

AMENDED AND RESTATED BYLAWS OF CALIFORNIA STATE FIREFIGHTERS'
ASSOCIATION,
A California Nonprofit Mutual Benefit Corporation



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ARTICLE 1. NAME.

The name of this corporation is the California State Firefighters' Association.

ARTICLE 2. OFFICE.

2.01. Principal Office. The principal office for the transaction of the activities and affairs of the corporation (the "principal office") is located in Sacramento County, California. The board of directors (the "board") may change the principal office from one location to another within the county.

2.02. Branch Offices. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its business.

ARTICLE 3. PURPOSES AND LIMITATIONS.

3.01. General Purposes. This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

3.02. Specific Purposes. Within the context of the foregoing general purposes, the corporation's specific purposes are:

- A. To foster and promote a better understanding among fire service members, elected officials, appointed officials and the public;
- B. To promote the general safety and welfare of fire service members;
- C. To encourage the advancement and maintenance of the civil service system;
- D. To work toward the enactment and maintenance of laws, regulations and standards which benefit fire service members;
- E. To support the development of laws, regulations and standards which protect life and property;
- F. To enhance the observance of high standards of conduct for fire service members; and

G. To lease, purchase, receive, hold, have, use and take possession of and enjoy in fee simple or otherwise any personal or real property necessary for the uses and purposes of the corporation, and to sell, lease, mortgage, encumber, deed in trust, alien or dispose of the same at the pleasure of the corporation and for the uses and purposes for which said corporation is formed, and to buy and sell real or personal property, and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.

ARTICLE 4. MEMBERSHIP.

4.01. Qualifications and Rights of Membership.

A. Classes and Qualifications. This corporation shall have five (5) classes of membership designated as follows: Regular, Retired, Life, Honorary and Associate.

(1) Regular Members. Regular members shall include all persons who qualify as paid, seasonal or volunteer members as described in this subsection.

(a) Employment Qualifications. All employees of any paid fire department or related fire service organization, including those employees of federal agencies providing fire services, or division thereof, up to and including the rank of chief engineer or head of department, whose principal duty is fire prevention, suppression, support services or control of fire training or rescue duties, but not excepting persons employed and qualifying as firefighters, or of equal or higher rank, irrespective of duties assigned including fire science instructors of a recognized fire science program, are eligible to become regular members of this corporation and shall be entitled to all benefits as per board policy. Employees whose duties are clerical shall not be eligible for regular membership.

(b) Separation. Members honorably separated from fire service employment by reduction or elimination of position, including members of federal agencies providing fire services, are granted continued eligibility for regular membership until expiration of current annual membership. Upon application and submission of annual dues, the corporation may extend membership until re-employment or for a period not to exceed one (1) annual renewal.

(c) Volunteers. All active registered firefighting members of any regularly organized volunteer fire department having official recognition and full support of the government of the state, county, city, town or district in which such volunteer fire department is located, are eligible to become regular members of the corporation.

(2) Retired Members. Honorably retired members of any fire department or fire service organization within the state of California or federal fire service shall be known as retired members and shall be entitled to all regular membership benefits. For a paid firefighter, an honorably retired member is one who has retired following normal service or disability. For a seasonal or volunteer firefighter, an honorably retired member is one who has retired following not less than ten (10) years of continuous service or disability.

(3) Life Members. Life members shall include all of the following and shall be entitled to all regular membership benefits:

(a) Automatic Life Membership. All presidents of the corporation upon completion of their term of office;

(b) Special Awards Life Membership. Any member of the corporation who has performed or contributed outstanding service to this corporation as determined by the board;

(c) Prior Purchase Life Membership. Any member who purchased a life membership prior to 1974; and

(d) Current Purchase; Life Membership. Retired Life Membership purchased after January 1, 1989, after payment of a fee will be recognized for the lifetime of said individuals.

(4) Honorary Members. The board of directors may grant an honorary membership to anyone deemed acceptable. Such member shall not have a vote on the conference floor, but shall be entitled to all honorary membership benefits.

(5) Associate Members. Any individual whose vocation or avocation is confined to the fire service field may, upon approval of the Board of Directors, be granted an associated membership in this Association upon payment of dues and/or fees as required. Such associate members shall not have a vote on the conference floor, but shall be entitled to all associate membership benefits as per board policy.

(a) Fire technology students not otherwise qualifying as a Regular member may become Associate members, provided their membership application and subsequent renewals are accompanied by proof of current fire technology student status. Associate membership as a fire technology student may not exceed three (3) renewals.

(b) Fire Explorers may become Associate members, provided their membership application and subsequent renewals are accompanied by proof of membership from their fire agency's Fire Explorer Advisor on department letterhead. Associate membership as a Fire Explorer is limited to individuals who are Fire Explorers in good standing, up to the age of 21, and may not exceed six (6) renewals. The corporation will not provide the recognized CSFA decal with membership.

B. Privileges. All members in good standing shall be entitled to attend the annual conference, present documents and resolutions and have the privileges of the floor. Regular, Retired and Life members in good standing shall also enjoy the privileges of voting as set forth in these bylaws and shall be eligible to become officers of the corporation. Associate and honorary members shall not be eligible to vote or hold any office in the corporation.

C. Voting Members. Regular, Retired and Life members in good standing shall have the right to vote, as set forth in Section 5.06, on the election of directors from their division and the president of the corporation, on the disposition of all or substantially all of the

assets of the corporation, on a merger and its principal terms or an amendment thereof and on an election to dissolve the corporation. Additionally, except as otherwise set forth in these bylaws, such members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. In the event of a dissolution of the corporation, such members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment of or provision for the obligations and debts of the corporation and the provisions for any other payment required under applicable law.

D. Other "Members". The corporation may refer to persons of the Associate and Honorary classes of "members" even though such persons are not voting members as set forth in Section 4.01C; however, no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

4.02. Dues; Good Standing.

A. Timing of Dues and Payment. Dues for each calendar year are due and payable ninety (90) days from the member's renewal date each year. Any member who has not paid by this due date shall be declared delinquent and removed from the membership roll. Annual dues amounts may be fixed from time to time by the delegates at annual conference. Any change in dues shall become effective the following calendar year. Different dues may be set for each class, but dues shall be equal for all members of each class. Dues received and processed for a new or continuing membership are nonrefundable except in the case of duplicate payment and cannot be credited to any member other than the individual for or from whom received. Upon written application, the board may approve special dues payment arrangements.

B. Dues Amounts. Regular and associate members shall pay Eighteen Dollars and Seventy-Five Cents (\$18.75) for each calendar quarter or portion thereof during their first year of membership or during a reinstatement of membership year, and thereafter shall be Seventy-Five Dollars (\$75.00) annual dues. Retired members and Associate members who are fire technology students or Fire Explorers shall pay annual dues equal to one-half of the amount required for regular members. Retired members may purchase a Life Membership with payment of ten (10) times the annual Retired membership. Life members shall not be required to pay annual dues.

C. Good Standing. Those members who have paid the required dues (if any) in accordance with this section shall be members in good standing.

D. Payment to PAC. Ten percent (10%) of each member's annual dues shall be transferred to the California State Firefighters' Association – Political Action Committee; provided that, any member may, in writing with payment of the member's dues, prohibit all or part of the amount from being transferred.

4.03. Termination of Membership.

A. Grounds for Termination. A membership shall terminate upon occurrence of any of the following events: (1) resignation of a member, upon reasonable notice to the corporation; (2) expiration of the period of membership, unless the membership is renewed; (3) occurrence of any event which renders a member ineligible for membership or failure to satisfy membership qualifications; or (4) a good faith determination by the board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously detrimental or prejudicial to the corporation's purposes and interests.

B. Termination Procedure. In the case of a termination under Section 4.03(4) above, the following procedure will be followed:

(1) The board shall give the member at least fifteen (15) days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records;

(2) The member shall be given an opportunity to provide a written response at least five (5) days before the effective date of the proposed termination. The written statement shall be considered by the board or a committee or person authorized by the board to determine whether the termination should occur. The board, committee or person may also decide, at its discretion, to hear orally from the member. The decision of the board, committee or person shall be final.

(3) Any action challenging a termination of membership, including any claim alleging defective notice, must be commenced within one (1) year after the date of the termination.

4.04. Member Misconduct. Without limiting the scope of conduct that may result in termination under Section 4.03A(4) above, the following shall apply to all members:

A. Misuse of Office. No member shall use or cause to be used the member's title or name of the corporation for or against private commercial purpose or profit motive of any kind. Any member violating this provision will be subject to review by a special committee appointed by the president or the board, and upon proof of the charges, the board shall declare the member's office, if any, vacant, and the vacancy shall be filled in accordance with Section 7.06.

B. Conference Floor Slanderous Remarks. No member shall make remarks on the floor of the annual conference of a slanderous character of any other member. Any member so doing may be subject to expulsion from the conference floor by the meeting chair.

C. Charges; Investigations. Any member wishing to press charges against another member shall present a copy of such charges to the president, at which time the president

shall appoint a committee of not less than three (3) members to investigate and report their finding for board action.

ARTICLE 5. MEETING OF MEMBERS.

5.01. Place of Meeting. Meetings of the members shall be held at any place designated by the board.

5.02. Annual and Other Regular Meetings. The annual meeting of members shall be held at the annual conference on a date and time fixed by the board, unless the board fixes another date or time and so notifies the members as provided in Section 5.04. At this meeting, voting for directors and the president shall occur and any other proper business may be transacted, subject to Sections 5.04B and 5.05A.

5.03. Special Meeting.

A. Persons Authorized to Call. A special meeting of the members may be called for any lawful purpose by the board or the president or ten percent (10%) or more of the members.

B. Calling Meetings. If a special meeting is called by any person (other than the board) entitled to call a meeting, the request, specifying the general nature of the business proposed to be transacted, shall be submitted in writing to the president or the vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of Section 5.04, stating that a meeting will be held at a specified time and date fixed by the board; provided, however, that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the board.

5.04. Notice Requirements for Meetings of Members.

A. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with Section 5.04C to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and, (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of a regular or annual meeting, those matters which the board, at the time the notice is given, intends to present for action by the members, but except as provided in Section 5.05A, any proper matter may be presented at such meeting. The notice of the meeting at which written ballots for directors may be cast shall include the names of all persons who are nominees at the time notice is given.

B. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if

the notice or written waiver of notice states the general nature of these proposals: (i) removing a director without cause; (ii) filling vacancies on the board; (iii) amending the articles of incorporation; (iv) electing a person to honorary membership; and (v) changing amounts of the membership dues.

C. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given to members entitled to vote not less than ten (10) nor more than ninety (90) days before the date of the meeting; provided, however, that if notice is given by mail and if the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty (20) days before the date of the meeting.

5.05. Quorum.

A. Number Required. One third (1/3) of the registered delegates in good standing shall constitute a quorum for the transaction of business at any meeting of members; provided, however, that the only matters that may be voted on at any regular or annual meeting actually attended by less than one-third (1/3) of the registered delegates are matters where notice of the general nature was given pursuant to Section 5.04A. Registered alternate delegates are counted as delegates when filling the delegate position.

B. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

5.06. Voting.

A. Eligibility to Vote. Except as otherwise set forth in this Section 5.06, and subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, persons entitled to vote at any meeting of members shall be Regular, Retired and Life members who are active members in good standing.

B. Manner of Casting Votes. Voting may be by voice or ballot; provided, however, that if a division is called for (because a voice vote appears close or there is doubt that a representative number of the voting members present have voted), the vote may be taken again by rising, a roll call vote or by written ballot, and only delegates or their alternates shall be entitled to vote on any roll call vote or written ballot except where no contest exists.

C. Voting. Each member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the members. Where delegates or their alternates are entitled to vote, each delegate (or alternate) shall be entitled to cast one (1) vote on each matter submitted to a vote of the delegates.

D. Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless voting by classes or the vote of a greater number of required by California Nonprofit Mutual Benefit Corporation Law.

5.07. Authority for Meetings. The corporation's articles of incorporation, these bylaws, policy manual and Robert's Rules of Order shall be taken as authority for all member meetings.

5.08. Order of Business at Annual Conference. The executive director shall set the order of business for the annual conference, including but not limited to the following:

- (a) Collections of dues and registrations fees;
- (b) Distribution of badges;
- (c) Call to order;
- (d) Opening ceremonies;
- (e) Locations and times of meetings;
- (f) Programs;
- (g) Invitations for future conference sites;
- (h) Roll call;
- (i) Appointment of conference committees;
- (j) President's report;
- (k) Executive director's report;
- (l) Financial report;
- (m) Communications;
- (n) Distribution of committee reports;
- (o) Unfinished business;
- (p) New business;
- (q) Election of officers;
- (r) Selection of place for the conference two (2) years hence;
- (s) Declaration of installation of officers by retiring president; and
- (t) Adjournment.

5.09. Rules of Order. The following Rules of Order shall apply to the meetings:

A. Rule 1 – Call to Order. Meetings shall be called to order by the presiding officer.

B. Rule 2 – Point of Order. If a delegate or member, while speaking, shall be called to order, he/she shall, at the request of the chair, be seated until the point of order is decided.

C. Rule 3 – Floor Entitlement. If two (2) or more delegates or members rise to speak at the same time, the chair shall decide who is entitled to the floor.

D. Rule 4 – Interruptions. No delegate or member shall interrupt another delegate or member, except to call a point of order.

E. Rule 5 – Speaking on the Question; Sequence; Frequency. A delegate or member shall not speak more than twice upon a question unless permitted to do so by the vote of the conference; provided, however, that this rule shall not apply to the members of any committee of the corporation when the question being discussed pertains to matters ordinarily coming under the jurisdiction of such committee, and no delegate shall speak more than once on the same question until all who wish to speak have had an opportunity to do so.

F. Rule 6 – Speaking; Identification; Time Limit. When members rise to speak or make or second motions, they shall state their name and the organization they represent and shall be limited to five (5) minutes, which may be extended by the chair.

G. Rule 7 – Motions; Seconds. A motion shall not be open for discussion until it has been properly seconded and stated from the chair.

H. Rule 8 – Resolutions Committee Recommendations. After resolutions have been properly presented, the resolution is a motion before the body and the recommendation of the Committee is advisory only. In addition, the vote of the Resolutions Committee shall be enumerated with the recommendation.

I. Rule 9 – Reconsideration. Motions to reconsider shall not be entertained unless made and seconded by a delegate who voted in the majority vote.

J. Rule 10 – Previous Question. It shall require at least five (5) delegates to move the previous question.

K. Rule 11 – Submission of Resolutions. Resolutions shall be submitted in written resolution form and be signed by the maker(s) who shall be Regular members, and shall be submitted to the Resolutions Committee prior to twelve (12) o'clock on the second day of the annual conference. Resolutions mailed to the executive director not later than sixty (60) days prior to the annual conference will be published in an official publication of the corporation.

L. Rule 12 – Committee Resolutions. Resolutions that have the concurrence of that committee may be submitted listing the chair as the maker.

M. Rule 13 – Mover's Right to Speak. No motion or resolution shall be voted on until the mover or introducer has had an opportunity to speak.

N. Rule 14 – Motions to Table. A motion to table shall require a two-thirds (2/3) vote of voting members assembled.

O. Rule 15 – Divisions of the House; Roll Calls; Secret Ballots. Two (2) delegates may demand a division of the house, five (5) delegates may demand a roll call vote, and eight (8) delegates may demand a secret ballot.

P. Rule 16 – Board Resolutions. Resolutions that have the concurrence of the members of the board present and voting at the regularly convened meeting may be submitted listing the board as author.

5.10. Action by Written Ballot Without a Meeting.

A. General. Any action that may be taken at any meeting of members may be taken without a meeting upon compliance with the provisions of this Section 5.10.

B. Solicitation of Written Ballots. Written ballots shall be mailed or delivered in the manner required by Section 5.04C to all voting members. All solicitations of

votes and distributions by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure(s); (iii) with respect to ballots for election of directors and the president, state the name of each candidate and the office or chair to which nominated; (iv) specify the time by which the ballot must be received in order to be counted; (v) set forth the proposed action; (vi) provide the members an opportunity to specify approval or disapproval of any proposal; and (vii) provide a reasonable time within which to return the ballot to the corporation, specifying the address to which the ballot is to be sent. The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. In any election of directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that the authority to vote is withheld, shall not be voted.

C. Quorum; Approval by Majority Vote. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. Revocation. A written ballot may not be revoked.

E. Retention of Ballots. All written ballots shall be filed with the secretary of the corporation and retained in the corporate records for a period of two (2) years.

ARTICLE 6. ELECTION OF DIRECTORS AND PRESIDENT.

6.01. Eligibility. Any Regular, Retired or Life member in good standing shall be eligible to hold office as a director and/or officer in the corporation. Any member nominated shall qualify for that office based on the member's fire department or fire service organization within the division boundaries defined in Section 6.02 and residence location shall not be a factor in eligibility. If a member qualifies for membership in more than one department, the member-designated department shall be the official recorded department of designation for no less than one (1) full and consecutive year immediately prior to the date of election.

6.02. Divisions and Number of Directors.

A. Divisions. The state shall be divided into three (3) divisions as follows:

(1) Northern Division. The Northern Division shall consist of that territory north of the southern boundaries of Marin, Sonoma, Napa, Sacramento, Solano and El Dorado counties;

(2) Central Division. The Central Division shall consist of that territory south of the line of the Northern Division and north of the northern line of Santa Barbara, Ventura, Los Angeles and San Bernardino counties; and

(3) Southern Division. The Southern Division shall consist of that territory south of the line of the Central Division and north of the Mexican border.

B. Statewide Departments. Statewide fire service organizations shall be considered for representation based upon the location of their headquarters office, except that where a statewide organization has fifty-one (51) or more members in good standing within a single division, then that portion of the organization will be considered a separate department within that division.

C. Number of Directors Per Division. Two (2) directors shall be elected from the Northern Division, two (2) from the Central Division, and four (4) from the Southern Division.

D. Number of Delegates. Fire departments with one (1) to twenty-five (25) members in good standing shall be entitled to one (1) voting delegate and one (1) alternate delegate; two (2) voting delegates and two (2) alternates for members in good standing from twenty-six (26) to fifty (50); three (3) voting delegates and three (3) alternates for members in good standing from fifty-one (51) to one hundred (100); and one (1) additional voting delegate and one (1) additional alternate for each additional one hundred (100) members in good standing or portion thereof. For purposes of this Section 6.03, all members except Honorary and Associate members shall be counted as members of their respective departments for establishing delegate strength. *The governing body of a recognized department shall be defined as the one, which remits payment for CSFA dues. In cases where dues payments are made on an individual basis, the CSFA Board shall make the determination as to which governing body has authority. (Amended: Res: 3-09)*

E. Delegate Selection and Removal. *Departments shall have the first right of refusal in the delegate selection process. If a department fails to select a full delegation any CSFA member from said department may apply for delegate and/or alternate status on a first-come first-serve basis as determined by postmark, time-stamped or other method determined by the Board. Delegates and alternates shall may be selected and removed by their respective fire service organizations pursuant to their rules and regulations. Should a member qualify in more than one (1) department, a single department must be designated by the member to qualify for delegate entitlement. Additionally, if a member does qualify for membership in more than one department, the member-designated department shall be the official recorded department of designation for no less than one (1) full and consecutive year immediately prior to the date of selection. The term of office shall correspond to the dates of the annual conference as published in an official publication of the corporation. Members of the Board of Directors and President to be delegates-at-large from the Division of his/her home department. (Amended: Res: 3-09)(Amended: Res: 4-09)*

F. Proxy Voting. Proxy voting by delegates shall not be permitted.

6.03. Nominations; Timing of Nominations. Any active member in good standing may nominate qualified candidates for election to the board and president. Nominations mailed to the executive director of the corporation at least sixty (60) days prior to the annual conference will be published in an official publication of the corporation. Candidates for the office of

director and the office of president shall be placed in nomination prior to the close of the first business meeting at the annual conference.

6.04. Nominations From the Floor. At the annual conference, any active member in good standing may place names in nomination of any member eligible to hold the office of director or president in the corporation.

6.05. Solicitation of Votes. If more than one candidate is nominated for an office, the board shall formulate procedures which allow: (a) a reasonable opportunity for a nominee to communicate to the members of nominee's qualifications and reasons for candidacy; (b) a reasonable opportunity for all nominees to solicit votes; and (c) a reasonable opportunity for all delegates to choose among the nominees.

6.06. Election of Directors and President; Ballots. Directors shall be elected by the delegates at the annual conference from each of the respective divisions of the state as described in Section 6.02. The president shall be elected by the delegates for a term of ~~one (1) year~~ **two years** and may be re-elected at the annual conference. An official ballot showing all nominees for office shall be issued at the annual conference to each credentialed voting delegate or the proper credentialed alternate. Delegates may only vote for nominees from their respective division for the office of director, but all delegates may vote for nominees for the office of president. Such delegate or alternate shall mark the ballot and deposit it in the official ballot box during the time specified by the board of directors. (*Amended: Res. 2-11*)

6.07. Majority Requirement for Votes. If more than two (2) members are nominated for any one (1) office and any one (1) candidate fails to get a majority of all votes cast for that office, the candidate receiving the least number of votes shall be dropped from the ballot. After each succeeding ballot, the candidate receiving the least number of votes shall be dropped until one (1) candidate receives a majority of all votes cast for that office. The member receiving the majority of all votes cast for each office shall be declared elected.

6.08. Oath of Office; Installation. The oath of office shall be administered to newly elected officers at an appropriate meeting during the annual conference. Newly elected officers, however, shall not assume their duties and control until they have deem duly and legally installed by an installation officer at the annual conference.

ARTICLE 7. BOARD OF DIRECTORS.

7.01. Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the activities and affairs of the corporation shall be managed and all corporate power shall be exercised, by or under the direction of the board. The board shall establish and maintain written policies governing the affairs of the corporation.

7.02. Number and Qualification of Directors. The authorized number of directors shall be nine (9) consisting of the president and eight (8) other directors as specified in Section 7.03. Directors shall be active members in good standing.

7.03. Term of Office of Directors. With the exception of the president who shall serve a one (1)-year term, the term of office shall be two (2) years and may be re-elected for succeeding terms. Each director shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

7.04. Division Representation. Directors elected from divisions shall represent the members within their respective divisions.

7.05. Deputy Directors. Each director elected from a division shall appoint not more than ten (10) deputy directors from the membership within the director's division and shall assign areas of responsibility. In cases of demonstrated need, the board may, after consideration of the particular circumstances, authorize a director to appoint additional deputy directors. Directors shall maintain contact with their deputy directors.

7.06. Vacancies.

A. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of any of the following: (i) the death or resignation of any director; (ii) for cause, by the affirmative vote of two-thirds (2/3) of all directors, excluding the director who is the subject of the removal; (iii) the increase of the authorized number of directors; or (iv) any other event causing a vacancy under the California Nonprofit Mutual Benefit Corporation Law. As used in this Section 7.06, "for cause" shall be limited to loss of membership qualification, willful failure to execute duties or abandonment of position.

B. Resignations. Any director may resign effective upon giving written notice to the president, the secretary or the board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a later time, a successor may be elected to take office when the resignation becomes effective.

C. Filling Vacancies. Except for vacancies created by removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director, provided that the vacancy shall be filled by a member from the division in which the vacancy occurs. In the case of a vacancy in the office of president, the president pro tempore shall fill the vacancy for the remainder of the term.

7.07. Place of Meetings; Meeting by Telephone. Meetings of the board shall be held at any place that has been designated by resolution of the board or in the notice of the meeting. Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

7.08. Regular Meetings. Regular meetings of the board shall be held at such time, place and date as may be fixed by the board or designated in the association publication.

7.09. Special Meetings.

A. Authority to Call. Special meetings of the board for any purpose may be called at any time by the president, the vice president, the secretary or any two (2) directors.

B. Notice.

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each director by personal delivery of written notice, by first-class mail, by telegram or by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director.

(2) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails, postage prepaid, at least four (4) days before the time set for the meeting. Notices by personal delivery, telephone or telegraph shall be given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time and place of the meeting. The notice need not state the purpose of the meeting.

7.10. Quorum. A majority of the authorized number of directors shall constitute a quorum 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, subject to the provisions of these bylaws or the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.11. Waiver of Notice. Notice of a meeting need not be given any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any director who attends the meeting without protesting before or at its commencement.

7.12. 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 to such action. Such consent or consents shall have the same force and effect as a unanimous vote of the board and shall be filed with the minutes of the proceedings of the board.

7.13. Activity Reports. Except for the president, directors shall keep a complete record of their activities and forward a written activity report to the president monthly along with a monthly report from their respective deputy directors.

7.14. Insurance Programs. The board shall establish and maintain procedures to ensure that any experience refunds, returns or administrative fees or other funds received solely as a result of any insurance programs provided for members will be kept segregated from general fund monies and will be used solely for the corporation's insurance programs and that all insurance program costs, including allocable administrative and overhead costs be recorded and paid for from insurance program funds.

7.15. Expense Reimbursement. The board may authorize reimbursement to directors, officers, employees and members in such amounts and pursuant to board policy as may be determined from time to time by the board for necessary expenses paid while acting on behalf of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefore.

7.16. Appointment of Executive Director and Legal Counsel. The board may appoint an executive director and establish and regulate the salary and expenses for the position. In addition, the board may appoint an active member of the State Bar of California as legal counsel to the corporation.

ARTICLE 8. DEPUTY DIRECTORS.

8.01. Duties. Deputy directors shall visit all parts of their respective areas to promote the purposes of and membership in the corporation.

8.02. Activity Report. Deputy directors shall prepare and furnish, upon the request of any director, officer or committee, such information concerning their areas of responsibility as may be requested and shall submit a written monthly report of their activities to the board.

8.03. Assistants; Local Contact. Deputy directors may designate representatives to assist in their contact with individual fire service organizations.

8.04. Expenses. Payment for, or reimbursement of expenses incurred, shall not be provided by the corporation, except as may be approved by the board or specified under board policy.

ARTICLE 9. COMMITTEES.

9.01. Executive Committee. The corporation may have an executive committee which shall be composed of not less than three (3) board members, including the president, and the executive director. The executive committee shall have and may exercise the authority of the board in the management of the affairs and activities of the corporation between meetings of the board, subject to such limitations or restrictions as the board may from time to time impose.

9.02. Standing Committees. The president shall appoint the following standing committees with the approval of the board with such qualifications for membership, powers and duties as the board shall determine. Each committee shall consist of not less than three (3)

members, including the president, and all members shall serve at the pleasure of the president. No director may be appointed chair of a committee.

- A. Committee for Volunteers;
- B. Bylaws;
- C. Education;
- D. Emergency Medical Services (EMS);
- E. Fire/Arson Investigation;
- F. Fire Districts;
- G. Firefighter Health and Wellness;
- H. Fire & Life Safety;
- I. Homeland Security/Weapons of Mass Destruction (WMD);
- J. Public Relations;
- K. Resolutions;
- L. Retirement Issues;
- M. Tribal Fire Department;
- N. Valor Awards; and
- O. Workers' Compensation.

9.03. Resolutions Committee. The Resolutions Committee shall consist of a chair and an equal number of members from each of the divisions appointed by the president with the concurrence of the board. Those members so appointed and the chair shall be the only members entitled to vote on committee recommendations pertaining to resolutions.

9.04. Other Committees. The president shall appoint a credentials committee for the annual meeting and such special committees from time to time with the approval of the board.

9.05. Committee Meetings and Actions. Meetings and actions of the committees shall be governed by, held and taken in accordance with the provisions of Article 7 of these bylaws, concerning meetings and other actions of the board except that the time for regular meetings and the calling of special meetings may be determined either by resolution of the board or, in the absence of a board resolution, by resolution of the committee. Minutes shall be kept of each meeting and shall be filed with the corporate records. A committee shall have the right to call before it any director, officer or member of record of the corporation.

9.06. Committee Annual Reports. Each committee appointed, except the Resolutions Committee, shall submit its reports in writing. Written reports of each standing committee, unless specifically exempted by the board, shall be submitted to the principal office of the corporation by the committee chair on a date specified by the board prior to the scheduled opening date of each annual conference and shall be presented in printed form to each delegate and alternate delegate registered at the annual conference.

ARTICLE 10. OFFICERS.

10.01. Officers. The officers of the corporation shall be a president, a president pro tempore, a secretary and a chief financial officer. The president pro tempore shall be appointed by the board from the existing members of the board at the board meeting which follows the

annual conference. The board shall also appoint the secretary and chief financial officer and may, at its discretion, appoint one (1) person to fill both positions. The officers so appointed shall serve at the pleasure of the board. Any officer leaving active fire service for other than service or disability retirement shall have his/her office declared vacant.

10.02. Duties of Officers. The officers duties shall be as follows:

A. President. The president shall, subject to the control of the board, generally supervise, direct and control the activities and affairs of the corporation. The president shall preside at all meetings of members and the board, and shall appoint and be an *ex-officio* member of all committees. The president shall discharge on behalf of the corporation such duties as may be imposed on a president by applicable law and shall have such other powers and duties as may be prescribed by the board or the bylaws. In addition, the president shall act as, or appoint, an installing officer, appoint a sergeant-at-arms to serve at each annual conference, appoint a parliamentarian for the corporation and act as executive editor of The California Fire Service. Administrative field representatives may be appointed by the president, with approval of the board, to assist the president and board as directed.

B. President Pro Tempore. In the absence or disability of the president, the president pro tempore 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. In the event of a vacancy occurring in the office of president, the president pro tempore shall automatically fill the position until the next annual conference. The president pro tempore shall have such other powers and perform such other duties as from time to time may be prescribed by the board or the bylaws.

C. Secretary.

(1) Book of Minutes. The secretary shall keep a book of minutes of all meetings and actions of the board, of the executive committee and of members, with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at board and executive committee meetings and the number of members present at members' meetings. The secretary shall keep a copy of the articles of incorporation and bylaws, as amended to date.

(2) Membership Records. The secretary shall keep, or cause to be kept at a place determined by resolution of the board, a record of the corporation's members, showing the names of all members, their addresses and the class of membership held by each.

(3) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of the executive committee required by these bylaws to be given. The secretary shall be responsible for the correspondence of the corporation and shall be the historian of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the bylaws.

D. Chief Financial Officer.

(1) Books of Account. The chief financial officer shall project a budget, shall keep and maintain adequate and correct books and accounts of the properties and transaction of the corporation, and shall send or cause to be sent to the members and directors such financial statements and reports as are required by law or these bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board, shall disburse the funds of the corporation as may be ordered by the board, shall render to the president and board when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation. The chief financial officer shall have other powers and perform such other duties as may be prescribed by the board or the bylaws.

ARTICLE 11. EXECUTIVE DIRECTOR.

An executive director shall be appointed by and responsible to the board and shall serve at the pleasure of the board, subject to the rights, if any, under any contract of employment. The executive director shall perform the following duties:

A. Program Administration; Reporting. Administer and implement programs developed by the board and report the activities of the corporation to the board and members.

B. Employees. May appoint an assistant executive director and employ and set salaries for staff personnel, subject to board approval. Perform administrative oversight of staff including supervision, evaluation and termination subject to board policy.

C. Other Duties. Perform such other duties as may be assigned by the board from time to time and such other duties as are incidental to the office.

ARTICLE 12. ANNUAL CONFERENCE.

12.01. Conference Site. The site of the annual conference shall rotate through the divisions insofar as possible and based on the availability of sites from year to year. Upon direction from the board, the executive director shall negotiate contracts with hotel(s) for the purpose of establishing conference sites. The executive director shall, in the negotiation of a contract, secure the cooperation of a host department, and any departments wishing to host a conference may present a proposal to the board for its consideration. The board shall select the conference site. The conference site may be located outside of the state of California upon the approval of the delegates. Conference locales shall normally be selected a minimum of two (2) years in advance.

12.02. Conference Date. The annual conference of the corporation shall convene on a date set by the board.

12.03. Conference Fees; Publication of Action. The board shall set a registration fee prior to the annual conference to be paid by all members, guests, officers and delegates, and no badge or insignia is to be supplied until such fee is paid nor shall any person who has failed to register be entitled to the benefits of the conference. The board shall also cause the action of the conference on all papers and resolutions to be printed in an official publication of the corporation as soon as possible after the annual conference.

ARTICLE 13. PUBLICATIONS.

An official publication of the corporation shall be The California Fire Service and shall be issued not less than quarterly.

ARTICLE 14. EMBLEM.

The official registered emblem of the corporation shall be a left side view of a fire helmet in red with the helmet shield and outline in yellow with the initials "CSFA" on the crown of the helmet, a replica on which shall be kept on file at the principal office of the corporation and is registered with the Secretary of State pursuant to California Corporations Code Section 21300 *et seq.*

ARTICLE 15. CALIFORNIA STATE FIREFIGHTERS' ASSOCIATION – POLITICAL ACTION COMMITTEE ("CSFA-PAC").

15.01. Authorization. CSFA-PAC shall be an independent political action group registered as required by applicable California law.

15.02. Members. Membership shall be voluntary.

15.03. Dues; Contributions. Dues or contributions may be collected and held by the corporation for the exclusive use of CSFA-PAC.

ARTICLE 16. INSURANCE CORPORATION.

16.01. Establishment. The board has established an insurance corporation known as the California State Firefighters' Employee Welfare Benefits Corporation ("CSFEWBC") to administer the insurance programs offered to members of the corporation.

16.02. Articles of Incorporation; Bylaws. The articles of incorporation establishing CSFEWBC were signed by the corporation's board and CSFEWBC's board and filed with the California Secretary of State on September 30, 1991. The bylaws of CSFEWBC set forth the rules and regulations of that corporation and duties of its officers and board of trustees. An original copy of the filed articles are on file at the principal office of the corporation.

16.03. Funds. In accordance with the articles of incorporation of CSFEWBC, the board has established and shall maintain procedures which will ensure that any experience refunds, returns or administrative fees, or any other funds, received solely as a result of any insurance

programs provided for the members will be kept segregated from general fund monies and be used solely for the purposes of the corporation's insurance programs.

16.04. Administrative Costs; Allocation. The board has established and shall maintain procedures to ensure that all insurance program costs, including allocable administrative and overhead costs, be recorded and paid from the insurance program funds.

ARTICLE 17. MISCELLANEOUS.

17.01. Annual Reports. The corporation shall notify each member yearly of the member's right to receive a financial report pursuant to this section. Upon written request of a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred twenty (120) days after the close of the corporation's fiscal year. Such report shall contain the following information in appropriate detail: (a) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (b) a statement of the place where the names and addresses of the current members are located; and (c) any information required by Corporations Code Section 8322 regarding indemnification and certain transactions. This report shall be accompanied by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. In addition, if the corporation engages in transactions or indemnifications as set forth in Corporations Code Section 8322, it shall furnish annually to its members and directors a statement of such transaction or indemnification.

17.02. Agreements with Other Organizations. The board is required to abide by any and all agreements with other organizations, including agreements with the California Professional Firefighters.

17.03. Fiscal Year. The fiscal year of the corporation shall be the period from January 1 through December 31.

17.04. Construction. Unless the context otherwise requires, the general provisions, rules of construction and definitions of the California Nonprofit Mutual Benefit Corporation law shall govern the construction of these bylaws.

ARTICLE 18. AMENDMENTS.

Except as otherwise required by law or by the articles of incorporation, new bylaws may be adopted or these bylaws may be amended or repealed by approval of two-thirds (2/3) of the delegates present and voting at an annual conference. Amendments to these bylaws shall be decided by roll call vote. Non-substantive codification and/or cross-reference changes shall be considered officially adopted when they are ratified by the board of directors and need not be voted on by the membership.

CERTIFICATION OF SECRETARY

I certify that:

1. I am the presently elected and acting secretary of the California State Firefighters' Association, a California nonprofit mutual benefit corporation; and
2. The foregoing bylaws are the bylaws of the corporation as adopted by the delegates at the annual conference of the corporation on March 31, 2008.

Secretary