

**Red = proposed to be deleted.**  
**Green = proposed to be added.**

## **BODEGA VOLUNTEER FIRE DEPARTMENT, INC.**

(new name to be determined)

### **BYLAWS**

#### **PREAMBLE**

This corporation is organized as a private, non-profit corporation under the laws of the State of California for the sole purpose of operating ~~the Bodega Volunteer Fire Company which is a fire company organized under Part 4, Division 12 (commencing with Section 14825) of the Health and Safety Code of the State of California~~ a volunteer organization devoted to providing public benefits to and for the residents of the greater Bodega Community (the specific geographic area to be determined and once determined to be attached as an exhibit).

The need for the organization of this corporation for this purpose is the result of ~~the failure of these provisions of the Health and Safety Code to give fire companies sufficient power and authority to transact business. As a consequence, the fire companies have been considered by the County of Sonoma to be ineligible to participate in the purchase of equipment declared surplus by the United States Government. In addition the County of Sonoma has indicated an unwillingness to continue to enter into the annual Mutual aid contract with fire companies in view off the absence of statutory authority.~~ the recent consolidation of the Bodega Volunteer Fire Department into the Gold Ridge Fire Protection District. The result of this consolidation is that fire protection services are no longer performed by the BVFD. All fire protection related services to the Bodega area are now to be performed and funded by the Gold Ridge Fire Protection District.

At the same time, however, ~~it appears desirable to have fire fighting activities executed by a governmental entity. A private corporation, even though organized and operated as a charitable and nonprofit corporation, cannot be considered such an entity. Therefore, the Bodega Volunteer Fire Company has been formally organized and will be operated in conjunction with this corporation for the purpose of executing fire suppression and protection services.~~ the Bodega Community desires to continue enjoying the benefits of a non-profit corporation carrying forward management of a community center and to support volunteer efforts in support of community cohesion, safety, vitality, and rural character, as well as to own and operate the assets held by and for the Bodega Community under the predecessor non-profit corporation Bodega Volunteer Fire Department, Inc. Such assets, both real property and personal property, are the sole result of the efforts of the Bodega Community over time and should remain in control of and for the benefit of the greater Bodega Community.

## **Article I - General**

The function of the BVFD, Inc. shall be: ~~To promote and foster the protection of life and property in the Bodega area against fire and disaster; to cooperate with county officials, State Forestry Division, and other county fire departments in every feasible manner.~~ *(New name TBD) shall be to promote and foster the well being of the Bodega Community through volunteer and other efforts to promote and retain community cohesion, safety, vitality, and rural character.*

## **Article II - Principal Office**

The principal office for the transaction of business of this corporation is McCaughey Hall, Bodega, California. There location of the principal office may be changed by amendment to these bylaws; but the principal office of this corporation shall not be located outside Sonoma County.

## **Article III - Membership**

### Section 1 - Classes of members

There shall be one class of members.

### Section 2 - Membership

Any person of ~~16~~ 18 years of age who resides, works, or owns property in the Bodega Area is eligible for membership in this corporation and shall be admitted to membership upon the payment of the annual donation specified by the Board of Directors.

No person shall be considered a member of this Corporation or be entitled to vote on any matter who shall not have made the annual donation specified by these Bylaws.

### Section 3 - Meetings of Members

A. The regular meeting of the members shall be held once a month at the same time, place, and on the same date as is specified in these bylaws for the regular monthly meeting of the Board of Directors.

B. The annual meeting of the members shall be held on the second Tuesday in July at McCaughey Hall, Bodega, California, at 8:00 pm, or as soon thereafter as a quorum can be assembled. At the annual meeting the members of the corporation

shall elect officers whose terms have expired and shall transact such other business as may be necessary, desirable or useful.

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C. Special meetings of the members may be called by the Board of Directors or by a petition signed by at least five (5) members. Such petition of the members shall be filed with the Secretary of the corporation who shall give the required notice of meetings.

#### Section 4 - Notice of Meetings

Notice of each meeting shall be given by posting such notice in a prominent place *and also issued by email to the current list of members retired by the Secretary of the Board of Directors* at least forty-eight (48) hours before the holding of such meeting. The notice shall specify the time, place and date of such meeting and shall give a general description of the business to be transacted. In the case of a special meeting such notice shall state the specific purpose for which the special meeting is called.

#### Section 5 - Quorum

The presence in person of *at least* seven (7) members *including three (3) members of the Board of Directors* shall be necessary to constitute a quorum for the transaction of business at any regular or specific meeting.

#### Section 6 - Voting

Each member shall be entitled to one vote. There shall be no by proxy or by mail. Members shall not have the right to cumulative votes.

### **ARTICLE IV - Board of Directors**

#### Section 1 - Number and composition

The authorized number of Directors of the corporation shall be ~~four (4)~~ *five (5)*. The Board of Directors shall constitute the officers of the corporation.

#### Section 2 - Powers and Duties

Subject to the applicable provisions of law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall manage the affairs and conduct the business of the corporation. Unless otherwise specifically provided in the Articles of Incorporation, or these Bylaws, decisions of the Board of Directors shall be by majority vote of the authorized number of Directors.

~~The Board of Directors shall prescribe rules and regulations governing the operation of the Bodega Volunteer Fire Company.~~

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The Board of Directors shall provide such insurance as it deems practical for the corporation property, for liability and property damage, ~~and for the protection of the members engaged in drills and emergency calls.~~

All actions or decisions made by the Board of Directors may be reconsidered or overruled by a majority vote of the members at any regular or special meeting, a quorum being present, unless the action taken by the Board of Directors has through the passage of time vested some right in a third person.

#### Section 3 - Meetings

Regular meetings of the Board of Directors shall be held on the second Tuesday of each month 8:00 pm at McCaughey Hall. Special meetings of the Board of Directors may be called by the President or by any two directors, or by a petition signed by five (5) members.

#### Section 4 - Notice of Meetings

No written notice of a regular meeting held at the time and place specified above need be given. Written notice of each regular meeting held at a different time or place from that specified above and of each special meeting shall be given to each director either by email or personal delivery at least 24 hours before the meeting or by mail at least 72 hours before the meeting. The notice shall specify the place, date and hour of the meeting. In the case of a special meeting the notice shall also specify the general nature of the business to be considered thereat.

#### Section 5 - Quorum

The presence in person of a majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction. Of business any meeting of the Board of Directors on any matter.

#### Section 6 - Waiver of Notice

Any action taken at any meeting of the Board of Directors shall not be affected by any defect in the calling or giving of notice of that meeting if a quorum was present and if before or after that meeting each director not present at the meeting signs a written waiver of notice of that meeting, or a written consent to holding that meeting, or a written approval of the minutes of that meeting.

## ARTICLE V - Officers

### Section 1 - Number and titles

The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer.

### Section 2 - Term of office

The officers of this corporation shall be elected at the annual meeting of the members held pursuant to the Bylaws. The term of office of each officer shall be ~~one~~ two year or until their successors are elected and qualified.

### Section 3 - President

~~The President shall be ex-officio Fire Chief of the Bodega Volunteer Fire Company.~~ The President shall preside at meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, the members, or these Bylaws.

### Section 4 - Vice-President

In the absence of the President, the Vice-President shall preside at meetings of the corporation and the Board of Directors and perform all the duties of the President. The Vice-President shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

### Section 5 - Secretary

~~The Secretary shall be ex-officio Secretary of the Bodega Volunteer Fire Company.~~ The Secretary shall give the required notices of meetings of the members or the Board of Directors, and shall record and preserve the minutes of each meeting. ~~The Secretary shall file the certificate of organization of the Bodega Volunteer Fire Company with the County Recorder semi-annually as provided by Part 4, Division 12 of the Health and Safety Code.~~ The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

### Section 6 - Treasurer

The Treasurer shall be the custodian of all funds received by the corporation, and shall keep complete records of all financial transactions. The Treasurer shall

maintain a checking account and a savings account in the name of the corporation and shall deposit therein all funds received by the corporation. ~~He~~ *The Treasurer* shall pay all corporation bills and checks. The Treasurer shall report on the financial status of the corporation at each regular meeting the Board of Directors. ~~The Treasurer shall~~

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~~annually send out letters of solicitation of donations from the residents in the Bodega area on or before the month of July. The Treasurer shall maintain a current roster of membership which shall indicate the names and addresses of all past and present members and indicate the amount of donations made by each.~~ *in collaboration with the Secretary, shall maintain a current membership roster including name, physical and mailing addresses, email address, phone number, and membership status (payment of dues if any).*

All corporation checks must be signed by at least two ~~of the following named officers: President, Secretary or Treasurer.~~ *members of the Board of Directors*

#### Section 7 - Vacancies

Any vacancy in office shall be filled for the unexpired term of such office by a majority vote of the members of the corporation at any regular or special meeting of said members.

### **ARTICLE VI - Personal Liability and Property Interest**

#### Section 1 - Liability of Members, Directors, Officers

No member, director or officer of the corporation shall be personally liable for any indebtedness or liability of this corporation, and any and all creditors of this corporation shall look only to the assets of the corporation for payment.

#### Section 2 - Property Interest Upon Termination of Membership

When any members shall cease to be a member of this corporation any interest he shall have in and to the property, assets, rights or privileges of this corporation shall cease and shall revert to this corporation. Such cessation of membership shall operate as a release and assignment to this corporation of all right, title and interest of such member in and to the property, assets, rights, and privileges of this corporation.

### **ARTICLE VII - Amendments**

These Bylaws may be adopted, amended or repealed only by a majority vote of the members present at a regular or special meeting specifically called for this purpose.

*POTENTIAL NEW SECTION: The sub-committee agreed that a new section addressing transparency and conflict of interest should be added modeled after the standards required of elected public officials found in the Broad Act.*