from utilizing any inside information as to the business activities of the Organization for the benefit of themselves, their immediate families, or any entity with which they may be associated.

3. In the event that a situation arises whereby a member of the Governing Body could use confidential or privileged agency information for personal gain, he/she is obligated to report that potential to the Governing Body.

4. The Governing Body will render a decision of that member’s eligibility to be part of voting, if applicable.

5. Disclose of a potential conflict and the Governing Body’s decision regarding voting will be noted in the minute of the meeting.