

**BYLAWS OF
THE
CALAVERAS
FOOTHILLS
FIRE SAFE
COUNCIL**

August 22, 2018

Enclosed are the bylaws, standing rules, policies & procedures of
the Calaveras Foothills Fire Safe Council as revised August 22, 2018

**CFFS Council
Bylaws**

BYLAWS OF THE CALAVERAS FOOTHILLS FIRE SAFE COUNCIL

A California Nonprofit Public Benefit Corporation

ARTICLE 1-NAME AND PURPOSE

Section 1: NAME

The name of this corporation is the “Calaveras Foothills Fire Safe Council,” hereinafter, “CFFSC” or the Council.

Section 2: OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be, within Calaveras and adjacent counties, to help protect the citizens, property, and natural resources from the effects of catastrophic wild land fires.

The intent of the Council is to:

- Educate the public about fire threat and fire prevention measures.
- Serve community and neighborhood fire safety needs.
- Coordinate a Fire Plan, with the cooperation of local fire agencies.
- Improve circulation for evacuation.
- Reduce the potential for fire loss damage.
- Improve fire safety by reducing dangerous fuel loads
- Reduce vegetation waste stream to landfills.
- Promote a healthy forest as defined in the Healthy Forest Restoration Act of 2003.
- Improve air and water quality.

The mission will be accomplished through interagency and neighborhood coordination, along with a strong public and private partnership focusing on public education, exchanging of information, and fostering fire prevention and fire safety to make homes, neighborhoods, and communities fire safe within Calaveras and adjacent counties. This Fire Safe Council will operate through in-kind donations and financial contributions. The Fire Safe Council shall recruit participation from the community.

ARTICLE 2---OFFICES

Section 1: PRINCIPAL OFFICE

The main office of the Corporation will be located in Calaveras County, California. The initial address of the principal office of the Corporation will be as follows:

Calaveras Foothills Fire Safe Council
500 Tanner Ct.
Murphys, CA 95247

Section 2: CHANGE OF ADDRESS

The County of the Corporation's main office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (herein called the “Board”) may, however, change the principal office from one location to another within Calaveras County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment to these Bylaws:

500 Tanner Ct, Murphys, CA 95247

Date: September 27, 2010

Revisions and Additions

Date: August 22, 2018

_____ Date: _____

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ARTICLE 3---DIRECTORS

Section 1: NUMBER

There shall be no fewer than three (3) nor more than seven (7) seated Directors in this corporation. The Board shall consider the experiences and background of potential candidates, and shall strive to provide representation from all stakeholder groups, as well as supply the Board with the skills needed to effectively carry out its objectives and purposes. Each Director shall be at least eighteen (18) years of age and shall reside within the scope of the Council which shall include the greater Bear Valley area of Alpine County.

Section 2: POWERS

Subject to the limitations of the articles and these bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Directors, acting together as the Board, establish the policies and programs of the organization, and monitor and evaluate results. The Board may delegate management of the activities of the Corporation to any person or persons, a management company, or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3: NOMINATIONS

The President will appoint a Nominating Committee consisting of three members, two of whom are Directors, at the October meeting. The Nominating Committee shall select a slate of individuals to fill the positions on the Board then expiring, and shall submit its slate to the Board at the December meeting. Each individual will be contacted beforehand and permission obtained to submit his or her name as a candidate.

Section 4: ELECTIONS:

Directors shall be elected during its Annual Meeting in January. A candidate shall be considered elected if he or she receives a majority vote of the total number of Directors in attendance at the Annual Meeting. Immediately following the election, the new Director(s) shall be seated.

Section 5: TERMS OF OFFICE:

Each Director will hold office for one (1) year until the annual meeting of the Board of Directors, and/or until his or her successor is elected or the Board of Directors declares that a Director's position is vacant by reason of death, resignation, abandonment, or removal from office.

Section 6: VACANCIES

Vacancies on the Board will exist upon the death, resignation, abandonment, or removal of any Director, and whenever the number of authorized Directors is increased.

The Board may declare vacant the office of a Director who has been convicted of a felony, been found by a final order or judgment of any court to have breached any duty under Section 5230 et.seq. of the California Corporations Code.

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In order for the Board of Directors to conduct the business of the Council, it is mandatory that members of the Board make each meeting. Should a Director miss more than three (3) consecutive meetings of the Board without an excuse acceptable to the Board, his/her position on the Board shall be deemed vacant by a 2/3rds vote of the Directors at any subsequent meeting.

Any Director may resign effective upon giving written notice to the Chairperson (President) of the Board (herein called the "Chair"), the Vice-Chair (Vice-President), the Secretary, Treasurer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Section 7: SPECIAL ELECTIONS:

A special election may be held to fill a vacancy on the board of directors at any regular or special meeting held for that purpose. A person elected to fill a vacancy will hold office until the next annual election of the Board after assuming office.

Section 8: COMPENSATION

Directors will serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as permitted under the provisions of the California Nonprofit Public Corporation Law and pursuant to any limitations in the Articles of Incorporation and/or Bylaws.

Section 9: RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law, step father/mother, step sister/brother whether by marriage or birth of any such person specified in subsection (a) of this Section.

Section 10: NON-LIABILITY OF DIRECTORS

The liability of Directors and Officers for monetary damages shall be eliminated to the fullest extent permissible under California law. Corporate Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation

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Section 11: INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

CFFSC is authorized to provide indemnification of Directors and Agents (as defined in Section 317 of the Corporations Code of the State of California) for breach of duty to this Corporation and its members through Bylaw provisions or through agreements with the Agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code of the State of California, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code of the State of California.

To the extent that a person who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil' criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person will be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings will be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Corporations Code.

Section 12: INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Corporations Code.

Section 13: PLACE OF MEETINGS

Meetings of the Board shall be held at any place within the State of California, which has been designated from time to time by the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 14: REGULAR, ANNUAL, AND SPECIAL MEETINGS

Regular Meetings: Meetings of the Board shall be held with call or notice on such dates and at such time as may be fixed by the Board.

Quarterly Public Meetings: The Board shall hold quarterly meetings for the purpose of obtaining public comment and input and the transaction of other business.

Annual Meetings: The Board shall hold an annual Meeting for the purpose of organization, selection of Directors and Officers, and transaction of other business. Annual meetings of the Board shall be held with call or notice on a day in January set by the Board.

Special Meetings: Special meetings of the Board for any purpose may be called at any time by the Chair, Vice-Chair, Secretary, Treasurer or any two Directors.

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Section 15: NOTICE OF MEETINGS

Notice of regular meetings shall be given to the Board members not less than 72 hours prior to the meeting. Notice of the time and place of meetings of the Board of Directors shall be given by one of the following methods: (A) by personal delivery of written notice; (B) by first class mail, postage prepaid, email or facsimile; (C) by telephone communication, either to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice to the Director. Such notices will be addressed to each Director at his or her address as shown on the books of the Corporation.

Section 16: CONTENTS OF NOTICE

Notice of meetings will specify the place, day and hour of the meeting as well as the purpose of the Board meeting.

Section 17: WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.

Section 18: QUORUM FOR MEETINGS

A simple majority of the total number of Directors constitutes a quorum for the transaction of business.

Except as otherwise provided in these Bylaws no business will be considered by the Board at any meeting at which a quorum, is not present, and the only motion which the Chair will entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it will not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 19: MAJORITY ACTION AS BOARD ACTION

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 is an act of the Board, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Corporations Code, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

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Section 20: CONDUCT OF MEETINGS

Meetings of the Board will be presided over by the Chair or, in his or her absence, by the Vice-Chair, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation will act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer will appoint another person to act as Secretary of the Meeting.

Meetings will be governed by the current issue of Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are consistent with or not in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 21: ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board will individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" will not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act and such statements will be prima facie evidence of such authority.

ARTICLE 4---OFFICERS

Section 1: NUMBER OF OFFICERS

The officers of the Corporation shall be a Chair (President), Vice-Chair (Vice President), Secretary and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair of the Board.

Section 2: QUALIFICATION, ELECTION AND TERM OF OFFICE

The Board may elect, and may empower the Chair to appoint Officers as the business of the Corporation may require. Any person may serve as an Officer of this Corporation, and shall be selected from among the Directors. Officers may be appointed by the Board at any time, and each Officer will hold office for a period of one-year or until he or she resigns or is removed or until his or her successor is elected. Officers may be elected for successive terms.

Section 3: SUBORDINATE OFFICERS

The Board may appoint such other Officers or agents as it may deem desirable, and such Officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 4: REMOVAL AND RESIGNATION

Any Officer may be removed, either with or without cause, by the Board, at any time. Any Officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation. Any such resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein. The acceptance of such resignation will not be necessary to make it effective. The above provisions of this Section will be superseded by any conflicting terms of a contract, which has

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been approved or ratified by the Board relating to the employment of any Officer of the Corporation.

Section 5: VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer will be filled by the Board. In the event of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board will fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board will determine.

Section 6: DUTIES OF THE CHAIR

The Chair will be the President and Chief Executive Officer of the Corporation and will, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. He or she will preside at all meetings of the Board except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws. Not-with-standing any other provision of these bylaws, should the TOTAL number of Directors during any meeting be even, the elected or acting Chair may only vote to make or break a tie. The Chair will, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board.

The chair, along with any other duties assigned by the Board of Directors or these bylaws, shall be an ex officio of all committees of the Committee

Section 7: DUTIES OF THE VICE-CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair will perform all the duties of the Chair, and when so acting will have all the powers of, and be subject to all the restrictions on, the Chair. The Vice-Chair will have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

Section 8: DUTIES OF SECRETARY

Subject to the provisions of these Bylaws, the Secretary shall also:

1. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.
2. Be custodian of a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law. Be custodian of the records and of the seal of the Corporation (if any) and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.
4. Be custodian of a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she will record such fact in the membership book together with the date on which such membership ceased.

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5. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
6. In general, performs all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board.

Section 9: DUTIES OF THE TREASURER

Subject to the provisions of these Bylaws, the Treasurer shall also:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, Trust companies, or other depositories as will be selected by the Board.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records, to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
6. Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board.
9. The Treasurer shall prepare an annual budget and submit a monthly financial report to the Board at each regular meeting.

Section 10: COMPENSATION

Officers will serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as permitted under the provisions of the California Nonprofit Public Corporation Law and any limitations in the Articles of Incorporation and Bylaws. However, if compensation for an Officer is to be considered, it will be paid by resolution of the Board, and no Officer will be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an Officer of this Corporation will only be allowed if permitted under the provisions of the California Nonprofit Public Corporation Law, and any limitations in the Articles of Incorporation and Bylaws. In all cases, any compensation received by Officers of this Corporation will be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

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ARTICLE 5---COMMITTEES

Section 1: OTHER COMMITTEES

The Corporation will have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees will act in an advisory capacity only to the Board and will be clearly titled as "advisory" committees.

Section 2: MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees will be governed, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

ARTICLE 6---EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1: EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or Agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation will be signed by the Treasurer and countersigned by the Chair of the Corporation or by two officers of the Corporation.

The Council Coordinator and/or the Treasurer is authorized to issue payment up to \$500.00 for any "day to day" business expense incurred on behalf of the Council. Should the Council receive an invoice from a contractor, vendor, corporation, etc. for a partially completed or completed contract or work previously authorized by the Board of Directors at any previous meeting of an amount exceeding \$500.00, the Council Coordinator and/or the Treasurer is authorized, with existing funds, to issue payment on behalf of the Council.

Section 3: DEPOSITS

All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4: GIFTS

The Board may accept on behalf of the Corporation any contribution, gifts, bequest, or device for the charitable or public purposes of this Corporation.

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ARTICLE 7---CORPORATE RECORDS, REPORTS AND SEAL

Section 1: MAINTENANCE OF CORPORATE RECORDS

The Corporation will keep and maintain the following records:

1. Records of the minutes of all meetings of the Board, Public meetings and any special meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
2. A record of its Directors, indicating their names and addresses and, if applicable, the office held, and the termination date of any office.
3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the members of the Corporation at all reasonable times during office hours.
4. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 2: CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal will be kept by the Secretary of the Corporation. Failure to affix the seal to corporate instruments, however, will not affect the validity of any such instrument.

Section 3: DIRECTORS' INSPECTION RIGHTS

Every Director will have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4: RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5: ANNUAL REPORTS

The Board will cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which report will contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report will be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.

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Section 6: ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation will mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

1. Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
2. Any Director or officer of the Corporation, or its parent or subsidiary (a mere common Directorship will not be considered a material financial interest); or
3. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$ 10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Corporations Code.

Any statement required by this Section will briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 8---FISCAL YEAR

Section 1: FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9---AMENDMENT OF BYLAWS

Section 1: AMENDMENT OF BYLAWS

The procedure for amending the CFFSC Bylaws or Articles of Incorporation:

- (a) Any Director may propose amendments to the Bylaws at any Board of Directors meeting by following the procedures set forth by these Bylaws and the Board of Directors. The proposal shall then be tabled to an upcoming meeting to allow for resolution preparation and notification and review processes;
- (b) The Board of Directors shall adopt a resolution setting forth the proposed amendment(s) or restatement(s) and directing that it be submitted to a vote at a subsequent Board Meeting;
- (c) The Secretary shall provide a printed or electronic notice setting forth the proposed amendment or a summary of the changes to be effected thereby to each Director before the meeting in which the amendment is to be approved (along with the agenda);

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- (d) At such meeting with a quorum present, a vote of the Directors entitled to vote shall be taken on the proposed amendment. The proposed amendment(s) shall be adopted upon receiving the affirmative vote of at least sixty percent (60%) of the voting Directors present when the total number of Directors eligible to vote is 5. When the total number of Directors eligible to vote exceeds 5, the proposed amendment(s) shall be adopted upon receiving the affirmative vote of at least sixty-seven (67%) of the voting Directors present.
- (e) Any number of amendments may be submitted to the Directors and voted upon by them, at one meeting; and,
- (f) All changes in the Articles of Incorporation shall be submitted to the California Secretary of State for certification.

ARTICLE 10

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1: RECEIVING NET EARNINGS OR PECUNIARY PROFIT PROHIBITION

No member, Director, officer, employee or other person connected with this Corporation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision will not prevent payment to any such person or reasonable compensation for services performed for the Corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; no such person or persons will be entitled to share in the distribution of, and will not receive, any of the corporate assets on a dissolution of the Corporation. All members, if any, of the Corporation will be deemed to have expressly consented and agreed that on such dissolutions or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, will be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 11---MEMBERS

Section 1: DETERMINATION AND RIGHTS OF MEMBERS

If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the California Corporations Code, 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.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly amended by the Board of Directors of said Corporation on the date set forth below.

Recording Secretary

President

Dated: _____