



Bylaws of Coastside Emergency Corps

Rev. 6, 6/17/18

Article 1: Offices

Section 1: Name of Corporation

The name of this organization is Coastside Emergency Corps (hereafter referred to as CEC) and shall exist under the laws of the State of California and under the nonprofit mutual benefit laws.

Section 2: Principal Office

The principal office of the corporation for the transaction of its business is and shall be located at the office of the secretary of the corporation in San Mateo County unless that office is changed as set forth in Section 3 or this article.

Section 3: Change of Address

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county and such changes of address shall not be deemed an amendment of these bylaws.

Section 4: Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article 2: Purposes and Objectives

Section 1: General Purpose

The primary objectives and purposes of the corporation shall be to serve the public interest through the advancement of community emergency preparedness within the Coastside area of San Mateo County.

Section 2: Specific Purpose

The mission of the CEC is to provide support to the many volunteer organizations in the Coastside area of San Mateo County by bringing them together for integrated training

and information sharing such that in the case of an emergency these organizations will be able to work together in a productive and effective manner in providing assistance to our first responders. Support includes emergency response, training and drills in cooperation with public safety agencies, fire personnel, local and state EMS agencies, San Mateo County Sheriff's Homeland Security Division, OES (Office of Emergency Services), FEMA (the Federal Emergency Management Agency) and the city of Half Moon Bay.

Section 3: San Mateo Coastside

The Coastside area of San Mateo County includes, but is not limited to, Montara, Moss Beach, Princeton, El Granada, Miramar, Half Moon Bay, King's Mountain, San Gregorio, Pescadero, Ano Nuevo, Loma Mar, La Honda, South Skyline and Skylonda.

Article 3: Directors

Section 1: Eligibility, Number and Tenure

- Any person may serve as director of this corporation.
- The corporation shall have no fewer than five (5) nor more than nine (9) directors and collectively they shall be known as the Board of Directors.
- The number of directors may be changed by an amendment of these bylaws, or by repeal of this bylaw and adoption of a new bylaw.
- The term of office of the directors shall be one (1) year, which shall begin on January 1 and end December 31.

Section 2: Election of Directors

- Each director shall hold office until the next annual meeting for the election of the Board of Directors as specified in these bylaws, and until his or her successor is elected.
- Nominations: A nominating committee appointed by the president shall present a slate for all open board positions to the Board of Directors for their approval in September of each year. The nominating committee will solicit nominations from the Standing Committees.
- Election of board members shall take place at the October board meeting, by majority vote. A quorum is required (see Article 6, Section 6) and voting may be done by proxy (see Article 6, Section 8).

Section 3: Powers and Duties

Subject to the provisions of the California Nonprofit Public Benefit 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 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.

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or these bylaws.
- Meet at such times and places as required by these bylaws
- Register their addresses, and email addresses if any, with the secretary of the corporation.

Section 4: Vacancies

- **Events Causing Vacancies:** A vacancy or vacancies on the board shall be deemed to exist on the occurrence of the death, resignation, or recall of any director.
- **Resignation:** A director may resign by giving written notice to the board. Such a resignation will be effective on the date it is delivered, or the time specified in the written notice.
- **Recall or 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 or if the director is found to be not in good standing pursuant to Article 3, Section 7. If a director is recalled, he or she may not serve on the Board of Directors until after the next election.
- If a vacancy results in less than five (5) board members, the vacancy shall be filled by a majority vote of the Board of Directors at the next regular or special board meeting. If a vacancy does not result in less than five (5) board members, the board may, at its discretion, choose to fill the vacancy immediately or wait until the next annual election of board members.

Section 5: Indemnification

Each director and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs, and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he or she shall be finally adjudged in any action, suit or proceeding, to have been derelict in the performance of his or her duty as such director or officer, or in respect to any matter on which any settlement or compromise is effected, if the total expense, including the costs of such settlement, shall substantially exceed the expense which might reasonable have been incurred by such director or officer in conducting such litigation to final conclusion. The foregoing right of indemnification shall not be exclusive of any other right to which any director or officer may be entitled as a matter of law.

Section 6: Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 7: Removal of Directors and Officers

Any director or executive officer (hereafter in this section "The Person") may be removed from their position as executive officer and/or director after being found to be not in good standing pursuant to the procedures set forth below.

The person shall be considered not in good standing for any one of the following reasons:

- The Person has engaged in conduct materially and seriously prejudicial to the aims, interests, purposes, or repute of the corporation.
- The Person has ceased to have the capacity, or has failed, to carry out the duties or responsibilities in the role as director or officer.
- The Person has violated the bylaws of the corporation.
- The Person has been declared of unsound mind by a final order of court, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

The Person shall be entitled to due process as follows:

- The Person shall be given notice in writing not less than fifteen (15) days prior to the board meeting set to determine the issue of removal. The notice shall be by postal mail or by electronic mail and shall state the allegations, the date and time of the meeting, and the date upon which the removal shall be final if approved.
- At the meeting, the Person shall have the opportunity to present in person, or in writing, evidence to controvert or mitigate the alleged facts constituting cause for removal.
- The decision of the board shall be effective immediately.

Article 4: Officers

Section 1: Number of Officers

The officers of the corporation shall be a President, Vice-President and Secretary. The board, at their discretion, may also elect a Treasurer.

Section 2: Election of Officers

The officers of the corporation shall be elected by the Board of Directors at the first board meeting of the calendar year. Each officer shall hold his or her office until he or she shall resign, or shall be removed, or otherwise disqualified to serve.

Section 3: Removal of Officers

Any officer may be removed, either with or without cause, by a majority of the directors at any time in office, or at any regular or special meeting of the board. Any officer may resign at any time by giving written notice to the Board of Directors or to the president, or to the secretary of the corporation. Any resignation shall take effect at the date of receipt of such notice, or any later time specified therein; and unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

Section 4: Vacancy of Officer Position

If a vacancy on the board results in an open officer position, the board shall elect a new officer from the existing Board of Directors by majority vote.

Section 5: Duties of Officers

- **President:** The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and officers of the corporation. He or she shall have the general power and duty of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by the bylaws. Duties include, but are not limited to: establish meetings, set agendas, appoint ad hoc committees as needed, review reports made by committees, maintain liaisons with local, state and federal organizations of interest for emergency preparedness on the coastside of San Mateo County.
- **Vice-President:** In the absence or disability of the president, the vice-president shall perform all duties of the president, and when so acting shall have all powers of and be subject to all the restrictions upon the president. He or she shall further have such other powers as may be from time to time prescribed by the Board of Directors or by the bylaws.
- **Secretary:** The secretary shall keep, or cause to be kept, the book of minutes of all meetings of the directors, with standing committees or with the general public. Recordings shall also state the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at director or committee meetings. The secretary shall give, or cause to be given, notice of all meetings as required by the bylaws or by law and shall keep the Seal of the Corporation (if one exists) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the bylaws. The secretary shall also maintain an active roster of Standing Committees designated by the board, and advisors to the board, and all records as to training and exercises conducted by or participated in by the organization.
- **Treasurer:** In the event that the Board of Directors determines that it is necessary to have an officer position of treasurer, the treasurer shall have charge and custody of, and be responsible for, all funds of the corporation. Duties include responsibility of any bank accounts, deposits and disbursement of

funds as may be directed by the Board of Directors, and the accurate accounting of all transactions.

Article 5: Committees

Section 1: Committee Formation

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create one or more Committees. Such committees may consist of persons who are not members of the board and shall act in an advisory capacity only.

Section 2: Standing Committees – Community Volunteer Emergency Organizations

The following are some of the community volunteer emergency organizations that shall act as Standing Committees to the CEC: CERT, Ham Radio Operations, SMC Large Animal Evacuation, Medical Reserve Corps and DART (Disaster Airlift Response Team). This list is not exclusive. Other volunteer organizations may be added as Community Volunteer Emergency Organization Committees, at the discretion of the board. The Community Volunteer Emergency Organizations play an important role in determining the direction and activities of the CEC.

Section 3: Advisory Committee

The CEC Advisory Committee consists of local interests, such as CalFire, the Office of Emergency Services, City of Half Moon Bay, CEAP (Coastside Emergency Action Program), the Red Cross and others as deemed necessary by the Board of Directors. The Advisory Committee may make recommendations to the board. It is advisory only and as such has no legislative or administrative authority.

Section 4: Action of Committees

If the committee was formed by the CEC Board of Directors for a specific purpose, they shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors. The Board of Directors may fix the time and objectives of the committees as well as determine the rules and regulations for the conduct of said meetings.

If the committee is a Community Volunteer Emergency Organization Standing Committee or an advisory committee, the committee will determine their own rules and regulations for meetings, membership, training requirements and conduction of business. These committees shall report to the Board of Directors on a regular basis and shall serve in an advisory role to the board.

Article 6: Meetings

Section 1: Board Meetings

Regular meetings of the Board of Directors shall be held at a time and location as determined by the board at a previous meeting with notice to all directors as set forth Section 4 of this Article.

Special board meetings may be called for any purpose at any time by the president, or if he or she is absent, unable or refused to act, by the vice-president, the secretary or by a majority of the directors.

Section 2: Standing Committee Meetings

The board shall hold meetings with the standing committees on a regular basis, as determined by the board. The standing committees may also request a special meeting of the board by providing ten (10) days notice to the board.

Section 3: General Meetings

The board shall conduct quarterly or annual meetings with community volunteers. Date, time and place of said meeting to be determined by the board.

Section 4: Notice of Meetings

Regular meetings of the board may be held without notice. Special meetings of the board, standing committee meetings and community volunteer meetings shall be held upon ten (10) days notice by postal mail or by electronic mail.

Section 5: Waiver of Notice and Consent to Holding Meetings

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent may be delivered by electronic mail. Such written consent, whether delivered by postal or electronic mail, shall be filed with the minutes of the proceedings of the board.

Section 6: Quorum

At least a majority of the directors then serving on the board shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as an act of the directors, unless a greater number be required by law, or by the Articles of Incorporation or by the bylaws.

Section 7: Conduct of Meetings

Meetings of the board, standing committees or community volunteers shall be presided over by the president of the board, or, if said person is absent or otherwise unable to perform this function, by the vice-president or other director chosen by the majority of the board. Meetings shall be governed by Robert's Rules of Order. As such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law, rules of conduct may be amended accordingly.

Section 8: Proxy Voting

Board members are permitted to vote or act by proxy. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the

election of directors, shall list those persons who were nominees at the time the notice of the vote was given to the board. Vote by proxy is to be properly documented as such in the meeting minutes.

Article 7: Corporate Records

Section 1: Maintenance of Corporate Records

Corporate records, including minutes of all meetings of the board, standing committees and community volunteers, shall be maintained by the secretary. Records may be stored in digital format on a website or shared drive as designated by the board. Meeting minutes are to include all actions taken by the board or committee, the date and time of meeting, the type of meeting (regular or special), manner of notice given, names of those present at board and / or standing committee meetings, waivers of notice, written consents for action without a meeting, and formal dissents. Retention of minutes, reports, Articles of Incorporation, bylaws, financial transactions and tax reporting documentation shall be known as The Corporate Records and shall be maintained according to the rules set forth in the Records Retention Policy.

Section 2: Annual Reports

The board shall provide an annual report to the standing committees, advisory committee and community volunteers no later than ninety (90) days after the close of the corporation's fiscal year. The report shall contain the following information:

- A summary of business: training completed, exercises, emergency activations and other operating information.
- If financial transactions were made, a summary of all assets and liabilities, expenses, disbursements and income.

The annual report shall be digitally provided on the website.

Section 3: Filing of Federal Tax Exemption, Business License, State 501c3 Filings

The board shall complete all necessary filings for a California Nonprofit Organization 501c3 according to the laws of the State of California and nonprofit mutual benefit laws and Federal Internal Revenue Service regulations.

Section 4: Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of the corporation.

Article 8: Conflict of Interest

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 2: Definition

An “interested person” is a director or officer, who has a direct or indirect financial interest. “Financial interest” includes ownership or investment interest, or compensation arrangement or potential ownership of investment interest in any entity with which the corporation has a transaction or agreement.

Section 3: Procedures

At the beginning of each fiscal year, each director of the corporation shall sign a “Conflict of Interest” agreement, in which they acknowledge their responsibility of disclose to the Board of Directors any possible conflict of interest, at which time the board would determine if a conflict exists and if so, the director will not be allowed to vote on any pending action relating to the issue at hand.

Section 4: Violations

If the Board of Directors has reasonable cause to believe a director failed to disclose actual or possible conflicts of interest, it shall inform the director and ask for an explanation. If, after hearing the response and making further investigations, the board determines that the director has violated the conflict of interest policy, it shall take appropriate corrective action, up to and including removal from the board.

Article 9: Whistle-Blower Policy

Section 1: Prohibition Against Retaliation for Lawful Reporting.

No director, officer, or member of the corporation shall knowingly, with the intent to retaliate, take any action harmful to any person for providing to a law enforcement officer, any truthful information relating to the commission or possible commission of any federal offense, dangerous practices, accounting or financial problems or other illegal, unethical or unsafe conduct in connection with the activities of the corporation.

Section 2: Complaints Regarding Corporate Activity

Any officer or director of the corporation who receives information regarding activity in Section 1 of this Article shall bring the matter to the attention of an officer of the corporation who shall call a special meeting of the Board of Directors, excluding any director who may be the subject of the complaint, for the purpose of investigating any issues raised by the complaint.

Section 3: Procedure

The board shall develop and adopt by resolution a written policy, hereafter known as the “Whistle-Blower Policy” describing the means by which the members of the corporation may bring a complaint to the attention of the board. A copy of said policy shall be provided by written request of any person and a digital copy will be stored on the website.

Article 10: Fiscal Year

Section 1: Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on January 1 and end on December 31.

Article 11: Amendment of Bylaws

Section 1: Requirement for Amendment

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any portion of them may be altered, amended or repealed, and new bylaws adopted as follows:

- Per Section 5150 of the Corporations Code, by approval of the Board of Directors, unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer (procedures such as dissolving the club and transferring the assets to another charitable organization) or the amendment alters the minimum or maximum (or fixed number) of directors of the corporation.
- If this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice-versa, or altering the rights of members may not be adopted, amended, or repealed except as provided in subparagraph (a) of this Section; or the CEC bylaws.
 - (a) By approval of the members, if any, of this corporation.

Article 12: Members

Section 1: Determination of Members

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors and duly elected officers of the Coastside Emergency Corps (CEC), a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent, hereby adopt the foregoing bylaws, consisting of 10 pages, as the bylaws of this corporation.

Executed on October 17, 2018, at Half Moon Bay,
California

Jeneen Sommers, President: Jeneen Sommers

Al Mallamo, Vice- President: Absent

James Williams, Secretary: James Williams

Margaret Wargo, Director: Margaret A. Wargo

Patricia O' Coffey, Director: Patricia O' Coffey