



Bylaws of the Grizzly Flats Fire Safe Council

We, the Grizzly Flats Fire Safe Council (GFFSC), as an associate Council of the El Dorado County Fire Safe Council (EDCFSC), agree to abide by and adhere to EDCFSC Bylaws with the following exceptions:

1. Where section(s) of the EDCFSC Bylaws, as approved by the EDCFSC on March 25, 2014, have been modified, deleted or added, that/those entire section(s) have been set forth in these GFFSC Bylaws.
2. Where an entire section of the EDCFSC is not applicable to the GFFSC, that section will be listed by its number and title and identified as "N/A" in these GFFSC Bylaws.
3. Where sections of these GFFSC Bylaws are silent with regard to their comparison to the EDCFSC Bylaws, those sections shall apply as listed in the EDCFSC Bylaws, with the following equivalents being applicable:

EQUIVALENTS

The following titles, names and terms within the GFFSC Bylaws are equivalent to the following titles, names and terms within the EDCFSC Bylaws:

Grizzly Flats Fire Safe Council . . . El Dorado County Fire Safe Council
Organization . . . Corporation
Grizzly Flats Fire Safe Council . . . El Dorado County Fire Safe Council GFFSC . . . EDCFSC
Council, Council Members . . . Board of Directors, Board, Directors Council Meeting . . . Board Meeting
Executive Board or Board . . . Executive Board
Executive Board Members and/or Board Members . . . Executive Board Officers, Officers June Council Meeting . . . Annual Board Meeting

ARTICLE I. NAME AND OFFICERS

Section 1.01 - Name

The name of this organization shall be the Grizzly Flats Fire Safe Council, hereinafter referred to as the Council or GFFSC.

Section 1.02 - Principal Office

The principal office of the organization shall be Post Office Box 152, Grizzly Flats, California 95636 within the County of El Dorado, and may be changed at any time at the discretion of the GFFSC.

ARTICLE II. MISSION STATEMENT AND GOALS

Section 2.01 - Mission Statement

The mission of the GFFSC is to preserve Grizzly Flats' natural and manmade resources by informing, educating and mobilizing all residents and landowners to make their homes, properties, neighborhoods and the community fire safe, and to provide area-wide cooperation, innovation and action in an effort to internally and externally buffer the GFFSC's Sphere of Recognition from catastrophic wildfire.

The GFFSC's Sphere of Recognition description and associated map are incorporated herein by reference as Appendix A.

Section 2.02 - Goals

The goals of the GFFSC are to buffer GFFSC's Sphere of Recognition from catastrophic wildfire by:

- Informing, educating and promoting a fire safe environment for the GFFSC's Sphere of Recognition both internally and externally;
- Maintaining and updating the GFFSC tab in the County Wide Community Wildfire Protection Plan (CW CWPP);
- Maintaining the GFFSC's Firewise Community designation;
- Proactively providing area-wide wildland fire safety cooperation with allied public agencies;
- Proactively applying for and securing fuel reduction project grants.

Section 2.03 - Limitations -- N/A

ARTICLE III. BUSINESS PRACTICES

Section 3.04 – Asset Distribution

On the dissolution of the GFFSC, after settling debts, obligations, and liabilities of the Council, all residual remaining assets shall be distributed to the EDCFSC.

ARTICLE V. COUNCIL MEMBERS

Section 5.02 - Number of Council Members

The number of Council Members shall be no less than 15 and shall not exceed 25. The minimum number of 15 Council Members may be reduced at the discretion of the Board in the event of a declared State of Emergency (health or otherwise) or Disaster Declaration (Federal or State). Council members shall be representatives of the neighborhoods within

the GFFSC's Sphere of Recognition.

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Section 5.02.1 - Honorary Members

The GFFSC exists for the benefit of the Sphere of Recognition and requires a full Council membership to accomplish its goals. If a member is unable to actively participate in Council business, the member may become an Honorary Member and support the work of the Council via other means upon approval of the GFFSC Chairperson. The designation of Honorary Member requires a GFFSC member to have at least two (2) years of service on the Council. An Honorary Member may also be a distinguished non-member of the GFFSC, living within or outside of the Sphere of Recognition, eligible to become an Honorary Member whose association with the GFFSC would be welcome.

A Council member may choose to become an Honorary Member instead of a GFFSC Member for any reason. An Honorary Member will continue to receive GFFSC communications and may opt to participate in Council events, but will not have voting privileges. There shall be no limit to the number of Honorary Members.

Section 5.03 - Term of Office

GFFSC Members shall be elected by a majority vote of Council Members as vacancies occur. During the election (in person or electronically) of new members, current Council Members should abstain from voting for a family member that is applying for membership. See also Section 8.01 of the PPM. Each Council Member may hold office for an unspecified length of time. A member's position on the Council term of office shall be declared vacant upon their resignation, their death, or by removal of the Member.

Section 5.04 - Vacancies

The Council may declare vacant the office of a Council Member for any one of the following:

- Who has failed to attend three (3) regular meetings of the Council, within a six-month period. The Member shall be contacted by the Chairperson, notifying them in writing of their removal from office. The period begins upon the member's election. The Executive Board shall review member attendance;
- Who has failed to actively participate in the Council's business. In such an event, the member will be notified in writing of such action;
- Who has been declared of unsound mind by final order of a court or physician;
- Who has been convicted of a felony;
- Who has been found by a final order of judgment of any Court to have breached any duty arising under Chapter 2, Article 3, of the California Nonprofit Public Benefit Corporation Law;
- Who has been removed without cause by a unanimous vote of the Council.

No reduction of the authorized number of Council Members shall have the effect of removing any Council Member.

Section 5.04.1 - Extended Leave of Absence From the Council

In the event of a personal illness or the illness of a family member, a Council Member may request an extended leave of absence from the Council. Such request shall be submitted in writing to GFFSC Chairperson. Upon receipt of such a request, the Chairperson may grant one (1) extended leave of absence, not to exceed six (6) months. A request for an extended leave of absence for reasons other than illness will be reviewed by the Executive Board on a case-by-case basis. If the member is unable to return to active participation on the Council by the end of the leave period and wishes to remain on the Council, the member shall make a second written request to the Council Chairperson for an additional period of absence. Such an extended leave of absence request will be considered and acted upon by the Council's Executive Board.

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Section 5.04.2 - Council Member Conduct

Members of the GFFSC shall represent the Council in a positive and professional manner at all times. Members are expected to be leaders in the community. Members are also expected to:

- Maintain their property in a Fire Safe manner, so as to serve as an example to the community;
- Attend and participate in monthly GFFSC meetings;
- Support and participate in one or more GFFSC sponsored activities with mandatory participation in the annual fundraiser;
- Further the work of the Council's mission and goals.

If at any time a Council Member does not represent the GFFSC in a positive and professional manner, immediate action will be taken by the Executive Board including but not limited to one of the following: • Verbal counseling with written documentation of such for the Council's confidential files, written warning, and/or removal from Council Membership with majority vote of the Executive Board. • Such action is final and without appeal.

- If the member in violation of this policy is a member of the Executive Board, the remaining members of the Executive Board shall administer this policy.

Section 5.04.3 - Discrimination/Sexual Harassment

The GFFSC is committed to maintaining a work environment that is free of all forms of harassment and discrimination. Accordingly, harassment based on an individual's gender, marital status, pregnancy, race, color, ethnicity, national origin, age, disability, medical condition, religion, sexual orientation, gender identity or expression, veteran status, or other legally protected class is prohibited. Each member of the GFFSC is responsible for fostering civility and refraining from conduct that violates this section.

For the purpose of this section, discriminatory harassment is defined as any type of behavior, severe or otherwise, that interferes with the function of the GFFSC or

creates an intimidating, hostile or offensive environment.

Sexual harassment, whether between people of different genders or the same gender may include, but is not limited to:

- Unwelcome sexual advances, demands/threats for sexual favors, or actions, distributing or displaying sexual pictures of objects or persons, suggestive gestures, sounds or stares, or unwelcome physical contact;
- Sending or forwarding inappropriate emails of a sexual or offensive nature, inappropriate jokes, comments or innuendoes of a sexual nature, obscene or harassing verbal and/or written forms of communication;
- Any conduct of a sexual nature that may create a hostile work environment.

Any Council Member who believes he or she has been harassed by another Council Member or who observes harassment of another should promptly report the facts of the incident to the Chairperson of the GFFSC, including date(s), and time(s) and the name(s) of the individuals involved. The Chairperson will inform the reporting Council Member that incidents of this nature are taken seriously and an investigation will be initiated immediately. The Chairperson will bring the incident to the attention of the Executive Board, inform the proper authority, request an investigation, and take appropriate action.

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ARTICLE VII. Officers

Section 7.01 - Executive Board Members

The Executive Board Members shall be the Chairperson, 1st Vice Chairperson, 2nd Vice Chairperson, Secretary, Treasurer and an At-Large Council Member. Any reference to Vice Chairperson in the EDCFSC Bylaws shall be understood to include the 1st Vice Chairperson and 2nd Vice Chairperson in the GFFSC Bylaws.

Four (4) members of the Executive Board shall constitute a quorum. Any decision affecting the goals and/or direction of the Council shall be brought before the entire Council's ratification at its next regularly scheduled meeting. In the event of a tie vote, the matter before the Executive Board shall be brought to the full Council for a vote.

Section 7.02.1 - Nomination and Election of Executive Board Members The Chairperson will appoint, at the May meeting, a nomination and Election committee consisting of two members. The committee shall prepare a slate of qualified individuals to be presented to the Council for election to the Executive Board at the May meeting. Subject to guidelines established for the Executive Board, the committee will attempt to select candidates who meet the qualifications of the Executive Board position(s) as set forth in these Bylaws. Each individual will be contacted beforehand and consent obtained to submit his or her name as a candidate. Nominations are acceptable from the floor during the May meeting of the Council, provided that consent has been obtained from the nominee that they are willing to serve in that position on the Executive Board.

A written ballot shall be used for the election. Votes shall be tallied and results presented to the Council at the June meeting.

Section 7.04 - Removal and Resignation

An Executive Board Member may be removed, with or without cause, by the Executive Board at any time with unanimous consent of the remaining Executive Board Members. An Executive Board Member may resign at any time by giving written notice to any other GFFSC Executive Board Member. Any such resignation shall take effect at the date of the receipt of such notice, or at any time thereafter, as stated in the resignation notice. Due to the important duties of each of the Executive Board members, a 30-day notice of resignation is appropriate and is encouraged.

Section 7.07 - Vice Chairperson

- a) In the absence of the Chairperson, the 1st Vice Chairperson shall perform the duties of the Chairperson. The 1st Vice Chairperson shall also perform such other duties as may be prescribed by the Council;
- b) In the absence of the 1st Vice Chairperson, the 2nd Vice Chairperson shall perform the necessary duties of the Chairperson. The 2nd Vice Chairperson shall also perform such other duties as from time to time may be prescribed by the Council;
- c) The 2nd Vice Chairperson shall keep an accounting of the submitted records of time spent in the business of the Council by the Council Members.

Section 7.09 - Treasurer

The Treasurer is the chief financial officer of the Council, and shall keep and maintain accurate records of all financial activities of the GFFSC. The GFFSC financial books shall at all times be open to inspection by any member of the Council. The Treasurer shall deposit all funds in the name and to the credit of the GFFSC with such depositories that may be designated by the EDCFSC. The Treasurer shall disburse the funds of the GFFSC as authorized by the Council. The Treasurer shall collaborate with the Executive Board to prepare an annual

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budget for presentation to the Council for final approval at its June meeting. The Treasurer shall submit financial reports to the Executive Board for ongoing program expenditures and reserves as necessary or requested. The Treasurer shall submit end-of-fiscal-year documents to the EDCFSC for their use in filing annual Federal tax returns.

Section 7.10 (EDCFSC) – Parliamentarian

The Parliamentarian's role during a GFFSC meeting shall be unbiased, advisory and consultative. The Parliamentarian is not an Executive Board member and may or may not be a Council member. The duties of the Parliamentarian shall include:

- Ensuring all GFFSC meetings are conducted in accordance with parliamentary rule as set forth in Robert's Rules of Order;
- Maintaining and updating the GFFSC Members' Manual;

- Maintaining and updating the GFFSC Bylaws.

Section 7.11 – At-Large Member

The primary role of the At-Large Member is to become familiar with the operations of the Council and specifically the functions of the Executive Board Members. In addition, the At-Large Member shall:

- Be elected by the Council as a whole to serve as an Executive Board Member;
- Be a member of good-standing and a regular attendee at full Council and Executive Board meetings;
- Be a member of at least one working committee of the full Council;
- Temporarily undertake, carry out or otherwise assist with other defined Executive Board Member tasks and functions at the request of the Executive Board, with concurrence from the At-Large Member;
- Be available to receive inquiries and commentary from full Council Members for input to the Board and to communicate information to inquiring members with concurrence of the Board.

ARTICLE VIII. CONTRACTED SERVICES/EMPLOYEES -- N/A

ARTICLE IX. MEETINGS

Section 9.04 - Special Meetings

Special meetings of the Council for any purpose may be called at any time by any member of the Executive Board.

Section 9.09 – Minutes

The Secretary shall maintain approved and signed minutes of all meetings of the GFFSC. The Secretary shall email the draft minutes to all Council members no less than one week prior to the Council meeting at which the minutes are on the agenda for approval.

Section 9.12 – Action Without a Meeting

The Executive Board may make day-to-day operating decisions at its Executive Board meeting(s). An example of such a decision would be the Executive Board expending unbudgeted funds less than \$300.

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Section 9.13 - Robert's Rules of Order

All meetings of the GFFSC will be governed by *Robert's Rules of Order*, insofar as such rules are consistent with these Bylaws, the Articles of Incorporation of the EDCFSC, and applicable law.

ARTICLE X. COMMITTEES

Section 10.01 – Committees

The GFFSC shall appoint one or more committees, and delegate to such committee(s) any of the authority of the GFFSC, except with respect to:

- Filling of vacancies on the GFFSC;
- Amending or repealing the Bylaws, or adoption of new Bylaws;
- Amending or repealing any action or motion of the GFFSC;
- Appointment to committees of the GFFSC and their Chairpersons;
- Approval of any self-dealing transactions as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Committees shall be created by a motion of the GFFSC, provided a quorum is present. Unless the GFFSC or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions in these Bylaws. With the exception of the Election and Bylaws Committee, non-Council members may be invited to serve on a Committee at the discretion of the GFFSC. Current committees of the GFFSC include the:

- BBQ Fundraiser/Firewise Day
- Church Clean-up
- Community Cleanup
- Defensible Space
- Grants/CWPP
- Parliamentary
- Public Cemetery Cleanup
- Public Education
- Public Outreach (Social Media/Newsletter)
- Trestle Trail Cleanup

ARTICLE XI. INDEMNIFICATION CORPORATION – N/A

ARTICLE XII. FIRE SAFE COUNCIL RECORDS & REPORTS

Section 12.01 - Keeping Records

The Council’s Secretary and Treasurer shall keep accurate minutes and records of the decisions, actions, and activities of the GFFSC. All records of the GFFSC shall be maintained and shall be available for inspection upon a reasonable request. Books and records shall be kept in written or any other form capable of being converted into printed form.

Section 12.02 - Annual Report – N/A

ARTICLE XIII. OTHER PROVISIONS

Section 13.03 - Amendments

These Bylaws, upon recommendation of the Executive Board, Council Members, or a committee so formed for the purpose, may be amended or changed by majority approval of the Council Members present at a meeting

called for that purpose, provided a quorum is present. Notice to amend these Bylaws must be announced at a regular meeting of the Council at least one month prior to the meeting in which the vote is taken.

ARTICLE XIV. ASSOCIATE FIRE SAFE COUNCILS – N/A

Approved GFFSC BYLAWS AMENDMENTS, October 7, 2017