

BY-LAWS
OF
THE SEA RANCH VOLUNTEER
FIRE DEPARTMENT, INC.

ARTICLE I
Name, Seal, and Offices

1. Name. The name of this corporation is The Sea Ranch Volunteer Fire Department, Inc.
2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words "The Sea Ranch Volunteer Fire Department, Inc." and in the center, the words and figures "Incorporated February 5, 1973, California." The Board of Directors may change the form of the seal or the inscription thereon at pleasure.
3. Offices. The principal office of the corporation shall be in the County of Sonoma, State of California. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II
Members and Meetings of Members

1. Membership. The members of the corporation shall consist of the persons signing the Certificate of Incorporation and such other person or persons as *may be elected by a majority of the Directors at any regular or special meeting of the Board of Directors. (Amended 10/6/76)*
2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation. *Any member who permanently departs The Sea Ranch area and who neglects to resign his membership may be removed from membership by majority vote of the Board of Directors. (Amended 8/2/78)*
4. Annual Meetings. The annual meetings of the members of the corporation shall be held at the principal office of the corporation on the second Monday in September in each year, *or at such other reasonable time not more than 30 days before or after such date as may be designated by notice of the Board of Directors delivered to the members not less than ten days*

prior to the date fixed for said meeting, (Amended 10/6/76) for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting.

5. Notice of Annual Meeting. Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten nor more than forty days before the meeting, upon each person who appears upon the books of the corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

6. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the President or Vice-President or by two Directors and must be called by the President or Secretary on receipt of the written request of one-third of the members of the corporation.

7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States not less than five nor more than forty days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

8. Quorum. At any meeting of members of the corporation the presence of one-third of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws. In absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

9. Voting. At every meeting of members each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the corporation shall be entitled to one vote. The vote for Directors and, upon the demand of any member, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.

10. Waiver of Notice. Whenever under the provisions of any law or under provisions of the Certificate of Incorporation or By-Laws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

11. Removal of Members, Directors or Officers. Any member, Director, or Officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose. Any such member, Officer, or Director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

12. Compensation and Expenses. Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay members rendering unusual or special services to the corporation special compensation appropriate to the value of such services.

13. Action Without Meeting. Any action which, under any provision of the California General Corporation Law as it relates to nonprofit corporations, may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the secretary of the corporation.

ARTICLE III **Directors**

1. Election. The business and property of the corporation shall be managed and controlled by a Board of Directors, who shall be elected by the members to hold office until the *second* annual meeting of the members *following their election* or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Directors need not be members of the corporation and shall be chosen by ballot at *annual meetings of the members* by a majority of the votes of the members, voting either in person or by proxy. *The members shall elect three directors at annual meetings held in odd-numbered years, and shall elect two directors at annual meetings held in even-numbered years. However, five directors shall be elected at the first annual election held following the adoption of this amendment, of which two shall be assigned one-year terms and three shall be assigned two year terms. Such assignments shall be made in accordance with a method selected and published by the Board of Directors prior to implementation of this amendment. (Amended 2/12/03)*

2. Number. The number of Directors of the corporation shall be five (5), but such number may be increased or decreased by amendment to these By-Laws, in the manner set forth in Article XII hereof. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his term expires, or until his resignation or removal as herein provided.

3. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the corporation or until the election and qualification of his successor.

5. Annual Meetings. Immediately after each annual election the newly elected Directors may meet forthwith at the principal office of the corporation for the purposes of organization, the election of Officers, and the transaction of other business, and if a quorum of Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

6. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board.

7. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three days or by telegraphing the same at least one day before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

8. Chairman. At all meetings of the Board of Directors the President or Vice-President, or in their absence a chairman chosen by the Directors present, shall preside.

9. Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may

adjourn the meeting from time to time without further notice to any absent Director, and may take such other and further action as is provided in Article III, Section 4, of these By-Laws.

10. Contracts and Services. The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or Officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not in violation of the prescriptions in the Certificate of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

11. Compensation. Directors shall not receive any stated sum for their services as such, but by resolution of the Board a reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

12. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of California, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

13. Duties. The Board of Directors shall present at the annual meeting of members and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the corporation, where located, and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made, and (d) the names and places of residence of the persons who have been admitted to membership during the year.

14. Alternate Designation. The Board of Directors may, by vote of a majority of the Directors present, adopt a resolution whereby they shall be designated Trustees in lieu of Directors, and Board of Trustees in lieu of Board of Directors.

15. Action Without Meeting. Any action which, under any provision of the California General Nonprofit Corporation Law or under the California General Corporation Law as it relates to nonprofit corporations, may be taken at a meeting of the Board of Directors, except approval of any agreement for merger or consolidation of the corporation with other corporations, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation.

ARTICLE IV **Officers**

1. The Officers of the corporation shall be the President, Vice-President, Secretary, Treasurer and such other Officers with such power and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice-President, may be held by the same person.

2. Election, Term of Office and Qualifications. The President shall be elected annually by the Board of Directors from among their number, and the other Officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors after the annual meeting of members of the corporation.

3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.

4. President. The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.

6. Secretary. The Secretary shall have charge of such books, documents, and papers as the

Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. He shall keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, and such books shall be open for inspection as prescribed by law. He may sign with the President or Vice-President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the corporation. He shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other Officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate accounts of all moneys and obligations received and paid or incurred by him for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the corporation. He shall, in general, perform all the duties incident to the Office of Treasurer, subject to the control of the Board of Directors.

8. Salaries. The salaries, if any, of all officers shall be fixed by the Board of Directors, shall be reasonable in amount and the fact that any officer is a member of the corporation or a Director, or a member of the advisory committee, shall not preclude him from receiving a salary or from voting on the resolution providing for the same.

9. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose. Any Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board or Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE VI
Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, 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 pecuniarily for any purpose or to any amount.

ARTICLE VII
Advisory Committee

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the Officers of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the corporation, special compensation appropriate to the value of such services.

ARTICLE VIII
Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX
Calendar Year

The Corporation shall be on a calendar year.

ARTICLE X
Prohibition against Sharing in Corporate Earnings

No member, Director, Officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE XI
Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII
Amendments

1. By Directors. The Board of Directors shall have power to make, alter, amend, and repeal the By-Laws of the corporation by affirmative vote of a majority of the Board, except as otherwise provided by law. All By-Laws made by the Board of Directors may be altered, amended, or repealed by the members.

2. By Members. The By-Laws may be altered, amended, or repealed at any meeting of members of the corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

ARTICLE XIII
Exempt Activities

Notwithstanding any other provision of these By-Laws, no member, Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Sea Ranch Volunteer Fire Department, Inc., a California non-profit corporation;

and

2. That the foregoing By-Laws, comprising eighteen (18) pages, constitute the By-Laws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on February 12, 1973.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 12 day of February, 1973.

James H. Cummings
Secretary

This copy of TSRVFD By-Laws prepared 11/20/03 from existing copies thereof. Original language has been deleted where replaced by amendments.

Bill Lawson
Secretary, TSRVFD
