

Martinez Area CERT Foundation

BYLAWS

Amended February 24, 2022

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The purpose of Martinez Area CERT Foundation is to:

- (a) Provide funding for equipment and supplies to Martinez Area CERT for:
 - a. Teaching 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) Help raise funds to support Martinez Area CERT.

Martinez Area 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 - MARTINEZ AREA CERT AND SPONSORING AGENCY

Martinez Area CERT is a Community Emergency Response Team organized under FEMA and California Office of Emergency Services guidelines. By regulation CERTs are required to have oversight by a governmental entity. Martinez Area CERT’s Sponsoring Agency is the Martinez Police Department.

ARTICLE IV - JURISDICTION OF MARTINEZ AREA CERT

The area covered by the Martinez Area CERT includes the City of Martinez and unincorporated portions of Contra Costa County that fall within the sphere of influence of the city of Martinez, California; specifically, the area referred to as Pacheco, California which is in the immediate adjacent vicinity. This described area is hereinafter referred to as “Jurisdiction”.

ARTICLE V - MEMBERSHIP

Section 1. **Members.** Martinez Area 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. Membership in Martinez Area CERT Foundation is open to any person who meets the age and training requirements set forth by the Board of Directors. Members assist the Board of Directors in community preparedness, assist in fundraising and offer support.

Section 3. **Removal.** A Martinez Area CERT Foundation member can be removed from the member rolls upon a majority vote of the Board of Directors for conduct deemed inappropriate by the majority of the Board of Directors.

ARTICLE VI - 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 Martinez Area 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 Martinez Area CERT Foundation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of Martinez Area 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 Martinez Area 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 Martinez Area 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 Martinez Area CERT Foundation, and to cause to be executed and delivered for that purpose, in the corporation's 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 nine (9) selected from the Martinez Area CERT organization and approved by the Martinez Area CERT Steering Committee. The Board of Directors and their terms are as follows:

President shall serve for a term of one year, with the possibility of serving successive terms.

Vice President shall serve for a term of one year, with the possibility of serving successive terms.

Secretary shall serve for a term of one year, with the possibility of serving successive terms.

Treasurer shall serve for a term of one year, with the possibility of serving successive terms.

Five (5) Board members, at large, shall serve for a term of two years, with the possibility of serving successive terms. Terms will be staggered in alternate years such that Board members will rotate their service in alternate years.

Section 3. **Director Selection.** The Directors of Martinez Area CERT Foundation shall be selected as follows:

- (a) Martinez Area CERT Steering Committee, representing the Jurisdiction, shall select 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 nine (9) members appointed by the Steering Committee. The President shall be a voting member of the Board.
- (c) The Board of Directors shall select a Vice President from the nine (9) members appointed by the Steering Committee. The Vice president shall be a voting member of the Board.
- (d) The Board of Directors shall select a Secretary and Treasurer from the nine (9) members appointed by the Steering Committee. The Secretary and Treasurer shall be voting members of the Board.
- (e) Each Board member shall be twenty-one (21) years of age before being seated.
- (f) Each Board member shall be a citizen of the United States of America. Each Board member shall be a voting member.

Section 4. **Ex Officio Directors Emeritus.** Ex officio directors emeritus shall include representatives from the Police Department wholly within the Jurisdiction of Martinez Area CERT. Ex officio directors emeritus shall be advisory and shall be non-voting.

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; by the Steering Committee and agreed to by the Board of Directors
- (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.
- (e) Vacancies on the Board shall be filled at the earliest opportunity by the Steering Committee, but not longer than 3 months after the vacancy has occurred.

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 meetings shall be published on the Martinez Area CERT website not less than seven (7) days preceding the meeting.

Section 8. **Regular Meetings.** The first regular meeting of the year shall include selection of officers. Regular meetings shall be held in accordance with Section 7 above and on such dates and at such times as may be fixed by the Board.

Section 9. **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:

Whenever possible, special meetings of the Board shall be held with four (4) days notice by email announcement. Email notice shall be addressed to each Director at such email address as is shown in 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.

Section 10. **Quorum.** Five (5) 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 11. **Meetings by Electronic Conference.** Members of the Board may participate in a meeting through use of electronic 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 12. **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 13. **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 and/or electronically 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 14. **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 records, and documents, of every kind, and to inspect the physical properties of Martinez Area CERT Foundation.

Section 15. **Committees.** The Board may appoint one or more committees, each consisting of two or more Directors and members.

Section 16. **Fees and Compensation.** No Director may receive compensation for service to Martinez Area CERT Foundation. A Director shall be reimbursed for expenses as determined by the Board.

ARTICLE VII - OFFICERS

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

Section 2. **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 3. **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 4. **Secretary.** The Secretary is the Registrar for all Members, and Secretary to the Board.

- (a) The Secretary shall keep, or cause to be kept, the 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 or 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 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.
- (d) The Secretary 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.

Section 5. **Treasurer.** The Treasurer is the Chief Financial Officer.

- (a) The 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 accounts shall at all times be open to inspection by any Director.
- (b) The 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.

- (c) The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board, shall render to the Directors at all regular meetings an account of all transactions and of the financial condition of the Foundation.
- (d) The Treasurer shall be responsible for the preparation of tax and other required documents for local, state, and federal agencies.

ARTICLE VIII - 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 first regular meeting of the year.

Section 3. **Amendments.** These Bylaws may be adopted, amended or repealed by majority vote of the Board; provided, however, that if any Bylaw provision shall conflict with Martinez Area 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 Martinez Area 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 Martinez Area 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 Martinez Area 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. **Income, Expenses and Audit.** The Board shall accept funding requests at the Foundation quarterly meetings. The Board may request the accounts of the Foundation to be audited at its sole and absolute discretion,

or upon any event or series of events causing the Board to desire a full and complete audit. The Foundation may establish an internal audit committee consisting of two (2) members. The audit committee will obtain invoice and expenditures documents from the Treasurer to ensure that accounts are reconciled. If the audit committee believes discrepancies exist an audit by an external accounting firm may be requested. The fiscal year of Martinez Area CERT Foundation shall be January 1 through December 31.

ARTICLE IX - 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 X - 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 XI - 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.

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California Nonprofit Corporation # 4786720