

BYLAWS OF
LAKE TAHOE REGIONAL FIRE CHIEFS' ASSOCIATION

ARTICLE 1. PRINCIPAL OFFICE

- 1.1 Principal Office. The principle office of the Corporation for its transaction of business shall be located at the Carson City Fire Department, 777 So. Stewart, Carson City, Nevada.
- 1.2 Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in Nevada. Any change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2. PURPOSES

- 2.1 Purposes. The purposes of this Corporation shall be but are not limited to:
 - 2.1.1 To develop a master mutual aid compact for fire defenses, emergency medical and rescue services, and emergency and disaster mitigation, in the region;
 - 2.1.2 To develop a communication system which will provide efficient coordination of fire and rescue operations involving personnel and equipment of a major segment of the member organizations;
 - 2.1.3 To develop, organize and administer a training program to enhance fire-ground efficiency, to improve delivery of emergency medical services to promote fire prevention and investigation, and to provide career development opportunities for its members;
 - 2.1.4 To promote and support local, state and national levels of Government for the preservation from the perils of fire and other disasters the aesthetic, ecological, and environmental values of our natural and sociological resources, and to provide for effective emergency medical and rescue services, fire prevention and investigation, emergency and disaster mitigation, and public education;
 - 2.1.5 To coordinate fire service response and input to regional planning and other governmental agencies;
 - 2.1.6 To coordinate dates for burning and development of Uniform Burning Ordinance;
 - 2.1.7 To work in cooperation with the Sierra Front Wildfire Cooperators and other regional fire and/or forestry based organizations in the development and application of fire protection and fire prevention programs.

ARTICLE 3. MEMBERS

3.1 **Classification of Members.** The Corporation shall have the following classes of membership, with the described voting rights:

3.1.1 **Full Members.** Any Chief Officer, or any official of equivalent rank in the agency, of any fire protection or rescue agency serving the area described in Section 3.2, with full power to vote, provided that if more than one person from any agency qualifies for Full Membership, such agency shall be entitled to one vote only.

3.1.2 **Member Emeritus.** Any Chief Officer, or any official of equivalent rank in the agency, of any fire protection or rescue agency serving the area described in Section 3.2, who has been honorably retired from the agency, with full power to vote.

3.1.3 **Associate Member.** Any person not qualified for membership as a Full Member or Member Emeritus, who supports the purposes and objectives of the Association. Associate Members shall not have the power to vote, but shall otherwise be entitled to all the rights and privileges of membership.

No person shall hold more than one membership at the same time in the Corporation.

3.2 **Eligibility of Membership.** Membership in the Association shall be composed of the Chief Fire Officer, or his/her designated alternate, and other persons supporting the purposes of the Association, from fire or rescue services organizations serving the eastern central Sierra, including portions of Washoe, Douglas and Lyon Counties and Carson City in Nevada, and Nevada, and Placer and El Dorado Counties in California. In addition, the Nevada Division of Forestry, U.S. Forest Services/Toiyabe National Forest, Nevada Office of Emergency Management, California Department of Forestry, U.S. Forest Service/Tahoe National Forest, U.S. Forest Service/Lake Tahoe Basin Management Unit, and USFS/El Dorado National Forest, and California Office of Emergency Services shall each be entitled to one (1) membership

3.3 **Admission to Membership.** Any person, eligible and qualified for membership under Section 3.2 of these Bylaws shall be admitted to, membership on the approval of the Board of Directors of an application submitted by such person in such form and in such manner as shall be prescribed by a majority of the membership present at a regular meeting.

3.4 **Application Fee.** There shall be no fee for making application for membership in the Corporation.

3.5 **Dues.** The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues. Members Emeritus are exempt from paying dues.

3.6 **Assessments.** Memberships shall be non-assessable.

3.7 **Number of Members.** There shall be no limit on the number of members the Corporation may admit.

- 3.8 Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.
- 3.9 Membership Book List. The Corporation shall keep in written form a membership list containing the name and address of each member. The list shall also contain the fact of termination and the date on which such membership ceased. Such list shall be maintained by the Secretary of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 3.10 of these Bylaws.
- 3.10 Inspection Rights of Members. A member may:
- 3.10.1 Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested for; or
- 3.10.2 Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purposes for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- 3.11 Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 3.10 of these Bylaws may be exercised by the following:
- 3.11.1 Any member, for a purpose reasonably related to such persons interest as a member; and
- 3.11.2 The authorized number of members for a purpose reasonably related to the member's interest as members.
- 3.12 Non-liability of Members.
- 3.12.1 The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
- 3.12.1.1 The voluntary resignation of a member;
- 3.12.1.2 Where a membership is issued for a period of time, the expiration of such period of time;
- 3.12.1.3 The death or removal from office of a member, provided that a successor duly designated shall succeed to all of the rights and privileges of that membership;
- 3.12.1.4 The dissolution of a corporate member; and
- 3.12.1.5 The nonpayment of dues subject to the limitations set forth in Section 3.12.2 of these Bylaws.

3.12.2 The membership of any member who fails to pay his or her dues when due and within thirty (30) days thereafter may automatically terminate at the end of such thirty (30) day period at the discretion of the Board of Directors, provided such member was given both a fifteen (15) days prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at such reasonable place as may be designated in the notice by a committee composed of the President, one Vice-President, and the Secretary of the Corporation. The hearing shall be presided over by the President of the Corporation who shall perform the following duties:

- 3.12.2.1 Read the charges against the subject member;
- 3.12.2.2 Require that the charges be verified by the testimony of the person or persons making them;
- 3.12.2.3 Hear any other witnesses against the subject member;
- 3.12.2.4 Allow the subject member to cross-examine each witness following the testimony of that witness;
- 3.12.2.5 Allow the subject member to make a statement in his or her own behalf;
- 3.12.2.6 Allow the subject member to call witnesses in his of her own behalf, and
- 3.12.2.7 Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

3.12.3 All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation to obtain damages for its breach.

3.13 Election of Mutual Aid Coordinator. A local government mutual aid coordinator, also known as the Tahoe Basing Operational Area Coordinator for California O.E.A., shall be elected every three years (1999, 2002, 2005, etc.). A tie vote shall be broken by a majority vote of the Board of Directors. All local government members, including those that are Nevada based, are eligible to participate in the California O.E.S. system.

ARTICLE 4. MEETINGS OF MEMBERS

- 4.1 Place. Meetings of members shall be held at such location within the State of Nevada or the State of California, as may be designated from time to time by the President.
- 4.2 Regular Meetings. The members shall meet monthly between the months of January and October unless extenuating circumstances prevent such meeting from occurring, but not less than semiannually in May and October of each year, on the fourth Wednesday at 9:30 a.m. for the purposes of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 5.3 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to Section 4.11.1 of these Bylaws, the Board shall or five percent (5%) of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.
- 4.3 Special Meetings. Special meetings of members shall be called by a majority of the Board of Directors or the President of the Corporation and held at such place as is fixed in Section 4.1 of these Bylaws. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.
- 4.4 Notice of Meetings. Written notice of every meeting of members shall be either personally delivered or mailed by first-class mail, postage prepaid, not less than ten (10) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.
- In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after request was received.
- No meeting of members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.
- 4.5 Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board or Directors, at the time notice is given, intends to present for action by the members. The notice or any meetings at which Directors are to be elected shall include the names of those who are nominees at the time the notice is given to the members.
- 4.6 Waivers, Consents, and Approvals. The transactions of any meetings of members, however called or noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

- 4.7 Quorum. A quorum at any meeting of members shall consist of thirty-five percent (35%) of the voting power, represented in person or by proxy. For purposes of this Bylaw, “voting power” means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.
- 4.8 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 adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.
- 4.9 Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of the majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 4.8 of these Bylaws.
- 4.10 Voting of Membership.
- 4.10.1 One Vote per Member Organization. Each member organization is entitled to one (1) vote on each matter submitted to a vote of the members.
- 4.10.2 Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.
- 4.10.3 Cumulative Voting. Cumulative voting shall not be authorized for the election of directors or for any other purpose.
- 4.10.4 Proxy Voting. Members entitled to vote shall be permitted to vote or act by proxy.
- 4.11 Ballots.
- 4.11.1 Action Without Meeting by Written Ballot. Subject to the limitations specified in Section 4.11.3 of these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot shall be valid only when the number of votes cast by the ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 4.11.2 Limitations Pertaining to Election of Directors. Directors may be elected by written ballot.
- 4.11.3 Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members’ meetings set forth in Section 4.4 of these

Bylaws and of voting by written ballot set forth in Section 4.11.4 of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

4.11.4 Revocation of Ballot. Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the Corporation, but may not do so thereafter. Such revocation shall be effective on its receipt by the Secretary of the Corporation.

4.12 Conduct of Meetings.

4.12.1 Chairman. The President of the Corporation or, in his or her absence, the First Vice-President, [elected from the same State as the President] shall be Chairman of and shall preside over the meetings of the members.

4.12.2 Secretary of Meetings. The Secretary of the Corporation shall act as the secretary of all meetings of members, provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

4.12.3 Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or applicable law.

ARTICLE 5. DIRECTORS

5.1 Number. The Corporation shall have not less than two (2), but no more than five (5) Directors. The exact number of Directors shall be five (5) and this number shall be fixed from time to time by an amendment to these Bylaws, duly adopted by approval of the Board of Directors.

5.2 Qualifications. With the exception of the initial Directors, the Directors shall be the Officers of the Corporation and who meet the membership requirements pursuant to Section 3.1.1 of these Bylaws.

5.3 Term of Office. Each Director shall hold office until the January meeting of members, and until such Director's successor is elected and qualifies under Section 5.2 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed in Section 5.8 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualified.

5.4 Nomination and Election. Any person qualified to be a Director under Section 5.2 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. The President shall be elected alternately from Nevada and California. The First Vice-President shall be from the opposite state as the President and the Second Vice-President from the same state as the President. The election of officers shall take place at the October meeting.

5.5 Compensation. The Directors shall serve without compensation.

5.6 Meetings.

- 5.6.1 Call of Meetings. All meetings of the Board shall be held at such place as may be designated in the notice of the meeting.
- 5.6.2 Place of Meetings. All meetings of the Board shall be held at such place as may be designated in the notice of the meeting.
- 5.6.3 Time of Regular Meetings. Regular meetings of the Board shall be held, without call or notice, immediately following each regular meeting of the members of the Corporation as set forth in Section 4.2 of these Bylaws. Regular meetings of the Board shall be at the discretion of the President.
- 5.6.4 Special Meetings. Special meetings of the Board may be called by the President or any Vice-President or the Secretary of any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, on forty-eight (48) hours notice delivered personally or by telephone or [telegraph] telefax. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the [corporate] association records or made a part of the minutes of the meetings.
- 5.6.5 Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- 5.6.6 Transactions of Board. Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation, or these Bylaws.
- 5.6.7 Conduct of Meetings. Any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in the meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- 5.6.8 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

- 5.7 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions by written consent have the force and effect as the unanimous vote of such Directors.
- 5.8 Removal of Directors.
- 5.8.1 The Board may declare vacant the office of a Director on the occurrence of any of the following events:
- 5.8.1.1 The Director has been declared of unsound mind by a final order of the court;
- 5.8.1.2 The Director has been convicted of a felony; or
- 5.8.1.3 The Director has been found by a final order or judgment of any court to have breached duties imposed by the Corporations Code on directors who perform functions with respect to assets held in charitable trust.
- 5.8.2 Any or all of the Directors may be removed without cause if such removal shall be approved by a majority of all members.
- 5.9 Resignation of Director. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.
- 5.10 Vacancies on Board.
- 5.10.1 Vacancies on the Board of Directors shall exist on the death, resignation or termination of employment with the member agency, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.
- 5.10.2 Except for a vacancy created by the removal of a Director pursuant to Section 5.8 of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director.
- 5.10.3 Vacancies created by the removal of Directors shall be filled only by the approval of members. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE 6. OFFICERS

- 6.1 Number of Titles. The officers of the Corporation shall be a President, two (2) Vice-Presidents, a Secretary, and a Chief Financial Officer. The President is the general manager and chief executive officer of the Corporation. The officers shall be elected for a one (1) year term at the October meeting of the members and shall serve from their election until a successor is elected and shall qualify. One Vice-President shall be elected from the Nevada members and one Vice-President shall be elected from the California members.

- 6.2 Appointment and Resignation. The officers shall be elected by the membership. The President shall be elected alternately from Nevada in even numbered years and from California in odd numbered years. Any officer may resign at any time on written notice to the Corporation.

ARTICLE 7. COMMITTEES

- 7.1 Standing Committees. The following shall be the Standing Committees of the Corporation to be composed of such members as may be designated by these Bylaws or as may from time to time be appointed to serve thereon by the President:
- 7.1.1 Executive Committee, to consist of the officers of the Corporation together with the immediate past president;
 - 7.1.2 Fire Prevention/Public Education;
 - 7.1.3 Training;
 - 7.1.4 Mutual Aid/Communication;
 - 7.1.5 Emergency Medical Services
 - 7.1.6 Research, Safety & Equipment;
 - 7.1.7 Haz-Mat;
 - 7.1.8 Sierra Front Wildfire Cooperators;
 - 7.1.9 Legislative; or

Any other committee that may be deemed appropriate from time to time.

- 7.2 The President of the Corporation may, from time to time, designate such Ad Hoc Committees as may be appropriate for the effective functioning of the Corporation and to carry out the purposes set forth in Article 2.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND SEAL

- 8.1 Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in either written form or any other form capable of being converted to written form.
- 8.2 Corporate Seal. The Board of Directors shall adopt a corporate seal which shall be in the form affixed below:

The Secretary of the Corporation shall have the custody of the corporate seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of the instrument.

ARTICLE 9. ADOPTION, AMENDMENT AND REPEAL

- 9.1 These Bylaws shall become effective on their adoption by the vote or written consent of a majority of the voting members of this Corporation, and may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a two-thirds vote of the voting members of the Corporation, provided, however, that any amendment to the Bylaws, or action with respect to repeal, shall require not more than sixty (60) not less than thirty (30) days prior written notice to the members of the proposed action.

- 9.2 The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

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**CERTIFICATE OF SECRETARY
OF**

**LAKE TAHOE REGIONAL FIRE CHIEFS' ASSOCIATION,
a Nevada Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that they foregoing Bylaws constitute the Bylaws of said Corporation as adopted at a meeting of the members held on _____.

Dated _____

Secretary

[Corporate Seal]