

BYLAWS OF CAMPBELL COMMUNITY EMERGENCY RESPONSE TEAM (CERT)

ARTICLE I

Section 1.1 - Name

The name of this organization is Campbell Community Emergency Response Team (hereafter referred to as Campbell CERT or CERT) and shall exist under the laws of the State of California and under the nonprofit mutual benefit laws.

Section 1.2 - Fiscal Year

The fiscal year for this organization shall begin on January 1 and end on December 31.

Section 1.3 - Principal Office

The principal office for the transaction of the business of the Organization may be established at any place or places within or without the State of California by resolution of the Board.

ARTICLE II

Section 2.1 General Purpose

Campbell CERT is a nonprofit public benefit organization and is not organized for the private gain of any person. It is organized under the Nonprofit Organization Law of California for public purposes.

Section 2.2 - Specific Purpose

The specific purpose of the Organization shall include without limitation:

Campbell CERT is a volunteer organization dedicated to the training and support of community citizens helping each other in an emergency and to support the emergency needs of the City of Campbell and the county of Santa Clara, California.

Campbell CERT will provide ongoing support to the City of Campbell, the Santa Clara County and other organizations as needed in the event of a natural disaster or emergency. Campbell CERT, in cooperation with local and state EMS agencies as well as FEMA (Federal Emergency Management Agency) under the stewardship of the Department of Homeland Security, shall provide ongoing training to its members and others in the community, maintain CERT emergency response facilities, provide equipment to improve effectiveness, maintain city maps and resources, including volunteers and their locations; and develop contingency plans should they be called upon to assist in emergency response efforts.

Section 2.3 - Mission Statement

The mission of Campbell CERT is to build teams of neighborhood volunteers who are trained, organized, equipped and ready to respond to major emergencies.

ARTICLE III

Section 3.1 - Members

Any person who has completed CERT Training and with a valid current City of Campbell CERT Identification, shall be eligible to become a member of the organization.

Section 3.2 - Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the organization. Such associate or other members are not “members” of the organization as defined in section 5056 of the California Nonprofit Corporation Law.

Section 3.3 - Membership Dues

There shall be no dues required for Campbell CERT membership.

ARTICLE IV

Section 4.1 Board of Directors

The Board of Directors will consist of the Officers and Directors and shall manage the business and affairs of the organization.

Section 4.2 - Number

The authorized number of directors shall be not less than seven (7) or more than nineteen (19); the exact authorized number to be fixed, within these limits, by resolution of the Board. Every effort shall be made to maintain an odd number of directors on the board.

Section 4.3 - Qualifications

All members in good standing shall be eligible for the Board of Directors.

Section 4.4 - Election & Terms of Officers

Directors shall be elected by plurality vote at each annual meeting for a term of two (2) years which shall begin on March 1 and end on the last day of February. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. There shall be an odd number of directors elected in odd number years and an even number of directors elected in even numbered years.

Section 4.5 - Vacancies

4.5.1- Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the death, resignation, or removal of any Director.

4.5.2 - Removal

The Board may, by a majority vote of the Directors, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. Directors may be removed without cause by a two-thirds majority of Directors then in office.

4.5.3 - Resignations

A Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice the resignation is to become effective. No Director may resign if the Organization would then be left without a duly elected Director or Directors in charge of its affairs.

4.5.2 - Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by appointing, by majority vote, an additional Director as soon as practicable after the vacancy occurs

Section 4.6 - Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the organization, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the organization shall be managed, and all corporate powers shall be exercised by under the direction of the Board of Directors. The Board may delegate the management of the activities of the organization to any person or persons, Management Company or

committee however composed, provided that the activities and affairs of the organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.7 - Compensation

The Board of Directors shall receive no compensation or per diem for their time.

ARTICLE V

Section 5.1 - Membership Meetings

5.1.1 - Annual Membership Meeting

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting shall be referred to as the "Annual Membership Meeting." Other regular meetings of the membership may be held at such time and place as the Board may fix from time to time by resolution.

5.1.2 - Types of Membership Meetings

At the discretion of the President when, and to the extent now or hereafter permitted under the California Non-Profit Corporation Act, issues may be submitted by email or by conference call to the membership. At least five (5) days shall be afforded as the time within which the email ballots must be returned, determined by the date of delivery.

5.1.3 - Electronic Ballots

Any issues thus submitted shall be determined according to a majority of the ballots received and placed on file, provided that in each case, votes of at least 50% of the total membership shall have been received. The Secretary shall record the vote and its result in his/her regular minutes and the decision shall be considered binding on the corporation as though an actual meeting had been held. The actual ballots received shall be kept by the Secretary until he/she is authorized by the Board of Directors to dispose thereof.

Section 5.2 - Board Meetings

The Campbell CERT Leadership Council shall be invited to all board meetings. Members shall have voice at all meetings.

5.2.1 - Place of Board Meetings

Meetings shall be held at a place determined by the Board of Directors.

5.2.2 - Types of Board Meetings

At the discretion of the President when, and to the extent now or hereafter permitted under the California Non-Profit Corporation Act, issues may be submitted by email or by conference call to the Board of Directors. At least five (5) days shall be afforded as the time within which the email ballots must be returned, determined by the date of delivery.

5.2.3 - Electronic Ballots

Any issues thus submitted shall be determined according to a majority of the ballots received and placed on file, provided that in each case, votes of at least 50% of the total membership of the board of directors shall have been received. The Secretary shall record the vote and its result in his/her regular minutes and the decision shall be considered binding on the corporation as though an actual meeting had been held. The actual ballots received shall be kept by the Secretary until he/she is authorized by the Board of Directors to dispose thereof.

Section 5.3 - Quorum and Action of the Board

5.3.1 - Quorum

At least 10% of members and 30% of Board members shall constitute a quorum for the annual meeting. A majority of directors shall constitute a quorum for the transaction of business at a Board of Directors' Meeting.

5.3.2 - Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.4 - Special Meetings

Special meetings, for any purpose, may be called at any time by the President with the majority consent of the Board of Directors.

Section 5.5 - Notice of Meetings

At least thirty (30) days' notice shall be given for the Annual Membership Meeting. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director. Notices given shall be delivered at least 48 hours before the time set for the

meeting.

Section 5.6 - Conduct of Meetings

Meetings of the Board shall be presided over by President or, if the President is absent, by the Vice President. In the absence of each of these persons, a chairperson of the meeting, chosen by a majority of the Directors present at the meeting shall preside.

ARTICLE VI

Section 6.1 - Officers

The officers of the organization shall be a President, a Vice President, a Secretary, a Treasurer and a Program Manager. Any number of offices may be held by the same person, except that the Program Manager, Secretary and Treasurer may not serve concurrently as the President or the Vice President.

Section 6.2 - Election of Officers

The Officers shall be elected by plurality vote by the Board of Directors within seven (7) days of the annual meeting for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for consecutive terms.

Section 6.3 - Removal of Officers

Any Officer may be removed, with or without cause by the Board, at any regular or special meeting of the Board, or at the Annual Meeting of the organization.

Section 6.4 - Resignation of Officers

Any Officer may resign at any time by giving written notice to the Organization. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.5 - Vacancies in Offices

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 6.6 - Responsibilities of Officers

6.6.1 - President

The President of the organization shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws.

6.6.2 - Vice President

The Vice President of the Organization shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

6.6.3 - Secretary

The Secretary of the Organization shall attend to the following:

- Bylaws: The Secretary shall certify and keep or cause to be kept at the principal office of the Organization the original or a copy of these Bylaws as amended to date.
- Minute Book: The Secretary shall keep or cause to be kept a minute book.
- Notices: The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- Corporate Records: Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director these Bylaws and the minute book.
- Other Duties: The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

6.6.4 - Treasurer

The Treasurer of the Organization shall attend to the following:

- Books of Account: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- Financial Reports: The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Organization with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Organization as directed by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Organization; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
- At the discretion of the Board, the Secretary may act as Treasurer.

6.6.5 - Program Manager

The Program Manager of the Organization in cooperation with the Board of Directors shall attend to the following:

- Develop CERT program goals and a related strategic plan
- Promote local CERT programs
- Deliver and manage effective training and exercises
- Develop policies and procedures for operating a local CERT program
- Orient, manage and retain CERT members
- Recruit, manage and retain CERT trainers
- Liaise with City, County and State entities

6.6.6 - Additional Officers

The Board may empower the President, or Program Manager, to appoint or remove such other Officers as the business of the Organization may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

6.6.7 - Directors at Large

The Board of Directors, at its discretion, may appoint up to two Directors at Large to serve a term not to exceed one year and whose term of office shall expire on the last day of February. Directors at Large shall be non-voting members with full voice on the Board.

ARTICLE VII

Section 7.1 - Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- A. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- B. No amendment may extend the term of a Director beyond that for which such Director was elected.
- C. If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws.

ARTICLE VIII

Section 8.1 Committees

8.1.1 - Standing Committees

The organization shall have two standing committees, Audit/Budget and Nominating/Governance.

8.1.2 - Audit/Budget Committee

To assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the organization's process for monitoring compliance with laws and regulations and the code of conduct. The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. The audit committee will consist of at least three and no more than five members. The board will appoint committee members and the committee chair. Each committee member will be both independent and financially literate. The audit committee shall be responsible for reporting to the membership at the annual meeting.

8.1.3 - Nominating/Governance Committee

The Nominating/Governance Committee shall assist the Board of Directors in: (i) developing and overseeing implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board, Board guidelines and conflicts of interest; (ii) determining qualifications needed by directors; (iii) recommending to the Board candidates for nomination and appointment to the Board, and its committees; (iv) assisting in orientation programs for newly appointed directors; (v) reviewing on a regular basis the overall governance of the Organization and recommending improvements when necessary to the Board.

Section 8.2 - Other Committees

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Committees, including an executive committee, each consisting of two or more members, to serve at the discretion of the Board.

Section 8.3 - Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE IX

Section 9.1 - Records

Section 9.1.1 - Corporate Records

The Organization shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 9.1.2 - Minute Book

The Organization shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 9.1.3 - Articles of Incorporation and Bylaws

The Organization shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 9.1.4 - Maintenance and Inspection of Federal Tax Exemption Application and Annual Information

The Organization shall at all times, keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 9.1.5 Annual Reports; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Organization's fiscal year containing the following information:

- A. The assets and liabilities of the Organization as of the end of the fiscal year
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the Organization both unrestricted and restricted to particular purposes, for this fiscal year.
- D. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- E. A statement of any transaction (i) to which the Organization was a party, (ii) which involved more than \$5,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$5,000.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Organization; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a

partner, only the interest of the partnership need be stated.

- F. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$5,000 paid during the fiscal year to any Officer or Director.

Section 9.1.6 - Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Organization and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE X

Section 10.1 - Property Dedicated to Non-Profit Purposes

No part of the net income or assets of the Organization shall inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Organization is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 10.2 - Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed to a nonprofit fund, foundation, or organization purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XI

Section 11.1 - Political Activities

The Organization has been formed under California Nonprofit Organization Law for the charitable purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 11.2 - Prohibited Activities

The Organization may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such.

ARTICLE XII

Section 12.1 - Indemnification of Directors

Directors, officers and other authorized volunteers, employees or agents shall be indemnified against claims for personal and individual liability arising in connection with their positions or service on behalf of the corporation to the full extent permitted by law.