

**BYLAWS**  
**OF**  
**LOS ANGELES COUNTY BOMBEROS ASSOCIATION, INC.**

A California Nonprofit Association

**ARTICLE I**

NAME

The name of this association shall be  
LOS ANGELES COUNTY BOMBEROS ASSOCIATION, INC.

**ARTICLE II**

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The association principal executive office shall be fixed and located at such place as the elected Officers (herein called the "Officers") shall determine. The Officers are granted full power and authority to change said principal executive office from one (1) location to another.

SECTION 2. OTHER OFFICES

The Officers may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III**

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- A. To receive, hold and disburse gifts, bequests, devises, and other funds for these purposes.
- B. To own and maintain or to lease suitable real estate and buildings and any other personal property which is deemed necessary for its purposes. To enter into, make, and perform, and carryout contracts of every kind for any lawful purpose, without limit as to amount.

## **ARTICLE IV**

### **NONPARTISAN ACTIVITIES**

This association has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the association shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the association shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The association shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE V**

### **DEDICATION OF ASSETS**

The properties and assets of this nonprofit association are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or officer of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to purposes consistent with this association philosophy, provided that the association continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (a) (3).

## **ARTICLE VI**

### **MEMBERSHIP**

#### **SECTION 1. QUALIFICATIONS**

There shall be two (2) classes of membership in this association:

- A. Active
- B. Retired

## SECTION 2. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Officers, the registration fee and annual dues in amounts to be fixed from time to time by the general membership. The dues and fees shall be equal for all members, but the Officers may, at its discretion, adjust fees and dues for membership according to the financial needs of applicants, provided all persons similarly situated are treated in a non-discriminatory manner.

## SECTION 3. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any member shall automatically terminate upon occurrence of either of the following events:

- A. The resignation of the member; or
- B. The failure of a member to pay annual dues within the times set forth by the Officers.

EXPULSION. The membership of any member shall terminate upon a determination by the Officers or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing membership. Following any such determination that a member should be expelled under this paragraph, the following procedure shall be implemented:

- a. A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- b. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three (3) Officers appointed by the president. The notice to the member of this proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.
- c. Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

- d. Any person expelled from the corporation shall receive a refund of dues or assessments already paid for the current period of dues payment; however, such refund shall be prorated to return only the unaccrued balance remaining for the current period of the dues payment.

#### SECTION 4. TRANSFER OF MEMBERSHIPS

No member may transfer for value a membership or any right arising from it. All rights of membership shall cease on the member's death.

### ARTICLE VII

#### MEETINGS OF MEMBERS

##### SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at the F & A Federal Credit Union at 2625 Corporate Place, Monterey Park, CA 91754 or at any place within or outside the State of California designated by the Officers. In the absence of any such designation, members meetings shall be held at the principal executive office of the corporation.

##### SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held for the purpose of organization, selection of Officers and the transaction of other business. Annual meetings of the members shall be held without call or notice on the annual anniversary date, \_\_\_\_\_ each year, at 9:00 a.m., local time provided, however, should said day fall upon a Saturday, Sunday or holiday observed by the corporation at its principal executive office, then said meeting shall be held at the same time on the next day thereafter ensuring which is a full business day. The Officers may fix another date provided it so notifies the members as provided in Section 4 of this article VII.

##### SECTION 3. SPECIAL MEETING

- A. Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Officers, the President, or ten (10) or more members. Special meetings of the members may be called by five percent (5%) or more of the membership.

- B. Calling meetings by members. If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, vice president, or the secretary of the corporation. The Officer receiving the request shall cause notice to be promptly given to the members entitled to vote in accordance with the provisions of Sections 4 and 5 of this Article VII that a meeting will be held and the date for such meeting, which date shall not be less than thirty-five (35) days nor more than ninety (90) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Officers.

#### SECTION 4. NOTICE OF MEMBER'S MEETINGS

- A. General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of this Article VII not less than ten (10) nor more than ninety (90) days before the date of the meeting. 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 in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Officers, at the time of giving such notice, intends to present for action by the members.
- B. Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):
1. Removing an officer without cause;
  2. Filling vacancies of Officers by the members;
  3. Amending the Articles of Incorporation;
  4. Voluntarily dissolving the corporation.
- C. Manner of giving notice. Notice of any meeting of members shall be given either personally or by first class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the

address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by first class mail or telegraphic or other written communication to the corporation's principal executive office or (ii), notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

- D. Declaration of mailing notice. A declaration under penalty of perjury of the mailing or other means of giving any notice of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### SECTION 5. QUORUM

- A. PERCENTAGE REQUIRED: Thirty-four Percent (34%) of the members (in person or by proxy) shall constitute a quorum for the transaction of business at a meeting of the members. However, if fewer than one-third (1/3) of the members attend such meeting, in person or by proxy, the number of persons actually present at such meeting entitled to vote shall, nevertheless, be deemed to constitute a quorum as to all subjects, the general nature of which was set forth in the notice of meeting given to members in accordance with Section 4 and 5 of this Article VII.

- C. LOSS OF QUORUM: The members present at a duly called or duly 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.

#### SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

## SECTION 7. VOTING

- A. Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.
- B. Manner of casting votes. Voting may be by voice, show of hands, or ballot, provided that any election of Officers must be by ballot if demanded by any members before the voting begins.
- C. Cumulative voting. Each member entitled to vote at any election of Officers shall have the right to cumulate his votes by giving one (1) candidate a number of votes equal to the number of Officers to be elected, multiplied by the number of votes to which his membership is entitled, or by distributing his votes on the same principle among as many candidates as he desires. No member shall be entitled to cumulate votes unless (i) the candidate's or candidates' name(s) have been placed in nomination before the voting, and (ii) a member has given notice at the meeting, and before the voting, of the member's intention to cumulate the member's votes. If any one (1) member has given such notice, all members may cumulate their votes for candidates in nomination. Those candidates receiving the highest number of votes, up to the number of Officers to be elected, shall be winners of the election.
- D. Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of Officers) shall be the act of the members, unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

## SECTION B.

### WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

- A. Written waiver or consent. The transaction of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held, after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members,

except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4B of this Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

- B. Waiver by attendance. Attendance by a person at meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

#### SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

GENERAL: Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

#### SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS

- A. To be determined by the Officers. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Officers may fix, in advance, a "record date", which shall not be more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.
- B. Failure of Officers to determine date.
1. Record date for notices or voting. Unless fixed by the Officers, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the date on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

2. Record date for written consent to action without meeting. Unless fixed by the Officers, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Officers has been taken, shall be the day on which the first written consent is given. When prior action of the Officers has been taken, it shall be the day on which the Officers adopts the resolution relating to that action.
3. “Record date” means as of close of business. For purposes of this paragraph 3, a person holding membership as of the close of business on the record date shall be deemed the member of record.

## SECTION 11. PROXIES

- A. Right of members. Every person entitled to vote shall have the right to do so either in person or by one (1) or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member’s attorney-in-fact.
- B. Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted: provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.
- C. Form of solicited proxies. In any election of directors, any form of proxy that is marked by a member “withhold”, or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

- D. Effect of member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

## ARTICLE VIII

### ELECTION OF DIRECTORS

#### SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

- A. Nominating committee. The Officers or the president, if there be no chairman, shall appoint a committee to select qualified candidates for election to the Officers at least sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least thirty (30) days before the date of the election, and the secretary shall forward to each member, with notice of meeting required by Article VII, Section 4, a list of candidates nominated by office.
- B. Nominations by members. Members representing at least thirty-seven percent (37%) of the membership may nominate candidates for position of Officer at any time before the fifteenth (15<sup>th</sup>) day preceding such election. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.
- C. Nominations from the floor. If there is a meeting to elect directors, any member present at the meeting, in person or by proxy, may place names in nomination.
- D. Publications. Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for Officer, it shall make available to all other nominees, in the same issue of the publication an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

- E. Mailing election material. On written request by any nominee for election to the Officers and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:
1. Inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, five (5) business days after receipt of prior written demand of the corporation, which demand shall state the purpose for which the inspection rights are requested; or
  2. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of (i) ten (10) business days after the demand is received; or (ii) after the date specified in it as the date by which the list is to be compiled.
- F. Refusal to publish or mail material. The corporation may not decline to publish or mail material that it is otherwise required to hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.
- G. Use of corporate funds to support nominee. Without authorization of the Officers, no corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.

## SECTION 2. VOTE REQUIRED TO ELECT OFFICER

Candidates receiving the highest number of votes shall be elected as Officers.

## ARTICLE IX

### OFFICERS

#### SECTION 1. POWERS

- A. General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the activities of the corporation to any person or persons, a management company, or committees however composed, 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 Officers.
- B. Special powers. Without prejudice to those general powers, and subject to the same limitations, the directors shall have the power to:
1. Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws, and fix their compensation.
  2. Change the principal executive office or the principal business office in the State of California from one (1) location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country; and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
  3. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
  4. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

5. Determine all matters concerning compensation of officers, employees, directors and other persons performing services for or on behalf of the corporation.
6. To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these bylaws, as they may deem best.
7. To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

## SECTION 2. NUMBER AND QUALIFICATION OF OFFICERS

The authorized number of officers shall be five (5) who must be residents of the State of California or members of the corporation.

## SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting: however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting, held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special member's meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

## SECTION 4. VACANCIES

- A. Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (I) the death, resignation, or removal of any director, (II) the declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgement of any court to have breached a duty under Section 5230 and following the California Nonprofit Corporation Law, (III) the vote of the members to remove a director, (IV) the increase of the authorized number of directors, or (V) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

- B. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
- C. Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.
- D. No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- E. Restriction on interested directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is:
1. Any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
  2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

## SECTION 5. PLACE OF MEETINGS; MEETING BY TELEPHONE

Regular meeting of the Board may be held at the F & A Federal Credit Union at 2625 Corporate Place, Monterey Park, CA 91754 or at any place within our outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, 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.

## SECTION 6. ANNUAL MEETING

Immediately following each annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

## SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the board. Such regular meetings may be held without notice.

## SECTION 8. SPECIAL MEETINGS

- A. Authority to call. Special meetings of the Board for any purpose may be called at any time by the chairman of the board or the president or any 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 one (1) of the following methods: (a) by personal delivery or written notice; (b) by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonable be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
2. Time requirements. Notices sent by first class mail shall be deposited into United States mail box at least four (4) days before the time set for the meeting. Notice given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

"L.A. COUNTY FIRE DEPARTMENT MAIL"

3. Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

## SECTION 9. QUORUM

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article IX. 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 of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transaction in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. 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.

#### SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### SECTION 11 ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who are not present at the time of the adjournment.

#### SECTION 13 ACTION WITHOUT MEETING

An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. . Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## SECTION 14. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

### ARTICLE X

#### COMMITTEES

##### SECTION 1. COMMITTEES OF DIRECTORS

The Board may, by resolution adopted by a majority of the directors then in office, designate one (1) or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may;

- A. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval and approval of the outstanding shares.
- B. Fill vacancies on the Board or in any committee.
- C. Fix compensation of the directors for serving on the Board or on any committee.
- D. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
- E. Appoint any other committee of the Board or the members of these committees.
- F. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- G. Approve any transaction (a) to which the corporation is a party and one (1) or more directors have a material financial interest; or (b)

between the corporation and one (1) or more of its directors or between the corporation or any person in which one (1) or more of its directors have material financial interest.

## SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these bylaws, concerning meetings or directors, with such changes in the context of these bylaws 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 determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate member, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## ARTICLE XI

### OFFICERS

#### SECTION 1. OFFICERS

The Board of Directors will be comprised of the elected officials and all committee chairpersons, and the Chairman of the Board be elected by the Board.

The officers of the association shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board, a chairman of the board, one (1) or more vice presidents, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article XI. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer officer may serve concurrently as either the president or the chairman of the board.

## SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article XI, shall be chosen by the Board, and each shall serve at the officer under contract of employment.

## SECTION 3. SUBORDINATE OFFICERS

The Board may appoint and may authorize the chairman of the board or the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

## SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

## SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

## SECTION 6. VACANCIES IN OFFICERS

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointment to that office.

#### SECTION 7. RESPONSIBILITIES OF OFFICERS

- A. Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Paragraph B, below.
- B. President. Subject to such supervisory powers as may be given by the Board to the Chairman of the Board, if any, the president shall, subject to the control of the Board, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board, or if there be none, at all meetings of the Board. He shall have such other powers and duties as may be prescribed by the Board or the bylaws.
- C. Vice Presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all 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. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board or the chairman of the board.
- D. Secretary. The secretary shall attend to the following:
  - 1. Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings or such meetings.

2. Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board, records of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.
3. Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and o the Board required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of the bylaws.

E. Treasurer. The Treasurer officer shall attend to the following:

1. Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
2. Deposit and disbursement of money and valuables. The Treasurer 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 directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the association; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.
3. Bond. If required by the Board, the Treasurer and any assistant treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his

possession or under his control on his death, resignation, retirement, or removal from office.

- F. Assistant secretary and assistant treasurer. The Board may appoint such assistant secretaries and assistant treasurers as in the wisdom of the Board is deemed necessary. Such assistants shall, in the absence or disability of the primary officer, perform the duties and exercise the powers of the primary officer to whom the assistant is designated as assistant.

## ARTICLE XII

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

#### SECTION 1. DEFINITIONS

For the purpose of this Article,

- A. “agent” means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- B. “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- C. “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgement rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

## SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE ASSOCIATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this association, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code, Section 5233, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgements, fines, settlements, and other amounts actually and reasonable incurred in connection with the proceeding.

## SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE ASSOCIATION

- A. Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this association, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

- B. Claims and suits awarded against agent. This association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this association, for all expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met;
1. The determination of good faith conduct required by Section 5, below must be made in the manner provided for in that section; and
  2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

- A. Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interests of this corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- B. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph A above shall be made by:
1. The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
  2. The affirmative vote (or written ballot in accordance with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).
  3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

#### SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Section 2 or Section 5, paragraph B, Subparagraph 3, in any circumstances when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by court in approving a settlement.

#### SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the

advance. Such undertaking is not required if it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by conduct or otherwise.

#### SECTION 9. INSURANCE

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provision of this section.

#### SECTION 10. FIDUCIARIES ON CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this article shall limit any right to indemnification to which a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## ARTICLE XIII

### RECORDS AND REPORTS

#### SECTION 1. INSPECTION RIGHTS

Any member of the association may:

- A. Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and
- B. Obtain from the secretary of the association, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of (i) ten (10) days after the demand is received; or (ii) the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

#### SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles and bylaws as amended to date.

### SECTION 3. MAINTENANCE AND INSPECTIN OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the association. The minutes shall be kept in written or typed form, and the accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonable related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the association.

### SECTION 4. INSPECTION BY OFFICERS

Every officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by an officer may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

### SECTION 5. ANNUAL REPORT TO MEMBERS

The annual report to member referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the members of the corporation, as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within one hundred twenty (120) days of the close of its fiscal year, report containing the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

- D. The expenses or disbursements of the corporation for both general and restricted purposes, during the fiscal year;
- E. Any information required by California corporations Code, Section 6322.

## ARTICLE XIV

### CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and the neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## ARTICLE XV

### AMENDMENTS

#### SECTION 1. AMENDMENTS BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or their proxies, or by written assent of these persons; provided that once members have been admitted an amendment of the bylaws or the Articles reducing the fixed number of officers to a number less than three (3) cannot be adopted if the votes cast against its adoption at a meeting or the votes which members not consenting are entitled to cast in the case of action by written consent exceed fifty-one (51%) of the votes the members are entitled to cast.

#### SECTION 2. AMENDMENT BY OFFICERS

Subject to the right of members under Section 1 of this Article XV, once members have been admitted by laws other than a bylaw fixing or changing the authorized number of the officers, or to require a vote of a larger proportion of, or of all of, the members, or the vote or quorum for taking action of a larger proportion of, or all of, the officers, or extend the term of an officer beyond that for which the director was elected, or repealing, restricting, creating or expanding proxy rights, or the repealing or amending of the right of members to cumulative voting may be adopted, amended, or repealed by the board of officers. However, if the Articles of Incorporation or bylaws adopted by the members provide for an

indefinite number of officers within specified limits, the officers may adopt or amend a bylaw fixing the exact number of officers within those limits.

## ARTICLE XVI

### ENDORSEMENT OF DOCUMENTS; CONTRACTS

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the chairman of the board, the president, or any vice president and the secretary, and assistant secretary, the chief financial officer, or any assistant treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or amount.

## ARTICLE XVII

### DISSOLUTION

In the event of dissolution of this corporation, voluntary or involuntary or otherwise, then all of the property and assets of this corporation shall go to one (1) or more nonprofit corporations whose purposes are similar to that of this corporation. The assets and property so transferred shall be used solely and exclusively to

(INCOMPLETE)

In the event of dissolution, no portion of the assets or property or funds of this corporation shall ever be distributed to any of the members, officers, minister, directors or members of the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the present elected and acting Secretary of the Los Angeles County Bomberos Association, a California nonprofit corporation, and the above Bylaws of this corporation as adopted at a meeting of the Board held on \_\_\_\_\_.

DATED: \_\_\_\_\_, 2002

Executed at: \_\_\_\_\_.

\_\_\_\_\_  
Secretary