

**BYLAWS OF THE  
WILDLAND RESIDENTS ASSOCIATION, Inc.**

**A California Nonprofit Public Benefit Corporation**

Incorporated April 1, 1982

Amended June 7, 2005

Amended 9 September 2013

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**Bylaws Of the  
Wildland Residents Association, Inc.**  
*A California Nonprofit Public Benefit Corporation*  
*As amended on 9 September 2013*

INTRODUCTION

The following shall be known as the amended bylaws for the Wildland Residents Association, Inc., (“WRA”) a California non-profit corporation pursuant to §501(c) 3 of the Internal Revenue Code as approved on 7 June, 2005 and supersedes all previous bylaws revisions.

ARTICLE I  
NAME & SEAL

Section 1.01           The name of this corporation is The Wildland Residents Association, Inc.

Section 1.02           The seal of the corporation shall be a circle with the words “Wildland Residents Association, Inc.”, on the top arc and the words “Santa Barbara Co.” on bottom arc, with two hills in the inter-circle with a large vulture flying from left to right in the middle between the two mountains and a multiple circle sun on the right side behind the bird. The primary color of the seal shall be white lettering and art on a pine green color background.

Section 1.03           The seal of the corporation may be recorded with the California Secretary of State as a Service Mark pursuant to §14206 of the California Corporations Code.

ARTICLE II  
PRINCIPAL OFFICE

Section 2.01           The place and/or mailing address of the principal office of the corporation shall be designated from time to time by the board of directors by resolution, provided that such principal offices shall in no case be located outside Santa Barbara County nor more than seven miles from some portion of the Santa Ynez Mountains.

The initial principal offices of the corporation shall be:

Wildland Residents Association  
5655 West Camino Cielo  
Santa Barbara, CA 93105  
805-964-7194  
community@wildlandresidents.org

Any change of location of the principal office shall be recorded with the Secretary and stated in the official minutes of the corporation.

Section 2.02. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

### ARTICLE III PURPOSES AND LIMITATIONS

Section 3.01. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for educational, charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meaning of § 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3.02 Notwithstanding any other provision of these bylaws, this corporation shall not carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The corporation shall not carry on any other activities not permitted by a corporation exempt from Federal income tax under §501(c) (3) of the Internal Revenue Code of 1954, *et seq.*; or by a corporation that contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1954 *et seq.*

Section 3.03 The following limitations shall apply:

1. Political Activity: No substantial part of the activities of this corporation shall consist of political activity, carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political activity on behalf of any candidate for public office unless approved by a membership vote.
2. Property: The property, assets, profits and net income are dedicated irrevocably to the purposes set forth above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its directors, officers, any private individual, company, corporation or association.
3. Dissolution: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has

established its tax-exempt status under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding future provision thereof).

#### ARTICLE IV MEMBERSHIP, DISCRIMINATION, DUES, STANDING and TERMINATION

Section 4.01.1 Qualifications and right of membership are not restricted. Any person, corporation, partnership or association may maintain membership in the corporation, regardless of location.

Section 4.01.2 The secretary shall issue a certificate of membership to each person, corporation or association joining the WRA upon receipt of the payment of dues. The certificate shall state the term of membership and the name of the person issued.

Section 4.02 No person shall be denied membership based on race, sex, creed, religion, education, political affiliation, financial status, residency status or any other manner whatsoever. No otherwise qualified person, corporation, association as defined by these bylaws shall be denied membership.

Section 4.03 It is the policy of the WRA to adhere to and enforce the state and federal laws pertaining to discrimination. This policy shall apply to all Officers, Directors, employees, sub-contractors and any member acting in an official capacity with the association.

Section 4.04 It is the policy of the WRA to comply with Title VI of the Civil Rights Act of 1964 and all requirements imposed or pursuant to the laws of the United States and the State of California relating to discrimination in any form.

Section 4.05 Any person who accepts membership agrees to adhere to the policies of the WRA and understands that violation of these policies are automatic grounds for the termination of the membership.

Section 4.06 Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

Section 4.07 Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 4.08. The following shall apply to the termination or suspension of membership:

1. Causes of Termination: A membership shall terminate on occurrence of the following events:
  - Resignation of the member.
  - Expiration of the annual membership after 120 days.
  - Failure of the member to pay dues, fees or assessments as set by the Board within the period of time set by the Board after they become due and payable.
  - Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
  - Expulsion for violation of the WRA rules, regulations, policies and procedures, governing firefighters, or for violation of any other rules or standards adopted by resolution of the board of directors which provides for expulsion.
  
2. Suspension of Membership: Any member, regardless of type of membership with the association, may be suspended based on the good faith determination by the Board following a formal investigation surrounding the circumstances initiating the investigation. Upon a motion to suspend a member, the Board shall appoint an investigative committee to investigate if the member has failed in a material and serious degree to observe the bylaws of the corporation, the Injury and Prevention Policies of the corporation or other rules that may have been established. A person whose membership is suspended shall not be a member during the period of suspension.
  
3. Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:
  - The member shall be given fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the corporation.
  
  - The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

- The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.
- Any action challenging an expulsion, suspension, or termination of membership including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination of WRA membership status.

Section 4.09. A member in good standing who has served the community and the Association with honor and distinction may be nominated by any member or Officer for “Life Membership” and upon approval of the Board become a “Life Member” with all of the rights and benefits thereof including, but not limited to, relief of membership dues.

## ARTICLE V MEETINGS

Section 5.01. The following shall apply to meetings of members:

1. Place of Meeting: Meetings of the members shall be held at any place within the County of Santa Barbara designated by the board. In the absence of any such designation, members’ meetings shall be held at the principal office of the corporation.
2. Annual Meeting: An annual meeting of members shall be held at a date, time and place set by the Board in or about September of each year. At this meeting the Board of Directors and Officers shall be elected for the coming year as specified in Section 6.8, and any other proper business may be transacted, subject to the notice requirements of these bylaws.
3. Special Meetings: A special meeting of the members may be called for any lawful purpose by a majority vote of the Board or by the President or by five percent (5%) or more of the members. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these bylaws, stating that a meeting will be held at a special time and date fixed by the board, provided, however, that the meeting date shall be at least ten days (10) but no more than thirty (30) days after receipt of the request. If the notice is not given within ten (10) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or

affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.

Section 5.02. The following shall apply to notice requirements for members' meetings:

1. General Notice Requirements: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with these bylaws. This notice may be in the form of electronic email, posting on the WRA web site, publication in a newsletter, special mailings and/or any combination thereof.
2. Notice of Location: The notice shall specify the place, date and hour of the meeting, the general nature of the business to be transacted, and no other business may be transacted, or for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected or written ballots distributed for the election of Directors shall include the names of all persons who are nominees when the notice or the ballot is given.
3. Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
  - Removing a director without cause;
  - Filling vacancies on the board;
  - Names of nominees;
  - Amending the Articles of Incorporation; or
  - Electing to wind up and dissolve the corporation
4. Manner of Giving Notice: Notice of any meeting of members shall be in writing and shall be given at least ten (10) days but no more than ninety days before the meeting date. The notice shall be given by personal delivery of the notice, by first-class, registered, certified mail, email, posting on the corporations web site *wildlandresidents.org* or other means of written communication, charges prepaid as may be required, and shall be addressed to each member entitled to vote, at the address given by the member to the corporation for purposes of the notice.
5. Quorum: One-third (1/3) of the voting members, present in person, shall constitute a quorum for the transaction of business at any meeting of members or directors; provided, however, that the only matters that may

be voted on at any special or annual meeting actually attended by less than one-third (1/3) of the voting power are matters the general nature of which was disclosed in advance to the members by written notice pursuant to these bylaws.

6. Loss of Quorum: The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough members have withdrawn 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.
7. Adjournment and Notice of Adjourned Meetings: Any members' meeting, 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. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken.
8. Eligibility to Vote: Subject to the provisions of the California Nonprofit Corporation law, the only persons entitled to vote at any meeting of members shall be voting members who are in good standing as of the record date determined pursuant to these bylaws:
9. Manner of Casting Votes: Voting may be by voice or ballot except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.
10. Voting: Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.
11. Approval by Majority Vote: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.
12. Waiver of Notice or Consent by Absent Members: A member's attendance at a meeting shall also constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice

of the meeting but not so included, if that objection is expressly made at the meeting.

Section 5.03. The following shall apply to special meetings:

1. Place of Meetings: Meetings of the Board shall be held at any place within Santa Barbara County designated by the Board.
2. Special Meetings: Special meetings of the Board for any purpose may be called at any time by the President-Executive Director, if any, the president or any Vice President, or the Secretary, or any two Directors.
3. Notice: Notice of the time and place of special meetings may be given to each director by any of the following: Personal delivery of written notice by first-class mail with postage prepaid, by telephone and/or by email; either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director. All such notices shall be given or sent to the director's address, telephone number or email address as shown on the records of the corporation.
4. Time Requirements: Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or email shall be received at least forty-eight (48) hours before the time set for the meeting.
5. Notice Contents: The notice shall state the time, date, place and purpose of the meeting.

Section 5.04. The following shall apply to actions without a meeting:

1. Action by Unanimous Written Consent: Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent of consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.
2. Action by Written Ballot Without a Meeting: Any action that may be taken at any meeting of members may be taken without a meeting by written ballot complying with these bylaws.
3. Revocation: A written ballot may not be revoked.

ARTICLE VI  
ELECTION OF OFFICERS AND DIRECTORS

Section 6.01. Only members of record on the date of a membership meeting may vote. In the case of a vote taken by written ballot, only members of record on the date ballots are mailed may vote.

Section 6.02. The following shall apply to the election of corporate Directors and Officers.

1. President-Executive Director: The President-Executive Director shall be elected by a plurality of votes cast by members of the corporation at the annual meeting.
2. Vice President: The Vice President shall be elected by a plurality of votes cast by members of the corporation at the annual meeting.
3. Secretary: The Secretary shall be elected by a plurality of votes cast by members of the corporation at the annual meeting.
4. Treasurer/Chief Financial Officer: The Treasurer/CFO shall be elected by a plurality of votes cast by members of the corporation at the annual meeting.

Section 6.02.1 Upon appointment, the Secretary shall be give the Oath of Office pursuant to §14838, California Health & Safety Code.

Section 6.03 Directors/Area Representatives shall be openly nominated and approved by a majority vote of the Board, except that where it is determined that only one member in good standing is currently available and willing to serve an area entitled to an area representative, approval of that representative may be withheld only upon a vote of 4/5 of the Board.

Section 6.04 The Board shall include one area representative from each community currently designated by these bylaws or by supplemental resolution of the board as follows:

- San Marcos Pass
- Rosario Park
- West Camino Cielo
- The Trout Club
- Painted Cave
- Paradise Canyon
- At Large

Section 6.05 The Board shall have the authority to designate, by 2/3 vote, new geographical/community areas within the mountain and foothill areas of Santa Barbara County which shall be entitled to an area representative. However, in all cases the designated areas shall be drawn to include the maximum number of mountain residents in the specified area, and dividing lines between areas shall respect the traditional community boundaries and preferences of the residents.

Section 6.06 An alternate may be appointed for each area representative; however, the alternate shall not be entitled to vote at any meeting where the designated area representative is present.

Section 6.07 Each Director must be a member in good standing of the corporation.

Section 6.08 The Directors shall serve for a term of two years. The Directors of Painted Cave, San Marcos Trout Club and At Large shall be elected on even years. Directors of San Marcos Pass, Rosario Park, Paradise and East/West Camino Cielo shall be elected on odd years.

The President, Vice President, Secretary and Treasurer/Chief Financial Officer shall serve until the next annual WRA membership meeting.

Section 6.09. The following shall apply to vacancies on the board:

1. Events Causing Vacancy: A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any Director who has been declared of unsound mind by an order of court, convicted of a felony, or been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.
2. Resignations: Except as provided in this subsection, any Director may resign effective upon giving written notice to the president or the secretary of the Board, unless such notice specifies a later time for the resignation to become effective.
3. Filling Vacancies: Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum, or by a sole remaining Director.
4. 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 the Director's term of office expires.

ARTICLE VII  
POWERS OF THE DIRECTORS

Section 7.01. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 7.02 Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power, subject to approval of a quorum of the Board, to:

1. Appoint and remove, at the pleasure of the Board, all officers and agents of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws.
2. Change the principal office or the principal business office from one location to another, and designate any place within the State of California for the holding of any meeting, including annual meetings.
3. Adopt and use a corporate logo. As a matter of policy, alteration of the corporate logo is prohibited except by approval of a quorum of the board of directors. Use of the corporate logo shall be subject to approval of a quorum of the Board.
4. Borrow money or incur indebtedness on behalf of the corporation.
5. Enter into contracts for services, products or activities. Contracts involving sums of more than \$500.00 shall require prior approval of a quorum of the board of directors, without exception. No contract shall be paid in full until completion of performance, without exception. Any contract entered without approval of the board of directors shall be null and void.

ARTICLE VIII  
COMMITTEES

Section 8.01. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more directors and any number of members, to serve at the pleasure of the Board.

Section 8.02 Appointments to committees of the Board shall be by majority vote of the directors then in office.

Section 8.03 The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any committee meeting.

Section 8.04 Any committee, to the extent provided in the resolution of the board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- Fill vacancies on the board or in any committee, which has the authority of the Board.
- Establish or fix compensation of the directors for serving on the Board or on any committee.
- Amend or repeal bylaws or adopt new bylaws.
- Amend or repeal any resolution of the Board.
- Appoint any other committees of the Board or the members of these committees.
- Enter into any contract or obligation.
- Apply for any grant or loan without the expressed written permission of the Board.
- Apply for any license or permit.
- Sign any contract.
- Apply for credit.
- Loan or use any association asset without the expressed written authorization of the Board.
- Issue or remove any WRA membership.

Section 8.05. Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records.

Section 8.06 The Board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

## ARTICLE IX OFFICERS

Section 9.01 The officers of the corporation shall be members of the WRA in good standing and shall include a president, a vice president, a secretary, and a treasurer/chief financial officer. No person may fill more than one officer position at a time.

Section 9.02 No person that has been convicted of a felony may hold an elected office or serve as a director in the WRA except when such conviction has been removed pursuant to §851.8 or §1203.4 of the California Penal Code.

Section 9.03 The Board shall choose the officers of the corporation, and each officer shall serve at the pleasure of the Board.

Section 9.04 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 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 9.05 Any officer may be removed, with or without cause, by 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 9.06 Any officer may resign upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 9.07 A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 9.08 The following are the responsibilities of the corporate officers:

1. President/Executive Director: Subject to the control and supervision of the board, the president shall be the chief executive officer and general manager of the corporation and shall generally supervise, direct and control the activities and affairs of the corporation. The president shall preside at all meetings of the board. The president shall have such other powers as the board or these bylaws may prescribe. The president is specifically authorized to provide information to the public regarding the interests and activities of the corporation.
2. Vice President: Subject to the control and supervision of the board, the vice president shall carry out the responsibilities of the president in the absence of the president. The vice president shall also act as the public information officer for the WRA.
3. Secretary: The Secretary shall keep or cause to be kept, at such place as the Board may direct, a book of minutes of all meetings and actions of the Board and committees that may be established by the Board. The

Secretary shall also keep, or cause to be kept a copy of the Articles of Incorporation and bylaws, as amended to date. The Secretary shall also maintain, or cause to be maintained, a complete and accurate record of the membership of the corporation, as well as a record of the proceedings of all meetings of the membership. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees established by the Board as required by these bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

4. Treasurer/Chief Financial Officer: The Treasurer serves as the Chief Financial Officer of the corporation. The CFO shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the corporation, and shall send to cause to be sent to the directors such financial statements and reports as are required by law or these bylaws to be given. The books of account shall be open to inspection by any director at all reasonable times. The CFO 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 or chairman of the Board, if any, when requested, an account of all transactions as CFO of the financial condition of the corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws. If required by the board, the CFO 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 the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the CFO upon death, resignation, retirement or removal from office.

## ARTICLE X RECORDS & REPORTS

Section 10.01        The Secretary shall keep or cause to be kept at the principal office of the corporation, or at a place determined by resolution of the Board, a record of the members of the corporation showing each member's name and address, telephone number and email. These records are for the exclusive use of the WRA and shall not be sold or used by any person for commercial purpose.

Section 10.02        On written demand presented to the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. The member's agent or attorney may make any such inspection and copying in person or by authorized representative,

agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 10.03 Except as provided under §6321 (c), (d) or (f) of the California Corporations Code, the Board shall prepare an annual report, including a treasurer's report, to be delivered in writing at the annual meeting. The report shall contain the information specified in Article IX Section 9.03 in addition to the following information in reasonable detail:

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

Section 10.04 The WRA shall keep the following records and documents:

- Adequate and correct books and records of account.
- Minutes in written form of the proceedings of the board and committees of the Board.
- If applicable, a record of its members, giving their names and addresses and the class of membership held.

Section 10.05 Every director 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. An agent or attorney may make this inspection in person or by authorized representative, agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.06 Except as provided under §6321 (c), (d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the board shall cause an annual report to be delivered in person, by mail, or electronically, to all members of the board. Such report shall contain the following information in reasonable detail:

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

Section 10.07 The secretary shall keep or cause to be kept, paper copies of the minutes of the proceedings of the members, the board, and committees of the Board, for a period of ten (10) years. Said records will be simultaneously stored electronically, and permanently retained.

The original Articles of Incorporation, Bylaws, legal filings and other corporate records shall be retained permanently, and also be stored and permanently retained electronically.

Paper copies of the Annual Report including the treasurer's fiscal report shall be retained for a period of seven (7) years. Said records will be simultaneously stored electronically, and permanently retained.

ARTICLE XI  
SAN MARCOS PASS VOLUNTEER FIRE DEPARTMENT & ASSOCIATE  
MEMBER FIRE DEPARTMENTS

Section 11.01.1 The San Marcos Pass Volunteer Fire Department ("Department") is subordinate to the WRA and shall abide by the rules and regulations of the corporation under the supervision of the Board.

Section 11.01.2 The WRA may accept other departments pursuant to Board approval and in accordance with the written policy of the Board relating to the rights, privileges, duties and obligations of the parties and as established by a memo of understanding between the WRA and the department requesting associate membership.

Section 11.01.3 Any associate fire department shall agree to the terms and conditions as established by this section of these bylaws for the Department as their own. A Memorandum of Understanding ("MOU") shall be established between any associate member fire department and the WRA. Nothing in this section shall prohibit any associate fire department from exercising control over their organization except as specified in this section.

Section 11.01.4 A MOU between the WRA and an associate fire department may be dissolved by either party with appropriate notice as provided by the Agreement.

Section 11.01.5 The Board reserves the right to accept, renew, or not accept and renew any memo of understanding pursuant to the terms of the memo of understanding. The Board is not obligated to renew any membership or memo of understanding with any associate fire department.

Section 11.02 The Department is organized pursuant to §14829 of the California Health & Safety Code and is recognized by the California State Fire

Marshal, the California Officer of Emergency Services and the County of Santa Barbara Operational Area under the direct supervision of the Board.

Section 11.03 The WRA Board of Directors shall appoint the following officers:

- Chief Officer
- Assistant Chief/Safety Officer
- Training Officer
- Communications Officer

Section 11.04 The Department shall comply with the National Wildland Coordinating Group 310-1 policies and procedures.

Section 11.05 The Department shall maintain an Injury & Illness Prevention Program in accordance with Cal-OSHA in addition to any policies and procedures, standards and practices or rules that the department may develop.

Section 11.06 The Department shall maintain a current MOU with the County of Santa Barbara and the United States Forest Service.

Section 11.07 The Department shall maintain a training program and records of all members of the department and of their training.

Section 11.08 The Department may receive vehicles and equipment from the WRA and agrees to maintain those vehicles and equipment. All vehicles and equipment shall remain the property, and under the control of, the WRA.

Section 11.09 The Department may utilize the coordinated two-way radio system and the San Marcos Pass Emergency Radio System SMPERS AM-1040.

Section 11.10 The Chief Officer shall be the head of the department under the supervision of the Board and may exercise his/her authorities as Chief Officer to best meet the needs of the WRA, its members and the community.

Section 11.10.1 The Chief Officer may develop written rules, regulations, standards and practices as necessary to administer the department.

Section 11.10.2 In the absence of the Chief Officer the most senior Captain shall be in charge.

Section 11.11 The Chief Officer shall attend the Board meetings. The Chief Officer may appoint someone to attend on his or her behalf.

Section 11.12 The Chief Officer or department member shall not apply for any grants, loans or gifts of any kind without notifying the Board in writing. This

notice shall include the terms and conditions of the grant, agency or party awarding the grant and what, if any, requirements or potential conflict of interest may exist. No grant application shall be submitted without the approval of the Board.

Section 11.12.1 The WRA is responsible for providing all funds necessary for the operation of the Department. The Chief Officer may request necessary funds and reimbursements from the Board upon written request.

Section 11.12.2 Any associated fire department shall be responsible for those expenses as outlined in the MOU between the parties.

Section 11.13 The Chief Officer shall report any accident, injury or death to the president and the board of directors at the soonest possible time following the occurrence.

Section 11.14 No unauthorized person or association is authorized to use the name, patch, logo, badge, identification card, letterhead, electronic image or any other instrument that would or could be inferred to anyone that that person or association is in anyway associated with the WRA and/or the Department.

Section 11.15.01 No person that has been convicted of a felony may serve as a firefighter with the Department except when such conviction has been removed pursuant to §851.8 or §1203.4 of the California Penal Code

Section 11.15.02 The Chief Officer shall cause to have a background investigation conducted of any prospective applicant to the Department. This background shall include prior employment history, criminal history, driving history and a physical agility test that is standardized by the Department.

Section 11.15.03 The Chief Officer may suspend or terminate any member firefighter pursuant to the written policies and procedures of the Department or the WRA without the action of the Board.

Section 11.15.04 The Chief Officer shall provide to the board the name, address, Social Security number, driver's license and birth date of each member firefighter.

Section 11.15.05 The Chief Officer shall maintain a record of the driving history of each member during the term of service pursuant to §1808 *et seq.*, California Vehicle Code.

Section 11.16 The Chief Officer shall maintain a relationship with other fire organizations including, but not limited to, Santa Barbara County Fire and the United States Forest Service, the Office of the State Fire Marshall, California Office of Emergency Services, Santa Barbara County Sheriff's Department,

California Highway Patrol and the Santa Barbara County Office of Emergency Management.

Section 11.17 The Chief Officer shall provide copies of all formal communications to and from the Department to the secretary as stated by policy. All non-formal communications and files may be kept by the Chief Officer but are subject to inspection by the Board at any time.

Section 11.18 Nothing in these bylaws shall prohibit the Chief Officer from enacting his or her own polices and procedures, standards and practices in addition to the requirements set forth in these bylaws.

## ARTICLE XII INDEMNIFICATION AND INSURANCE

Section 12.01. To the full extent permitted by law, this corporation shall indemnify its Directors, Officers, employees and other persons described in §5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding,” as that term is used in such section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. “Expenses,” as used in this bylaw, shall have the same meaning as in §5238(a) of the California Corporations Code.

Section 12.02 Upon written request to the Board by any person seeking indemnification under §5238(b) or §5238(c) of the California Corporations Code, the Board shall promptly determine in accordance with §5238(e) of the Code whether the applicable standard of conduct set forth in §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in §5238(b) or §5238(c) has been met.

Section 12.03 To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by these bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

Section 12.04 The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, representatives and members of participating volunteer fire departments, against any liability asserted against or incurred by an Officer, Director, employee, representative or firefighter in such capacity or arising out of the Officer's, Director's, employee's, or firefighter's status as such.

### ARTICLE XIII CONSTRUCTION AND DEFINITIONS.

Section 13.01 Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### ARTICLE XIV AMENDMENTS

Section 14.01 New bylaws may be adopted or these bylaws may be amended or repealed by approval of a majority of the members of the Board. The term "majority," as used in this section, is as defined in the California Nonprofit Corporation Law.

Section 14.02 No changes to these bylaws may be adopted in any form prior to three formal readings of the proposed changes, at three separate monthly Board meetings and only upon approval after said three readings, as specified in Section 14.01.01.

Section 14.03 The secretary of the corporation shall see that a true and correct copy of all amendments of the bylaws, duly certified by the secretary, is attached to the official bylaws of the corporation and is maintained with the official records of the corporation at the principal office of the Board.

### XV CONTROLLING LAW

Section 15.01 The WRA shall be governed by and construed in accordance with the laws of the State of California. If at any time any section of these bylaws is found to be invalid by a competent authority the remaining bylaws shall remain in full force.

CERTIFICATE OF SECRETARY

We, the undersigned, certify that we are presently elected President- Executive Director and Secretary of The Wildland Residents Association, Inc., a California Nonprofit Mutual Benefit Corporation, and the above bylaws are the bylaws of this corporation as adopted at a meeting of the Board of Directors held on XX September 2013.

Executed in Santa Barbara County, California.

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Michael S. Williams,  
President-Executive Director

\_\_\_\_\_  
Karen May, Secretary

(SEAL)